



Updated according to the amended agenda

**Resolution number 15/18.12.2025  
of the Ordinary General Meeting of Shareholders of  
Societatea Nationala Nuclearelectrica S.A.**

Headquarters: 48 Iancu de Hunedoara Boulevard, District 1, 011745 Bucharest, registered with the Bucharest Trade Register Office under the number J1998007403409, sole registration code: RO 10874881

Today, 18.12.2025, 13:00 o'clock, the shareholders of Societatea Nationala Nuclearelectrica S.A. (hereinafter called "The company" or "SNN") met within the first convening of the Ordinary General Meeting of Shareholders (OGMS) of SNN, at the headquarters of Societatea Nationala Nuclearelectrica SA, Iancu de Hunedoara Boulevard no 48, District 1, Bucharest, Conference Room 01.01, the OGMS was opened by the President of the meeting, Mr. Laurentiu Nicolae Cazan, in his capacity of Chairman of the Board of Directors.

Taking into consideration:

- The convening notice of the OGMS, published in the Official Gazette of Romania, Part IV, number 5514 of 17.11.2025, in the "Romania Libera" newspaper, number 9985 of 17.11.2025 and on the website of the Company;
- The amended convening notice of the OGMS, published in the Official Gazette of Romania, Part IV, number 5837 of 04.12.2025, in the "Romania Libera" newspaper, number 9997 of 04.12.2025 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 OGMS is legal and statutory, 46 shareholders are present or represented, owning a total number of 280.331.894 shares, representing 92.93472% of the subscribed and paid up share capital, representing 92.93472% of the total voting rights. The requirement regarding quorum is met in accordance with the provisions of article 16 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:

**1. The election of the Secretary of the OGMS.**

**Societatea Nationala NUCLEARELECTRICA S.A.**

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IBAN code RO94 RNCB 0072 0497 1852 0001 opened at BCR 1st District Branch;

Paid and subscribed capital: 3.016.438.940 lei.

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As per the provisions of art. 129 of the Law no.31/1990, the shareholders of SNN elect as secretary of the OGMS Ms Daniela Stefan and the Company appoints Ms Saida Musledin and Ms Cornelia Niculescu as technical secretary of the OGMS.

In the presence of the shareholders representing 92.93472% of the share capital and 92.93472% of the voting rights, the current item is adopted with 280.331.894 votes, representing 100% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 280.331.894 votes "for"
- 0 votes "against"
- 0 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

- 2. Approval** of the form and content of the addendum to the mandate contract of the members of the Board of Directors of S.N. Nuclearelectrica S.A., for the implementation of the amendments made to GEO 109/2011 on the corporate governance of public enterprises, as amended by Law No. 158/2025, in the form proposed by the Ministry of Energy.

In the presence of the shareholders representing 92.93472% of the share capital and 92.93472% of the voting rights, the current item is adopted with 277.945.281 votes, representing 99.14865% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 277.945.281 votes "for"
- 1.167.898 votes "against"
- 1.218.715 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

- 3. Approval** of the remuneration level of the non-executive directors of Societatea Națională Nuclearelectrica S.A., in accordance with the provisions of Law No. 158 of October 17, 2025, amending and supplementing Government Emergency Ordinance No. 109/2011 on the corporate governance of public enterprises, in the sense that the remuneration of non-executive directors will be a fixed gross monthly amount, as established by OGMS Resolution No. 1/15.02.2023.

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In the presence of the shareholders representing 92.93472% of the share capital and 92.93472% of the voting rights, the current item is adopted with 277.945.281 votes, representing 99.14865% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 277.945.281 votes “for”
- 1.167.898 votes “against”
- 1.218.715 votes “abstain”
- 0 “unexpressed” votes

A number of 0 votes was canceled.

4. **Rejection** of the new level of remuneration for non-executive directors of Societatea Națională Nuclearelectrica S.A., in accordance with the provisions of Law No. 158 of October 17, 2025, amending and supplementing Government Emergency Ordinance No. 109/2011 on the corporate governance of public enterprises, in the sense that the fixed gross monthly remuneration of non-executive directors will be calculated using the average gross monthly salary (CSMB) for the activity carried out in accordance with the main object of activity registered by the company, at class level, according to the classification of activities in the national economy (specifically, CAEN code 3511), communicated by the National Institute of Statistics on the date closest to the GMS decision establishing the remuneration, the fixed gross monthly remuneration for non-executive members of the Board of Directors of Societatea Națională Nuclearelectrica S.A. will be twice this earnings (2 x CSMB).

In the presence of the shareholders representing 92.93472% of the share capital and 92.93472% of the voting rights, the current item is rejected with 262.471.802 votes, representing 93.62895% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 16.641.501 votes “for”
- 262.471.802 votes “against”
- 1.218.591 votes “abstain”
- 0 “unexpressed” votes

A number of 0 votes was canceled.

