



**Resolution number 12/ 19.12.2024
of the Extraordinary 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, 19.12.2024, 10:00 o'clock, the shareholders of Societatea Nationala Nuclearelectrica S.A. (hereinafter called "The company" or "SNN") met within the Extraordinary General Meeting of Shareholders (EGMS) of SNN at the headquarters of Societatea Nationala Nuclearelectrica SA, Iancu de Hunedoara Boulevard no 48, District 1, Bucharest, Conference Room 01.01. the EGMS 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 EGMS, published in the Official Gazette of Romania, Part IV , number 4828 of 18.11.2024, in the "Romania Libera" newspaper, number 9743 of 18.11.2024 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 EGMS is legal and statutory, 50 shareholders are present or represented, owning a total number of 280.564.781 shares, representing 93,01192% of the subscribed and paid up share capital, representing 93,01192% 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 115, paragraph 1 of the Company Law 31/1990 ("Law number 31/1990"). The President of the meeting acknowledges that the EGMS 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:

1. The election of the Secretary of the EGMS

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

In the presence of the shareholders representing 93,01192% of the share capital and 93,01192% of the voting rights, this item is adopted with 280.564.781 votes representing 100% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 16 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

Societatea Nationala NUCLEARELECTRICA S.A.

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

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Paid and subscribed capital: 3.016.438.940 lei.

office@nuclearelectrica.ro, www.nuclearelectrica.ro



- 280.564.781 votes “for”
- 0 votes “against”
- 0 votes “abstain
- 0 votes were not casted.

A number of 0 was annulled.

2. **Approval of the beginning**, by Ropower Nuclear S.A. (RPN), of the negotiations with US EXIM in order to contract, from this bank, a credit facility in the amount of approximately 98 million USD, necessary for the financing of the FEED 2 phase contracts entered into by Ropower Nuclear S.A., based on the Commitment Letter ("Commitment Letter") issued by US Exim on October 15, 2024, including the main commercial terms of the envisaged transaction ("Term Sheet").

In the presence of the shareholders representing 93,01192% of the share capital and 93,01192% of the voting rights, this item is adopted with 260.725.254 votes representing 92,92872% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 16 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

- 260.725.254 votes “for”
- 18.276.195 votes “against”
- 1.563.332 votes “abstain
- 0 votes were not casted.

A number of 0 was annulled.

3. **The approval of the granting**, by SNN (as guarantor), in favor of US Exim (the lender), to RPN (as guaranteed), of guarantees for the purpose of guaranteeing, in principle, the US Exim credit facility to be contracted by RPN as mentioned above, in the preceding paragraph, subject to the terms of the Shareholders' Presentation Note for this AGEA no. 13520 dated 13.11.2024, respectively on the basis of the Commitment Letter ("Commitment Letter") issued by US Exim on October 15, 2024, including the main commercial terms of the contemplated transaction ("Term Sheet").

In the presence of the shareholders representing 93,01192% of the share capital and 93,01192% of the voting rights, this item is adopted with 260.725.254 votes representing 92,92872% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 16 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

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A number of 0 was annulled.

- 4. Approval of the mandate of the executive management of SNN to negotiate, in the name and on behalf of SNN, both with RPN and with US Exim, in concrete terms and conditions of the guarantee to be granted by SNN, as mentioned in the presentation note to the shareholders for the present AGEA no. 13520 dated 13.11.2024, the final form of the loan facility agreement with US Exim, as well as the guarantee agreement between RPN and SNN will be submitted, upon completion of the negotiations, for approval by the SNN AGEA**

In the presence of the shareholders representing 93,01192% of the share capital and 93,01192% of the voting rights, this item is adopted with 260.725.254 votes representing 92,92872% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 16 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

- 260.725.254 votes “for”
- 18.276.195 votes “against”
- 1.563.332 votes “abstain”
- 0 votes were not casted.

A number of 0 was annulled.

- 5. Approval of the SNN representative's mandate in the RPN AGEA to vote - with "for"/"in favor" - in the name and on behalf of the SNN shareholder, on:**
- i. the approval of the beginning, by RPN, of negotiations with US EXIM with a view to contracting, from this bank, a credit facility in the amount of approximately USD 98 million, required to finance the FEED 2 phase contracts, under the conditions detailed in the Note to the shareholders for this AGEA No. 13520 dated 13.11.2024.

In the presence of the shareholders representing 93,01192% of the share capital and 93,01192% of the voting rights, this item is adopted with 260.725.254 votes representing 92,92872% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 16 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

- 260.725.254 votes “for”
- 18.276.195 votes “against”
- 1.563.332 votes “abstain”
- 0 votes were not casted.

A number of 0 was annulled.

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- ii. the approval of the contracting, by RPN, of a guarantee on behalf of SNN, related to the US Exim credit facility mentioned above, under the conditions detailed in the Note to Shareholders for this AGEA No. 13520 of November 13, 2024.

