



To: The Financial Supervisory Authority

Report
pursuant to Article 109³ of Law 24/2017
on issuers of financial instruments and market operations

Legal basis for the report:

Article 109³ of Law 24/2017 on issuers of financial instruments and market operations provides as follows:

“Article 109³

“(1) Companies traded on a regulated market must meet one of the following objectives:

a) members of the under-represented gender must hold at least 40 per cent of non-executive director posts;

b) members of the under-represented gender must hold at least 33 per cent of all directors’ posts, including both executive and non-executive directors

....

(3) The number of non-executive director posts deemed necessary to achieve the target set out in paragraph (1)(a) is the number closest to the proportion of 40 per cent, but not exceeding 49 per cent. The number of director positions out of all director positions deemed necessary to achieve the objective set out in paragraph (1)(b) is the number closest to the proportion of 33 per cent, but not exceeding 49 per cent. These figures are set out in the annex, which forms an integral part of this Act.

”

Furthermore, Article 109⁶ provides:

Article 109⁶

(1) Companies traded on a regulated market are required to provide the FSA annually, by 15 July, with information regarding gender representation within their governing bodies, distinguishing between executive and non-executive directors, as well as on the measures adopted to achieve the applicable targets set out in Article 1093(1) and, where applicable, the targets established in accordance with the provisions of Article 1093(2). Companies traded on a regulated market are required to publish this information in an appropriate and easily accessible manner on their own websites. On the basis of the information provided, the FSA shall publish and periodically update, in an easily accessible and centralised manner on its own website, a list of companies traded on a regulated market that have achieved any of the targets set out in Article 1093(1).

(2) Where a company traded on a regulated market has failed to meet one of the targets set out in Article 1093(1) or, where applicable, the targets established in accordance with the provisions of Article 1093(2), the information referred to in paragraph (1) of this Article must include the reasons for the failure to meet the objectives and a comprehensive description of the measures which the company traded on a regulated market has already taken or intends to take in order to achieve them.

Societatea Națională NUCLEARELECTRICA S.A.

48 Iancu de Hunedoara Boulevard, Bucharest 011745, Romania; Tel +4021 203 82 00, Fax +4021 316 94 00;

Registered with the National Trade Register Office under no. J1998007403409, European Unique Identifier (EUID) ROONRC. J1998007403409, Unique Trade Register Code (CUI) 10874881, Tax Registration Number (CIF) RO10874881, IBAN RO94 RNCB

0072 0497 1852 0001 held at BCR, Sector 1 Branch;

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

office@nuclearelectrica.ro, www.nuclearelectrica.ro

(3) The information referred to in paragraphs (1) and (2) shall be included, where applicable, in the company's corporate governance statement, prepared in accordance with the applicable accounting regulations, drawn up and issued in accordance with the provisions of Article 4(1) and (3) of Law No [82/1991](#), as republished, with subsequent amendments and additions.

(4) The information submitted to the FSA and published in accordance with the provisions of paragraphs (1) and (2) shall include the information set out in the corporate governance statement, in accordance with the provisions of paragraph (3), duly updated."

The General Meeting of Shareholders is the Company's principal corporate governance body, which decides on the Company's activities, economic policy and business strategy. SNN has established and implemented robust internal procedures regarding the organisation and conduct of the AGM, as well as rules governing its legal and statutory activities, in accordance with the Articles of Association and applicable legislation.

In accordance with capital market regulations, draft resolutions submitted for approval by the AGM, together with other supporting materials, are published on the Company's website from the date of publication of the notice convening the meeting.

The Board of Directors is the Company's executive body, comprising seven members appointed by the shareholders at the Ordinary General Meeting of Shareholders.

On 24 April 2025, the Ordinary General Meeting of Shareholders took place, with the agenda including the removal of members of the Board of Directors for attributable/non-attributable causes, as well as the election of provisional members of the Board of Directors of SN Nuclearelectrica SA and the approval of the form of the mandate agreement for the elected provisional members of the Board of Directors, for a period of 5 months, in accordance with the provisions of Government Emergency Ordinance 109/2011 on the corporate governance of public enterprises, as subsequently amended and supplemented, and the fixed gross monthly remuneration of the interim members of the Board of Directors elected at the meeting was set, at the amount set in accordance with Resolution No. 6 of the Ordinary General Meeting of Shareholders of 10 August 2022.

