



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: 20.05.2019

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 20.05.2019

Societatea Nationala SN Nuclearelectrica S.A. (“SNN”) informs the shareholders and investors that on 20.05.2019, the Ordinary and Extraordinary General Meeting of SNN Shareholders took place at Hotel Capital Plaza, Ion Mincu I room, starting with 10:00.

The resolutions of the Ordinary and Extraordinary General Meeting of SNN Shareholders of 20.05.2019 are attached to the current report.

Cosmin Ghita

CEO

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, www.nuclearelectrica.ro



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**Resolution number 6/20.05.2019
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, 20 May 2019, 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 Board of Directors, 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 1738 of 19.04.2019, in the Romania Libera newspaper, number 8363 of 19.04.2019 and on the website of the Company;
- The amended convening notice of the OGMS, published in the Official Gazette of Romania, Part IV, number 1932 of 08.05.2019, in the Bursaa newspaper, number 81 of 08.05.2019 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, 22 shareholders are present or represented, owning a total number of 276.553.231 shares, representing 91,72157% of the subscribed and paid up share capital, representing 91,72157% 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 Cristina Bacaintan and Saida Ismail as technical secretaries of the OGMS.

In the presence of the shareholders representing 91,72157% of the share capital and 91,72157% of the voting rights, the current item is adopted with 276.553.231 votes, representing 100% of



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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:

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

A number of 0 votes was canceled.

2. **Approval** of the Revenue and Cost Budget for 2019.

In the presence of the shareholders representing 91,72157% of the share capital and 91,72157% of the voting rights, the current item is adopted with 276.553.231 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:

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

A number of 0 votes was canceled.

3. **Approval** of the general limits of remuneration of directors with whom SNN has concluded a mandate contract at the level approved by the Executive Director through point 8.1 of the Ordinary General Meeting of Shareholders Decision no. 3 /10.04.2019.

In the presence of the shareholders representing 91,72157% of the share capital and 91,72157% of the voting rights, the current item is adopted with 252.270.573 votes, representing 91,21954% 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:

- 252.270.573 votes “for”
- 24.282.658 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

4. **The information** on the analysis and decision of the company’s management regarding the distribution and payment as dividend or payments to the state budget of 35% from the



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amounts part of other reserves in compliance with art. I, paragraph (i), letter g) of Government Ordinance no. 64/2001 regarding the distribution of profit of the national companies, national companies or commercial companies fully or majority state-owned, as well of self-governing entities, approved with changes through Law no. 769/2001 with the subsequent amendments, found in the accounts of cash on-hand existing in cash or bank accounts as well as those related to short-term investments on December 31,2018 and which on the same date are not committed through procurement contracts to be used as own sources of financing.

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. **Empowering** the Chairman of the Board of Directors to sign on behalf of shareholders the OGMS resolutions and any other documents related thereto, and to perform any act or formality required by law to register and fulfil the OGMS resolutions, including the formalities for their publication and registration with the Trade Register or any other public institution. The Chairman of the Board of Directors may delegate all or part of the powers granted above to any competent person in order to fulfil this mandate.

In the presence of the shareholders representing 91,72157% of the share capital and 91,72157% of the voting rights, the current item is adopted with 276.553.231 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:

- 276.553.231 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 Dima, member of the Board of Directors

SECRETARY OF THE MEETING
Romeo Susanu



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**Resolution number 7/20.05.2019
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, 20 May 2019, 10:30 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 I Room, Bd. 54 Iancu de Hunedoara, District 1, Bucharest the EGMS was opened by the representative of the President of the Board of Directors, Mr. Cristian DIMA in his capacity of member of the Board of Directors.

Taking into consideration:

- The convening notice of the EGMS, published in the Official Gazette of Romania, Part IV , number 1738 of 19.04.2019, in the "Romania Libera" newspaper, number 8363 of 19.04.2019 and on the website of the Company;
- The amended convening notice of the EGMS, published in the Official Gazette of Romania, Part IV , number 1932 of 08.05.2019, in the "Bursa" newspaper, number 81 of 08.05.2019 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, 22 shareholders are present or represented, owning a total number of 276.553.231 shares, representing 91,72157% of the subscribed and paid up share capital, representing 91,72157% 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. Romeo Susanu and the Company appoints Mrs. Cristina Bacaintan and Mrs. Saida Ismail as technical secretary of the EGMS

In the presence of the shareholders representing 91,72157% of the share capital and 91,72157% of the voting rights, this item is adopted with 276.553.231 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:

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

A number of 0 was annulled.

