**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 atHotel 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 …….. of ……….., in the …………. newspaper, number ....... of ………….. 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,.....shareholders are present or represented, owning a total number of...........shares, represeting .......... of the subscribed and paid up share capital, representing .............. 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 ……. and the Company appoints ……………. and ………. as technical secretary of the EGMS

In the presence of the shareholders representing .....of the share capital and .....of the voting rights, this item is adopted with ……….. votes representing ……………% 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:

* …………... votes “for”
* ………….. .votes “against”
* …………... .votes “abstain
* ………….. ..votes were not casted.

A number of ……. was annuled.

1. **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 .....of the share capital and .....of the voting rights, this item is adopted with ……….. votes representing ……………% 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:

* …………... votes “for”
* ………….. .votes “against”
* …………... .votes “abstain
* ………….. ..votes were not casted.

A number of ……. was annuled.

1. **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 .....of the share capital and .....of the voting rights, this item is adopted with ……….. votes representing ……………% 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:

* …………... votes “for”
* ………….. .votes “against”
* …………... .votes “abstain
* ………….. ..votes were not casted.

A number of ……. was annuled.

1. **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 .....of the share capital and .....of the voting rights, this item is adopted with ……….. votes representing ……………% 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:

* …………... votes “for”
* ………….. .votes “against”
* …………... .votes “abstain
* ………….. ..votes were not casted.

A number of ……. was annuled.

 **PRESIDENT OF THE BOARD OF DIRECTORS**

**Iulian Robert TUDORACHE**

SECRETARY OF THE MEETING

**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, regardlesstheir term | Less than Euro 50,000,000 | Endorses | Approves | Is informed |
| Over or equalto Euro 50,000,000 | Endorses | Endorses | Approves |
| 5 | Guarantees for loans | Less thanEuro 50,000,000 | Endorses | Approves | Is informed |
| Over or equalto 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.*

**CHAIRMAN OF THE BOARD OF DIRECTORS**

**IULIAN-ROBERT TUDORACHE**