



SNN no.

**Approved by,
Chairman of the Board of Directors
Laurentiu Nicolae Cazan**

NOTE

on submission for approval by the Extraordinary General Meeting of SNN Shareholders of (i) the adoption of the Final Investment Decision (FID) for the Doicesti Nuscale Small Modular Reactors (SMR) Project, based on the Project's Feasibility Study, and of certain conditions, the meeting of which underpins the Project's feasibility and which, consequently, represent binding requirements that condition the Project's feasibility, (ii) the performance of the activities needed to be performed until the Pre-EPC phase of the Project (Stage 3 of the Project), (iii) a number of measures required to secure continued funding for the Project from the credit line provided to the Project Company RoPower Nuclear S.A. ("RPN") by SNN, including the related guarantees set up in favour of SNN, and (iv) the mandate of SNN's representative at the General (Extraordinary) Meeting of the Shareholders of RoPower Nuclear S.A. ("RPN") to vote on the aforementioned items (i)-(iii)

1. General aspects

According to the provisions of Article 13(2)(h) of the updated Articles of Association of Societatea Nationala Nuclearelectrica S.A. ("SNN"), the Ordinary General Meeting of Shareholders (OGMS) "approves the Company's development strategies and policies".

Having regard to:

- The OGMS Resolution no. 8/22.09.2022 approving the implementation strategy for a NuScale Small Modular Reactors (SMR) Plant Project on the Doicesti Site, via the Company Project RoPower Nuclear S.A.;
- The OGMS Resolution no. 6/4.12.2023 approving the transition from FEED 1 to FEED 2;
- The OGMS Resolution no. 7/19.07.2024 on continuation of the Small Modular Reactors (SMR) Project, based on the pre-feasibility study documentation, Revision 1.1, as prepared in-house by SNN in line with the requirements of the Government Decision no. 907/2016;
- Resolution no. 8/19.07.2024 concerning, *amongst other things*:
 - o conclusion of the FEED 2 contracts
 - o approval of the increase of the cap of the loan granted by SNN (as lender) under the Framework Loan Agreement no. 1 dated 16 August 2023 up to the amount of USD 243M, and, at the same time, approval of the signing by SNN, as lender, of Addendum no. 3 to the Framework Loan Agreement no. 1 dated 16 August 2023, bearing in mind that RoPower Nuclear S.A. (the

Societatea Nationala NUCLEARELECTRICA S.A.

Bulevardul Iancu de Hunedoara 48, Bucharest 011745, Romania; Phone +4021 203 82 00, Fax +4021 316 94 00;
Registered with the National Office of the Trade Register under no. J1998007403409, European Unique Identifier (EUID) ROONRC.
J1998007403409, Unique Registration Code with the Trade Register (CUI) 10874881, Tax identification Code (CIF) RO10874881, IBAN code
RO94 RNCB 0072 0497 1852 0001, opened with BCR - Sector 1 Branch;
Subscribed and paid-up share capital: RON 3,016,438,940.
office@nuclearelectrica.ro www.nuclearelectrica.ro

- borrower) will only access this loan insofar as the SMR Project cannot be financed from other sources of financing and, in any case, pending identification of such other sources of financing;

