RULES OF ORGANISATION AND OPERATION OF THE BOARD OF DIRECTORS OF SOCIETATEA NATIONALA NUCLEARELECTRICA S.A.

I. GENERAL FRAMEWORK

Art. 1. (1) Societatea Nationala Nuclearelectrica S.A. (hereinafter referred to as “SNN” or “the Company”) is managed under a unitary system by a Board of Directors (hereinafter referred to as “BoD” or “Board of Directors”) comprising seven members appointed by the Ordinary General Meeting of Shareholders.

(2) Members of the BoD are elected for a term of four years and may be re-elected. The term of office of directors who have duly fulfilled their duties may be renewed following an evaluation process. The term of office of directors appointed following the termination, in any form, of the term of office of the original directors shall coincide with the remaining duration of the term of office of the director they have replaced.

(3) The majority of the members of the SNN Board of Directors shall consist of non-executive and independent directors, within the meaning of Article 1382 of Law 31/1990, as republished, with subsequent amendments and additions, and within the meaning of the Bucharest Stock Exchange’s Corporate Governance Code.

(4) Members of the Board of Directors must be able to devote sufficient time to the company to perform their duties properly. Attendance at Board of Directors’ meetings shall be reflected in the Corporate Governance Statement, which forms part of the company’s annual report and shall contain information regarding the attendance in person or by proxy, or the absence, of Board members from meetings held during the relevant year.

II. ORGANISATION AND DUTIES

Art. 2 (1) Members of the Board of Directors are appointed by the General Meeting of Shareholders, upon the proposal of the incumbent Board of Directors or the shareholders. Members of the Board of Directors enter into a mandate agreement with the Company, approved by the General Meeting of Shareholders, in accordance with the provisions of Government Emergency Ordinance No. 109/2011.

(2) Each director must expressly accept the exercise of their mandate.

(**3**) Members of the board of directors, a body with the powers and authority to take decisions that may have an impact on nuclear safety, must demonstrate that they possess the necessary knowledge, skills and attitudes, having been assessed in this regard by CNCAN in accordance with Standard NSN-23 ‘Nuclear Safety Standards on the training, qualification and authorisation of personnel in organisations operating nuclear installations (NSN-23)’

(4) Members of the Board of Directors are obliged to carry out their duties with the prudence and diligence expected of a prudent director. A director does not breach this duty if, at the time of taking a business decision, they are reasonably entitled to believe that they are acting in the company’s best interests and on the basis of adequate information, recognising that compliance with the conditions for the safe conduct of nuclear activities takes precedence over any other considerations. A business decision is any decision to take or not to take certain measures relating to the management of the company.

(5) Members of the board of directors shall carry out their duties loyally in the interests of the company.

(6) Members of the Board of Directors shall not disclose any confidential information or trade secrets of the company to which they have access in their capacity as directors. This obligation shall continue to apply even after the termination of their term of office as directors.

(7) During their term of office, directors may not enter into an employment contract with the company. Where directors have been appointed from among the company’s employees, their individual employment contracts shall be suspended by operation of law from the date of acceptance of their appointment.

(8) Directors may be removed at any time by the ordinary general meeting of shareholders. Where removal takes place without just cause, the director is entitled to compensation.

(9) Dismissed directors may not stand for election to any other boards of directors provided for by Government Emergency Ordinance 109/2011, as subsequently amended and supplemented, for a period of 5 years from the date on which the decision becomes final.

(10) Persons who are disqualified under the provisions of Law 31/1990 and Government Emergency Ordinance 109/2011, as subsequently amended and supplemented, or who have been convicted of fraudulent management, breach of trust, forgery and use of forged documents, fraud, embezzlement, perjury, giving or accepting bribes, as well as for other offences of this nature.

Art. 3 (1) Each member of the Board of Directors must submit a declaration of independence based on the criteria set out in Article 1382(2) of the Companies Act No. 31/1990 and a declaration of independence based on the criteria set out in point A.4. of the BVB Corporate Governance Code, both at the time of their nomination for election or re-election and whenever any change in their status occurs, indicating the grounds on which they consider themselves to be independent in terms of their character and judgement.

