



NUCLEARELECTRICA

Report date: 24.04.2017

Name of the issuing entity: Societatea Nationala NUCLEARELECTRICA S.A.

Registered office: 65, Polona street, District 1, Bucharest

Phone/fax number: 021-203.82.00 / 021 – 316.94.00

Sole Registration Code with the Trade Register Office: 10874881

Order number: J40/7403/1998

Subscribed and paid share capital: RON 3.015.138.510

Regulated market on which the issued securities are traded: Bucharest Stock Exchange

To: Bucharest Stock Exchange

Financial Supervisory Authority

Ref: Current Report in compliance with Art. 113, item A, paragraph (1) letter c) of the Regulation No. 1/2006 of the Romanian National Securities Commission regarding the issuers and securities operations, as subsequently amended, as well as in compliance with the provisions of art. 99 under the Code of the Bucharest Stock Exchange Market Operator, Tier II, Issuers and Financial Instruments

Important event to be reported:

The Resolution of the Ordinary General Meeting of Shareholders dated 24.04.2017

Societatea Nationala Nuclearelectrica S.A. (“SNN”) informs its shareholders and investors that on 24.04.2017 the Ordinary General Meeting of Shareholders took place at Crowne Plaza Hotel, Transilvania meeting room ,starting 11:00.

Within the Ordinary General Meeting of Shareholders 6 provisional members were elected in the Board of Directors, the members proposed by the majority shareholder Ministry of Energy, for a 4-month provisional mandate, starting with 26.04.2017, until the completion of the selection procedure of administrators in compliance with OUG 109/2011 regarding the corporate governance of public enterprises with the subsequent amendments. We hereby specify that Mr. Sebastian Tcaciuc was appointed through GMS Resolution no. 28/23.12.2013 and, therefore, his mandate will expire on 23.12.2017.

The current componence of SNN Board of Directors is as follows:

No.	Name and surname	Observations
1	Andreas Eva-Georgeta	Appointed through OGMS resolution 2/24.04.2017
2	Anton Cristian-Romulus	Appointed through OGMS resolution 2/24.04.2017
3	Gentea Cristian	Appointed through OGMS resolution

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		2/24.04.2017
4	Misa Ionut	Appointed through OGMS resolution 2/24.04.2017
5	Tatar Florin-Constantin	Appointed through OGMS resolution 2/24.04.2017
6	Tudorache Iulian-Robert	Appointed through OGMS resolution 2/24.04.2017
7	Sebastian Gabriel Tcaciuc	Appointed through OGMS resolution 28/23.12.2013

Within the OGMS the proposal of the BoD regarding the distribution of the net profit of the 2016 financial year on destinations, the total value of the gross dividend of 99.499.571 lei, the value of the gross dividend per share of **0,33 lei**, payment date, namely **June 28, 2017** and the payment methods were approved. SNN will issue for the information of its shareholders a current report regarding the payment of the dividends for 2016.

The OGMS approved the individual and consolidated financial statements for the year 2016 as well as the Annual Report of the Administrators.

Regarding item 8 on the OGMS agenda, on the discharge of duty of the administrators, the majority shareholder the Ministry of Energy expressed an “abstention” vote so that no decision has been made regarding this item on the agenda given the fact that the majority of the expressed votes was abstention (“abstention” votes: 248.831.159, votes “for”: 34.176.351, votes “against”: 125)

In this regard, the representative of the majority shareholder within the OGMS requested to be stated in the Minutes of the Meeting the following|:

- The fact that the abstention vote is motivated by the qualified opinion expressed by the independent auditor Baker Tilly Klitou and Partners SRL in the audit report on the 2016 individual and consolidated financial statements.
- A decision “*will be made in an upcoming general meeting, after the presentation of the Board of Directors, within the first meeting of shareholders, of the measures necessary to clarify the aspects highlighted by the independent auditor in the report on the 2016 financial statements and on the solutions*”.

Both the financial auditor and SNN management indicated that the removal of the qualified opinion of the auditor depends in the future on the effective completion of Cernavoda NPP Units 3 and 4 project, project whose completion depends to a great extent on the decision-making process of the state authorities, and it does not depend in any way on the past, present and future administration act and/or management act, aspect that the majority shareholder is certainly aware of.

