



**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, July 31st 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 Ballroom, 54 Iancu de Hunedoara Boulevard, 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", on 30.06.2014 and on the web address of the company,
- The amended convening notice published in the Official Gazette of Romania, Part IV, number 3992 of 18.07.2014 and in "Romania Libera" newspaper on 18.07.2014
- 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, 15 shareholders are present or represented, holding a number of 257.178.272 shares, representing 91,26828 % of the subscribed and paid up share capital, representing 91,26828 % 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 and 2 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 Mr. Catalin Niculita as the secretary of the EGMS, while the company appoints Cristina Bacaintan and Mihaela Dumitru as the technical secretaries of the EGMS.

Societatea Nationala NUCLEARELECTRICA S.A.

Strada Polona nr. 65, sector 1, 010494, Bucuresti, Romania; Tel +4021 203 82 00, Fax +4021 316 94 00;
office@nuclearelectrica.ro; J40/7403/1998, RO 10874881; RO94RNCB0072049718520001 – BCR Sector 1
www.nuclearelectrica.ro

In the presence of the shareholders representing 91,26828 % of the share capital and 91,26828 % of the voting rights, this item is adopted with 229.764.627 votes representing 89,34060 % of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 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:

- 229.764.627 votes “for”
- 3621 votes “against”
- 0 votes “abstain
- 0 votes were not casted.

A number of 1279 was annulled.

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 subject to the vote of the shareholders. The shareholder take notice of the information presented by the company on this item.

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 representing 91,26828 % of the share capital and 91,26828 % of the voting rights, this item is adopted with 257.174.651 votes representing 99,99859 % of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 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:

- 257.174.651 “for”
- 3621 votes “against”
- 0 votes “abstain”
- 0 votes were not casted.

A number of 0 was annulled.

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 representing 91,26828 % of the share capital and 91,26828 % of the voting rights, this item is adopted with 257.174.651 votes representing 99,99859 % of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 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:

- 257.174.651 “for”
- 3621 votes “against”
- 0 votes “abstain”
- 0 votes were not casted.

A number of 0 was annulled.

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 representing 91,26828 % of the share capital and 91,26828 % of the voting rights, this item is adopted with 229.766.270 votes representing 89,34124 % of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 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:

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

A number of 0 was annulled.

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 representing 91,26828 % of the share capital and 91,26828 % of the voting rights, this item is rejected with 229.006.139 votes representing 89,04568 % of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 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:

- 28.168.512 votes "for"
- 3621 votes "against"
- 229.006.139 votes "abstain"
- 0 votes were not casted.

A number of 0 was annulled.

The "abstain" vote is motivated by the opinion that, according to the Articles of Incorporation of the Company, the decision regarding the affiliation to national and international organizations is not under the competence of the General Meeting of Shareholders.

7. Approval of the date of 18 August 2014 as the registration date in compliance with the provisions under Art. 238 of the Capital Market Law No. 297/2004, namely the date serving to the identification of the shareholders who will be affected by the Resolutions made by the EGMS.

In the presence of the shareholders representing 91,26828 % of the share capital and 91,26828 % of the voting rights, this item is adopted with 257.174.651 votes representing 99,99859 % of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 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:

- 257.174.651 votes “for”
 - 3621 votes “against”
 - 0 votes “abstain”
 - 0 votes were not casted.
- A number of 0 was annulled.

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 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 representing 91,26828 % of the share capital and 91,26828 % of the voting rights, this item is adopted with 257.174.651 votes representing 99,99859 % of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 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:

- 257.174.651 votes “for”
 - 3621 votes “against”
 - 0 votes “abstain”, and
 - 0 votes were not casted.
- A number of 0 was annulled.

PRESIDENT OF THE BOARD OF DIRECTORS

Alexandru SANDULESCU