



Report date: 02.03.2018

Name of the issuing entity: Societatea Nationala NUCLEARELECTRICA S.A.

Registered office: 65, Polona street, District 1, Bucharest

Phone/fax number: 021-203.82.00 / 021 – 316.94.00

Sole Registration Code with the Trade Register Office: 10874881

Order number: J40/7403/1998

Subscribed and paid 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**

Ref: Current Report in compliance with Art. 113, item A, paragraph (1) letter c) of the Regulation No. 1/2006 of the Romanian National Securities Commission regarding the issuers and securities operations, as subsequently amended as well as in compliance with the provisions of art. 99 under the Code of the Bucharest Stock Exchange Market Operator, Tier II, Issuers and Financial Instruments

Important event to be reported:

The resolutions of the Ordinary and Extraordinary General Meeting of Shareholders of March 2, 2018

Societatea Nationala Nuclearelectrica S.A. (“SNN”) informs the shareholders and investors that on 02.03.2018, at Capital Plaza Hotel, Ion Mincu I room, the Ordinary and Extraordinary General Meeting of Shareholders, took place starting with 10:00 o’clock.

The resolutions of the Ordinary and Extraordinary General Meeting of Shareholders of 02.03.2018 are attached to the current report.

Cosmin Ghita

CEO

**Resolution number 3 /02.03.2018
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, 02 march 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 I 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 393 of 30.01.2018, in the Romania Libera newspaper, number 8057 of 30.01.2018 and on the website of the Company;
- The amended convening notice of the OGMS, published in the Official Gazette of Romania, Part IV, number 695 dated 19.02.2018, in the Romania Libera newspaper, number 8071 of 19.02.2018 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, 20 shareholders are present or represented, owning a total number of 280.345.326.shares, representing 92,97925 % of the subscribed and paid up share capital, representing 92,97925 % 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 Mrs. Saida Ismail as technical secretary of the OGMS.

In the presence of the shareholders representing 92,97925 % of the share capital and 92,97925 % of the voting rights, the current item is **adopted** with 280.345.326 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:

- 280.345.326 votes “for”
 - 0 votes “against”
 - 0 votes “abstain”
 - 0 ”unexpressed” votes
- A number of 0 votes was canceled.

2. **The approval of the Revenues and Expenses budget for 2018.**

In the presence of the shareholders representing 92,97925 % of the share capital and 92,97925 % of the voting rights, the current item is **adopted** with 279.784.226 votes, representing 99,79985 % 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:

- 279.784.226 votes “for”
 - 561.100 votes “against”
 - 0 votes “abstain”
 - 0 ”unexpressed” votes
- A number of 0 votes was canceled.

- ### 3. **The approval of the date 20.03.2018 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 92,97925 % of the share capital and 92,97925 % of the voting rights, the current item is **adopted** with 280.345.326 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:

- 280.345.326 votes “for”
 - 0 votes “against”
 - 0 votes “abstain”
 - 0 ”unexpressed” votes
- A number of 0 votes was canceled.

- ### 4. **The approval of the date 19.03.2018 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 92,97925 % of the share capital and 92,97925 % of the voting rights, the current item is **adopted** with 280.345.326 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:

- 280.345.326 votes “for”
 - 0 votes “against”
 - 0 votes “abstain”
 - 0 ”unexpressed” votes
- A number of 0 votes was canceled.

5. **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 92,97925 % of the share capital and 92,97925 % of the voting rights, the current item is **adopted** with 280.345.326 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:

- 280.345.326 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

Meeting Secretary

Sorin Teodoru

**Resolution number 4 /02.03.2018
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, 02 march 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 Capital Plaza, Ion Mincu I Conference Room, 54 Iancu de Hunedoara Avenue, Bucharest the EGMS 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 EGMS, published in the Official Gazette of Romania, Part IV , number 393 of 30.01.2018, in the Romania Libera newspaper, number 8057 of 30.01.2018 and on the website of the Company;
- The amended convening notice of the EGMS, published in the Official Gazette of Romania, Part IV, number 695 dated 19.02.2018, in the Romania Libera newspaper, number 8071 of 19.02.2018 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, 19 shareholders are present or represented, owning a total number of 280.344.726 shares, representing 92,97905 % of the subscribed and paid up share capital, representing 92,97905 % 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:

