



Amended according to the completed agenda

**Resolution number 3/25.04.2016  
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, 25 april 2016, 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 Hotel Capital Plaza, Ion Mincu I Room, 54 Iancu de Hunedoara Blvd, 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 1229 dated 25.03.2016, in the „Romania Libera” newspaper, number 7586 of 25.03.2016 and on the website of the Company;
- The amended Convening Notice for the OGMS published in the Romanian Official Gazette, Part IV, issue number 1476 of 13.04.2016, in the daily paper “Romania Libera”, number 7599 of 13.04.2016 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, 31 shareholders are present or represented, owning a total number of. 284.745.902 shares, representing 94,43875% of the subscribed and paid up share capital, representing 94,43875% 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 112, 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:

**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: 3.015.138.510 lei  
[office@nuclearelectrica.ro](mailto:office@nuclearelectrica.ro), [www.nuclearelectrica.ro](http://www.nuclearelectrica.ro)



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## 1. Selection of the Secretary of the OGMS.

In accordance with Art. 129 of Law no. 31/1990, shareholders SNN elect Mr. Sorin Teodoru as the secretary of the OGMS meeting and the Company designates Ms. Cristina Bacaintan and Mrs. Saida Ismail as technical secretaries of the OGMS.

In the presence of the shareholders representing 94,43875% of the share capital and 94,43875% of the voting rights, the current item is adopted with 284.745.068 votes, representing 99,99971% 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 votes are recorded as follows:

- 284.745.068 votes “for”
- 0 votes “against”
- 834 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 2015, 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 2015 and on the **Independent Auditor’s Report** on the annual individual financial statements for the year 2015.

In the presence of the shareholders representing 94,43875% of the share capital and 94,43875% of the voting rights, the current item is adopted with 283.314.760 votes, representing 99,49740% 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 votes are recorded as follows:



Amended according to the completed agenda

- 283.314.760 votes “for”
- 4.618 votes “against”
- 1.426.524 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

3. **The approval of the Consolidated Financial Statements** for the financial year ended at 31 December 2015, prepared in compliance with IFRS-UE, as provided by OMFP 1286/2012, based on the **Annual Report of the Administrators** for the year 2015 and on the **Independent Auditor’s Report** on the annual consolidated financial statements for the year 2015.

In the presence of the shareholders representing 94,43875% of the share capital and 94,43875% of the voting rights, the current item is adopted with 283.314.760 votes, representing 99,49740% 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 votes are recorded as follows:

- 283.314.760 votes “for”
- 4.618 votes “against”
- 1.426.524 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled

4. **The approval of the Annual Report of the Administrators prepared in compliance with the provisions of art. 227 of the Law no. 297/2004** regarding the capital market and with the Annex np. 32 to the CNVM Regulation no. 1/2006 for the financial year ended at 31 December 2015.

In the presence of the shareholders representing 94,43875% of the share capital and 94,43875% of the voting rights, the current item is adopted with 284.648.784 votes, representing 99,96589% of



Amended according to the completed agenda  
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 votes are recorded as follows:

- 284.648.784 votes “for”
- 4.618 votes “against”
- 92.500 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

5. **The approval of the proposal of the Board of Directors regarding the distribution of the net profit for the financial year 2015**, of the gross dividend in total amount of 99.499.571 lei, of the dividend per share in amount of 0,33 lei, of the date of the dividend payment namely 28 June 2016 and of the payment methods provided in the Note presented to the shareholders.

Thus, the net profit for the financial year 2015 will be distributed as follows:

<b>Indicator (fiscal year 2015)*)</b>	<b>Amount (lei)</b>
<b>Net profit for the financial year (A)</b>	<b>149.143.729</b>
+ Provision regarding the employees profit share (deducted from the accounting profit) (B)	3.563.000
<b>Net profit of allocating for the financial year (A+B), assigned as follows:</b>	<b>152.706.729</b>



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a) legal reserves	9.590.178
b) other reserves representing fiscal facilities stipulated by law	1.168.929
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 installments, for the payment of interest, commissions, fees and other costs related to the external loans	-
e) other distributions provided by law	-
<b>Accounting profit remaining after deducting of the amounts mentioned above (a-e), assigned as follows:</b>	<b>141.947.622</b>
f) employees' participation to profit	3.563.000
g) gross dividends to be distributed	99.499.571
h) other reserves	38.885.051
<b>Undistributed profit</b>	<b>-</b>
*) <i>Note – the amounts are rounded off to the nearest integer</i>	

In the presence of the shareholders representing 94,43974% of the share capital and 94,43974% of the voting rights, the current item is adopted with 254.314.813 votes, representing 89,31196% 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 votes are recorded as follows:

- 254.314.813 votes “for”
- 29.100.065 votes “against”



Amended according to the completed agenda

- 1.334.024 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled

6. **Rejection** of the distribution of the net profit of the financial year 2015, of the gross dividend in total amount of 138.384.622 lei, of the gross dividend per share in amount of 0,4589660526/share, of the date of the dividend payment namely 28 June 2016 and of the payment method, as per the note transmitted by Fondul Proprietatea SA.

