

SNN REGISTRATION NO.
12640/25.10.2024



MINISTRY OF ENERGY
CABINET MINISTER

No.
7438/SIB/25.10.2024

To,
Societatea Națională Nuclearelectrica S.A.
Mr. Teodor Minodor CHIRICA – Chairman of the Board of Directors
Mr. Cosmin GHÎȚĂ – Chief Executive Officer

Considering:

- The convening of the Ordinary and Extraordinary General Meeting of Shareholders of the Company for 14.11.2024, first call and 15.11.2024, second call;
- Decision of the Board of Directors of EnergoNuclear S.A nr.10 dated 24.10.2024;
- Decision of the Board of Directors of Societati Nationale Nuclearelectrica S.A nr.271 dated 25.10.2024;
- The capacity of the Ministry of Energy, on behalf of the Romanian State, as shareholder of the Company, holding a total of 248,850,476 shares, representing 82.4981% of the Company's share capital;

Underneath:

- The provisions of Art. 1171 para. (1) of Law 31/1990, republished with amendments and additions subsequent
- Art. 105 par. 3 of Law 24/2017 on issuers of financial instruments and market operations, republished
- Article 189 of Regulation No 5/2018 on issuers of financial instruments and market operations
- as well as Article 14 para. (12) of the Company's Articles of Incorporations regarding the right of shareholders, representing individually or cumulatively at least 5% of the Company's share capital, to introduce new items on the agenda of the General Meeting of Shareholders or to submit draft resolutions for items included or proposed to be included on the agenda of the General Meeting of Shareholders, by a request addressed to the Board of Directors or the Company's management respectively;

In the context of the documentation and the request submitted by Societatea Nationala Nuclearelectrica S.A. by address no. 12450/22.10.2024 registered at the Ministry of Energy with no. 422425/23.10.2024, requesting the adoption of a decision to supplement the agenda for the GMS of 14/15.11.2024,

The Ministry of Energy on behalf of the Romanian State, as a shareholder holding a total of 248,850,476 shares representing 82.4981% of the share capital of the National Company Nuclearelectrica SA, requests you to complete the agenda of the EGMS meeting of November 14/15, 2024, after item 1 of the agenda, with the following items:

For the Extraordinary General Meeting of Shareholders:

2. Approval of the outcome of the negotiations on the award of the contract for Engineering and Project Management Services (EPCM Contract) for the Project Units 3 and 4 of Cernavodă NPP, respectively some aspects of commercial opportunity.
3. Approval of the EPCM Contract (Engineering, Procurement and Construction Management) for Units 3 and 4 of Cernavodă NPP, between EnergoNuclear S.A. and the FCSA Association formed by Fluor B.V., Fluor Energy Transition Inc. Wilmington Bucuresti Branch, Candu Energy Inc., Ansaldo Nucleare S.p.A., S&L Engineers, Ltd. and Sargent & Lundy Energie S.R.L.
4. Approval of the mandate of the General Manager of EnergoNuclear S.A. to sign, in the name and on behalf of EnergoNuclear S.A., the EPCM (Engineering, Procurement and Construction Management) Contract regarding Units 3 and 4 Cernavodă NPP, between EnergoNuclear S.A. and the FCSA Association formed by Fluor B.V., Fluor Energy Transition Inc. Wilmington Bucuresti Branch, Candu Energy Inc., Ansaldo Nucleare S.p.A., S&L Engineers, Ltd. and Sargent & Lundy Energie S.R.L.
5. Approval of the Investment Decision I and the transition to Phase II - Preliminary Works related to the Project Units 3 and 4 Cernavodă NPP.
6. Approval of the empowerment of the Board of Directors of SNN, in its capacity as legal representative of the SNN sole shareholder of EnergoNuclear S.A., to approve, by delegation of powers, the measures necessary for the resizing of the activities of EnergoNuclear S.A., the Income and Expenditure Budget to enable the implementation of Phase II - Preliminary Works, as well as to approve the mandate of the representative of SNN (to be designated as such by the executive management of SNN) in the General Meeting of Shareholders of EnergoNuclear S.A. to vote in favor of the implementation of the necessary measures for the resizing of the activities of EnergoNuclear S.A. and of the income and expenditure budget, enabling the implementation of Phase II - Preliminary Works, subject to the approvals under the previous points.
7. Approval of the mandate of the representative of SNN (to be appointed by the executive management of SNN) in the General Meeting of Shareholders of EnergoNuclear S.A., to participate and vote, within the Extraordinary General Meeting of Shareholders of EnergoNuclear S.A., convened for this purpose, in favor of the following agenda items:
 - (i) Approval of the outcome of the negotiations regarding the award of the contract for Engineering and Project Management Services (EPCM Contract) for the Project Units 3 and 4 Cernavodă NPP, respectively, certain aspects of commercial opportunity
 - (ii) Approval of the conclusion of the EPCM Contract (Engineering, Procurement and Construction Management Contract) for Units 3 and 4 of Cernavodă NPP, between EnergoNuclear S.A. and the FCSA Association formed by Fluor B.V., Fluor Energy Transition Inc. Wilmington Bucuresti Branch, Candu Energy Inc., Ansaldo Nucleare S.p.A., S&L Engineers, Ltd. and Sargent & Lundy Energie S.R.L.
 - (iii) Approval of the mandate of the General Manager of EnergoNuclear S.A. to sign, in the name and on behalf of EnergoNuclear S.A. the EPCM (Engineering, Procurement and Construction Management) Contract for Units 3 and 4 of Cernavodă NPP, between EnergoNuclear S.A. and the FCSA Association formed by Fluor B.V., Fluor Energy Transition Inc. Wilmington Bucuresti Branch, Candu Energy Inc., Ansaldo Nucleare S.p.A., S&L Engineers, Ltd. and Sargent & Lundy Energie S.R.L.
 - (iv) Approval of the Investment Decision I and the transition to Phase II - Preliminary Works related to the Project Units 3 and 4 of CNE Cernavodă NPP.

