

SNN no._ACTIONARI-26-03717-01-10-2026

Cleared by,

Chairman of the Board of Directors
Laurentiu Nicolae Cazan

NOTE

on the approval by the Extraordinary General Meeting of Shareholders of SNN (EGMS) of

- (a) SNN, as borrower, **contracting** a financing in a total amount of EUR 800 million, under two financing agreements, from the European Investment Bank (“**EIB**”), as lender, for the financing of the Project “Cernavoda NPP Unit 1 Refurbishment” (the “Project”), under the terms detailed in this Note (hereinafter referred to as the “**EIB Financing Agreements**”), and
- (b) SNN, as borrower, duly **executing/signing** the Financing Agreements in a total amount of EUR 800 million (the EIB financing will be structured as two financing agreements, each in the amount of EUR 400 million, to be signed successively – the first in 2026 and the second, tentatively, in early 2027) with the European Investment Bank, as lender, for the financing of the “Cernavoda NPP Unit 1 Refurbishment” project, under the terms detailed in this Note,
- (c) the **authorization** of the SNN’s Board of Directors to approve, in the name and on behalf of SNN, the final draft of the abovementioned Financing Agreements, which are currently being negotiated with the European Investment Bank, including any amendments to the Financing Agreements during their term, save for any amendments concerning the main lending terms, namely the borrowed amount, fees, debt rescheduling, or term,
- (d) the **authorization** the Chief Executive Officer and of the Chief Financial Officer of SNN (or their respective proxies) to sign, in the name and on behalf of SNN, the Financing Agreements with the European Investment Bank, as well as to carry out all the formalities and to sign all the documents needed to give effect to the abovementioned Financing Agreements (in the form to be approved by SNN’s Board of Directors after the GSM approving the financing), including: (A) any addenda to the abovementioned Financing Agreements; and (B) any other documents, agreements or notices related to the EIB Financing Agreements and any transaction, act or document connected therewith, or necessary or advisable during the EIB Financing Agreements, and
- (e) the **authorization** of the Chief Executive Officer and of the Chief Financial Officer of SNN (or their respective proxies) to resolve, at the date of each drawdown under the credit facility, on the type of interest (fixed or floating) and on the interest rate applicable to that drawdown, in accordance with the provisions of the Financing Agreement and with the offer submitted by the bank; thus, the Chief Executive Officer and the Chief Financial Officer (or their respective proxies) shall be authorized to take any steps and to sign any documents required to implement these options, and
- (f) the **approval** that the authorities and powers granted under this resolution remain valid until the date on which the Company shall have fulfilled all its obligations arising from the EIB Financing Agreement.

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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1. Approval powers

S.N. Nuclearelectrica S.A. (“SNN” or the “**Company**”) has taken the necessary steps to obtain a loan of EUR 800 million from the EIB, for the purpose of financing the Construction stage of the “Cernavoda NPP Unit 1 Refurbishment” project (the “**Project**”).

Execution of the Financing Agreements – in fact, there are two such agreements, each in the amount of EUR 400 million and, together, of EUR 800 million (each an “**Agreement**” and together the “**Agreements**”) – with the European Investment Bank for the aforesaid EUR 800 million loans, must be first cleared by the Board of Directors (BoD) of SNN and then submitted for approval to the Extraordinary General Meeting of Shareholders (EGMS) of SNN, taking into account the provisions of the current Articles of Association of SNN (as updated on 15 July 2026), as follows:

- Article 13(4)(a) and (b) of the Articles of Association: *“In addition to the powers and duties listed above or laid down under paragraph 3 above, the Extraordinary General Meeting of Shareholders resolves also on the following matters:*
 - a) *conclusion by the Company of any contract, taking up of any obligation or commitment that could involve expenses, or taking up any other important obligation by the Company, according to the limits of powers provided in Appendix no. 1 to these Articles of Association.*
 - b) *taking up the Company of any type of loans or loan-like liabilities or indebtedness according to the limits of powers provided in Appendix no. 1 to these Articles of Association”*
- Appendix to the Articles of Association, item 4 in the table, according to which the taking out of loans, no matter their duration, for a contract value higher than or equal to the amount of EUR 50,000,000, shall be endorsed by the executive management and the Board of Directors and shall be approved by the General Meeting of Shareholders.

