



SNN no. ....../.....05.2026

CLEARED BY,

Chairman of the Board of Directors  
Laurentiu Nicolae Cazan

#### NOTE

**on the approval by the Extraordinary General Meeting of Shareholders of the following: (i) termination/closure/deregistration of the business unit of Societatea Nationala “Nuclearelectrica” S.A. in Village of Rascolesti, Commune of Izvoru Barzii, Calea Targu Jiului, km 7, County of Mehedinti, and (ii) establishment of an SNN business unit located on the ICSI Ramnicu Valcea industrial platform, Strada Uzinei nr. 4, Ramnicu Valcea**

#### 1. Powers to clear/approve the establishment/termination of an SNN business unit

Pursuant to the relevant provisions of the SNN Articles of Association (as updated), the powers to approve establishment / termination of a SNN business unit rest with SNN’s EGMS, under Article 13(3)(d) of SNN’s Articles of Association – “*The Extraordinary General Meeting of Shareholders (“EGMS”) has the right to decide on “establishment or termination of secondary offices: branches, agencies, representation offices or other similar units without own legal personality”.*”

According to the provisions of Article 113(d) of Companies Law no. 31/1990: “*The extraordinary general meeting shall meet whenever it is necessary to adopt a decision: d) to establish / terminate secondary offices: branches, agencies, representation offices or other similar units without own legal personality, unless otherwise provided in the articles of association;”.*”

#### 2. Background

Between November 2023 and to date, the members of the Working Group established by CEO decision carried out a number of actions to address the challenges of the Project “**Re-operationalization of Halanga Heavy Water Plant, Drobeta Turnu-Severin**”. The actions focused on the following main directions:

- Identify a partner to ensure the sales market and participate in the development of the project;
- Take possession of the assets needed for production and possibilities of financing under a public-private partnership;
- Procurement of the consultancy services required to kick off the project;
- Technical matters;
- Financial modelling;
- Operational matters, namely establishment of an SNN business unit at the address of the former heavy water production plant of Halanga, which was establishment by Resolution 4/17.04.2024 of the Extraordinary General Meeting of SNN Shareholders;

The key conclusions stemming from the actions of the members of the Working Group are as follows:

#### **Societatea Nationala NUCLEARELECTRICA S.A.**

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Registered with the Trade Register under number: J40/7403/1998, Tax Reference Number: 10874881,

Subscribed and paid-up share capital: RON 3,016,438,940.

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- Lack of risk appetite on the part of international partners to participate in the development of the Project;
- Uncertainty on the sales market (quantity and price);
- The need to prepare regulatory acts for the transfer of production assets from HWMC;
- Current legislative ambiguities as to the financing of the Project under a public-private partnership;
- Unavailability of a consultant able to demonstrate the feasibility (or the feasibility conditions) and the implementation method of the Project, on the market;
- The advanced state of deterioration of the heavy water production plants;

The conclusions of the Working Group were presented to SNN's Technical, Economic and Scientific Board, which cleared, among other things, the following actions:

- Stop the Project “**Re-operationalization of Halanga Heavy Water Plant, Drobeta Turnu-Severin**”;
- Commence discussions with ICSI Ramnicu Valcea on the development of the “Bithermal Water-Hydrogen as front-end to CECE process” technology for heavy water production;
- Take initial steps to terminate the Business Unit of Drobeta Turnu Severin;

### **3. Need for termination/establishment of an SNN business unit**

Considering the actions and conclusions of the Working Group, operation of the Business Unit of Drobeta Turnu Severin Business is no longer justified.

For development of the “Bithermal Water-Hydrogen as front-end to CECE process” technology for heavy water production at ICSI Ramnicu Valcea”, a number of activities are required, such as: create a partnership for development of this technology; prepare the application for EU funding for the pilot (demonstrator) plant; build the pilot plant; design a plant for commercial operation; and find partners to build the plant. Under such circumstances, it is advisable to establish an SNN business unit – an entity without legal personality, located on the site of ICSI Ramnicu Valcea, to ensure a communication channel and a continuous flow of information, allowing real-time data processing and reporting with the aim of rendering the technology deployment schedule more efficient.

As to the actual arrangement of this business unit, this will be handled by the Task Force appointed by Decision of SNN's CEO. The Task Force will make proposals of business unit arrangements and its interfacing with SNN to the SNN executive officers.

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

In the light of the above, with a view to advancing deployment of the “Bithermal Water-Hydrogen as front-end to CECE process” technology, we hereby submit the following for approval by the Extraordinary General Meeting of Shareholders:

1. Approve termination/closure/deregistration of the business unit of Societatea Nationala “Nuclearelectrica” S.A. in Village of Rascolesti, Commune of Izvorul Barzii, Calea Targu Jiului, km 7, County of Mehedinti - Administrative Building, 3rd floor, Room no. 3.
2. Approve establishment of a business unit of Societatea Nationala “Nuclearelectrica” S.A. located on the ICSI Ramnicu Valcea industrial platform, Strada Uzinei nr. 4, Ramnicu Valcea, County of Valcea.
3. Empower the Chairman of SNN's Board of Directors, with the possibility that he further delegates these powers to the company's executive management, to carry out all the formalities required under the law for termination/closure/deregistration of the company's business unit approved above, as well as to carry out all the formalities required under law for establishment of the new business unit of the company, as approved above, including to sign any forms, statements, etc., required in connection therewith, and to determine any contractual details regarding the premises where this business unit will operate.

**Cosmin Ghita**  
CEO

**Danel Adam**  
**CFO**

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

**Emil Macovei**  
**Technical Director**