



**Resolution number 3 /11.07.2017
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, 11 July 2017, 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 Ramada Parc, Australia Meeting Room, 3-5 Poligrafiei Avenue, Bucharest; the OGMS was opened by Mr. Cristian Gentea, as representative of the 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 1964 of 09.06.2017, in the, „Romania Libera” newspaper, number 7895 of 09.06.2017 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, 18 shareholders are present or represented, owning a total number of 281.760.041 shares, representing 93,44846% of the subscribed and paid up share capital, representing 93,44846% 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. 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.



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In the presence of the shareholders representing 93,44846% of the share capital and 93,44846% of the voting rights, the current item is **adopted** with 281.760.041 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:

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

A number of 0 votes was canceled.

2. **The approval** of the Report on the administration activity related to the first quarter of 2017, elaborated in compliance with art. 7 item 7.19 and 7.21 in the Administration Contract concluded with the members by the Board of Directors with SN Nuclearelectrica SA and in compliance with the provisions of GEO no. 109/2011 regarding the corporate governance of public enterprises.

In the presence of the shareholders representing 93,44846% of the share capital and 93,44846% of the voting rights, the current item is **adopted** with 254.259.036 votes, representing 90,23957% 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:

- 254.259.036 votes “for”
- 27.408.505 votes “against”
- 92.500 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

3. **The information note** on the completion of the request of the majority shareholder expressed in the GMS dated 24.04.2017 regarding the adoption of the necessary measures to clarify/solve the aspects evidenced by the independent auditor in the report on the 2016 financial statements.

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.

4. **The approval** of the discharge of duty of the members of the Board of Directors whose mandate terminated on 25.04.2017 for the 2016 financial year.

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In the presence of the shareholders representing 93,44846% of the share capital and 93,44846% of the voting rights, the current item is **adopted** with 281.667.417 votes, representing 99,96713% 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:

- 281.667.417 votes “for”
- 124 votes “against”
- 92.500 votes “abstain”
- 0 “unexpressed” votes

A number of 0 votes was canceled

5. **The approval** of appointment of Mazars Romania S.R.L. as financial auditor for a 3 yeear period, namely for the 2017, 2018 and 2019 (secret vote).

In the presence of the shareholders representing 93,44846% of the share capital and 93,44846% of the voting rights, the current item is **adopted** with 281.760.041 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:

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

A number of 0 votes was canceled

6. **The revoking** of Mr. Florin-Constantin Tatar from his quality of member of the Board of Directors of SN Nuclearelectrica SA. (secret vote).

In the presence of the shareholders representing 93,44846% of the share capital and 93,44846% of the voting rights, the current item is **adopted** with 277.438.841 votes, representing 98,46635% 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:

- 277.438.841 votes “for”
- 3.266.988 votes “against”
- 1.054.212 votes “abstain”
- 0 “unexpressed” votes

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A number of 0 votes was canceled

7. **The appointment** of Mrs. Elena Popescu as provisional member of the Board of Directors of SN Nuclearelectrica SA. (secret vote).

In the presence of the shareholders representing 93,44846% of the share capital and 93,44846% of the voting rights, the current item is **adopted** with 254.337.655 votes, representing 90,26747% 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:

- 254.337.655 votes “for”
- 27.408.381 votes “against”
- 14.005 votes “abstain”
- 0 “unexpressed” votes

A number of 0 votes was canceled

8. **The establishment** of the mandate duration of the new provisional member equal to the duration remained from the mandate of the member who has been revoked.

In the presence of the shareholders representing 93,44851% of the share capital and 93,44851% of the voting rights, the current item is **adopted** with 254.351.826 votes, representing 90,27250% 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:

- 254.351.826 votes “for”
- 27.408.381 votes “against”
- 0 votes “abstain”
- 0 “unexpressed” votes

A number of 0 votes was canceled

9. **The approval** of the gross monthly fixed remuneration for the new provisional member at the level of two averages for the last twelve months of the gross average monthly wage for the activity unfolded according to the main object of activity registered by the company, at class level according to the activity classification within the national economy, communicated by the National Institute of Statistics prior to the appointment.

