



**Resolution number 5/23.04.2019
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, 10 April 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 mandatary of SNN's President of the Board of Directors, Mr. Cristian Gentea, 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 1308 of 22.03.2019, in the, Romania Libera newspaper, number 8343 of 22.03.2019 and on the website of the Company;
- The amended convening notice of the OGMS, published in the Official Gazette of Romania, Part IV, number 1602 of 11.04.2019, in the, Romania Libera newspaper, number 8357 of 11.04.2019 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, 23 shareholders are present or represented, owning a total number of 277.635.168 shares, representing 92,08040% of the subscribed and paid up share capital, representing 92,08040% 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.



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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 Ms. Cristina Bacaintan and Saida Ismail as technical secretary of the OGMS.

In the presence of the shareholders representing 92,08040% of the share capital and 92,08040 % of the voting rights, the current item is adopted with 277.635.168 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:

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

A number of 0 votes was canceled.

2. **Approval** of the Annual Individual Financial Statements as at and for the date ended on December 31, 2018, prepared in compliance with the Order of the Ministry of Public Finances no. 2844/2016 for the approval of the accounting regulations compliant with the International Financial Reporting Standards, based on the 2018 Annual Report of the Administrators and the report of the independent Auditor on the annual individual financial statements as at and for the period ended on December 31, 2018.

In the presence of the shareholders representing 92,08040% of the share capital and 92,08040% of the voting rights, the current item is adopted with 274.415.446 votes, representing 98,84030 % 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:

- 274.415.446 votes “for”
- 3.127.222 votes “against”
- 92.500 votes “abstain”
- 0”unexpressed” votes

A number of 0 votes was canceled.

3. **Approval of the Annual Consolidated Financial Statements** as at and for the date ended on December 31, 2018 prepared in compliance with the Order of the Ministry of Public Finances no. 2844/2016 for the approval of the accounting regulations compliant with the International Financial

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Reporting Standards, based on the 2018 Annual Report of the Administrators and the report of the independent Auditor on the annual consolidated financial statements as at and for the period ended on December 31, 2018.

In the presence of the shareholders representing 92,08040% of the share capital and 92,08040% of the voting rights, the current item is adopted with 274.415.446 votes, representing 98,84030 % 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:

- 274.415.446 votes “for”
- 3.127.222 votes “against”
- 92.500 votes “abstain”
- 0 “unexpressed” votes

A number of 0 votes was canceled.

4. **Approval** of the Annual Report of the Administrators for the financial year ended on December 31, 2018, in compliance with the provisions of art. 63 of the Law no. 24/2017 regarding issuers of financial instruments and market operations and those of the Annex 15 to Regulation no.5/2018

In the presence of the shareholders representing 92,08040% of the share capital and 92,08040% of the voting rights, the current item is adopted with 275.986.994 votes, representing 99,40635 % 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:

- 275.986.994 votes “for”
- 1.555.674 votes “against”
- 92.500 votes “abstain”
- 0 “unexpressed” votes

A number of 0 votes was canceled.

5. **Approval** of the proposal of the Board of Directors regarding the distribution of the net profit for the financial year 2018, of the total value of the gross dividends in amount of **378.914.310 lei**, of the gross dividend value per share in amount of **1,25670615 lei**, of the payment date, namely **June 28, 2019** and of the methods of payment, as provided in the Note presented to the shareholders.

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In the presence of the shareholders representing 92,08040% of the share capital and 92,08040% of the voting rights, the current item is adopted with 277.634.968 votes, representing 99,99993 % 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:

- 277.634.968 votes “for”
- 200 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

5¹. Rejection to distribute the amount of 438.625.752 lei as supplementary dividends, respectively the value of the gross supplementary dividend per share in amount 1,45474494 lei. The supplementary dividends due to the shareholders will not be paid on the same date, namely June 28, 2019 and under the same methods of payment as the dividends related to the net profit of the financial year 2018.

In the presence of the shareholders representing 92,08040% of the share capital and 92,08040% of the voting rights, the current item is rejected with 250.292.293 votes, representing 90,15151 % 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:

- 27.342.609 votes “for”
- 250.292.293 votes “against”
- 266 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

6. Approval of the discharge of duty of the members of the Board of Directors for the financial year 2018.

In the presence of the shareholders representing 92,08040% of the share capital and 92,08040% of the voting rights, the current item is adopted with 275.971.120 votes, representing 99,40064 % 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:

- 275.971.120 votes "for"
- 1.571.548 votes "against"
- 92.500 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

7. **Approval** of the sale of the asset "Flat building LOT 2+LOT 1 (singles' dormitory)", consisting of the building, the related land, the connection to the heating network, parking facilities, sports field, green spaces, located in 14 Salciei Street, Cernavoda city, Constanta County, belonging to the Nuclearelectrica S.A. National Company, under the following conditions:

