



**Resolution number 1/31 January 2018
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, 31 January 2018, 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 4782 of 27.12.2017, in the, „Romania Libera” newspaper, number 8035 of 27.12.2017 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 280.052.546 shares, representing 92,88215 % of the subscribed and paid up share capital, representing 92,88215 % 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. 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. Susanu Nicu-Romeo and the Company appoints Ms. Bacaintan Cristina and Ms. Ismail Saida as technical secretary of the OGMS.



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In the presence of the shareholders representing 92,88215 % of the share capital and 92,88215% of the voting rights, the current item is **adopted** with 280.038.541 votes, representing 99,99500 % 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:

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

A number of 14.005 votes was canceled.

2.1 Approval of the modification of the fixed monthly indemnity of the members of the Board of Directors, provided in the mandate contracts, following the application of the provisions of GED no. 79/2017 for the modification and amendment of the Law no. 227/2015 regarding the Fiscal Code and on the basis of art. 18 of GED no. 90/2017 regarding certain fiscal and budget measures, the modification and amendment of legal documents and the prorogation of certain terms, so that the current quantum of the net monthly indemnity of the members of the Board of Directors remains unchanged

In the presence of the shareholders representing 92,88215 % of the share capital and 92,88215% of the voting rights, the current item is **adopted** with 250.607.700 votes, representing 89, 48596 % 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:

- 250.607.700 votes “for”
- 3.562.217 votes “against”
- 25.882.629 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

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2.2 Rejection of the recalculation of the fixed gross monthly indemnities of the administrators provided in the mandate contracts concluded with SNN, with the purpose of maintaining the net monthly indemnity valid at the date of the appointment, in view of correlation with the new mandatory social contributions owed as per Law no. 227/2015 as subsequently amended, as modified by OUG no. 79/2017 for the amendment and completion of the Law no. 227/2015 regarding the Fiscal Code, the recalculation being based on the provisions of art. 18 of OUG no. 90/2017. The indemnity will be recalculated starting with the indemnity related to January 2018 included, in order to ensure the same net level of the monthly indemnity that the administrators would have received in the absence of the effects of OUG 79/2017 on the net monthly indemnity.

In the presence of the shareholders representing 92.88215 % of the share capital and 92.88215 % of the voting rights, the current item is **rejected** with 248.736.885 votes, representing 88.81793 % 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:

- 5.433.032 votes “for”
- 248.736.885 votes “against”
- 25.882.629 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

3. Regarding „the approval of the recalculation of the limits of the Directors’ remunerations, respectively the recalculation of the Directors’ fixed gross monthly indemnities as well as of the potential gross variable components of the Directors’ remunerations”, provided in the mandate contracts concluded with SNN, with the purpose of maintaining the net monthly indemnity valid at the date of the appointment or subsequently amended by addendums to the mandate contracts, respectively of the potential net variable components of the Directors’ remuneration, in view of correlation with the new mandatory social contributions owed as per Law no. 227/2015 as subsequently amended, as modified by OUG no. 79/2017 for the amendment and completion of the Law no. 227/2015 regarding the Fiscal Code, the recalculation being based on the provisions of art. 18 of OUG no. 90/2017. The gross fixed monthly indemnity will be recalculated starting with the indemnity for January 2018 included, and the potential variable components of the remuneration

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owed to the Directors based on the provisions of the mandate contracts will also be recalculated starting with January 2018, in order to ensure the same net monthly indemnity, respectively the same net monthly variable component of the remuneration that the Directors would have received in the absence of the effects of OUG 79/2017 on the net monthly indemnity, respectively on the net quantum of the variable components.” **the number of votes required to make a decision was not reached (274.619.249 votes representing 98.05990 % of the votes cast by present shareholders or representatives being "abstain").**

In the presence of the shareholders representing 92.88215 % of the share capital and 92.88215 % of the voting rights, 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 votes are recorded as follows:

- 5.433.298 votes “for”
- 0 votes “against”
- 274.619.248 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

4.1 **Empowerment** of the representative of the Ministry of Energy to sign the addendums to the mandate contracts of the provisional administrators, in the form proposed by the Ministry of Energy.

In the presence of the shareholders representing 92.88215 % of the share capital and 92.88215 % of the voting rights, the current item is **adopted** with 250.607.783 votes, representing 89.48599 % 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:

- 250.607.783 votes “for”
- 3.562.217 votes “against”
- 25.882.546 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

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4.2 Rejection of the empowerment of the representative of the Ministry of Energy to sign the addendums to the mandate contracts of the provisional administrators in order to reflect the recalculation of the fixed gross monthly indemnity.

In the presence of the shareholders representing 92.88215 % of the share capital and 92.88215 % of the voting rights, the current item is **rejected** with 248.736.885 votes, representing 88.81793 % 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:

- 5433.115 votes “for”
- 248.736.885 votes “against”
- 25.882.546 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled

5. 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 16.08.2017 – 15.12.2017, 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.

6. 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 16.08.2017 – 15.12.2017, 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.

7. Approval of the date **20.02.2018 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.

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In the presence of the shareholders representing 92.88215 % of the share capital and 92.88215 % of the voting rights, the current item is **adopted** with 280.052.546 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:

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

A number of 0 votes was canceled

8. **Approval** of the date **19.02.2018 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 92.88215 % of the share capital and 92.88215 % of the voting rights, the current item is **adopted** with 280.052.564 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:

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

A number of 0 votes was canceled

9. **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.

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The expressed vote are recorded as follows:

- 280.052.564 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

Susanu Nicu-Romeo

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