



**Resolution number 5/31.07.2014
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, 32 July 2014, hours 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 Capital Plaza Hotel – Ion Mincu Room, 54 Iancu de Hunedoara Avenue, 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 of the OGMS, published in the Official Gazette of Romania, Part IV, number 3643 dated 30.06.2014, in the "Romania Libera" newspaper, dated 30.06.2014 and on the website of the Company;
- The ammended Convening Notice of the OGMS, published in the Official Gazette of Romania, Part IV, number 3992 dated 18.07.2014, in the "Romania Libera" newspaper 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,.....shareholders are present or represented, owning a total number of.....shares, representing of the subscribed and paid up share capital, representing 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 as the secretary of the OGMS, while the company appoints as the technical secretary of the OGMS.

In the presence of the shareholders representingof the share capital andof the voting rights, the current item is adopted with....votes, representing.....% of the valid expressed votes, in

Societatea Nationala NUCLEARELECTRICA S.A.

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acordance 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:

- ...votes “for”
- ...votes “against”
- ...votes “abstain”
- ...”unexpressed” votes

A number of....votes was canceled.

2. The approval of the Budget of Incomes and Expenditures for 2014.

In the presence of the shareholders representingof the share capital andof the voting rights, the current item is adopted with....votes, representing.....% of the valid expressed votes, in acordance 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:

- ...votes “for”
- ...votes “against”
- ...votes “abstain”
- ...”unexpressed” votes

A number of....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 representingof the share capital andof the voting rights, the current item is adopted with....votes, representing.....% of the valid expressed votes, in acordance 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:

- ...votes “for”
- ...votes “against”
- ...votes “abstain”
- ...”unexpressed” votes

A number of....votes was canceled

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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 representingof the share capital andof the voting rights, the current item is adopted with....votes, representing.....% 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:

- ...votes “for”
- ...votes “against”
- ...votes “abstain”
- ...”unexpressed” votes

A number of....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 representingof the share capital andof the voting rights, the current item is adopted with....votes, representing.....% 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:

- ...votes “for”
- ...votes “against”
- ...votes “abstain”
- ...”unexpressed” votes

A number of....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 representingof the share capital andof the voting rights, the current item is adopted with....votes, representing.....% of the valid expressed votes, in



acordance 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:

- ...votes “for”
- ...votes “against”
- ...votes “abstain”
- ...”unexpressed” votes

A number of....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 5 of this amended agenda.

In the presence of the shareholders representingof the share capital andof the voting rights, the current item is adopted with....votes, representing.....% of the valid expressed votes, in acordance 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:

- ...votes “for”
- ...votes “against”
- ...votes “abstain”
- ...”unexpressed” votes

A number of....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 representingof the share capital andof the voting rights, the current item is adopted with....votes, representing.....% of the valid expressed votes, in acordance 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:

- ...votes “for”
- ...votes “against”
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- ...”unexpressed” votes

A number of....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 representingof the share capital andof the voting rights, the current item is adopted with....votes, representing.....% 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:

- ...votes “for”
- ...votes “against”
- ...votes “abstain”
- ...”unexpressed” votes

A number of....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 representingof the share capital andof the voting rights, the current item is adopted with....votes, representing.....% 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:

- ...votes “for”
- ...votes “against”
- ...votes “abstain”
- ...”unexpressed” votes

A number of....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

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– 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 subjectd to the vote of the shareholders. The shareholders aknowledge the information presented by the company in this aspect.

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 subjectd to the vote of the shareholders. The shareholders aknowledge the information presented by the company in this aspect.

13. 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 contributing to the identification of the shareholders who will be affected by the decisions made by the OGSM.

In the presence of the shareholders representingof the share capital andof the voting rights, the current item is adopted with....votes, representing.....% 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:

- ...votes “for”
- ...votes “against”
- ...votes “abstain”
- ...”unexpressed” votes

A number of....votes was canceled.

14. 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 representingof the share capital andof the voting rights, the current item is adopted with....votes, representing.....% 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:

- ...votes “for”
- ...votes “against”
- ...votes “abstain”
- ...”unexpressed” votes

A number of....votes was canceled.

PRESIDENT OF THE BOARD OF DIRECTORS

Alexandru SANDULESCU

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