



**Resolution number 4/10.04.2019
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, 10 April 2019, 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, Ion Mincu I Room, Bd. 54 Iancu de Hunedoara, District 1, Bucharest the EGMS was opened by the President of the meeting, Mr. Iulian Robert TUDORACHE in his capacity of 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 1073 of 08.03.2019, in the „Bursa” newspaper, number 44 of 08.03.2019 and on the website of the Company;
- The amended convening notice EGMS, published in the Official Gazette of Romania, Part IV, number 1397 of 28.03.2019, in the, Romania Libera newspaper, number 8347 of 28.03.2019 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 EGMS is legal and statutory, 16 shareholders are present or represented, owning a total number of 276.303.010 shares, representing 91,63858% of the subscribed and paid up share capital, representing 91,63858% 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:

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

office@nuclearelectrica.ro, www.nuclearelectrica.ro

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. Catalin Niculita and the Company appoints Ms. Cristina Bacaintan and Saida Ismail as technical secretary of the EGMS

In the presence of the shareholders representing 91,63858% of the share capital and 91,63858% of the voting rights, this item is **adopted** with 276.303.010 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:

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

A number of 0 votes was annuled.

2. Approval of the Preliminary Form on Investors Agreement on Units 3 and 4 at Cernavoda CNE concluded between China General Nuclear Power Corporation and CGN Central and Eastern Europe Investment (RO) CO.S.A. and Nuclearelectrica SA National Company

In the presence of the shareholders representing 91,63858% of the share capital and 91,63858% of the voting rights, this item is **adopted** with 251.331.192 votes representing 90,96216% 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:

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

A number of 0 votes was annuled.

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3. Approval of the mandate of the Chairman of the Board of Directors of the Nuclearelectrica SA National Company to sign the Investor's Agreement in the preliminary form under item 6, in the name and on behalf of the company

In the presence of the shareholders representing 91,63858% of the share capital and 91,63858% of the voting rights, this item is **adopted** with 255.034.531 votes representing 92,30248% 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:

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

A number of 0 votes was annuled.

4. Approval of the empowerment of the Board of Directors of the National Company to initiate and carry out the necessary steps for concluding the act of incorporation of the company under the conditions stipulated in the preliminary form of the Investors Agreement, under item 6 of the Extraordinary General Meeting of the Shareholders, the mandate thus granted to the SNN Administrative Board may be thus transmitted to the executive management, and the final form of the Articles of Incorporation of the company will be subject to the approval of the Extraordinary General Meeting of the Shareholders of SNN

In the presence of the shareholders representing 91,63858% of the share capital and 91,63858% of the voting rights, this item is **adopted** with 255.034.531 votes representing 92,30248% 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:

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

A number of 0 votes was annuled.

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5.1 The approval of the proposals to amend the Company's Articles of Incorporation submitted by the Ministry of Energy, majority shareholder, Annex to this Convening Notice.

In the presence of the shareholders representing 91,63858% of the share capital and 91,63858% of the voting rights, this item is **adopted** with 273.713.580 votes representing 99,06283% 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:

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

A number of 0 votes was annuled.

5.2 The rejection of the proposals to amend the Company's Articles of Incorporation.

In the presence of the shareholders representing 91,63858% of the share capital and 91,63858% of the voting rights, this item is **rejected** with 275.296.861 votes representing 99,63585% 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:

- 1.000.758 votes “for”
- 275.296.861 votes “against”
- 5.391 votes “abstain
- 0 votes were not casted.

A number of 0 votes was annuled.

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6. Approval of date **April 26th, 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 EGMS resolutions impact will be identified.

In the presence of the shareholders representing 91,63858% of the share capital and 91,63858% of the voting rights, this item is **adopted** with 276.303.010 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:

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

A number of 0 votes was annuled.

7. Approval of date **April 25th, 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 91,63858% of the share capital and 91,63858% of the voting rights, this item is **adopted** with 276.303.010 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:

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

A number of 0 votes was annuled.

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8. 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 91,63858% of the share capital and 91,63858% of the voting rights, this item is **adopted** with 276.302.886 votes representing 99,99996% 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:

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

A number of 0 votes was annuled.