Pursuant to the provisions of Article 117¹, paragraph (1), of the Companies Act No. 31/1990, as republished with subsequent amendments and additions, the provisions of Article 105(3) of Law No. 24/2017 on issuers of financial instruments and market operations, as republished, the provisions of Article 189 of Regulation No. 5/2018 on issuers of financial instruments and market operations, as well as the provisions of Article 14(12) of the Articles of Association of SNN regarding the right of shareholders, representing individually or collectively at least 5 per cent of the Company's share capital, to introduce new items on the agenda of the General Meeting of Shareholders, the majority shareholder of Societatea Națională Nuclearelectrica SA has submitted a request to this effect, within the deadline set for this AGM, namely the inclusion on the agenda of:

1. The removal of members of the Board of Directors for reasons not attributable to them, with a view to fulfilling milestone no. 121 of Romania's National Recovery and Resilience Plan, in accordance with the provisions of Article 13.1 of the Mandate Agreement (secret ballot).
2. The removal of members of the Board of Directors for reasons attributable to them, in accordance with the provisions of Article 13 in conjunction with the provisions of Article 10.3 of the Mandate Agreement, namely the refusal to implement the resolutions of the AGM by failing to sign Addendum No. ... to the Mandate Agreement, by 16 April 2025 (secret ballot).
3. The election of provisional members of the Board of Directors (secret ballot).
4. Approval of the term of office of the provisional members of the Board of Directors elected in accordance with point 3, for a period of 5 months, in accordance with the provisions of Government Emergency Ordinance No. 109/2011 on the corporate governance of public enterprises, as subsequently amended and supplemented.

5. To set the fixed gross monthly remuneration of the provisional members of the Board of Directors elected in accordance with point 3, at the amount established in accordance with Resolution No. 6 of the Ordinary General Meeting of Shareholders of 10 August 2022.
6. To approve the form of the mandate agreement to be concluded with the provisional members of the Board of Directors elected in accordance with point 4, in the form proposed by the Ministry of Energy.
7. To authorise the representative of the Ministry of Energy at the Ordinary General Meeting of Shareholders to sign, in the name and on behalf of the Company, the mandate agreements of the provisional members of the Board of Administration.
8. Approval of the launch of the selection procedure for the vacant positions on the Board of Directors, in accordance with the provisions of Government Emergency Ordinance No. 109/2011 on the corporate governance of public enterprises, as subsequently amended and supplemented. The selection procedure shall be conducted by the Ministry of Energy, in its capacity as the supervisory public authority .
9. The chair of the meeting/member of the Board of Directors is authorised to carry out all and any of the formalities required for the registration of, and to ensure the enforceability against third parties of, the resolutions adopted by the Extraordinary General Meeting of Shareholders. The authorised person may delegate their mandate to other persons with regard to the fulfilment of the formalities mentioned above.

Furthermore, together with the request to amend the agenda of the AGM of 24 April 2025, a list of persons proposed for the position of provisional member of the Board of Directors was also submitted, namely: Mr Iulian Petre Nicolescu, Mr Laurentiu Nicolae Cazan, Mr Oleg Burlacu, Mr Pavel Casian Nitulescu and Mr Ionut Purica, accompanied by the CV and identity card of each proposed candidate. All materials relating to the convening of the AGM, as well as those relating to the amended agenda, have been published on the SNN website.

Consequently, by resolution AGOA No. 5/24 April 2025 , the following were removed from their positions as members of the Board of Directors:

- Mr Teodor Minodor Chirica;
- Mr Cosmin Ghita;
- Ms Elena Popescu;
- Mr Remus Vulpescu.

By the same resolution, the following provisional members of the Board of Directors were elected:

- Mr Oleg Burlacu;
- Mr Nicolae Laurentiu Cazan;
- Mr Petre Iulian Nicolescu;
- Mr Pavel Casian Nitulescu;
- Mr Ionut Purica.

Consequently, the composition of the SNN Board of Directors, with effect from 24 April 2025, shall consist of the following non-executive members:

- Mr Oleg Burlacu;
- Mr Nicolae Laurentiu Cazan;
- Mr Petre Iulian Nicolescu;
- Mr Pavel Casian Nitulescu;
- Mr Ionut Purica;
- Ms Vasilica Grajdán;
- Mr Dumitru Chirlesan.

Furthermore, by Resolution No. 5 of the General Meeting of Shareholders of 24 April 2025, the launch of the selection procedure for the vacant positions on the Board of Directors was approved, in

accordance with the provisions of Government Emergency Ordinance No. 109/2011 on the corporate governance of public enterprises, as subsequently amended and supplemented. The selection procedure will be conducted by the Ministry of Energy, in its capacity as the supervisory public authority.

In accordance with the legal provisions and the annex '*Target number of directors belonging to the under-represented gender*' of Law No. 24/2017 on issuers of financial instruments and market operations, regarding the target number of directors belonging to the under-represented gender, we note that, at present, the Board of Directors of SNN consists of 7 members, namely 5 interim members and 2 members with a 4-year term of office (15 February 2023–15 February 2027), all of whom are non-executive directors.

Of these, only one member belongs to the under-represented gender, representing 14.28 per cent (a permanent director), whilst the remaining six non-executive directors (five interim and one permanent) are male.

We would like to point out that, by AGOA Resolution No. 5 of 24 April 2025, the selection procedure for permanent directors was initiated, a procedure carried out by the Ministry of Energy in its capacity as the supervisory public authority.

Chief Executive
Cosmin Ghita