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 Mrs. Cristina Bacaintan and Mrs. Saida Ismail as technical secretary of the EGMS

In the presence of the shareholders representing 92,97905 % of the share capital and 92,97905 % of the voting rights, this item is **adopted** with 280.344.726 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:

- 280.344.726 votes “for”
- 0 votes “against”
- 0 votes “abstain
- 0 votes were not casted.
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A number of 0 votes was annuled.

2. **The approval** of the amendment of the Articles of Incorporation of the Company which will have the following content, subsequent to the amendment:

1. It is hereby changes the name of the **ARTICLES OF INCORPORATION** of S.N.Nuclearelectrica S.A as follows: “**ARTICLES OF INCORPORATION** of Societatea Nationala "Nuclearelectrica" S.A. with subsequent amendments and additions registered until**2018**”

2. It is hereby changed the paragraph (4) of **ART. 5 “Purpose and object of activity”** by eliminating the NACE code - 3512 Transport of electrical energy.

3. It is hereby changed **ART. 8 “Reducing or increasing the share capital”**, by **eliminating** the following paragraph:

“(7) According to the provisions of art. 220¹ of the Law no. 31/1990, the Board of Directors is authorized that, during a period of one year, to increase the share capital by issuing new shares in exchange of shareholders’ input, up to the amount of the authorized capital of lei 3,016,200,000 representing:

- input in kind of the Romanian state, represented by the Ministry of Energy, Small and Average Companies and Business Environment, following obtaining the certification for the ownership right issued by the Ministry of Economy no. 12900, series M03 on the land undivided rate 239.05 sqm from Bd. Gheorghe Magheru no. 33 Bucharest and the certification for the ownership right issued by the Ministry of Economy series M03 no. 9462/04.02.2005 for the land “Guard and Access Road” from Saligny, county of Constanta; input in kind will be evaluated by the evaluators appointed by Trade Registry Office according to the provisions of art. 215 of the Law no. 31/1990 with method of evaluation the provisions of art. 6 paragraph 3 of the G.D. no. 834/1991, corroborated with the provisions of art. 143 of the G.D. no. 577/2002;

- the input in kind of the other shareholders, during the performance of the preference right of the other shareholders in exchange of the input in kind to the Romanian state through the Ministry of Energy, Small and Average Companies and Business Environment;

The Decision of the Board of Directors for increasing the share capital shall be published in the Romanian Official Gazette, part IV.”

4. **ART. 13 “Attributions of the General Meeting of Shareholders”** is amended as follows:

- paragraph (3) is amended by adding after letter j) a new letter k) and re-numbering of paragraphs, with the following content:

“k) taking the preference right of shareholders in subscribing new shares issued by the Company;”

- paragraph (4), letter c) is amended and shall have the following content:

“c) incorporation or participation in the incorporation of a company regulated by the Company’s Law no. 31/1990 or associations or foundations regulated by the G.D. no. 26/2000 related to associations and foundations;”

5. ART. 14 **“Convening of the General Meeting of Shareholders”**, is amended as follows:

- paragraph (2) is replaced and shall have the following content:

**“(2) General Meeting of Shareholders may be summoned in the following situations:
(i) as the case may be following the decisions of the Board of Directors of the SNN by the President of the Board of Directors or one of its members, based on a Power of Attorney from the President;**

(ii) at the request of shareholders, individually or together, at least 5% of the share capital and if the request consists in provisions which represent the assembly’s attributions.

The Board shall assemble immediately the General Meeting of Shareholders at the shareholder’s request according to the paragraph above, within maximum 30 days and shall assemble within maximum 60 days from the date of receiving the request.”

- paragraph (3) is amended and shall have the following content:

„(3) The General Ordinary Meetings of Shareholders take place at least once a year, in maximum 4 (four) months after the end of the financial year, in order to analyze the financial statements for the previous year and the annual report of the Board and to establish the budget for the ongoing year.”

