



Resolution No. 8/ 06.10. 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, October 6h, 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 – Ion Mincu Room, 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 Notice for the EGMS published in the Romanian Official Gazette, Part IV, issue number 5355 of 05.09.2014, in the daily paper "Romania Libera" of 05.09.2014 and on the web address of the company;
- The amended convening notice published in the Official Gazette of Romania, Part IV, number 5890 of 25.09. 2014 and in "Romania Libera" newspaper number 7204, of 25.09.2014 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, 15 shareholders are present or represented, holding a number of 257.008.231 shares, representing 91,20793 % of the subscribed and paid up share capital, representing 91,20793 % of the total voting rights. The quorum requirement is fulfilled in compliance with the provisions under Art. 15 of the Articles of Incorporation and with the provisions under Art. 115 paragraph 1 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 Shareholders.
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 Cristina Bacaintan and Livia Chitu as the technical secretary of the EGMS.



In the presence of the shareholders representing 91,20793 % of the share capital and 91,20793 % of the voting rights, this item is adopted with 257.004.610 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 Articles of Incorporation.

The votes were recorded as follows:

- 257.004.610 votes “for”
- 3.621 votes “against”
- 0 votes “abstain
- 0 votes were not casted.

A number of 0 was annulled.

2. **Approval** of the presentation by the Board of Directors of quarterly information on the purchase of goods, services and works of a value exceeding the amount of 500,000 Euro / purchase (for procurement of goods and works), and the amount of 100,000 Euro / purchase (for services) respectively, and on the implementation of a centralized system monitoring the public procurement within the company, expected to be in-service as of January 1st , 2015. Information will be included in a report of the Board of Directors that will be quarterly published on the website of the company. The report will include information on the legal basis in compliance with which the purchase took place, on the procurement procedure, on the object, value and duration of the procurement contract. Regular briefings on the process progress will take place in order to monitor the implementation of the centralized system.

In the presence of the shareholders representing 91,20793 % of the share capital and 91,20793 % of the voting rights, this item is adopted with 257.003.660 votes representing 99,99822 % of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 of the Articles of Incorporation.

The votes were recorded as follows:

- 257.003.660 votes “for”
- 3. 621 votes “against”
- 950 votes “abstain
- 0 votes were not casted.

A number of 0 was annulled.

3. **Approval** of the elaboration by the Board of Directors of an annual report on the sponsorship granted by the company and the publication on the Company’s website, no later than the end of January, of the report for the previous year.

In the presence of the shareholders representing 91,20793 % of the share capital and 91,20793 % of the voting rights, this item is adopted with 257.007.281 votes representing 99,99963 % of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 of the Articles of Incorporation.

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Paid and subscribed capital: 2.817.827.560 lei

office@nuclearelectrica.ro, www.nuclearelectrica.ro



The votes were recorded as follows:

- 257.007.281 votes “for”
 - 950 votes “against”
 - 0 votes “abstain
 - 0 votes were not casted.
- A number of 0 was annulled.

4. **Approval** of the elaboration by the Board of Directors, by the end of 2014, of the Development Strategy for the period 2015-2025, in conjunction with the management plan prepared by the Board.

In the presence of the shareholders representing 91,20793 % of the share capital and 91,20793 % of the voting rights, this item is adopted with 257.004.610 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 Articles of Incorporation.

The votes were recorded as follows:

- 257.004.610 votes “for”
- 3.621 votes “against”
- 0 votes “abstain
- 0 votes were not casted.

A number of 0 was annulled.

5. **Approval** of SNN’s share capital increase by cash contribution totaling a maximum amount of **239,172,630** lei, from the current value of **2,817,827,560** lei to the amount of **3,057,000,190** lei, by issuing a maximum number of **23,917,263** new, nominative, dematerialized shares, at a price of 10 lei / share, equal to the nominal value (without share premium) out of which:

(i) **19,437,670** new shares amounting to **194,376,700** lei representing the cash contribution of the Romanian State through the Ministry of Economy- the Department for Energy, namely the amount of budget allocations related to the period between 2006-2009 for the completion of the Cernavoda NPP’s Unit 2 and for financing the works on the Cernavoda NPP’s Units 3 -5;

(ii) A maximum number of **4,479,593** new shares in the amount of **44,795,930** lei will be granted, within the exercise of the preemption right, for subscription, in exchange for the cash contribution of the Romanian State through the Ministry of Economy, Department for Energy, to other SNN ‘s shareholders, namely to persons who have the quality of shareholder on the registration date, in order to maintain the participation quota with respect to the shares held within SNN on the registration date.