(2) Members of the Board of Directors shall submit to the company, for publication on the SNN website, their CVs and information regarding executive and non-executive positions held on the boards of other companies and non-profit organisations. This information must be updated whenever changes occur.

Art. 4 (1) The Chair of the Board of Directors shall be elected by the Board of Directors from among its members. The Company's Chief Executive Officer may not hold this office, even if he or she is a member of the Board of Directors. The Chair of the Board of Directors is appointed for a term not exceeding the duration of his or her term of office as a director and may be removed at any time by the Board of Directors.

(2) The Chair coordinates the work of the Board and reports on it to the General Meeting of Shareholders. The Chair ensures the proper functioning of the company's decision-making bodies.

(3) Should the Chairperson be temporarily unable to perform his or her duties, the Board of Directors may, for the duration of such incapacity, appoint another director to act as Chairperson.

Art. 5 (1) In the event of a vacancy in one or more directors' posts, the shareholders, including the shareholder – the Romanian State, through the supervisory public authority, may convene a general meeting of shareholders with a view to appointing one or more interim directors, pending the completion of the selection procedure for directors, in accordance with the legislation in force, and the Board of Directors shall proceed to appoint interim directors until the ordinary general meeting of shareholders is held. The shareholders, including the State as a shareholder, through the supervisory public authority, may put forward proposals for candidates at the general meeting of shareholders.

(2) If the vacancy referred to in paragraph (1) results in the number of directors falling below the statutory minimum, the shareholders, including the — the State, through the supervisory public authority —, either individually or jointly, shall immediately convene a general meeting of shareholders to fill the vacancies on the board of directors with interim directors, until the completion of the director selection procedure, in accordance with Government Emergency Ordinance No. 109/2011. To this end, the shareholders, including the State as shareholder, through the supervisory public authority, may put forward proposals for candidates at the general meeting of shareholders

(3) In the situations provided for in paragraphs (1) and (2), the term of office shall be 4 months, with the possibility of extension, for valid reasons, up to a maximum of 6 months.

(4) Where the selection procedure is suspended or annulled by a court, the term of office of the interim director shall continue until the appointment of the new director.

Article 6 (1) Within a maximum of 30 days from the date of its appointment, the board of directors shall draw up a proposal for the governance component of the management plan, with a view to achieving the financial and non-financial performance indicators.

(2) The management component referred to in paragraph (1) shall be supplemented by the executive component drawn up by the directors appointed in accordance with Article 35 of Government Emergency Ordinance No. 109/2011, as subsequently amended and supplemented. The management plan shall be submitted to the company's board of directors for review and approval.

(3) Within 5 days of the approval of the management plan, the chairman of the board of directors shall convene a general meeting of shareholders to negotiate and approve the financial and non-financial performance indicators set out in the management plan.

(4) The negotiation of the financial and non-financial performance indicators, based on the management plan and the letter of expectations, shall take place within 45 days of the date on which they are communicated to the supervisory public authority. If, upon expiry of this period, the negotiations have not been finalised, the period may be extended once only by a maximum of 30 days, at the request of any of the parties involved

(5) Should negotiations fail in both rounds, the members of the board of directors shall be dismissed without being entitled to compensation. In this case, the outcome of the negotiations must be justified and published on the company's own website.

(6) The financial and non-financial performance indicators negotiated and approved by the general meeting of shareholders shall form the basis for determining the variable component of the remuneration for the company's directors and managers appointed in accordance with Article 35 of Government Emergency Ordinance No. 109/2011, as subsequently amended and supplemented.

(7) The performance of directors shall be assessed annually by the general meeting of shareholders, where appropriate with the assistance of experts in such assessments, and shall cover both the fulfilment of the mandate agreement and the management plan.

Article 7 The company is obliged to take out professional indemnity insurance policies for directors in accordance with Article 35 of Government Emergency Ordinance No. 109/2011.

Art. 8 (1) The remuneration of the members of the board of directors is determined by the general meeting of shareholders within the structure and limits set out in paragraphs (2) and (4) below.

