



**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.

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



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

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		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 loans	Less than Euro 50,000,000	Endorses	Approves	Is informed
		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

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