



Report date: 30 April 2015

Name of the issuing entity: Societatea Nationala NUCLEARELECTRICA S.A.

Registered office: 65, Polona street, District 1, Bucharest

Phone/fax number: 021-203.82.00 / 021 – 316.94.00

Sole Registration Code with the Trade Register Office: 10874881

Order number in the Trade Register: J40/7403/1998

Subscribed and paid share capital: RON 3.012.210.410

Regulated market on which the issued securities are traded: Bucharest Stock Exchange

To: Bucharest Stock Exchange

Financial Supervisory Authority

Ref: Current Report in compliance with Art. 113, item A, paragraph (1) letter c) of the Regulation No. 1/2006 of the Romanian National Securities Commission regarding the issuers and securities operations, as subsequently amended, as well as in compliance with the provisions of art. 99 under the Code of the Bucharest Stock Exchange Market Operator, Tier II, Issuers and Financial Instruments

Important event to be reported :

The resolutions of the Ordinary and Extraordinary General Meeting of Shareholders of 29.04.2015

Societatea Nationala Nuclearelectrica S.A. (“SNN”) informs the shareholders and investors that on 29.04.2015, at the Howard Johnson Hotel, Colorado room, the Ordinary and Extraordinary General Meeting of Shareholders, took place starting with 12:00.

The resolutions of the General Meeting of Shareholders of 29.04.2015 are presented in the Appendix to this current report.

Daniela Lulache
CEO

Resolution number 1/29.04.2015
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, 29 April 2015, 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 1644 dated 27.03.2015, in the "Romania Libera" newspaper, number 7330 of 27.03.2015 and on the website of the Company;
- The amended Convening Notice for the OGMS published in the Romanian Official Gazette, Part IV, issue number 1982 of 17.04.2015, in the daily paper "Romania Libera" of issue number 7343 of 17.04.2015 and on the web address 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, 23 shareholders are present or represented, owning a total number of 279.772.458 shares, representing 92,87945 % of the subscribed and paid up share capital, representing 92,87945 % 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 Victor Alexandru Schmidt as the secretary of the OGMS, while the company appoints Livia Chitu and Cristina Bacaintan as the technical secretary of the OGMS.

In the presence of the shareholders representing 92,87945 % of the share capital and 92,87945 % of the voting rights, the current item is **adopted** with 279.772.458 votes, representing 100 % 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:

- 279.772.458 votes “for”
- 0 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

- 2. The approval of the Annual Individual Financial Statements** for the financial year ended at 31 December 2014, prepared in compliance with the International Financial Reporting Standards adopted by the European Union (“IFRS-EU”), as provided by the Order of the Ministry of Public Finance number 1286/2012 with the subsequent amendments (« OMFP 1286/2012”), based on the **Annual Report of the Administrators** for the year 2014 and on the **Independent Auditor’s Report** on the annual individual financial statements for the year 2014.

In the presence of the shareholders representing 92,87945 % of the share capital and 92,87945 % of the voting rights, the current item is **adopted** with 279.750.247 votes, representing 99,99206 % 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:

- 279.750.247 votes “for”
- 9.761 votes “against”
- 12.000 votes “abstain”
- 450 ”unexpressed” votes

A number of 0 votes was cancelled.

- 3. The approval of the Consolidated Financial Statements** for the financial year ended at 31 December 2014, prepared in compliance with IFRS-UE, as provided by OMFP 1286/2012, based on the **Annual Report of the Administrators** for the year 2014 and on the **Independent Auditor’s Report** on the annual consolidated financial statements for the year 2014.

In the presence of the shareholders representing 92,87945 % of the share capital and 92,87945 % of the voting rights, the current item is **adopted** with 279.750.247 votes, representing 99,99206 % 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:

- 279.750.247 votes “for”
- 9.761 votes “against”
- 12.000 votes “abstain”
- 450 ”unexpressed” votes

A number of 0 votes was canceled.

- 4. The approval of the Annual Report of the Administrators for the financial year 2014.**

In the presence of the shareholders representing 92,87945 % of the share capital and 92,87945 % of the voting rights, the current item is **adopted** with 279.750.123 votes, representing 99,99202 % 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:

- 279.750.123 votes “for”
- 9.761 votes “against”
- 12.124 votes “abstain”
- 450 ”unexpressed” votes

A number of 0 votes was cancelled.