(2) The remuneration of non-executive members of the board of directors shall consist of a fixed monthly allowance and a variable component. The fixed allowance may not exceed twice the average, over the last 12 months, of the average gross monthly salary for work carried out in accordance with the company's registered principal object of activity, at the sector level as per the classification of activities in the national economy, as published by the National Institute of Statistics prior to the appointment. The variable component is determined on the basis of financial and non-financial performance indicators negotiated and approved by the general meeting of shareholders, which also aim to ensure the company's long-term sustainability and compliance with the principles of good governance. The amount of the variable component for non-executive members may not exceed a maximum of 12 fixed monthly allowances.

(3) The remuneration of executive members of the board of directors consists of a fixed monthly allowance which may not exceed six times the average of the gross monthly earnings over the last 12 months for work carried out in accordance with the company's registered principal object of activity, at the sector level in accordance with the classification of activities in the national economy, as published by the National Institute of Statistics prior to their appointment, and a variable component. The variable component shall be based on financial and non-financial performance indicators, negotiated and approved by the general meeting of shareholders.

(4) The financial and non-financial performance indicators used to calculate the variable component of the remuneration of members of the board of directors shall be approved separately for each category of directors, executive and non-executive, in accordance with the methodology set out in Article 31(5) (5) of Government Emergency Ordinance No. 109/2011, as subsequently amended and supplemented.

(5) The variable component of the remuneration of members of the board of directors shall be reviewed annually, depending on the extent to which the objectives set out in the management plan have been achieved and the degree to which the financial and non-financial performance indicators approved by the general meeting of shareholders, as annexed to the mandate agreement, have been met.

(**6)** When determining the fixed monthly remuneration of each member of the board of directors, as set out in paragraphs (2) and (4), that it is justified in relation to their specific duties, responsibilities within advisory committees, the number of meetings, and the objectives and performance criteria set out in the mandate agreement.

Art. 9 (1) The powers of the Board of Directors are those provided for in Law No. 31/1990, Government Emergency Ordinance No. 109/2011, the Company's Articles of Association and the mandate agreement concluded with the Company.

(2) The Board of Directors is responsible for carrying out all acts necessary and useful for the fulfilment of the company's objects, with the exception of those reserved by law for the general meeting of shareholders.

(3) The Board of Directors has the following powers, which may not be delegated to directors:

a) setting the main directions for the Company's activities and development;
b) establishing accounting policies and the financial control system, as well as approving the financial plan;
c) appointing and dismissing directors and determining their remuneration;
d) supervising the work of the Chief Executive and the Directors;
e) preparing the annual report, organising the general meeting of shareholders and implementing its resolutions;
f) filing an application to initiate insolvency proceedings against the company, in accordance with Law No. 85/2006 on insolvency proceedings;
g) approving changes to the company's scope of business, without affecting the company's principal field of activity;

(4) The Board of Directors also has the following powers:

a) to exercise control over the manner in which the Managing Director and the other Directors manage the company;
b) to approve the income and expenditure budget;
c) to approve the management plan drawn up by the Chief Executive and/or the other Directors;
d) within 30 days of its appointment, to draw up and submit to the General Meeting of Shareholders, for approval, a proposal for the governance component of the management plan, with a view to achieving the financial and non-financial performance indicators, supplemented by the managerial component drawn up by the directors;
e) verifies that the activities carried out in the name and on behalf of the Company comply with the law, the Articles of Association and any relevant resolution of the General Meeting of Shareholders;
f) orders ad hoc checks on the understanding of the nuclear safety culture within the Company, following reports received from the relevant departments ;
g) submits an annual report on its management activities to the General Meeting of Shareholders;
h) represents the Company in its dealings with the Chief Executive Officer and the appointed Directors;
i) reviews and approves the Company's quarterly, half-yearly and annual financial statements;
j) reviews and approves the Chief Executive's Report and the Directors' Reports;
k) proposes to the General Meeting of Shareholders the appointment and removal of the financial auditor, as well as the minimum duration of the audit contract;
l) approves the terms of reference for the Chief Executive and the appointed Directors, thereby establishing the organisation of the Directors' activities;
m) approve the persons authorised to negotiate the Collective Labour Agreement with the representative trade unions and/or employee representatives, as well as the negotiating mandate granted to them;
n) approves the Company-wide Collective Labour Agreement; approves the Rules of Organisation and Procedure of the Board of Directors;
o) approve the business plans (production, research and development, technological engineering, investments, etc.) and SNN's membership of domestic and international organisations;
p) approve the strategy regarding the Company's energy sales transactions;

q) approve any transaction by the company with any of the companies with which it has close ties, the value of which is equal to or greater than 5 per cent of the company's net assets (according to the latest financial report), following a mandatory opinion from the Board's audit committee and duly disclosed to shareholders and potential investors, insofar as such transactions fall within the category of events subject to reporting requirements.

