



Updated according to the amended agenda

**Resolution number 5 /24.08.2017
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 august 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 Capital Plaza, Ion Mincu Conference Room, 54 Iancu de Hunedoara Avenue, Bucharest; the OGMS was opened by the President of the meeting, Mr. Iulian-Robert TUDORACHE, 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 2544 of 21 July 2017 in the „Romania Libera” newspaper, number 7926 of 24 July 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 2819 dated 10 August 2017, in the „Romania Libera” newspaper, number 7939 of 10 August 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, 16 shareholders are present or represented, owning a total number of 281.040.263 shares, representing 93,20974% of the subscribed and paid up share capital, representing 93,20974% 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.

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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 Ms. Lavinia Rizea and Mrs. Saida Ismail as technical secretaries of the OGMS.

In the presence of the shareholders representing 93,20974% of the share capital and 93,20974% of the voting rights, the current item is adopted with 281.026.258 votes, representing 99,99502% 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:

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

A number of 14.005 votes was canceled.

2. **The revoking** of Mr. Ionut Misa from his quality of member of the Board of Directors of Societatea Nationale Nuclearelectrica S.A, following his resignation. (secret vote)

In the presence of the shareholders representing 93,20974% of the share capital and 93,20974% of the voting rights, the current item is adopted with 281.040.263 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:

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

A number of 0 votes was canceled.

3. **The revoking** of Mrs. Eva Georgeta Andreas from her quality of member of the Board of Directors of Societatea Nationale Nuclearelectrica S.A, following the expiration of the mandate contract on 26.08.2017. (secret vote)

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In the presence of the shareholders representing 93,20974% of the share capital and 93,20974% of the voting rights, the current item is adopted with 281.040.263 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:

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

A number of 0 votes was canceled.

4. **The revoking** of Mr. Cristian-Romulus Anton from his quality of member of the Board of Directors of Societatea Nationale Nuclearelectrica S.A, following the expiration of the mandate contract on 26.08.2017. (secret vote)

In the presence of the shareholders representing 93,20974% of the share capital and 93,20974% of the voting rights, the current item is adopted with 281.040.263 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:

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

A number of 0 votes was canceled

5. **The revoking** of Mr. Cristian Gentea from his quality of member of the Board of Directors of Societatea Nationale Nuclearelectrica S.A, following the expiration of the mandate contract on 26.08.2017. (secret vote)

In the presence of the shareholders representing 93,20974% of the share capital and 93,20974% of the voting rights, the current item is adopted with 281.040.263 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.

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The expressed vote are recorded as follows:

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

A number of 0 votes was canceled.

6. **The revoking** of Mr. Iulian-Robert Tudorache from his quality of member of the Board of Directors of Societatea Nationale Nuclearelectrica S.A, following the expiration of the mandate contract on 26.08.2017. (secret vote)

In the presence of the shareholders representing 93,20974% of the share capital and 93,20974% of the voting rights, the current item is adopted with 281.040.263 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:

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

A number of 0 votes was canceled

7. **The revoking** of Mr. Elena Popescu from her quality of member of the Board of Directors of Societatea Nationale Nuclearelectrica S.A, following the expiration of the mandate contract on 26.08.2017. (secret vote)

In the presence of the shareholders representing 93,20974% of the share capital and 93,20974% of the voting rights, the current item is adopted with 281.040.263 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:

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

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A number of 0 votes was canceled

8. **The appointment** of Mr. Iulian-Robert Tudorache as provisional member of the Board of Directors of Societatea Nationala Nuclearelectrica S.A., with a mandate duration of 4 months. (secret vote)

In the presence of the shareholders representing 93,20974% of the share capital and 93,20974% of the voting rights, the current item is adopted with 250.437.858 votes, representing 89,11102% 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:

- 250.437.858 votes “for”
- 29.473.741 votes “against”
- 0 votes “abstain”
- 266 ”unexpressed” votes

A number of 0 votes was canceled

9. **The appointment** of Mr. Cristian-Romulus Anton as provisional member of the Board of Directors of Societatea Nationala Nuclearelectrica S.A., with a mandate duration of 4 months. (secret vote)

In the presence of the shareholders representing 93,20974% of the share capital and 93,20974% of the voting rights, the current item is adopted with 250.437.334 votes, representing 89,11084% 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:

- 250.437.334 votes “for”
- 29.474.141 votes “against”
- 0 votes “abstain”
- 266 ”unexpressed” votes