5. The approval of the proposal of the Board of Directors regarding the distribution of the net profit for the financial year 2014, as follows:

Indicator (financial year 2014)	Amount (lei)
Net profit for the financial year (A)	133.064.655
+ Provision for employees’ participation to profit (deducted from the accounting profit) (B)	2.592.400
Net profit of allocating for the financial year (A+B), assigned as follows:	135.657.055
a) legal reserves	8.250.662
b) other reserves representing fiscal facilities stipulated by law	516.049
c) allocation to cover the accounting losses from previous years, except the accounting losses resulting from application of the IAS29	-
d) allocation for financing sources for projects co-financed from external loans, as well as for establishing the necessary sources for the reimbursement of capital instalments, for the payment of interest, commissions, fees and other costs related to the external loans	-
e) other distributions provided by law	-
Accounting profit remaining after deducting of the amounts mentioned above (a-e), assigned as follows:	126.890.344
f) employees’ participation to profit	2.592.400
g) gross dividends to be distributed	90.366.312
h) other reserves	33.931.632
Undistributed profit	-

The approval of the value of the gross dividend in the amount of **0,30 lei**, of the date of payment initiation, namely **26.06.2015** and of the payment methods provided in the Note presented to the shareholders.

In the presence of the shareholders representing 92,87945 % of the share capital and 92,87945 % of the voting rights, the current item is **adopted** with 279.762.247 votes, representing 99,99635 % 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:

- 279.762.247 votes “for”
- 9.761 votes “against”
- 0 votes “abstain”
- 450 ”unexpressed” votes

A number of 0 votes was cancelled.

6. **The Presentation of the Administration Activity Report** for the fourth quarter of the year 2014, prepared in compliance with articles 7, item 7.19 of the administration contract concluded by the members of the Board of Directors with SN.Nuclearelectrica SA.

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.

7. **The approval of the Administration Activity Report** for the fourth quarter of 2014, prepared in compliance with articles 7, item 7.19 of the administration contract concluded by the members of the Board of Directors with SN.Nuclearelectrica SA.

In the presence of the shareholders representing 92,87945 % of the share capital and 92,87945 % of the voting rights, the current item is **adopted** with 252.341.866 votes, representing 90,19539 % 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:

- 252.341.866 votes “for”
- 27.418.142 votes “against”
- 12.000 votes “abstain”
- 450 ”unexpressed” votes

A number of 0 votes was cancelled.

8. **The presentation of the Annual Report of the Nomination and Remuneration Committee** regarding the remuneration and other advantages awarded to the administrators and managers during the financial year 2014.

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.

9. **The approval of the discharge of duties of the administrators for the financial year ended at 31 December 2014.**

In the presence of the shareholders representing 92,87945 % of the share capital and 92,87945 % of the voting rights, the current item is **adopted** with 279.762.123 votes, representing 99,99631 % 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:

- 279.762.123 votes “for”
- 9.761 votes “against”
- 124 votes “abstain”
- 450 ”unexpressed” votes

A number of 0 votes was cancelled.

10. The rejection of the Revenues and Expenses Budget for the year 2015.

In the presence of the shareholders representing 92,87945 % of the share capital and 92,87945 % of the voting rights, the current item is **rejected** with 275.873.951 votes, representing 98,60654 % 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:

- 2.204.933 votes “for”
- 275.873.951 votes “against”
- 1.693.124 votes “abstain”
- 450 ”unexpressed” votes

A number of 0 votes was cancelled.

The current item will be submitted to the approval of the shareholders after the publication in the Official Gazette of Romania of the Government’s Decision regarding the approval of the company’s revenues and expenses budget for the financial year 2015.

11. The approval of the update of the Annex 1.1. and of the annex 1 to the administration contract concluded between the administrators and the company and the empowerment of the representative of the Ministry of Energy, Small and Medium Sized Enterprises and Business Environment to sign the addendums to the administration contracts with the administrators.

In the presence of the shareholders representing 92,87945 % of the share capital and 92,87945 % of the voting rights, the current item is **adopted** with 250.660.742 votes, representing 89,59450 % 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:

- 250.660.742 votes “for”
- 27.418.142 votes “against”
- 1.693.124 votes “abstain”
- 450 ”unexpressed” votes

A number of 0 votes was cancelled.

12. The election of Mr. Stanescu Nicolae-Bogdan-Codrut, Romanian citizen, [REDACTED]

[REDACTED] as **member of the Board of Directors** for the vacant position and the empowerment of the representative of the Ministry of Energy, Small and Medium Sized Enterprises and Business Environment to sign the administration contract with the elected administrator in the form proposed by the Romanian state through the Ministry of Energy, Small and Medium Sized Enterprises and Business Environment.

The duration of Mr. Stanescu Nicolae-Bogdan-Codrut’s mandate is until 25.04.2017.

