



**Resolution No. 6/31.07.2014
of the Extraordinary General Meeting of the Shareholders
Societatea Nationala Nuclearelectrica S.A.**

Head Office: 65, Polona Street , sector 1, Bucharest, registered with the Trade Register Office
under number J40/7403/1998, Sole Registration Code RO 10874881

Today, 31 July 2014, hours 13:00, the shareholders of Societatea Nationala Nuclearelectrica (hereinafter called "the Company" or "SNN") have met within the Extraordinary General Meeting of the Shareholders ("EGMS") of SNN, at the Capital Plaza Hotel – Ion Mincu Room, 54 Iancu de Hunedoara Avenue, District 1, Bucharest, the meeting being opened by the Meeting Chairman, Mr. Alexandru Sandulescu, in his capacity as the President of the Board of Directors.

Whereas:

- The Convening Notice for the EGMS published in the Romanian Official Gazette, Part IV, issue number 3643 of 30.06.2014, in the daily paper "Romania Libera" of 30.06.2014 and on the web address of the company;
- The amended Convening Notice published in the Romanian Official Gazette, Part IV, issue number 3992 of 18.07.2014, in the daily paper "Romania Libera" of 18.07.2014 and on the web address of the company;
- The provisions of the company's Constitutive Act in force ("the Constitutive Act");
- The applicable legislation;

The meeting chairman ascertains that at the opening of the meeting, the EGMS is legal and statutory, shareholders are present or represented, holding a number of shares, representing % of the subscribed and paid up share capital, representing of the total voting rights. The quorum requirement is fulfilled in compliance with the provisions under Art. 15 of the Constitutive Act and with the provisions under Art. 115 paragraphs 1 of the Law of companies No. 31/1990 ("Law No. 31/1990"). The meeting Chairman ascertains that the EGMS is statutory and legally constituted and organized, and may adopt valid resolutions with respect to the issues on the agenda.

Following the debates, the company's shareholders decide as follows:

1. The election of the Secretary of the Extraordinary General Meeting of the Shareholder.

In compliance with the provisions under Art. 129 of Law No. 31/1990, the shareholders of SNN elect as the secretary of the EGMS, while the company appoints as the technical secretary of the EGMS.

Societatea Nationala NUCLEARELECTRICA S.A.

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In the presence of the shareholders representingof the share capital andof 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. 15 of the Constitutive Act.

The votes were recorded as follows:

- votes “for”
- votes “against”
- votes “abstain
- votes were not casted.

A number of was annuled.

2. Information on the further development of the "Cernavoda NPP's Units 3 and 4 Project " and attracting new investors through a competitive selection procedure.

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.

3. Approval for starting an increase operation of SNN SA's share capital by the value of the land for which the ownership certificate Series M03 No. 12900, issued by the Ministry of Economy, was obtained.

In the presence of the shareholders representingof the share capital andof 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. 15 of the Constitutive Act.

The votes were recorded as follows:

- votes “for”
- votes “against”
- votes “abstain”, and
- votes were not casted.

A number of was annuled.

4. Request to the Trade Register Office to appoint an expert to assess the land value for which the ownership certificate Series M03 No. 12900 was obtained, in compliance with the provisions under art. 215 of the Company Law No. 31/1990, as subsequently amended.

In the presence of the shareholders representingof the share capital andof 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. 15 of the Constitutive Act.

The votes were recorded as follows:

- votes “for”
- votes “against”
- votes “abstain”, and
- votes were not casted.

A number of was annuled.

5. Amendment to Art. 20 paragraph (1) under the Articles of Incorporation which will have the following content: "The Board of Directors delegates the management of the company to a CEO. The CEO may be appointed from among the administrators, thus becoming executive director, or from outside the Board of Directors. Within the Board of Directors, only one administrator can be executive director. According to the meaning of the current Articles of Incorporation, the notion of "Director" means the person to whom management responsibilities have been delegated with respect to the company's management by decision of the Board of Directors and who signs a mandate contract with the Company, in accordance with the Company Law No. 31/1990, republished, as subsequently amended. "

In the presence of the shareholders representingof the share capital andof 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. 15 of the Constitutive Act.

The votes were recorded as follows:

- votes "for"
 - votes "against"
 - votes "abstain", and
 - votes were not casted.
- A number of was annuled.

6. Approval of SNN's affiliation to national and international organizations in accordance with the Note presented to shareholders.

In the presence of the shareholders representingof the share capital andof 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. 15 of the Constitutive Act.

The votes were recorded as follows:

- votes "for"
 - votes "against"
 - votes "abstain", and
 - votes were not casted.
- A number of was annuled.

7. The approval of the date of **18.08.2014** as the registration date in compliance with the provisions under art. 238 of the Capital Market Law No. 297/2004, namely, the date which helps identifying the shareholders who will be affected by the decisions made by the EGMS.

In the presence of the shareholders representingof the share capital andof 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. 15 of the Constitutive Act.

The votes were recorded as follows:

- votes "for"
- votes "against"
- votes "abstain", and
- votes were not casted.

A number of was annuled.

8. 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 EGMS on behalf of the shareholders the updated Articles of Incorporation 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 EGMS 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 representingof the share capital andof 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. 15 of the Constitutive Act.

The votes were recorded as follows:

- votes “for”
- votes “against”
- votes “abstain”, and
- votes were not casted.

A number of was annuled.

PRESIDENT OF THE BOARD OF DIRECTORS

Alexandru SANDULESCU