For the PRESIDENT OF THE BOARD OF DIRECTORS

Mandatar Mr. Cristian Dima, member of the Board of Directors

SECRETARY OF THE MEETING

Catalin Niculita

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Appendix for item 5.1 on the agenda

1. The name of the Articles of Incorporation of S.N. Nuclearelectrica S.A. is amended as follows:

CURRENT FORM Articles of Incorporation Name	AMMENDED FORM Articles of Incorporation Name
“The ARTICLES OF INCORPORATION of "Nuclearelectrica" S.A. National Company with the amendments and supplementations registered until 04.01.2019”;	“The ARTICLES OF INCORPORATION of "Nuclearelectrica" S.A. National Company with the amendments and supplementations registered until 10.04.2019”;

2. **Art. 13 par. 2** is to be amended as follows: “*The main duties of the Ordinary General Meeting of Shareholders are*” as follows:

CURRENT FORM Art. 13. The duties of the General Meeting of the Shareholders	AMMENDED FORM Art. 13. The duties of the General Meeting of the Shareholders
2) The main duties of the Ordinary General Meeting of Shareholders are: a) discusses, approved and changes the annual financial statements of the basis of the reports presented by the Board of Directors and financial auditor; b) establishes the distribution of the net profit and the value of the dividend; c) elects and revokes members of the Board of Directors; d) appoints and dismisses the financial auditor and established the minimal duration of the financial audit contract; e) establishes the general limits of the Chief Executive Officer and Managers remuneration; f) establishes the remuneration of the members of the Board of Directors, as well as the terms and conditions of the mandate contract concluded with the members of the Board of Directors; g) decides upon the administration of the Board members;	(2) The main duties of the Ordinary General Meeting of Shareholders are: a) discusses, approved and changes the annual financial statements of the basis of the reports presented by the Board of Directors and financial auditor; b) establishes the distribution of the net profit and the value of the dividend; c) elects and revokes members of the Board of Directors; d) appoints and dismisses the financial auditor and established the minimal duration of the financial audit contract; e) establishes the general limits of the Chief Executive Officer and Managers remuneration; f) establishes the remuneration of the members of the Board of Directors, as well as the terms and conditions of the mandate contract concluded with the members of the Board of Directors; g) decides upon the administration of the Board members;

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<p>h) approves the strategy and the development policies of the Company;</p> <p>i) establishes the annual revenues and expenditures budget for the next financial year;</p> <p>j) decides upon the mortgage, renting and constituting as real estate guarantees the assets of the Company;</p> <p>k) approves the reports of the Board of Directors regarding its activity;</p> <p>l) decides in any aspect related to the Company, in compliance with its legal attributions, under the condition that the matters fall under the competence of the General Meeting of Shareholders;</p> <p>m) analyzes and solves other issues submitted by the Board of Directors.</p>	<p>h) approves the strategy and the development policies of the Company;</p> <p>i) establishes the annual revenues and expenditures budget for the next financial year;</p> <p>j) decides upon pledging, renting or discontinuing one or more units of the company;</p> <p>k) approves the reports of the Board of Directors regarding its activity;</p> <p>l) analyzes and solves other issues submitted by the Board of Directors.</p>
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2. Art. 20 par. shall be amended (3) *“The Board of Directors has also the following responsibilities.”* as follows:

CURRENT FORM	AMMENDED FORM
<p>Art. 20 The duties of the Board of Directors</p> <p>par. 3. The Board of Directors has the following responsibilities, as well:</p>	<p>Art. 20 The duties of the Board of Directors</p> <p>par. 3. The Board of Directors has the following responsibilities, as well:</p>
<p>a) exercises control on the way the General Manager and the other Managers govern the Company;</p> <p>b) approves the revenues and expenses budget;</p> <p>c) approves the management plan prepared by the General Manager and/or other Directors;</p> <p>d) ensures whether the activity carried out in the name and on behalf of the company is in accordance with the law, the Articles of Incorporation and any relevant decision of the General Meeting of the Shareholders;</p> <p>e) introduces to the General Meeting of Shareholders an annual activity report;</p> <p>f) represents the company in relationship with the General Managers and the appointed Managers;</p> <p>g) verifies and approves the financial statements of the Company;</p>	<p>a) exercises control on the way the General Manager and the other Managers govern the Company;</p> <p>b) approves the revenues and expenses budget;</p> <p>c) approves the management plan prepared by the General Manager and/or other Directors;</p> <p>d) introduces to the General Meeting of Shareholders an annual activity report;</p> <p>e) represents the company in relationship with the Chief Executive Officer and the appointed Managers;</p> <p>f) approves the financial statements of the Company;</p> <p>g) approves the Report of the General Manager and the reports of the Managers;</p> <p>h) proposes to the General Meeting of Shareholders the appointment and the revocation</p>

