



**Resolution number 5 /31.07.2014
Of the 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, 31 July 2014, starting with 12:00, 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 the Capital Plaza Hotel – Ion Mincu Room, 54 Iancu de Hunedoara Boulevard, District 1, 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 for the OGMS published in the Romanian Official Gazette, Part IV, issue number 3643 of 30.06.2014, in the daily paper “Romania Libera”, number 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, in “Romania Libera” newspaper on 18.07.2014 and on the web address of the company;
- The provisions of the company’s Articles of Incorporation in force (“the Articles of Incorporation”);
- The applicable legislation;

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 **257.185.460** shares, representing **91,27083 %** of the subscribed and paid up share capital, representing **91,27083 %** 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. Catalin Niculita as the secretary of the OGMS, while the company appoints Cristina Bacaintan and Mihaela Dumitru as the technical secretaries of the OGMS.

Societatea Nationala NUCLEARELECTRICA S.A.

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In the presence of the shareholders representing 91,27083 % of the share capital and 91,27083 % of the voting rights, the current item is adopted with 229.771.625 votes, representing 89,34083 % 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:

- 229.771.625 votes “for”
- 3.621 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

2. Approval of the Budget of Incomes and Expenditures for 2014.

In the presence of the shareholders representing 91,27083 % of the share capital and 91,27083 % of the voting rights, the current item is adopted with 229.457.257 votes, representing 89,21859 % 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:

- 229.457.257 votes “for”
- 27.420.278 votes “against”
- 307.925 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

3. Approval of the updating of Appendix 1.1. and Appendix 1 to the contract concluded between the administrators and the company.

In the presence of the shareholders representing 91,27083 % of the share capital and 91,27083 % of the voting rights, the current item is adopted with 229.463.305 votes, representing 89,22094 % 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:

- 229.463.305 votes “for”
- 27.424.230 votes “against”
- 307.925 votes “abstain”
- 0 ”unexpressed” votes



A number of 0 votes was canceled.

4. Approval of the amendment of Art. 7.19 and Art. 7.21 under the contracts of administration concluded between the administrators and the company.

In the presence of the shareholders representing 91,27083 % of the share capital and 91,27083 % of the voting rights, the current item is rejected with 229.011.408 votes, representing 89,04524% 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:

- 28.172.673 votes “for”
- 229.011.408 votes “against”
- 1379 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

5. Authorizing the representative of the Ministry of Economy - Department of Energy to sign the Addenda to the contracts of administration with the members of SNN’s Board Directors.

In the presence of the shareholders representing 91,27083 % of the share capital and 91,27083 % of the voting rights, the current item is adopted with 257.181.839 votes, representing 99,99859 % 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:

- 257.181.839 votes “for”
- 3621 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled

6. Approval of granting an additional variable remuneration to the members of the Board of Directors based on the performance of S.N. Nuclearelectrica S.A.’s shares and of the type of the addendum to the administration contract to be signed by the members of the Board of Directors to this effect.

In the presence of the shareholders representing 91,27083 % of the share capital and 91,27083 % of the voting rights, the current item is rejected with 229.007.329 votes, representing 89,04365 % 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:

- 28.178.131 votes “for”
- 229.007.329 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

7. Empowerment of Mrs. Elena Popescu to sign the addendum to the administration contract to be concluded with the members of the Board of Directors in compliance with item 6 of this amended agenda.

In the presence of the shareholders representing 91,27083 % of the share capital and 91,27083 % of the voting rights, the current item is rejected with 229.006.139 votes, representing 89,04319 % 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:

- 28.172.071 votes “for”
- 229.006.139 votes “against”
- 7250 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled

8. Empowerment of the Company’s Board of Directors to implement, at the level of the executive management of S.N. Nuclearelectrica S.A., a remuneration system based on the performance of SNN SA’s shares.

In the presence of the shareholders representing 91,27083 % of the share capital and 91,27083 % of the voting rights, the current item is rejected with 229.006.379 votes, representing 89,04328 % 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:

- 28.178.131 votes “for”
- 229.006.379 votes “against”
- 950 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled



9. Approval of the Report on the administration activity for the first quarter of 2014, prepared in accordance with Art. 7 item 7.19 and item 7.21 of the Administration Contract signed by the members of the Board of Directors with SN Nuclearelectrica S. A.

In the presence of the shareholders representing 91,27083 % of the share capital and 91,27083 % of the voting rights, the current item is adopted with 257.174.741 votes, representing 99,99583 % 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:

- 257.174.741 votes “for”
- 3621 votes “against”
- 7098 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled

10. Dismissal of the financial auditor as a result of the audit contract termination by mutual agreement of the Parties, and the appointment of the new auditor and assigning the minimum duration of the contract and the auditor’s remuneration.

In the presence of the shareholders representing 91,27083 % of the share capital and 91,27083 % of the voting rights, the current item is rejected with 229.010.000 votes, representing 89,04469 % 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:

- 27.860.447 votes “for”
- 229.010.000 votes “against”
- 315.013 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled

11. Information on the transactions concluded by SNN with another public company or with the public supervisory body, if the transaction has a value, individually or in a series of transactions, of at least the equivalent in lei of an amount of 100,000 euro, in the period between 28 February 2014 – 31 May 2014, which is subject to the Art. 52, paragraph (3) of the Government Emergency Ordinance (GEO) No. 109/2011.



The current item is not subjected to the vote of the shareholders. The shareholders take notice of the information presented by the Company regarding this item.

12. Information on the transactions concluded with the administrators or managers, with the employees, with the shareholder who have control over the Company or over a company controlled by them in the period between 28 February 2014 – 31 May 2014, as per Art. 52 paragraphs (1) and (2) of the Government Emergency Ordinance (GEO) No. 109/2011.

The current item is not subjected to the vote of the shareholders. The shareholders take notice of the information presented by the Company regarding this item.

13. Approving the date of **18.08.2014** 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 91,27083 % of the share capital and 91,27083 % of the voting rights, the current item is adopted with 257.181.739 votes, representing 99,99855 % 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:

- 257.181.739 votes “for”
- 3621 votes “against”
- 100 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

17. Empowering Mr. Alexander 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 OGMS’s Resolutions, including the publication and registration procedures thereof with the Trade Register Office or any other public institution. Mr. Alexander Săndulescu may delegate all or part of the powers mentioned above to anyone competent to fulfill this mandate.

In the presence of the shareholders representing 91,27083 % of the share capital and 91,27083 % of the voting rights, the current item is adopted with 257.181.739 votes, representing 99,99855 % 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:

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- 257.181.739 votes “for”
 - 3621 votes “against”
 - 100 votes “abstain”
 - 0 ”unexpressed” votes
- A number of 0 votes was canceled.

PRESIDENT OF THE BOARD OF DIRECTORS

Alexandru SANDULESCU



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