

**Resolution number 5/14.09.2015
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 discussion of item 2 and 3 on the agenda, that the OGMS is legal and statutory, 11 shareholders are present or represented, owning a total number of 279.020.614 shares, representing 92,62986% of the subscribed and paid up share capital, representing 92,62986% 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 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:

- I. **Regarding item 2 on the agenda**, namely 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 92,62986% of the share capital and 92,62986% of the total voting rights, **the current item did not meet the necessary votes in order to reach a decision** (248.443.809 votes , representing 89,04138% of the valid votes are „abstain” votes), as per the provisions of art. 15 of the Article of Incorporation and art. 112 paragraph (1) of the Law no. 31/1990.

The expressed vote are recorded as follows:

- 3.084.720 votes "for"
- 27.491.532 votes "against"
- 248.443.809 votes "abstain"
- 553 "unexpressed" votes

A number of 0 votes was canceled.

- II. **Regarding item 3 on the agenda**, namely 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

92,62986% of the share capital and 92,62986% of the total voting rights, **the current item did not meet the necessary votes in order to reach a decision** (248.443.809 votes , representing 89,04138% of the valid votes are „abstain” votes), as per the provisions of art. 15 of the Article of Incorporation and art. 112 paragraph (1) of the Law no. 31/1990.

The expressed vote are recorded as follows:

- 3.032.720 votes “for”
- 27.544.085 votes “against”
- 248.443.809 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

PRESIDENT OF THE BOARD OF DIRECTORS

Alexandru SANDULESCU

Secretary of the meeting
Victor Alexandru Schmidt