Following the election of an administrator for the vacancy, starting with the date of the current resolution, the mandate with the provisional administrator Ms. Alina Ioana Dragan, Romanian citizen, [REDACTED]

[REDACTED] appointed by the Board of Directors of SNN ceases.

In the presence of the shareholders representing 92,87945 % of the share capital and 92,87945 % of the voting rights, the current item is **adopted** with 277.689.567 votes, representing 99,25551 % 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:

- 277.689.567 votes “for”
- 1.719.857 votes “against”
- 362.584 votes “abstain”
- 450 ”unexpressed” votes

A number of 0 votes was cancelled.

- 13. The rejection of the election of a new member of the Board of Directors** for the vacant position and the empowerment of the representative of the Ministry of Energy, Small and Medium Sized Enterprises and Business Environment to sign the administration contract with the elected administrator in the form presented to the shareholders.

In the presence of the shareholders representing 92,87945 % of the share capital and 92,87945 % of the voting rights, the current item is **rejected** with 277.613.058 votes, representing 99,22816 % 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:

- 2.155.466 votes “for”
- 277.613.058 votes “against”
- 3.484 votes “abstain”
- 450 ”unexpressed” votes

A number of 0 votes was cancelled.

- 14.1 The approval of the level of the fixed monthly indemnity for the administrators in the amount of 4.023 lei monthly**, applicable starting with the date of the current resolution. The variable component of the remuneration of the Board members remains unchanged, as provided in the administration contract, approved by the Resolution number 19/24.07.2013 of the Ordinary General Meeting of Shareholders.

In the presence of the shareholders representing 92,87945 % of the share capital and 92,87945 % of the voting rights, the current item is **adopted** with 278.000.786 votes, representing 99,36675 % 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:

- 278.000.786 votes “for”
- 1.702.885 votes “against”
- 68.337 votes “abstain”
- 450 ”unexpressed” votes

A number of 0 votes was cancelled.

- 14.2 The rejection of maintaining the current level of the fixed monthly indemnity for the administrators** in the amount of **4.028 lei gross monthly** representing the average for the last 12 months

of the average gross monthly income in the branch of activity of the Company, communicated by the National Statistics Institute before 25.04.2013. The variable component of the remuneration of the Board members remains unchanged, as provided in the administration contract, approved by the Resolution number 19/24.07.2013 of the Ordinary General Meeting of Shareholders

In the presence of the shareholders representing 92,87945 % of the share capital and 92,87945 % of the voting rights, the current item is **rejected** with 275.902.962 votes, representing 98,61691 % 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:

- 3.797.463 votes “for”
- 275.902.962 votes “against”
- 71.583 votes “abstain”
- 450 ”unexpressed” votes

A number of 0 votes was cancelled.

15.1 The approval of the amendment of art. 16 of the Administration contract approved by the Resolution number 19/24.07.2013 of the Ordinary General Meeting of Shareholders, as follows : « The administrator receives a monthly fixed gross indemnity for the execution of his mandate in the amount of maximum 4.023 lei, as follows:

- *the president of the board of directors and the members of the board of directors who are members of at least two (2) advisory committees at the level of the board receive a fixed monthly gross indemnity in the amount of 4.023 lei;*
- *the members of the board of directors who are members of one advisory committee at the level of the board of directors receive a fixed monthly gross indemnity equal to 90% of the maximum value of 4.023 lei;*
- *the members of the board of directors who are not member of any advisory committee at the level of the board of directors receive a fixed monthly gross indemnity equal to 85% of the maximum value of 4.023 lei;*

The empowerment of the representative of the Ministry of Energy, Small and Medium Sized Enterprises and Business Environment to sign the addendums to the administration contracts with the administrators.

In the presence of the shareholders representing 92,87945 % of the share capital and 92,87945 % of the voting rights, the current item is **adopted** with 278.056.999 votes, representing 99,38684 % 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:

- 278.056.999 votes “for”
- 1.702.885 votes “against”
- 12.124 votes “abstain”
- 450 ”unexpressed” votes

A number of 0 votes was cancelled.

15.2 The rejection of the amendment of art. 16 of the Administration contract approved by the Resolution number 19/24.07.2013 of the Ordinary General Meeting of Shareholders, as

follows : « The administrator receives a monthly fixed gross indemnity for the execution of his mandate in the amount of maximum 4.028 lei, as follows:

- the president of the board of directors and the members of the board of directors who are members of at least two (2) advisory committees at the level of the board receive a fixed monthly gross indemnity in the amount of 4.028 lei;
- the members of the board of directors who are members of one advisory committee at the level of the board of directors receive a fixed monthly gross indemnity equal to 90% of the maximum value of 4.028 lei;
- the members of the board of directors who are not member of any advisory committee at the level of the board of directors receive a fixed monthly gross indemnity equal to 85% of the maximum value of 4.028 lei;

The empowerment of the representative of the Ministry of Energy, Small and Medium Sized Enterprises and Business Environment to sign the addendums to the administration contracts with the administrators.