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<p>h) verifies and approves the Report of the General Manager and the reports of the Managers;</p> <p>i) proposes to the General Meeting of Shareholders the appointment and the revocation of the financial auditor, as well as the minimum duration of the audit contract;</p> <p>j) approves the mandate contracts of the General Manager and of the appointed Managers thus establishing the organization of the activity of the managers;</p> <p>k) approves the empowered representatives to negotiate the collection work agreement with the unions and/or with the representatives of the employees as well as their negotiation mandate;</p> <p>l) approves the Company's collective work agreement;</p> <p>m) approves the Organization and Operation Regulations of the Board of Directors;</p> <p>n) approves the activity programs (production, research– development, technological engineering, investment, etc);</p> <p>o) approves the energy transactions strategy of the Company;</p> <p>p) approves the conclusion of any contract/document which raises legal obligations for the Company (acts of acquisition, sell, exchange and pledge as guarantee non-current assets of the Company), the value of which does not exceed, separately and cumulated, during one financial year, 20% of the total non-current assets of the Company less receivables, in compliance with the competence limits provided in the Annexes to these Articles of Incorporation;</p> <p>q) approves the renting of tangible assets, for a period greater than a year, with an individual and cumulated value for the same contractor or entity involved with the company, which does not exceed 20% of the total value of non-current assets, less receivables at the date of the legal document, as well as the associations for periods greater than 1 year, which do not exceed the same value;</p>	<p>of the financial auditor, as well as the minimum duration of the audit contract;</p> <p>i) approves the mandate contracts of the Chief Executive Officer and of the appointed Managers thus establishing the organization of the activity of the managers;</p> <p>j) approves the empowered representatives to negotiate the collection work agreement with the unions and/or with the representatives of the employees as well as their negotiation mandate;</p> <p>k) approves the Company's collective work agreement;</p> <p>l) approves the Organization and Operation Regulations of the Board of Directors;</p> <p>m) approves the activity programs (production, research– development, technological engineering, investment, etc);</p> <p>n) approves the organizational structure of the Company and the number of positions, as well as the Company's Organization and Operation Regulation;</p> <p>o) approves the energy transactions strategy of the Company;</p> <p>p) approves the conclusion of any contract/document which raises legal obligations for the Company (acts of acquisition, sell, exchange and pledge as guarantee non-current assets of the Company), the value of which does not exceed, separately and cumulated, during one financial year, 20% of the total non-current assets of the Company less receivables, in compliance with the competence limits provided in the Annexes to these Articles of Incorporation;</p> <p>q) approves the renting of tangible assets, for a period greater than a year, with an individual and cumulated value for the same contractor or entity involved with the company, which does not exceed 20% of the total value of non-current assets, less receivables at the date of the legal document, as well as the associations for periods greater than 1 year, which do not exceed the same value;</p>
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<p>r) approves the mandate of Nuclearelectrica's representatives in the General Meeting of Shareholders of S.C. Energonuclear S.A. for the decisions which fall under the competence of S.C. Energonuclear S.A. with the exception of those for which a resolution of the Company's General Meeting of Shareholders is necessary, in compliance with the provisions of these Articles of Incorporation."</p>	<p>r) approves the mandate of Nuclearelectrica's representatives in the General Meeting of Shareholders of S.C. Energonuclear S.A. for the decisions which fall under the competence of S.C. Energonuclear S.A. with the exception of those for which a resolution of the Company's General Meeting of Shareholders is necessary, in compliance with the provisions of these Articles of Incorporation." s) approves the mandate of Nuclearelectrica representatives in the General Meeting of Shareholders of the project company established on the basis of Investors Agreement in Preliminary Form on Units 3 and 4 at Cernavoda CNE concluded between China General Nuclear Power Corporation and CGN Central and Eastern Europe Investment (RO) CO.S.A. and Nuclearelectrica SA National Company”</p>
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3. Art. 21 is amended as follows:

CURRENT FORM	AMMENDED FORM
Art. 21. The General Manager and the Managers	Art. 21. The General Manager and the Managers
<p>(1) The Board of Directors delegates the management of the company to one or more Directors, naming one of them Chief Executive Officer. The Chief Executive Officer may be appointed from among the directors, becoming thus an executive director or from outside the Board of Directors. Within the Board of Directors, only one director may be an executive director. Within the meaning of these Articles of Incorporation, 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 provisions of the Companies Law no. 31/1990, republished, as subsequently amended and supplemented.</p> <p>(5) The Director General has the following main duties:</p>	<p>(1) The Board of Directors delegates the management of the company to one or more Directors, naming one of them Chief Executive Officer. The Chief Executive Officer may be appointed from among the directors, becoming thus an executive director or from outside the Board of Directors. In the Board of Directors, only one director may be an executive director. Within the meaning of these Articles of Incorporation, 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.</p> <p>The General Manager has the following main duties:</p>