 - approval of SNN and RPN entering into Addendum no. 3 to the Movable Mortgage Agreement signed by and between SNN and RPN to secure the aforementioned loan.
- Completion by Ropower Nuclear S.A. of the strategic deliverables set out in the FEED 2 contract in December 2025;
- The necessity to approve future activities within the Docesti Nuscale SMR Project;
- The 2023-2027 Administration Plan of SN Nuclearelectrica S.A., prepared in keeping with the Government Emergency Ordinance no. 109/2011, the objectives of which include deployment of the Docesti SMR Project for development of an electricity generation capacity in a nuclear power plant based on small modular reactors (SMRs).
- Article 20(2) of the updated (to date) Articles of Association of SNN, reading that SNN's Board of Directors has the attributions to clear/approve contracts, loans and various operations of the Company, according to the limits of competence set out in the Annex to the Articles of Association, read in connection with the provisions of the point 2 of the Annex to the Articles of Association of SNN, according to which, the investment decisions worth EUR 50 million or more are cleared by SNN's BoD, and are approved by the General Meeting of SNN Shareholders, as well as with points 4 and 5, according to which the loans, regardless of their duration, and loan collaterals worth EUR 50 million or more are cleared by SNN's BoD, whereas SNN GMS approves these transactions;
- Article 13(4)(a) and (b), reading that the Extraordinary General Meeting of SNN Shareholders decides, among other things, also on the following matters: a) the conclusion by the Company of any contract, and the assumption of any obligation or commitment that could involve expenses, or taking up any other important obligation by the Company, according to the limits of power set out in Annex no. 1 to the Articles of Association; and b) taking out by the Company of any loans or loan-like debts or liabilities, according to the limits of power set out in Annex no. 1 to the Articles of Association, and references made in Annex no. 1 to the Articles of Association (the Annex) being the same as at the previous bullet point,

by reference to the above, the approval competence in respect to the stated points resides with the Extraordinary General Meeting of SNN Shareholders (“EGMS”).

2. Performance of FEED Phase 2

As it stems from the RoPower Nuclear's Explanatory Note no. 3/16.01.2026 (Annex 1), the activities under FEED Phase 2 have been completed, and therefore, in accordance with the Project Implementation Strategy, the investment decision has been cleared to be further submitted for approval to the Extraordinary General Meeting of Shareholders.

The main objectives of FEED Phase 2, as foreseen, have been accomplished within the estimated timeframes and with a reduced budget compared to the initial estimates.

Hence, RPN issued the necessary documentation for the final investment decision, in consideration of completing the following deliverables:

- The concept and preliminary design for the entire power plant;
- The Class 3 Project Cost Estimate (AACE) with +30%/-20% accuracy;
- The Project's Level 2 EPC Schedule, which breaks down the project phases into major design, construction, procurement and commissioning activities;
- The Preliminary Safety Analysis Report (Rev. 0) submitted to CNCAN in support of the site licensing application;
- The site characterization results, as documented in a number a technical studies/surveys;

- Commencement of the supporting documents for the following applications:
 - o The notice to EURATOM;
 - o The Environmental Impact Assessment;
 - o The Urban Planning Certificate (CU, Zonal Urban Plan (PUZ)) and the facilities' preliminary building permit;
- The Feasibility Study according to the Government Decision no. 907/2016;
- The Project's Financial Model, including an economic assessment of the project's economic efficiency (LCOE) and an appropriate capital structure for delivery.

All materials underlying preparation of the Feasibility Study (Annex 4) have been assumed by the Project Company RoPower Nuclear, as part of the deliverables related to the FEED Phase 2 contract concluded between RPN and Fluor.

3. Investment Decision and Associated Conditions

RPN has analysed 4 scenarios under the Feasibility Study; of these, the scenario recommended by RPN is scenario A1.3, which allows for a more balanced sharing of the risks within the project. Initially, only 77 MWe (gross) will be made available, until the first NPM demonstrates that it works as designed, and the remaining modules are procured and commissioned.

Thus, scenario A1.3, provides for either of the following alternatives (i) only the first NPM module is purchased by RoPower, and the remaining 5 shall be the responsibility of NuScale and shall be paid for by RoPower only after the first NPM is fully operational, or (ii) RoPower purchases all 6 modules, subject to NuScale fully reimbursing the costs of the 5 modules, if the first NPM does not work as designed.

The milestones foresee July 2033 as the Commercial Operation Date for the first NPM, and December 2034 for the entire plant, depending on the commercial agreements entered into for the acquisition of the 5 remaining NPM modules.

As it stems from the Executive Summary Rev. 1 (Annex 2), for Scenario A1.3, RoPower recommends adoption of a conditional investment decision, in line with the list of conditions presented in Annex 3, the most important of which is NuScale committing to one of the two options (i) or (ii) above for modules 2-6.

