



Resolution No.9 / 06.10.2014
of the Ordinary 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 13:00, the shareholders of Societatea Nationala Nuclearelectrica (hereinafter called "the Company" or "SNN") have met within the Ordinary General Meeting of the Shareholders ("OGMS") 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 OGMS 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 Articles of Incorporation ("the Articles of Incorporation");
- The applicable legislation;

The meeting chairman ascertains that at the opening of the meeting, the OGMS 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. 112, paragraph 1 of the Law of companies No. 31/1990 ("Law No. 31/1990"). The meeting Chairman ascertains that the OGMS 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 Ordinary 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 OGMS, while the company appoints Cristina Bacaintan and Livia Chitu as the technical secretary of the OGMS.



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 256.995.080 votes representing 99,99488 % of the under Art. 15 of the Articles of Incorporation and art. 112, paragraph 1of Law nr. 31/1990.

The votes were recorded as follows:

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

A number of 0 was annulled.

2. Dismissal of Mr. Ionel Bucur from the position of administrator of SNN, by the agreement of the Parties as a result of changing Art. 20 of the SNN’s Articles of Incorporation through the Resolution of the Extraordinary General Meeting of Shareholders no. 6 / 07.31.2014.

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 256.959.580 votes representing 99,98107 % of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 of the Articles of Incorporation art. 112, paragraph 1of Law nr. 31/1990.

The votes were recorded as follows:

- 256.959.580 votes “for”
- 13.151 votes “against”
- 35.500 votes “abstain
- 0 votes were not casted.

A number of 0 was annulled.

3. Rejection of the approval to start the procedure of selecting an administrator for the vacancy in the SNN’s Board of Directors, according to the Government Emergency Ordinance no. 109/2011 regarding the corporate governance of public companies.

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 229.019.290 votes representing 89,10971 % of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 of the Articles of Incorporation art. 112, paragraph 1of Law nr. 31/1990.

The votes were recorded as follows:

- 27.953.441 votes “for”
- 229.019.290 votes “against”
- 35.500 votes “abstain

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Paid and subscribed capital: 2.817.827.560 lei

office@nuclearelectrica.ro, www.nuclearelectrica.ro



- 0 votes were not casted.
- A number of 0 was annulled.

4. Approval of the Report on the administration activity related to the first half of 2014 prepared in accordance with the provisions under Art. 7, items 7.19 and 7.21 of the Administration Contract signed by the members of the Board of Directors and the Company.

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 229.585.749 votes representing 89,33012 % of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 of the Articles of Incorporation art. 112, paragraph 1 of Law nr. 31/1990.

The votes were recorded as follows:

- 229.585.749 votes “for”
- 27.422.482 votes “against”
- 0 votes “abstain
- 0 votes were not casted.

A number of 0 was annulled.

5. Regarding the approval of SNN applying the legal provisions relating to exemption from payment of the tax on the reinvested profit, in the presence of the shareholders representing 91,20793 % of the share capital and 91,20793 % of the voting rights, this item did not obtain the necessary vote for decision-making (229.006.639 votes representing 89,10479 % of the validly expressed votes being “abstain”), in compliance with the provisions under Art. 15 of the Articles of Incorporation and art. 112, paragraph. 1 of Law 31/1990.

The votes were recorded as follows:

- 28.001.592 votes “for”
- 0 votes “against”
- 229.006.639 votes “abstain
- 0 votes were not casted.

A number of 0 was annulled.

6. Approval of the date of **22 October 2014** as the registration date in accordance with the provisions under Art. 238 of the Capital Market Law no. 297/2004, namely the date serving to the identification of the shareholders subject to the OGMS’s Resolutions.

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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 art. 112, paragraph 1 of Law nr. 31/1990.

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.

7. Empowering 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 OGMS’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 91,20793 % of the share capital and 91,20793 % of the voting rights, this item is adopted with 256.995.080 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 Articles of Incorporation art. 112, paragraph 1 of Law nr. 31/1990.

The votes were recorded as follows:

- 256.995.080 votes “for”
- 13.151 votes “against”
- 0 votes “abstain
- 0 votes were not casted.

A number of 0 was annulled.

PRESIDENT OF THE BOARD OF DIRECTORS

Alexandru SANDULESCU

Secretary of the OGMS
Victor Alexandru SCHMIDT

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