



No. E-DSRU-NOTA AGA-APROB-04042-17-03-26

**Endorsed by Resolution of the Board of Directors no. .... dated .....**

**Chairman of the Board of Directors  
Laurentiu Nicolae Cazan**

**Note on the approval by the Ordinary General Meeting of Shareholders of  
Societatea Nationala Nuclearelectrica S.A. of the Remuneration Report for the  
financial year 2025**

**I. General issues/power**

According to the provisions of Article 13(2)(n) of the Articles of Association of Societatea Nationala Nuclearelectrica S.A. ("*SNN*" or the "*Company*"), the Ordinary General Meeting of Shareholders of the Company has the power to submit to vote the Remuneration Report for the latest financial year; the SNN shareholder opinion from the vote is advisory in nature.

**II. Presentation of the SNN Remuneration Report**

According to the provisions of the Articles of Association of SNN, the company is managed under single-tier system. The executive body of the Company is the Board of Directors, consisting of 7 (seven) members of which at least 4 (four) members must be independent directors. The members of the Board of Directors are elected for a 4-year term of office, and can be re-elected. The members of the Board of Directors are elected by the Ordinary General Meeting of Shareholders, according to the legal provisions.

The Board of Directors delegates the management of the Company to one Chief Executive Officer. The Chief Executive Officer may be appointed from among the directors, who thus becomes executive directors, or from outside the Board of Directors. Within the Board of Directors only one director can be an executive director.

The CEO and the Chief Officers appointed by the Board of Directors shall have the duties set out in the mandate contracts approved by resolution of the Board of Directors, the Chief Executive Officer coordinates and monitors the activity of the Chief Officers appointed by the Board of Directors.

For the purposes of the Articles of Association of SNN, the term "Chief Executive Officer" shall mean the person to whom the powers of management of the Company have been delegated by resolution of the Board of Directors and who enters into a contract of mandate with the Company, in accordance with the applicable legal provisions.

**Societatea Nationala NUCLEARELECTRICA S.A.**

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Registered with the National Office of the Trade Register under no. J1998007403409, European Unique Identifier (EUID) ROONRC.  
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code RO94 RNCB 0072 0497 1852 0001, opened with BCR - Sector 1 Branch;  
Subscribed and paid-up share capital: RON 3,016,438,940.  
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In SNN, the remuneration and the other advantages offered to the Company's directors and chief officers with a mandate contract are granted according to the Remuneration Policy, which details the principles underlying the remuneration of managers, all the remuneration elements to which they are entitled, and the justification of granting these remunerations in relation to the company's short, medium and long-term objectives, in compliance and in accordance with the provisions of the Government Emergency Ordinance no. 109/2011 on the corporate governance of State-owned enterprises ("*Government Emergency Ordinance no. 109/2011*"), in conjunction with the provisions of Law no. 24/2017 on the issuers of financial instruments and market operations, republished ("*Law no. 24/2017*"), as approved by the Company's shareholders by the Resolution of the Ordinary General Meeting of Shareholders no. 5 of 26.04.2021.

Considering the provisions of Article 55(2) and (3) of Government Emergency Ordinance no. 109/2011 on the corporate governance of State-owned enterprises and the provisions of Article 107 of Law no. 24/2017, SNN has the obligation to present to shareholders the Remuneration Report related to the latest financial year, which shall include the following information:

- an overview of the remunerations, regardless of the form, granted or due during the latest financial year, to managers individually, including newly recruited and former managers, in accordance with the Remuneration Policy;
- the total remuneration of each manager broken down by components, the relative proportion of fixed and variable remuneration, an explanation of how the total remuneration complies with the adopted remuneration policy, including how it contributes to the issuer's long-term performance, and information on how the performance criteria were applied;
- the annual change in the remuneration of each manager, in the SNN performance and in the average remuneration based on the full-time equivalent of the issuer's employees who are not managers at least during the latest 5 financial years, presented together in a manner that allows comparison;
- any remuneration received by each manager from any entity belonging to the same group;
- the number of shares and share options granted or offered to each manager, as well as the main conditions for the exercise of the related rights, including the exercise price and the date, together with any changes thereof;
- information regarding the use of the possibility to recover the variable remuneration from each manager;
- with regard to each manager, information regarding any deviation from the procedure for implementing the remuneration policy of the Company, as was approved and regarding any derogations applied according to the remuneration policy, under Article 106(6) of Law no. 24/2017, including explanations regarding the nature of the exceptional circumstances and the indication of the specific elements from which the derogation was made;

We mention that the Remuneration Policy of SNN was approved by the General Meeting of Shareholders by the Resolution of the Ordinary General Meeting of Shareholders no. 5 of 26.04.2021 and is available to the public, on the Company's website, and during 2025, there were no derogations from the Remuneration Policy of SNN, both for directors and for chief officers with mandate contract.

The remuneration report related to the latest financial year is subject to vote, in the Annual Ordinary General Meeting of Shareholders provided for in Article 111 of the Law of Companies no. 31/1990 republished, as subsequently amended and supplemented, and the opinion of the shareholders in the general meeting regarding the Remuneration Report, resulting from the vote, is advisory in nature.

According to point 11 of the Ordinary General Meeting of Shareholders' Resolution no. 5/24.04.2025, the majority votes cast as regards the approval of the SNN's FY2024 Remuneration Report were "abstention", and no opinions were expressed by the Company's shareholders.

SNN will explain in the following Remuneration Report the manner in which the vote of the general meeting was taken into account (according to the provisions of Article 107(6) of Law no. 24/2017).

After the meeting of the Ordinary General Meeting of Shareholders of SNN, the Remuneration Report is made available to the public on the Company's website, free of charge, for a period of 10 years from the date of the Ordinary General Meeting of Shareholders.

### **III. Proposals submitted to the approval of the General Meeting of Shareholders**

Considering the above, in relation to the provisions of Article 55(2) and (3) of the Government Emergency Ordinance no. 109/2011 on the corporate governance of State-owned enterprises and of the provisions of Article 107(6) of Law no. 24/2017, in conjunction with the provisions of Article 13(2)(n) of the Articles of Association of SNN, we submit to the Ordinary General Meeting of Shareholders:

- Approval of the SNN Remuneration Report for the financial year 2025, in accordance with the Article 55(2) and (3) of the Government Emergency Ordinance no. 109/2011 on the corporate governance of State-owned enterprises and of the provisions of Article 107(6) of Law no. 24/2017 on the issuers of financial instruments and market operations, republished.

Appendix no. 1 – SNN Remuneration Report for the financial year 2025.

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Cosmin GHITA

CFO  
Daniel ADAM

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Vlad CHIRIPUS

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