

**Resolution number 9/14.09.2015  
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 7 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:

Regarding item 7 on the agenda, namely 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 92,62986% of the share capital and 92,62986% of the total voting rights, 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:

- 30.493.101 votes "for"
- 554 votes "against"
- 248.526.959 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

The "abstain" vote of the majority shareholder, as per the Order of the Ministry of Energy, Small and Medium Sized enterprises and Business Environment no. 1096/10.09.2015, is justified by the fact that *"the item is not within the approval competence of the general meeting of shareholders, the conclusion of D&O insurance policies being provided in the Articles of Incorporation of the company and in the administration contract, already approved by the general meeting of shareholders"*

**PRESIDENT OF THE BOARD OF DIRECTORS**

**Alexandru SANDULESCU**

**Secretary of the meeting  
Victor Alexandru Schmidt**