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**Resolution number 8/29.07.2019  
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, 29 July 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.Cristian Genta, in his capacity of representative of the 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 2606 of 26.06.2019, in the, Romania Libera newspaper, number 8408 of 26.06.2019 and on the website of the Company;
- The amended convening notice of the OGMS, published in the Official Gazette of Romania, Part IV, number 2909 of 16.07.2019, in the, Bursa newspaper, number 128 of 16.07.2019 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, 19 shareholders are present or represented, owning a total number of 275.767.609 shares, representing 91,46101 % of the subscribed and paid up share capital, representing 91,46101 % 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. Alexandru Prepelita .and the Company appoints Mrs. Iuliana Cosmos and Mrs. Lavinia Rizea as technical secretaries of the OGMS.

In the presence of the shareholders representing 91,46101 % of the share capital and 91,46101 % of the voting rights, the current item is adopted with 275.767.609 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:

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

A number of 0 votes was canceled.

**2. The approval** of the Quarterly Report of the Board of Directors for the first Quarter of 2019, prepared in compliance with the provisions of OUG no. 109/2011 regarding corporate governance of public enterprises, as subsequently amended („OUG 109/2011”) and with those of art. 67 of the Law no. 24/2017 regarding issuers of financial instruments and market operations.

In the presence of the shareholders representing 91,46101 % of the share capital and 91,46101 % of the voting rights, the current item is adopted with 275.767.485 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:

- 275.767.485 votes “for”
- 0 votes “against”
- 124 votes “abstain”
- 0”unexpressed” votes

A number of 0 votes was canceled.

**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](mailto:office@nuclearelectrica.ro), [www.nuclearelectrica.ro](http://www.nuclearelectrica.ro)

**3. Amends** of letter d. of point 3 from Annex no. 3 to the Addendum no. 1 the Mandate Contract of executive directors, Addendum approved by art. 6.1 from the Resolution of the General Assembly of Shareholders of the National Company Nuclearelectrica S.A. no. 3/10.04.2019, as follows:

*“d. The annual variable component of the remuneration of the Executive Director/Chief Executive Officer is between 24-36 times the average of the monthly gross salary earnings for the activity performed according to the main scope of business registered by the company, at class level, according to the national classification of economic activities, communicated by the National Institute of Statistics prior to appointment. The value of the short-term, medium-term and long-term component is determined by applying the percentage ratios in annex 3.1, resulting the payable value of the variable component for each year of mandate according to the following algorithm:*

- **Var. comp. for 2019 shall be paid:** 80% for reaching the objectives for the year 2019 (short-term) + 10% for reaching the objectives of 2020 (medium term) + 10% for reaching the objectives of 2022 (long term, at the end of the mandate)
- **Var. comp. for 2020 shall be paid:** 80% for reaching the objectives for the year 2020 (short term) + 10% for reaching the objectives of 2020 (medium term) + 10% for reaching the objectives of 2022 (long term, at the end of the mandate)
- **Var. comp. for 2021 shall be paid:** 80% for reaching the objectives for the year 2021 (short term) + 10% for reaching the objectives of 2022 (medium term) + 10% for reaching the objectives of 2022 (long term, at the end of the mandate)
- **Var. comp. for 2022 shall be paid:** 80% for reaching the objectives of 2022 (short term) + 10% for reaching the objectives of 2022 (medium term) + 10% for reaching the objectives of 2022 (long term, at the end of the mandate)

*The short-term variable component for the period of activity under the mandate related to 2022 shall be determined according to the provisions of let. b.*

In the presence of the shareholders representing 91,46101 % of the share capital and 91,46101 % of the voting rights, the current item is adopted with 250.058.464 votes, representing 90,67724% 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:

- 250.058.464 votes “for”
- 25.709.145 votes “against”



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- 0 votes “abstain”
  - 0 ”unexpressed” votes
- A number of 0 votes was canceled.

**4. The rejection of the modification** of item 8.1 of the Ordinary General Meeting of Shareholders Resolution no. 3/10.04.2019 as follows:

„The approval of the general limits of the executive administrator’s remuneration:

- Fixed monthly indemnity, between 5-6 times the 12 month average gross monthly salary for the activity performed as per the main object of activity of the company at class level in compliance with the classification of activities in the national economy, communicated by the National Institute of Statistics, prior to the appointment;
- The variable component, between 24-36 times the fixed gross monthly indemnity.”

At the same time, item 3 of the Ordinary General Meeting of Shareholders Resolution no. 6/20.05.2019 will be modified accordingly, to the extent that the general limits of the annual remuneration of the managers will be between 24-36 times the fixed gross monthly indemnity.

In the presence of the shareholders representing 91,46101 % of the share capital and 91,46101 % of the voting rights, the current item is **rejected** with 273.369.651 votes, representing 99,13044 % 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:

- 2.397.958 votes “for”
- 273.369.651 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

**5. 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 01.02.2019 – 30.04.2019.

*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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- 6. 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 01.02.2019 – 30.04.2019.

*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.*

- 7. 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 91,46101 % of the share capital and 91,46101 % of the voting rights, the current item is adopted with 275.767.609 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:

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

A number of 0 votes was canceled.

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

SECRETARY OF THE MEETING

Alexandru Prepelita