



NUCLEARELECTRICA

**Current report according to: article 234 paragraph (1) letters a) and b) of the ASF Regulation no. 5/2018 regarding issuers and securities operations and the provisions of art. 99 of Bucharest Stock Exchange Code, Title II, Issuers and Financial Instruments**

**Report date: 22.08.2018**

*Name of issuing entity: NUCLEARELECTRICA S.A. National Company*

*Social headquarters: 65 Polona St., district 1, Bucharest*

*Telephone/Fax Number: 021-203.82.00 / 021 – 316.94.00*

*Sole Registration Code with the Trade Registry Office: 10874881*

*Running number: J40/7403/1998*

*Subscribed and paid-up share capital: RON 3,015,138,510*

*Regulated market on which the issued securities are traded: Bucharest Stock Exchange*

**To: Bucharest Stock Exchange  
Financial Supervisory Authority**

**Important event to be reported:**

**The resolutions of SNN Ordinary and Extraordinary General Meeting of Shareholders of 22.08.2018**

Societatea Nationala SN Nuclearelectrica S.A. (“SNN”) informs the shareholders and investors that on 22.08.2018, the Ordinary and Extraordinary General Meeting of SNN Shareholders took place at Hotel Capital Plaza, Ion Mincu room, starting with 10:00.

With regards to item 2 on the EGMS agenda, respectively:

*“The postponement of the approval of the revised form of the Strategy for the Continuation of the Project, with the recognition of the milestones performed to date, including those performed pursuant to the provisions of the Government Memorandum no. 20/12683/MB of July 13, 2017 and the subsequent mandate granted to the SNN Board of Directors through the GMS Resolution no. 6/24.08.2017, within the meaning of:*

*a) Reorganizing the existing negotiation/approval stages and terminating the work of the designated committees (the Negotiation Committee and Inter-Ministry Committee), the negotiations being subsequently conducted by a negotiation committee appointed by the executive management of SNN;*

*b) Amending art. 8.14 in the sense that the draft Investor Agreement and the Articles of Incorporation of JVCo will be subject to the approval of the General Meeting of Shareholders of SNN, within the limits of its competences and duties.”*

We remind the fact that this item was introduced on the EGMS agenda at the request of the majority shareholder, the Ministry of energy, on the basis of art. 117<sup>1</sup>, paragraph (1) of the companies’ Law no. 31/1990, corroborated with the provisions of art. 92 paragraph (3) letter a) of the Law no. 24/2017 regarding issuers of securities and market operations and those of art. 14 of SNN Articles of Incorporation, the request of the Ministry of Energy being motivated by the need to clarify certain aspects and modifications.

Societatea Nationala NUCLEARELECTRICA S.A.

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The GMS of 22.08.2018 was convened following the reception on 25.06.2018, from the majority shareholder, the Ministry of Energy, by communication no. 261387, of a notice regarding the approval by the Romanian Government on 21.06.2018, in the confidential section, of the Memorandum having the subject *"Approval of necessary measures to ensure the continuity of the Project, Units 3 and 4 of the Cernavoda NPP and the completion of the negotiations with the selected investor"* and of the request of the majority shareholder, the Ministry of Energy to take the necessary measures in order to implement the provisions of the Government Memorandum.

Also, with regards to item 3 on the EGMS agenda, respectively:

“The mandating of SNN BoD to establish the terms and conditions to continue the negotiations in order to allow the set up of a mixed company project (“JVCo”) with CGN as well as to implement the revised Strategy in compliance with the above mentioned item”

We mention that the number of votes necessary to take a decision was not reached.