Thus, the basis of the qualified opinion regarding Cernavoda NPP Units 3 and 4 may disappear in relation fo the future financial statemetns of the company to the extent to which Cernavoda NPP



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Units 3 and 4 Project is successfully implemented (establishment of the new project company, the merger of Energonuclear with the new project company and the contribution with the assets owned by SNN to the new project company), **due to the fact that in this situation the assets will be attributed a contribution value, independently evaluated and recognized by the shareholders of the project company. The successful implementation of the project may be achieved with the direct support of the Romanian state.**

At the same time, in case Cernavoda NPP Units 3 and 4 project is not successfully implemented and/or is abandoned (situation which is currently nor applicable and undesirable) by SNN and by the Romanian State as promoters of the project, thus the respective assets will suffer a depreciation which will be adequately reflected in the financial statements, the new net value of which will be not able to create the premises for a qualification of the audit opinion.

SNN prepares IFRS financial statements starting with 1998 (starting with 2013 the financial statements prepared in compliance with IFRS as approved by the European Union are the basis of the statutory accounting). The qualified opinion was maintained during this entire period, regardless of the management of the company who prepared the financial statements or of the auditor who expressed the relating opinion.

**Daniela Lulache,
Director General**

Anexa

Societatea Nationala NUCLEARELECTRICA S.A.

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**Resolution number 2 /24.04.2017
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, 24 April 2017, 11:00 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 Crowne Plaza, Transilvania conference room, 1 Poligrafiei 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 986 of 24.03.2017, in the, "Romania Libera" newspaper, number 7841 of 24.03.2017 and on the website of the Company;
- The amended convening notice of the OGMS, published in the Official Gazette of Romania, Part IV, number 1212 dated 12.04.2017, in the "Romania Libera" newspaper, number 7854 of 12.04.2017 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, 30 shareholders are present or represented, owning a total number of 283.006.808 shares, representing 93,86196% of the subscribed and paid up share capital, representing 93,86196% 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.



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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. 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 93,86196% of the share capital and 93,86196% of the voting rights, the current item is **adopted** with 282.444.668 votes, representing 99,80137% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 282.444.668 votes “for”
- 0 votes “against”
- 562.140 votes “abstain”
- 0 “unexpressed” votes

A number of 0 votes was canceled.

2. **The approval of the Annual Individual Financial Statements as at and for the date ended on December 31, 2016**, prepared in compliance with International Financial Reporting Standards adopted by the European Commission (“IFRS-UE”), as provided by the Ministry of Public Finance Order no. 2844/2016 (“OMFP 2844/2016”), based on the 2016 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, 2016.

In the presence of the shareholders representing 93,86223% of the share capital and 93,86223% of the voting rights, the current item is **adopted** with 281.739.673 votes, representing 99,55197% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 281.739.673 votes “for”

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- 1 votes “against”
- 1.267.961 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, 2016** prepared in compliance with International Financial Reporting Standards adopted by the European Commission (“IFRS-UE”), as provided by the Ministry of Public Finance Order no. 2844/2016 (“OMFP 2844/2016”), based on the 2016 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, 2016.

In the presence of the shareholders representing 93,86223% of the share capital and 93,86223% of the voting rights, the current item is **adopted** with 281.739.673 votes, representing 99,55197% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 281.739.673 votes “for”
- 1 votes “against”
- 1.267.961 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled

4. **The approval of the Annual Report of the Administrators** prepared in compliance with Art. 227 of Law regarding the capital market and with the Annex 32 of the CNVM Regulation no. 1/2006 for the financial year ended on December 31, 2016.

In the presence of the shareholders representing 93,86223% of the share capital and 93,86223% of the voting rights, the current item is **adopted** with 282.912.970 votes, representing 99,96655% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 282.912.970 votes “for”

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- 1 votes “against”
- 94.664 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled

5. **The approval** of the proposal of the Board of Directors regarding the distribution of the net profit for the financial year 2016, of the total value of the gross dividends in amount of **99.499.571 lei**, of the gross dividend value per share in amount of **0,33 lei**, of the payment date, namely **June 28, 2017** and of the methods of payment, as provided in the Note presented to the shareholders.

In the presence of the shareholders representing 93,86223% of the share capital and 93,86223% of the voting rights, the current item is **adopted** with 253.407.947 votes, representing 89,54103% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 253.407.947 votes “for”
- 28.424.322 votes “against”
- 1.175.366 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled

6. **The rejection** of the distribution of the net profit for the financial year 2016, of the total value of the gross dividends in amount of 107.248.477 lei, of the gross dividend value per share in amount of 0,3557 lei/share, of the payment date, namely **June 28, 2017** and of the methods of payment, as provided in the Note submitted by Fondul Proprietatea SA.

