



NUCLEARELECTRICA

**Resolution number 12 / 28.09.2018
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, 28 september 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 Room, Bd. 54 Iancu de Hunedoara, District 1, Bucharest the OGMS was opened by the President of the meeting, Mr. Cristian Dima, 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 3307 of 28.08.2018, in the, „Bursa” newspaper, number 152 of 28.08.2018 and on the website of the Company;
- The amended convening notice OGMS, published in the Official Gazette of Romania, Part IV, number. 3570 of 17.09.2018, in the, Romania Libera newspaper, number 8217 of 17.09.2018 and 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, 22 shareholders are present or represented, owning a total number of 278.923.361 shares, representing 92,50764% of the subscribed and paid up share capital, representing 92,50764% 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. Saida Ismail as technical secretary of the OGMS.

In the presence of the shareholders representing 92,50764 % of the share capital and 92,50764% of the voting rights, the current item is adopted with 278.921.361 votes, representing



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99,99928% 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:

- 278.921.361 votes “for”
- 2.000 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

2. **The 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 02.07.2018 – 15.08.2018.

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. **The 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 of OUG 109/2011 with the subsequent amendments and changes throughout 02.07.2018 – 15.08.2018.

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. The General Ordinary Meeting of Shareholders **approves the election** of the members of the Board of Directors of SN Nuclearelectrica SA by the application of the cumulative voting method (secret vote).

- **Dima Cristian** Romanian citizen, born in Galati, on the date [personal data] resident in Municipiul Galati, [personal data] identified by CI, series [personal data] nr [personal data] issued by [personal data], on the date of [personal data] with CNP [personal data].- 306.876.461 cumulated votes.
- **Tudorache Iulian Robert** Romanian citizen, born in Pitesti, on the date [personal data] resident in Pitesti, [personal data], identified by CI, series [personal data] nr [personal data] issued by [personal data] on the date of [personal data] with CNP [personal data]- **302.797.172** cumulated votes.



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- **Popescu Elena** Romanian citizen, born in Bucuresti, on the date [personal data] resident in Bucuresti, [personal data], identified by CI, series [personal data], nr. [personal data], issued by [personal data], on the date of [personal data], with CNP [personal data]- **298.822.633** cumulated votes.
- **Vulpescu Dumitru Remus** Romanian citizen, born in Bucuresti on the date [personal data] resident in Bucuresti, [personal data], identified by CI, series [personal data], nr. [personal data], issued by [personal data] on the date of [personal data] with CNP [personal data]- **287.343.029** cumulated votes.
- **Gentea Cristian** Romanian citizen, born in Pitesti, on the date [personal data] resident in Municipiul Pitesti, Judetul [personal data] [personal data], identified by CI, series [personal data], nr. [personal data] issued by [personal data] on the date of [personal data] with CNP [personal data]- **284.743.344** cumulated votes.
- **Ghita Cosmin** Romanian citizen, born in Bucuresti, on the date [personal data] resident in Bucuresti, [personal data], identified by CI, series [personal data] [personal data] issued by [personal data], on the date of [personal data] with CNP [personal data]- **276.219.437** cumulated votes.
- **Anitei Mihai Daniel** Romanian citizen, born in Piatra Neamt, on the date [personal data] resident in Judetu Tulcea, [personal data] identified by CI, series [personal data] nr [personal data] issued by [personal data] on the date of [personal data] with CNP [personal data]- **164.386.528** cumulated votes.

The following members of the Board of Directors are considered revoked:

- **Marcu Mirel Alexandru** romanian citizen, born in Ploiesti, on the date [personal data] resident in Bucuresti, [personal data] identified by CI, series [personal data], nr. [personal data] issued by [personal data], on the date of [personal data], with CNP [personal data] - **10.362.906** cumulated votes.
- **Banescu Dragos Ionut** romanian citizen, born in Ramnicul Valcea, on the date [personal data], resident in Municipiul Brasov, [personal data] identified by CI, series [personal data], nr [personal data], issued by [personal data] on the date of [personal data], with CNP [personal data]- **1.683.614** cumulated votes.

They were not reconfirmed as a result of the application of the cumulative voting method, their mandate ceasing as a consequence on the date of the OGMS, according to the provisions of art. 167 paragraph (3) of the ASF Regulation No.5 / 2018.

5. **The establishment** of the duration of the mandate of the administrators elected by the application of the cumulative voting method for a period of 4 (four) years.

In the presence of the shareholders representing 92,50764 % of the share capital and 92,50764 % of the voting rights, the current item is adopted with 278.921.237 votes, representing 99,99924% 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.



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The expressed vote are recorded as follows:

- 278.921.237 votes “for”
- 2.000 votes “against”
- 124 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

6. **Establishment** of monthly gross fixed indemnity of the administrators elected by the cumulative voting method according to the provisions of art. 37 paragraph (1) and (2) of Government Emergency Ordinance 109/2011 on Corporate Governance of Public Enterprises, approved with amendments and completions by Law 111/2016, equal to twice the average for the last 12 months of the average gross monthly earnings for the activity carried out according to the main object of activity registered by the company, at the level of the class according to the classification of the activities of the national economy, communicated by the National Institute of Statistics prior to the appointment.

In the presence of the shareholders representing 92,50764% of the share capital and 92,50764% of the voting rights, the current item is adopted with 277.896.024 votes, representing 99,63168% 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:

- 277.896.024 votes “for”
- 2.000 votes “against”
- 1.025.337 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

7. **The approval** of the mandate contract form which will be concluded with the administrators elected by the application of the cumulative voting method, in the form proposed by the majority shareholder, the Ministry of Energy.

In the presence of the shareholders representing 92,50764% of the share capital and 92,50764% of the voting rights, the current item is adopted with 256.627.279 votes, representing 92,00638% 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:

- 256.627.279 votes “for”
- 21.270.355 votes “against”
- 1.025.727 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.



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8. **The empowerment** of the representative of the majority shareholder, the Romanian State through the Ministry of Energy to sign the mandate contracts with the administrators elected by the application of the cumulative voting method.

In the presence of the shareholders representing 92,50764% of the share capital and 92,50764% of the voting rights, the current item is adopted with 278.921.237 votes, representing 99,99924% 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:

- 278.921.237 votes “for”
- 2.000 votes “against”
- 124 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

9. **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 92,50764% of the share capital and 92,50764% of the voting rights, the current item is adopted with 278.921.237 votes, representing 99,99924% 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:

- 278.921.237 votes “for”
- 2.000 votes “against”
- 124 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

**President of the meeting, Mr. Cristian Dima,
in his capacity of representative of the President of the Board of Directors**

**SECRETARY OF THE MEETING
Romeo Susanu**