In order to streamline the decision making process and continue the negotiations with the selected investor based in the revised strategy, SNN undertook all necessary measures to revise the strategy initially proposed for the approval of the shareholders on 22.08.2018, a new EGMS being convened for the 14.09.2018, having on the agenda:

1. The approval of the revised form of the Strategy for the Continuation of the Project, with the recognition of the milestones performed to date, including those performed pursuant to the provisions of the Government Memorandum no. 20/12683/MB of July 13, 2017 and the subsequent mandate granted to the SNN Board of Directors through the GMS Resolution no. 6/24.08.2017, within the meaning of:
  - a) Reorganizing the existing negotiation/approval stages and terminating the work of the designated committees (the Negotiation Committee and Inter-Ministry Committee), the negotiations being subsequently conducted by a negotiation committee appointed by the executive management of SNN;
  - b) Amending art. 8.14 in the sense that the draft Investor Agreement and the Articles of Incorporation of JVCo will be subject to the approval of the General Meeting of Shareholders of SNN, within the limits of its competences and duties.
2. The mandating of SNN BoD to establish the terms and conditions to continue the negotiations in order to allow the set up of a mixed company project (“JVCo”) with CGN as well as to implement the revised Strategy in compliance with the above mentioned item.

The resolutions of the Ordinary and Extraordinary General Meeting of SNN Shareholders of 22.08.2018 are attached to the current report.

**Cosmin Ghita**

**CEO**



**Resolution number 8 /20.08.2018  
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, 22 august 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 Room, Bd. 54 Iancu de Hunedoara, District 1, Bucharest the OGMS was opened by the President of the meeting, Mr. Cristian Gentea, in his capacity of representative of the 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 2721 of 18.07.2018, in the Romania Libera newspaper, number 8174 of 18.07.2018 and on the website of the Company;
- The amended conving notice of the OGMS published in the Official Gazette of Romania, Part IV, number 3082 of 09.08.2018, in the Romania Libera newspaper, number 8190 of 09.08.2018 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, 21 shareholders are present or represented, owning a total number of 279.001.992 shares, represeting 92,53372% of the subscribed and paid up share capital, representing 92,53372% of the total voting rights. The requirement regarding quorum is met in accordance with the provisions of article 16 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. Romeo Susanu and the Company appoints Mrs. Cristina Bacaintan and Mrs. Gabriela Stancu as technical secretary of the OGMS.

In the presence of the shareholders representing 92,53372% of the share capital and 92,53372% of the voting rights, the current item is adopted with 278.262.792 votes, representing 99,73506% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 278.262.792 votes “for”
- 0 votes “against”
- 739.200 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

- ## 2. Information note on the transactions concluded with the administrators or directors, with the employees, shareholders who own the control of the company or a company controlled by them in compliance with art. 52 paragraph (3), letter a) of OUG 109/2011 with the subsequent amendments and changes throughout 01.05.2018 – 01.07.2018.

*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.*

- ## 3. Information note on the transactions concluded with the administrators or directors, with the employees, shareholders who own the control over the company or a company controlled by them, in compliance with art. 52, paragraph (3) letter b) of OUG 109/2011 with the subsequent amendments and changes throughout 01.05.2018 – 01.07.2018.

*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.*

- ## 4. Information note on the implementation of the Regulation 2016/679 (GDPR-The General Regulation on data protection) within SN Nuclearelectrica SA.

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*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.*

5. **The approval** of the date **12.09.2018 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 92,53372% of the share capital and 92,53372% of the voting rights, the current item is adopted with 279.001.992 votes, representing 100% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

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

A number of 0 votes was canceled.

6. **The approval** of the date **11.09.2018 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, paragraph (2), letter 1) of Regulation no. 5/2018 regarding the issuers of financial instruments and market operations.

In the presence of the shareholders representing 92,53372% of the share capital and 92,53372% of the voting rights, the current item is adopted with 279.001.992 votes, representing 100 % of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 279.001.992 votes “for”
- 0 votes “against”
- 0 votes “abstain”

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

7. **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 92,53372% of the share capital and 92,53372% of the voting rights, the current item is adopted with 279.001.992 votes, representing 100% of the total votes held by the present or represented shareholders, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The expressed vote are recorded as follows:

- 279.001.992 votes "for"
- 0 votes "against"
- 0 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

For PRESIDENT OF THE BOARD OF DIRECTORS

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

SECRETARY OF THE MEETING

Romeo Susanu

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NUCLEARELECTRICA Updated according to the amended agenda

