



Approved,
Chairman of the Board of Directors
Iulian Robert Tudorache

Note on the approval, by the Board of Directors (" BD") of Societatea Națională Nuclearelectrica S.A. (" SNN"), in order to submit for approval by the Ordinary General Meeting of SNN Shareholders (i) the launch of the procedure for the selection of a new member within the BD of SNN, according to the provisions of OUG no. 109/2011 on the corporate governance of public enterprises, as further amended and supplemented, (ii) the empowerment of the BD of SNN to conduct the procedure for selecting a new member within the BD of SNN, (iii) the election of a provisional director, for a period of 4 months, (iv) the approval of the form of the contract of mandate to be signed by the Company with the provisional director, (v) the empowerment of the representative of the Ministry of Economy, Energy and Business Environment within the Ordinary General Meeting of Shareholders to sign, on behalf and on the account of the Company, the contract of mandate with the provisional director, and (vi) the approval of the monthly gross fixed allowance for the provisional director of the BD

Considering the following aspects:

- The provisions of art. 111 par. 2 let. b) of Law no. 31/1990 on trading companies, republished, as further amended and supplemented ("Law no. 31/1990"), whereby the Ordinary General Meeting of Shareholders is competent *"to elect and revoke the members of the board of directors, and of the supervisory board, and auditors, respectively"*;
- The provisions of art. 29 par. 1 of OUG no. 109/2011 on the corporate governance of public undertakings, as further amended and supplemented ("OUG no. 109/2011"), whereby *"The members of the Board of Directors are appointed by the General Meeting of Shareholders, upon the proposal of the Board of Directors in office or of the shareholders"*;
- The provisions of art. 13 par. (2) let. c) and f) of the Articles of Incorporation of SNN, updated on 20.05.2019, whereby the Ordinary General Meeting of Shareholders *"c) elects and revokes the members of the Board of Directors; [...] f) establishes the remuneration of the members of the Board of Directors, as well as the terms and conditions of the Contract of Mandate concluded with the members of the Board of Directors"*;

- The provisions of art. 29 of OUG no. 109/2011 on the election of new members in the Board of Directors by organizing a selection procedure;
- The provisions of art. 64¹ par. (3) of OUG no. 109/2011 whereby in the event of a vacancy in one or more director positions, the shareholders, including the state shareholder, through the public custody authority, may convene the general meeting of shareholders, in order to appoint one or several provisional directors, until the completion of the director selection procedure, pursuant to the provisions of OUG no. 109/2011. The shareholders, including the state shareholder, through the public custody authority, shall be able to present within the general meeting of shareholders, proposals of candidates for the appointment of one or more provisional directors;
- The provisions of art. 64¹ par. (5) of OUG no. 109/2011, whereby the term of the mandate of the provisional administrator is 4 months, with the possibility of its extension, for good reasons, up to a maximum of 6 months;
- The provisions of 64¹ par. (7) of OUG no. 109/2011, whereby the remuneration of provisional directors shall be equal to the remuneration of the directors referred to under art. 64 par. (3);
- The provisions of art. 64 par. (3) of OUG no. 109/2011, whereby the level of remuneration of the members of the board of directors that were not appointed under the conditions of OUG no. 109/2011 is established by assimilation with those referred to under art. 8, 37 and 38, falling within the scope of the budgetary provisions approved at the level of the public undertaking;
- The provisions of art. 37 par. (2) of OUG no. 109/2011, whereby *"The remuneration of non-executive members of the board of directors or the supervisory board shall be formed of a fixed monthly allowance and a variable component. The fixed allowance may not exceed twice the average of the monthly gross salary earnings over the last 12 months for the activity performed according to the main scope of business registered by the company, at class level, according to the national classification of economic activities, communicated by the National Institute of Statistics prior to appointment. The variable component shall be determined based on financial and non-financial performance indicators, negotiated and approved by the general meeting of shareholders, different to those approved for the executive directors, determined in compliance with the methodology set out under art. 3¹ par. (5), and which seek the long-term sustainability of the company as well, and ensuring the compliance with the principles of good governance. The equivalent value of the variable component for non-executive members may not exceed a maximum of 12 monthly fixed allowances"*;
- Recommendation of the Nomination and Remuneration Committee dated 13.12.2019, registered under no. 14959/12.16.2019 and the one dated 13.12.2019, registered under the no. 15432/23.12.2019.

they object to the approval of the BD, for the submission for the approval of the Ordinary General Meeting of Shareholders of SNN, of the following proposals:

- The launch of the procedure for selecting a new member within the SNN BD, in compliance with the provisions of OUG no. 109/2011, as further amended and supplemented, considering the lawful termination of the mandate of one of the SNN's BD members;
- The empowerment of the SNN BD for performing the process of selection of a new SNN BD member, in compliance with the provisions of OUG no. 109/2011;
- The appointment of a provisional director, for a period of 4 months, as of the date of appointment by the Ordinary General Meeting of Shareholders, in compliance with the provisions of art. 64¹ par. (5) of OUG no. 109/2011;
- The form of the contract of mandate to be signed by the company with the provisional director, presented in the Annex to this Note;
- The empowerment of the representative of the Ministry of Economy, Energy and Business Environment within the Ordinary General Meeting of Shareholders to sign, on behalf of and on the account of the Company, the contract of mandate with the provisional director;
- The gross monthly fixed allowance for the provisional director of the BD amounting to RON 11,331, equal to that of the directors in office and a variable component, established based on the short-term financial and non-financial indicators inherent to 2020, as these were negotiated with the current administrators in office and approved by the Resoluion of the Ordinary General Meeting of Shareholders nr. 3/10.04.2019.

Chief Executive Officer
Cosmin Ghita

Deputy Chief Executive Officer
Laurentiu Dan Tudor

Chief Financial Officer
Adrian Gabriel Dumitriu

Legal Division Manager
Laura Constantin

Manager of the Document Legality Approval Department
Vlad Chiripus

Head of Performant Analysis and Strategic Planning Department
Liviu Dumitru Radu Gheorghiu