



**Resolution number 13 /10.12.2018
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, 10 december 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 representative of the President of the meeting, Mr. Cristian Dima, in his capacity of Member of the Board of Directors.

Taking into consideration:

- The convening notice of the OGMS, published in the Official Gazette of Romania, Part IV, number 4278 of 09.11.2018, in the „, Bursa” newspaper, number 205 of 09.11.2018 and on the website of the Company;
- The amended convening notice OGMS, published in the Official Gazette of Romania, Part IV, number 4535 of 28.11.2018, in the „Bursa” newspaper, number 218 of 28.11.2018 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, 13 shareholders are present or represented, owning a total number of 274.181.229 shares, representing 90,93487% of the subscribed and paid up share capital, representing 90,93487 % 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 secretaries of the OGMS.

In the presence of the shareholders representing 90,93487% of the share capital and 90,93487% of the voting rights, the current item is adopted with 274.181.228 votes, representing 99,99999% 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:

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

A number of 0 votes was canceled.

2. The rejection of proposal for the distribution of dividends in compliance with the provisions of art. II and art. III of OUG no. 29/2017, the rejection of the total value of the gross dividends in amount of 238.000.000 lei, of the value of the gross dividend per share of 0,78935014 lei, of the dividend payment date, namely 28 December 2018 and of the payment method, as provided in the Note presented to the shareholders.

In the presence of the shareholders representing 90,93487% of the share capital and 90,93487% of the voting rights, the current item is rejected with 273.845.804 votes, representing 99,87766% 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:

- 14.005 votes "for"
- 273.845.804 votes "against"
- 321.420 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

Societatea Nationala NUCLEARELECTRICA S.A.

65 Polona Street, District 1, 010494, Bucharest, Romania; Tel +4021 203 82 00, Fax +4021 316 94 00;

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Paid and subscribed capital: 3.015.138.510 lei

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3. **The approval** of the proposal for the distribution of dividends in compliance with the provisions of art. II and art. III of OUG no. 29/2017, the approval of the total value of the gross dividends in amount of 485.437.300,11 lei, of the value of the gross dividend per share of 1,61 lei, of the dividend payment date, namely 28 December 2018 and of the payment method, to the shareholders of the company, proportionally to their participation in the share capital of the company.

In the presence of the shareholders representing 90,93487% of the share capital and 90,93487% of the voting rights, the current item is adopted with 274.181.229 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:

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

A number of 0 votes was canceled

4. **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 16.08.2018 – 01.10.2018.

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.

5. **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 16.08.2018 – 01.10.2018.

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.

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6. **The approval** of the date **24.12.2018 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 90,93487% of the share capital and 90,93487% of the voting rights, the current item is adopted with 274.181.229 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:

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

A number of 0 votes was canceled.

7. **The approval** of the date **21.12.2018 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) from the ASF Regulation no. 5/2018 regarding issuers of financial instruments and market operations.

In the presence of the shareholders representing 90,93487 % of the share capital and 90,93487 % of the voting rights, the current item is adopted with 274.181.229 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:

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

A number of 0 votes was canceled.

8. **The approval** of the date of **28.12.2018 as payment date**, namely the calendar date on which the distribution of the income related to owning securities, either in cash or shares, becomes certain, in compliance with the provisions of art. 178 of the ASF Regulation no.5/2018.



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In the presence of the shareholders representing 90,93487 % of the share capital and 90,93487 % of the voting rights, the current item is adopted with 274.181.229 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:

- 274.181.229 votes "for"
- 0 votes "against"
- 0 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 90,93487 % of the share capital and 90,93487 % of the voting rights, the current item is adopted with 274.181.229 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:

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

A number of 0 votes was canceled.

Representative of the PRESIDENT OF THE BOARD OF DIRECTORS

Mr. Cristian Dima, Member of the Board of Directors

SECRETARY OF THE MEETING

Romeo Susanu

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