- paragraph (5) is amended and shall have the following content:

„(5) The General Meeting of Shareholders, either ordinary or extraordinary, shall be assembled as needed, according to the legal provisions and provisions of the articles of incorporation, by posting the convener in the Romanian Official Gazette Part IV and in a national newspaper or local newspaper from the office of the Company, at least 30 days before the established date.

The term of 30 days is not applicable for the second assembly of the General Meeting of Shareholders caused by the quorum not being assembled, by complying with the legal provisions.”

- paragraph (6) is amended and shall have the following content:

„(6) The convener shall consist in, at least, the place, the time and date of the General Meeting of Shareholders, as well as the reference date, agenda, by explicit mention of all issues that will be the object of its debates and a clear and precise description of the procedures that the shareholders must comply with to be able to attend and vote within the General Meeting of Shareholders and all mandatory elements provided by the applicable law.”

- paragraph (8) is amended and shall have the following content:

„(8) At least 30 days before the date established for the development of the General Meeting of Shareholders, the Company must post the convener in the Romanian Official Gazette Part IV, and in a national newspaper or local newspaper from the office of the Company, on the Company’s webpage, as well as in the documents following to be submitted to the shareholders within the General Meeting of Shareholders.”

- paragraph (9) is amended and shall have the following content:

„(9) The completed agenda will be published by the Company under the same conditions as at the previous paragraph. By request, shareholders will be issued copies from these documents.”

- paragraph (11) and (12) are eliminated;

- a new art. (12) is added with the following content:

„ (12) The shareholders representing, individually or together, at least 5% of the share capital have the right to introduce new points on the agenda of the General Meeting of Shareholders and to submit decision projects for the points registered or proposed to be included in the agenda of the General Meeting of Shareholders. This right may be practiced only in writing and within a 15 days term since publishing the assembly, by complying with the provisions of the convener published and the legal applicable provisions.

The agenda completed with the points proposed by the shareholders must be published at least 10 days before the General Meeting of Shareholders, on the date mentioned in the initial convener.”

6. After ART. 14 is added a new **ART. 15 – Representation**, with the following content:

“Art. 15 (1) Access of shareholders with the right to attend, on the reference date, in the General Meeting of Shareholders is allowed by simply proving their identity, performed, in case of shareholders natural persons, with their identity card or, in

case of legal persons, of heir legal representative, and in case of legal entities and shareholders natural persons represented, with the power of attorney given to the person representing them, by complying with the legal applicable provisions in this field.

(2) Shareholders may personally attend or may be represented in the General Meeting of Shareholders by an appointed representative („Proxy”) to whom was given a special /general Power of Attorney, based on the power of attorney form provided by the Company, according to the law, in which content shall be indicated the way in which the representative shall carry out the vote.

Except for cases when General Meeting of Shareholders decides otherwise, the press representatives have no access in the meeting room.”

7. ART.15 **“Organization of the General Meeting of Shareholders”** is re-numbered and it becomes ART. 16 and is amended as follows:

- paragraph (1) is amended and shall have the following content:

„(1) The General Ordinary Meeting of Shareholders may take decisions, if during the first assembly are present or shareholders are being represented who represent at least ¼ of the total number of vote rights.

In case of quorum assembly, the decisions may be taken by the majority of votes expressed by **the shareholders present or represented validly within the meeting.”**

- paragraph (2) is amended and shall have the following content:

„ (2) The General Meeting of Shareholders assembled at the second assembly may decide regarding the issues included on the agenda of the first meeting assembled, regardless of the number of the present shareholders, by the vote of shareholders representing the majority of the votes expressed **by the shareholders present or represented validly within the meeting.”**

- paragraph (3) is amended and shall have the following content:

„(3) The General Extraordinary Meeting of Shareholders may take decisions, if during the first assembly are present the shareholders owning at least ¼ of the total number of vote rights. In case of quorum assembly, decisions can be taken only with the majority of votes held by the shareholders present or represented **validly within the meeting.”**

- paragraph (5) is amended and shall have the following content:

