



Amended according to the completed agenda

**Resolution number ..../17.10.2016  
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, 17 October 2016, 12.00 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 Capital Plaza, Ion Mincu I Conference Room, 54 Iancu de Hunedoara Avenue, 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 EGMS, published in the Official Gazette of Romania, Part IV, number 3323 of 14.09.2016, in the, "Romania Libera" newspaper, number 7706 of 14.09.2016 and on the website of the Company;
- The amended Convening Notice for the EGMS published in the Official Gazette of Romania, Part IV, number 3565 of 04.10.2016, in the "Romania Libera" newspaper, number 7720 of 04.10.2016 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,.....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 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.

**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

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Following the debates, the shareholders of the Company hereby decide:

## 1. Election of the Secretary of the EGMS

As per the provisions of art. 129 of the Law no.31/1990, the shareholders of SNN elect as secretary of the EGMS.....and the Company appoints.....as technical secretary of the EGMS.

In the presence of the shareholders representing .....of the share capital and .....of the voting rights, this current item is adopted with ..... votes, representing .....% 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:

- ..... votes “for”
- ..... votes “against”
- ..... votes “abstain
- ..... votes were not casted.
- 

A number of ..... was canceled.

**2. The approval** of the continuation of the negotiations on the Investment Documents under the same conditions as provided by the Memorandum of Understanding for the development, construction, operation and decommissioning of Cernavoda NPP Units 3 and 4 (“MoU”), until 20 December 2016, with the application of all the MoU provisions, including the possibility of each party to cease the MoU without any compensations by means of a simple written notification to the other Party, in case an agreement regarding the Investment Documents is not reached and to the extent to which the delay was not caused by the respective Party.

In the presence of the shareholders representing .....of the share capital and .....of the voting rights, this item is adopted with ..... votes representing .....% 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.

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

A number of ..... was canceled.

- 3. The approval** of the continuation of the negotiations on the Investment Documents under the same conditions as provided by the Memorandum of Understanding for the development, construction, operation and decommissioning of Cernavoda NPP Units 3 and 4 (“MoU”), until 30 November 2016, with the application of all the MoU provisions, including the possibility of each party to cease the MoU without any compensations by means of a simple written notification to the other Party, in case an agreement regarding the Investment Documents is not reached and to the extent to which the delay was not caused by the respective Party.

In the presence of the shareholders representing .....of the share capital and .....of the voting rights, this item is adopted with ..... votes representing .....% 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:

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

- 4. The approval** of the preparation by the Board of Directors of SN Nuclearelectrica SA (“SNN”) and of the presentation during the next general meeting of shareholders of a report regarding:



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- a. the total amount spent by SNN up to present for the establishment and support of the activity of Energonuclear SA, company created with the purpose of completing Cernavoda NPP Units 3 and 4 including, but not limited to: (i) the amounts contributed in cash by SNN to the share capital of Energonuclear SA; (ii) the amounts paid by SNN for the purchase of the participation of the other shareholders following their retreat from the company; (iii) the total amount paid by Energonuclear SA or SNN to the members of the governmental commissions responsible for the coordination and implementation of Cernavoda NPP Units 3 and 4 Project starting with 2006 up to present; (iv) the amounts paid by SNN and Energonuclear SA to legal and financial consultants for the completion of the Cernavoda NPP Units 3 and 4 Project since the establishment of the project company Energonuclear SA up to present;
- b. the total amount budgeted by the company for the following years in view of establishing and supporting the activity of the new project company with the purpose of completing Cernavoda NPP Units 3 and 4 Project including the amounts which will be paid by SNN to legal and financial consultants;
- c. the amount spent up to present by SNN for the negotiation of the Memorandum of Understanding with CGN, the Investors Agreement and the Articles of Incorporation of the new project company, including but not limited to the expenses with legal and financial consultants , expenses with the negotiation commission and the inter-ministerial commissions established in view of continuation of Cernavoda NPP Units 3 and 4 Project.

The votes were recorded as follows:

- ..... votes “for”
- ..... .votes “against”
- ..... .votes “abstain
- ..... ..votes were not casted.
- 

A number of ..... was canceled.

- 5. The approval** of the date of **02.11.2016** 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 EGMS.

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The votes were recorded as follows:

- ..... votes “for”
- ..... votes “against”
- ..... votes “abstain
- ..... votes were not casted.
- 

A number of ..... was canceled.

**6. The approval** of the date **01.11.2016** 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 .....of the share capital and .....of the voting rights, this item is adopted with ..... votes representing .....% 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.

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- 7. The empowerment of Mr. Alexandru Sandulescu**, in his capacity as President of the Board of Directors, to sign, on behalf of the shareholders, the EGMS'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 EGMS's Resolutions, including the publication and registration procedures thereof with the Trade Register Office or any other public institution. Mr. Alexandru Sandulescu may delegate all or part of the powers mentioned above to anyone competent to fulfil this mandate.

In the presence of the shareholders representing .....of the share capital and .....of the voting rights, this item is adopted with ..... votes representing .....% 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:

- ..... votes "for"
- ..... votes "against"
- ..... votes "abstain"
- ..... votes were not casted.

A number of ..... was canceled.

**PRESIDENT OF THE BOARD OF DIRECTORS**

**ALEXANDRU SANDULESCU**

**SECRETARY OF THE MEETING**