2. Background

2.1. General aspects of the Project

Nuclear power plants, like any installation, have a limited lifetime given mainly, in the particular case of CANDU plants, by the fuel channel assemblies, Calandria tubes and feeders. By design, Cernavoda NPP’s Units have a 30-year lifetime.

The project “Cernavoda NPP Unit 1 Refurbishment Project” is part of SNN's major investments and aims to extend the lifetime of Unit 1, the result being the extension of the operating period of Unit 1 by another 30-year cycle, by replacing reactor components (fuel channel assemblies, Calandria tubes, feeders, etc.), an activity called retubing, together with other related activities, which will lead to the improvement of the plant's performance and nuclear safety.

International experience with similar refurbishment projects (Darlington, Bruce Power, Wolsong) shows that the life extension of a CANDU reactor is technically and economically feasible.

The Resolution of the Extraordinary General Meeting of SNN Shareholders (EGMS) no. 27/23.12.2013 approved the Cernavoda NPP Unit 1 Refurbishment Strategy and Plan, while the Resolution of the Ordinary General Meeting of SNN Shareholders (OGMS) no. 12/28.10.2021 approved the Investment Strategy of SNN for the period 1 July 2020 – 1 July 2025, which listed the Cernavoda NPP Unit 1 Refurbishment Project as the single priority strategic project.

Subsequently, under the Resolution of the Extraordinary General Meeting of Shareholders (EGMS) no. 4/23.02.2022, the investment decision concerning the Project was approved based on the initial Feasibility Study. This resolution, accompanied by the corresponding Feasibility Study, were updated by Resolution of the Extraordinary General Meeting of SNN Shareholders (EGMS) no. 2/22.01.2025, when the EPC Contract for the Refurbishment of Cernavoda NPP Unit 1 was also approved and signed.

The project will be carried out in partnership with a consortium (as contractor) consisting of Candu Energy Inc., Canadian Commercial Corporation, Ansaldo Nucleare S.p.A. and Korea Hydro and Nuclear Power Co., Ltd (KHNP).

The implementation of the Project was structured in 3 distinct phases, as follows:

1. Phase 1 (2017 – 2022) - mainly aimed at identifying the activities to be included in the scope of Refurbishment and at preparing the Feasibility Study - **completed**
2. Phase 2 (2022 – 2027) - includes the activities needed to prepare implementation of the Project, such as:
 - a. planning of activities;
 - b. conclusion of engineering, design, procurement and construction contracts;
 - c. Project costs estimate;
 - d. procurement of long manufacture-cycle equipment;
 - e. elaboration of the execution plan and infrastructure building;
 - f. risk assessment and mitigation strategy;
 - g. obtaining necessary permits;
 - h. securing sources of funding.

This phase is ongoing.

3. Phase 3 (2027-2029) - this phase will commence with the shutdown of Unit 1, and consists in the actual performance of the refurbishment and retubing works on Cernavoda NPP Unit 1 (the actual execution phase).

2.2. Project Budget

The total amount of the investment in the Project, according to the Feasibility Study updated in 2024, is EUR 2,998,141,442 net of VAT (overnight), plus the financing costs of approximately EUR 374,000,000 and an implementation reserve for price adjustments, i.e. inflation, amounting to EUR 182,084,294; these amounts are included in the General Cost Estimate in the recommended scenario in the Feasibility Study, of EUR 3,554,225,737.

In addition to this amount, expenses of a nominal amount of EUR 239,888,756 will be also booked until these are to be distributed pro-rata to the future Unit 2 Refurbishment Project, thus resulting into an updated amount of the investment of EUR 3,794,114,493 at the time of its approval.

