



**Resolution number 2 /11.03.2014
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, 11 March 2014, 13:00 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 National Institute for Statistics - Blue Room, 16 Libertatii Boulevard, District 5, 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 791 dated 07.02.2014, in the "Adevarul" newspaper, number 135/7-9 February 2014 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, 258.050.459 shareholders are present or represented, owning a total number of 258.050.459 shares, representing 91,57780% of the subscribed and paid up share capital, representing 91,57780% 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 115, paragraphs 1 and 2 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

In compliance with the provisions under Art. 129 of Law No. 31/1990, the shareholders of SNN elect Mr. Victor Alexandru Schmidt as the secretary of the EGMS, while the company appoints Mrs. Letitia Hrebenciuc and Mrs. Cristina Bacaintan as the technical secretary of the OGMS.

In the presence of the shareholders representing 91,57780% of the share capital and 91,57780% of the voting rights, the current item is adopted with 258.048.838 votes, representing 99,99937% of

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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:

- 258.048.838 votes “for”
- 1.621 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

2. Rejection of the Expenses and Revenues Budget and of the Financial Statement for 2014, with the request that this item be discussed in a future GMS, after the publication in the Official Gazette of Romania of the Government’s Decision for the approval of the Expenses and Revenues Budget for the Financial Statement for 2014.

In the presence of the shareholders representing 91,57780%.of the share capital and 91,57780% of the voting rights, the current item is adopted with 256.781.141 votes, representing 99,50811% 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:

- 953.290 votes “for”
- 256.781.141 votes “against”
- 316.028 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

3. Takes notice of the information on the transactions concluded by SNN with another public company or with the public supervisory body of at least the equivalent in lei of an amount of 100,000 euro, in the period 18.11.2013 – 31.12.2013, which falls under the Art. 52, paragraph (3) of the Government Emergency Ordinance No. 109/2011.

The current item is not subjected to the vote of the shareholders. The shareholders acknowledge the information presented by the Company with regards to this aspect.

4. Takes notice of the information on the transactions concluded with the administrators or managers, with employees, with shareholder who have control over the Company or over a



company controlled by them in the period between 18.11.2013 – 31.12.2013, as per Art. 52 paragraphs (1) and (2) of the Government Emergency Ordinance No. 109/2011.

The current item is not subjected to the vote of the shareholders. The shareholders acknowledge the information presented by the Company with regards to this aspect.

5. Approving the date of **1 April 2014** as the registration date in compliance with the provisions under Art. 238 of the Law of capital market No. 297/2004, namely the date contributing to the identification of the shareholders who will be affected by the decisions made by the OGMS.

In the presence of the shareholders representing 91,57780% of the share capital and 91,57780% of the voting rights, the current item is adopted with 258.048.838 votes, representing 99,99937% 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:

- 258.048.838 votes “for”
- 1.621 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

7. The empowerment of Mr. Alexandru Sandulescu, in his capacity as President of the Board of Directors, in order to sign the decisions made by the OGMS on behalf of the shareholders and any other documents related thereto and in order to perform any act or comply with any formality required by law for the registration and implementation of the OGMS decisions, including the publishing and registration procedures thereof with the Trade Register Office or with any other public institution. Mr. Alexandru Sandulescu may delegate the powers mentioned above to any appropriate, competent person in order to fulfill this mandate.

In the presence of the shareholders representing 91,57780% of the share capital and 91,57780% of the voting rights, the current item is adopted with 258.048.838 votes, representing 99,99937 % 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:

- 258.048.838 votes “for”
- 1.621 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

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PRESIDENT OF THE BOARD OF DIRECTORS

Alexandru SANDULESCU



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