



NUCLEARELECTRICA

## CONVENING NOTICE FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF SOCIETATEA NAȚIONALĂ NUCLEARELECTRICA S.A.

The Board of Directors of Societatea Națională Nuclearelectrica S.A. (hereinafter called "SNN" or the "Company") a national joint-stock company, managed according to a unitary system, established and operating in compliance with the Romanian laws, registered with the Trade Register Office attached to the Bucharest Court under number J1998007403409, Tax Identification Number RO 10874881, with registered office in Iancu de Hunedoara Boulevard 48, District 1, Bucharest, having a subscribed and paid-up share capital amounting to **Lei 3,016,438,940**.

### Whereas

- Provisions of art. 13 and art. 14 of the Company's Articles of Incorporation, in force (the "Articles of Incorporation");
- Provisions of Law no. 31/1990 on trading companies, republished, as subsequently amended and supplemented;
- Government Emergency Ordinance no. 109/2011 regarding corporate governance of the public institutions, as further amended and supplemented;
- Provisions of Law no. 24/2017 on the issuers of financial instruments and market operations, republished
- Provisions of the ASF Regulation no. 5/2018 on the issuers of financial instruments and market operations;
- Provisions of Regulation no. 10/2017 on central storage issued in application of Regulation (EU) no. Regulation (EC) No 909/2014 of the European Parliament and of the Council of 23 July 2014 on improving the settlement of securities in the European Union and on the central depository of securities and amending Directives 98/26 / EC and 2014/65 / EU and Regulation (EU) no. 236/2012
- The provisions of Regulation 1212/2018 establishing the minimum requirements for the implementation of Directive 2007/36 / EC of the European Parliament and of the Council regarding the identification of shareholders, the transmission of information and the facilitation of the exercise of shareholders' rights.

### Convokes

- I. The Extraordinary General Meeting of the Shareholders of Societatea Națională Nuclearelectrica S.A. for 02.04.2026, hours 10:00 (Romania's time), at the headquarters of Societatea Nationala Nuclearelectrica SA, Iancu de Hunedoara Boulevard no 48, District 1, Bucharest, Conference Room 01.01.**

Only the persons registered as shareholders of SNN on the date of **20.03.2026** („Reference Date”) in the shareholder register issued by Depozitarul Central S.A. are entitled to attend and vote within the EGMS.

In the event that the legal conditions for holding the EGMS on the date of the first calling are not met, a new EGMS, as appropriate, shall be convened for the date of **03.04.2026, hours 10.00 for the EGMS, at the headquarters of Societatea Nationala Nuclearelectrica SA, Iancu de Hunedoara Boulevard no 48, District 1, Bucharest, Conference Room 01.01**. In the event of a new convocation, the reference date established for identifying shareholders entitled to participate and vote at the EGMS and the agenda shall remain the same.

### Societatea Nationala NUCLEARELECTRICA S.A.

Iancu de Hunedoara Boulevard 48, Bucharest 011745, Romania; Tel +4021 203 82 00, Fax +4021 316 94 00;  
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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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The **Agenda** of the Extraordinary General Meeting of Shareholders is as follows:

