



NUCLEARELECTRICA Updated according to the amended agenda

**Resolution number 10 /20.12.2017
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, 20 decembre 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. Cristian GENTEA, in his capacity of representative 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 4409 of 17.11.2017, in the, „Romania Libera” newspaper, number 8010 of 17.11.2017 and on the website of the Company;
- The amended convening notice of the EGMS, published in the Official Gazette of Romania, Part IV, number 4630 dated 07 December 2017, in the Romania Libera newspaper, number 8023 of 07 December 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 282.533.825 shares, representing 93,70509% of the subscribed and paid up share capital, representing 93,70509% 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 Ms. Saida Ismail as technical secretary of the OGMS.

In the presence of the shareholders representing 93,70509% of the share capital and 93,70509% of the voting rights, the current item is **adopted** with 281.972.725 votes, representing 99,80140% 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:

- 281.972.725 votes “for”
- 0 votes “against”
- 561.100 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was cancelled.

2. **The presentation** of the Quarterly Report of the Board of Directors of SN Nuclearelectrica SA for the period January 1st – September 30th, 2017 for the thirs quarter of 2017.

The current item is not subjected to the vote of the shareholders. The shareholders take notice of the information presented by the Company at this item.

3. **The appointment** of the provisional members of the Board of Directors of Societatea Nationala Nuclearelectrica SA, by applying the cumulative voting method (secret vote).

In the presence of the shareholders representing 93,70512% of the share capital and 93,70512% of the voting rights, a valid number of 1.962.211.550 cumulated votes was expressed 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.

There have been a number of 868 unexpressed cumulated votes and a 3.927.700 cumulated votes was cancelled.

- 3.1 Appoint Mrs. Elena Popescu as provisional member of the Board of Directors of Societatea Nationala Nuclearelectrica S.A
Number of cumulated assigned votes: 293.283.437

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

office@nuclearelectrica.ro, www.nuclearelectrica.ro



NUCLEARELECTRICA Updated according to the amended agenda

- 3.2 Appoint Mr. Gentea Cristian as provisional member of the Board of Directors of Societatea Nationala Nuclearelectrica S.A
Number of cumulative assigned votes: 291.501.133
- 3.3 Appoint Mr. Tudorache Iulian Robert as provisional member of the Board of Directors of Societatea Nationala Nuclearelectrica S.A
Number of cumulative assigned votes: 291.488.633
- 3.4 Appoint Mr. Banescu Dragos Ionut as provisional member of the Board of Directors of Societatea Nationala Nuclearelectrica S.A
Number of cumulative assigned votes 291.488.632
- 3.5 Appoint Mr. Alexandru Marcu Mirel as provisional member of the Board of Directors of Societatea Nationala Nuclearelectrica S.A
Number of cumulative assigned votes 291.488.632
- 3.6 Appoint Mr. Dima Cristian as provisional member of the Board of Directors of Societatea Nationala Nuclearelectrica S.A
Number of cumulative assigned votes: 290.192.722
- 3.7 Appoint Mr. Anitei Mihai Daniel as provisional member of the Board of Directors of Societatea Nationala Nuclearelectrica S.A
Number of cumulative assigned votes 193.656.172

The following members of the Board of Directors are considered to be revoked: Mr. Tcaciuc Sebastian Gabriel and Mr. Anton Cristian Romulus.

They were not confirmed as a result of applying the cumulative voting method, their mandate being progressively terminated as at the date of the OGMS, according to the provisions of art. 124, paragraph (5) of Regulation 1/2006 of CNVM.

4. **Establishes** the duration of the mandate of the provisional members to 4 months starting with 28 December 2017 or until the completion of the selection procedure of the administrators, in compliance with the provisions of Government Emergency Ordinance no. 109/2011 approved by the Law no. 111/2016, as subsequently amended, if the selection is completed before the mentioned term.