„(5) In case of quorum assembly, during the second assembly of the GEMS shall be able to decide regarding issues included in the agenda with the majority of votes held by the shareholders present of represented **validly within the meeting.”**

- paragraph (6) becomes paragraph (7) and after paragraph (5) is added a new paragraph (6) with the following content:

“(6) By exceptions from the provisions mentioned at paragraph (5) above, in case of any decision regarding taking the preference right of shareholders to subscribe new shares in case of share capital increase, the General Meeting of Shareholders must vote by complying with the relevant legal provisions regarding the quorum of the General Meeting of Shareholders and the majority of the expressed votes, as provided in the law of share capital market.”

(7) The amendment decisions of the company’s main object of activity, to reduce or increase the share capital, to change the legal form, of fusion, division or dissolution of the company are taken by majority of at least 2/3 of the vote rights held by the shareholders present or validly represented.”

- after paragraph (7) is added a new paragraph (8) with the following content:

(8) For the calculation of presence quorum within a General Meeting of Shareholders are considered inclusively those shares for which the shareholder expresses his vote during the General Meeting of Shareholders, by expressing certain “abstain” options as well as actions for which the shareholders do not express a right to vote. For the calculation of the majority for taking decisions during the meetings, are calculated also the “abstain” votes expressed in the sense that, in case the majority of expressed votes is represented by “abstain” votes, in this case, the decision shall not be considered approved by the shareholders, due to the fact that it wasn’t met the number of votes necessary for taking a decision.”

8. ART.16 **“The unfolding of meetings”** is re-numbered and becomes ART. 17 and is amended as follows:

- paragraph (2) is amended and shall have the following content:

“(2) The President of the Board of Directors or the person replacing him appoints one or more technical secretaries to check the compliance of the formalities required by the law for the development of the meeting and to comply with the attributions according to the law.”

- paragraph (3) is amended and shall have the following content:

“(3) The General Meeting of Shareholders will choose, among the present shareholders, one, up to three secretaries who will check the list of presence for the shareholders, indicating the share capital represented by each of them, the minutes (~~intocmit de secretarul tehnic~~) for stating the number of shares submitted and the compliance of all formalities requested by the law and the hereby Articles of Incorporation for the assembly, and then it will be registered in the agenda.”

- paragraph (4) is amended and shall have the following content:

“The minutes will be drafted by the **meeting secretary and shall consist in the compliance of the assembly formalities, date and place of the meeting, agenda, present shareholders, number of shares, summary debates, decisions taken, and at the**

shareholders' request, statements made by them during the meeting. The minutes will be signed by the meeting's president, by the meeting secretary and by the technical secretaries."

- paragraph (6) is amended and shall have the following content:

"(6) The meeting's minutes is drafted and attached to the Register of the meetings and deliberations of the General Meeting of Shareholders, registry which can be held electronically and, subsequently, at the end of the year, sealed and stamped."

- paragraph (7) is amended and shall have the following content:

"(7) The decisions of the General Meeting of Shareholders are drafted based on the minutes and/or the electronic result regarding the performance of votes and signed by the president of the Board of Directors and by the meeting secretary."

- paragraph (9) is amended and shall have the following content:

"(9) The shareholders will be able to personally or by representative attend, according to the legal provisions. Shareholders will be represented also by other persons, other than the shareholders, by representative with special/general power of attorney or shall be able to express their vote by correspondence. The procedures and forms for the special/general power of attorney and vote bulletins by correspondence will be established by the Company according to the current legal provisions and shall be posted on the Company's webpage on the date of the convener corresponding to the General Meeting of Shareholders at the most."

- paragraph (13) is amended and shall have the following content:

"(13) In the notices through which is informed the assembly of the Company's General Meeting of Shareholders shall be indicated by the Board of Directors the reference date in relation to which they will have the right to attend and vote. Also, shall be established the date until the shareholders can send the power of attorney, as well as the procedure of vote through correspondence, regarding any of the issues submitted to approval."

