



NUCLEARELECTRICA

No. E-DJ-DEC-CA-06586-05-05-26

Societatea Nationala Nuclearelectrica S.A.

Registered with the Trade Register under number: J1998007403409

Unique Registration Code (C.U.I.): 10874881

Registered office: Bulevardul Iancu de Hunedoara, 48, Sector 1, Bucharest

**Decision no. 103
of the Board of Directors of S.N. Nuclearelectrica S.A.
of 5 May 2026**

The Board of Directors (“BoD”) of Societatea Nationala “Nuclearelectrica” S.A. (hereinafter referred to as the “Company” or “SNN”), as appointed by the Resolutions of the Ordinary General Meeting of Shareholders no. 1/15.02.2023 and no. 12/24.11.2025,

Duly and statutorily convened in an online meeting held by videoconference on 5 May 2026, with the participation of the following members:

Laurentiu Nicolae Cazan, Chairman
Vasilica Grajdan, member
Dumitru Chirlesan, member
Andrei Gabriel Benghea Malaies, member
Nina Popa, member
Gheorghe Ionita, member

Considering that:

- Note regarding the endorsement of the net profit distribution proposal for the financial year 2025, of the value of the gross dividend per share, of the initiation date of the dividend payment and of the payment methods, registered under no. DF_CA-26-01699-05.05.2026;
- Note on submission for approval by the Ordinary General Meeting of Shareholders of Societatea Nationala Nuclearelectrica S.A. (“SNN”) of the net profit distribution proposal for the financial year 2025, of the amount of the gross dividend per share, of the dividend payment initiation, and of the payment methods, registered under no. E-DFC-NOTA AGA-APROB-06538-05.05.2026;
- The fact that, in accordance with the applicable legal provisions into force, the Board of Directors of SNN proposes the manner of distribution of the net profit of the financial year 2025, including the dividend proposal at the same time as the endorsement of the annual financial statements;
- The provisions of Article 111(2)(a) of the Company Law no. 31/1990, republished, as subsequently amended and supplemented (“Law no. 31/1990”);
- The provisions of Article 13(2)(b) of the Articles of Association of SNN;
- Law no. 24/2017 regarding issuers of financial instruments and market operations, as amended to date (“Law no. 24/2017”);

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.
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.

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- Law no. 227/2015 on the Tax Code, as subsequently amended and supplemented (“Tax Code”);
- Government Ordinance no. 64/2001 on the profit distribution at national enterprises, national companies and companies with full or majority State capital, as well as at self-governed administrations, as subsequently amended and supplemented (“Government Ordinance no. 64/2001”);
- Regulation no. 5/2018 regarding issuers of financial instruments and market operations, issued by the Financial Supervisory Authority (“Regulation no. 5/2018”);
- The Resolution no. 2/29.04.2026 of the Ordinary General Meeting of Shareholders of Societatea Nationala Nuclearelectrica S.A., by which the proposal regarding the distribution of the net profit of the financial year 2025 by intended uses, the approval of the total gross amount of the dividends of RON 1,179,633,972, the amount of the gross dividend per share of RON 3.91068407/share, the dividend payment date, *i.e.*, 24 June 2026, and the payment methods, as provided in the Note presented to the shareholders, was rejected;
- Decision of the Board of Directors of S.N. Nuclearelectrica S.A. no. 88 dated 16 April 2026, which approved the convening of the Ordinary General Meeting of Shareholders of Societatea Nationala Nuclearelectrica S.A. on 22 May 2026 or, should the legal conditions for holding the Ordinary General Meeting of Shareholders on the date of its first convening not be met, on 28 May 2026 (the second convening), as well as the related convening notice;
- The fact that, according to Article 105(5¹) of Law no. 24/2017, as subsequently amended and supplemented, the agenda of a General Meeting of Shareholders may also be supplemented by the Board of Directors, subject to observance as such of the legal requirements and time limits, if the need for such supplementation stems from acts or facts occurred after publication of the convening notice;
- The fact that the need to supplement the agenda of the Ordinary General Meeting of Shareholders of Societatea Nationala Nuclearelectrica S.A. on 22 May 2026/28 May 2026 with the proposal regarding the distribution of the net profit of the financial year 2025, the amount of the gross dividend per share, the dividend payment initiation date, and the payment methods arose after the date on which the Board of Directors of SNN convened the Ordinary General Meeting of Shareholders of Societatea Nationala Nuclearelectrica S.A. on 22 May 2026 (first convening)/28 May 2026 (second convening) and approved the related convening notice, namely after 16 April 2026, and considering that the Resolution of the Ordinary General Meeting of Shareholders of Societatea Nationala Nuclearelectrica S.A., by which the proposal regarding the distribution of the net profit of the financial year 2025 was rejected, was issued on 29 April 2026;
- The fact that, from the corroborated interpretation of the legal provisions regarding the time limit for payment of dividends, namely the provisions of Law no. 31/1990, the provisions of the Government Ordinance no. 64/2001, and the provisions of the Order of the Minister of Finance no. 2036/2025 on the key aspects related to preparation and submission of the annual financial statements and of the annual accounting reporting by economic operators to the National Agency for Fiscal Administration, it follows that, for national companies, the maximum time limit for the payment of dividends is 30 July 2027 (the latest date by which dividends can be paid without penalties). The time limit for payment of dividends was determined by adding a period of 60 days to the time limit set out under the law for the submission of the annual financial statements (31 May (included) of the financial year following the reporting year);
- The request no. 30245/CSB/05.05.2026 made by the majority shareholder, the Ministry of Energy, registered with SNN under no. AUTORITATI-SNN-26-03694/05.05.2026, regarding supplementation of the agenda of the Ordinary General Meeting convened for 22 May 2026/28 May 2026, namely with item 2 on the agenda of the Ordinary General Meeting of Shareholders. Thus request is made by the Ministry of Energy under the provisions of Article 14(12) of the Articles of Incorporation of SNN, Article 117¹(1) of Law 31/1990, Article 105(3) and (5) of Law no. 24/2017, Article 189 of the Regulation no. 5/2018, and Article 291 of the Government Emergency Ordinance no. 109/2011 on the corporate governance of State-Owned Enterprises, as subsequently amended and supplemented, as a shareholder holding more than 5% of SNN’s share capital;

