



**Resolution number 3/26.04.2023  
of the Ordinary General Meeting of Shareholders of  
Societatea Nationala Nuclearelectrica S.A.**

Headquarters: 48 Iancu de Hunedoara Boulevard, District 1, 011745 Bucharest, registered with the Bucharest Trade Register Office under the number J40/7403/1998, sole registration code: RO 10874881

Today, 26.04.2023, 10:00 o'clock, the shareholders of Societatea Nationala Nuclearelectrica S.A. (hereinafter called "The company" or "SNN") met within the Ordinary General Meeting of Shareholders (OGMS) of SNN, held at Hotel Capital Plaza, Mihail Kogălniceanu Room, Iancu de Hunedoara Av, no. 54, District 1, Bucharest the OGMS was opened by the President of the meeting, Mr. Teodor Minodor Chirica, in his capacity of Chairman of the Board of Directors.

Taking into consideration:

- The convening notice of the OGMS, published in the Official Gazette of Romania, Part IV, number 1341 of 21.03.2023, in the "Romania Libera" newspaper, number 9335 of 21.03.2023 and on the website of the Company;
- The provisions of the effectual Articles of Incorporation of the Company;
- Legal applicable provisions;

The President of the meeting records at the beginning of the meeting, that the OGMS is legal and statutory, 43 shareholders are present or represented, owning a total number of 279.589.254 shares, representing 92,68852% of the subscribed and paid up share capital, representing 92,68852% of the total voting rights. The requirement regarding quorum is met in accordance with the provisions of article 16 of the Articles of Incorporation and of article 112, paragraph 1 of the Company Law 31/1990 ("Law number 31/1990"). The President of the meeting acknowledges that the OGMS is statutory and legally convened and that it can adopt viable resolutions regarding the items on the agenda.

Following the debates, the shareholders of the Company hereby decide:

**Societatea Nationala NUCLEARELECTRICA S.A.**

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

Trade Registry number: J40/7403/1998, Sole registration code: 10874881,

Paid and subscribed capital: 3.016.438.940 lei.

[office@nuclearelectrica.ro](mailto:office@nuclearelectrica.ro), [www.nuclearelectrica.ro](http://www.nuclearelectrica.ro)



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## 1. The election of the Secretary of the OGMS.

As per the provisions of art. 129 of the Law no.31/1990, the shareholders of SNN elect as secretary of the OGMS Ms. Daniela Stefan and the Company appoints Ms Cristina Bacaintan and Ms Saida Musledin as technical secretary of the OGMS.

In the presence of the shareholders representing 92,68852% of the share capital and 92,68852% of the voting rights, the current item is adopted with 279.589.254 votes, representing 100% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 279.589.254 votes "for"
- 0 votes "against"
- 0 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

## 2. The approval of the Audited Individual Financial Statements as at and for the date ended on December 31, 2022, prepared in compliance with the Order of the Ministry of Public Finances no. 2844/2016 for the approval of the accounting regulations compliant with the International Financial Reporting Standards, based on the 2022 Annual Report of the Administrators and the Report of the Independent Auditor on the Annual Individual Financial Statements as at and for the period ended on December 31, 2022.

In the presence of the shareholders representing 92,68852% of the share capital and 92,68852% of the voting rights, the current item is adopted with 269.683.019 votes, representing 96,45686% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 269.683.019 votes "for"
- 5.243.920 votes "against"
- 4.662.315 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

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**3. The approval of the Annual Consolidated Financial Statements** as at and for the date ended on December 31, 2022 prepared in compliance with the Order of the Ministry of Public Finances no. 2844/2016 for the approval of the accounting regulations compliant with the International Financial Reporting Standards, based on the 2022 Annual Report of the Administrators and the Report of the Independent Auditor on the Annual Consolidated Financial Statements as at and for the period ended on December 31, 2022.

In the presence of the shareholders representing 92,68852% of the share capital and 92,68852% of the voting rights, the current item is adopted with 269.683.019 votes, representing 96,45686% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 269.683.019 votes “for”
- 5.243.920 votes “against”
- 4.662.315 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

**4. The approval of the Annual Report of the Administrators** for the financial year ended on December 31, 2022, in compliance with the provisions of art. 65 of the Law no. 24/2017, republished on 10.08.202, regarding issuers of financial instruments and market operations, as subsequently amended, and with the provisions of the Annex 15 to Regulation no.5/2018 regarding issuers of financial instruments and market operations, as subsequently amended.

In the presence of the shareholders representing 92,68852% of the share capital and 92,68852% of the voting rights, the current item is adopted with 279.497.598 votes, representing 99,96722% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 279.497.598 votes “for”
- 91.656 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

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- 5. The approval** of the proposal on the distribution of the net profit for the financial year 2022 by destination, approval of the total amount of gross dividends in the amount of 1,283,215,656 lei, of the amount of the gross dividend per share in the amount of 4.25407469 lei/share, of the date of payment of the dividends, namely 23.06.2023 and of the terms of payment, provided for in the Note presented to the shareholders.

