



No. 13860/07.12.2020

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 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 member within the BoD of SNN

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) 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;
- The provisions of art. 64⁴ (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 Notification of Mr. Cristian Gentea, registered under No. 13474/23.11.2020, whereby he notifies the Company that, as of 19.11.2020, he has taken over a position within the public administration, position that is incompatible with the capacity of member of the BoD of SNN pursuant to the provisions of art. 87 par. (1) let. d) of Law no. 161/2003 and art. 13.1 lit. g) of the mandate contract concluded with SNN, whereby the mandate contract is terminated by "the occurrence of a case of incompatibility or an interdiction laid down by law, ascertained pursuant to the law"

National Company NUCLEARELECTRICA S.A.

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Registration number with the Trade Register: J40/7403/1998, Sole Registration Code: 10874881,

Subscribed and paid-up share capital: RON 3,016,438,940.

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- The provisions of art. 87 par. (1) let. d) - section 4 - Incompatibilities regarding local elected officials of Law No. 161/2003 on certain measures to ensure transparency in the exercise of public dignities, public office and in the business environment and for preventing and sanctioning corruption, whereby "*The position of mayor and deputy mayor of the Bucharest Municipality, chairman and deputy chairman of the county council is incompatible with the exercise of the following positions or capacities:*
d) "the position of chairman, deputy chairman, chief executive officer, director, manager, administrator, member of the board of directors or censor or any management or operating position within the companies governed by Companies Law No. 31/1990, republished, as further amended and supplemented, including banks or other credit institutions, insurance and financial companies, within autonomous administrations of national interest, within national companies and societies, as well as within public institutions, except for representatives in the general meeting of shareholders of companies governed by Law No. 31/1990, republished, as further amended and supplemented, members in the boards of directors of state or confessional education establishments and institutions and of public hospitals in the network of the local public administration authorities or other representatives of public institutions under the subordination of administrative-territorial units or where the administrative-territorial unit led thereby holds a participation;
- The Recommendation of the Nomination and Remuneration Committee dated 07.12.2020, registered under No. 13859/12.07.2020;
- The fact that the position of director of SNN becomes vacant;
- 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;

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 following:
 - i) the termination of the mandate of director, as a result of the incompatibility regarding local elected officials for one of the BoD members;
 - 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. Cristian Genta from the capacity of member of the Board of Directors of SNN SA, as a result of occupying an elected position with the public administration;

- The launch of the procedure for selecting a 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 termination of the mandate of director, as a result of the incompatibility regarding local elected officials, arisen for a member of the BoD;
- 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
Cosmin Ghita

Deputy Chief Executive Officer
Laurentiu Dan Tudor

Chief Financial Officer
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