In the presence of the shareholders representing 93,86223% of the share capital and 93,86223% of the voting rights, the current item is **rejected** with 251.983.183 votes, representing 89,03759% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 31.024.423 votes “for”
- 251.983.183 votes “against”

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- 29 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled

7. **The rejection** of the distribution of the amount of 452.270.776,50 lei of the retained earnings of the company as additional dividends, of the gross value of the additional dividend of 1,5 lei/share. The additional dividends owed to the shareholders from the retained earnings will be paid on the same date, respectively on 28 June 2017, and by the same methods of payment as the dividends related to the net profit of the financial year 2016.

In the presence of the shareholders representing 93,86223% of the share capital and 93,86223% of the voting rights, the current item is **rejected** with 251.975.107 votes, representing 89,03474% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 31.032.528 votes “for”
- 251.975.107 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled

8. **Regarding** the “approval of the discharge of duty of the administrators for the 2016 financial year” the number of votes required for reaching a decision was not expressed (248.831.159 representing 87,92383 % of the total votes held by the present or represented shareholders were recorded as “abstain”)

In the presence of the shareholders representing 93,86223% of the share capital and 93,86223% of the voting rights, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 115, paragraph 2 of the Law No. 31/1990, the recorded votes are as follows:

The expressed vote are recorded as follows:

- 34.176.351 votes “for”
- 125 votes “against”
- 248.831.159 votes “abstain”

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- 0 "unexpressed" votes
- A number of 0 votes was canceled

9. **The approval of the Administration Report for the fourth quarter of 2016**, prepared in compliance with art. 7, item 7.21 of the Administration Contract concluded by the members of the Board of Directors with S.N. Nuclearelectrica S.A

In the presence of the shareholders representing 93,86223% of the share capital and 93,86223% of the voting rights, the current item is **adopted** with 255.504.589 votes, representing 90,28187% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 255.504.589 votes "for"
 - 27.408.506 votes "against"
 - 94.540 votes "abstain"
 - 0 "unexpressed" votes
- A number of 0 votes was canceled

10. **The appointment of six members of the Board of Directors of SN Nuclearelectrica SA, on a 4-year period, starting April 26, 2017**, in compliance with art. 29 of GED 109/2011 with the subsequent amendments, following the termination of the mandate of six administrators on April 25, 2017 **is not approved**. (Secret vote)

In the presence of the shareholders representing 93,86223% of the share capital and 93,86223% of the voting rights, the current item is **not adopted** with 279.773.450 votes, representing 98,85721% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 1.461.738 votes "for"
 - 279.773.450 votes "against"
 - 1.175.366 votes "abstain"
 - 597.081 "unexpressed" votes
- A number of 0 votes was canceled

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10.1 The appointment of Mrs. Daniela Lulache as **member of the Board of Directors** of SN Nuclearelectrica SA, on a **4-year period, starting April 26, 2017**, in compliance with art. 29 of GED 109/2011 with the subsequent amendments, following the termination of the mandate of six administrators on April 25, 2017 **is not approved**. (Secret vote)

In the presence of the shareholders representing 93,86223% of the share capital and 93,86223% of the voting rights, the current item is **not adopted** with 279.784.591 votes, representing 98,86115% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 1.449.586 votes “for”
 - 279.784.591 votes “against”
 - 1.176.377 votes “abstain”
 - 597.081 ”unexpressed” votes
- A number of 0 votes was canceled

10.2 The appointment of Mr. Nicolae Bogdan Codrut Stanescu as **member of the Board of Directors** of SN Nuclearelectrica SA, on a **4-year period, starting April 26, 2017**, in compliance with art. 29 of GED 109/2011 with the subsequent amendments, following the termination of the mandate of six administrators on April 25, 2017 **is not approved**. (Secret vote)

In the presence of the shareholders representing 93,86223% of the share capital and 93,86223% of the voting rights, the current item is **not adopted** with 279.795.486 votes, representing 98,86500% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 1.439.731 votes “for”
- 279.795.486 votes “against”
- 1.175.337 votes “abstain”

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- 597.081 "unexpressed" votes
A number of 0 votes was canceled