- the starting price of the open tender, according to the competitive bidding rule, namely an upward price, taking into account the bid increment, of the "singles' dormitory" asset, consisting of the building, the related land, the connection to the heating network, parking facilities, sports field, green spaces, located in 14 Salciei Street, Cernavoda city, Constanta County, is 4.148.532 lei, out of which the value of the land is 66.589 lei free of VAT;
- the bid increment shall not be less than 5% of the starting price of the tender (i.e. between 5-15%, according to Article 58 of the Methodological Norms for the application of Government Emergency Ordinance 88/1997 on the privatization of trading companies, as further amended and completed and Law No. 137/2002 on some measures for acceleration of privatization, as further amended and completed, approved by means of Government Decision no 577/2002);
- tender guarantee: 207.426 lei, representing 5% of the tender starting price;
- tender fee: 2,650 lei, plus VAT;
- bid submission fee: 500 lei, plus VAT;
- fee for the direct access to asset data and information: 200 lei, plus VAT;
- the Tender Board - according to the company proposal shall consist of 7 members, as follows: 4 representatives of the Nuclearelectrica S.A. National Company, 2 representative of DGPAPSE, and 1 representative of the specialized department within the ME; the Board shall be appointed by means of a decision of the General Manager of Nuclearelectrica S.A. National Company.
- Payment method: in full or in instalments over a period of minimum 3 years, with max. 20% advance payment, if the provisions of art. 12 par. (1) of Law no. 346/2004 on the stimulation of the creation and development of small and medium enterprises, as further amended and completed, and the provisions of art. 114 correlated with art. 100 and art. 101, namely the application of interest and the

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request for guarantees from the Methodological Norms for the implementation of Government Emergency Ordinance no. 88/1997 on the privatization of trading companies, as further amended and completed, and of Law no. 137/2002 on some measures for the acceleration of privatization, approved by means of GD no. 577/2002, as further amended and completed apply; if the buyer does not comply with the provisions of art. 12 par. (1) of the Law no. 346/2004, the price shall be paid in full. The asset value payment term shall be as follows: in case of full payment - 30 days from the signing of the sales contract by both parties. Non-observance of the payment term shall entail the loss of the tender guarantee, and the cancellation of the tender results.

- The sales offer shall be made public under the conditions set by the executive management, following the approval of the sale of the asset by the General Meeting of Shareholders.
- The person authorized to sign the sales contract on behalf of the economic operator is the Company's General Manager.

In the presence of the shareholders representing 92,08040% of the share capital and 92,08040% of the voting rights, the current item is adopted with 277.635.168 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:

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

A number of 0 votes was canceled.

8. **Approval Approval** of date **June 12th, 2019** as the date of registration according to the provisions of art. 86 par. (1) of Law no. 24/2017 on the issuers of financial instruments and market operations, i.e. the date on which the shareholders that will be benefiting of dividends or of other rights and on whom the effects of the OGMS resolutions impact will be identified.

In the presence of the shareholders representing 92,08040% of the share capital and 92,08040% of the voting rights, the current item is adopted with 277.635.168 votes, representing 100% of the total votes

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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:

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

A number of 0 votes was canceled.

9. **Approval** of date **June 11th, 2019** as the "ex-date", i.e. the date preceding the registration date, when the financial instruments which are subject of the decisions of the company bodies are traded without the rights deriving from that decision, according to the provisions of art. 2, par. (2), let. 1) of Regulation no. 5/2018 on the issuers of financial instruments and market operations.

In the presence of the shareholders representing 92,08040% of the share capital and 92,08040% of the voting rights, the current item is adopted with 277.635.168 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:

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

A number of 0 votes was canceled.

10. **The approval** of the date **June 28th, 2019** as the payment date, namely the calendar date expressly specified, namely day/month/year, at which the results of a corporate event related to owning financial instruments are due, namely the date at which debiting and/or crediting of money amounts and/or financial instruments must be realized, in compliance with art. 2, paragraph 2, letter h) of Regulation no. 5/2018 and with art. 1, paragraph 3 of Ordinance 64/2001 with its subsequent amendments.

In the presence of the shareholders representing 92,08040% of the share capital and 92,08040% of the voting rights, the current item is adopted with 277.635.168 votes, representing 100% of the total votes

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The expressed vote are recorded as follows:

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

A number of 0 votes was canceled.

11. **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 92,08040% of the share capital and 92,08040% of the voting rights, the current item is adopted with 277.635.168 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:

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

A number of 0 votes was canceled.

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

SECRETARY OF THE MEETING

Romeo Susanu

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