The investment is allocated to the following contracts:

- **PPC 1** – Engineering services for the preparation of the documentation related to the acquisition of the reactor components with a long manufacture term, which shall be replaced upon the Refurbishment of Cernavoda NPP Unit 1 and for the assessment of the condition of the set of specialized tools to be used for the replacement of the reactor components and for the preparation of the documentation for the acquisition of the benchmarks that require replacement/variation.
- **PPC 2** – Engineering services for writing: (i) technical specifications and the design documentation for the refurbishment activities that require acquisition of equipment/components with a long manufacturing time, and for complex activities with a long design time; and (ii) the technical documentation required to commence the process for obtaining the building permit for the

infrastructure needed to retube the reactor of Unit 1

- **PPC 3** - Supply of reactor components to be replaced and of retubing tools necessary for the Refurbishment of the Cernavoda NPP Unit 1 reactor (long manufacture-cycle equipment and components)
- **Framework-Agreement for Project management**, technical assistance, consultancy and staff training services for the preparation and deployment of the Cernavoda NPP Unit 1 Refurbishment Project (PMO)
- **EPC Contract** (Engineering Procurement and Construction), covering for completion of the technical designs and detailed engineering, procurement of equipment and materials, performance of the construction and assembly works and of the infrastructure works required for U1 Refurbishment
- **EPC-T Contract** (Engineering, Procurement and Construction for refurbishment of the Unit 1 Turbine) – covering the refurbishment of the Unit 1 Turbine

3. Project Financing

3.1. Financing Strategy

The Project's financing strategy envisages the use of a combination of SNN's own capital (approximately 14% of the Project's budget) and loans/guarantees obtained from commercial banks, export credit agencies ("ECAs") or international financial institutions – accounting for approximately 86% of the total Project amount of about EUR 3,180 million (nominal CapEx, which does not include the financing costs), as per the baseline scenario in the Feasibility Study, as updated in 2024.

The financing strategy adopted by SNN is aimed at preserving, in the short and medium run, the financial resources of SNN in order to mitigate any possible unforeseen risks, and has the following architecture:

- **Stage 1 – Obtain unsecured loans to finance the Preliminary stage of the Project**

This stage was concluded with the signing, on 24 September 2025, of a loan agreement of EUR 540 million intended to finance the preliminary stage of the Project, with a banking syndicate led by J.P. Morgan SE, SNN's objective being to have it partially or completely refinanced through the loans related to the construction phase. We mention that, at the time of writing this Note, the Project has been financed exclusively from SNN's own capital.

- **Stage 2 – Obtain financing for the Project's Construction phase**

This stage is currently in progress. In order to secure competitive financing, SNN hired, in May 2024, further to the Decision no. 132/27.05.2024 of the Board of Directors, J.P. Morgan SE as Mandated Lead Arranger to arrange the financing required for the Project.

The loans related to the Project's Construction Stage will include both State-guaranteed loans and unsecured loans, the main lenders being: EIB, Export-Import Credit Agencies (ECAs), International Financial Institutions.

3.2.State Aid

Bearing in mind the need to provide the Project's lenders with guarantees, steps have been taken to **access a State aid package of measures**. Thus, in the first quarter of 2025, the package of support measures was pre-notified to the European Commission under Article 107 of the Treaty on the Functioning of the EU.

In order to access the package of support measures, in January 2026, SNN sent the State Aid Notification to the European Commission. In April 2026, in line with usual practice for nuclear projects and on the basis of Article 108 and Regulation 2015/1589, the European Commission initiated an in-depth investigation on the measures proposed for deployment of the Project. A positive Decision of the Commission, as a *sine qua non* condition for the availability of the financing, is required in the first quarter of 2027 (tentatively).

4. EIB loan

On 15 July 2026, the Board of the European Investment Bank approved the granting of a EUR 800 million loan for the Cernavoda NPP Unit 1 Refurbishment project (the "Project"), marking a landmark financing package for both Romania and the broader nuclear power industry. The EIB loan accounts for approx. 25% of the total Project amount of about EUR 3,180 million.

Summary of EIB commercial terms

A summary of the main commercial terms approved by the EIB on 15 July 2026 for the loan to be extended to finance the "Cernavoda NPP Unit 1 Refurbishment" project is included below. We point out that the laws governing the Financing Agreement is the laws of Luxembourg.