11. The appointment of provisional members of the Board of Directors on a 4-month period, starting April 26, 2017, in compliance with art. 64¹ paragraph (4) and (5) of GED 109/2011 with the subsequent amendments is approved. (Secret vote)

In the presence of the shareholders representing 93,86223% of the share capital and 93,86223% of the voting rights, the current item **is adopted** with 253.336.813 votes, representing 89,51589% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 253.336.813 votes "for"
- 29.073.038 votes "against"
- 0 votes "abstain"
- 597.081 "unexpressed" votes
A number of 703 votes was canceled

11.1 The appointment of Mrs. Eva-Georgeta Andreas as provisional member of the Board of Directors on a 4-month period, starting April 26, 2017, in compliance with art. 64¹ paragraph (4) and (5) of GED 109/2011 with the subsequent amendments is approved. (Secret vote)

In the presence of the shareholders representing 93,86223% of the share capital and 93,86223% of the voting rights, the current item **is adopted** with 250.046.472 votes, representing 88,35326% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 250.046.472 votes "for"
- 31.188.745 votes "against"
- 1.175.337 votes "abstain"
- 597.081 "unexpressed" votes
A number of 0 votes was canceled

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11.2 The appointment of Mr. Cristian-Romulus Anton as **provisional member of the Board of Directors on a 4-month period, starting April 26, 2017**, in compliance with art. 64¹ paragraph (4) and (5) of GED 109/2011 with the subsequent amendments **is approved**. (Secret vote)

In the presence of the shareholders representing 93,86223% of the share capital and 93,86223% of the voting rights, the current item **is adopted** with 250.045.769 votes, representing 88,35301% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 250.045.769 votes “for”
 - 31.188.745 votes “against”
 - 1.176.040 votes “abstain”
 - 597.081 ”unexpressed” votes
- A number of 0 votes was canceled

11.3 The appointment of Mr. Cristian Gentea as **provisional member of the Board of Directors on a 4-month period, starting April 26, 2017**, in compliance with art. 64¹ paragraph (4) and (5) of GED 109/2011 with the subsequent amendments **is approved**. (Secret vote)

In the presence of the shareholders representing 93,86223% of the share capital and 93,86223% of the voting rights, the current item **is adopted** with 250.439.269 votes, representing 88,49205% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 250.439.269 votes “for”
- 30.795.245 votes “against”
- 1.176.040 votes “abstain”

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- 597.081 "unexpressed" votes
A number of 0 votes was canceled

11.4 The appointment of Mrs. Daniela Lulache as **provisional member of the Board of Directors on a 4-month period, starting April 26, 2017**, in compliance with art. 64¹ paragraph (4) and (5) of GED 109/2011 with the subsequent amendments **is not approved**. (Secret vote)

In the presence of the shareholders representing 93,86223% of the share capital and 93,86223% of the voting rights, the current item **is not adopted** with 278.213.997 votes, representing 98,30618% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 4.194.814 votes "for"
- 278.213.997 votes "against"
- 1.743 votes "abstain"
- 597.081 "unexpressed" votes
A number of 0 votes was canceled

11.5 The appointment of Mr. Ionut Misa as **provisional member of the Board of Directors on a 4-month period, starting April 26, 2017**, in compliance with art. 64¹ paragraph (4) and (5) of GED 109/2011 with the subsequent amendments **is approved**. (Secret vote)

In the presence of the shareholders representing 93,86223% of the share capital and 93,86223% of the voting rights, the current item **is adopted** with 250.175.676 votes, representing 88,39891% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 250.175.676 votes "for"
- 31.058.838 votes "against"
- 1.176.040 votes "abstain"
- 597.081 "unexpressed" votes

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A number of 0 votes was canceled

11.6 The appointment of Mr. Nicolae Bogdan Codrut Stanescu as **provisional member of the Board of Directors on a 4-month period, starting April 26, 2017**, in compliance with art. 64¹ paragraph (4) and (5) of GED 109/2011 with the subsequent amendments **is not approved**. (Secret vote)

In the presence of the shareholders representing 93,86223% of the share capital and 93,86223% of the voting rights, the current item **is not adopted** with 278.222.271 votes, representing 98,30910% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 4.187.580 votes “for”
- 278.222.271 votes “against”
- 703 votes “abstain”
- 597.081” unexpressed” votes