In the presence of the shareholders representing 92,87945 % of the share capital and 92,87945 % of the voting rights, the current item is **rejected** with 275.902.962 votes, representing 98,61691 % 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:

- 3.853.676 votes “for”
- 275.902.962 votes “against”
- 15.370 votes “abstain”
- 450 ”unexpressed” votes

A number of 0 votes was cancelled.

- 16. Information note** regarding the transactions concluded with the administrators or managers, employees, shareholders having control over the company or with a company controlled by them during 01.11.2014 – 28.02.2015, in accordance with Art. 52 paragraphs (1) and (2) of OUG No. 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.

- 17. 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 01.11.2014 – 28.02.2015, 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.

- 18. The approval** of the date of **08.06.2015** as a 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 92,87945 % of the share capital and 92,87945 % of the voting rights, the current item is **adopted** with 279.761.375 votes, representing 99,99604 % 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:

- 279.761.375 votes “for”
- 9.761 votes “against”
- 0 votes “abstain”
- 450 ”unexpressed” votes

A number of 872 votes was cancelled.

- 19. The rejection** of the date of **23.06.2015** as a 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 92,87945 % of the share capital and 92,87945 % of the voting rights, the current item is **rejected** with 276.321.635 votes, representing 98,76656 % 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:

- 3.434.870 votes “for”
- 276.321.635 votes “against”
- 0 votes “abstain”
- 450 ”unexpressed” votes

A number of 15.493 votes was cancelled.

- 20. The approval** of the date **05.06.2015** 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.

In the presence of the shareholders representing 92,87945 % of the share capital and 92,87945 % of the voting rights, the current item is **adopted** with 279.762.247 votes, representing 99,99635 % 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:

- 279.762.247 votes “for”
- 9.761 votes “against”
- 0 votes “abstain”
- 450 ”unexpressed” votes

A number of 0 votes was cancelled.

- 21. The rejection** of the date **22.06.2015** 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.

In the presence of the shareholders representing 92,87945 % of the share capital and 92,87945 % of the voting rights, the current item is **rejected** with 276.319.147 votes, representing 98,76567 % 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:

- 3.434.746 votes “for”
- 276.319.147 votes “against”
- 10 votes “abstain”
- 450 ”unexpressed” votes

A number of 18.105 votes was cancelled.

22. The approval of the date of **26.06.2015** as the payment date, namely the date when the distribution of revenues related to the ownership of securities, consisting of cash or securities, becomes certain, as per the provisions of article 2, letter g) of the Regulation number 6/2009, with the subsequent amendments and with that of article 1, paragraph (3) of the Ordinance number 64/2001, with the subsequent amendments.

In the presence of the shareholders representing 92,87945 % of the share capital and 92,87945 % of the voting rights, the current item is **adopted** with 279.761.375 votes, representing 99,99604 % 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:

- 279.761.375 votes “for”
- 10.633 votes “against”
- 0 votes “abstain”
- 450 ”unexpressed” votes

A number of 0 votes was cancelled.

23. 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 representing 92,87945 % of the share capital and 92,87945 % of the voting rights, the current item is **adopted** with 279.762.247 votes, representing 99,99635 % 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:

- 279.762.247 votes “for”
- 9.761 votes “against”
- 0 votes “abstain”
- 450 ”unexpressed” votes

A number of 0 votes was cancelled.

PRESIDENT OF THE BOARD OF DIRECTORS

Alexandru SANDULESCU

SECRETARY OF THE MEETING

Victor Alexandru SCHMIDT

Resolution No. 2/29.04.2015
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, April 29th, 2015, hours 13:30, 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 Howard Johnson Hotel – Colorado Room, 5-7 Calea Dorobantilor, 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 Note for the EGMS published in the Romanian Official Gazette, Part IV, issue number 1644 of 27.03.2015, in the daily paper "Romania Libera" issue number 7330 of 27.03.2015 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 1982 of 17.04.2015, in the daily paper "Romania Libera" issue number 7343 of 17.04.2015 and on the web address of the company;
- The provisions of the company's Articles of Incorporation in force ("the Articles of Incorporation");
- The applicable legislation;

The meeting chairman ascertains that at the opening of the meeting, the EGMS is legal and statutory, 17 shareholders are present or represented, holding a number of 297.748.915 shares, representing 92,87164 % of the subscribed and paid up share capital, representing 92,87164 % 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 Victor Alexandru Schmidt as the secretary of the EGMS, while the company appoints Livia Chitu and Cristina Bacaintan as the technical secretary of the EGMS.