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

office@nuclearelectrica.ro, www.nuclearelectrica.ro



In the presence of the shareholders representing 93,70512% of the share capital and 93,70512% of the voting rights, the current item is **adopted** with 281.508.488 votes, representing 99,63706% 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:

- 281.508.488 votes “for”
- 83 votes “against”
- 1.025.337 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was cancelled.

5. **Approves** the mandate contract form which will be concluded with the provisional members of the Board of Directors of the company as per the proposal of the Romanian State shareholder, through the Ministry of Energy.

In the presence of the shareholders representing 93,70512% of the share capital and 93,70512% of the voting rights, the current item is **adopted** with 255.125.444 votes, representing 90,29905% 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:

- 255.125.444 votes “for”
- 27.408.381 votes “against”
- 83 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

6. **Empowers** the representative of the majority shareholder, the Romanian state, through the Ministry of Energy, to sign the mandate contracts with the provisional members of the Board of Directors of SN Nuclearelectrica SA.

In the presence of the shareholders representing 93,70512% of the share capital and 93,70512% of the voting rights, the current item is **adopted** with 255.125.444 votes, representing 90,29905 % 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.

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

office@nuclearelectrica.ro, www.nuclearelectrica.ro



The expressed vote are recorded as follows:

- 255.125.444 votes “for”
- 27.408.381 votes “against”
- 83 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was cancelled.

7. **The rejection of the extension of the duration of the mandate for Mr. Iulian-Robert Tudorache which terminates on 27.12.2017, for a period of 2 months, starting with 28 December 2017**, in compliance with the provisions of art. 64¹ paragraph (4) and paragraph (5) of GED no. 109/2011 as subsequently amended¹ (secret vote).

In the presence of the shareholders representing 93,70512% of the share capital and 93,70512% of the voting rights, the current item is **rejected** with 276.718.485 votes, representing 97,94169% 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:

- 2.824 votes “for”
- 276.718.485 votes “against”
- 5.812.599 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was cancelled.

8. **The rejection of the extension of the duration of the mandate for Mr. Cristian Gentea which terminates on 27.12.2017, for a period of 2 months, starting with 28 December 2017**, in compliance with the provisions of art. 64¹ paragraph (4) and paragraph (5) of GED no. 109/2011 as subsequently amended (secret vote).

In the presence of the shareholders representing 93,70512% of the share capital and 93,70512% of the voting rights, the current item is **rejected** with 276.718.402 votes, representing 97,94166% 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:

- 2.907 votes “for”
- 276.718.402 votes “against”
- 5.812.599 votes “abstain”

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

office@nuclearelectrica.ro, www.nuclearelectrica.ro



- 0 "unexpressed" votes

A number of 0 votes was cancelled

9. **The rejection of the extension of the duration of the mandate for Mr. Dragos Ionut Banescu which terminates on 27.12.2017, for a period of 2 months, starting with 28 December 2017**, in compliance with the provisions of art. 64¹ paragraph (4) and paragraph (5) of GED no. 109/2011 as subsequently amended (secret vote).

In the presence of the shareholders representing 93,70512% of the share capital and 93,70512% of the voting rights, the current item is **rejected** with 276.718.526 votes, representing 97,94170% 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:

- 2.700 votes "for"
- 276.718.526 votes "against"
- 5.812.682 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was cancelled

10. **The rejection of the extension of the duration of the mandate for Mrs. Elena Popescu which terminates on 27.12.2017, for a period of 2 months, starting with 28 December 2017**, in compliance with the provisions of art. 64¹ paragraph (4) and paragraph (5) of GED no. 109/2011 as subsequently amended (secret vote).