- 1. Election** of the Secretary of the Extraordinary General Meeting of Shareholders.
- 2. Approval of the increase in the value of contract no. RUEC 872/02.06.2022**, having as its object "*Legal assistance/consultancy services in relation to major investment objectives as well as major strategic objectives in the Investment Strategy of Societatea Națională Nuclearelectrica S.A.*", concluded by S.N. Nuclearelectrica S.A. with the American law firm Hunton Andrews Kurth LLP, with the Romanian law firms Zamfirescu Racoți, Vasile & Partners, Wolf Theiss Romania and the Australian firm GNE Advisory as subcontractors, in accordance with point 2.1. of the Note presented to shareholders, with a total value of EUR 500,000 (excluding VAT) and with the mention that the aforementioned amount, which will be added to the contract in question, will be used exclusively at the request of SNN, depending on the actual needs for legal assistance in the issues listed above, so that, if, for reasons not attributable to SNN, the above-mentioned projects do not progress or if there is no real and effective need in this regard, these amounts will not be accessed;
- 3. Mandating the executive management of SNN (the CEO and CFO) to negotiate and sign, with the contractual partners mentioned in point 2 above** (the American law firm Hunton Andrews Kurth LLP, with the Romanian law firms Zamfirescu Racoți, Vasile & Partners, Wolf Theiss Romania and the Australian firm GNE Advisory as subcontractors), the addendum to contract no. RUEC 872/02.06.2022, which will confirm the increase in the contract value, under the conditions set out in the Note presented to the shareholders.
- 4. Mandating the executive management of SNN (the CEO and the CFO) to negotiate and sign, with the contractual partners mentioned in point 2 above** (the American law firm Hunton Andrews Kurth LLP, with the Romanian law firms Zamfirescu Racoți, Vasile & Partners, Wolf Theiss Romania and the Australian firm GNE Advisory as subcontractors), **any other addenda to contract no. RUEC 872/02.06.2022**, other than the addendum mentioned in point 3, in situations where such changes do not lead to an increase in the value of the contract, including in the situation where, upon expiry of the contract term (June 2026), there are still ongoing projects, the completion of which requires the continued use of the services of HAK (together with its aforementioned partners) after that date, with subsequent notification of the SNN Board of Directors regarding the conclusion of such additional acts;
- 5. Approval of the contracting of specialized legal services for assistance, consulting, and/or representation for investment projects included in the 2025-2030 Investment Strategy, with a view to 2035, of S.N. Nuclearelectrica S.A., including for aspects related to the financing of these projects and other related aspects in connection with these projects**, under the conditions detailed in point 2.2. of the Note presented to the shareholders, respectively these services will have a total value of EUR 5,500,000 (excluding VAT), the contract will be divided into two lots, namely Lot 1, which covers aspects related to international law, and Lot 2, which covers aspects related to national and European law (Community legislation), the contracts to be concluded will have a duration of 3 years from the date of signing and the value of the contracts will be used exclusively at the request of SNN, depending on the actual needs for legal assistance/consultancy or representation in the above-mentioned issues, so that, if, for reasons not related to SNN, the above-mentioned projects do not progress or if there is no real need for such services, no amounts from the above-mentioned value will be used, with the proviso that the amounts necessary to cover the costs of contracting these services will be borne by SNN's own funds and will be provided for in the company's annual budgets, with any unspent amounts to be carried over to SNN's budgets in subsequent years;
- 6. Mandating the executive management of SNN (the CEO and the CFO) to carry out the selection procedure for the firms/companies/law firms that will provide the legal services mentioned in point 5 above, to negotiate and sign the legal service contracts mentioned in point 5 above**, under the conditions detailed in the Note presented to the shareholders, with subsequent notification of the SNN Board of Directors, **as well as to negotiate and sign any additional acts to the contracts to be**

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- concluded in accordance with point 5 above, which will not change the value of these contracts, with subsequent notification of the SNN Board of Directors;
7. **Approval of an additional ceiling of EUR 800,000 (excluding VAT) for the continued contracting, in the situations detailed in point 2.3. of the Note presented to shareholders, of assistance/consultancy and legal representation services** (this category also includes litigation before common law courts or arbitration tribunals, internal and/or international, related to the execution of contracts for major investment projects, including those related to international financing for these projects), **for current issues and disputes other than those related to investment activities and those related to the financing and guaranteeing of major investment projects, which are the subject of points 2.1. and 2. 2. of the Note presented to shareholders**, the contracting of these services shall be ensured in compliance with the principles governing procurement legislation, namely competitiveness, transparency, non-discrimination, equal treatment, proportionality, efficient use of funds, and in compliance with the requirements/conditions set out in point 2.3. of the Note presented to shareholders. Furthermore, the contracting of these services, as set out in point 2.3 of the Note presented to shareholders, shall be carried out whenever necessary, by decision of the company's management, on the basis of specific supporting documents, which shall justify the necessity and appropriateness of the procurement and justify the criteria for which a particular firm/law firm will be used;
  8. **Mandating the executive management of SNN (the CEO and the CFO) to carry out**, in all situations where it is necessary, as mentioned in point 7 above, **the procedures for selecting law firms/legal practices and to sign the respective orders/contracts for legal services with them.**
  9. **Approval of the establishment of a branch of SNN, named "Societatea Nationala Nuclearelectrica S.A. Bucharest – Refurbishment and Major Investments Branch (Sucursala de Retehnologizare și Investiții Majore) (SRIM) Cernavoda,"** which will operate in accordance with applicable legal regulations and the Articles of Incorporation of the parent company, SNN, with the purpose of carrying out the economic activities specified in its founding document (Articles of Incorporation) (CAEN Code 3511);
  10. **Approval of the registration of the SRIM Cernavoda branch in the Trade Register of Constanța**, with its registered office at: 2 Medgidiei Street, Office building for U2 PIF staff, Cernavodă, Constanța County, with its main activity being the production of electricity (CAEN Code 3511).
  11. **Approval of the duration of existence of the SRIM Cernavoda branch**, which will be unlimited, with the possibility of expanding or reducing activities, depending on the needs of the company and the economic and legal conditions in force;
  12. **Approval of the SRIM Cernavoda branch to carry out activities within the same financial structure as the parent company**, to be financed from its resources, without constituting a separate share capital;
  13. **Approval of the management of the SRIM Cernavoda branch by a branch manager**, appointed by the CEO of SNN, who will be responsible for administering and coordinating the economic activities carried out within the SRIM Cernavoda Branch, in accordance with the mandate/attributions entrusted by the CEO of SNN;
  14. **Approval of the establishment by Societatea Nationala Nuclearelectrica S.A. of a place of business at the address: 48 Iancu de Hunedoara Boulevard**, registered in the land registry under no. 233413, with cadastral number 233413, in the Crystal Tower building, located on the third floor, District 1, Bucharest, which will be managed by SRIM Cernavoda, having the main object of activity of the company (CAEN Code 3511).
  15. **Mandating the Board of Directors of SNN**, with the possibility of sub-delegation to the executive management of SNN, to carry out all the formalities/steps required by law for the submission/notification, to the competent territorial Trade Registry Office, of the SNN EGMS decision, as well as to carry out any other formalities and sign any other documents related to this decision and those mentioned in its content.
  16. **Approval of date 05.05.2026 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