In the presence of the shareholders representing 92,87164 % of the share capital and 92,87164 % of the voting rights, this item is **adopted** with 279.748.915 votes representing 100 % 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:

- 279.748.915 votes "for"

- 0 votes “against”
 - 0 votes “abstain
 - 0 votes were not casted.
- A number of 0 was cancelled.

2. The approval of the modification of the Articles of Incorporation of the Company, as follows:

Article 7 is amended and will have the following content:

*Art. 7 (1) The share capital of the Company is **3.012.210.410 lei**, fully subscribed and paid by the Company’s shareholders. The share capital is divided into **301.221.041** nominative shares, issued in dematerialized form, having a nominal value of 10.00 lei each.*

(2) The company’s share capital is owned by the following shareholders, as follows:

*a) The Romanian State, through the Ministry of Energy, Small and Medium Sized enterprises and Business Environment (the appropriate Ministry, or its successors, according to law) owns a total of **248.443.809** shares with a total value of **2.484.438.090 lei** corresponding to a quota of **82,48 %** of the share capital of the Company;*

*b) S.C. Fondul Proprietatea S. A. owns a total of **27.408.381** shares with a total value of **274.083.810 lei**, which corresponds to a quota of **9,10 %** of the share capital of the company;*

*c) Other shareholders, Romanian and foreign natural and legal persons own a total of **5.368.851** shares with a total value of **253.688.510 lei**, representing a quota of **8.42 %** of the share capital of the company.*

Article 8 is amended with paragraph (7) and will have the following content:

*(7) In compliance with the provisions of article 220¹ of the Law number 31/1990, the Board of Directors is empowered, during its mandate, to increase the share capital of the company by the issue of new shares in exchange for the shareholders contributions, up to the an authorized equity value of **3.016.200.000 lei** representing:*

- the in kind contribution of the Romanian state, represented by the Ministry of Economy, Small and Medium Sized Enterprises and Business Environment, following the obtaining of the ownership certificate number 12900, series M03, issued by the Ministry of Economy, for the land undivided share of 239,05 sm located in Magheru Av., number 33, Bucharest and of the ownership certificate number 9462/04.02.2005, series M03, issued by the Ministry of Economy, for the land “Guard house and access road” located in Saligny, Constanta county; the in kind contributions will be evaluated by evaluators assigned by the Trade Registry in compliance with the provisions of article 215 of the Law number 31/1990 using the evaluation method provided at article 6, paragraph 3 of HG number 834/1991, corroborated with the provisions of article 143 of HG number 577/2002;

- the in kind contribution of other shareholders, within the preference right in exchange for in kind contributions of the Romanian State through the Ministry of Economy, Small and Medium Sized Enterprises and Business Environment;

The resolution of the Board of Directors regarding the share capital increase will be published in the Official Gazette of Romania, part IV.

Article 20, paragraph 1 is amended and will have the following content:

ART.20 *(1) The Board of Directors delegates the management of the company to one or more managers, appointing one of them as General Manager. The General Manager may be appointed from among the administrators, who thus become executive administrators or from*

outside the Board of Directors. Within the Board of Directors there can be only one executive administrator. As per the Articles of Incorporation, the concept “Director” refers to the person empowered to manage the company through a resolution of the Board of Directors and who concludes a mandate contract with the Company, as per the provisions of the company Law 31/1990, subsequently amended.

In the presence of the shareholders representing 92,87164 % of the share capital and 92,87164 % of the voting rights, this item is **adopted** with 250.965.499 votes representing 89,71098 % 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:

- 250.965.499 votes “for”
- 28.743.405 votes “against”
- 41.011 votes “abstain
- 0 votes were not casted.

A number of 0 was cancelled.

- 3. Regarding the “renouncing to SNN’s participation in the investment projects:** (i) Pumping storage hydroelectric power plant (CHEAP) Tarnita – Lapustesti and the underwater interconnection cable of 400 Kv Romania – Turkey and the acknowledgment of the termination of the validity of items 2, 3, 7 and 8 of the resolution number 1/11.03.2014 of the Extraordinary General Meeting of Shareholders”, the number of votes necessary for taking a decision was not expressed (248.500.146 votes representing 88,82971 % of the total expressed votes of the present and represented shareholders being “abstain” votes).