In the presence of the shareholders representing 94,43974% of the share capital and 94,43974% of the voting rights, the current item is rejected with 251.625.734 votes, representing. 88,36759% 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 votes are recorded as follows:

- 33.123.168 votes “for”
- 251.625.734 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled

#### 7. **Rejection of the dividend policy of SN Nuclearelectrica SA.**

In the presence of the shareholders representing 94,43974% of the share capital and 94,43974% of the voting rights, the current item is rejected with 278.229.350 votes, representing 97,71042% 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 votes are recorded as follows:



Amended according to the completed agenda

- 5.184.694 votes “for”
- 278.229.350 votes “against”
- 1.334.858 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled

**8. Rejection of the dividend policy of SN Nuclearelectrica SA as per the note transmitted by Fondul Proprietatea SA**

In the presence of the shareholders representing 94,43974% of the share capital and 94,43974% of the voting rights, the current item is rejected with 251.625.734 votes, representing 88,36759% 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 votes are recorded as follows:

- 33.123.167 votes “for”
- 251.625.734 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled

**9. The Presentation of the Administration Activity Report for the fourth quarter of the year 2015**, 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 S.A.

*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.*



Amended according to the completed agenda

**10. The approval of the Administration Activity Report for the fourth quarter of 2015,** 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 S.A.

In the presence of the shareholders representing 94,43974% of the share capital and 94,43974% of the voting rights, the current item is adopted with 257.248.021 votes, representing 90,34206% 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 votes are recorded as follows:

- 257.248.021 votes "for"
- 27.408.381 votes "against"
- 92.500 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled

**11. The approval** of the discharge of duties of the administrators for the financial year ended at 31 December 2015.

In the presence of the shareholders representing 94,43974% of the share capital and 94,43974% of the voting rights, the current item is adopted with 284.656.402 votes, representing 99,96752% 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 votes are recorded as follows:

- 284.656.402 votes "for"
- 0 votes "against"
- 92.500 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled





Amended according to the completed agenda

12. **The approval of the update of the Annex 1.1 and Annex 1 to the administration contract concluded between the administrators and the company and the empowerment** of the representative of the Ministry of Energy to sign the addendums to the administration contracts with the members of the Board of Directors.

In the presence of the shareholders representing 94,43974% of the share capital and 94,43974% of the voting rights, the current item is adopted with 257.340.521 votes, representing 90,37454% 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 votes are recorded as follows:

- 257.340.521 votes “for”
- 27.408.381 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled

13. **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 15.02.2016 – 15.03.2016, 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.*

14. **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 15.02.2016 – 15.03.2016, which falls under the incidence art. 52 paragraph. (3) of OUG 109/2011.

**Societatea Nationala NUCLEARELECTRICA S.A.**

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*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.*

15. **The approval** of the date of **8.06.2016** as a as the registration date in compliance with the provisions of art. 238 paragraph (1) 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 94,43974% of the share capital and 94,43974% of the voting rights, the current item is adopted with 284.748.902 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 votes are recorded as follows:

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

A number of 0 votes was canceled

16. **The approval** of the date **7.06.2016** 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 94,43974% of the share capital and 94,43974% of the voting rights, the current item is adopted with 284.748.902 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 votes are recorded as follows:



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

A number of 0 votes was canceled

17. **The approval** of the date of **28.06.2016** 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 94,43974% of the share capital and 94,43974% of the voting rights, the current item is adopted with 284.748.902 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 votes are recorded as follows:

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

A number of 0 votes was canceled

18. **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 OGMS’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.



Amended according to the completed agenda  
In the presence of the shareholders representing 94,43974% of the share capital and 94,43974% of the voting rights, the current item is adopted with 284.748.902 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 votes are recorded as follows:

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

A number of 0 votes was canceled

**PRESIDENT OF THE BOARD OF DIRECTORS**

**ALEXANDRU SANDULESCU**

**SECRETARY OF THE MEETING**

**SORIN TEODORU**