r) to approve the conclusion of any contract or document giving rise to legal obligations on the part of the Company (deeds of acquisition, disposal, exchange or pledging of assets falling within the category of the Company's fixed assets), the value of which does not exceed, individually or in aggregate, over the course of a financial year, 20 per cent of the Company's total fixed assets, less receivables, subject to the limits of authority set out in the Annex to these Articles of Association;

s) approve leases of tangible assets, for a period exceeding one year, where the individual or aggregate value of such leases with the same co-contractor or persons involved or acting in concert does not exceed 20 per cent of the total value of fixed assets, less receivables, as at the date of conclusion of the legal act, as well as joint ventures for a period exceeding one year, which do not exceed the same value;

t) approves the mandate of Nuclearelectrica's representatives at the General Meeting of Shareholders of S.C. Energonuclear S.A. for all decisions falling within the competence of the General Meeting of Shareholders of S.C. Energonuclear S.A., with the exception of those for which a resolution of the Company's General Meeting of Shareholders is required, in accordance with the provisions of these Articles of Association.

(4) The Board of Directors is responsible for endorsing or approving contracts, loans and various transactions at the level of the Company, in accordance with the limits of competence set out in the Annex to the Articles of Association of SNN.

(5) The members of the SNN Board of Directors are jointly and severally liable to the Company for:

a) The reality of the contributions made by the partners;

b) The actual existence of dividends paid;

c) The existence of the registers required by the legal provisions in force and their proper management;

d) The accurate implementation of the resolutions of the SNN General Meeting of Shareholders;

e) Strict fulfilment of their duties in accordance with the legal provisions in force and those of the Articles of Association.

(6) On a quarterly and half-yearly basis, the SNN Board of Directors shall submit to the SNN General Meeting of Shareholders a report on its management activities, which shall also include information regarding the performance of the directors' mandates, details of operational activities, the company's financial performance and the company's quarterly and half-yearly financial reports.

(7) The Board of Directors shall approve all documents submitted for approval by the General Meeting of Shareholders.

III. FUNCTIONING OF THE BOARD OF DIRECTORS

Art. 10 (1) The SNN Board of Directors carries out its activities in accordance with its own Rules of

Organisation and Operation and decides on all matters concerning the company's activities, with the exception of those which, in accordance with the law and/or the Articles of Association, fall within the remit of the General Meeting of Shareholders. The Board of Directors shall meet at least once every three months. The Chairperson shall convene the Board of Directors, set the agenda, ensure that Board members are adequately informed regarding the items on the agenda, and chair the meeting.

(2) The Board of Directors shall, as a rule, meet at the company's registered office; however, operational meetings of the Board of Directors may be organised via remote communication means that meet the technical requirements necessary for the identification of participants, their effective participation in the meetings of the Board of Directors and the continuous transmission of the proceedings (by telephone, video-conference or other communication equipment). To facilitate interaction between the members of the Board of Directors and the staff at SNN's branches and subsidiaries, the Board of Directors shall meet at their premises at least once a year.

(3) Meetings of the Board of Directors shall be convened as follows:

a) By the Chair of the Board of Directors (or by a member of the Board of Directors acting under a mandate granted by the Chair) whenever necessary, but at least once every 3 (three) months;

b) By the Chairman of the Board of Directors, upon a reasoned request from any two members of the Board of Directors or the Chief Executive Officer, provided that the items included in the request fall within the remit of the Board of Directors;

c) By two members of the Board of Directors, should the Chairman fail to convene a meeting of the Board of Directors as referred to in points (a) and (b) above.

