



NUCLEARELECTRICA

**Resolution number 12/29.04.2015
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, 29 April 2015, 12:00 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 the Howard Johnson Hotel – Colorado Room, 5-7 Calea Dorobantilor, 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 1644 dated 27.03.2015, in the "Romania Libera" newspaper, number 7330 of 27.03.2015 and on the website of the Company;
- The amended Convening Notice for the OGMS published in the Romanian Official Gazette, Part IV, issue numberof 17.04.2015, in the daily paper "Romania Libera" of 17.04.2015 and on the web address 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



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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 Annual Individual Financial Statements** for the financial year ended at 31 December 2014, prepared in compliance with the International Financial Reporting Standards adopted by the European Union (“IFRS-EU”), as provided by the Order of the Ministry of Public Finance number 1286/2012 with the subsequent amendments (« OMFP 1286/2012”), based on the **Annual Report of the Administrators** for the year 2014 and on the **Independent Auditor’s Report** on the annual individual financial statements for the year 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. The approval of the Consolidated Financial Statements** for the financial year ended at 31 December 2014, prepared in compliance with IFRS-UE, as provided by OMFP 1286/2012, based on the **Annual Report of the Administrators** for the year 2014 and on the **Independent Auditor’s Report** on the annual consolidated financial statements for the year 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

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A number of....votes was canceled.

4. The approval of the Annual Report of the Administrators for the financial year 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 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. The approval of the proposal of the Board of Directors regarding the distribution of the net profit for the financial year 2014, of the gross dividend per share in the amount of 0,30 lei, of the date when the dividend payment starts namely 26 June 2015 and of the payment methods provided in the Note presented to the shareholders

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. The Presentation of the Administration Activity Report for the fourth quarter of the year 2014, prepared in compliance with articles 7, item 7.19 of the administration contract concluded by the members of the Board of Directors with SN.Nuclearelectrica SA.

This current item on the agenda is not subjected to the vote of the shareholders; the shareholders acknowledge the information presented by the Company with regards to this item.

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- 7. The approval of the Administration Activity Report** for the fourth quarter of 2014, prepared in compliance with articles 7, item 7.19 of the administration contract concluded by the members of the Board of Directors with SN.Nuclearelectrica SA.

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.

- 8. The presentation of the Annual Report of the Nomination and Remuneration Committee** regarding the remuneration and other advantages awarded to the administrators and managers during the financial year 2014.

This current item on the agenda is not subjected to the vote of the shareholders; the shareholders acknowledge the information presented by the Company with regards to this item.

- 9. The approval of the discharge of duties of the administrators for the financial year ended at 31 December 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 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.

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10. The approval of the Revenues and Expenses Budget for the year 2015.

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. The approval of the update of the Annex 1.1. and of the annex 1 to the administration contract concluded between the administrators and the company and the empowerment of the representative of the Ministry of Energy, Small and Medium Sized Enterprises and Business Environment to sign the addendums to the administration contracts with the administrators.

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.

12. The election of a new member of the Board of Directors for the vacant position and the empowerment of the representative of the Ministry of Energy, Small and Medium Sized Enterprises and Business Environment to sign the administration contract with the elected administrator in the form proposed by the Romanian state through the Ministry of Energy, Small and Medium Sized Enterprises and Business Environment.

Proposed candidate: Mr. Stanescu Nicolae-Bogdan-Codrut

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



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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.

Following the election of an administrator for the vacancy, starting with the date of the current resolution, the mandate with the provisional administrator Ms. Alina Ioana Dragan named by the Board of Directors of SNN ceases.

13. The election of a new member of the Board of Directors for the vacant position and the empowerment of the representative of the Ministry of Energy, Small and Medium Sized Enterprises and Business Environment to sign the administration contract with the elected administrator in the form presented to the shareholders.

Proposed candidate: Mr. Stanescu Nicolae-Bogdan-Codrut

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.

Following the election of an administrator for the vacancy, starting with the date of the current resolution, the mandate with the provisional administrator Ms. Alina Ioana Dragan named by the Board of Directors of SNN ceases.

14.1 The approval of the level of the fixed monthly indemnity for the administrators in the amount of 4.023 lei monthly, applicable starting with the date of the current resolution. The variable component of the remuneration of the Board members remains unchanged, as provided in the administration contract, approved by the Resolution number 19/24.07.2013 of the Ordinary General Meeting of Shareholders.

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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.

14.2 The approval of maintaining the current level of the fixed monthly indemnity for the administrators in the amount of **4.028 lei gross monthly** representing the average for the last 12 months of the average gross monthly income in the branch of activity of the Company, communicated by the National Statistics Institute before 25.04.2013. The variable component of the remuneration of the Board members remains unchanged, as provided in the administration contract, approved by the Resolution number 19/24.07.2013 of the Ordinary General Meeting of Shareholders

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.

