



**Resolution number 3/10.04.2019
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 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 OGMS, 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 OGMS, published in the Official Gazette of Romania, Part IV, number 1397 of 28.03.2019, in the, Romania Libera newspaper, number 8346 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 OGMS is legal and statutory, 20 shareholders are present or represented, owning a total number of 276.317.829 shares, representing 91,64349% of the subscribed and paid up share capital, representing 91,64349% 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

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

In the presence of the shareholders representing 91,64349% of the share capital and 91,64349% of the voting rights, the current item is **adopted** with 276.317.829 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:

276.317.829 votes “for”

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

A number of 0 votes was canceled.

2.1 Approval of the financial and non-financial performance indicators that will constitute the annex to the mandate contract of the non-executive directors, as proposed in Annexes 3.1 and 3.2 to the Additional Act.

In the presence of the shareholders representing 91,64349% of the share capital and 91,64349% of the voting rights, the current item is **adopted** with 249.752.196 votes, representing 90,38584% 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:

249.752.196 votes “for”

- 26.560.366 votes “against”
- 5.267 votes “abstain”
- 0”unexpressed” votes

A number of 0 votes was canceled.

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2.2 Rejection of the financial and non-financial performance indicators that will form the annex to the mandate contract of non-executive directors.

In the presence of the shareholders representing 91,64349% of the share capital and 91,64349% of the voting rights, the current item is **rejected** with 274.742.069 votes, representing 99,42973% 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:

- 1.570.493 votes “for”
- 274.742.069 votes “against”
- 5.267 votes “abstain”
- 0”unexpressed” votes

A number of 0 votes was canceled.

3. Approval of the equivalent value corresponding to the annual variable component of the remuneration of non-executive directors of the company, amounting to 12 monthly fixed allowances.

In the presence of the shareholders representing 91,64349% of the share capital and 91,64349% of the voting rights, the current item is **adopted** with 252.459.831 votes, representing 91,36574% 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:

- 252.459.831 votes “for”
- 23.857.785 votes “against”
- 213 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

4.1 Approval of the form of the addendum to be concluded to the mandate contract of the company’s non-executive directors, in the form proposed by the Ministry of Energy.

In the presence of the shareholders representing 91,64349% of the share capital and 91,64349% of the voting rights, the current item is **adopted** with 249.756.984 votes, representing 90,38757% 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:

- 249.756.984 votes “for”
- 26.560.366 votes “against”
- 479 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

4.2 Rejection of the form of the addendum to be concluded to the mandate contract of the company’s non-executive directors.

In the presence of the shareholders representing 91,64349% of the share capital and 91,64349% of the voting rights, the current item is **rejected** with 274.746.946 votes, representing 99,43149% 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:

- 1.570.280 votes “for”
- 274.746.946 votes “against”
- 603 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

5.1 Approval of the financial and non-financial performance indicators that will form the annex to the mandate contract of executive directors, in the form proposed in Appendix 3.1 and 3.2.

In the presence of the shareholders representing 91,64349% of the share capital and 91,64349% of the voting rights, the current item is **adopted** with 251.341.010 votes, representing 90,96084% 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:

- 251.341.010 votes “for”
- 24.971.818 votes “against”
- 5.001 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

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5.2 Rejection of the financial and non-financial performance indicators that will form the annex to the mandate contract of executive directors.

In the presence of the shareholders representing 91,64349% of the share capital and 91,64349% of the voting rights, the current item is **rejected** with 273.153.397 votes, representing 98,85479% 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:

- 3.159.094 votes “for”
- 273.153.397 votes “against”
- 5.338 votes “abstain”
- 0 “unexpressed” votes

A number of 0 votes was canceled.

6.1 Approval of the form of the addendum to be concluded to the mandate contract of the company’s executive directors in the form proposed by the Ministry of Energy.

In the presence of the shareholders representing 91,64349% of the share capital and 91,64349% of the voting rights, the current item is **adopted** with 251.340.531 votes, representing 90,96066% 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:

- 251.340.531 votes “for”
- 24.971.818 votes “against”
- 5.480 votes “abstain”
- 0 “unexpressed” votes

A number of 0 votes was canceled.

6.2 Rejection of the form of the addendum to be concluded to the mandate contract of the company’s executive directors.

In the presence of the shareholders representing 91,64349% of the share capital and 91,64349% of the voting rights, the current item is **rejected** with 273.153.397 votes, representing 98,85479% 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:

- 3.158.828 votes “for”
- 273.153.397 votes “against”
- 5.604 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

7. Granting mandate to the representative of the Ministry of Energy, in order to sign the Addenda to the mandate contracts with the company's directors.

In the presence of the shareholders representing 91,64349% of the share capital and 91,64349% of the voting rights, the current item is **adopted** with 253.460.589 votes, representing 91,72792% 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:

- 253.460.589 votes “for”
- 22.857.116 votes “against”
- 124 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

8.1 Approval of the general limits of the remuneration of the executive manager:

- Monthly fixed indemnity between 5-6 times 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 activities in the national economy communicated by the National Institute of Statistics prior to appointment;
- The annual variable component, between 24-36 times, the average gross monthly earnings per month for the activity performed according to the main object of activity registered by the company at the level of the class according to the classification of the activities in the national economy, communicated by the National Institute of Statistics prior to the appointment.

In the presence of the shareholders representing 91,64349% of the share capital and 91,64349% of the voting rights, the current item is **adopted** with 250.344.774 votes, representing 90,60030% 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:

- 250.344.774 votes “for”
- 25.972.576 votes “against”
- 479 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

8.2 Rejection of the general limits of the monthly variable component of the company’s managers’ remuneration between two and three times the fixed gross monthly indemnization.

In the presence of the shareholders representing 91,64349% of the share capital and 91,64349% of the voting rights, the current item is **rejected** with 272.152.763 votes, representing 98,49265% 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:

- 4.164.853 votes “for”
- 272.152.763 votes “against”
- 213 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

9. **Information** on the transactions concluded by the directors or the managers, with employees, with shareholders holding the control over the company or a company controlled by them, pursuant to art. 52, par. (3) letter a) of OUG [*Government Emergency Ordinance*] no. 109/2011, as subsequently amended and supplemented, during the period October 2nd, 2018 - January 31st, 2019.

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.

10. **Information** on the transactions concluded by the directors or the managers, with employees, with shareholders holding the control over the company or a company controlled by them, pursuant to art. 52, par. (3) letter b) of OUG no. 109/2011, as subsequently amended and supplemented, during the period October 2nd, 2018 - January 31st, 2019.

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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11. **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 OGMS resolutions impact will be identified.

In the presence of the shareholders representing 91,64349% of the share capital and 91,64349% of the voting rights, the current item is **adopted** with 276.317.829 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:

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

A number of 0 votes was canceled.

12. **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 91,64349% of the share capital and 91,64349% of the voting rights, the current item is **adopted** with 276.317.829 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:

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

A number of 0 votes was canceled.

13. **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

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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 91,64349% of the share capital and 91,64349% of the voting rights, the current item is **adopted** with 276.317.705 votes, representing 99,99996% 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:

- 276.317.705 votes "for"
- 124 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 Dima, member of the Board of Directors

SECRETARY OF THE MEETING

Catalin Niculita