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<p>a) manages and coordinates the activity of the company;</p> <p>b) fulfills the resolutions of the General Meetings of Shareholders and the decisions of the Board of Directors, adopted in compliance with the competences reserved;</p> <p>c) applies the strategy and policy of the Company;</p> <p>d) selects, hires, promotes and dismisses the employees of the Company;</p> <p>e) appoints, suspends and revokes the managers of the subsidiaries, establishing their remuneration;</p> <p>f) negotiates and concludes, under the conditions of the law, individual work agreements;</p> <p>g) concludes legal documents on behalf of the company, for the acquisition, sale, renting and exchange or pledging as guarantee the assets of the company, which don't fall under the competence of the General Meeting of Shareholders or of the Board of Directors;</p> <p>h) concludes any binding documents which don't fall under the competence of General Meeting of Shareholders or of the Board of Directors, within the competence limits provided in the Annexes to the Articles of Incorporation;</p> <p>i) approves the investment projects, in compliance with the limits provided in the Annex to the Articles of Incorporation;</p> <p>j) prepares and subjects for the endorsement of the Board of Directors the financial statements as well as the proposal regarding the distribution of the profit resulted from the balance, which is intended to be presented to the General Meeting of Shareholders;</p> <p>k) prepares and subjects to the endorsement of the Board of Directors the budget project of the Company, which will be subjected to the approval of the General Meeting of Shareholders;</p> <p>l) subjects to the endorsement of the Board of Directors the materials which will be subjected to</p>	<p>a) manages and coordinates the activity of the company;</p> <p>b) fulfills the resolutions of the General Meetings of Shareholders and the decisions of the Board of Directors, adopted in compliance with the competences reserved;</p> <p>c) applies the strategy and policy of the Company;</p> <p>d) selects, hires, promotes and dismisses the employees of the Company;</p> <p>e) appoints, suspends and revokes the managers of the subsidiaries, establishing their remuneration;</p> <p>f) negotiates and concludes, under the conditions of the law, individual work agreements;</p> <p>g) concludes legal documents on behalf of the company, for the acquisition, sale, renting and exchange or pledging as guarantee the assets of the company, which don't fall under the competence of the General Meeting of Shareholders or of the Board of Directors;</p> <p>h) concludes any binding documents which don't fall under the competence of General Meeting of Shareholders or of the Board of Directors, within the competence limits provided in the Annexes to the Articles of Incorporation;</p> <p>i) approves the investment projects, in compliance with the limits provided in the Annex to the Articles of Incorporation;</p> <p>j) prepares and subjects for the endorsement of the Board of Directors the financial statements as well as the proposal regarding the distribution of the profit resulted from the balance, which is intended to be presented to the General Meeting of Shareholders;</p> <p>k) prepares and subjects to the endorsement of the Board of Directors the budget project of the Company, which will be subjected to the approval of the General Meeting of Shareholders;</p> <p>l) subjects to the endorsement of the Board of Directors the materials which will be subjected to</p>
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<p>the approval of the General Meeting of Shareholders;</p> <p>m) prepares together with the other managers and subjects for the endorsement/approval of the Board of Directors the activity programs (production, research-development, technological engineering, investments, etc.);</p> <p>n) establishes the responsibilities of the Company's staff;</p> <p>o) approves the collections and payments, as per the legal competences and provisions of the Articles of Incorporation;</p> <p>p) empowers Managers or any other person to exercise powers from his field of competence;</p> <p>q) approves the delegations of competence for the Managers of the Company and of the subsidiaries, in order to carry out the activities of the company;</p> <p>r) approves the competences and the responsibilities of the Company's departments;</p> <p>s) approves the organizational chart of the Company and the number of positions, the formation of operational and production compartments, as well as the Organization and Operation Rules;</p> <p>t) approves the environmental protection and occupational safety policies, in compliance with the law;</p> <p>u) approves legal documents and rules which regulate the activity of the company;</p> <p>v) establishes the marketing tactics and strategy;</p> <p>w) fulfills any other responsibility provided by the legislation, the Articles of Incorporation, the resolutions of the Board of Directors and of the General Meeting of Shareholders;</p> <p>x) solves any other matter that the Board of Directors commissions to him.</p>	<p>the approval of the General Meeting of Shareholders;</p> <p>m) prepares together with the other managers and subjects for the endorsement/approval of the Board of Directors the activity programs (production, research-development, technological engineering, investments, etc.);</p> <p>n) establishes the responsibilities of the Company's staff;</p> <p>o) approves the collections and payments, as per the legal competences and provisions of the Articles of Incorporation;</p> <p>p) empowers the managers or any other person to exercise any duty within its sphere of competence;</p> <p>q) approves the delegations of competence for the Managers of the Company and of the subsidiaries, in order to carry out the activities of the company;</p> <p>r) approves the competences and the responsibilities of the Company's departments;</p> <p>s) approves the environmental protection and occupational safety policies, in compliance with the law;</p> <p>t) approves legal documents and rules which regulate the activity of the company;</p> <p>u) establishes the marketing tactics and strategy;</p> <p>v) fulfills any other responsibility provided by the legislation, the Articles of Incorporation, the resolutions of the Board of Directors and of the General Meeting of Shareholders;</p> <p>w) solves any other matter that the Board of Directors commissions to him.</p>
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