



**Resolution number 13/22.10.2015
of the Extraordinary 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, 22 October 2015, 12.30 o'clock, the shareholders of Societatea Nationala Nuclearelectrica S.A. (hereinafter called "The company" or "SNN") met within the Extraordinary General Meeting of Shareholders (EGMS) of SNN, held at Hotel Ramada Parc, America de Nord Room, 3-5 Poligrafiei Blvd, Bucharest; the EGMS 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 5202 dated 21.09.2015, in the „Romania Libera” newspaper, number 7454 of 21.09.2015 and on the website of the Company;
- The amended convening notice published in the Official Gazette of Romania, Part IV number 5711 dated 8.10.2015 in the „Romania Libera” newspaper, number 7467 of 8.10.2015 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 EGMS is legal and statutory, 21 shareholders are present or represented, owning a total number of 281.078.475 shares, representing 93,31303% of the subscribed and paid up share capital, representing 93,31303% 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, paragraph 1 of the Company Law 31/1990 ("Law number 31/1990"). The President of the meeting acknowledges that the EGMS 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 EGMS



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As per the provisions of art. 129 of the Law no. 31/1990, the shareholders of SNN elect as secretary of the EGMS Mrs. Elena Popescu and the Company appoints Mrs. Cristina Bacaintan and Ms. Lavinia Rizea, as technical secretaries of the EGMS.

In the presence of the shareholders representing 93,31303% of the share capital and 93,31303% of the voting rights, this item is adopted with 281.063.404 votes representing 99,99464% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

- 281.063.404 votes “for”
- 15.071 votes “against”
- 0 votes “abstain
- 0 votes were not casted.
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A number of 0 was annuled.

2. **The approval** of the Memorandum of Understanding for the development, construction, operation and decommissioning of Cernavoda NPP Units 3 and 4.

In the presence of the shareholders representing 93,31303% of the share capital and 93,31303% of the voting rights, this item is adopted with 251.703.686 votes representing 89,54926% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

- 251.703.686 votes “for”
- 28.040.765 votes “against”
- 1.334.024 votes “abstain
- 0 votes were not casted.

A number of 0 was annuled.

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

office@nuclearelectrica.ro, www.nuclearelectrica.ro



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3. **The empowerment** of the General Manager of SNN to sign the Memorandum of Understanding for the development, construction, operation and decommissioning of Cernavoda NPP Units 3 and 4.

In the presence of the shareholders representing 93,31303% .of the share capital and 93,31303% of the voting rights, this item is adopted with 251.703.686 votes representing 89,54926% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

- 251.703.686 votes “for”
- 27.984.552 votes “against”
- 1.390.237 votes “abstain
- 0 votes were not casted.

A number of 0 was annuled.

4. The rejection of the postponement of the Memorandum of Understanding for the development, construction, operation and decommissioning of Cernavoda NPP Units 3 and 4 until the approval of the national energy strategy by the Romanian Government.

In the presence of the shareholders representing 93,31303% of the share capital and 93,31303% of the voting rights, this item is rejected with 251.325.204 votes representing 89,41460% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

- 29.753.218 votes “for”
- 251.325.204 votes “against”
- 53 votes “abstain
- 0 votes were not casted.

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A number of 0 was annuled.

5. **The approval** of the date of **10.11.2015** 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 93,31303% of the share capital and 93,31303% of the voting rights, this item is adopted with 281.063.403 votes representing 99,99464% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

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

A number of 0 was annuled.

6. **The approval** of the date **09.11.2015** 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 93,31303% of the share capital and 93,31303% of the voting rights, this item is adopted with 281.063.403 votes representing 99,99464% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

- 281.063.403 votes “for”
- 15.072 votes “against”



- 0 votes “abstain
- 0 votes were not casted.

A number of 0 was annuled.

7. **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 fulfil this mandate.

In the presence of the shareholders representing 93,31303% of the share capital and 93,31303% of the voting rights, this item is adopted with 281.063.403 votes representing 99,99464% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 15 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

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

A number of 0 was annuled.

PRESIDENT OF THE BOARD OF DIRECTORS

ALEXANDRU SANDULESCU

SECRETARY OF THE MEETING

Elena POPESCU