



**Resolution number 9 /09.12.2016
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, 09.12.2016, 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 Royal, Mircea Voda Conference Room, 28 Mircea Voda Avenue, Bucharest; the OGMS was opened by the President of the meeting, Mr. Alexandru Sandulescu, in his capacity of President of the Board of Directors.

Taking into consideration:

- The convening notice of the OGMS, published in the Official Gazette of Romania, Part IV, number 3950 dated 08.11.2016, in the "Romania Libera" newspaper, number 7745 of 08.11.2016 and on the website of the Company;
- The amended convening notice of the OGMS, published in the Official Gazette of Romania, Part IV, number 4135 dated 25.11.2016, in the "Romania Libera" newspaper, number 7758 of 25.11.2016 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 26 shareholders are present or represented, owning a total number of 282.683.933 shares, representing 93,75487 % of the subscribed and paid up share capital, representing 93,75487 % of the total voting rights. The requirement regarding quorum is met in accordance with the provisions of article 15 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. Selection 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. Sorin Teodoru and the Company appoints Mrs. Cristina Bacaintan and Mrs. Saida Ismail as technical secretary of the OGMS.

In the presence of the shareholders representing 93,75487 % of the share capital and 93,75487 % of the voting rights, the current item is adopted with 282.546.033 votes, representing 99,95122% of the valid expressed votes, in accordance with the provision of Article 15 of the Articles of Incorporation and of Article 112, paragraph 1 from the Law 31/1990.

The expressed vote are recorded as follows:

- 282.546.033 votes “for”
- 96.950 votes “against”
- 40.950 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

2. The approval of the Activity Report of the Board of Directors for the third quarter of 2016, as per the provisions of art. 7 items 7.19 and 7.21 of the Administration contract concluded between the members of the Board of Directors and SN Nuclearelectrica SA.

In the presence of the shareholders representing 93,75487 % of the share capital and 93,75487 % of the voting rights, the current item is adopted with 255.142.100 votes, representing 90,25702 % of the valid expressed votes, in accordance with the provision of Article 15 of the Articles of Incorporation and of Article 112, paragraph 1 from the Law 31/1990.

The expressed vote are recorded as follows:

- 255.142.100 votes “for”
- 27.408.383 votes “against”
- 133.450 votes “abstain”
- 0 ”unexpressed” votes

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A number of 0 votes was canceled.

3. The renewal of the current mandate for Mr. Alexandru Sandulescu, as member of the Board of Directors of SN Nuclearelectrica SA starting with 25.04.2017 for a new 4 year mandate, as per the provisions of art. 28 paragraph (7) and art. 29 paragraph (14) of GEO 109/2011 (secret vote) **is not approved.**

In the presence of the shareholders representing 93,75487 % of the share capital and 93,75487 % of the voting rights, the current item is not approved with 276.540.302 votes against, representing 97,82668 % of the valid expressed votes, in accordance with the provision of Article 15 of the Articles of Incorporation and of Article 112, paragraph 1 from the Law 31/1990.

The expressed vote are recorded as follows:

- 4.760.616 votes “for”
- 276.540.302 votes “against”
- 1.383.015 votes “abstain”
- 0” unexpressed” votes

A number of 0 votes was canceled.

4. The renewal of the current mandate for Mr. Alexandru Alexe, as member of the Board of Directors of SN Nuclearelectrica SA starting with 25.04.2017 for a new 4 year mandate, as per the provisions of art. 28 paragraph (7) and art. 29 paragraph (14) of GEO 109/2011 (secret vote), **is not approved.**

In the presence of the shareholders representing 93,75487 % of the share capital and 93,75487 % of the voting rights, the current item is not approved with 279.817.549 votes against, representing 98,98601 % of the valid expressed votes, in accordance with the provision of Article 15 of the Articles of Incorporation and of Article 112, paragraph 1 from the Law 31/1990.

The expressed vote are recorded as follows:

- 1.483.369 votes “for”
- 279.817.549 votes “against”
- 1.383.015 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

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5. The renewal of the current mandate for Mr. Nicolae Bogdan Codrut Stanescu, as member of the Board of Directors of SN Nuclearelectrica SA starting with 25.04.2017 for a new 4 year mandate, as per the provisions of art. 28 paragraph (7) and art. 29 paragraph (14) of GEO 109/2011 (secret vote), **is not approved** .

In the presence of the shareholders representing 93,75487 % of the share capital and 93,75487 % of the voting rights, the current item is not approved with 278.119.453 votes against, representing 98,38531% of the valid expressed votes, in accordance with the provision of Article 15 of the Articles of Incorporation and of Article 112, paragraph 1 from the Law 31/1990.

