

GOVERNMENT OF ROMANIA

**ENERGY MINISTER
MINISTER'S CABINET**

No. 11268/VDP/18.03.2021

NUCLEARELECTRICA SA NATIONAL COMPANY

To Mr. Teodor Minodor CHIRICA,

Chairman of the Board of Directors

Considering:

- the summons register of the Ordinary and Extraordinary General Meetings of Shareholders of Nuclearelectrica SA National Company (SNN, company or Nuclearelectrica), for April 05, 2021, the first summons, and April 06, 2021, the second summons;
- SNN letter no. 3115/15.03.2021, registered with DGAPS under no. 361059/16.03.2021 on the request for supplementing the agenda of the Extraordinary General Meeting of Shareholders;
- the provisions of art. 14, par. (12) of the Articles of Incorporation of Nuclearelectrica SA National Company, updated,

the Energy Ministry, on behalf of the Romanian State, as a shareholder with 248,850,476 shares, representing 82.4981% of the share capital of Nuclearelectrica SA National Company, of art. 117¹, par. (1) of Law no. 31/1990, of art. 92, par. (3) of Law no. 24/2017, consolidated, of art. 189 of ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, submits:

Request for introducing on the agenda of the Extraordinary General Meeting of Shareholders summoned for April 05, 2021, the following topics:

I. Approving the incorporation of a Branch fully owned by SNN, as the sole shareholder, under the following conditions:

- Legal form: limited liability company, with Nuclearelectrica SA National Company as the sole shareholder;
- The scope of activity of the branch includes: NACE code 2446 – Processing of nuclear fuel; the main and secondary scope of activity shall be provided in the Articles of Incorporation approved by the Board of Directors of SNN;
- The registered office is in Feldioara/Brasov; the exact address shall be provided in the Articles of Incorporation;
- Branch term: unlimited;
- The company shall be managed by a Board of Directors composed of 5 members, appointed by the Board of Directors of SNN; the Articles of Incorporation shall comprise their identification data, the powers granted to them and whether they will exercise their mandate in an individual or collective manner;
- Board of Directors Members' mandate term: 4 years;

- The share capital of the branch upon incorporation is RON 200, fully paid in cash by SNN. It is entitled to incorporate the new company by contracting shareholder loans.

II. Mandating the Board of Directors of SNN to fulfil all the formalities for incorporating the new Branch, including – without limitation – the following: setting the registered office of the Branch, choosing the name of the Branch, checking the availability and booking the name of the Branch, drafting and approving the Articles of Incorporation of the Branch, by complying with the legal requirements, appointing the members of the Board of Directors, appointing the auditors, performing all the operations / fulfilling all the formalities for paying the share capital (including opening the bank account, making payments, etc.), signing any statements imposed by the law on behalf of the sole shareholder of the branch (for example, the registered office non-overlay statement, the statement that SNN meets all the necessary conditions according to the requirements of the applicable laws for holding and exercising the position of sole shareholder within the branch, etc.), paying all the taxes and fees related to the operation of incorporating the new branch, contracting notary services and, if applicable, lawyer services, that are necessary for incorporating the new Branch and, generally, performing any operations and signing any documents in relation to the incorporation of the Branch.

Resolution drafts for the topics registered on the agenda of the EGMS of April 05, 2021, namely:

I. “Incorporating a Branch fully owned by SNN, as the sole shareholder, under the following conditions:

- Legal form: limited liability company, with Nuclearelectrica SA National Company as the sole shareholder;
- The scope of activity of the branch includes: NACE code 2446 – Processing of nuclear fuel; the main and secondary scope of activity shall be provided in the Articles of Incorporation approved by the Board of Directors of SNN;
- The registered office is in Feldioara/Brasov; the exact address shall be provided in the Articles of Incorporation;
- Branch term: unlimited;
- The company shall be managed by a Board of Directors composed of 5 members, appointed by the Board of Directors of SNN; the Articles of Incorporation shall comprise their identification data, the powers granted to them and whether they will exercise their mandate in an individual or collective manner;
- Board of Directors Members’ mandate term: 4 years;
- The share capital of the branch upon incorporation is RON 200, fully paid in cash by SNN. It is entitled to incorporate the new company by contracting shareholder loans, is approved.”

II. “Mandating the Board of Directors of SNN to fulfil all the formalities for incorporating the new Branch, including – without limitation – the following: setting the registered office of the Branch, choosing the name of the Branch, checking the availability and booking the name of the Branch, drafting and approving the Articles of Incorporation of the Branch, by complying with the legal requirements, appointing the members of the Board of Directors, appointing the auditors, performing all the operations / fulfilling all the formalities for paying the share capital (including opening the bank account, making payments, etc.), signing any statements imposed by the law on behalf of the sole shareholder of the branch (for example,

the registered office non-overlay statement, the statement that SNN meets all the necessary conditions according to the requirements of the applicable laws for holding and exercising the position of sole shareholder within the branch, etc.), paying all the taxes and fees related to the operation of incorporating the new branch, contracting notary services and, if applicable, lawyer services, that are necessary for incorporating the new Branch and, generally, performing any operations and signing any documents in relation to the incorporation of the Branch, is approved.”

Respectfully yours,

ENERGY MINISTER
Virgil-Daniel POPESCU

Stamp:
ROMANIA
ENERGY MINISTRY
Signed

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