The votes were recorded as follows:

- 31.248.769 votes “for”
- 0 votes “against”
- 248.500.146 votes “abstain”
- 0 were not casted.

A number of 0 was cancelled.

- 4. The approval of the procurement of legal consultancy, assistance and/or representation services** from different law companies, depending on their specialization and the effective needs of the company in terms of legal services, on current and complex problems, in case the competence level and workload exceeds the possibilities of the legal advisors of the company. The procurement of these services will be done by the management of the company, in compliance with the related legal provisions, ensuring the conformity with the governing principles of the procurement legislation: competitiveness, transparency, lack of discrimination, equal treatment, proportionality, efficiency of the funds used. The costs for contracting these services will not exceed 100.000 Euro.

In the presence of the shareholders representing 92,87164 % of the share capital and 92,87164 % of the voting rights, this item is **adopted** with 279.692.578 votes representing 99,97986 % 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:

- 279.692.578 votes “for”
- 56.337 votes “against”
- 0 votes “abstain

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

5. **The approval of the assignment of an authorized evaluator by the Trade Registry belonging to the Bucharest Tribunal for the evaluation of the land** in the area of 3.873,13 sm located in Saligny, Constanta county for which the ownership certificate series M03, number 9462/04.02.2005, in view of increasing the share capital of Nuclearelectrica, in compliance with the provisions of article 215, of the Law for companies number 31/1990, with the subsequent amendments.

In the presence of the shareholders representing 92,87164 % of the share capital and 92,87164 % of the voting rights, this item is **adopted** with 250.965.499 votes representing 89,71098 % 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:

- 250.965.499 votes “for”
- 28.742.405 votes “against”
- 41.011 votes “abstain
- 0 votes were not casted.

A number of 0 was cancelled.

6. **The approval of the** delegation of competence regarding the share capital increase of SNN to the Board of Directors up to the value of the authorized equity of **3.016.200.000 lei**, based on the provisions of article 114, paragraph 1 and 220¹ of the Law number 31/1990 and the provisions of article 236 of the Law number 297/2004, under the following conditions:

- The Extraordinary General Meeting of Shareholders approves the delegation to the Board of Directors, on a year period, of the attributions regarding the share capital increase of SNN up to a maximum value **3.016.200.000 lei** representing:
 - The contribution in kind of the Romanian State, represented by the Ministry of Energy, Small and Medium Enterprises and Business Environment, as a result of obtaining the Land Ownership Certificate, series M03, number 12900, issued by the Ministry of Economy for the undivided share land of 239,05 m², located in 33 Gheorghe Magheru Av, Bucharest and of the Land Ownership Certificate, series M03, number 9462/04.02.200, issued by the Ministry of Economy for the « Guard House and Access Road » land, located in Saligny, Constanta County; the value of the two lands representing contribution in kind will be established by independent experts appointed by the Trade Registry in compliance with art. 215 of Law no. 31/1990 through **an update of the land value from the date of forwarding the documentation, with the inflation index in compliance with art. 6 of GD no. 834/1991 corroborated with art. 143 of GD no. 577/2002;**
 - The contribution in cash of the other shareholders, within the exercise of the pre-emptive rights by the other shareholders in exchange for the contribution in kind of the Romanian State through the Ministry of Energy, Small and Medium Enterprises and Business Environment;
- The proposed authorised equity in value of **3.016.200.000 lei** is based on the following:
 - (i) The value stated in the Real Estate Assessment Report elaborated on 04.12.2008 by Technical Expert Assessor Eng. Mihaela Borborici, namely the estimated market value, by means of direct comparison, of **2.547.230 RON**,

the equivalent of 662.806 euro (1 EURO = 3,8431 RON/ 04.12.2008), for the area indicated in the assessment report;