Given the nature of the conditions in Annex 3, as proposed by RPN (conditions that concern in particular deployment of the project), and against the backdrop of project's implementation and SNN's experience, a number of additional conditions have been cleared by SNN Technical, Economic and Social Board (CTES), subject to the conditions presented in Annex 6. These additional conditions are aimed at maximizing the benefits and protecting the interests of RPN (as developer of the Project) and those of SNN (as shareholder of the Project Company RPN), the list of conditions being subject to updating based on recommendations made by SNN's BoD.

Relying on the corporate approvals obtained to date and on RPN's Explanatory Note no. 3/16.01.2026 (**Annex 1**) regarding the approval by RPN's EGMS of the adoption of the final investment decision for the Doicesti SMR Project, in consideration of the presented elements, and in conjunction with the project timeframe, we believe that the submission for approval of the final investment decision is a natural step for the continuation of the SMR Project.

3.1. Activities required to until the pre-EPC Phase (Phase 3)

In anticipation of a favourable investment decision, and pending finalization of the contracts and determination of the budget/schedule related to the pre-EPC Phase (Phase 3), RPN put together a list of the necessary activities to be carried out in the next period (estimated until May 2026). We point out that some of these activities support fulfilment of the conditions approved by RPN, including a number of measures intended to prevent, monitor and

mitigate potential risks stemming from the current issue of the natural gas emissions identified locally (on the adjacent site of Soceram), in accordance with the requirements of the competent authorities and with the good practices applicable to nuclear projects. Details about the encountered situation are provided in Ropower Report No. 93C2D859-65CD-4C77-A662-C2A69BDCB9F5 (Annex 5). The IAEA mission in May 2025 confirmed that the methodology applied to conduct the Project's studies is in line with international standards and that no exclusionary criteria, including for the natural gas hazard would be applied as long as the results of such studies are implemented.

These activities are presented in the document "Ropower Activities Required to until the Pre-EPC Phase" (Annex 8) prepared by RPN, and pursue the following objectives:

- Complete the on-site geotechnical investigations (including any activities related to site safe);
- Continue the licensing process;
- Complete the pre-EPC contract (with the support of a specialized company);
- Ensure commencement of the Long-Lead Materials (LLM) procurement process;
- Carry on with the efforts to have the next stage financed;
- Define the supply chains for materials and equipment;
- Continue development of the organization to a stage equivalent to EPC readiness;
- Efforts to assess alternative configurations to those proposed in the Feasibility Study.

RPN estimates the budget for these activities at USD 6 million, and proposes to have it financed mainly from the unused principal of the loan granted by SNN to RPN, of approx. USD 14 million as at 31 December 2025 (the difference will be used to cover for the operating expenses/to reduce the deficit experienced by the company). In parallel, RPN will continue to deploy efforts to access new sources of financing/attract new investors. Please find enclosed a report on the loan granted by SNN to RPN as at 31 December 2025 (Annex 7).

3.2. Pre-EPC Phase (Phase 3)

Based on the investment decision and the activities/deliverables that will emerge from the stage before the Pre-EPC Phase (Phase 3), the budget, the list of contractors, the contract architecture, the financing details and the detailed schedule of the next phase will be determined, by reference to the technological developments of the Small Modular Reactors (SMR). Thus, in the period to come (roughly around May 2026), we will submit proposals for the actual commencement of the Pre-EPC Phase (Phase 3) and, implicitly, the budget, the financing strategy, conclusion of the contracts and other activities specific to this phase, for approval by the General Meeting of Shareholders; it is our current projection that all of these would take approximately 15 months and the envisaged budget amounts to around USD 600M.

The main contracts that should be concluded in the Pre-EPC Phase (Phase 3) are:

- the Pre-EPC Contract, to ensure continuity the existing Project development and to keep the technical and interfacing risks at a minimum;
- Extension of the Technology License Agreement ("TLA") with NuScale to ensure uninterrupted access to licensed technology, technical assistance and proprietary design information;
- the Environmental Impact Assessment ("EIA") Contracts: the EIA activities will continue by leveraging the experience and knowledge gained on the project and the local regulatory framework;
- Continuation of the Licensing Services Contract will ensure continuity for the regulatory commitment and the licensing strategy;
- the Contract for Geotechnical Works, in support of the detailed site characterization;
- the Risk Assessment Contract: to ensure consistency with the previous technical assessments and assumptions.

