



Updated according to the amended agenda

**Resolution number 6/24.08.2017  
of the Extraordinary 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, 12.00 o'clock, the shareholders of Societatea Nationala Nuclearelectrica S.A. (hereinafter called "The company" or "SNN") met within the Extraordinary General Meeting of Shareholders (EGMS) of SNN, held at the Hotel Capital Plaza, Ion Mincu Conference Room, 54 Iancu de Hunedoara Avenue, Bucharest; the EGMS 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 EGMS, 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 EGMS, 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 EGMS is legal and statutory, 18 shareholders are present or represented, owning a total number of 282.209.463 shares, representing 93,59751% of the subscribed and paid up share capital, representing 93,59751% 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 115, paragraph 1 of the Company Law 31/1990 (“Law number 31/1990”). The President of the meeting acknowledges that the EGMS 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:

**Societatea Nationala NUCLEARELECTRICA S.A.**

65 Polona Street, District 1, 010494, Bucharest, Romania; Tel +4021 203 82 00, Fax +4021 316 94 00;

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

Paid and subscribed capital: 3.015.138.510 lei

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## 1. Election of the Secretary of the EGMS

As per the provisions of art. 129 of the Law no.31/1990, the shareholders of SNN elect as secretary of the EGMS Mr. Sorin Teodoru and the Company appoints Ms. Rizea Lavinia and Mrs. Saida Ismail as technical secretaries of the EGMS

In the presence of the shareholders representing 93,59751% of the share capital and 93,59751% of the voting rights, this item is adopted with 282.209.463 votes representing 100% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

- 282.209.463 votes “for”
- 0 votes “against”
- 0 votes “abstain
- 0 votes were not casted.

A number of 0 was annulled.

## 2. The approval of the continuation of the negotiations on the Investment Documents under the same conditions as provided by the Memorandum of Understanding for the development, construction, operation and decommissioning of Cernavoda NPP Units 3 and 4, for a period of up to 6 months since the date of the institutional and corporate approvals, with the application of all the MoU provisions, including the possibility of each party to cease the MoU without any compensations by means of a simple written notification to the other Party, in case an agreement regarding the Investment Documents is not reached and to the extent to which the delay was not caused by the respective Party.

In the presence of the shareholders representing 93,59751% of the share capital and 93,59751% of the voting rights, this item is adopted with 254.800.958 votes representing 90,28789% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

- 254.800.958 votes “for”
- 27.408.505 votes “against”
- 0 votes “abstain

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- 0 votes were not casted.

A number of 0 was annulled.

**3. The approval** of the empowerment of the Board of Directors to establish the terms and conditions of the negotiations which will be carried out with the Selected Investor by the representatives of SNN within the Negotiation Commission for Cernavoda NPP Units 3 and 4 project, in compliance with the Memorandum of the Romanian Government no. 20/2683/13.07.2017

In the presence of the shareholders representing 93,59751% of the share capital and 93,59751% of the voting rights, this item is adopted with 254.800.692 votes representing 90,28779% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

- 254.800.692 votes “for”
- 27.408.771 votes “against”
- 0 votes “abstain
- 0 votes were not casted.

A number of 0 was annulled.

**4. The approval** of the modification of the Articles of Incorporation of Societatea Nationala Nuclearelectrica S.A., as follows:

- The elimination of letter k) “approves the administration plan, which includes the administration strategy for the duration of the mandate of the members of the Board of Directors” of paragraph (2) of art. 13 – The attributions of the General Meeting of Shareholders
- The elimination of letter d) “prepares and presents to the general meeting of shareholders, for approval, the administration plan, which includes the administration strategy for the duration of the mandate” of paragraph (3) of art. 19 – The attributions of the Board of Directors

In the presence of the shareholders representing 93,59751% of the share capital and 93,59751% of the voting rights, this item is adopted with 250.423.329 votes representing 88,73669% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

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- 250.423.329 votes “for”
- 31.786.134 votes “against”
- 0 votes “abstain
- 0 votes were not casted.

A number of 0 was annulled.

**5. The empowerment** of the President of the Board of Directors to sign the updated Articles of Incorporation and to fulfil all and any formalities necessary for the registration of the mentions regarding the modification of the Articles of Incorporation and its submission, in updated form, to the Trade Registry of the Bucharest Tribunal. The empowered person may delegate the mandate to other persons regarding the fulfilment of the above mentioned formalities.

In the presence of the shareholders representing 93,59751% of the share capital and 93,59751% of the voting rights, this item is adopted with 251.449.190 votes representing 89,10020% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

- 251.449.190 votes “for”
- 30.760.273 votes “against”
- 0 votes “abstain
- 0 votes were not casted.

A number of 0 was annulled.

**6. 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 EGMS.

In the presence of the shareholders representing 93,59751% of the share capital and 93,59751% of the voting rights, this item is adopted with 282.209.463 votes representing 100% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

- 282.209.463 votes “for”

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- 0 votes “against”
- 0 votes “abstain
- 0 votes were not casted.

A number of 0 was annuled.

- 7. 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 93,59751% of the share capital and 93,59751% of the voting rights, this item is adopted with 282.209.463 votes representing 100% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

- 282.209.463 votes “for”
- 0 votes “against”
- 0 votes “abstain
- 0 votes were not casted.

A number of 0 was annuled.

- 8. 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 EGMS’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 EGMS’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 93,59751% of the share capital and 93,59751% of the voting rights, this item is adopted with 282.195.458 votes representing 99,99504% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

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- 282.195.458 votes “for”
- 14.005 votes “against”
- 0 votes “abstain
- 0 votes were not casted.

A number of 0 was annuled.

## **PRESIDENT OF THE BOARD OF DIRECTORS**

**Iulian Robert TUDORACHE**

## **SECRETARY OF THE MEETING**

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