



**Resolution No. /22.08.2014
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, 22 August 2014, hours 12:00, 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 – Mihail Kogalniceanu, 54 Iancu de Hunedoara Avenue, 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 4098 of 22.07.2014, in the daily paper "Romania Libera" number 7157/22.07.2014 and on the web address of the company;
- 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, shareholders are present or represented, holding a number of shares, representing of the subscribed and paid up share capital, representing 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. **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 as the secretary of the EGMS, while the company appoints as the technical secretary of the EGMS.

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

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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:

- votes “for”
- votes “against”
- votes “abstain
- votes were not casted.

A number of was annuled.

- 2. Information** note presented by the Board of Directors, regarding the status of the procurement process for legal assistance/consultancy services or legal representation services regarding the development of Cernavoda NPP, Units 3 and 4.

The current item is not subjected to the vote of the shareholders. The shareholders acknowledge the information presented by the Board of Directors with regards to the status of the procurement process for legal assistance/consultancy services or legal representation services regarding the development of Cernavoda NPP, Units 3 and 4.

- 3. Approval** of the strategy for the continuation of Cernavoda NPP Units 3 and 4 Project through the organization of a competitive selection procedure of a private investor.

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

- votes “for”
- votes “against”
- votes “abstain
- votes were not casted.

A number of was annulled.

- 4. Approval** of the participation of SN Nuclearelectrica SA within a “Green/Brown Field” type Project, through the establishment of an IPP (Independent Power Producer) type company, to which SNN will contribute with movable and immovable assets the value of which will be determined by an independent evaluator as per the applicable legislation and/or cash contribution, based on necessities, but not exceeding 2.000.00 Euro, in compliance with the approved Budget of Income and Expenditures and the selected private investor will also contribute in cash.

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

- votes “for”
- votes “against”
- votes “abstain
- votes were not casted.

A number of was annulled.

- 5. Approval** of the initiation, unfolding and completion by SN Nuclearelectrica SA of a competitive selection procedure of a private investor in order to establish a mixed capital IPP (Independent Power Producer) type company, in view of implementing a “Green/Brown Field” type project with the purpose of completing Cernavoda NPP Units 3 and 4 Project.

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

- votes “for”
- votes “against”
- votes “abstain
- votes were not casted.

A number of was annulled.

- 6. Empowerment** of the Board of Directors to initiate and develop the selection procedure in cooperation with a Negotiation Commission, as per the Strategy approved by the General Meeting of Shareholders.

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

- votes “for”
- votes “against”
- votes “abstain
- votes were not casted.

A number of was annulled.

- 7. Approval** of the setting up, by the order of the Delegated Minister for Energy, of a Commission for Negotiation with potential investors, that will directly coordinate and lead the unfolding of the private investor selection procedure, as per the approved Strategy and the empowerment of the Board of Directors to take all necessary measures to appoint the members from the side of SNN.

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

- votes “for”
- votes “against”
- votes “abstain
- votes were not casted.

A number of was annulled.

- 8. Approval** of the bearing by SN Nuclearelectrica SA of the costs generated by the development of Cernavoda NPP Units 3 and 4 Project that fall under the responsibility of SN Nuclearelectrica SA, as per the provisions of the approved Strategy, in compliance with the approved Budget of Income and Expenditures.

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

- votes “for”
- votes “against”
- votes “abstain
- votes were not casted.

A number of was annulled.

- 9. Approval** the date of **10.09.2014** 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 EGMS.

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

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

A number of was annulled.

- 10. 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 any 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 representingof the share capital andof the voting rights, this item is adopted with votes representing% 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:

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

A number of was annulled.

PRESIDENT OF THE BOARD OF DIRECTORS

Alexandru SANDULESCU