(4) In exceptional cases, justified by the urgency of the situation and in the interests of the company, decisions of the Board of Directors may be taken by unanimous written vote of the members, without a meeting. In order for a decision to be taken without a meeting, the proposal must be communicated in writing, including by email, and accompanied by the relevant documentation, prior to the decision being taken. This procedure may not be used for decisions of the Board of Directors relating to the financial statements or the authorised capital.

(5) Meetings of the Board of Directors shall be convened by means of a notice sent at least 3 (three) working days before the proposed date of the meeting. The notice period shall not include the day on which the notice is sent or the day on which the meeting is to take place. The notice shall be sent to all members of the Board of Directors, in accordance with the provisions of the Articles of Association.

(6) Where the Board of Directors is convened at the request of two of its members or the Chief Executive Officer, the notice of meeting shall be sent within a maximum of 7 (seven) days of receipt of the request.

(7) The notice convening the SNN Board of Directors' meeting shall be sent to each member of the SNN Board of Directors in writing, by fax or by email. Each member of the SNN Board of Directors is obliged to notify the Company in writing, by fax or by email of any change to their email address and/or fax number, as applicable, and may not raise any objections with the Company regarding the notice of meeting if the change to their email address and/or fax number has not been notified in this manner by the member of the SNN Board of Directors.

(8) The notice convening the SNN Board of Directors' meeting shall state the date and time of the meeting, as well as the fact that it will take place at the Company's registered office (unless the notice specifies another venue, in which case the address shall also be stated). The notice convening the SNN Board of Directors' meeting shall also set out the agenda and shall, as a rule, include all documentation relating to the items on the agenda to be discussed at the meeting.

Art. 11 (1) The agenda for Board meetings, the proposed date and the documents to be considered shall be brought to the attention of the Board members by the Secretary of the SNN Board.

(2) The agenda for SNN Board meetings shall clearly distinguish between:

- (i) documents submitted for approval;
- (ii) documents for endorsement;
- (iii) items of an informative nature;
- (iv) various other matters which may or may not require a decision to be taken at the meeting in question.

(3) Where the agenda includes items proposed by members of the SNN Board of Directors, the proposer shall be specified for each such item.

Art. 12 Debates of the Board of Directors shall take place in accordance with the agenda set and communicated by the Secretary of the Board at least 3 working days prior to the meeting. The SNN Board of Directors may decide on matters not included on the agenda if a majority of the members present agree to their inclusion on the agenda.

Article 13 (1) For items included on the agenda which require the endorsement or approval of the SNN Board of Directors, the chair of the meeting shall expressly call for a vote by the members of the Board.

(2) Members of the SNN Board of Directors shall vote 'for', 'against' or 'abstain' on each item on the agenda and are obliged to justify their vote 'against' or 'abstain', such justifications to be recorded in the minutes of the meeting. Conditional or partial votes shall not be accepted. Votes shall be cast on the matters under discussion, as set out in the agenda items, with any amendments or additions agreed by a majority of the SNN Board members present.

(3) In the event that:

a) the vote is not cast by the deadline specified in the notice of meeting, the SNN Board member shall be deemed absent;

b) the Board member's vote is not explicitly 'for' or 'against', the vote shall be deemed an 'abstention';

c) if the majority of SNN Board members do not vote, abstain or expressly request that the vote be postponed, the matter under discussion shall be rescheduled for the next meeting.

Art. 14 (1) For decisions to be valid, a majority of the members of the SNN Board of Directors must be present, and decisions shall be taken by a majority of the votes of the members present. Members of the Board of Directors may be represented at meetings only by other members of the Board of Directors on the basis of a special written power of attorney or a general discretionary mandate. The general mandate or special power of attorney shall be submitted to the secretary no later than the day of the Board of Directors' meeting. A member of the Board of Directors may represent only one absent member.

(**2**) The decision regarding the appointment or removal of the Chair of the SNN Board of Directors shall be taken by a majority vote of the members of the SNN Board of Directors.

(**3**) The Chair of the SNN Board of Directors shall have the casting vote in the event of a tie.

(**4**) Members of the SNN Board of Directors may carry out any act relating to the management of the Company in its best interests, within the limits of the powers conferred upon them.