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the shareholders that will be benefiting of dividends or of other rights and on whom the effects of the EGMS resolutions impact will be identified.

**17. Approval** of date **04.05.2026** 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.

**18. Empowering** the Chairman of the Board of Directors to sign on behalf of shareholders the EGMS resolutions and any other documents related thereto, and to perform any act or formality required by law to register and fulfil the EGMS 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.

**The right to introduce new items on the agenda. The right to present draft resolutions for the items included or proposed to be included on the meeting's agenda.**

According to the provisions of art. 105, par. (3) and (5) of Law no. 24/2017, art. 117<sup>1</sup>, par. (1) of Law no. 31/1990, of art. 189 of the ASF Regulation no. 5/2018, as well as of art. 14 of the company's Articles of Incorporation, one or more shareholders, representing individually or together at least 5% of the Company's share capital, may request, by a petition addressed to the Company's Board of Directors, the introduction of some additional points on the EGMS agenda, under the condition that each point is accompanied by a justification or by a resolution draft proposed to be adopted by the general meeting; and present resolution drafts for the points included or proposed to be included on the agenda of the general meeting.

Also, according to Article 105(5<sup>1</sup>) of Law 24/2017, as amended and supplemented, the agenda of a General Meeting of Shareholders may also be supplemented by the Board of Directors, in compliance with the relevant legal requirements and deadlines, if the need for supplementation arises from documents or events occurring after the publication of the notice of meeting.

In cases where the exercise of the right to add items to the agenda of the general meeting results in a change to the agenda of the general meeting already communicated to the shareholders, the company is required to make available a revised agenda, including the resolutions proposed by the shareholders who exercised that right or, as the case may be, by the Board of Directors (in cases where the agenda is supplemented by the Board of Directors), using the same procedure as that used for the previous agenda, before the reference date of the general meeting of shareholders, as defined by the FSA regulations, and in compliance with the deadline provided for in Article 117<sup>1</sup>(3) of Law No. 31/1990, so as to allow shareholders to appoint a representative or, where applicable, to vote by correspondence.

According to art. 105 para. (5) of Law 24/2017, with subsequent amendments and additions, in conjunction with art. 117<sup>1</sup> of Law no. 31/1990, shareholders may exercise the above rights within a maximum of 15 days from the date of publication of the convocation.

