



Amended according to the completed agenda

**Resolution number ... /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,.....shareholders are present or represented, owning a total number of.....shares, representing of the subscribed and paid up share capital, representing 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

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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. **Selection of the Secretary of the OGMS.**

In the presence of the shareholders representingof the share capital andof the voting rights, the current item is adopted 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.

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 of the share capital andof the voting rights, the current item is adopted 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.

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 representingof the share capital andof the voting rights, the current item is adopted 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

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 representingof the share capital andof the voting rights, the current item is adopted 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.



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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 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.

In the presence of the shareholders representing of the share capital andof the voting rights, the current item is adopted 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

6. **The approval** 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 representingof the share capital andof the voting rights, the current item is adopted 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.

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The expressed vote are recorded as follows:

- ...votes “for”
 - ...votes “against”
 - ...votes “abstain”
 - ...”unexpressed” votes
- A number of....votes was canceled

7. The approval of the dividend policy of SN Nuclearelectrica SA.

In the presence of the shareholders representingof the share capital andof the voting rights, the current item is adopted 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

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

In the presence of the shareholders representingof the share capital andof the voting rights, the current item is adopted 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 “against”
 - ...votes “abstain”
 - ...”unexpressed” votes
- A number of....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.

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 representingof the share capital andof the voting rights, the current item is adopted 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

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 representingof the share capital andof the voting rights, the current item is adopted with....votes, representing.....% of the valid expressed votes, in



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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

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 representingof the share capital andof the voting rights, the current item is adopted 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

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.



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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. (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.

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 representingof the share capital andof the voting rights, the current item is adopted 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

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 representingof the share capital andof the voting rights, the current item is adopted with....votes, representing.....% of the valid expressed votes, in

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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

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 representingof the share capital andof the voting rights, the current item is adopted 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

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



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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 representingof the share capital andof the voting
rights, the current item is adopted 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

PRESIDENT OF THE BOARD OF DIRECTORS

ALEXANDRU SANDULESCU

SECRETARY OF THE MEETING