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In the presence of the shareholders representing 93,44851% of the share capital and 93,44851% of the voting rights, the current item is **adopted** with 253.326.323 votes, representing 89,90853% 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:

- 253.326.323 votes “for”
- 27.408.381 votes “against”
- 1.025.503 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled

10. **The empowerment** of the representative of the Ministry of Energy within the GMS to sign for and on behalf of the company the mandate contract-in the form approved by the OGMS dated 24.04.2017 – with the new administrator.

In the presence of the shareholders representing 93,44851% of the share capital and 93,44851% of the voting rights, the current item is **adopted** with 254.351.826 votes, representing 90,27250% 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:

- 254.351.826 votes “for”
- 27.408.381 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled

11. **The approval** of the gross monthly fixed remuneration for the SNN administrator whose contract terminates on 23.12.2017, namely of the amount of 9.126 lei/month, approved for the administrators appointed for a 4-month provisional period as per OGMS Resolution no. 2/24.04.2017. The value of the gross monthly fixed remuneration becomes effective starting May 2017.

In the presence of the shareholders representing 93,44851% of the share capital and 93,44851% of the voting rights, the current item is **adopted** with 253.326.057 votes, representing 89,90844% 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:

- 253.326.057 votes “for”
- 27.408.647 votes “against”
- 1.025.503 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled

12. **The empowerment** of the representative of the Ministry of Energy in the GMS to sign for and on behalf of the company the mandate contract- in the form approved by the OGMS dated 24.04.2017 –with the administrator whose mandate contract terminates on 23.12.2017 for the period until the termination of the mandate. The Administration Contract no. 10/23.12.2013, concluded with the administrator whose mandate contract terminates on 23.12.2017 will automatically cease at the moment of signing the mandate contract in the form approved by the GMS dated 24.04.2017.

In the presence of the shareholders representing 93,44851% of the share capital and 93,44851% of the voting rights, the current item is **adopted** with 254.351.560 votes, representing 90,27240% 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:

- 254.351.560 votes “for”
- 27.408.647 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled

13. **The approval** of the proposal for distribution of dividends in accordance with the provisions of art II and art III from GEO 29/2017 in accordance with the note presented to the shareholders for this item on the agenda.

In the presence of the shareholders representing 93,44851% of the share capital and 93,44851% of the voting rights, the current item is **adopted** with 254.336.591 votes, representing 90,26709% 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:

- 254.336.591 votes “for”
- 27.423.616 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

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A number of 0 votes was canceled

14. **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 16.03.2017 – 30.04.2017, 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.

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 the equivalent in lei of Euro 100.000, during 16.03.2017 – 30.04.2017, 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.

16. **The approval** of the date 27.07.2017 as registration date in compliance with art. 86, paragraph (1) of Law 24/2017 regarding issuers of financial instruments and market operations, namely the date serving for the identification of the shareholders who will benefit from dividends or any other rights and who will be affected by the resolutions of the OGMS.

In the presence of the shareholders representing 93,44851% of the share capital and 93,44851% of the voting rights, the current item is **adopted** with 281.760.207 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:

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

A number of 0 votes was canceled

17. **The approval** of the date 26.07.2017 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.

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The expressed vote are recorded as follows:

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

A number of 0 votes was canceled

18. **The empowerment empowerment** of Mr. Iulian-Robert Tudorache, 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. Iulian-Robert Tudorache may delegate all or part of the powers mentioned above to anyone competent to fulfil this mandate.

In the presence of the shareholders representing 93,44851% of the share capital and 93,44851% of the voting rights, the current item is **adopted** with 281.760.083 votes, representing 99,99995% 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:

- 281.760.083 votes “for”
- 0 votes “against”
- 124 votes “abstain”
- 0 “unexpressed” votes

A number of 0 votes was canceled

For PRESIDENT OF THE BOARD OF DIRECTORS,

Representative Mr. Cristian GENTEA, member of the Board of Directors

SECRETARY OF THE MEETING

Sorin Teodoru

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