Art. 15 (1) At each meeting of the Board of Directors, the secretary shall draw up minutes, which shall include the list of directors present, the agenda, the resolutions adopted, the number of votes cast and any dissenting opinions expressed by members of the Board.

(2) The register containing the minutes, as well as any audio or video recordings of the meetings, shall be kept by the secretary; these may be consulted by members of the Board of Directors at the Company's registered office.

(3) Directors/Department Heads, internal auditors and other guests may attend meetings of the Board of Directors without the right to vote.

Art. 16 (1) The Secretary is appointed by a decision of the Board of Directors and must be an employee of the Company.

(2) The Secretary of the Board of Directors has the following duties:

(i) To ensure the preparation, organisation and conduct of Board of Directors' meetings from an administrative point of view;

(ii) Draws up the agenda for the meetings on the basis of a draft provided by the Chair of the Board of Directors, by two members of the Board, or by the Chief Executive Officer;

(iii) To send to the members, electronically, a complete set of the documents subject to approval, endorsement or information for the members of the Board of Directors three working days before the meeting is held, with the exception of documents containing confidential information or those whose disclosure could be detrimental to the company; such documents shall be made available to the directors on the day of the meeting, before it begins, and shall be returned to the secretary immediately after the meeting has ended;

(iv) Prepares the meeting folders containing the documents to be submitted for approval, endorsement or information to the Board members;

(v) Draft the minutes and decisions relating to the items on the agenda of the Board of Directors' meeting.

(vi) Ensure a reliable system for communicating the Board of Directors' decisions to those responsible for implementing them.

"Article 17 (1) Decisions of the Board of Directors shall be signed by the Chairman of the Board of Directors and by at least one other member of the Board of Directors, other than the Chief Executive Officer. Decisions of the Board of Directors shall be countersigned by the Head of the Legal Department or his or her deputy and by the Secretary to the Board of Directors.

(2) The minutes of Board of Directors' meetings shall be signed by all members attending the meeting, including those acting on behalf of a principal. These shall be entered, by endorsement, into a register of minutes, which shall be sealed and initialled, signed, numbered and stamped on every page. The minutes shall be signed on every page by the Secretary of the Board. A copy of the minutes shall be kept in the file for each Board meeting.

***(3)** Where the signatories of the minutes and decisions relating to meetings of the Board of Directors are unable to sign them by hand, they shall be signed using an electronic signature. Furthermore, the minutes shall be drawn up, depending on the duration of the discussions relating to the items on the agenda of the meeting in question, as soon as possible after the date on which the Board of Directors' meeting took place.*

(4) The decisions of the Board of Directors shall be recorded in a register of decisions, which shall be sealed and initialled, signed, numbered and stamped on every page. The Board's decisions shall be signed on every page by the Secretary of the Board. A copy of the decisions shall be kept in the file for each Board meeting. Where it is necessary to forward a Board decision to other authorities (the supervisory public authority, state institutions, etc.), such decisions shall be signed in several original copies.

(5) Both the Board's decisions and the minutes shall be typed and sealed in the special registers mentioned above."

Art. 18 (1) The power to take decisions regarding the administration and management of the Company, as well as liability under the law for the consequences of such decisions, rests with the SNN Board of Directors and the directors, if management powers have been delegated to them, in accordance with the provisions of Law No. 31/1990, Government Emergency Ordinance No. 109/2011 and the Articles of Association.

(2) The Chief Executive and/or the directors to whom powers have been delegated by a decision of the SNN Board of Directors are accountable to the SNN Board of Directors for the performance of the duties assigned to them by delegation.

IV. ADVISORY COMMITTEES

Art. 19 (1) The SNN Board of Directors must establish a Nomination and Remuneration Advisory Committee and an Audit Advisory Committee. The Audit Advisory Committee and the Nomination and Remuneration Advisory Committee shall consist solely of non-executive directors. At least one member of the Audit Advisory Committee must have experience in the application of accounting principles or in financial auditing.