A number of 0 votes was canceled

10. **The appointment** of Mrs. Elena Popescu as provisional member of the Board of Directors of Societatea Nationala Nuclearelectrica S.A., with a mandate duration of 4 months. (secret vote)

In the presence of the shareholders representing 93,20974% of the share capital and 93,20974% of the voting rights, the current item is adopted with 250.423.729 votes, representing 89,10600% 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:

- 250.423.729 votes “for”
 - 29.473.741 votes “against”
 - 0 votes “abstain”
 - 266 ”unexpressed” votes
- A number of 14.005 votes was canceled

11. The appointment of Mr. Cristian Gentea as provisional member of the Board of Directors of Societatea Nationala Nuclearelectrica S.A., with a mandate duration of 4 months. (secret vote)

In the presence of the shareholders representing 93,20974% of the share capital and 93,20974% of the voting rights, the current item is adopted with 250.437.734 votes, representing 89,11098% 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:

- 250.437.734 votes “for”
- 29.473.741 votes “against”
- 0 votes “abstain”
- 266 ”unexpressed” votes

A number of 0 votes was canceled

12. The appointment of Mrs. Cezarina-Roxana Banica as provisional member of the Board of Directors of Societatea Nationala Nuclearelectrica S.A., with a mandate duration of 4 months. (secret vote)

In the presence of the shareholders representing 93,20974% of the share capital and 93,20974% of the voting rights, the current item is adopted with 250.437.734 votes, representing 89,11098 % 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:

- 250.437.734 votes “for”
- 29.473.741 votes “against”
- 0 votes “abstain”

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

13. The appointment of Mr. Mirel-Alexandru Marcu as provisional member of the Board of Directors of Societatea Nationala Nuclearelectrica S.A., with a mandate duration of 4 months. (secret vote)

In the presence of the shareholders representing 93,20974% of the share capital and 93,20974% of the voting rights, the current item is adopted with 250.437.734 votes, representing 89,11098% 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:

- 250.437.734 votes "for"
- 29.473.741 votes "against"
- 0 votes "abstain"
- 266 "unexpressed" votes

A number of 0 votes was canceled

14. The approval of the gross monthly fixed remuneration for the provisional members of the Board of Directors 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.

In the presence of the shareholders representing 93,20974% of the share capital and 93,20974% of the voting rights, the current item is adopted with 252.114.400 votes, representing 89,70757% 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:

- 252.114.400 votes "for"
- 27.900.526 votes "against"
- 1.025.337 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled

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15. The approval of the mandate contract form which will be concluded with the provisional members of the SNN Board of Directors.

In the presence of the shareholders representing 93,20974% of the share capital and 93,20974% of the voting rights, the current item is adopted with 250.438.124 votes, representing 89,11112% 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:

- 250.438.124 votes “for”
- 29.576.802 votes “against”
- 1.025.337 votes “abstain”
- 0 “unexpressed” votes

A number of 0 votes was canceled

16.1 The empowerment 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 with the provisional members of the Board of Directors.

In the presence of the shareholders representing 93,20974% of the share capital and 93,20974% of the voting rights, the current item is adopted with 251.463.461 votes, representing 89,47596% 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:

- 251.463.461 votes “for”
- 29.576.802 votes “against”
- 0 votes “abstain”
- 0 “unexpressed” votes

A number of 0 votes was canceled

16.2. The rejection of 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 administrators.

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In the presence of the shareholders representing 93,20974% of the share capital and 93,20974% of the voting rights, the current item is rejected with 278.313.687 votes, representing 99,02983% 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:

- 2.726.576 votes “for”
- 278.313.687 votes “against”
- 0 votes “abstain”
- 0 “unexpressed” votes

A number of 0 votes was canceled

17. **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 01.05.2017 – 15.06.2017, 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.

18. **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 01.05.2017 – 15.06.2017, 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.

19. **The approval** of the date **12.09.2017 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 93,20974% of the share capital and 93,20974% of the voting rights, the current item is adopted with 281.040.263 votes, representing 100% of the total votes

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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:

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

A number of 0 votes was canceled

20. **The approval** of the date **11.09.2017** 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 93,20974% of the share capital and 93,20974% of the voting rights, the current item is adopted with 281.040.263 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:

- 281.040.263 votes “for”
- 0 votes “against”
- 0 votes “abstain”
- 0 „unexpressed” votes

A number of 0 votes was canceled

21. **The 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.

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The expressed vote are recorded as follows:

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

A number of 0 votes was canceled

PRESIDENT OF THE BOARD OF DIRECTORS

Iulian-Robert TUDORACHE

SECRETARY OF THE MEETING

Sorin TEODORU

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