



NUCLEARELECTRICA

**Resolution number 4/14.09.2015
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, 14 September 2015, 11:00 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 Capital Plaza Hotel – Ion Mincu I Room, 54 Iancu de Hunedoara Blvd., 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 4222 dated 13.08.2015, in the "Romania Libera" newspaper, number 7427 of 13.08.2015 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, representingof 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 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 and 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 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:



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

A number of votes was canceled.

- 2. The approval** of the administration activity report for the first quarter of the financial year 2015, prepared as per the provisions of art. 7, items 7.19 and 7.21 of the Administration Contract concluded between the members of the Board of Directors with SN Nuclearelectrica SA.

In the presence of the shareholders representing of the share capital and of the voting rights, the current item is 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 administration activity report for the first semester of the financial year 2015, prepared as per the provisions of art. 7, items 7.19 and 7.21 of the Administration Contract concluded between the members of the Board of Directors with SN Nuclearelectrica SA

In the presence of the shareholders representing of the share capital and of the voting rights, the current item is 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.

Societatea Nationala NUCLEARELECTRICA S.A.

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4. The approval of the Revenues and Expenses Budget for the financial year 2015

In the presence of the shareholders representing of the share capital and of the voting rights, the current item is 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 update of Appendix 1 and Appendix 1.1 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 of the share capital and of the voting rights, the current item is 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 "abstain"
- "unexpressed" votes

A number of votes was canceled.

6. The approval of the analysis report of the causes which lead to the payment of **1.035.140 lei** (as compensations, court costs and enforcement costs paid on the basis of definitive and irrevocable court decisions), as per the Decision of the Court of Accounts of Romania no. 16/11.05.2015.

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



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A number of votes was canceled.

- 7. The approval** (taking into account the Decision of the Court of Accounts no. 16/11.05.2015) of the conclusion of Directors and Officer Liability (D&O) insurance policies for the administrators and managers of SNN until the expiration of their mandates, with the observation of the provisions of the Articles of Incorporation of SNN and the provisions of the administration contracts and mandate contracts concluded by SNN with the administrators, respectively with the Managers

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

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-votes “abstain”
- ”unexpressed” votes

A number of votes was canceled.

- 8. 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 01.03.2015 – 30.06.2015, 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

- 9. Information note** regarding 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 01.03.2015 – 30.06.2015, 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

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10. The approval of the date of **02.10.2015** 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 of the share capital and of the voting rights, the current item is 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:

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A number of votes was canceled.

11. The approval of the date **01.10.2015** 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 of the share capital and of the voting rights, the current item is 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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A number of votes was canceled.

12. 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.

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The expressed vote are recorded as follows:

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A number of votes was canceled.

PRESIDENT OF THE BOARD OF DIRECTORS

Alexandru SANDULESCU