- paragraph (14) is amended and shall have the following content:

"(14) Shareholders' votes by correspondence or general/special powers of attorney submitted shall have a clear and precise form, consisting in the mention „for”, „against” or „abstain” to each issue submitted for approval."

9. ART.17 **"Carrying out the right to vote in the General Meeting of Shareholders"** is re-numbered and becomes ART. 18 and is amended as follows:

- paragraph (2) is eliminated;

- paragraph (3) is re-numbered and becomes (2);

- a paragraph. (4) is re-numbered and becomes (3) and shall have the following content:

„(3) In case of vote by representation, **the special or general power of attorney, at its first use**, will be submitted at the Company’s office, in original copy, 48 hours before the assembly or shall be sent electronically, **by email incorporated extended electronic signature**, under the sanction of losing the right to vote in that specific assembly.”

- paragraph (5) is re-numbered and becomes paragraph (4);
- paragraph (6) is re-numbered and becomes paragraph (5);
- paragraph (7) is re-numbered and becomes paragraph (6);
- paragraph (8) is re-numbered and becomes paragraph (7);
- paragraph (9) is re-numbered and becomes paragraph (8) and is amended as follows;

“(8) The decisions of the General Meeting of Shareholders are taken, for each point on the agenda, by filing-in a vote bulletin, ~~stampilat de Societate.~~”

- paragraph (10) is re-numbered and becomes paragraph (9) and is amended as follows;

“(9) The decisions **taken by the General Meeting of Shareholders, within the limits of the law and the hereby Articles of Incorporation**, are mandatory even for absent shareholders, for those who do not attend or for those who voted against.”

10. ART. 18 “**Organization and Operation of the Board of Directors**” is re-numbered and becomes ART. 19 and is amended as follows:

- paragraph (1) is amended and shall have the following content:

“(1) The Company is managed in a unitary system. The executive authority of the company is the Board of Directors, consisting in 7 **(seven) members among which at least 4 (four) members must be independent administrators**. The members of the Board of Directors will be elected for a 4 year mandate, with the possibility of being re-elected. The members of the Board of Directors are elected by the GOMS, by complying with the legal provisions.”

- paragraph (6) is amended and shall have the following content:

“(6) **The Board of Directors is lead by a President**. The President of the Board of Directors is elected by the Board of Directors among its members. The Company’s CEO cannot have this position, even if he is a member of the Board of Directors. The President of the Board of Directors is appointed for a period which cannot exceed the mandate period or of administrator and can be revoked any time by the Board of Directors. The President coordinates the Council’s activity and reports regarding it to the General Meeting of Shareholders. The President watches on the good operation of the company’s decision making authorities.”

- after paragraph (12) are added two new paragraphs (13) and (14) and the following paragraphs are being re-numbered:

“(13) If technically possible, any member of the Board may validly attend a meeting of the Board or of the consulting committee by teleconference, video-conference or through any form of communication equipment, with the condition to allow the attendees’ identity, the effective attendance to the meeting of the Council and transmitting the meeting continuously.

(14) The person attending by teleconference, videoconference or by any other form of communication equipment complying with the requirements provided in the paragraph above shall be considered personally present at the respective meeting and shall be considered in establishing the quorum, with a right to vote.”

- paragraph (13) is re-numbered and becomes paragraph (15);
- paragraph (14) is re-numbered and becomes paragraph (16);
- paragraph (15) is re-numbered and becomes paragraph (17);
- paragraph (16) is re-numbered and becomes paragraph (18);
- paragraph (17) is re-numbered and becomes paragraph (19) and is amended as follows:

“(19) The minutes is signed by all members of the Board of Directors present and the secretary. Based on the minutes, the Board of Directors secretary drafts the decision, which is signed by the President, **secretary** and at least another member of the Board of Directors.”