- Amount: EUR 800 million
The EIB financing will be structured in two financing agreements, each of EUR 400 million. EUR *
- Maturity: 22 years, of which 4 years representing the grace period for the payment of the principal instalments
- Utilization period: 36 months from the Agreement signing date
- Interest: Fixed or Floating (at the Company's choice)
The interest rate will be set at each drawdown; prior to each drawdown, the EIB will submit an offer both for a fixed and a floating interest rate.
- Application processing fee: 0.1% of the financing amount (EUR 800,000), payable within 90 days of the Agreement signing date. This fee will be paid in full (EUR 800,000) under the first Financing Agreement of EUR 400 million.
- Commitment fee: 0.1% per year, payable after 12 months since the Agreement signing date, and applicable to the undrawn amount of the loan (a 1-year period of grace is granted during which no commitment fee is charged).

- Principal and interest rate repayments: Equal semi – annual instalments
- Securities: State guarantee for 80% of the principal amount**

** The first Agreement will be signed in 2026, and the second Agreement will be signed, tentatively, in the first quarter of 2027.*

***One of the loan utilization conditions is the entry into force of the **State guarantee** (including the related approvals, such as the decision of the European Commission and the national legislation approving it), for which purpose a separate guarantee agreement must be signed between the EIB and the Romanian State, through the Ministry of Finance.*

5. Proposals submitted for approval by the Extraordinary General Meeting of SNN Shareholders

Considering the clearance/approval powers under paragraph 1 of this Note, **we hereby submit for approval by the Extraordinary General Meeting of the SNN's Shareholders:**

- (a) SNN, as borrower, **contracting** a financing in a total amount of EUR 800 million from the European Investment Bank (“**EIB**”), as lender, for the financing of the Project “Cernavoda NPP Unit 1 Refurbishment” (the “Project”), under the terms detailed in this Note;
- (b) SNN, as borrower, duly **executing/signing** the Financing Agreements in a total amount of EUR 800 million (the EIB financing will be structured as two financing agreements, each in the amount of EUR 400 million, to be signed successively – tentatively, the first in 2026 and the second in early 2027, hereinafter referred to as the “**Financing Agreements**”) with the European Investment Bank, as lender, for the financing of the “Cernavoda NPP Unit 1 Refurbishment” project, under the terms detailed in this Note;
- (c) the **authorization** of the SNN’s Board of Directors to approve, in the name and on behalf of SNN, the final draft of the Financing Agreements referred to at the previous paragraph, which are currently being negotiated with the European Investment Bank, including any amendments to the Financing Agreements during their term, save for any amendments concerning the main lending terms, namely: borrowed amount, fees, debt rescheduling, or term;
- (d) the **authorization** the Chief Executive Officer and of the Chief Financial Officer of SNN (or their respective proxies) to sign, in the name and on behalf of SNN, the Financing Agreement(s) with the European Investment Bank, as well as to carry out all the formalities and to sign all the documents needed to give effect to the abovementioned Financing Agreements (in the form to be approved by SNN’s Board of Directors after the GSM approving the financing), including: (A) any addenda to the abovementioned Financing Agreement(s); and (B) any other documents, agreements or notices related to the EIB Financing Agreements and any transaction, act or document connected therewith, or necessary or advisable during the EIB Financing Agreements;
- (e) the **authorization** of the Chief Executive Officer and of the Chief Financial Officer of SNN (or their respective proxies) to resolve, at the date of each drawdown under the credit facility, on the type of interest (fixed or floating) and on the interest rate applicable to that drawdown, in accordance with the provisions of the Financing Agreement and with the offer submitted by the bank; thus, the Chief Executive Officer and the Chief Financial Officer (or their respective proxies) shall be authorized to sign any documents required to implement these options; and
- (f) the **authorities** and powers granted under this resolution shall remain valid until the date on which the Company shall have fulfilled all its obligations arising from the EIB Financing Agreements.

Cleared by,

CEO

Cosmin Ghita

CFO

Daniel Adam

Head of Legal and Corporate Governance Directorate

Vlad Chiripus