



**Approved,  
Chairman of the Board of Directors  
Tudorache Iulian-Robert**

**NOTE**

**regarding the establishment of the monthly gross fixed indemnity for the non-executive manager of the National Nuclearelectrica S.A. Whose mandate expires on 23.12.2017 and the signing of the form of management contract approved by the general meeting of shareholders dated 24.04.2017 with the non-executive director whose mandate expires on 23.12.2017**

- Material the related am point 11 and 12 of AGA / 11.07.2017-

Considering that :

- By the Ordinary General Meeting of the Shareholders no. 2 of 24.04.2017 :
  - the appointment of temporary members of the Board of Directors was approved for a period of 4 months starting April 26, 2017;
  - the monthly gross fixed indemnity for the non-executive members of the Board of Directors was approved at the level of twice the average for the last 12 months of the monthly gross average earnings for the activity carried out according to the main object of activity registered by the company at class level, According to the classification of the activities in the national economy, communicated by the National Institute of Statistics prior to the appointment;
  - the form of the management contract to be signed by the Company with the interim administrators was approved.
- The mandate of a non-executive manager of SNN, Sebastian Tcaciuc, expires on 23.12.2017 and the level of his emissement, agreed upon by the current mandate contract, is the one established before the decision no. 2 / 24.04.2017, approving the monthly fixed indemnity of the non-executive members of the Board of Directors;
- The approval of the remuneration level of the members of the Board of Directors is within the competence of the General Meeting of the Shareholders in accordance with the provisions of art. 111, par. (2), lit. C) of Law no. 31/1990 on societies, with subsequent modifications and completions and with art. 13, par. (2), lit. f) from the Constitutive Act of

SNN SA;

- The structure of the remuneration of the non-executive members of the Board of Directors is determined by the General Assembly of the Shareholders, in accordance with the provisions of art. 37, par. (1) and (2) of Government Emergency Ordinance no. 109/2011 on the corporate governance of public enterprises , with the subsequent modifications , the fixed monthly gross indemnity can not exceed twice the average for the last 12 months of the monthly gross average earnings for the activity developed according to the main object of activity registered by the company at the level of Class , according to the classification of activities in the national economy , communicated by the National Institute of Statistics before the appointment ;
- The fact that all members of the Board of Directors should have the same indemnity and not a different indemnity as well as the same form of management contract , ultimately having the same responsibilities .

Faced with the above, we submit to approval to the Ordinary General Meeting Shareholders the following :

1. Approval of the gross monthly fixed indemnity of a non-executive member of the Board of Directors whose term expires on 23.12.2017, Sebastian Tcaciuc to the value of 9.126 lei. This fixed indemnity value is applicable for May 2017 and until the expiry date of its term .
2. Mandate of the representative of the Ministry of Energy within the General Meeting of Shareholders to sign in the name and on behalf of the Company the mandate contract - in the form approved by the Ordinary General Assembly of the Shareholders dated 24.04.2017 - with the administrator whose mandate contract expires on the date Of 23.12.2017 for the remaining period until the end of his term. The Management Contract no. 10 / 23.12.2013, concluded with Mr. Sebastian Tcaciuc will cease automatically at the moment of signing the mandate contract in the form approved by the General Meeting of Shareholders dated 24.04.2017 .

**General Manager / CEO**  
**Daniela Lulache**

**Financial Director/CFO**  
**Mihai Darie**