



NUCLEARELECTRICA

**Resolution number 3/15.06.2015
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, 15 June 2015, 10:00 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 Golden Tulip Victoria Hotel – George Enescu Room, 166 Calea Victoriei, 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 2431 dated 15.05.2015, in the "Romania Libera" newspaper, number 7363 of 15.05.2015 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,.....shareholders are present or represented, owning a total number of.....shares, representing of the subscribed and paid up share capital, representing 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 as the secretary of the OGMS, while the company appoints as the technical secretary of the OGMS.

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

- ...votes "for"



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- ...votes “against”
 - ...votes “abstain”
 - ...”unexpressed” votes
- A number of....votes was canceled.

- 2. The approval** of the liability against the persons who occupied the position of General Manager of the company during 2007-2011, with the application of the action ordered to the management of S.N. Nuclearelectrica S.A., by the Resolution no. 14/2012 for the application of the measures to capitalize the findings of the Court of Accounts Control Report number 4739/16.05.2012 with the subject: *“The control regarding the situation, the evolution and the administration of the public and private patrimony during 2009-2011”*, in order to recover the prejudice ascertained by the Court of Accounts.

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

- ...votes “for”
 - ...votes “against”
 - ...votes “abstain”
 - ...”unexpressed” votes
- A number of....votes was canceled.

- 3. The approval** of the initiation of the liability actions as per the provisions of art. 155 of the Law no. 31/1990 against the persons who occupied the position of General Manager of SNN during 2007-2011 in order to recover S.N. Nuclearelectrica’s prejudice in the amount estimated by the Court of Accounts at 139.195 EURO (571.087 lei) (to which is added the legal interest as unachieved revenue and the update with the inflation index), representing the value of 2 insurance premiums concluded for the administrators, including persons outside the company, without legal basis for their conclusion.

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

- ...votes “for”
- ...votes “against”
- ...votes “abstain”

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: 3.012.210.410 lei

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- ...”unexpressed” votes
- A number of....votes was canceled.

4. The empowerment of the General Manager to represent the company, to sign and promote the summoning before the qualified courts of law, on the basis of art. 155 of the Law no. 31/1990.

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

- ...votes “for”
 - ...votes “against”
 - ...votes “abstain”
 - ...”unexpressed” votes
- A number of....votes was canceled.

5. The approval of the date of **30.06.2015** 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 representingof the share capital andof the voting rights, the current item is adopted with....votes, representing.....% 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:

- ...votes “for”
 - ...votes “against”
 - ...votes “abstain”
 - ...”unexpressed” votes
- A number of....votes was canceled.

6. The approval of the date of **29.06.2015** 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 with the subsequent amendments.



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

- ...votes “for”
- ...votes “against”
- ...votes “abstain”
- ...”unexpressed” votes

A number of....votes was canceled.

- 7. The empowerment of Mr. Alexander 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. Alexander Săndulescu may delegate all or part of the powers mentioned above to anyone competent to fulfil this mandate.

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

- ...votes “for”
- ...votes “against”
- ...votes “abstain”
- ...”unexpressed” votes

A number of....votes was canceled.

PRESIDENT OF THE BOARD OF DIRECTORS

Alexandru SANDULESCU

SECRETARY OF THE MEETING