



Appendix

Resolution number 5 /18.07.2016 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, 18 July 2016, 12:00 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 Conference Room, 54 Iancu de Hunedoara Avenue, Bucharest; the OGMS was opened by the President of the meeting, Mr. Alexandru Sandulescu, 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 2329 dated 17.06.2016, in the "Romania Libera" newspaper, number 7644 of 17.06.2016 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, 17 shareholders are present or represented, owning a total number of 282.272.696 shares, representing 93,61848% of the subscribed and paid up share capital, representing 93,61848% of the total voting rights. The requirement regarding quorum is met in accordance with the provisions of article 15 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. 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 Mr. Nicu - Romeo Susanu as secretary of the meeting and the company designates Mrs. Cristina Bacaintan and Mrs. Saida Ismail as technical secretaries of the OGMS.

In the presence of the shareholders representing 93,61848% of the share capital and 93,61848% of the voting rights, the current item is adopted with 282.272.696 votes, representing 100% of the valid expressed votes, in accordance with the provision of Article 15 of the Articles of Incorporation and of Article 112, paragraph 1 from the Law 31/1990.

The expressed vote are recorded as follows:

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

A number of 0 votes was cancelled.

2. The approval of the Activity Report of the Board of Directors for the first quarter of 2016, as per the provisions of art. 7 items 7.19 and 7.21 of the Administration contract concluded between the members of the Board of Directors and SN Nuclearelectrica SA.

In the presence of the shareholders representing 93,61848% of the share capital and 93,61848% of the voting rights, the current item is adopted with 254.864.191 votes, representing 90,29006% of the valid expressed votes, in accordance with the provision of Article 15 of the Articles of Incorporation and of Article 112, paragraph 1 from the Law 31/1990.

The expressed vote are recorded as follows:

- 254.864.191 votes “for”
- 27.408.381 votes “against”
- 124 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was cancelled.

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



3. **The approval** of the “Long term development strategy of the Intermediary Dry Spent Fuel Storage Facility (DICA) and the authorization in view of the life time extension of Cernavoda NPP Units 1 and 2 in compliance with the observations of CNCAN and the Ministry of Environment and Climate Change”.

In the presence of the shareholders representing 93,61848% of the share capital and 93,61848% of the voting rights, the current item is adopted with 251.549.743 votes, representing 89,11586% of the valid expressed votes, in accordance with the provision of Article 15 of the Articles of Incorporation and of Article 112, paragraph 1 from the Law 31/1990.

The expressed vote are recorded as follows:

- 251.549.743 votes “for”
- 30.675.322 votes “against”
- 47.631 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was cancelled.

4. **Information** note regarding the transactions concluded with the administrators or managers, employees, shareholders having control over the company or with a company controlled by them during 16.03.2016 – 01.06.2016, in accordance with Art. 52 paragraph (3) letter a) of OUG No. 109/2011 as subsequently amended.

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.

5. **Information** note on the transactions concluded by SNN with another public company or with the public supervisory body, if the transaction has a value, either individually or in a series of transactions, of at least EUR 100 000 in lei equivalent, during 16.03.2016 – 01.06.2016, which falls under the incidence art. 52 paragraph (3) letter b) of OUG 109/2011 as subsequently amended.



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.

6. **The approval** of the date of **05.08.2016** as a as the registration date in compliance with the provisions of art. 238 paragraph (1) of the capital market Law 297/2004, namely the date serving to the identification of the shareholders who will be affected by the Resolutions made by the OGMS.

In the presence of the shareholders representing 93,61848% of the share capital and 93,61848% of the voting rights, the current item is adopted with 282.272.696 votes, representing 100% of the valid expressed votes, in accordance with the provision of Article 15 of the Articles of Incorporation and of Article 112, paragraph 1 from the Law 31/1990.

The expressed vote are recorded as follows:

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

A number of 0 votes was cancelled

7. **The approval** of the date **04.08.2016** as the “ex-date”, namely the date prior to the registration date on which the financial instruments which make up the object of the company’s resolutions are traded without the rights derived from the resolution, in compliance with the provisions of art. 2, letter f) from the Rules and Regulations number 6/2009 with the subsequent amendments.

In the presence of the shareholders representing 93,61848% of the share capital and 93,61848% of the voting rights, the current item is adopted with 282.272.696 votes, representing 100% of the valid expressed votes, in accordance with the provision of Article 15 of the Articles of Incorporation and of Article 112, paragraph 1 from the Law 31/1990.

The expressed vote are recorded as follows:



- 282.272.696 votes “for”
 - 0 votes “against”
 - 0 votes “abstain”
 - 0 ”unexpressed” votes
- A number of 0 votes was canceled

8. **The empowerment** of Mr. Alexandru Săndulescu, in his capacity as President of the Board of Directors, to sign, on behalf of the shareholders, the OGMS’s Resolutions and any other documents in connection therewith, and to perform any act or comply with any formality required by law for the registration and enforcement of the EOGMS’s Resolutions, including the publication and registration procedures thereof with the Trade Register Office or any other public institution. Mr. Alexandru Săndulescu may delegate all or part of the powers mentioned above to anyone competent to fulfil this mandate.

In the presence of the shareholders representing 93,61848% of the share capital and 93,61848% of the voting rights, the current item is adopted with 282.272.696 votes, representing 100% of the valid expressed votes, in accordance with the provision of Article 15 of the Articles of Incorporation and of Article 112, paragraph 1 from the Law 31/1990.

The expressed vote are recorded as follows:

- 282.272.696 votes “for”
 - 0 votes “against”
 - 0 votes “abstain”
 - 0 ”unexpressed” votes
- A number of 0 votes was canceled

PRESIDENT OF THE BOARD OF DIRECTORS

ALEXANDRU SANDULESCU

SECRETARY OF THE MEETING

Nicu-Romeo SUSANU