



NUCLEARELECTRICA

Report date: 19 December 2014

Name of the issuing entity: Societatea Nationala NUCLEARELECTRICA S.A.

Registered office: Strada Polona nr. 65, Sector 1, Bucuresti

Phone/fax number: 021-203.82.00 / 021 – 316.94.00

Sole Registration Code with the Trade Register Office: 10874881

Order number in the Trade Register: J40/7403/1998

Subscribed and paid share capital: 2,817,827,560.00 Lei

Regulated market on which the issued securities are traded: Bucharest Stock Exchange

**To: Bucharest Stock Exchange
Financial Supervisory Authority (FSA)**

Ref. : Current Report in compliance with Art. 113, item A, paragraph 1, letter c) of the Regulations No. 1/2006 of the Romanian National Securities Commission regarding the issuers and the securities operations, as subsequently amended, as well as in compliance with the provisions of art. 99 under the Code of the Bucharest Stock Exchange Market Operator, Tier II, Issuers and Financial Instruments

Important events to be reported:

The Resolutions of the Ordinary Meeting of Shareholders (OGMS) and of the Extraordinary Meeting of Shareholders (OGMS) of 18 December 2014

Societatea Nationala Nuclearelectrica S. A. (“SNN”) informs the shareholders that, on the date of 18 December 2014, at the Howard Johnson Hotel, Colorado Room, the Ordinary Meeting of Shareholders (OGMS) took place starting with hours 12:00, while the Extraordinary Meeting of Shareholders (EGMS) took place starting with hours 13:00.

The Resolutions adopted by the above mentioned general meetings of the shareholders held on 18 December 2014 are included in the Appendix to this Report.

**Daniela Lulache
Chief Executive Officer**

**Resolution number 10/18.12.2014
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, 18 December 2014, 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 6987 dated 17.11.2014, in the "Romania Libera" newspaper, number 7241 of 17.11.2014 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, 13 shareholders are present or represented, owning a total number of 256.946.570 shares, representing 91,18605 % of the subscribed and paid up share capital, representing 91,18605 % of the total voting rights. The attendance of the meeting was modified starting with item 6 on the agenda, to 14 shareholders present or represented, owning 256.946.630, representing 91,18607 % of the subscribed and paid up share capital, representing 91,18607 % 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. Victor Alexandru Schmidt as the secretary of the OGMS, while the company appoints Mrs. Livia Chitu and Mr. Tudor George Codrut as the technical secretary of the OGMS.

In the presence of the shareholders representing 91,18605 % of the share capital and 91,18605% of the voting rights, the current item is adopted with 256.942.949 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:

- 256.942.949 votes "for"
- 3.621 votes "against"
- 0 votes "abstain"

- 0 "unexpressed" votes
- A number of 0 votes was canceled.

2. The approval of the Report on the administration activity related to the 3rd quarter of 2014, prepared in compliance with the provisions of art. 7. Paragraphs 7.19 and 7.21 of the Administration Contract concluded between the members of the Board of Directors and S.N. Nuclearelectrica S.A.

In the presence of the shareholders representing 91,18605 % of the share capital and 91,18605% of the voting rights, the current item is adopted with 229.525.031 votes, representing 89,32792 % 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:

- 229.525.031 votes "for"
- 27.421.539 votes "against"
- 0 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

3. The revocation of the financial auditor KPMG Audit SRL following the termination of the audit contract by party agreement, **the appointment of Baker Tilly Klitou and Partners SRL**, with the headquarters in Bucharest, district 5, 52 Splaiul Independentei, Ground Floor, Office 1, Registration number at the Trade registry J/40/5434/2003, sole registration code 15381680, phone 021 315 61 00, fax 021 315 61 02, legally represented by Mamas Koutsoyiannis – General Manager as the new financial auditor and **the establishment** of the duration of the financial audit contract for 3 years.

In the presence of the shareholders representing 91,18605 % of the share capital and 91,18605% of the voting rights, the current item is adopted with 229.525.031 votes, representing 89,32792 % 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:

- 229.525.031 votes "for"
- 27.421.539 votes "against"
- 0 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

4. Information regarding the transactions concluded with the administrators or directors, employees, shareholders which own the control over the company or a company controlled by them, during 1.06.2014 – 31.10.2014, in compliance with art. 52 paragraph. (1) and (2) 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.

5. 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 1.06.2014 – 30.09.2014, 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.

6. Rejection of the conclusion of a lease contract for the « Gabara 1000 tone » ship by means of open-outcry auction. In case the open-outcry auction is not be finalized by concluding a contract after three consecutive trials, the proposal of annulment of the ship and its capitalization in compliance with the applicable procedures will be subjected to the Board of Directors.

