NUCLEARELECTRICA

Registration no. SNN: 12802/31.10.2024

APPROVED
Chairman of the Board of Directors
Teodor Minodor Chirica

Note on the approval by the Ordinary General Meeting of Shareholders of Societatea Nationala Nuclearelectrica S.A. ("SNN") of:
(i) The appointment of a non-executive director to the Board of Directors of SNN, on a vacant position, for a period starting from the date of appointment (by OGMS resolution) and until 15 February 2027;
(ii) Maintaining the form of the mandate contract to be signed by SNN with the non-executive director appointed to the vacant position, as well as his/her remuneration, in the same form and amount as that of the non-executive directors in office of the Board of Directors of SNN;
(iii) Mandating the state representative in the SNN Ordinary General Meeting of Shareholders to sign the mandate contract of the new director appointed to the vacant position

I. General matters/Powers of approval/Decisions/resolutions of the statutory bodies

The Ordinary General Meeting of Shareholders (OGMS) of Societatea Nationala Nuclearelectrica S.A. ("SNN") has powers to make decisions on appointment of new members to the Board of Directors of SNN, in the case of completion of the selection procedure for a non-executive director, following the vacancy of the non-executive director position.

The power of electing new members to the Board of Directors of SNN belongs to the Ordinary General Meeting of Shareholders and stems from the following legal and statutory provisions:

- The provisions of Article 111 para. (2) letter (b) of Law no. 31/1990 on Trading Companies, republished, as subsequently amended and supplemented („Law no. 31/1990"), according to which the General Meeting of Shareholders must "*elect and dismiss the members of the Board of Directors, the Supervisory Board and the censors*";

- The provisions of Article 29(1) and (2) of the Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises, as subsequently amended and supplemented („GEO no. 109/2011"), **in the form in force at the date of appointment of the**

members of the current Board of Directors of SNN according to which „*1) The members of the Board of Directors are appointed by the General Meeting of Shareholders, on the proposal of the Board of Directors in office or of the shareholders"* and *"2) The candidates proposed by the board of directors of the company are evaluated or selected in advance and recommended by the nominating committee of the board of directors.(...)"* ;

- The provisions of Article 13(2)(c) and (f) of the Articles of Incorporation of SNN, as updated on 7 December 2023, according to which the Ordinary General Meeting of Shareholders of SNN "*c) elects and revokes the members of the Board of Directors"* and *"f) sets the remuneration of the members of the Board of Directors, as well as the terms and conditions of the mandate contract concluded with the members of the Board of Directors";*

- Under the Resolution of the Ordinary General Meeting of Shareholder of SNN no. 5/05.07.2023, commencement of the procedure for selection of a non-executive member of the Board of Directors of Societatea Nationala Nuclearelectrica S.A., a vacant position, was approved in accordance with the provisions of the Government Emergency Ordinance no. 109/2011, as subsequently amended and supplemented, as well as authorization of SNN's Board of Directors to run selection of a non-executive member to the SNN's Board of Directors, a vacant position;

- The provisions of Article VIII(1) of Law no. 187/2023 for amending and supplementing the Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises, respectively *"**The composition of the Board of Directors or, as the case may be, of the Supervisory Board and of the Management Board is subject to the legislation in force applicable at the date of the establishment of the board of directors or the supervisory board, regulations that remain applicable until the date of appointment of the new directors or executives or the new members of the supervisory board and the management board, according to the provisions of Article 5, 18 or, as the case may be, Articles 29 and 35 of the Government Emergency Ordinance no. 109/2011, approved with amendments and supplements by Law no. 111/2016, as subsequently amended and supplemented, as amended and supplemented by this law"***, for which purpose the selection procedure was carried out by SNN in accordance with the legal framework applicable to the selection procedure at the time of the appointment of the SNN Board of Directors in office, namely the form of the Government Emergency Ordinance no. 109/2011 in force prior to the adoption of Law no. 187/2023 referred to above;

- The provisions of Article 5 of the Government Decision no. 639/2023 for approving the rules implementing the Government Emergency Ordinance no. 109/2011, according to which ***"**In the situations provided for in Article VIII of Law no. 187/2023, the following provisions are applicable: **a) appointments to vacant positions in the board of directors** or, as the case may be, in the supervisory board and the management board **remain subject to the legislation in force applicable at the date of the establishment of the board of directors** or the supervisory board and the management board, and their duration **may not exceed the duration of the terms of office of the directors in office"***;

- The recommendation of the Nomination and Remuneration Committee of SNN no. 12067 dated 14 October 2024.

II. Presentation

SNN is a company managed under a single-tier system, with a Board of Directors of up to 7 members, 6 of whom are non-executive members, in accordance with the provisions of the Government Emergency Ordinance no. 109/2011 on the corporate governance of public enterprises.