Pursuant to:

- the provisions of Article 111(2)(a) and of Article 117¹(1) of Law no. 31/1990;
- Law no. 227/2015 on the Tax Code;
- Government Ordinance no. 64/2001;
- Regulation no. 5/2018;
- the provisions of Article 105(1), (3) and (5¹) of Law 24/2017, as subsequently amended and supplemented;
- Article 13(2) (b) and Article 14(12) of the Articles of Association of SNN;
- Article 291 of the Government Emergency Ordinance 109/2011;

With the following cast votes:

Dumitru Chirlesan, In favor
Vasilica Grajdan, In favor
Nina Popa, In favor
Laurentiu Nicolae Cazan, In favor
Andrei Gabriel Benghea Malaies, In favor
Gheorghe Ionita, In favor

DECIDES

Article 1 Clearance, for further submission for approval by the Ordinary General Meeting of Shareholders of Societatea Nationala Nuclearelectrica S.A., of the following:

- a) The distribution proposal of the net profit related to the financial year 2025;
- b) The amount of the gross dividend per share at RON 3.91068407 per share;
- c) Registration date: 23.06.2026
- d) Dividend payment start date: 13.07.2026
- e) The payment method, in accordance with the Notes no. DF_CA-26-01699-05.05.2026 and no. E-DFC-NOTA AGA-APROB-06538-05.05.2026, enclosed to this decision.

Article 2 Approval of the Note on submission for approval by the Ordinary General Meeting of Shareholders of Societatea Nationala Nuclearelectrica S.A. of the net profit distribution proposal for the financial year 2025, of the amount of the gross dividend per share, of the dividend payment initiation, and of the payment methods, registered under no. E-DFC-NOTA AGA-APROB-06538-05.05.2026.

Article 3 Approval of the supplementation of the agenda of the Ordinary General Meeting of Shareholders of Societatea Nationala Nuclearelectrica S.A. convened for 22 May 2026 or, if the legal conditions for holding the meetings of the Ordinary General Meeting of Shareholders of Societatea Nationala Nuclearelectrica S.A. on the date of the first convening are not met, for 28 May 2026 (the second convening), following the request of the Ministry of Energy no. 30245/CSB/05.05.2026, registered with SNN under no. AUTORITATI-SNN-26-03694/05.05.2026, with item 2 on the agenda of the Ordinary General Meeting of Shareholders of Societatea Nationala Nuclearelectrica S.A.:

- Approval of the proposal regarding the distribution of the net profit of the financial year 2025 by intended uses, the approval of the total gross amount of the dividends of RON 1,179,633,972, the amount of the gross dividend per share of RON 3.91068407/share, the record date (23 June 2026), the dividend payment date (13 July 2026), and the payment methods.

Article 4 Supplementation of the agenda of the Ordinary General Meeting of Shareholders of Societatea Nationala Nuclearelectrica S.A. convened for 22 May 2026 or, if the legal conditions for holding the meetings of the Ordinary General Meeting of Shareholders of Societatea Nationala Nuclearelectrica S.A. on the date of the first convening are not met, for 28 May 2026 (the second convening), pursuant to this decision, with item 3 on the agenda of the Ordinary General Meeting of Shareholders of Societatea Nationala Nuclearelectrica S.A.:

- Approval of the proposal regarding the distribution of the net profit of the financial year 2025 by intended uses, the approval of the total gross amount of the dividends of RON 1,179,633,972, the amount of the gross dividend per share of RON 3.91068407/share, the record date (23 June 2026), the

dividend payment date (13 July 2026), and the payment methods, as set out in the Note no. E-DFC-NOTA AGA-APROB-06538-05.05.2026 presented to shareholders.

Article 5 The Notes no. DF_CA-26-01699-05.05.2026 and no. E-DFC-NOTA AGA-APROB-06538-05.05.2026 are enclosed to this decision and form an integral part hereof.

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

**MEMBER OF THE BOARD OF DIRECTORS
VASILICA GRAJDAN**

**Head of Legal and Corporate Governance
Directorate
Vlad Chiripus**

**BoD secretary
Oana Andrusca**