The proposals regarding the introduction of additional points on the EGMS agenda and/or the presentation of resolution drafts for the included points or for the points proposed to be included on the /EGMS agenda must meet the following cumulative conditions:

- a) In case of individual shareholders**, they shall be accompanied by the copies of the shareholders IDs (the IDs presented by the shareholders must make possible their identification in the

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shareholders register of SNN, held by SC Depozitarul Central S.A.), **and in case of legal entity shareholders** they shall be accompanied by:

- the Confirmation of Company Details, in original or a true certified copy, issued by the Trade Register or by any other document, in original or in a true certified copy, issued by a competent authority of the state in which the shareholder is legally registered, certifying the existence of the legal entity and the name/capacity of legal representative, not older than 3 months in relation to the date of publication of the general meeting convening notice, allowing their identification in the SNN shareholders' register kept by SC Depozitarul Central S.A.;
  - the capacity of legal representative shall be established based on the list of SNN shareholders (register of shareholders) valid at the reference date, received from Depozitarul Central S.A. However, if the shareholder did not inform the Central Depository in time about his legal representative or is this information not mentioned in the list of SNN shareholders valid at the reference date received from the Central Depository, **the confirmation of company details/the aforementioned similar documents must serve as proof of the shareholder's legal representative.**
  - the documents proving the capacity of legal representative drafted in a foreign language, other than the English language, shall be accompanied by a translation into the Romanian or English language, performed by a certified translator. SNN will not require the legalization or apostille of documents which prove the capacity of legal representative of the shareholder.
- b) To be accompanied by a justification and/or a resolution draft proposed to be adopted;
- c) To contain prescriptions regarding the attributions of the assembly;
- d) To be sent to the Company's Registration Office through any form of courier with acknowledgment of receipt, so that they are registered as received at the Company's Registration Office by **13.03.2026, hours 16:00**, in a closed envelope, with the note legibly written in capital letters: "FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **02.04.2026**"; the proposals may be sent by e-mail with the extended incorporated electronic signature in compliance with Law No. 455/2001 on electronic signature by the date of **13.03.2026, hours 16:00** to the e-mail address [aga@nuclearelectrica.ro](mailto:aga@nuclearelectrica.ro), with the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **02.04.2026**"

In order to identify and prove the shareholder capacity of a person who makes proposals for supplementing the agenda (or who asks questions in compliance with art. 198 of the ASF Regulation no. 5/2018), SNN may ask from that person the bank account statement issued by the Central Depository, out of which result his shareholder capacity and the number of shares he owns.

The supplemented agenda will be published by the Company by **19.03.2026**.

### **Information materials and questions referring to the agenda**

Starting with the date of **26.02.2026 hours 18.00**, all the information materials related to issues included on the agenda, the draft resolutions proposed to be adopted by the general meetings and the rules and regulations regarding the organization and development of the general meetings (which include the voting procedure based on representative and the procedure allowing the vote by correspondence) shall be

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available on business days at the Company's headquarters, in 48 Iancu de Hunedoara Boulevard, District 1, Bucharest, at the Company's Registration Office between 08:30 and 16:30, as well as on the Company's website ([www.nuclearelectrica.ro](http://www.nuclearelectrica.ro)). The Company's shareholders may obtain, upon request, copies of the documents referring to issues included on the agenda of the EGMS.

The Company's shareholders, regardless of their interests in the share capital, may ask questions, in writing, regarding the items on the agenda of the EGMS.

The identification requests aforementioned in the chapter regarding the supplementation of the agenda are applicable also for the individual shareholder and/or for the legal representative of the corporate shareholder who asks questions regarding the points on the GMS agenda.

The questions shall be sent to the Company's Registration Office through any form of courier with acknowledgment of receipt, so that they are registered as received at the Company's Registration Office by **31.03.2026, hours 10:00**, in a closed envelope, with the note legibly written in capital letters: "FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED **02.04.2026**".

The Company may draft a general answer for the questions with the same content. It is considered that the Company has answered the questions if the required relevant information is published on the Company's website [www.nuclearelectrica.ro](http://www.nuclearelectrica.ro) in the format of Q&A.

Shareholders may also send such questions by e-mail with the extended incorporated electronic signature, in compliance with Law No. 455/2001 on electronic signature by the date of **31.03.2026 hours 10:00** to the e-mail address: [aga@nuclearelectrica.ro](mailto:aga@nuclearelectrica.ro), with the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED **02.04.2026**".

### **Participation and voting in the General Meeting of the Shareholders**

The shareholders registered in the shareholders register at the Reference Date may attend the EGMS and may vote in person, through a representative or by correspondence.

The regulations regarding the organization and development of the general meeting of the shareholders are available on the Company's internet page [www.nuclearelectrica.ro](http://www.nuclearelectrica.ro) and include the voting procedure by special or general power of attorney and the procedure allowing the vote by correspondence.