**Resolution number 9 /22.08.2018  
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, 22 august 2018, 11.00 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 Hotel Capital Plaza, Ion Mincu Room, Bd. 54 Iancu de Hunedoara, District 1, Bucharest the EGMS was opened by Mr. Cristian GENTEA in his capacity of proxy of the 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 2721 of 18.07.2018, in the „Romania Libera” newspaper, number 8174 of 18.07.2018 and on the website of the Company;
- The amended convening notice of the EGMS, published in the Official Gazette of Romania, Part IV, number 3082 dated 09.08.2018, in the Romania Libera newspaper, number 8190 of 09.08.2018 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, 21 shareholders are present or represented, owning a total number of 279.001.992 shares, representing 92,53372% of the subscribed and paid up share capital, representing 92,53372% of the total voting rights. The requirement regarding quorum is met in accordance with the provisions of article 16 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:

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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. Romeo Susanu and the Company appoints Mrs. Cristina Bacaintan and Mrs. Gabriela Stancy as technical secretary of the EGMS.

In the presence of the shareholders representing 92,53372% of the share capital and 92,53372% of the voting rights, this item is adopted with 278.262.792 votes representing 99,73506% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 16 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:

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

A number of 0 was annuled.

- 2. The postponement of the approval** of the revised form of the Strategy to continue the Project with the acknowledgement of the phases unfolded thus far, including those unfolded based on the provisions of the Government Memorandum no. 20/12683/MB dated July 13, 2017 and on the provisios of the subsequent mandate granted to the SNN BoD through GMS resolution no. 6/24.08.2017, with a view to:
- a. Reorganize the negotiation/approval stages and terminate the activity of the designated commissions (the Negotiation Commission and the Interministerial Commission), the negotiations being conducted by a negotiation commission appointed by the executive management of SNN;
  - b. Modify art. 8.14 in the sense that the Investors’ Agreement and Articles of Incorporation project of the JVCo will be subject to the approval of the SNN GMS within the limit of competences and attributions.

In the presence of the shareholders representing 92,53372% of the share capital and 92,53372% of the voting rights, this item is adopted with 252.146.330 votes representing 90,37438% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 16 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

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The votes were recorded as follows:

- 252.146.330 votes “for”
- 26.116.462 votes “against”
- 739.200 votes “abstain
- 0 votes were not casted.

A number of 0 was annuled.

- 3.1** The ascertainment of the lack of object of the item on the agenda regarding the approval of the revised form of the Strategy to continue the Project with the acknowledgement of the phases unfolded thus far, including those unfolded based on the provisions of the Government Memorandum no. 20/12683/MB dated July 13, 2017 and on the provisos of the subsequent mandate granted to the SNN BoD through GMS resolution no. 6/24.08.2017, with a view to:
- a. Reorganize the negotiation/approval stages and terminate the activity of the designated commissions (the Negotiation Commission and the Interministerial Commission), the negotiations being conducted by a negotiation commission appointed by the executive management of SNN;
  - b. Modify art. 8.14 in the sense that the Investors’ Agreement and Articles of Incorporation project of the JVCo will be subject to the approval of the SNN GMS within the limit of competences and attributions.

In the presence of the shareholders representing 92,53372% of the share capital and 92,53372% of the voting rights, this item is adopted with 252.238.830 votes representing 90,40754% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 16 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:

- 252.238.830 votes “for”
- 26.023.838 votes “against”
- 739.324 votes “abstain
- 0 votes were not casted.

A number of 0 was annuled.

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- 3.2** With regards to “the approval of the revised form of the Strategy to continue the Project with the acknowledgement of the phases unfolded thus far, including those unfolded based on the provisions of the Government Memorandum no. 20/12683/MB dated July 13, 2017 and on the provisions of the subsequent mandate granted to the SNN BoD through GMS resolution no. 6/24.08.2017, with a view to:
- a. Reorganize the negotiation/approval stages and terminate the activity of the designated commissions (the Negotiation Commission and the Interministerial Commission), the negotiations being conducted by a negotiation commission appointed by the executive management of SNN;
  - b. Modify art. 8.14 in the sense that the Investors’ Agreement and Articles of Incorporation project of the JVCo will be subject to the approval of the SNN GMS within the limit of competences and attributions.” the necessary number of votes to reach a decision was not met (248.736.619 votes representing 89,15227% being “unexpressed” votes)

In the presence of the shareholders representing 92,53372% of the share capital and 92,53372% of the voting rights, in compliance with the provisions under Art. 16 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990, the expressed votes were as follows:

The votes were recorded as follows:

- 5.581.597 votes “for”
- 23.658.315 votes “against”
- 1.025.461 votes “abstain
- 248.736.619 votes were not casted.
- 

A number of 0 was annulled.