- paragraph (18) is re-numbered and becomes paragraph (20);
- paragraph (19) becomes paragraph (21) and after paragraph (21) is added a new paragraph (22) with the following content:

“(22) During the meetings will attend the President and the members of the Board of Directors. As the case may be, when deemed necessary, for additional information, the President of the Board of Directors may invite during the meetings executives, internal auditors, as well as other employees of the company or specialists in different fields of activity outside the company. Also, the syndicate President may be invited, for discussing professional, economic and social issues. For the purpose of defending professional rights and interests, economic and social rights of the members, he will receive from the company’s leadership the information necessary for negotiating collective labor contracts. Articles from the decisions of the Board of Directors regarding professional, economic and social issues will be communicated in writing to the representative syndicate, within two business days from the meeting date.”

- paragraph (18) is re-numbered and becomes paragraph (23).

11. ART. 19 “**Attributions of the Board of Directors**” becomes ART. 20 and is amended as follows:

- letter f) of paragraph (2) is amended and shall have the following content:

“f) introducing the request for opening the company’s insolvency procedure, according to the Law no. **85/2014 regarding procedures to prevent insolvency;**”

12. ART. 21 **”Obligations of the members of the Board of Directors, CEO and Managers”** becomes ART. 22 and is amended as follows:

- paragraph (2) is amended and shall have the following content:

“(2) Members of the Board of Directors, the CEO and the Managers are responsible before the Company’s General Meeting of Shareholders, **according to the legal provisions regarding the mandate.** The decisions of the members of the Board of Directors, CEO and Managers will be taken after a diligent notification on the relevant circumstances existent when the respective decisions were taken.”

- paragraph (4) is amended and shall have the following content:

“(4) In case the members of the Board of Directors, the CEO or a Manager has, in a certain operation, directly or indirectly, interests contrary to the Company’s interests, he must notify the other members and the internal auditors in this regard and must not take part in any deliberation regarding this operation.”

13. ART. 22 ”Financial and Internal Audit” becomes ART. 23;

14. ART. 23 ”Financing it’s own activity” becomes ART. 24;

15. ART. 24 ”Financial year” becomes ART. 25;

16. ART. 25 ” Company’s personnel” becomes ART. 26;

17. ART. 26 ” Write-off of fixed assets” becomes ART. 27;

18. ART. 27 ” Accounting registries and drafting the financial statements” becomes ART. 28;

19. ART. 28 ” calculation and distribution of profit” becomes ART. 29 and paragraph numbering is corrected;

20. ART. 29 ” Company’s registries” becomes ART. 30;

21. ART. 30 ”Association” becomes ART. 31;

22. ART. 31 ” Changing the legal form” becomes ART. 32;

23. ART. 32 ” Company’s dissolution” becomes ART. 33;

24. ART. 33 ” Company’s liquidation” becomes ART. 34;

25. ART. 34 ” Litigations” becomes ART. 35;

26. ART. 35 ” Final provisions” becomes ART. 36;

In the presence of the shareholders representing 92,97905 % of the share capital and 92,97905 % of the voting rights, this item is **adopted** with 279.319.389 votes representing 99,63426 % 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:

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

A number of 0 votes was annuled.

3. The **approval** of the continuation of the negotiations on the Investment Documents under the same conditions as provided by the Memorandum of Understanding, for a period of 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 92,97905 % of the share capital and 92,97905 % of the voting rights, this item is **adopted** with 250.288.343 votes representing 89,27878% 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:

- 250.288.343 votes “for”
- 29.953.918 votes “against”
- 102.465 votes “abstain
- 0 votes were not casted.
-

A number of 0 votes was annuled.

4. The **approval** of the date **20.03.2018 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 EGMS.

In the presence of the shareholders representing 92,97905 % of the share capital and 92,97905 % of the voting rights, this item is **adopted** with 280.344.726 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:

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

A number of 0 votes was annuled.

5. The **approval** of the date **19.03.2018** 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 92,97905 % of the share capital and 92,97905 % of the voting rights, this item is **adopted** with 280.344.726 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:

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

A number of 0 votes was annuled.

6. **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 92,97905 % of the share capital and 92,97905 % of the voting rights, this item is **adopted** with 280.344.726 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:

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

A number of 0 votes was annuled.

For **PRESIDENT OF THE BOARD OF DIRECTORS**
Representative Mr. Cristian Gentea, member of the Board of Directors

Meeting Secretary

Sorin Teodoru