- (v) Approval of the mandate of the General Manager of EnergoNuclear S.A., with the possibility of sub-delegation, for the performance of any act or formality required by law for the fulfillment of the resolutions adopted in this respect, including with regard to their registration and publication with the Trade Register Office or any other public institution.

Resolution draft:

2. Approval of the outcome of the negotiations on the award of the contract for Engineering and Project Management Services (EPCM Contract) for the Project Units 3 and 4 of Cernavodă NPP, respectively some aspects of commercial opportunity.
3. Approval of the EPCM Contract (Engineering, Procurement and Construction Management) for Units 3 and 4 of Cernavodă NPP, between EnergoNuclear S.A. and the FCSA Association formed by Fluor B.V., Fluor Energy Transition Inc. Wilmington Bucuresti Branch, Candu Energy Inc., Ansaldo Nucleare S.p.A., S&L Engineers, Ltd. and Sargent & Lundy Energie S.R.L.
4. Approval of the mandate of the General Manager of EnergoNuclear S.A. to sign, in the name and on behalf of EnergoNuclear S.A., the EPCM (Engineering, Procurement and Construction Management) Contract regarding Units 3 and 4 Cernavodă NPP, between EnergoNuclear S.A. and the FCSA Association formed by Fluor B.V., Fluor Energy Transition Inc. Wilmington Bucuresti Branch, Candu Energy Inc., Ansaldo Nucleare S.p.A., S&L Engineers, Ltd. and Sargent & Lundy Energie S.R.L.
5. Approval of the Investment Decision I and the transition to Phase II - Preliminary Works related to the Project Units 3 and 4 Cernavodă NPP.
6. Approval of the empowerment of the Board of Directors of SNN, in its capacity as legal representative of the SNN sole shareholder of EnergoNuclear S.A., to approve, by delegation of powers, the measures necessary for the resizing of the activities of EnergoNuclear S.A., the Income and Expenditure Budget to enable the implementation of Phase II - Preliminary Works, as well as to approve the mandate of the representative of SNN (to be designated as such by the executive management of SNN) in the General Meeting of Shareholders of EnergoNuclear S.A. to vote in favor of the implementation of the necessary measures for the resizing of the activities of EnergoNuclear S.A. and of the income and expenditure budget, enabling the implementation of Phase II - Preliminary Works, subject to the approvals under the previous points.
7. Approval of the mandate of the representative of SNN (to be appointed by the executive management of SNN) in the General Meeting of Shareholders of EnergoNuclear S.A., to participate and vote, within the Extraordinary General Meeting of Shareholders of EnergoNuclear S.A., convened for this purpose, in favor of the following agenda items:
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 - (ii) Approval of the conclusion of the EPCM Contract (Engineering, Procurement and Construction Management Contract) for Units 3 and 4 of Cernavodă NPP, between EnergoNuclear S.A. and the FCSA Association formed by Fluor B.V., Fluor Energy Transition Inc. Wilmington Bucuresti Branch, Candu Energy Inc., Ansaldo Nucleare S.p.A., S&L Engineers, Ltd. and Sargent & Lundy Energie S.R.L.
 - (iii) Approval of the mandate of the General Manager of EnergoNuclear S.A. to sign, in the name and on behalf of EnergoNuclear S.A. the EPCM (Engineering, Procurement and Construction Management) Contract for Units 3 and 4 of Cernavodă NPP, between EnergoNuclear S.A. and the FCSA Association formed by Fluor B.V., Fluor Energy Transition Inc. Wilmington Bucuresti Branch, Candu Energy Inc., Ansaldo Nucleare S.p.A., S&L Engineers, Ltd. and Sargent & Lundy Energie S.R.L.

- (iv) Approval of the Investment Decision I and the transition to Phase II - Preliminary Works related to the Project Units 3 and 4 of CNE Cernavodă NPP.
- (v) Approval of the mandate of the General Manager of EnergoNuclear S.A., with the possibility of sub-delegation, for the performance of any act or formality required by law for the fulfillment of the resolutions adopted in this respect, including with regard to their registration and publication with the Trade Register Office or any other public institution.

In the expectation of a better collaboration, we are looking forward to receiving your response, both in written and electronic format (.doc and .pdf) to the e-mail addresses office.cabinet@energie.gov.ro and office.dgpapse@energie.gov.ro.

MINISTRY OF ENERGY
SEBASTIAN IOAN BURDUJA