4. Proposals submitted for approval by the Extraordinary General Meeting of SNN Shareholders

In light of the above, we hereby submit **the following for approval by the Extraordinary General Meeting of SNN Shareholders:**

1. The Final Investment Decision (FID) on the Docesti NuScale Small Modular Reactors (SMR) Project (the Project), based on the Project's Feasibility Study (Annex 4 to this Note);
2. The conditions the fulfilment of which underpins the feasibility of the Project and which, consequently, represent binding requirements that condition the feasibility of the Project, bearing in mind that failure to meet any of these conditions renders performance of the Project impossible and unfeasible (Annexes 3 and 6 to this Note);
3. The performance of the activities required until Pre-EPC Phase (Phase 3 of the Project), as summarized in Annex 8 to this Note;
4. The amendment of the scope of Framework Loan Agreement No. 1 dated 16 August 2023, concluded by and between SNN (as Lender) and RPN (as Borrower); however, provided that it stays within the limits of the credit line thus granted, for the purpose of extending the scope of this lending so as to secure financing also for the activities needed for the Pre-EPC Phase and, consequently, the execution by SNN of an addendum to Framework Loan Agreement No. 1/16.08.2023 to formalize this extension of the financing scope, bearing in mind that further on any drawdown of this loan by RPN (the Borrower) may only continue if no other sources are accessed to finance the NuScale SMR Project of Docesti (share capital generated by changes in RPN's shareholding, bank loans, or other financing sources);
5. The amendment of the scope of the Movable Mortgage Agreement No. RUEC 031 dated 16 August 2023 concluded by and between SNN and RPN for the purpose of extending the security interest established by RPN in favor of SNN to secure the loan granted by SNN, as stated at the previous paragraph 4, also to the deliverables emerging from the stage before the Pre-EPC Phase (Phase 3 of the Project) and, consequently, the execution by SNN and RPN of an Addendum to the aforementioned Movable Mortgage Agreement to secure the deliverables emerging from the stage before the Pre-EPC Phase (Phase 3 of the Project);
6. The granting of a mandate to the executive management of SNN to negotiate and sign, in the name and on behalf of SNN, as lender and, at the same time, secured creditor, the contracts listed at paragraph 4 and 5 above, as well as all other related documents;
7. The granting of a mandate to the executive management of SNN to sign any addenda to the two contracts detailed above at paragraphs 4 and 5; however, provided that they fall within the value limits of the credit line thus granted and are in compliance with the approvals given by shareholders in the resolution that they would pass;
8. The granting of a mandate to the SNN representative (to be appointed by SNN's executive management for this purpose) in the General Meeting of Shareholders of RoPower Nuclear S.A., on the date/dates on which this will be convened, which meeting(s) that will have on the agenda the items above, to attend and vote in favour ("for") of these.

Given the confidential nature of the information contained in the annexes to this note, SNN shareholders' access thereto is conditioned by them signing a Non-Disclosure Undertaking to protect the information provided to them.

Annex 1 – RPN Explanatory Note No. 3/16.01.2026

Annex 2 – Executive Summary of the Feasibility Study Documentation

Annex 3 – List of RoPower Conditions

Annex 4 – Feasibility Study

Annex 5 – RPN Report on the Natural Gas Issue

Annex 6 – List of SNN Conditions

Annex 7 – Report on the Loan Granted by SNN to RPN as at 31 December 2025

Annex 8 – RoPower Activities to be conducted before the Pre-EPC Phase

Endorsed by,

Cosmin Ghita

Chief Executive Officer

Daniel Adam

Chief Financial Officer

Mihai Gioara

Director of Development & Portfolio Management

Vlad Chiripus

Director of Legal and Corporate Governance Department

Roxana Tompea

Director of Investment Development