The access of the shareholders entitled to participate, on the reference date, in the general meeting of shareholders, is allowed by simply proving their identity, in the case of natural-person shareholders, by their identity card or, in case of legal entities, of the legal representative, and in the case of legal entities and natural-person shareholders who are represented, with the power of attorney of the person who represents them, according to the applicable legal provisions in the field.

*The direct vote (personal)* shall be exercised after the shareholder proves his/her identity:

- a) In case of individual shareholders by presenting the identity document; the identity documents presented by shareholders must permit their identification on the list of SNN shareholders valid on the reference day and issued by S.C. Depozitarul Central S.A.;
- b) In the case of legal entities, by presenting:
  - (i) The identity document of the legal representative (ID or IC for the Romanian citizens, or

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passport for foreign citizens),

- (ii) Confirmation of company details, as original document or a true copy of the original document, issued by the Trade Register or by any other document, in original or in a true certified copy, issued by a competent authority of the state in which the shareholder is legally registered, certifying the existence of the legal entity and the name/capacity of legal representative, not older than 3 months in relation to the date of publication of the general meeting convening notice, allowing their identification in the list of SNN shareholders on the reference date, issued by S.C. Depozitarul Central S.A.;

The capacity of a legal representative shall be ascertained based on the list of SNN shareholders valid on the reference date, received from Depozitarul Central S.A. However, if the shareholder did not inform the Central Depository in time about his legal representative (so that the Shareholders' register shows this fact at that particular date), than the confirmation of company details/similar documents aforementioned must prove the shareholder's legal representative; for the Romanian State, the capacity of legal representative of the Ministry of Energy is proven by the copy of the appointment decree issued by the President of Romania (copy of the Official Gazette is has been published in or excerpt of a legislative program).

For all afore mentioned situations, the documents presented in a foreign language (excepting the identity documents valid on the territory of Romania, written with Latin letters) shall be accompanied by a certified translation into the Romanian or English language. The documents proving the capacity of legal representative drafted in a foreign language, other than the English language, shall be accompanied by a translation into the Romanian or English language, performed by a certified translator. SNN shall not require the legalization or apostille of documents which prove the capacity of legal representative of the shareholder.

When calculating the quorum for the EGMS, shares for which the shareholder expresses his/her vote in the general meeting of shareholders by expressing "abstain" options as well as shares for which the shareholder does not express a voting right are taken into account. When calculating the majority of votes cast in the general meeting, the majority of votes cast by "abstaining" votes shall be taken into account, in the sense that if the majority of votes cast are "abstaining" votes, the resolution shall not be deemed to have been approved by the shareholders, as the number of votes required for a resolution to be passed has not been reached.

#### **Vote by representative, based on special power of attorney**

Shareholders may participate personally or may be represented in EGMS by a designated representative ("Proxy") who was issued a special power of attorney, based on the representation form provided by the Company, according to art. 105 par. (12) of Law no. 24/2017. The power of attorney form may be obtained starting with **26.02.2026 hours 18:00** from the Company's Registration Office and from the Company's website ([www.nuclearelectrica.ro](http://www.nuclearelectrica.ro)). The power of attorney form shall be updated if new items are added on the /EGMS agenda.

The special powers of attorney must be filed in by the shareholder (in three original copies: one form for the shareholder, one for the proxy and one for SNN), they must be signed and contain specific voting instructions for each item on the EGMS agenda for which the Proxy is going to vote in the name of the shareholder, clearly specifying the voting option (i.e. vote "for", "against" or "abstain"). One shareholder may be represented in the EGMS by only one Proxy, having a special power of attorney granted for the

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EGMS dated **02.04.2026**.

The special power-of-attorney shall be accompanied by the following documents:

a) **for individual shareholders:** copy of the shareholder's identity document, that shall permit his/her identification on the list of SNN shareholders valid on the reference day and issued by S.C. Depozitarul Central S.A. and copy of the representative's identity document (ID or IC for the Romanian citizens, or passport for foreign citizens, with PIN (personal identity number) - if it exists in their country of origin);