In the presence of the shareholders representing 93,70512% of the share capital and 93,70512% of the voting rights, the current item is **rejected** with 276.718.402 votes, representing 97,94166% 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:

- 1.028.244 votes "for"
- 276.718.402 votes "against"
- 4.787.262 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was cancelled

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

office@nuclearelectrica.ro, www.nuclearelectrica.ro



11. **The rejection of the extension of the duration of the mandate for Mr. Cristian Romulus Anton which terminates on 27.12.2017, for a period of 2 months, starting with 28 December 2017**, in compliance with the provisions of art. 64¹ paragraph (4) and paragraph (5) of GED no. 109/2011 as subsequently amended (secret vote).

In the presence of the shareholders representing 93,70512% of the share capital and 93,70512% of the voting rights, the current item is **rejected** with 276.721.226 votes, representing 97,94266 % 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:

- 0 votes “for”
- 276.721.226 votes “against”
- 5.812.682 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was cancelled

12. **The rejection of the extension of the duration of the mandate for Mr. Marcu Mirel Alexandru which terminates on 27.12.2017, for a period of 2 months, starting with 28 December 2017**, in compliance with the provisions of art. 64¹ paragraph (4) and paragraph (5) of GED no. 109/2011 as subsequently amended (secret vote).

In the presence of the shareholders representing 93,70512% of the share capital and 93,70512% of the voting rights, the current item is **rejected** with 276.718.609 votes, representing 97,94173% 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:

- 2.700 votes “for”
- 276.718.609 votes “against”
- 5.812.599 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was cancelled

13. **Regarding the “The appointment of a provisional members of the Board of Directors, for a 2 months period, starting with 24.12.2017 following the vacancy of the member of the Board of Directors whose 4 year mandate will expire on 23.12.2017 (secret vote)”**, due to the fact that the shareholders reached a decision regarding the election of the provisional members of the Board of Directors by applying

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

office@nuclearelectrica.ro, www.nuclearelectrica.ro



the cumulative voting method, as per item 3 on the agenda, this item no longer has an object, the application of the cumulative voting method prevailing in this case.

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 93,70512% of the share capital and 93,70512% of the voting rights, the current item is **adopted** with 280.947.388 votes, representing 99,43847% 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:

- 280.947.388 votes “for”
 - 0 votes “against”
 - 1.586.520 votes “abstain”
 - 0 ”unexpressed” votes
- A number of 0 votes was cancelled

15. **The empowerment** of the representative of the Ministry of Energy within the GMS to sign for and on behalf of the company the addendums to the mandate contracts of the provisional members of the Board of Directors whose mandates were extended as well as the mandate contract - in the form approved by the OGMS dated 24.08.2017 – with the new provisional member of the Board of Directors.

In the presence of the shareholders representing 93,70512% of the share capital and 93,70512% of the voting rights, the current item is **rejected** with 276.706.100 votes, representing 97,93731% 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:

- 5.827.542 votes “for”
- 276.706.100 votes “against”
- 266 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was cancelled

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

office@nuclearelectrica.ro, www.nuclearelectrica.ro



16. **The approval** of the date **16.01.2018 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 93,70512% of the share capital and 93,70512% of the voting rights, the current item is **adopted** with 282.533.908 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:

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

A number of 0 votes was cancelled

17. **The approval** of the date **15.01.2018 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 93,70512% of the share capital and 93,70512% of the voting rights, the current item is **adopted** with 282.533.908 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:

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

A number of 0 votes was cancelled

18. **The empowerment** of the 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

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

office@nuclearelectrica.ro, www.nuclearelectrica.ro



NUCLEARELECTRICA Updated according to the amended agenda

Resolutions, including the publication and registration procedures thereof with the Trade Register Office or any other public institution. The President of the Board of Directors may delegate all or part of the powers mentioned above to anyone competent to fulfil this mandate.

In the presence of the shareholders representing 93,70512% of the share capital and 93,70512% of the voting rights, the current item is **adopted** with 282.533.908 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:

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

A number of 0 votes was cancelled

For PRESIDENT OF THE BOARD OF DIRECTORS

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

Meeting Secretary

Sorin Teodoru

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

office@nuclearelectrica.ro, www.nuclearelectrica.ro