The expressed vote are recorded as follows:

- 3.084.515 votes “for”
 - 278.119.453 votes “against”
 - 1.479.965 votes “abstain”
 - 0 “unexpressed” votes
- A number of 0 votes was canceled.

6. The renewal of the current mandate for Mr. Dan Popescu, as member of the Board of Directors of SN Nuclearelectrica SA starting with 25.04.2017 for a new 4 year mandate, as per the provisions of art. 28 paragraph (7) and art. 29 paragraph (14) of GEO 109/2011 (secret vote), **is not approved**.

In the presence of the shareholders representing 93,75487 % of the share capital and 93,75487 % of the voting rights, the current item is not approved with 278.119.187 votes against, representing 98,38521% of the valid expressed votes, in accordance with the provision of Article 15 of the Articles of Incorporation and of Article 112, paragraph 1 from the Law 31/1990.

The expressed vote are recorded as follows:

- 3.181.731 votes “for”
 - 278.119.187 votes “against”
 - 1.383.015 votes “abstain”
 - 0 “unexpressed” votes
- A number of 0 votes was canceled.

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7. The renewal of the current mandate for Mrs. Daniela Lulache, as member of the Board of Directors of SN Nuclearelectrica SA starting with 25.04.2017 for a new 4 year mandate, as per the provisions of art. 28 paragraph (7) and art. 29 paragraph (14) of GEO 109/2011 (secret vote), **is not approved.**

In the presence of the shareholders representing 93,75487 % of the share capital and 93,75487 % of the voting rights, the current item is not approved with 277.627.308 votes against, representing 98,21121% of the valid expressed votes, in accordance with the provision of Article 15 of the Articles of Incorporation and of Article 112, paragraph 1 from the Law 31/1990.

The expressed vote are recorded as follows:

- 3.714.560 votes “for”
- 277.627.308 votes “against”
- 1.342.065 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

8. The renewal of the current mandate for Mrs. Carmen Radu, as member of the Board of Directors of SN Nuclearelectrica SA starting with 25.04.2017 for a new 4 year mandate, as per the provisions of art. 28 paragraph (7) and art. 29 paragraph (14) of GEO 109/2011 (secret vote), **is not approved.**

In the presence of the shareholders representing 93,75487 % of the share capital and 93,75487 % of the voting rights, the current item is not approved with 279.817.549 votes against, representing 98,98601% of the valid expressed votes, in accordance with the provision of Article 15 of the Articles of Incorporation and of Article 112, paragraph 1 from the Law 31/1990.

The expressed vote are recorded as follows:

- 1.386.419 votes “for”
- 279.817.549 votes “against”
- 1.479.965 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

9. The fixed monthly indemnity for the non-executive members of the Board of Directors of SNN in the amount represented by twice the monthly average for the previous 12 months of the average

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gross monthly wage in the branch for the activity carried out as per the registered scope of activity of the company, in compliance with the classification of activities in the national economy, as stated by the National Statistics Institute prior to the appointment, **is not approved.**

In the presence of the shareholders representing 93,75487 % of the share capital and 93,75487 % of the voting rights, the current item is not approved with 276.557.655 votes against, representing 97,83282% of the valid expressed votes, in accordance with the provision of Article 15 of the Articles of Incorporation and of Article 112, paragraph 1 from the Law 31/1990.

The expressed vote are recorded as follows:

- 4.751.304 votes “for”
- 276.557.655 votes “against”
- 1.374.974 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled

10. The fixed monthly indemnity for the executive members of the Board of Directors of SNN in the amount represented by six times the monthly average for the previous 12 months of the average gross monthly wage in the branch for the activity carried out as per the registered scope of activity of the company, in compliance with the classification of activities in the national economy, as stated by the National Statistics Institute prior to the appointment, **is not approved.**

In the presence of the shareholders representing 93,75487 % of the share capital and 93,75487 % of the voting rights, the current item is not approved with 276.591.600 votes against, representing 97,84483% of the valid expressed votes, in accordance with the provision of Article 15 of the Articles of Incorporation and of Article 112, paragraph 1 from the Law 31/1990.

The expressed vote are recorded as follows:

- 4.758.309 votes “for”
- 276.591.600 votes “against”
- 1.334.024 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

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11. The mandate contract draft that will be signed by the company with the administrators for the renewal of their mandate, **is not approved**.

In the presence of the shareholders representing 93,75487 % of the share capital and 93,75487 % of the voting rights, the current item is not approved with 276.549.342 votes against, representing 97,82988% of the valid expressed votes, in accordance with the provision of Article 15 of the Articles of Incorporation and of Article 112, paragraph 1 from the Law 31/1990.

