



NUCLEARELECTRICA

**Resolution number 5/26.04.2021
of the Ordinary General Meeting of Shareholders of
Societatea Nationala Nuclearelectrica S.A.**

Headquarters: 65 Polona street, District 1, 010494 Bucharest, registered with the Bucharest Trade Register Office under the number J40/7403/1998, sole registration code: RO 10874881

Today, 26.04.2021, 10:00 o'clock, the shareholders of Societatea Nationala Nuclearelectrica S.A. (hereinafter called "The company" or "SNN") met within the Ordinary General Meeting of Shareholders (OGMS) of SNN, held at Hotel Capital Plaza, Mihail Kogalniceanu Room, Bd. 54 Iancu de Hunedoara, District 1, Bucharest the OGMS was opened by the President of the meeting, Mr. Teodor Minodor Chirica, in his capacity of Chairman of the Board of Directors.

Taking into consideration:

- The convening notice of the OGMS, published in the Official Gazette of Romania, Part IV, number 1194 of 23.03.2021, in the "Romania Libera" newspaper, number 8840 of 23.03.2021 and on the website of the Company;
- The provisions of the effectual Articles of Incorporation of the Company;
- Legal applicable provisions;

The President of the meeting records at the beginning of the meeting, that the OGMS is legal and statutory, 28 shareholders are present or represented, owning a total number of 271.926.037 shares, representing 90,15997% of the subscribed and paid up share capital, representing 90,15997% of the total voting rights. The requirement regarding quorum is met in accordance with the provisions of article 16 of the Articles of Incorporation and of article 112, paragraph 1 of the Company Law 31/1990 ("Law number 31/1990"). The President of the meeting acknowledges that the OGMS is statutory and legally convened and that it can adopt viable resolutions regarding the items on the agenda.

Following the debates, the shareholders of the Company hereby decide:

1. The election of the Secretary of the OGMS.

As per the provisions of art. 129 of the Law no.31/1990, the shareholders of SNN elect as secretary of the OGMS Mr. Romeo Susanu and the Company appoints Mrs. Cristina Bacaintan and Mrs. Saida Ismail as technical secretaryies of the OGMS.



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In the presence of the shareholders representing 90,15997% of the share capital and 90,15997% of the voting rights, the current item is adopted with 271.962.037 votes, representing 100% of the votes validity cast held, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 271.962.037 votes “for”
- 0 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

- 2. The approval of the Audited Individual Financial Statements** as at and for the date ended on December 31, 2020, prepared in compliance with the Order of the Ministry of Public Finances no. 2844/2016 for the approval of the accounting regulations compliant with the International Financial Reporting Standards, based on the 2020 Annual Report of the Administrators and the Report of the Independent Auditor on the Annual Individual Financial Statements as at and for the period ended on December 31, 2020.

In the presence of the shareholders representing 90,15997% of the share capital and 90,15997% of the voting rights, the current item is adopted with 269.920.847 votes, representing 99,24946 % of the votes validity cast held, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 269.920.847 votes “for”
- 1.801.702 votes “against”
- 239.488 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

- 3. The approval of the Annual Consolidated Financial Statements** as at and for the date ended on December 31, 2020 prepared in compliance with the Order of the Ministry of Public Finances no. 2844/2016 for the approval of the accounting regulations compliant with the International Financial Reporting Standards, based on the 2020 Annual Report of the Administrators and the Report of the Independent Auditor on the Annual Consolidated Financial Statements as at and for the period ended on December 31, 2020.

In the presence of the shareholders representing 90,15997% of the share capital and 90,15997% of the voting rights, the current item is adopted with 269.920.847 votes, representing 99,24946 % of the

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votes validity cast held, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 269.920.847 votes “for”
- 1.801.702 votes “against”
- 239.488 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

- 4. The approval of the Annual Report of the Administrators** for the financial year ended on December 31, 2020, in compliance with the provisions of art. 63 of the Law no. 24/2017 regarding issuers of financial instruments and market operations, as subsequently amended, and with the provisions of the Annex 15 to Regulation no.5/2018 regarding issuers of financial instruments and market operations, as subsequently amended.

In the presence of the shareholders representing 90,15997% of the share capital and 90,15997% of the voting rights, the current item is adopted with 271.722.549 votes, representing 99,91194% of the votes validity cast held, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 271.722.549 votes “for”
- 0 votes “against”
- 239.488 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

- 5. The approval** of the proposal regarding the distribution of the net profit for the financial year 2020, of the total value of the gross dividends in amount of **472.117.575 lei**, of the gross dividend value per share in amount of **1,56514879 lei**, of the payment date, namely **June 25, 2021** and of the methods of payment, as provided in the Note presented to the shareholders.

