**Resolution number … /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. 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 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 …….. dated ……, in the …………. newspaper, number …… of …… 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,.....shareholders are present or represented, owning a total number of...........shares, represeting .......... of the subscribed and paid up share capital, representing .............. 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……………….and the Company appoints……………….as technical secretary of the OGMS.

In the presence of the shareholders representing ..... of the share capital and ..... of the voting rights, the current item is adopted with....votes, representing......% 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:

* ...votes “for”
* ...votes “against”
* ...votes “abstain”
* ...”unexpressed” votes

A number of....votes was canceled.

1. **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.

In the presence of the shareholders representing ..... of the share capital and ..... of the voting rights, the current item is adopted with.... votes, representing......% 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:

* ...votes “for”
* ...votes “against”
* ...votes “abstain”
* ...”unexpressed” votes

A number of....votes was canceled.

1. **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 ..... of the share capital and ..... of the voting rights, the current item is adopted with.... votes, representing......% 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 ..... unexpressed cumulative votes and a ........ cumulative votes canceled.

* 1. Appoint Mr/madam................as provisional member of the Board of Directors of Societatea Nationala Nuclearelectrica S.A

Number of cumulative assigned votes.................

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Number of cumulative assigned votes.................

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Number of cumulative assigned votes.................

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Number of cumulative assigned votes.................

The following members of the Board of Directors are considered to be revoked: .......  
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.

1. **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.

In the presence of the shareholders representing ..... of the share capital and ..... of the voting rights, the current item is adopted with.... votes, representing......% 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:

* ...votes “for”
* ...votes “against”
* ...votes “abstain”
* ...”unexpressed” votes

A number of....votes was canceled.

1. **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 ..... of the share capital and ..... of the voting rights, the current item is adopted with.... votes, representing......% 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:

* ...votes “for”
* ...votes “against”
* ...votes “abstain”
* ...”unexpressed” votes

A number of....votes was canceled.

1. **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 ..... of the share capital and ..... of the voting rights, the current item is adopted with.... votes, representing......% 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:

* ...votes “for”
* ...votes “against”
* ...votes “abstain”
* ...”unexpressed” votes

A number of....votes was canceled.

1. **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 amended (secret vote).

In the presence of the shareholders representing ..... of the share capital and ..... of the voting rights, the current item is adopted with.... votes, representing......% 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:

* ...votes “for”
* ...votes “against”
* ...votes “abstain”
* ...”unexpressed” votes

A number of....votes was canceled.

1. **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 ..... of the share capital and ..... of the voting rights, the current item is adopted with.... votes, representing......% 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:

* ...votes “for”
* ...votes “against”
* ...votes “abstain”
* ...”unexpressed” votes

A number of....votes was canceled

1. **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 ..... of the share capital and ..... of the voting rights, the current item is adopted with.... votes, representing......% 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:

* ...votes “for”
* ...votes “against”
* ...votes “abstain”
* ...”unexpressed” votes

A number of....votes was canceled

1. **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 ..... of the share capital and ..... of the voting rights, the current item is adopted with....votes, representing......% 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:

* ...votes “for”
* ...votes “against”
* ...votes “abstain”
* ...”unexpressed” votes

A number of....votes was canceled

1. **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 ..... of the share capital and ..... of the voting rights, the current item is adopted with....votes, representing......% 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:

* ...votes “for”
* ...votes “against”
* ...votes “abstain”
* ...”unexpressed” votes

A number of....votes was canceled

1. 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 ..... of the share capital and ..... of the voting rights, the current item is adopted with....votes, representing......% 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:

* ...votes “for”
* ...votes “against”
* ...votes “abstain”
* ...”unexpressed” votes

A number of....votes was canceled

1. **The** **appointment of Mr………………as provisional member 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).

In the presence of the shareholders representing ..... of the share capital and ..... of the voting rights, the current item is adopted with....votes, representing......% 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:

* ...votes “for”
* ...votes “against”
* ...votes “abstain”
* ...”unexpressed” votes

A number of....votes was canceled

1. **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 ..... of the share capital and ..... of the voting rights, the current item is adopted with....votes, representing......% 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:

* ...votes “for”
* ...votes “against”
* ...votes “abstain”
* ...”unexpressed” votes

A number of....votes was canceled

1. **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 ..... of the share capital and ..... of the voting rights, the current item is adopted with....votes, representing......% 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:

* ...votes “for”
* ...votes “against”
* ...votes “abstain”
* ...”unexpressed” votes

A number of....votes was canceled

1. **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 ..... of the share capital and ..... of the voting rights, the current item is adopted with....votes, representing......% 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:

* ...votes “for”
* ...votes “against”
* ...votes “abstain”
* ...”unexpressed” votes

A number of....votes was canceled

1. 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 ..... of the share capital and ..... of the voting rights, the current item is adopted with....votes, representing......% 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:

* ...votes “for”
* ...votes “against”
* ...votes “abstain”
* ...”unexpressed” votes

A number of....votes was canceled

1. **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 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 ..... of the share capital and ..... of the voting rights, the current item is adopted with....votes, representing......% 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:

* ...votes “for”
* ...votes “against”
* ...votes “abstain”
* ...”unexpressed” votes

A number of....votes was canceled

PRESIDENT OF THE BOARD OF DIRECTORS

Iulian-Robert TUDORACHE

SECRETARY OF THE MEETING