



**Resolution No. /6.10.2014
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 6th, 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 for the EGMS published in the Romanian Official Gazette, Part IV, issue number of 05.09.2014, in the daily paper "Romania Libera" 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, 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. The 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 and as the technical secretary of the EGMS.

In the presence of the shareholders representing % of the share capital and % of 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 Articles of Incorporation.

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

The votes were recorded as follows:

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

A number of 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 % of the share capital and % of 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 Articles of Incorporation.

The votes were recorded as follows:

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

A number of 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 % of the share capital and % of 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 Articles of Incorporation.

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 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 % of the share capital and % of 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 Articles of Incorporation.

The votes were recorded as follows:

- votes "for"
- votes "against"
- votes "abstain"
- votes were not casted.

A number of 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 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 % of the share capital and % of 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 Articles of Incorporation.

The votes were recorded as follows:

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

A number of 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 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 to 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 lei/ share without share issuance premium. The number of pre-emption rights given to each shareholder shall be proportional to the number of shares issued by SNN and held on the Registration Date. After the expiry of the exercise of the pre-emptive rights, all unsubscribed shares shall be canceled. The effective subscription period and the subscription procedure shall be notified to the shareholders through a current report subsequently to the publication of the EGM’s Resolution in the Official Gazette, Part IV.”

In the presence of the shareholders representing % of the share capital and % of 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 Articles of Incorporation.

The votes were recorded as follows:

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

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

7. 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;
- (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 % of the share capital and % of 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 Articles of Incorporation.

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 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 one entire share cannot be issued.

In the presence of the shareholders representing % of the share capital and % of 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 Articles of Incorporation.

The votes were recorded as follows:

- votes "for"
- votes "against"
- votes "abstain"
- votes were not casted.

A number of was annulled.

9. Empowering the Board of Directors of the Company, in accordance with the provisions of Article 114 paragraph (1) of the Company Law 31/1990, 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 (establishment of the payment agent), the development (including the establishment and approval of the subscription procedure, payment ways, payment date, location to unfold the operations, recording and validating the subscriptions made, cancellation of unsubscribed shares, determination of the accurate value by which the share capital is increased), closing (approval of the share capital increase following subscription and payment of the price / release of new shares), registration and operation of the share capital increase, adequate change of the Company's Articles of Incorporation, drafting and signing of all documents and fulfilling of all formalities for implementing and registering the share capital increase with the proper authorities.

In the presence of the shareholders representing % of the share capital and % of 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 Articles of Incorporation.

The votes were recorded as follows:

- votes "for"
- votes "against"
- votes "abstain"
- votes were not casted.

A number of 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 % of the share capital and % of 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 Articles of Incorporation.

The votes were recorded as follows:

- votes "for"
- votes "against"
- votes "abstain"
- votes were not casted.

A number of was annulled.

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 % of the share capital and % of 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 Articles of Incorporation.

The votes were recorded as follows:

- votes "for"
- votes "against"
- votes "abstain"
- votes were not casted.

A number of was annulled.

12. Empowering Mr. Alexander Sandulescu, 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. Alexander Sandulescu may delegate all or part of the powers mentioned above to anyone competent to fulfill this mandate.

In the presence of the shareholders representing % of the share capital and % of 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 Articles of Incorporation.

The votes were recorded as follows:

- votes "for"
- votes "against"
- votes "abstain"

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

PRESIDENT OF THE BOARD OF DIRECTORS
Alexandru SANDULESCU