



NUCLEARELECTRICA

**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.



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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.

Societatea Nationala NUCLEARELECTRICA S.A.

65 Polona Street, District 1, 010494, Bucharest, Romania; Tel +4021 203 82 00, Fax +4021 316 94 00;

Trade Registry number: J40/7403/1998, Sole registration code: 10874881,

Paid and subscribed capital: 2.817.827.560 lei

office@nuclearelectrica.ro, www.nuclearelectrica.ro



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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:



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- 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

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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