- 4.** With regards to “ the mandating of SNN BoD to establish the terms and conditions to continue the negotiations in order to allow the set up of a mixed company project (“JVCo”) with CGN as well as to implement the revised Strategy in compliance with the above mentioned item.” the necessary number of votes to reach a decision was not met (249.761.956 votes representing 89,51978% of the votes expressed by the shareholders presented and represented being “abstain”)

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NUCLEARELECTRICA Updated according to the amended agenda

In the presence of the shareholders representing 92,53372% of the share capital and 92,53372% of the voting rights, in compliance with the provisions under Art. 16 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990, the expressed votes were as follows:

The votes were recorded as follows:

- 5.581.597 votes “for”
- 23.658.439 votes “against”
- 249.761.956 votes “abstain
- 0 votes were not casted.

A number of 0 was annuled.

- 5. The approval** to continue the negotiations on the Investment Documents under the same conditions of the Memorandum of Understanding for a 6-month period since the date of the corporate approval in compliance with all the other provisions of the MoU, including the possibility for either party to terminate the MoU without any compensation through a simple notification to the other party case be an agreement on the Investment documents cannot be reached and the delay is not caused by that party.

In the presence of the shareholders representing 92,53372% of the share capital and 92,53372% of the voting rights, this item is adopted with 254.318.216 votes representing 91,15283% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 16 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:

- 254.318.216 votes “for”
- 23.658.439 votes “against”
- 1.025.337 votes “abstain
- 0 votes were not casted.

A number of 0 was annuled.

- 6. The approval** of the Strategy to implement the “Cernavoda NPP Detritiation Installation” investment project based on the Feasability Study, revision 11.

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NUCLEARELECTRICA Updated according to the amended agenda

In the presence of the shareholders representing 92,53372% of the share capital and 92,53372% of the voting rights, this item is adopted with 277.351.498 votes representing 99,40843% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 16 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:

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

A number of 0 was annuled.

- 7. Information note** on the result of the comparative analysis between installing U3O8 powder processing line at FCN Pitesti and overtaking the processing line from CNU Feldioara.

*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.*

- 8. The approval** to mandate the BoD to perform a due diligence analysis (technical, environmental, financial, legal) with a view to a potential overtaking of the processing line from CNU Feldioara Subsidiary.

In the presence of the shareholders representing 92,53372% of the share capital and 92,53372% of the voting rights, this item is adopted with 257.733.371 votes representing 92,37689% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 16 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:

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

A number of 0 was annuled.

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- 9. The approval of the date 12.09.2018 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 92,53372% of the share capital and 92,53372% of the voting rights, this item is adopted with 279.001.868 votes representing 99,99996% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 16 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:

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

A number of 0 was annuled.

- 10. The approval of the date 11.09.2018 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, paragraph (2), letter 1) of Regulation no. 5/2018 regarding the issuers of financial instruments and market operations.

In the presence of the shareholders representing 92,53372% of the share capital and 92,53372% of the voting rights, this item is adopted with 279.001.868 votes representing 99,99996% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 16 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:

- 279.001.868 votes “for”
- 0 votes “against”
- 124 votes “abstain

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- 0 votes were not casted.

A number of 0 was annuled.

**11. The empowerment** of the 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. 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 92,53372% of the share capital and 92,53372% of the voting rights, this item is adopted with 279.001.868 votes representing 99,99996% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 16 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:

- 279.001.868 votes "for"
- 124 votes "against"
- 0 votes "abstain"
- 0 votes were not casted.

A number of 0 was annuled.

**For PRESIDENT OF THE BOARD OF DIRECTORS**

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

**SECRETARY OF THE MEETING**

**Romeo Susanu**

**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](mailto:office@nuclearelectrica.ro), [www.nuclearelectrica.ro](http://www.nuclearelectrica.ro)