In the presence of the shareholders representing 90,15997% of the share capital and 90,15997 % of the voting rights, the current item is adopted with 271.703.533 votes, representing 99,90495% of the votes validity cast held, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 271.703.533 votes “for”
- 19.016 votes “against”

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- 239.488 votes “abstain”
 - 0 ”unexpressed” votes
- A number of 0 votes was canceled.

6. The approval of the Quarterly report of the Board of Directors for the IV quarter of 2020.

In the presence of the shareholders representing 90,15997% of the share capital and 90,15997% of the voting rights, the current item is adopted with 271.722.549 votes, representing 99,91194% of the votes validity cast held, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 271.722.549 votes “for”
- 0 votes “against”
- 239.488 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

7. The approval of the discharge of duty of the members of the Board of Directors for the financial year 2020.

In the presence of the shareholders representing 90,15997 % of the share capital and 90,15997 % of the voting rights, the current item is adopted with 269.901.831 votes, representing 99,24247% of the votes validity cast held, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 269.901.831 votes “for”
- 1.801.702 votes “against”
- 258.504 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

8. The approval of the remuneration policy of Societatea Nationala Nuclearelectrica SA.

In the presence of the shareholders representing 90,15997 % of the share capital and 90,15997 % of the voting rights, the current item is adopted with 256.421.749 votes, representing 94,28586% of the votes validity cast held, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:



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- 256.421.749 votes “for”
- 15.540.022 votes “against”
- 266 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

9. Information on the transactions concluded by the directors or the managers, with employees, with shareholders holding the control over the company or a company controlled by them, pursuant to art. 52, par. (3) letter a) of OUG [Government Emergency Ordinance] no. 109/2011, as subsequently amended and supplemented, during the period 01.11.2020-26.02.2021.

This current item on the agenda is not subjected to the vote of the shareholders; the shareholders acknowledge the information presented by the Company with regards to this item.

10. Information on the transactions concluded by the directors or the managers, with employees, with shareholders holding the control over the company or a company controlled by them, pursuant to art. 52, par. (3) letter b) of OUG no. 109/2011, as subsequently amended and supplemented, during the period 01.11.2020-26.02.2021.

This current item on the agenda is not subjected to the vote of the shareholders; the shareholders acknowledge the information presented by the Company with regards to this item.

11. Information regarding the approval of contracting certain financing facilities.

This current item on the agenda is not subjected to the vote of the shareholders; the shareholders acknowledge the information presented by the Company with regards to this item.

12. Approval of date **08.06.2021** as the date of registration according to the provisions of art. 86 par. (1) of Law no. 24/2017 on the issuers of financial instruments and market operations, i.e. the date on which the shareholders that will be benefiting of dividends or of other rights and on whom the effects of the OGMS resolutions impact will be identified.

In the presence of the shareholders representing 90,15997 % of the share capital and 90,15997 % of the voting rights, the current item is adopted with 271.962.037 votes, representing 100 % of the votes validity cast held, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:



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- 271.962.037 votes “for”
- 0 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

13. Approval of date **07.06.2021** as the "ex-date", i.e. the date preceding the registration date, when the financial instruments which are subject of the decisions of the company bodies are traded without the rights deriving from that decision, according to the provisions of art. 2, par. (2), let. 1) of Regulation no. 5/2018 on the issuers of financial instruments and market operations.

In the presence of the shareholders representing 90,15997 % of the share capital and 90,15997 % of the voting rights, the current item is adopted with 271.962.037 votes, representing 100% of the votes validity cast held, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 271.962.037 votes “for”
- 0 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

14. The approval of the date **25.06.2021** as the **payment date**, namely the calendar date expressly specified, namely day/month/year, at which the results of a corporate event related to owning financial instruments are due, namely the date at which debiting and/or crediting of money amounts and/or financial instruments must be realized, in compliance with art. 2, paragraph 2, letter h) of Regulation no. 5/2018 and with art. 1, paragraph 3 of Ordinance 64/2001 with its subsequent amendments.

In the presence of the shareholders representing 90,15997 % of the share capital and 90,15997 % of the voting rights, the current item is adopted with 271.962.037 votes, representing 100% of the votes validity cast held, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 271.962.037 votes “for”
- 0 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

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15. Empowering the Chairman of the Board of Directors to sign on behalf of shareholders the OGMS resolutions and any other documents related thereto, and to perform any act or formality required by law to register and fulfil the OGMS resolutions, including the formalities for their publication and registration with the Trade Register or any other public institution. The Chairman of the Board of Directors may delegate all or part of the powers granted above to any competent person in order to fulfil this mandate.

In the presence of the shareholders representing 90,15997% of the share capital and 90,15997% of the voting rights, the current item is adopted with 271.962.037 votes, representing 100% of the votes validity cast held, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 271.962.037 votes "for"
- 0 votes "against"
- 0 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

CHAIRMAN OF THE BOARD OF DIRECTORS

TEODOR MINODOR CHIRICA

SECRETARY OF THE MEETING

ROMEO SUSANU

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