(2) The Nomination and Remuneration Advisory Committee makes proposals for the positions of members of the Board of Directors, the Chief Executive Officer and Directors; it draws up and proposes

to the Board of Directors the procedure for selecting members of the Board of Directors, the Chief Executive Officer, the Directors and other senior management positions, makes proposals regarding the remuneration of the Chief Executive Officer, the Directors and other senior management positions, oversees the procedure for nominating new members to the Board of Directors and makes recommendations

(3) The Audit Advisory Committee shall perform the duties assigned to it by the legislation governing the statutory audit of financial statements. The Audit Committee must consist of three members, and the majority of its members must be independent. The Audit Advisory Committee must carry out an annual assessment of the internal control system, taking into account the effectiveness and scope of the internal audit function, the adequacy of the risk management and internal control reports submitted to the Board's Audit Committee, the timeliness of, or weaknesses identified in, internal controls, and the submission of relevant reports to the Board. Furthermore, the Audit Advisory Committee must assess conflicts of interest relating to the company's transactions with related parties. The majority of members, including the chair of the Audit Advisory Committee, must have demonstrated that they possess appropriate qualifications relevant to the Committee's functions and responsibilities. At least one member of the Audit Committee must have experience in the application of accounting principles or in financial auditing.

(4) Advisory committees other than those mentioned in paragraphs (2) and (3) above, such as the Advisory Committee on Nuclear Safety, the Committee for Strategy, Development and Major Investment Projects, or any other committee, whether permanent or temporary, required for the proper functioning of the of the Board of Directors, shall consist of at least 2 (two) members of the Board of Directors, and at least one member of each advisory committee must be an independent non-executive director. The specific number of members of each Advisory Committee shall be determined by a resolution of the Board of Directors.

(5) The Board of Directors shall decide on the additional responsibilities of the Nomination and Remuneration Committee and the Audit Advisory Committee, as well as on the responsibilities of the other advisory committees it establishes.

(6) Each Advisory Committee shall have a Chair and a secretary appointed from among SNN's employees with responsibilities in the Committee's area of activity. The Chair of the Audit Committee must be an independent non-executive member.

(7) The Advisory Committees are responsible for conducting investigations and drawing up recommendations for the Board of Directors within their respective areas of activity, and shall submit regular reports on their activities to the Board.

(8) Upon the proposal of the chairpersons or members of the Advisory Committees, the Board of Directors may approve the co-opting of permanent independent external experts – whether natural or legal persons – who are specialists in the fields of activity of the Advisory Committees and who are to assist the members of those committees in their work, whilst also determining the remuneration of such experts.

(9) Each of the advisory committees established within the SNN Board of Directors must draw up its own rules of organisation and operation, which shall be submitted to the SNN Board of Directors for approval.

(10) The SNN Board of Directors may consolidate the rules of the advisory committees into a single set of rules governing the organisation and operation of these committees.

(11) Each advisory committee shall prepare an annual activity report, which shall be included in the corporate governance statement within the company's annual report.

V. MANAGEMENT OF CONFLICTS OF INTEREST AND TRANSACTIONS WITH RELATED PARTIES

Art. 20. Members of the Board of Directors shall take decisions in the exclusive interest of the company and shall not take part in debates or decisions that create a conflict between their personal interests and those of the company.

Art. 21. Each member of the Board of Directors shall ensure that they avoid any direct or indirect conflict of interest with the Company, and in the event of such a conflict arising, shall abstain from discussions and voting on the matters in question, in accordance with the legal provisions in force.

Art. 22. Any member of the Board must disclose to the SNN Board of Directors information regarding any relationship with a shareholder who directly or indirectly holds shares representing more than 5 per cent of all voting rights. This obligation applies to any relationship that may affect the member's position on matters decided by the Board.

Art. 23. In order to ensure the procedural correctness of transactions with related parties, members of the Board of Directors shall apply the following criteria, but without being limited to them:

- preserving the competence of the Board of Directors or the General Meeting of Shareholders, as the case may be, to approve the most significant transactions. In the case of transactions with related parties, SNN shall comply with the provisions of Article 52(5) of Government Emergency Ordinance 109/2011, as subsequently amended and supplemented;
- Any transaction with a value equal to or greater than 5 per cent of the company's net assets shall be approved by the Board of Directors following a mandatory opinion from the Board's Audit Advisory Committee;
- seeking a prior opinion on the most significant transactions from the internal control bodies (the Audit Advisory Committee and the Internal Audit Department);
- entrusting the negotiations relating to these transactions to one or more independent directors or to directors who have no connection with the parties involved;
- the use of independent experts.

