



NUCLEARELECTRICA

No. 7795/30.06.2021

Approved,

Chairman of the Board of Directors  
Teodor Chirica

**NOTE**  
**regarding**  
**the submittal for approval to the Extraordinary General Meeting of**  
**Shareholders of the Articles of Incorporation of SNN Feldioara**

**I. Context**

Following the signing between S.N. Nuclearelectrica S.A. (“SNN”) and Compania Națională a Uraniului S.A. (“CNU”), on 18.03.2021, of a Sale-purchase contract for several assets within the uranium concentrate processing line from the Feldioara Branch -Compania Națională a Uraniului S.A. no. 330/18.03.2021, by Resolution no. 4/05.04.2021 of the Extraordinary General Meeting of Shareholders, the following provisions were approved:

- ✓ incorporating a branch fully owned by SNN, as a sole shareholder, whose main scope of activity will be Processing of Nuclear Fuel - NACE code 2446;
- ✓ mandating the Board of Directors of SNN to fulfill all the formalities for incorporating the new Branch, among them, the drafting and approval of the Articles of Incorporation of the Branch, by complying with the legal requirements.

Considering the provisions of Emergency Government Ordinance no. 109/2011 on the corporate governance of public enterprises, as further amended and supplemented, namely:

- ✓ Art. 2 section 2 defines public enterprises as follows:
  - a) *autonomous entities incorporated by the state or by an administrative-territorial unit;*
  - b) *national entities and companies, companies where the state or an administrative-territorial unit is the sole shareholder, a majority shareholder or a shareholder that has control;*
  - c) *companies where one or several public enterprises provided under let. a) and b) own a majority interest or an interest that ensures their control;*
- ✓ Art. 2 section 3 letter c), according to which *the public administration authority is the institution that coordinates the exercising by one or more public enterprises provided under section 2 letter a) and/or letter b) of the capacity of shareholder of a controlled company.*
- ✓ Art. 3 section 5, according to which the administration authority has the following competences in the companies provided under art. 2 section 2 let. c):  
*5. to exercise, in companies incorporated according to Law no. 31/1990, republished, as further amended and supplemented, **which are not organized as joint-stock companies, the requirements provided under sections 2 and 3, and the approval of the articles of incorporation which regulates the number of directors, the selection procedure and the creation of committees out of the directors, where applicable;***

✓ Art. 60 par. (2), according to which, *By derogation from the provisions of art. 28 par. (1), art. 29 and art. 34, in case of companies incorporated according to Law no. 31/1990, as further amended and supplemented, which are not organized as joint-stock companies, the number of directors and the procedure for their selection, as well as the creation of directors' committees, are established by the public administration authority by the Articles of Incorporation of the respective companies.*

after drafting the Articles of Incorporation of the Branch, SNN sent for approval to the Ministry of Energy, as a public administration authority, by letter no. 5387/06.05.2021, a draft of Articles of Incorporation for the branch to be incorporated by SNN according to provisions of Resolution no. 4/05.04.2021 of the Extraordinary General Meeting of Shareholders of SNN.

## **II. Proposals**

Considering the aforementioned aspects, as well as the provisions of art. 13 par. (4) let. c) from the Articles of Incorporation of SNN, according to which the Extraordinary General Meeting of Shareholders of SNN decides on incorporating or participating in the incorporation of companies regulated by Law on companies no. 31/1990, we submit for the approval of the Board of Directors, in order to submit for the approval of the Extraordinary General Meeting of Shareholders to be summoned, the following:

- draft of the Articles of Incorporation of the SNN Branch Feldioara, according to the Annex to this Note;
- mandating the Board of Directors of SNN to perform any amendments and supplementations on the Articles of Incorporation of the SNN Branch Feldioara which could derive from any request of the authorities or amendments that are necessary for the performance of its activities ~~at~~ incorporation, and
- approving the possibility of delegating to the Chairman of the Board of Directors of SNN attributions/responsibilities in relation to the incorporation of the SNN branch Feldioara, as provided under section 3 of Resolution no. 4/05.04.2021 of the Extraordinary General Meeting of Shareholders of SNN, to any other competent person, including the Board of Directors of the branch, to be appointed, in this capacity, by a resolution of the Board of Directors of SNN.

**Chief Executive Officer**

**Cosmin Ghita**

**Deputy Chief Executive Officer**

**Dan Laurentiu Tudor**

**Legal Manager**

**Laura Constantin**