The members of the Board of Directors were elected by the Ordinary General Meeting of Shareholders of SNN, as follows:

- Mr. Minodor Teodor Chirica – chairman, non-executive director, for a 4-year term of office, effective 29 September 2022, according to the Resolution of the Ordinary General Meeting of Shareholders of SNN no. 6/10.08.2022;
- Mr. Cosmin Ghita – member, executive director, for a 4-year term of office, effective 29 September 2022, according to the Resolution of the Ordinary General Meeting of Shareholders of SNN no. 6/10.08.2022;
- Mrs. Elena Popescu – member, non-executive director, for a 4-year term of office, effective 29 September 2022, according to the Resolution of the Ordinary General Meeting of Shareholders of SNN no. 6/10.08.2022;
- Mr. Dumitru Remus Vulpescu – member, non-executive director, for a 4-year term of office, effective 15 February 2023, according to the Resolution of the Ordinary General Meeting of Shareholders of SNN no. 1/15.02.2023;
- Mrs. Grajdan Vasilica – member, non-executive director, for a 4-year term of office, effective 15 February 2023, according to the Resolution of the Ordinary General Meeting of Shareholders of SNN no. 1/15.02.2023;
- Mr. Dumitru Chirlesan – member, non-executive director, for a 4-year term of office, effective 15 February 2023, according to the Resolution of the Ordinary General Meeting of Shareholders of SNN no. 1/15.02.2023.

The launch of the selection procedure for the directors of Societatea Nationala Nuclearelectrica S.A. ("SNN") was approved within the Ordinary General Meeting of Shareholders of SNN dated 10 August 2022, according to the provisions of the Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises ("GEO no. 109/2011"), the form with all amendments to date, in force at that time, and the procedure to be developed by the Board of Directors of SNN.

According to the Decision of the Board of Directors no. 155/10.08.2022, the Nomination and Remuneration Committee (CCNR) was authorized to develop the selection process of SNN directors, being assisted by an independent expert in human resources recruitment.

The recruitment and selection process was carried out in accordance with the provisions of the Government Emergency Ordinance no. 109/2011, and those of the Government Decision no. 722/2016 approving the Rules implementing certain provisions of the Government Emergency Ordinance no. 109/2011 on the corporate governance of public enterprises, a procedure that coverts recruitment and selection of the candidates for a (one) director office, a non-executive member of the Board of Directors of SNN.

The final report within the procedure of selection of candidates for the position of non-executive director within the Board of Directors of SNN, vacant position, was prepared by the independent expert S.C. Pluri Consultants Romania S.R.L. under number 168/08.10.2024 and registered with SNN under no. 11835/08.10.2024, specifying that the final selection of the short-list candidates for the vacant position of non-executive director in Societatea Nationala Nuclearelectrica S.A. was made by evaluating and scoring the declaration of intent drawn up and submitted within the deadline specified by law, as well as by the interviewing of the candidate by the expert and the CCNR during the final selection interviews. On the basis of these two elements, in conjunction with the results of the competency assessment carried out during the initial selection, the expert scored the candidate's competencies and traits, as described in the approved SNN Board of Directors profile and matrix.

III. Proposals submitted to the approval of the Ordinary General Meeting of Shareholders (OGMS) of SNN:

Considering the above, we ask the Ordinary General Meeting of the Shareholders of SNN to approve the following proposals:

1. The appointment of Mr. Marius Gabriel Nut as non-executive director of the Board of Directors, with a term of office equal as duration to the remaining term of office of the current directors, in office, namely starting from the date of approval of the appointment by the SNN OGMS Decision and until 15.02.2027, the date when the term of office of the directors in office expires, in accordance with the provisions of Article 5 of the Government Decision no. 639/2023 (secret vote);
2. Approval for maintaining the form of the mandate contract to be signed by the company with the non-executive director appointed, as well as his/her remuneration, in the same form and amount as that of the non-executive directors in office of the Board of Directors of SNN, with the mention that, in the mandate contract to be signed by the Company with the non-executive director, the contractual clauses referring to the maximum term of office will be adjusted accordingly, i.e. in relation to the effective duration of the new director's term of office, of approximately 2 years and 2 months, so that they are correlated in percentage terms with the effective duration of the term of office, i.e. with the remaining duration of the term of office of the current Board of Directors.
3. Mandating the state representative in the SNN Ordinary General Meeting of Shareholders (OGMS) to sign the mandate contract of the new non-executive director appointed.

Below, we present links to the documents related to the selection procedure, as follows:

- Link to the Process of selection of non-executive members (vacant positions) in the Board of Directors of SNN according to the Government Emergency Ordinance no. 109/2011: https://www.nuclearelectrica.ro/ir/wp-content/uploads/sites/9/2023/01/Nota-clarificare-linkuri-procedura-selectie-membrii-CA_LC_RL.pdf, following which, by the OGMS Resolution no. 1/15.02.2023: https://www.nuclearelectrica.ro/ir/wp-content/uploads/sites/9/2023/01/HAGOA-SNN-15.02.2023-RO-actualizata.pdf the current Board of Directors of SNN was established;
- Link to the SNN OGMS Decision no. 5/05.07.2023: https://www.nuclearelectrica.ro/ir/wp-content/uploads/sites/9/2023/05/HAGOA-SNN-05.07.2023-RO.pdf ;
- Link https://www.nuclearelectrica.ro/ir/procedura-de-selectie-a-unui-administrator-snn-2/

We attach to this Note:
(i) the CV of the candidate proposed for nomination/appointment as non-executive director in the Board of Directors of SNN, Mr. Marius Gabriel Nut.
(ii) The proposed mandate contract to be signed by the Company with Mr. Marius Gabriel Nut.
(iii) The Final Report within the procedure of selection of candidates for the position of non-executive director within the Board of Directors of SNN, vacant position, was registered with SNN under no. 11835/08.10.2024.

CEO
Cosmin Ghita

Director of the Legal Directorate and Corporate Governance Directorate	**Director of the Human Resources Strategy**
Vlad-Ionut CHIRIPUS	Alexandra Loredana MACANEATA