



**Resolution number 1 /29.03.2017
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, 29 march 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 Capital Plaza, Mihail Kogalniceanu Conference Room, 54 Iancu de Hunedoara 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 636 of 24.02.2017, in the, "Bursa" newspaper, number 36 (5860) of 24.02.2017 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, 22 shareholders are present or represented, owning a total number of 282.813.654 shares, representing 93,79790% of the subscribed and paid up share capital, representing 93,79790% 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. 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 93,79790% of the share capital and 93,79790% of the voting rights, the current item is adopted with 282.795.499 votes, representing 99,99358% 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:

- 282.795.499 votes “for”
- 18.155 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

2. The approval of the Revenues and Expenses Budget for 2017.

In the presence of the shareholders representing 93,79790% of the share capital and 93,79790% of the voting rights, the current item is adopted with 254.686.113 votes, representing 90,05439% 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:

- 254.686.113 votes “for”
- 28.127.541 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.



3. **The approval of the update of the Annex 1.1 and Annex 1** to the administration contract concluded between the administrators and the company, including the update of the level of performance indicators and criteria and their quarterly breakdown for 2017 as well as the empowerment of the representative of the Ministry of Energy to sign the addendums to the administration contracts with the members of the Board of Directors.

In the presence of the shareholders representing 93,79790% of the share capital and 93,79790% of the voting rights, the current item is adopted with 254.292.347 votes, representing 89,91516% 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:

- 254.292.347 votes “for”
- 28.381.826 votes “against”
- 139.481 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled

4. **The approval of the update of Annex 1.1** to the administration contract concluded between the administrators and the company, including the quarterly breakdown of the performance indicators and criteria for 2017, with the performance indicators and criteria for April 2017 and the highlight of the level of the performance indicators and criteria for April 2017 within the cumulated period January-April 2017, as well as the empowerment of the representative of the Ministry of Energy to sign the addendums to the administration contracts with the members of the Board of Directors.

In the presence of the shareholders representing 93,79790% of the share capital and 93,79790% of the voting rights, the current item is adopted with 254.292.347 votes, representing 89,91516% 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:

- 254.292.347 votes “for”



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- 28.381.826 votes “against”
- 139.481 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled

5. **The approval of concluding addendums** to the administration contracts concluded between the administrators and the company with the purpose of regulating certain aspects related to the termination, on term, of the mandate of certain administrators on 25.04.2017 and the empowerment of the representative of the Ministry of Energy to sign the addendums to the administration contracts with the members of the Board of Directors.

In the presence of the shareholders representing 93,79790% of the share capital and 93,79790% of the voting rights, the current item is adopted with 254.685.847 votes, representing 90,05430% 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:

- 254.685.847 votes “for”
- 27.988.326 votes “against”
- 139.481 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled

6. **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 01.11.2016 – 16.02.2017 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.

7. **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 01.11.2016 –

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Paid and subscribed capital: 3.015.138.510 lei

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16.02.2017, 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.

8. **The approval** of the date of **14.04.2017** 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.

In the presence of the shareholders representing 93,79790% of the share capital and 93,79790% of the voting rights, the current item is adopted with 282.795.499 votes, representing 99,99358% 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:

- 282.795.499 votes “for”
- 18.155 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled

9. **The approval** of the date **13.04.2017** 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 93,79790% of the share capital and 93,79790% of the voting rights, the current item is adopted with 282.795.499 votes, representing 99,99358% 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:

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10. **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 93,79790% of the share capital and 93,79790% of the voting rights, the current item is adopted with 282.795.499 votes, representing 99,99358% 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:

- 282.795.499 votes “for”
- 18.155 votes “against”
- 0 votes “abstain”
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PRESIDENT OF THE BOARD OF DIRECTORS

ALEXANDRU SANDULESCU

SECRETARY OF THE MEETING

Sorin Teodoru

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