



**Approved,  
Chairman of the Board of Directors  
Minodor Teodor Chirica**

**Note on the approval, by the Board of Directors ("BoD") of National Company Nuclearelectrica S.A. ("SNN"), in order to submit for approval by the Ordinary General Meeting of SNN Shareholders, of (i) the launch of the procedure for the selection of a new member within the BoD of SNN, according to the provisions of OUG [Government Emergency Ordinance] No. 109/2011 on the corporate governance of public enterprises, as further amended and supplemented;  
(ii) the empowerment of the BoD of SNN to conduct the procedure for selecting a new member within the BoD of SNN**

Considering the following aspects:

- The Notification of Mr. Robert Iulian Tudorache on the resignation from the mandate of director as of 24.08.2020;
- Resolution of the Board of Directors No. 130/10.07.2020 whereby the Board of Directors has acknowledged the resignation of Mr. Robert Iulian Tudorache from the mandate of director;
- The fact that as of 24.08.2020 there is a vacancy for the position of director of SNN;
- The fact that it is urgent and important for the Company that the procedure for selecting a member of the Board of Directors be launched, carried out and completed quickly all be it under the conditions of the existence of the COVID-19 pandemic, as this presents the signs of persistence, and the postponement of the procedure until the end of the pandemic could cause shortcomings as regards the implementation of the strategic development objectives of SNN;
- 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) of the Articles of Incorporation of SNN, updated on 24.09.2020, whereby the General Meeting of Shareholders *"c) elects and revokes 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;

**National Company NUCLEARELECTRICA S.A.**

65 Polona Street, District 1, 010494, Bucharest, Romania; Tel. +4021 203 82 00, Fax +4021 316 94 00;  
Registration number with the Trade Register: J40/7403/1998, Sole Registration Code: 10874881,  
Subscribed and paid-up share capital: RON 3,016,438,940.

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

- The provisions of art. 64<sup>4</sup> (1) of OUG No. 109/2011, whereby, *"In the event of a vacancy in one or several director positions, the selection procedure is launched, under the care of the public supervisory authority, within 45 days of the position becoming vacant"*.
- The NRC recommendation registered under No. 12987/11.11.2020

In view of the foregoing, we hereby submit to the Board of Directors of SNN:

- The approval, in order to be submitted for approval to the General Meeting of Shareholders of SNN, of the following proposals:
  - The launch of the procedure for selecting a new member within the Board of Directors of the National Company Nuclearelectrica S.A., in compliance with the provisions of OUG No. 109/2011, as further amended and supplemented, considering the resignation from the mandate of director of one of the members of the Board of Directors;
  - The empowerment of the Board of Directors of SNN for the implementation of the procedure for selecting a member in the Board of Directors of SNN;
- The approval for convening the General Meeting of Shareholders in order to approve:
  - The revocation of Mr. Robert Iulian Tudorache from the capacity of member of the Board of Directors of SNN SA, as a result of his resignation from the mandate;
  - The launch of the procedure for selecting a new member within the Board of Directors of the National Company Nuclearelectrica S.A., in compliance with the provisions of OUG No. 109/2011, as further amended and supplemented, considering the resignation from the mandate of one of the members of the Board of Directors;
  - The empowerment of the Board of Directors of SNN for the implementation of the procedure for selecting a member in the Board of Directors of SNN.

Chief Executive Officer

Deputy Chief Executive Officer

Chief Financial Officer

Cosmin Ghita

Laurentiu Dan Tudor

Paul Ichim

Legal Division Manager

Laura Constantin

Manager of the Document Legality Approval Department

Vlad Chiripus

Manager of the Department of Strategic Planning  
and Performance Analysis,

Liviu Dumitru Radu Gheorghiu

Drawn up by

Human Resources Department

Ana Maria Belciu Matache