



**Resolution number 11/14.09.2018
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, 14 September 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, Mihail Kogalniceanu Room, Bd. 54 Iancu de Hunedoara, District 1, Bucharest the EGMS 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 EGMS, published in the Official Gazette of Romania, Part IV , number 3142 of 14.08.2018, in the Romania Libera newspaper, number 8193 of 14.08.2018 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, 17 shareholders are present or represented, owning a total number of 276.396.599 shares, representing 91,66962% of the subscribed and paid up share capital, representing 91,66962% 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:

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

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In the presence of the shareholders representing 91,66962% of the share capital and 91,66962% of the voting rights, this item is adopted with 275.657.399 votes representing 99,73256% 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:

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

A number of 0 was annulled.

- 2. 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 91,66962% of the share capital and 91,66962% of the voting rights, this item is adopted with 253.363.441 votes representing 91,66663% 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:

- 253.363.441 votes “for”
- 22.007.555 votes “against”
- 1.025.603 votes “abstain
- 0 votes were not casted.

A number of 0 was annulled.

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- 3. 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.

In the presence of the shareholders representing 91,66962% of the share capital and 91,66962% of the voting rights, this item is adopted with 254.389.044 votes representing 92,03769% 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:

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

A number of 0 was annuled.

- 4. The approval** of the date **02.10.2018 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 91,66962% of the share capital and 91,66962% of the voting rights, this item is adopted with 276.396.599 votes representing 100% 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:

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

A number of 0 was annuled.

- 5. The approval** of the date **01.10.2018 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

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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 91,66962% of the share capital and 91,66962% of the voting rights, this item is adopted with 276.396.599 votes representing 100% 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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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 91,66962% of the share capital and 91,66962% of the voting rights, this item is adopted with 276.396.599 votes representing 100% 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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PRESIDENT OF THE BOARD OF DIRECTORS

Iulian Robert TUDORACHE

SECRETARY OF THE MEETING

Sorin Teodoru

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