b) **for legal entity shareholders:**

- (i) the Confirmation of Company Details, in original or a true certified copy, issued by the Trade Register or by any other document, in original or in a true certified copy, issued by a competent authority of the state in which the shareholder is legally registered, certifying the existence of the legal entity and the name/capacity of legal representative, not older than 3 months in relation to the date of publication of the general meeting convening notice, allowing their identification in the list of SNN shareholders on the reference date, issued by SC Depozitarul Central S.A.; for the Romanian State, the capacity of legal representative of the Ministry of Energy is proven by the copy of the appointment decree issued by the President of Romania (copy of the Official Gazette is has been published in or excerpt of a legislative program) in order to prove the quality of legal representative of the Ministry of Energy.
- (ii) the capacity of legal representative shall be established based on the list of SNN shareholders valid at the reference date, received from Depozitarul Central S.A. However, if the shareholder did not inform the Central Depository in time about his legal representative or is this information not mentioned in the list of SNN shareholders valid at the reference date received from the Central Depository, the confirmation of company details/the aforementioned similar documents must serve as proof of the shareholder's legal representative;

The representative shall present his/her identity document at the meeting.

c) the documents presented in a foreign language (excepting the identity documents valid on the territory of Romania, written with Latin letters) shall be accompanied by a certified translation into the Romanian or English language. The documents proving the capacity of legal representative drafted in a foreign language, other than the English language, shall be accompanied by a translation into the Romanian or English language, performed by a certified translator. SNN shall not require the legalization or apostille of documents which prove the capacity of legal representative of the shareholder.

The special power of attorney is valid only for the GMS for which it has been requested; the representative is required to vote in compliance with the instructions formulated by the empowering shareholder, under sanction of vote cancellation.

Generally a shareholder may mandate only one representative to represent him/her in GMS. However, the power-of-attorney may name one or more alternative representatives to ensure the representation in the general meeting, for the case in which the main representative named above cannot fulfill his mandate. If more alternative representatives are assigned by the power-of-attorney, there shall be set the succession in which they are to exercise their mandate.

The representatives of the company cannot receive power of attorney in order to represent shareholders in the EGMS. The regulations regarding the organization and unfolding of the general meeting of

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shareholders shall detail the voting by representative procedure, the shareholders having the obligation to comply with such regulations, under sanction of losing their voting right by representative in the EGMS.

The **special power of attorney** for participation and vote within the general meeting of shareholders, issued to a credit institution which performs **custodial services**, shall be valid without the presentation of additional documents related to the shareholder concerned, if the special power of attorney is prepared in compliance with art. 201 of Regulation 5/2018, signed by such shareholder and accompanied by an affidavit of the credit institution which received the representation empowerment by means of the special power of attorney, which shall state that:

- the credit institution performs custodial services for the shareholder;
- the instructions specified in the special power of attorney are identical with the instructions in the SWIFT message received by the credit institution in order to vote on behalf of the shareholder;
- the special power of attorney is signed by the shareholder.

The special power of attorney and the custodian's declaration mentioned above should be submitted to SNN, in original, within 48 hours before the GMS, signed, and if applicable, stamped, without fulfilling other formalities regarding the form of these documents.

The special powers of attorney, in Romanian and/or English, shall be sent to the Company's Registration Office through any form of courier with acknowledgment of receipt, so that they are registered as received at the Company's Registration Office by and not later than **31.03.2026** hours **10:00**, in a closed envelope, with the note legibly written in capital letters: "FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED **02.04.2026**".

The special powers of attorney, in Romanian and/or English, may also be send by e-mail with the extended incorporated electronic signature, in compliance with Law No. 455/2001 on electronic signature by but not later than **31.03.2026** hours **10:00** to the e-mail address [aga@nuclearelectrica.ro](mailto:aga@nuclearelectrica.ro), with the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED **02.04.2026**".

### **Vote by representative, based on a general power of attorney**

In virtue of art. 105 par. (13) of Law no. 24/2017 on issuers of financial instruments and market operations, the shareholder's representation in GMS may also be done by other persons than the shareholders, based on a general power-of-attorney. So, the shareholder may give a general power-of-attorney valid no longer than 3 years, permitting to the representative to vote all the items on which the general meetings of shareholders debate for the one or more issuers named in the power-of-attorney, individually or by a generic formulation referring to a certain category of issuers, including the disposal acts, with the condition that the power-of-attorney shall be granted by a shareholder as client to an intermediary, in compliance with the legal provisions.

Before the first use, the general power-of-attorneys shall be reached in to the company's headquarters, 48 hours prior to the general meeting, i.e. by **31.02.2026, hours 10:00**, in copy, containing the mention of their compliance with the original and the representative's signature. The certified copies of the powers-of-attorney are kept by SNN, this being mentioned in the minutes of the general meeting.