In the presence of the shareholders representing 93,01192% of the share capital and 93,01192% of the voting rights, this item is adopted with 260.725.254 votes representing 92,92872% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 16 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

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- 18.276.195 votes “against”
- 1.563.332 votes “abstain
- 0 votes were not casted.

A number of 0 was annuled.

- iii. Approval of the mandate of the Board of Directors of RPN, with the possibility of sub-delegation, to negotiate, in the name and on behalf of RPN, the documents and any other deeds related to the above-mentioned transactions, the final form of the credit facility agreement to be signed with US Exim and the guarantee agreement to be signed by RPN with SNN to be submitted to the approval of the shareholders of RPN and SNN, upon the finalization of the negotiations

In the presence of the shareholders representing 93,01192% of the share capital and 93,01192% of the voting rights, this item is adopted with 260.725.254 votes representing 92,92872% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 16 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

- 260.725.254 votes “for”
- 18.276.195 votes “against”
- 1.563.332 votes “abstain
- 0 votes were not casted.

A number of 0 was annuled.

- iv. the approval of the empowerment of the General Manager of RPN or his legal substitute, with the possibility of sub-delegation, for the fulfillment of any act or formality required by law for the fulfillment of the resolution adopted in this respect, including with regard to their registration and publication at the Trade Register Office or any other public institution

In the presence of the shareholders representing 93,01192% of the share capital and 93,01192% of the voting rights, this item is adopted with 260.725.254 votes representing 92,92872% of the total votes held by the

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present or represented shareholders, in compliance with the provisions under Art. 16 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

- 260.725.254 votes “for”
- 18.276.195 votes “against”
- 1.563.332 votes “abstain
- 0 votes were not casted.

A number of 0 was annulled.

- 6. Approval of** some amendments to the Financing Agreement in the amount of EUR 145 million with the European Investment Bank for the financing of the "Project for the Tritium Removal Facility Cernavoda NPP" and approval of the rescission of the above mentioned Financing Agreement, in the amended form, according to the internal procedures of the European Investment Bank, in the conditions of the Note presented to the shareholders during the Extraordinary General Meeting of Shareholders No. 13464 of 12.11.2024.

In the presence of the shareholders representing 93,01192% of the share capital and 93,01192% of the voting rights, this item is adopted with 267.288.586 votes representing 95,26805% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 16 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

- 267.288.586 votes “for”
- 13.276.195 votes “against”
- 0 votes “abstain
- 0 votes were not casted.

A number of 0 was annulled.

- 7. Approval of** authorization of the General Director of SNN and the Chief Financial Officer of SNN to resign, in the name and on behalf of SNN, the EUR 145 million financing contract with the European Investment Bank for the financing of the "Project for the Tritium Removal Facility Cernavoda NPP", with the amendments and under the conditions detailed in the Note presented to the shareholders at the Extraordinary General Meeting of Shareholders no. 13464 dated 12.11.2024 and for the fulfillment of all the formalities and the signing of all the necessary documents in order to enter into force the above mentioned Financing Contract

In the presence of the shareholders representing 93,01192% of the share capital and 93,01192% of the voting rights, this item is adopted with 267.288.586 votes representing 95,26805% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 16 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

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The votes were recorded as follows:

- 267.288.586 votes “for”
- 13.276.195 votes “against”
- 0 votes “abstain
- 0 votes were not casted.

A number of 0 was annulled.

- 8. Approval** of date **21.01.2025** 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 EGMS resolutions impact will be identified.

In the presence of the shareholders representing 93,01192% of the share capital and 93,01192% of the voting rights, this item is adopted with 280.564.781 votes representing 100% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 16 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

- 280.564.781 votes “for”
- 0 votes “against”
- 0 votes “abstain
- 0 votes were not casted.

A number of 0 was annulled.

- 9. Approval** of date **20.01.2025** 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. l) of Regulation no. 5/2018 on the issuers of financial instruments and market operations.

In the presence of the shareholders representing 93,01192% of the share capital and 93,01192% of the voting rights, this item is adopted with 280.564.781 votes representing 100% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 16 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

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10. Empowering the Chairman of the Board of Directors to sign on behalf of shareholders the EGMS resolutions and any other documents related thereto, and to perform any act or formality required by law to register and fulfil the EGMS 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 93,01192% of the share capital and 93,01192% of the voting rights, this item is adopted with 280.564.781 votes representing 100% of the total votes held by the present or represented shareholders, in compliance with the provisions under Art. 16 of the Constitutive Act corroborated with the provisions under Art. 115 paragraph 2 of the Law No. 31/1990.

The votes were recorded as follows:

- 280.564.781 votes “for”
- 0 votes “against”
- 0 votes “abstain
- 0 votes were not casted.

A number of 0 was annuled.

CHAIRMAN OF THE BOARD OF DIRECTORS

TEODOR MINODOR CHIRICA

SECRETARY OF THE MEETING

DANIELA STEFAN

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