The expressed vote are recorded as follows:

- 4.792.520 votes “for”
- 276.549.342 votes “against”
- 1.342.071 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

12. The appointment of a representative of the Ministry of Energy within the general meeting of shareholders to sign on behalf and in the name of the company the mandate contracts that will enter into force starting with 25.04.2017, **is not approved**.

In the presence of the shareholders representing 93,75487 % of the share capital and 93,75487 % of the voting rights, the current item is not approved with 276.540.302 votes against, representing 97,82668 % of the valid expressed votes, in accordance with the provision of Article 15 of the Articles of Incorporation and of Article 112, paragraph 1 from the Law 31/1990.

The expressed vote are recorded as follows:

- 4.671.707 votes “for”
- 276.540.302 votes “against”
- 1.471.924 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled

13. **The approval** of the organization of a selection procedure for the members of the Board of Directors by the public supervisory body (i.e. The Ministry of Energy) according to the provisions of art. 29 of OUG 109/2011 regarding the corporate governance of public companies.

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In the presence of the shareholders representing 93,75487 % of the share capital and 93,75487 % of the voting rights, the current item is adopted with 279.186.592 votes, representing 98,76281 % of the valid expressed votes, in accordance with the provision of Article 15 of the Articles of Incorporation and of Article 112, paragraph 1 from the Law 31/1990.

The expressed vote are recorded as follows:

- 279.186.592 votes “for”
- 3.359.441 votes “against”
- 137.900 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

14. **Information** note regarding the transactions concluded with the administrators or managers, employees, shareholders having control over the company or with a company controlled by them during 01.08.2016 – 31.10.2016 in accordance with Art. 52 paragraph (3) letter a) of OUG No. 109/2011 as subsequently amended.

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.

15. **Information** note on the transactions concluded by SNN with another public company or with the public supervisory body, if the transaction has a value, either individually or in a series of transactions, of at least EUR 100 000 in lei equivalent, during 01.08.2016 – 31.10.2016, which falls under the incidence art. 52 paragraph (3) letter b) of OUG 109/2011 as subsequently amended.

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.

16. **The approval** of the date of 29.12.2016 as a as the registration date in compliance with the provisions of art. 238 paragraph (1) of the capital market Law 297/2004, namely the date serving to the identification of the shareholders who will be affected by the Resolutions made by the OGMS.

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In the presence of the shareholders representing 93,75487 % of the share capital and 93,75487 % of the voting rights, the current item is adopted with 282.683.931 votes, representing 99,99999% of the valid expressed votes, in accordance with the provision of Article 15 of the Articles of Incorporation and of Article 112, paragraph 1 from the Law 31/1990.

The expressed vote are recorded as follows:

- 282.683.931 votes “for”
- 2 votes “against”
- 0 votes “abstain”
- 0 “unexpressed” votes

A number of 0 votes was canceled.

17. **The approval** of the date **28.12.2016** as the “ex-date”, namely the date prior to the registration date on which the financial instruments which make up the object of the company’s resolutions are traded without the rights derived from the resolution, in compliance with the provisions of art. 2, letter f) from the Rules and Regulations number 6/2009 with the subsequent amendments.

In the presence of the shareholders representing 93,75487 % of the share capital and 93,75487 % of the voting rights, the current item is adopted with 282.683.931 votes, representing 99,99999 % of the valid expressed votes, in accordance with the provision of Article 15 of the Articles of Incorporation and of Article 112, paragraph 1 from the Law 31/1990.

The expressed vote are recorded as follows:

- 282.683.931 votes “for”
- 2 votes “against”
- 0 votes “abstain”
- 0 “unexpressed” votes

A number of. 0 votes was canceled.

18. **The empowerment** of Mr. Alexandru Săndulescu, in his capacity as President of the Board of Directors, to sign, on behalf of the shareholders, the OGMS’s Resolutions and any other documents in connection therewith, and to perform any act or comply with any formality required by law for the registration and enforcement of the OGMS’s Resolutions, including the publication and registration procedures thereof with the Trade Register Office or any other public institution. Mr.

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Alexandru Săndulescu may delegate all or part of the powers mentioned above to anyone competent to fulfil this mandate.

In the presence of the shareholders representing 93,75487 % of the share capital and 93,75487 % of the voting rights, the current item is adopted with 282.683.889 votes, representing 99,99998% of the valid expressed votes, in accordance with the provision of Article 15 of the Articles of Incorporation and of Article 112, paragraph 1 from the Law 31/1990.

The expressed vote are recorded as follows:

- 282.683.889 votes “for”
- 44 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

PRESIDENT OF THE BOARD OF DIRECTORS

ALEXANDRU SANDULESCU

SECRETARY OF THE MEETING

Sorin Teodoru

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