A number of 0 votes was canceled

11.7 The appointment of Mr. Florin-Constantin Tatar as **provisional member of the Board of Directors on a 4-month period, starting April 26, 2017**, in compliance with art. 64¹ paragraph (4) and (5) of GED 109/2011 with the subsequent amendments **is approved**. (Secret vote)

In the presence of the shareholders representing 93,86223% of the share capital and 93,86223% of the voting rights, the current item **is adopted** with 250.439.198 votes, representing 88,49203% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 250.439.198 votes “for”
- 30.795.245 votes “against”
- 1.176.040 votes “abstain”
- 597.081 ”unexpressed” votes

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Trade Registry number: J40/7403/1998, Sole registration code: 10874881,

Paid and subscribed capital: 3.015.138.510 lei

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A number of 0 votes was canceled

11.8 The appointment of Mr. Iulian-Robert Tudorache as **provisional member of the Board of Directors on a 4-month period, starting April 26, 2017**, in compliance with art. 64¹ paragraph (4) and (5) of GED 109/2011 with the subsequent amendments **is approved**. (Secret vote)

In the presence of the shareholders representing 93,86223% of the share capital and 93,86223% of the voting rights, the current item **is adopted** with 250.044.769 votes, representing 88,35266% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 250.044.769 votes “for”
- 31.189.745 votes “against”
- 1.176.040 votes “abstain”
- 597.081 ”unexpressed” votes

A number of 0 votes was canceled

12. **The rejection** of the **Mandate Contract** which is to be signed by the company with the members of the Board of Directors and the empowerment of the representative of the Ministry of Energy within the general meeting of shareholders to sign on behalf and for the company the mandate contract with the administrators, contract which becomes effective on April 26, 2017.

In the presence of the shareholders representing 93,86223% of the share capital and 93,86223% of the voting rights, the current item **is rejected** with 276.145.691 votes, representing 97,57535% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 5.906.304 votes “for”
- 276.145.691 votes “against”
- 955.640 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled

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13. **The approval** of the **Mandate Contract** which is to be signed by the company with the provisional members of the Board of Directors and the empowerment of the representative of the Ministry of Energy within the general meeting of shareholders to sign on behalf and for the company the mandate contract with the administrators, contract which becomes effective on April 26, 2017.

In the presence of the shareholders representing 93,86223% of the share capital and 93,86223% of the voting rights, the current item **is adopted** with 255.203.023 votes, representing 90,17531% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 255.203.023 votes “for”
 - 27.409.072 votes “against”
 - 395.540 votes “abstain”
 - 0 ”unexpressed” votes
- A number of 0 votes was canceled

14. **The rejection** of the gross fixed monthly remuneration of the non-executive members of the Board of Directors in amount of 9.126 lei, remuneration which shall not exceed twice the 12 month average of the gross monthly average wage for the activity unfolded according the main object of activity of the company, at class level as per the classification of the activities in the national economy, communicated by the National Institute of Statistics prior to the appointment, in compliance with art. 37 paragraph (2) of GED 109/2011 with the subsequent amendments **and the approval of the gross fixed monthly remuneration of the executive members of the Board of Directors in amount of 27.378 lei**, remuneration which shall not exceed six times the 12 month average of the gross average monthly wage for the activity unfolded according the main object of activity of the company, at class level as per the classification of activities in the national economy, communicated by the National Institute of Statistics prior to the appointment in compliance with art. 37 paragraph (3) of GED 109/2011 with subsequent amendments.

In the presence of the shareholders representing 93,86223% of the share capital and 93,86223% of the voting rights, the current item **is rejected** with 276.156.417 votes, representing 97,57914% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

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The expressed vote are recorded as follows:

- 5.245.360 votes “for”
 - 276.156.417 votes “against”
 - 1.605.858 votes “abstain”
 - 0 ”unexpressed” votes
- A number of 0 votes was canceled

15. **The approval** of the gross fixed monthly remuneration of the non-executive members of the Board of Directors in amount of twice the 12 month average of the gross monthly average wage for the activity unfolded according the main object of activity of the company, at class level as per the classification of the activities in the national economy, communicated by the National Institute of Statistics prior to the appointment.