In the presence of the shareholders representing 91,18607 % of the share capital and 91,18607% of the voting rights, the current item is adopted with 229.009.760 votes, representing 89.12736 % 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:

- 27.929.865 votes “for”
- 229.009.760 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

7. The approval of the date **14.01.2015** 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 representing 91,18607 % of the share capital and 91,18607% of the voting rights, the current item is adopted with 256.926.467 votes, representing 99,99215 % 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:

- 256.926.467 votes “for”
- 13.158 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

8. The approval of the date **13.01.2015** 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 regarding the exercising of certain rights of the shareholders within the general meetings of companies modified and amended by the Rules and Regulations number 13/2014 for the modification and amendment of certain regulations issued by the Romanian National Securities Commission.

In the presence of the shareholders representing 91,18607 % of the share capital and 91,18607% of the voting rights, the current item is adopted with 256.933.472 votes, representing 99,99488 % 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:

- 256.933.472 votes “for”
- 13.158 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled

9. The empowerment of Mr. Alexandru 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. Alexandru 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 91,18607 % of the share capital and 91,18607% of the voting rights, the current item is adopted with 256.933.472 votes, representing 99,99488 % 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:

- 256.933.472 votes “for”
- 13.158 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

PRESIDENT OF THE BOARD OF DIRECTORS

Alexandru SANDULESCU

Resolution No. 11/18.12.2014
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, December 18th, 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 Howard Johnson Hotel – Colorado Room, 5-7 Calea Dorobantilor, 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 Note for the EGMS published in the Romanian Official Gazette, Part IV, issue number 6987 of 17.11.2014, in the daily paper "Romania Libera" number 7241 of 17.11.2014 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 meeting chairman ascertains that at the opening of the meeting, the EGMS is legal and statutory, 13 shareholders are present or represented, holding a number of 256.943.080 shares, representing 91,18481 % of the subscribed and paid up share capital, representing 91,18481% 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. Victor Alexandru Schmidt as the secretary of the EGMS, while the company appoints Mrs. Livia Chitu and Mr. Tudor Codrut as the technical secretary of the EGMS.

In the presence of the shareholders representing 91,18481 % of the share capital and 91,18481 % of the voting rights, this item is adopted with 256.939.459 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:

- 256.939.459 votes "for"
- 3.621 votes "against"
- 0 votes "abstain"
- 0 votes were not casted.

A number of 0 was annulled.

2.1. The rejection of the procurement of legal, financial and technical assistance/consultancy services related to the Project Units 3 and 4 Cernavoda NPP, including also other cases thoroughly justified through the Resolution of the Board of Directors, with the ulterior information of the General Meeting of Shareholders.

In the presence of the shareholders representing 91,18481 % of the share capital and 91,18481 % of the voting rights, this item is adopted with 256.427.678 votes representing 99,79941 % 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:

- 515.402 votes “for”
- 256.427.678 votes “against”
- 0 votes “abstain”
- 0 votes were not casted.

A number of 0 was annulled.

2.2. The approval of the procurement of legal, assistance/consultancy services and/or legal representation services related to the development of the Project Units 3 and 4 Cernavoda NPP”, as per the resolution proposal issued by the Ministry of Economy – the Department for Energy.

In the presence of the shareholders representing 91,18481 % of the share capital and 91,18481 % of the voting rights, this item is adopted with 229.406.828 votes representing 89.28313 % 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:

- 229.406.828 votes “for”
- 27.421.539 votes “against”
- 114.713 votes “abstain”
- 0 votes were not casted.

A number of 0 was annulled.

3. The approval of the date **14.01.2015** 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 EGMS.

In the presence of the shareholders representing 91,18481 % of the share capital and 91,18481 % of the voting rights, this item is adopted with 256.929.922 votes representing 99,99488 % 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:

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

A number of 0 was annulled.

4. **The approval** of the date **13.01.2015** 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 regarding the exercising of certain rights of the shareholders within the general meetings of companies modified and amended by the Rules and Regulations number 13/2014 for the modification and amendment of certain regulations issued by the Romanian National Securities Commission.

In the presence of the shareholders representing 91,18481 % of the share capital and 91,18481 % of the voting rights, this item is adopted with 256.929.922 votes representing 99,99487 % 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:

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

A number of 0 was annulled.

5. **The empowerment of Mr. Alexandru Săndulescu**, in his capacity as President of the Board of Directors, to sign, on behalf of the shareholders, the EGMS’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 EGMS’s Resolutions, including the publication and registration procedures thereof with the Trade Register Office or any other public institution. Mr. Alexandru 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 91,18481 % of the share capital and 91,18481 % of the voting rights, this item is adopted with 256.929.922 votes representing 99,99487 % 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:

- 256.929.922 votes “for”
- 13.158 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