SNN’s shareholders will be able to exercise their preemption rights within a period of one month from the date mentioned in the prospectus, date subsequent to the date of registration and the date of publication of the Resolution of the Extraordinary General Meeting of Shareholders in

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the Official Gazette of Romania, Part IV, namely they will have the right to subscribe a number of shares proportional to the number of shares they hold on the Registration Date. Subscriptions will be held at the nominal value of 10 RON / share without share issuance premium. The number of preemption rights that is given to each shareholder shall be proportional to the number of shares issued by SNN held on the Registration Date. After expiry of the exercise of the preemptive rights, all unsubscribed shares shall be canceled. The effective period of subscription and the subscription procedure shall be notified to the shareholders through the current report after the publication of the EGMS Resolution in the Official Gazette, Part IV.

In the presence of the shareholders representing 91,20793 % of the share capital and 91,20793 % of the voting rights, this item is adopted with 229.021.024 votes representing 89,11038 % of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 of the Articles of Incorporation.

The votes were recorded as follows:

- 229.021.024 votes “for”
- 27.507.515 votes “against”
- 479.692 votes “abstain
- 0 votes were not casted.

A number of 0 was annulled.

6. Approval to postpone the debate upon the item:

“approval of SNN’s share capital increase by **in-kind and cash contributions** amounting to maximum **241,499,110** lei, from the current value of **2,817,827,560** lei to the value of **3,059,326,670** lei, by issuing a maximum number of **24,149,911** new nominative, dematerialized shares at a price of 10 lei / share, equal to the nominal value (without share issuance premium) out of which:

(i) **189,074** new shares in the amount of **1,890,740** lei representing the contribution in kind of the Romanian state, represented by the Ministry of Economy through the Department of Energy, as a result of having obtained the ownership certificate issued by the Ministry of Economy no. 12900 Series M03 for the undivided share of land of 239.05 square meters in 33 Gh. Magheru Blvd. Bucharest;

(ii) **19,437,670** new shares amounting to **194,376,700** lei representing the cash contribution of the Romanian state through the Ministry of Economy - Department of Energy, namely the value of the budget allocations for the period 2006-2009 designed to the completion of the Cernavoda NPP’s Unit 2;

(iii) maximum **4,523,167** new shares in the amount of **45,231,670** lei will be granted, within exercising the preemption right, for subscription, in exchange for the contribution in kind and in cash of the Romanian state through the Ministry of Economy - Department of Energy, to the other SNN’s shareholders, namely to persons having the quality of shareholders on the

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Registration Date, in order to maintain the participation quota held in SNN on the Registration Date.

SNN's shareholders will be able to exercise their preemption rights within a period of one month from the date mentioned in the prospectus, date subsequent to the date of registration and the date of publication of the Resolution of the Extraordinary General Meeting of Shareholders in the Official Gazette of Romania, Part IV, namely they will have the right to subscribe a number of shares proportional to the number of shares they hold on the Registration Date. Subscriptions will be held at the nominal value of 10 RON / share without share issuance premium. The number of preemption rights that is given to each shareholder shall be proportional to the number of shares issued by SNN held on the Registration Date. After expiry of the exercise of the preemptive rights, all unsubscribed shares shall be canceled. The effective period of subscription and the subscription procedure shall be notified to the shareholders through the current report after the publication of the EGMS Resolution in the Official Gazette, Part IV.

In the presence of the shareholders representing 91,20793 % of the share capital and 91,20793 % of the voting rights, this item is adopted with 256.485.618 votes representing 99,79666 % of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 of the Articles of Incorporation.

The votes were recorded as follows:

- 256.485.618 votes "for"
- 7.421 votes "against"
- 515.192 votes "abstain"
- 0 votes were not casted.

A number of 0 was annulled.

7. Rejection of the approval of SNN's share capital increase by **in-kind and cash contributions** amounting to maximum **241,499,110 lei**, from the current value of **2,817,827,560 lei** to the value of **3,059,326,670 lei**, by issuing a maximum number of **24,149,911** new nominative, dematerialized shares at a price of 10 lei / share, equal to the nominal value (without share premium) out of which:

(i) **189,074** new shares in the amount of **1,890,740 lei** representing the contribution in kind of the Romanian state, represented by the Ministry of Economy through the Department of Energy, as a result of obtaining the ownership certificate issued by the Ministry of Economy no. 12900 Series M03 for the undivided share of land of 239.05 sqm in 33 Gh. Magheru Blvd. Bucharest;

(ii) **19,437,670** new shares amounting to **194,376,700 lei** representing the cash contribution of the Romanian state through the Ministry of Economy - Department of Energy, namely the value of the budget allocations for the period 2006-2009 designed for the completion of the Cernavoda NPP's Unit 2;

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(iii) maximum **4,523,167** new shares in the amount of **45,231,670** lei will be provided, in exercising the pre-emption right for the subscription in exchange for the contribution in kind and in cash of the Romanian state through the Ministry of Economy-Department of Energy, to the other shareholders of SNN or to the persons having the quality of shareholders on the registration date, in order to maintain their participation in SNN on the registration date.