In the presence of the shareholders representing 93,86223% of the share capital and 93,86223% of the voting rights, the current item **is adopted** with 250.187.940 votes, representing 88,40325% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 250.187.940 votes “for”
 - 30.651.737 votes “against”
 - 2.167.958 votes “abstain”
 - 0 ”unexpressed” votes
- A number of 0 votes was canceled

16. **The rejection of the limits of the gross fixed monthly remuneration of the directors** appointed after April 26, 2017 who are not members of the Board of Directors, within the range of five and six times the 12 month average value of the gross average monthly wage for the activity unfolded according the main object of activity of the company, at class level as per the classification of activities in the national economy, communicated by the National Institute of Statistics prior to the appointment, as well as the approval of other advantages granted to any of the directors appointed after April 26, 2017, provided in the Note presented to the shareholders, in compliance with art. 153, item 18 of Law 31/1990.

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In the presence of the shareholders representing 93,86223% of the share capital and 93,86223% of the voting rights, the current item **is rejected** with 276.154.796 votes, representing 97,57857% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 5.246.981 votes “for”
 - 276.154.796 votes “against”
 - 1.605.858 votes “abstain”
 - 0 ”unexpressed” votes
- A number of 0 votes was canceled

17. The approval of the limits of the gross fixed monthly remuneration of the directors between 4 to 6 times the 12 month average of the gross monthly average wage for the branch in which the company unfolds its activity, communicated by the National Institute of Statistics prior to the appointment

In the presence of the shareholders representing 93,86223% of the share capital and 93,86223% of the voting rights, the current item **is adopted** with 250.186.390 votes, representing 88,40270% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 250.186.390 votes “for”
 - 30.654.287 votes “against”
 - 2.166.958 votes “abstain”
 - 0 ”unexpressed” votes
- A number of 0 votes was canceled

18. The approval of the insured amount related to the professional liability insurance for the administrators of the company, as provided in the Note presented to the shareholders.

In the presence of the shareholders representing 93,86223% of the share capital and 93,86223% of the voting rights, the current item **is adopted** with 255.497.408 votes, representing 90,27933% of the total

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votes held by the present or represented shareholders, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 255.497.408 votes “for”
 - 27.416.687 votes “against”
 - 93.540 votes “abstain”
 - 0 ”unexpressed” votes
- A number of 0 votes was canceled

19. **Information** note on the transactions concluded with administrators, or directors, or employees, or shareholders having control over the company or a company controlled by them during 17.02.2017 – 15.03.2017, as per art. 52, paragraph (3) letter a) din of GED 109/2011 with subsequent amendments.

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.

20. **Information** note on the transactions conclude 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 the equivalent in lei of Euro 100.000, during 17.02.2017 – 15.03.2017, as per art. 52, paragraph (3) letter b) of GED 109/2011 with subsequent amendments.

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.

21. **The approval** of the date **09.06.2017 as registration date** in compliance with art. 238, paragraph (1) of Law 297/2004, namely the date serving for the identification of the shareholders who will be affected by the resolutions of the OGMS.

In the presence of the shareholders representing 93,86223% of the share capital and 93,86223% of the voting rights, the current item **is adopted** with 282.999.629 votes, representing 99,99717% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

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The expressed vote are recorded as follows:

- 282.999.629 votes “for”
 - 8.006 votes “against”
 - 0 votes “abstain”
 - 0 ”unexpressed” votes
- A number of 0 votes was canceled

22. **The approval** of the date **08.06.2017** as „**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 93,86223% of the share capital and 93,86223% of the voting rights, the current item **is adopted** with 282.999.629 votes, representing 99,99717% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 282.999.629 votes “for”
 - 8.006 votes “against”
 - 0 votes “abstain”
 - 0 ”unexpressed” votes
- A number of 0 votes was canceled

23. **The approval** of the date **28.06.2017** as **payment date**, namely the date on which the distribution of the income related to owning securities, either in cash or shares, becomes certain, in compliance with art. 2, letter g) of Regulation 6/2009, with the subsequent amendments and with art. 1, paragraph (3) of Decree 64/2001, with the subsequent amendments.

In the presence of the shareholders representing 93,86223% of the share capital and 93,86223% of the voting rights, the current item **is adopted** with 282.999.629 votes, representing 99,99717% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 15 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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- 282.999.629 votes “for”
 - 8.006 votes “against”
 - 0 votes “abstain”
 - 0 ”unexpressed” votes
- A number of 0 votes was canceled

24. **The empowerment** of Mr. Alexander 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. Alexander 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 93,86223% of the share capital and 93,86223% of the voting rights, the current item **is adopted** with 283.007.634 votes, representing 100% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 15 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 283.007.634 votes “for”
 - 1 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

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