Article 24. The Board of Directors shall inform the shareholders, at the first General Meeting of Shareholders following the conclusion of the legal transaction, of any transaction entered into by SNN, in its capacity as a public enterprise, with another public enterprise or with the supervisory public authority, if the transaction, either individually or as part of a series of transactions, is worth at least the equivalent in lei of 100,000 euros.

Art. 25. The Board of Directors shall approve, on a quarterly basis, an information report concerning the procurement of goods, services and works whose value exceeds 500,000 euros per procurement (for the procurement of goods and works) and 100,000 euros per procurement (for services), which shall be published on the company's website.

Art. 26. The Board of Directors shall publish annually, on the SNN website, a report on the sponsorships granted in the previous year.

VI. COMMUNICATION AND MONITORING OF THE IMPLEMENTATION OF BOARD DECISIONS

Art. 27. The decisions of the SNN Board of Directors shall be disseminated to the departments that submitted the relevant documents for approval/endorsement/information by the Secretary of the Board within a maximum of 4 days from the date of the Board meeting, and for those decisions that have been forwarded for resolution and for which a deadline has been set, the persons responsible, the method of implementation, the reasons for non-compliance and the measures taken in the event of non-compliance shall be specified. The decisions shall also be forwarded to the members of the Board of Directors and to all parties responsible for their implementation and monitoring.

Art. 28. The Chief Executive Officer/Directors shall inform the Chair of the Board of Directors in writing, and where appropriate, the members of the Board of Directors, of the extent to which decisions have been implemented by the due date.

VII. EVALUATION OF THE BOARD OF DIRECTORS' ACTIVITIES

Art. 29. (**1**) The Board of Directors shall draw up guidelines for the evaluation of its performance at annual intervals.

(**2**) The evaluation may be carried out by an independent expert engaged by the Board of Directors.

(**3**) The assessment will aim to improve the decision-making process, enhance efficiency in achieving the Board of Directors' objectives, understand and verify adherence to the nuclear safety culture within the of , and propose measures for improvement.

VIII. RESPONSIBILITIES OF SNN BOARD MEMBERS

Art. 30. Members of the SNN Board of Directors are responsible for fulfilling all the duties and obligations incumbent upon them under the law.

Art. 31. Members of the Board of Directors shall exercise their mandate loyally, in the interests of the company ă ţii.

Art. 32. Members of the Board of Directors shall not disclose the company's confidential information and trade secrets to which they have access in their capacity as directors. This obligation shall continue to apply even after the termination of their term of office as directors.

Art. 33. (**1**) Directors shall be liable to the company for any loss caused by acts performed by managers or staff, where such loss would not have occurred had they exercised the supervision required by the duties of their office.

(**2**) Directors are jointly and severally liable with their immediate predecessors if, having knowledge of irregularities committed by the latter, they fail to report them to the internal auditors and the financial auditor.

(**3**) In companies with more than one director, liability for acts committed or omissions shall not extend to those directors who have had their dissent recorded in the register of decisions of the board of directors and have notified the statutory auditors, internal auditors and the financial auditor of this in writing.

IX. FINAL PROVISIONS

Art. 34 (1) Members of the SNN Board of Directors, as well as the Company's directors, are obliged to be familiar with and comply with the provisions of these Regulations.

(2) These Regulations on the Organisation and Functioning of the Board of Directors are binding on all members of the Board of Directors, regardless of when they were appointed to office and regardless of the status, nature and capacity of the director who nominated them for that position.

Art. 35. Amendments to these Rules of Organisation and Operation may only be made by the SNN Board of Directors.

Art. 36. These Rules of Organisation and Operation were approved by the SNN Board of Directors on 26 July 2021 and came into force on the date of approval.

CHAIRMAN OF THE BOARD OF DIRECTORS
MINODOR TEODOR CHIRICA