5. To ensure the reference for establishing the remuneration of directors, in accordance with the provisions of Article 38 of Government Emergency Ordinance No. 109/2011 on the corporate governance of public enterprises, in conjunction with the provisions of Article 111(2) and Article 153<sup>18</sup> of Company Law No. 31/ 1990, republished, **rejection** of the level of remuneration of the

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executive director, which includes a fixed gross monthly component, amounting to a maximum of 5 times the average gross monthly salary (CSMB) for the activity carried out in accordance with the main object of activity registered by the company, at class level, according to the classification of activities in the national economy (specifically, CAEN code 3511), communicated by the National Institute of Statistics on the date closest to the GMS decision establishing the remuneration, and a variable component, which is calculated monthly at the level of two average gross monthly salaries for the activity carried out in accordance with the main object of activity registered by the company, at class level, according to the classification of activities in the national economy (specifically, CAEN code 3511), communicated by the National Institute of Statistics, valid on the date closest to the GMS decision establishing the remuneration, and is paid annually, after the approval of the financial statements, in accordance with the provisions of Art. 37 para. (3) and Art. 38 para. (2) of GEO No. 109/2011, as subsequently amended and supplemented.

In the presence of the shareholders representing 92.93472% of the share capital and 92.93472% of the voting rights, the current item is rejected with 265.101.739 votes, representing 94.56710% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 13.666.557 votes "for"
- 265.101.739 votes "against"
- 1.563.598 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

- 6. Rejection of the form and content of the addendum to the mandate contracts of the members of the Board of Directors of Societatea Națională Nuclearelectrica S.A., for the implementation of the amendments made to Government Emergency Ordinance No. 109/2011 on the corporate governance of public enterprises by Law No. 158 of October 17, 2025, amending and supplementing Government Emergency Ordinance No. 109/2011 on the corporate governance of public enterprises, published in the Official Gazette of Romania, Part I, No. 965 of October 17, 2025.**

In the presence of the shareholders representing 92.93472% of the share capital and 92.93472% of the voting rights, the current item is rejected with 265.559.086 votes, representing 94.73024% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

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- 13.554.093 votes “for”
- 265.559.086 votes “against”
- 1.218.715 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

7. **Mandating** the representative of the majority shareholder, the Romanian State, in the Ordinary General Meeting of Shareholders of Societatea Națională Nuclearelectrica S.A., namely the representative of the Ministry of Energy, to sign the addendum to the mandate contracts of the company's administrators, in accordance with the provisions of this decision.

In the presence of the shareholders representing 92.93472% of the share capital and 92.93472% of the voting rights, the current item is adopted with 279.113.303 votes, representing 99.56530% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 279.113.303 votes “for”
- 0 votes “against”
- 1.218.591 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

8. **Mandating** the Chairman of the Board of Directors of Societatea Națională Nuclearelectrica S.A., with the possibility of sub-delegation, to carry out all formalities required by law and to sign any documents related to the mention of the decision adopted at this meeting in the Trade Register, as well as to carry out any formalities required by law for the enforcement of this decision.

In the presence of the shareholders representing 92.93472% of the share capital and 92.93472% of the voting rights, the current item is adopted with 280.331.770 votes, representing 99.99996% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 280.331.770 votes “for”
- 124 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

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9. **Approval** of date **20.01.2026** as the date of registration according to the provisions of art. 87 par. (1) of Law no. 24/2017 on the issuers of financial instruments and market operations, i.e. the date on which the shareholders that will be benefiting of dividends or of other rights and on whom the effects of the OGMS resolutions impact will be identified.

In the presence of the shareholders representing 92.93472% of the share capital and 92.93472% of the voting rights, the current item is adopted with. 280.331.894 votes, representing 100% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 280.331.894 votes "for"
- 0 votes "against"
- 0 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

10. **Approval** of date **19.01.2026** as the "ex-date", i.e. the date preceding the registration date, when the financial instruments which are subject of the decisions of the company bodies are traded without the rights deriving from that decision, according to the provisions of art. 2, par. (2), let. 1) of Regulation **no. 5/2018** on the issuers of financial instruments and market operations.

In the presence of the shareholders representing 92.93472% of the share capital and 92.93472% of the voting rights, the current item is adopted with. 280.331.894 votes, representing 100% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 280.331.894 votes "for"
- 0 votes "against"
- 0 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

11. **Empowering** the Chairman of the Board of Directors to sign on behalf of shareholders the OGMS resolutions and any other documents related thereto, and to perform any act or formality required by law to register and fulfil the OGMS resolutions, including the formalities for their publication and registration with the Trade Register or any other public institution. The Chairman of the Board of Directors may delegate all or part of the powers granted above to any competent person in order to fulfil this mandate.

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The casted votes were recorded as follows:

- 280.331.894 votes "for"
- 0 votes "against"
- 0 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

## **CHAIRMAN OF THE BOARD OF DIRECTORS**

**LAURENTIU NICOLAE CAZAN**

SECRETARY OF THE MEETING

DANIELA STEFAN

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