- (ii) The value stated in the Supplement to the extra judiciary technical expertise report elaborated on 20.02.2015 by the expert appointed by the Trade Registry, namely the updated value of the land was established at **2.945.247 lei** and took into consideration the real data of the cadastral measurements for the area of 239,05 m². The date of assessment is 20.02.2015. The Supplement to the extra judiciary technical expertise report was based on the provisions of GD no. 834/1991 amended by GD no. 107/2008 through an update of the inflation index communicated by the National Institute of Statistics on the value from the assessment report on the date of elaborating the documentation forwarded to the responsible authority in order to have the Land Ownership Certificates of the land issued.
 - (iii) The value stated in the assessment documentation of the “Guard House and Access Road” land, located in Saligny, Constanta County being **91.861.073 lei/ROL** (value prior to the denomination of the national currency, the equivalent of 9.186,11 RON). Without an assessment report elaborated by an independent assessor, the indexed value of this land with the inflation index during January 2005-January 2014 is approximately 14.804 RON (value estimated by SNN). An independent assessor will do an assessment of this land in compliance with art. 143 of GD no. 577/2002 and with art. 6, paragraph 3 of GD no. 834/1991;
 - (iv) The fact that the values of the two lands mentioned at items (i) and (iii) will be updated with the inflation index in compliance with art. 6 of GD no. 834/1991 corroborated with art. 143 of GD no. 577/2002 by independent experts appointed by the Trade Registry; the used inflation index will be the last one available on the date of elaborating the reports by the independent experts appointed by the Trade Registry;
 - (v) The fact that all shareholders will exercise their pre-emptive rights and will subscribe all the shares of the public offer that will be unfolded by SNN as a result of the share capital increase;
 - (vi) A certain reserve margin that could emerge due to the assessment results after applying certain higher inflation indexes due to reporting on assessment date, the last index of the consumption price on the date of elaborating the reports by the independent experts (reserve margin of nearly 11% of the current estimated values).
- As per art. 6, paragraph 3 of GD no. 834/1991, the value of the lands, updated by inflation index until the date of assessment, is included, according to the legislation, in the patrimony of the commercial companies, and the share capital is increased in compliance with art. 113 letter. f) and art. 210 of Law no. 31/1990;
 - The Board of Directors will initiate the share capital increase procedure after the appointment by the Trade Registry of an expert to establish the value of the “Guard House and Access Road” land, located in Saligny, Constanta County and after the completion of the report by the appointed expert in compliance with art. 215 of Law no. 31/1990 and art. 6, paragraph 3 of GD no. 834/1991;
 - The Board of Directors will decide the share capital increase with contribution in kind of the Romanian State represented by the value of the two lands and the contribution in cash of the other shareholders within the pre-emptive right, based on the reports for the two lands elaborated by independent experts appointed by the Trade Registry in compliance with art. 143 of GD no. 577/2002 and art. 6, paragraph 3 of GD no.

834/1991;

- The Board of Directors will establish the record date, date that serves to identify the shareholders upon whom the rights related to the share capital increase will bear effects, as per the Decision of the Board of Directors regarding the share capital increase with contribution in kind as a result of attribution delegation;
- The Board of Directors will establish the « ex-date », date prior to the record date in compliance with T+2 settlement cycle from which the financial instruments object of the company's resolutions are traded without the rights deriving from the resolution;
- The Board of Directors will undertake the following actions in order to initiate, unfold and complete the share capital increase:
 - The selection of the underwriter to elaborate the Prospectus in compliance with ED 34/2006;
 - Approval of the Prospectus and Offer Announcement of the share capital increase with contribution in kind after their completion by the underwriter and the coordination of the process of forwarding all documents relating to the approval of the Prospectus by the Financial Supervisory Authority;
 - The coordination of the notification process to the capital market and shareholders regarding the availability of the Prospectus and the effective unfolding of the offer period;
 - The approval of the subscriptions and the cancellation of the unsubscribed shares, respectively the pay back of the amounts resulting in surplus after exercising the pre-emptive right by the shareholders, within five working days from the closing date of the subscription period, after the final notification of the subscriptions by the underwriter to the Financial Supervisory Authority and the receiving of the FSA notice regarding the initiation of the measures to register the increased share capital to the responsible institutions: Trade Registry and the Central Depository, approval validated by the Decision of the Board of Director;
 - The coordination of the process to forward the documentation necessary for the registration with the Trade Registry of the increased share capital and to amend the Articles of Incorporation of SNN as a result of changing the share capital, based on the Addendum and the Consolidated Articles of Incorporation;
 - Coordination of the process to obtain the Share Registration Certificate issued by FSA based on the Confirmation of Company Details issued by the Trade Registry;
 - Coordination of the process to forward the necessary documentation to the Central Depository to register the share capital increase, as per the Code of the Central Depository;
- New, nominative, dematerialised shares will be issued in exchange for the contribution in kind and in cash, at a price of 10 lei/share, equal to the nominal value, without issue premium.
- As per the provisions of article 130, paragraph (6) of the Regulation number 1/2006, the resolution of the Board of Directors regarding the share capital increase will also provide the number of preference rights for the purchase of new shares, the subscription price for the new shares based on the preference rights and the subscription period;
- The actual subscription period and the subscription procedure will be approved by the Board of Directors and will be communicated to the shareholders through a current report;
- The exact value of the in kind contribution will be determined in compliance with the provisions of article 143 of HG number 577/2002 and article 6, paragraph 3 of HG number 834/1991;

- SNN shareholders will be able to exercise their preference right within the period of one month starting from the date mentioned in the Prospectus approved by the resolution of the Board of Directors, date consequent to the registration date and the date of the publication in the Official Gazette of Romania, Part IV of the resolution of the Board of Directors, namely, the shareholders will have the right to subscribe a number of shares proportional with the number of shares owned at the Registration Date.
- The number of preference rights which is granted to each shareholder will be proportional with the number of shares issued by SNN and owned at the Registration Date.
- After the expiration of the period for exercising the preference right, all the unsubscribed shares will be annulled.