15.1 The approval of the amendment of art. 16 of the Administration contract approved by the Resolution number 19/24.07.2013 of the Ordinary General Meeting of Shareholders, as follows : « The administrator receives a monthly fixed gross indemnity for the execution of his mandate in the amount of maximum *4.023 lei*, as follows:

- *the president of the board of directors and the members of the board of directors who are members of at least two (2) advisory committees at the level of the board receive a fixed monthly gross indemnity in the amount of 4.023 lei;*
- *the members of the board of directors who are members of one advisory committee at the level of the board of directors receive a fixed monthly gross indemnity equal to 90% of the maximum value of 4.023 lei;*

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- *the members of the board of directors who are not member of any advisory committee at the level of the board of directors receive a fixed monthly gross indemnity equal to 85% of the maximum value of 4.023 lei;*

The empowerment of the representative of the Ministry of Energy, Small and Medium Sized Enterprises and Business Environment to sign the addendums to the administration contracts with the administrators.

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.

15.2 The approval of the amendment of art. 16 of the Administration contract approved by the Resolution number 19/24.07.2013 of the Ordinary General Meeting of Shareholders, as follows : « The administrator receives a monthly fixed gross indemnity for the execution of his mandate in the amount of maximum 4.028 lei, as follows:

- *the president of the board of directors and the members of the board of directors who are members of at least two (2) advisory committees at the level of the board receive a fixed monthly gross indemnity in the amount of 4.028 lei;*
- *the members of the board of directors who are members of one advisory committee at the level of the board of directors receive a fixed monthly gross indemnity equal to 90% of the maximum value of 4.028 lei;*
- *the members of the board of directors who are not member of any advisory committee at the level of the board of directors receive a fixed monthly gross indemnity equal to 85% of the maximum value of 4.028 lei;*

The empowerment of the representative of the Ministry of Energy, Small and Medium Sized Enterprises and Business Environment to sign the addendums to the administration contracts with the administrators.

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”

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- ...votes “against”
 - ...votes “abstain”
 - ...”unexpressed” votes
- A number of....votes was canceled.

16. Information note regarding the transactions concluded with the administrators or managers, employees, shareholders having control over the company or with a company controlled by them during 01.11.2014 – 28.02.2015, in accordance with Art. 52 paragraphs (1) and (2) of OUG No. 109/2011.

This current item on the agenda is not subjected to the vote of the shareholders; the shareholders acknowledge the information presented by the Company with regards to this item.

17. Information on the transactions concluded by SNN with another public company or with the public supervisory body, if the transaction has a value, either individually or in a series of transactions, of at least EUR 100 000 in lei equivalent, during 01.11.2014 – 28.02.2015, which falls under the incidence art. 52 paragraph. (5) of OUG 109/2011.

This current item on the agenda is not subjected to the vote of the shareholders; the shareholders acknowledge the information presented by the Company with regards to this item.

18. The approval of the date of **08.06.2015** as a as the **registration date** in compliance with the provisions of art. 238 of the capital market Law 297/2004, namely the date serving to the identification of the shareholders who will be affected by the Resolutions made by 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 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.

19. The approval of the date of **23.06.2015** as a as the **registration date** in compliance with the provisions of art. 238 of the capital market Law 297/2004, namely the date serving to the identification of the shareholders who will be affected by the Resolutions made by the OGMS.



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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.

20. The approval of the date **05.06.2015** as the “**ex-date**”, namely the date prior to the registration date on which the financial instruments which make up the object of the company’s resolutions are traded without the rights derived from the resolution, in compliance with the provisions of art. 2, letter f) from the Rules and Regulations number 6/2009 with the subsequent amendments.

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.

21. The approval of the date **22.06.2015** as the “**ex-date**”, namely the date prior to the registration date on which the financial instruments which make up the object of the company’s resolutions are traded without the rights derived from the resolution, in compliance with the provisions of art. 2, letter f) from the Rules and Regulations number 6/2009 with the subsequent amendments.

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

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A number of....votes was canceled.

22. The approval of the date of **26.06.2015** as the payment date, namely the date when the distribution of revenues related to the ownership of securities, consisting of cash or securities, becomes certain, as per the provisions of article 2, letter g) of the Regulation number 6/2009, with the subsequent amendments and with that of article 1, paragraph (3) of the Ordinance number 64/2001, with the subsequent amendments.

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.

23. The empowerment of 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 EOGMS'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 fulfil 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

SECRETARY OF THE MEETING

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