



NUCLEARELECTRICA

**Registration No. 10921/September 20<sup>th</sup>, 2021**

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

**NOTE  
regarding  
the submission of the Articles of Incorporation of SNN Nuclearelectrica Serv SRL  
to the approval of the Extraordinary General Meeting of Shareholders of SNN**

**I. Background**

By Resolution no. 2/27.01.2021 of the Extraordinary General Meeting of Shareholders of Nuclearelectrica SA National Company, the following activities were approved, among others:

- ✓ incorporating a branch that is fully owned by SNN, as a sole shareholder, organized as a limited liability company (“Branch”), whose main and secondary scopes of activity will be according to the Articles of Association to be approved by the Board of Directors of SNN and which will include: Treating and disposing of hazardous waste, collecting hazardous waste and decontamination activities and services;
- ✓ 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.

Over the period April - August 2021, a series of actions and analyses were carried out, in order to operationalize the branch. As a result of these actions and analyses, the opportunity arose for the Branch to provide other types of services as well, which, in the future, could be provided by the Branch. By the performance of these activities by the Branch, SNN shall obtain increased personnel stability (with the possibility of an easier alignment to the specific standards and procedures of CNE/SNN), increasing the quality of the provided services and decreasing the risk caused by the procurement chain (the dependency thereon) with implications on increasing the operating safety of Cernavoda NPP.

The draft of the Articles of Incorporation includes a scope of business comprising all the activities identified over the period April - August 2021.

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

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Order 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)

- ✓ Art. 2 section 2 which 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 pt. 5, according to which the public 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 competences stipulated in 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 drawing up the Articles of Incorporation Draft of the Branch, SNN sent for approval to the Ministry of Energy, as a public administration authority, by letter no. 10205/31.08.2021, an Articles of Incorporation draft for the branch to be incorporated by SNN according to the provisions of Resolution no. 2/27.01.2021 of the Extraordinary General Meeting of Shareholders of SNN, and the proposed form of the Articles of Incorporation is annexed to this Note.

## II. Proposals

Considering the aforementioned aspects, as well as (i) the provisions of art. 13 par. (4) let. c) in 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 the Law on companies no. 31/1990; (ii) Approval of the Board of Directors of SNN as of September 20<sup>th</sup>, 2021, we submit the following to the approval of the Extraordinary General Meeting of Shareholders of SNN to be summoned for the date of October 28<sup>th</sup>, 2021:

- draft of the Articles of Incorporation of the SNN Branch Nuclearelectrica Serv SRL, according to the Annex to this Note;
- mandating the Board of Directors of SNN to perform any amendments and supplementations to the Articles of Incorporation draft of the SNN Branch Nuclearelectrica Serv, as well as the
- approval of the possibility of delegation by the Chairperson of the Board of Directors of SNN of the duties/responsibilities related to the establishment of the subsidiary SNN Nuclearelectrica Serv, as such were stipulated in section 4 of Resolution

no. 2/January 27<sup>th</sup>, 2021 of the Extraordinary General Meeting of Shareholders of SNN, to any other competent person, including to the board of directors of the branch, which will be designated, in this capacity, by decision of the Board of Directors of SNN.

We attach to this document: Articles of Incorporation Draft of Nuclearelectrica Serv SRL;

**Chief Executive Officer,  
Cosmin Ghita**

**Deputy Chief Executive  
Officer Dan Laurentiu Tudor**

**Head of the Legal Department**

**Laura Constantin**

**Chief Operating Officer  
Romeo Urjan**