In the presence of the shareholders representing 92,68852% of the share capital and 92,68852% of the voting rights, the current item is adopted with 279.589.254 votes, representing 100% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 279.589.254 votes “for”
- 0 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

- 6. The approval** of the Quarterly report of the Board of Directors for the IV quarter of 2022.

In the presence of the shareholders representing 92,68852% of the share capital and 92,68852% of the voting rights, the current item is adopted with 279.589.220 votes, representing 99,99748% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 279.589.220 votes “for”
- 7.034 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

- 7. The approval** of the discharge of duty of the members of the Board of Directors for the financial year 2022.

In the presence of the shareholders representing 92,68852% of the share capital and 92,68852% of the voting rights, the current item is adopted with 279.051.393 votes, representing 99,80762% of the validly casted votes,

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in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 279.051.393 votes “for”
- 193.120 votes “against”
- 344.741 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

- 8. The approval** of the SNN Remuneration Report for the financial year 2022, in accordance with the provisions of art. 107, para. (6) of Law no. 24/2017 on issuers of financial instruments and market operations, republished.

In the presence of the shareholders representing 92,68852% of the share capital and 92,68852% of the voting rights, the current item is adopted with 262.798.009 votes, representing 93,99432% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 262.798.009 votes “for”
- 16.790.979 votes “against”
- 266 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

- 9. Information** on the transactions concluded by the directors or the managers, with employees, with shareholders holding the control over the company or a company controlled by them, pursuant to art. 52, par. (3) letter a) of GEO [Government Emergency Ordinance] no. 109/2011, as subsequently amended and supplemented, during the period 29.12.2022-28.02.2023.

*This current item on the agenda is not subjected to the vote of the shareholders; the shareholders acknowledge the information presented by the Company with regards to this item.*

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- 10. Information** on the transactions concluded by the directors or the managers, with employees, with shareholders holding the control over the company or a company controlled by them, pursuant to art. 52, par. (3) letter b) of GEO no. 109/2011, as subsequently amended and supplemented, during the period 29.12.2022-28.02.2023.

*This current item on the agenda is not subjected to the vote of the shareholders; the shareholders acknowledge the information presented by the Company with regards to this item.*

- 11. Approval** of date **07.06.2023** as the date of registration according to the provisions of art. 87 par. (1) of Law no. 24/2017 on the issuers of financial instruments and market operations, i.e. the date on which the shareholders that will be benefiting of dividends or of other rights and on whom the effects of the OGMS resolutions impact will be identified.

In the presence of the shareholders representing 92,68852% of the share capital and 92,68852% of the voting rights, the current item is adopted with 279.589.254 votes, representing 100% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 279.589.254 votes “for”
- 0 votes “against”
- 0 votes “abstain”
- 0 “unexpressed” votes

A number of 0 votes was canceled.

- 12. The approval** of the date **23.06.2023** as the **payment date**, namely the calendar date expressly specified, namely day/month/year, at which the results of a corporate event related to owning financial instruments are due, namely the date at which debiting and/or crediting of money amounts and/or financial instruments must be realized, in compliance with art. 2, par. 2, letter h) of Regulation no. 5/2018 and with art. 1, paragraph 3 of Ordinance 64/2001 with its subsequent amendments.

In the presence of the shareholders representing 92,68852% of the share capital and 92,68852% of the voting rights, the current item is adopted with 279.589.254 votes, representing 100% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

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- 279.589.254 votes "for"
- 0 votes "against"
- 0 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

- 13. Approval** of date **06.06.2023** as the "ex-date", i.e. the date preceding the registration date, when the financial instruments which are subject of the decisions of the company bodies are traded without the rights deriving from that decision, according to the provisions of art. 2, par. (2), let. 1) of Regulation no. 5/2018 on the issuers of financial instruments and market operations.

In the presence of the shareholders representing 92,68852% of the share capital and 92,68852% of the voting rights, the current item is adopted with 279.589.254 votes, representing 100% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 279.589.254 votes "for"
- 0 votes "against"
- 0 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

- 14. Empowering** the Chairman of the Board of Directors to sign on behalf of shareholders the OGMS resolutions and any other documents related thereto, and to perform any act or formality required by law to register and fulfil the OGMS resolutions, including the formalities for their publication and registration with the Trade Register or any other public institution. The Chairman of the Board of Directors may delegate all or part of the powers granted above to any competent person in order to fulfil this mandate.

In the presence of the shareholders representing 92,68852% of the share capital and 92,68852% of the voting rights, the current item is adopted with 279.589.254 votes, representing 100% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

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The casted votes were recorded as follows:

- 279.589.254 votes "for"
- 0 votes "against"
- 0 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

**CHAIRMAN OF THE BOARD OF DIRECTORS**

**TEODOR MINODOR CHIRICA**

SECRETARY OF THE MEETING

DANIELA STEFAN

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