2. **Approval** of the proposals to amend the Company's Articles of Incorporation submitted under the Annex to Convening Notice.

In the presence of the shareholders representing 91,72157% of the share capital and 91,72157% of the voting rights, this item is adopted with 275.153.231 votes representing 99,49377% 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:

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

A number of 0 was annulled.

3. **Approval** of the procurement of consultancy services (in an integrated structure, namely technical, environmental, financial and legal consultancy) for the “due diligence” analysis with a view to potentially overtake the processing line from CNU Feldioara subsidiary.

In the presence of the shareholders representing 91,72157% of the share capital and 91,72157% of the voting rights, this item is adopted with 254.859.705 votes representing 92,15575% 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:

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

A number of 0 was annulled.



4. **Empowering** the Chairman of the Board of Directors to sign on behalf of shareholders the EGMS resolutions and any other documents related thereto, and to perform any act or formality required by law to register and fulfil the EGMS resolutions, including the formalities for their publication and registration with the Trade Register or any other public institution. The Chairman of the Board of Directors may delegate all or part of the powers granted above to any competent person in order to fulfil this mandate.

In the presence of the shareholders representing 91,72157% of the share capital and 91,72157% of the voting rights, this item is adopted with 276.553.231 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:

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

A number of 0 was annulled.

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

SECRETARY OF THE MEETING
Romeo Susanu



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AMENDMENT AND ADDITIONS TO THE ARTICLES OF INCORPORATION OF SNN

1. The name of the **ARTICLES OF INCORPORATION** of S.N.Nuclearelectrica S.A is hereby amended, as follows: “The **ARTICLES OF INCORPORATION** of Societatea Națională "Nuclearelectrica" S.A. with the amendments and additions registered until **20.05.2019**”

2. Par 5 of **Art. 21 "Chief Executive Officer and Managers"** is removed:

- par. (6) of art 21 is re-numbered and becomes par. (5);
- par. (7) of art 21 is re-numbered and becomes par. (6);
- par. (8) of art 21 is re-numbered and becomes par. (7);
- par. (9) of art 21 is re-numbered and becomes par. (8);

4. The Annex to the **ARTICLES OF INCORPORATION** of S.N. Nuclearelectrica S.A. is hereby amended and shall have the following content:

“Annex

Competence limits of the Chief Executive Officer, the Board of Directors and the General Meeting of Shareholders in relation to the contracts and operations within the Company:

	Contracts, loans and operations		Approval competence		
	Type of contract/operation	Value of contract/operation	Managers (*)	Board of Directors	General Meeting of Shareholders
1	Initiating the procurement procedure for products, services and works.	Less than Euro 5,000,000	Approves	Is informed	
		Over or equal to Euro 5,000,000	Endorses	Approves	
2	Investment decisions	Less than Euro 3,000,000	Approves	Is informed	
		Over or equal to Euro 3,000,000 and less than Euro 50,000,000	Endorses	Approves	Is informed
		Over or equal to Euro 50,000,000. Euro	Endorses	Endorses	Approves
3	Conventions on staging receivables	Less than Euro 3,000,000	Approves	Is informed	
		Over or equal to Euro 3,000,000	Endorses	Approves	
4	Contracting loans, regardless their term	Less than Euro 50,000,000	Endorses	Approves	Is informed
		Over or equal to Euro 50,000,000	Endorses	Endorses	Approves
5	Guarantees for	Less than	Endorses	Approves	Is informed



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	loans	Euro 50,000,000			
		Over or equal to Euro 50,000,000	Endorses	Endorses	Approves

() the term "Manager" means the person who has been delegated management duties regarding the company by means of a resolution of the Board of Directors and who concludes a mandate contract with the Company, in compliance with the applicable legal provisions.*

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

SECRETARY OF THE MEETING
Romeo Susanu