Shareholders may not be represented within the general meeting of shareholders by a person in a conflict of interest situation, such as:

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- a) it is a majority shareholder of SNN, or of an entity controlled by such shareholder;
- b) is a member of an administration, management or supervisory body of the company, of a majority shareholder or of a person controlled by such shareholder;
- c) is an employee or an auditor of the company or of a majority shareholder or of an entity controlled, in compliance with the provisions of let a);
- d) is the spouse, relative or a relative and kin up to and including 4th degree of one of the natural persons referred to under let. a) - c).

The proxy cannot be substituted by another person. In case the empowered person is a legal entity, it can exercise its mandate through any person member of the administration or management of the company or its employees.

Document accompanying the general power-of-attorney:

- a) the proof that the proxy has either the capacity of intermediary (in compliance with the provisions of art. 2 par. (1) pt. (19) of Law no. 24/2017), or of an attorney, and that the shareholder is its client.
- b) for **individual shareholders** - copy of the shareholder's identity document, that shall permit his/her identification on the list of SNN shareholders valid on the reference day and issued by S.C. Depozitarul Central S.A. and copy of the representative's identity document (ID or IC for the Romanian citizens, or passport for foreign citizens, with PIN (personal identity number) - if it exists in their country of origin);
- c) for **legal entity shareholders**:
  - (i) confirmation of company details, as original document or a true copy of the original document, issued by the Trade Register or any other document, in original or in a true certified copy, issued by a competent authority of the state in which the shareholder is legally registered, certifying the existence of the legal entity and the name/capacity of legal representative, not older than 3 months in relation to the date of publication of the general meeting convening notice, allowing their identification in the list of SNN shareholders on the reference date, issued by SC Depozitarul Central SA;
  - ii) the capacity of a legal representative shall be ascertained based on the list of SNN shareholders valid on the reference date, received from Depozitarul Central S.A. However, if the shareholder did not inform the Central Depository in time about his legal representative, or if this information is not mentioned in the list of SNN shareholders valid on the reference date, received from the Central Depository, than the confirmation of company details/similar documents aforementioned must prove the shareholder's legal representative; for the Romanian State, the capacity of legal representative of the Ministry of Energy is proven by the copy of the appointment decree issued by the President of Romania (copy of the Official Gazette is has been published in or excerpt of a legislative program).

The representative shall present his/her identity document at the meeting.

The documents presented in a foreign language (excepting the identity documents valid on the territory of Romania, written with Latin letters) shall be accompanied by a certified translation into the Romanian or

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English language. The documents proving the capacity of legal representative drafted in a foreign language, other than the English language, shall be accompanied by a translation into the Romanian or English language, performed by a certified translator. SNN shall not require the legalization or apostille of documents which prove the capacity of legal representative of the shareholder.

SNN shall accept a general power-of-attorney for participation and voting in the GMS given by a shareholder, as client, to a defined intermediary according to art. 2 par. (1) pt. 19 of Law no. 24/2017, as further amended and supplemented, or given to an attorney, without asking for additional documents referring to that particular shareholder, if the general power of attorney complies with the provisions of art. 202 of the ASF Regulation no. 5/2018, if it is signed by such shareholder and if it is accompanied by an affidavit given by the legal representative of the intermediary or by the lawyer who received the mandate of representation by the general power of attorney, out of which it results that:

- (i) the power-of-attorney is given by that respective shareholder, as client, to the intermediary or, as the case may be, to the attorney;
- (ii) the general power-of-attorney is signed by the shareholder, inclusively by attaching the extended electronic signature, of applicable.

The aforementioned declaration must be submitted to SNN in original, signed and, as the case may be, stamped, without fulfilling other formalities regarding its form. The declaration shall be submitted to SNN together with the general power-of-attorney.

The form of the general power of attorney shall be provided to the shareholders, by the Company, starting with **26.02.2026, hours 18:00**, at the same coordinates, and in under same conditions as the informative materials.

### **Vote through correspondence**

The Company's Shareholders registered on the Reference Date in the shareholders register issued by Depozitarul Central S.A. have the possibility to vote through correspondence, before the EGMS, using the Ballot Papers form, for voting through correspondence. The Ballot Papers may be obtained starting with **26.02.2026, hours 18:00**, from the Company's Registration Office and from the Company's website ([www.nuclearelectrica.ro](http://www.nuclearelectrica.ro)) and shall be updated if new items are added to the EGMS agenda.