SNN's shareholders will be able to exercise their rights preferably within a period of one month from the date mentioned in the prospectus, the date subsequent to the date of registration and date of publication of the Resolution of the Extraordinary General Meeting of Shareholders in the Official Gazette of Romania, Part IV, namely they will have the right to subscribe a number of shares proportional to the number of shares they hold on the Registration Date. Subscriptions will be held at the nominal value of 10 lei/ share without issue premium. The number of pre-emption rights given to each shareholder will be proportional to the number of shares issued by SNN and held on the Registration Date. After expiry of the exercise of pre-emptive rights, all unsubscribed shares will be canceled. The effective period of the subscription and the subscription procedure will be communicated to shareholders through a current report subsequently to the publication of the EGM' Resolution in the Official Gazette, Part IV.

In the presence of the shareholders representing 91,20793 % of the share capital and 91,20793 % of the voting rights, this item is rejected with 256.478.154 votes representing 99,79375 % of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 of the Articles of Incorporation.

The votes were recorded as follows:

- 14.885 votes "for"
- 256.478.154 votes "against"
- 515.192 votes "abstain"
- 0 votes were not casted.

A number of 0 was annulled.

8. Approval of the transfer of the amount of 0.06 lei to the company's reserves, representing the difference in cash contribution of the Romanian state through the Ministry of Economy - Department of Energy for which there cannot be issued 1 entire share

In the presence of the shareholders representing 91,20793 % of the share capital and 91,20793 % of the voting rights, this item is adopted with 229.536.216 votes representing 89,31084 % of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 of the Articles of Incorporation.

The votes were recorded as follows:

- 229.536.216 votes "for"
- 27.472.015 votes "against"
- 0 votes "abstain"
- 0 votes were not casted.

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A number of 0 was annulled.

9. Empowering the Board of Directors of the Company, in accordance with the provisions of Article 114 paragraph (1) of Law 31/1990 on companies, republished and amended, in order to meet any and all formalities necessary for the implementation of the Resolution of the Extraordinary General Meeting of Shareholders, including, but not limited to, the initiation (establishing the payment agent), conduct (including the establishment and approval of the subscription procedure, approval of the subscription period, payment methods, payment date, the place where the operations will take place, record and validation of the subscriptions, cancellation of unsubscribed shares, determination of the accurate value by which the share capital is increased), closing (approving the share capital increase following the subscription and payment of the price / release of new shares), registration and operation of the share capital increase, the adequate modification of the Articles of Incorporation of the Company, drafting and signing of all documents and fulfillment of all formalities for implementing and registering the capital increase with the proper authorities.

In the presence of the shareholders representing 91,20793 % of the share capital and 91,20793 % of the voting rights, this item is adopted with 229.592.429 votes representing 89,33271% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 of the Articles of Incorporation.

The votes were recorded as follows:

- 229.592.429 votes “for”
- 27.415.802 votes “against”
- 0 votes “abstain”
- 0 votes were not casted.

A number of 0 was annulled.

10. Approval of the purchase of support services, legal advice and / or representation, as appropriate, in connection with a possible purchase by SNN SA of some assets owned by Enel group in Romania, as well as of other types of assistance and brokerage services related to the analysis and implementation of a transaction.

In the presence of the shareholders representing 91,20793 % of the share capital and 91,20793 % of the voting rights, this item is adopted with 229.596.229 votes representing 89,33419 % of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 of the Articles of Incorporation.

The votes were recorded as follows:

- 229.596.229 votes “for”
- 27.412.002 votes “against”
- 0 votes “abstain”
- 0 votes were not casted.

A number of 0 was annulled.

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11. Approval of the date of **22 October 2014** as the registration date in accordance with Art. 238 of the Capital Market Law no. 297/2004, namely the date serving to the identification of the shareholders subject to the EGM's resolutions as well as the **approval** of the date of **20 October 2014** as the "ex date", namely the date preceding the registration date when the financial instruments, subject of the resolutions of the corporate bodies, are traded without the rights derived from the resolution, pursuant to Art. 2 letter f) of Rules no. 6/2009 regarding the exercise of certain rights of shareholders within the General Meetings of the trading companies as amended and supplemented by Regulation no. 13/2014 for amending and supplementing certain regulations issued by the National Securities Commission.

In the presence of the shareholders representing 91,20793 % of the share capital and 91,20793 % of the voting rights, this item is adopted with 257.004.610 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 Articles of Incorporation.

The votes were recorded as follows:

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

A number of 0 was annulled.

12. Empowering 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. 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 91,20793 % of the share capital and 91,20793 % of the voting rights, this item is adopted with 257.004.610 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 Articles of Incorporation.

The votes were recorded as follows:

- 257.004.610 votes "for"
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- 0 votes were not casted.

A number of 0 was annulled.

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PRESIDENT OF THE BOARD OF DIRECTORS

Alexandru SANDULESCU

Secretary of the EGMS
Victor Alexandru SCHMIDT