In the presence of the shareholders representing 92,87164 % of the share capital and 92,87164 % of the voting rights, this item is **adopted** with 250.550.062 votes representing 89,56248 % 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:

- 250.550.062 votes “for”
- 29.157.842 votes “against”
- 41.011 votes “abstain
- 0 votes were not casted.

A number of 0 was cancelled.

7. **The empowerment** of the Board of Directors of the Company, in compliance with the provisions of article 114, paragraph (1) of the Law number 31/1990, republished and amended and the provisions of article 236 of the Law number 297/2004 regarding the capital market for fulfilling all the necessary formalities for the implementation of the resolution of the Extraordinary General Meeting of Shareholders, including, without limiting to, the initiation, unfolding (including the establishment and approval of the subscription procedure, approval of the subscription period, the payment method, the payment date, the location for the subscription, the acknowledgement and validation of the subscriptions, the annulment of the unsubscribed shares, the establishment of the exact value of the share capital increase), conclusion (the approval of the share capital increase following the subscription and payment of the new share), registration and operation of the share capital increase, adequate amendment of the Articles of Incorporation of the Company, elaboration and signing of all the documents and fulfilment of any formalities for the implementation and registration of the share capital increase with the relevant authorities.

In the presence of the shareholders representing 92,87164 % of the share capital and 92,87164 % of the voting rights, this item is **adopted** with 250.647.410 votes representing 89,59728 % 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:

- 250.647.410 votes “for”
- 29.101.505 votes “against”
- 0 votes “abstain
- 0 votes were not casted.

A number of 0 was cancelled.

8. **The approval of the change of destination of the quantity of 75.260,58 kg heavy water** for the initial load of Cernavoda NPP units 3 and 4 for current use in the operation of Cernavoda NPP Units 1 and 2, under the condition of issuing a legal document which amends the destination of this quantity of heavy water.

In the presence of the shareholders representing 92,87164 % of the share capital and 92,87164 % of the voting rights, this item is **adopted** with 279.748.915 votes representing 100 % 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:

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

A number of 0 was cancelled.

The application of the current item will take place after the coming into force of a legal document which allows the changing of the destination of 75.260,58 kg heavy water.

9. **The approval of the date of 08.06.2015** as a 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 EGMS.

In the presence of the shareholders representing 92,87164 % of the share capital and 92,87164 % of the voting rights, this item is **adopted** with 279.748.915 votes representing 100 % 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:

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

A number of 0 was cancelled.

10. **The rejection of the date of 23.06.2015** as a 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 EGMS.

In the presence of the shareholders representing 92,87164 % of the share capital and 92,87164 % of the voting rights, this item is **rejected** with 276.320.514 votes representing 98,77447 % 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:

- 3.425.646 votes “for”
- 276.320.514 votes “against”
- 124 votes “abstain
- 2.631 votes were not casted.

A number of 0 was cancelled.

11. **The approval of the date 05.06.2015** 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.

In the presence of the shareholders representing 92,87164 % of the share capital and 92,87164 % of the voting rights, this item is **adopted** with 279.748.915 votes representing 100 % 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:

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

A number of 0 was cancelled.

- 12. The rejection** of the date **22.06.2015** 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.

In the presence of the shareholders representing 92,87164 % of the share capital and 92,87164 % of the voting rights, this item is **rejected** with 276.323.145 votes representing 98,77541 % 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:

- 3.425.646 votes “for”
- 276.323.145 votes “against”
- 124 votes “abstain
- 0 votes were not casted.

A number of 0 was cancelled.

- 13. The empowerment of Mr. Alexander 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 fulfil this mandate.

In the presence of the shareholders representing 92,87164 % of the share capital and 92,87164 % of the voting rights, this item is **adopted** with 279.748.915 votes representing 100 % 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:

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

A number of 0 was cancelled.

PRESIDENT OF THE BOARD OF DIRECTORS

Alexandru SANDULESCU

SECRETARY OF THE MEETING
Victor Alexandru SCHMIDT