*Documents that accompany the ballot papers:*

a) **for individual shareholders** - copy of the shareholder's identity document, that shall permit his/her identification on the list of SNN shareholders valid on the reference day and issued by S.C. Depozitarul Central S.A. and, if the case may be, copy of the representative's identity document (ID or IC for the Romanian citizens, or passport for foreign citizens, with PIN (personal identity number) - if it exists in their country of origin), together with the prove of the capacity of legal representative;

b) **for legal entity shareholders:**

- (i) Confirmation of company details, as original document or a true copy of the original document, issued by the Trade Register or any other document, in original or in a true certified copy, issued by a competent authority of the state in which the shareholder is legally registered, certifying the existence of the legal entity and the name/capacity of legal representative, not older than 3 months in relation to the date of publication of the general meeting convening notice, allowing their

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identification in the list of SNN shareholders on the reference date, issued by S.C. Depozitarul Central S.A.;

- (ii) the capacity of legal representative shall be established based on the list of SNN shareholders valid at the reference date, received from Depozitarul Central S.A. However, if the shareholder did not inform the Central Depository in time about his legal representative or is this information not mentioned in the list of SNN shareholders valid at the reference date received from the Central Depository, the confirmation of company details/the aforementioned similar documents must serve as proof of the shareholder's legal representative. For the Romanian State, the capacity of legal representative of the Ministry of Energy is proven by the copy of the appointment decree issued by the President of Romania (copy of the Official Gazette is has been published in or excerpt of a legislative program).

The documents presented in a foreign language (excepting the identity documents valid on the territory of Romania, written with Latin letters) shall be accompanied by a certified translation into the Romanian or English language. The documents proving the capacity of legal representative drafted in a foreign language, other than the English language, shall be accompanied by a translation into the Romanian or English language, performed by a certified translator. SNN shall not require the legalization or apostille of documents which prove the capacity of legal representative of the shareholder.

The ballots papers may be submitted as follows:

- a) Sent to the Company's Registration Office through any form of courier with acknowledgment of receipt, so that they are registered as received at the Company's Registration Office by **31.03.2026**, hours **10:00**, in a closed envelope, with the note legibly written in capital letters: "FOR AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **02.04.2026**" or
- b) Sent by e-mail with the extended incorporated electronic signature, in compliance with Law No. 455/2001 on electronic signature by the date of **31.03.2026** hours **10:00** to the e-mail address: [aga@nuclearelectrica.ro](mailto:aga@nuclearelectrica.ro), with the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **02.04.2026**".

The ballot papers, that are not received at the Company's Registration Office or by e-mail until the date and time mentioned above, shall not be taken into consideration to determine the quorum and majority in the EGMS.

When filling in the special powers of attorney and Ballot Papers, please take into consideration the possibility that the EGMS agenda may be supplemented with new items, in which case the amended agenda shall be published by **19.03.2026**. In this case, the updated special powers of attorney and Ballot Papers can be obtained from the Company's Registration Office and from the Company's website ([www.nuclearelectrica.ro](http://www.nuclearelectrica.ro)) starting with the date of publication of the supplemented agenda.

If the agenda shall be supplemented and the shareholders do not send the up-to-dated special powers of attorney and/or ballot papers for the vote through correspondence, the special powers of attorney and ballot papers sent prior to the date the agenda has been supplemented shall be taken into account only for the items that are also to be found on the supplemented agenda.

Checking and validating the special powers-of-attorney submitted, as well as the certification, checking, validating and record of the votes expressed through correspondence shall be done by a commission set

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within the Company, the members of this commission shall keep safe the documents, and confidential the votes expressed in this way. The powers-of-attorney shall be verified also by the EGMS secretary.

If the shareholder expressing his/her vote through correspondence participates personally or by a representative to the general meeting, the vote through correspondence expressed for that general meeting shall be annulled. In this case, only the vote expressed personally or by representative shall be taken into consideration.

If the person representing the shareholder by his/her personal presence in the general meeting is another person than the one who expressed the vote through correspondence, then, in order for his/her vote to be valid, the person shall submit in the general meeting, a written revocation of the vote expressed through correspondence, signed by the shareholder or by the representative who expressed that vote through correspondence. If the shareholder, or his/her legal representative, is present at the general meeting, this is not necessary anymore.

**CHAIRMAN OF THE BOARD OF DIRECTORS  
LAURENTIU NICOLAE CAZAN**

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