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| **Correspondence ballot**  **for individual shareholders**  for the **Ordinary General Meeting of Shareholders (OGMS)** of  SN NUCLEARELECTRICA SA  of  **15 February 2023**  I, the undersigned, [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],  (**ATTENTION**! to be filled in with the first and last name of the individual shareholder)  identified with identity card/passport series [\_\_\_\_], no. [\_\_\_\_], issued by [\_\_\_\_], on [\_\_\_\_], personal registration number [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], domiciled in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],  legally represented by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],  (**ATTENTION**! to be filled in with the first name and last name of the legal representative of the individual shareholder only in case of shareholders who are natural persons lacking exercise capacity or having limited capacity)  identified with identity card/passport series [\_\_\_], no. [\_\_\_\_\_\_\_], issued by [\_\_\_\_], on [\_\_\_\_], personal registration number [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], domiciled in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],  holding a number of [\_\_\_\_] shares representing [\_\_\_\_] % from a total of [\_\_\_\_] shares issued by SN NUCLEARELECTRICA SA, registered with the Bucharest Trade Registry under no. J40/7403/1998, having sole registration code 10874881, headquartered in Polona Street 65, 1st District, Bucharest 010494, Romania (the **Company**),  which entitles me to a number of [\_\_\_\_] voting rights, representing [\_\_\_\_]% of the paid-up share capital and [\_\_\_\_]% of the total voting rights in OGMS,  knowing the agenda of the OGMS of the Company, of 15.02.2023, hours 10:00 and the documents and reference material related to the agenda of the OGMS, in compliance with NSC Regulation no. 5/2018, through this ballot I understand to express my vote for the OGMS of the Company which will take place on 15.02.2023, hours 10:00, (Romanian time) at Hotel Capital Plaza, Mihail Kogălniceanu Room, Iancu de Hunedoara Av, no. 54, District 1, Bucharest, as follows:   1. For item (1) on the agenda, namely, **the election of the Secretary of the Ordinary General Meeting of Shareholders**.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  1. For item (2) on the agenda, namely**, Approval** of the Revenue and Expenditure Budget for the year 2023.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  1. For item (3) on the agenda, namely **Appointment** of four non-executive members of the Board of Directors of S.N. Nuclearelectrica S.A., starting from 15.02.2023, for a 4-year mandate, in accordance with the provisions of art. 29, para. (1) of GEO no. 109/2011 (secret vote);  * Mr. Vulpescu Remus - non-executive director; * Mr. Chirlesan Dumitru - non-executive director; * Mr. Niculescu Sergiu - non-executive director; * Mrs. Grajdan Vasilica - non-executive director.   *As per the provisions of article. 105 paragraph (19) of the Law 24/2017, in case that the agenda of the GMS includes resolutions which require a secret vote, the correspondence vote will be expressed by means that only allow the disclosure to the members of the secretary responsible to count the expressed secret votes and only when the other secret votes expressed by the participating shareholders or by the representatives of the shareholders that take part in the meeting are known.*  *This current item on the agenda will be voted using the special correspondence ballot for the items which require a secret vote and will be put in a separate envelope, sealed, signed by the respective shareholder and stamped, if applicable, with the subject: “For items 3,7 and 10 on the agenda of the Ordinary General Meeting of the Shareholders dated 15.02.2023” and will be put afterward in the envelope which will contain the correspondence ballot for the rest of the items on the agenda of the OGMS, as well as the documents required.*   1. For item (4) on the agenda, namely**, Approval** of the form of the mandate contract to be signed by the company with the newly appointed non-executive directors, attached to this recommendation;  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  1. For item (5) on the agenda, namely **Approval** of the fixed remuneration of the new non-executive directors of the Board of Directors, at the same amount as that approved by item 6 of the OGMS Resolution no.6/10.08.2022, for the non-executive directors whose mandate has been renewed, i.e. at the gross monthly amount of 17,926 lei and approval of the variable component of the new non-executive directors appointed in the amount of 12 gross fixed monthly remuneration.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  1. For item (6) on the agenda, namely **Mandate** the State representative in the Ordinary General Meeting of Shareholders to sign the mandate contracts of the newly appointed non-executive directors.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  1. For item (7) on the agenda, namely**, Appointment** of a provisional member of the Board of Directors, for a period of 4 months, in accordance with the provisions of art. 641, par. (3) and par. (5) of GEO 109/2011 (secret vote).   *As per the provisions of article. 105 paragraph (19) of the Law 24/2017, in case that the agenda of the GMS includes resolutions which require a secret vote, the correspondence vote will be expressed by means that only allow the disclosure to the members of the secretary responsible to count the expressed secret votes and only when the other secret votes expressed by the participating shareholders or by the representatives of the shareholders that take part in the meeting are known.*  *This current item on the agenda will be voted using the special correspondence ballot for the items which require a secret vote and will be put in a separate envelope, sealed, signed by the respective shareholder and stamped, if applicable, with the subject: “For items 3,7 and 10 on the agenda of the Ordinary General Meeting of the Shareholders dated 15.02.2023” and will be put afterward in the envelope which will contain the correspondence ballot for the rest of the items on the agenda of the OGMS, as well as the documents required.*   1. For item (8) on the agenda, namely, **Approval** of the form of the mandate contract to be signed by the Company with the provisional member of the Board of Directors, as well as the mandate of the representative of the Ministry of Energy at the General Meeting of Shareholders to sign in the name and on behalf of the Company the mandate contracts with the provisional director.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  1. For item (9) on the agenda, namely, **Approval** of the remuneration for the provisional member of the Board of Directors.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  1. For item (10) on the agenda, namely, **Approval** of: (i) The extension of the provisional mandates of three non-executive directors for 2 months, in accordance with the provisions of art. 641, par. (3) and par. (5) of GEO no. 109/2011; (ii) The form of the Addendum to the mandate contract to be signed by the Company with the provisional directors, as well as the mandate of the representative of the Ministry of Energy at the General Meeting of Shareholders to sign on behalf of the Company the addendum to the mandate contract with the provisional directors; (iii) The maintenance of the remuneration for the provisional members of the Board of Directors, as approved by OGMS Resolution no. 10/19.10.2022.   *As per the provisions of article. 105 paragraph (19) of the Law 24/2017, in case that the agenda of the GMS includes resolutions which require a secret vote, the correspondence vote will be expressed by means that only allow the disclosure to the members of the secretary responsible to count the expressed secret votes and only when the other secret votes expressed by the participating shareholders or by the representatives of the shareholders that take part in the meeting are known.*  *This current item on the agenda will be voted using the special correspondence ballot for the items which require a secret vote and will be put in a separate envelope, sealed, signed by the respective shareholder and stamped, if applicable, with the subject: “For items 3,7 and 10 on the agenda of the Ordinary General Meeting of the Shareholders dated 15.02.2023” and will be put afterward in the envelope which will contain the correspondence ballot for the rest of the items on the agenda of the OGMS, as well as the documents required.*   1. For item (11) on the agenda, namely, **Approval** of the Quarterly Report of the Board of Directors for the third quarter of 2022.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  1. For item (12) on the agenda, namely, **Information** onthe transactions concluded by the directors or the managers, with employees, with shareholders holding the control over the company or a company controlled by them, pursuant to art. 52, par. (3) letter a) of GEO *[Government Emergency Ordinance]* no. 109/2011, as subsequently amended and supplemented, during the period 01.09.2022 – 28.12.2022.   *This current item on the agenda is not subjected to the vote of the shareholders; the shareholders acknowledge the information presented by the Company with regards to this item.*   1. For item (13) on the agenda, namely, **Information** on the transactions concluded by the directors or the managers, with employees, with shareholders holding the control over the company or a company controlled by them, pursuant to art. 52, par. (3) letter b) of GEO no. 109/2011, as subsequently amended and supplemented, during the period 01.09.2022 – 28.12.2022.   *This current item on the agenda is not subjected to the vote of the shareholders; the shareholders acknowledge the information presented by the Company with regards to this item.*   1. For item (14) on the agenda, namely, **Approval** of date **09.03.2023** as the date of registration according to the provisions of art. 87 par. (1) of Law no. 24/2017 on the issuers of financial instruments and market operations, i.e. the date on which the shareholders that will be benefiting of dividends or of other rights and on whom the effects of the OGMS resolutions impact will be identified.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  1. For item (15) on the agenda, namely, **Approval** of date **08.03.2023** as the "ex-date", i.e.  the date preceding the registration date, when the financial instruments which are subject of the decisions of the company bodies are traded without the rights deriving from that decision, according to the provisions of art. 2, par. (2), let. l) of Regulation no. 5/2018 on the issuers of financial instruments and market operations.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  1. For item (16) on the agenda, namely, **Empowering** the Chairman of the Board of Directors to sign on behalf of shareholders the OGMS resolutions and any other documents related thereto, and to perform any act or formality required by law to register and fulfil the OGMS resolutions, including the formalities for their publication and registration with the Trade Register or any other public institution. The Chairman of the Board of Directors may delegate all or part of the powers granted above to any competent person in order to fulfil this mandate.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |   *Note: Indicate your vote by placing an „X” in one of the columns for each option: „FOR”, „AGAINST” or „ABSTENTION”. Placing an „X” in more than one column or not placing an „X” in any of the columns shall mean that the vote will be void/ will not be taken into consideration*.  *It is recommended that after you have exercised your vote by marking with “X” one of the voting options, you mark the other two remaining columns with “-“, the valid vote being the option marked with “X”.*  *The power of attorney will be signed on the last page under “Signature” as well as on all the pages in the lower side of the page.*  This correspondence ballot is valid also for the second OGMS of 16.02.2023, hours 10:00 (Romanian time) which will take place ) at Hotel Capital Plaza, Mihail Kogălniceanu Room, Iancu de Hunedoara Av, no. 54, District 1, Bucharest if the meeting does not meet the legal or statutory requirements for convening on 11.02.2023, hours 10:00 (Romanian time);  The deadline for the registration with the Company of the correspondence ballots is **13.02.2023**, **hours 10:00** (Romanian time).  I attach to this correspondence ballot a copy of my identity card with social security number (CNP) legible and, if such be the case, a copy of the identity card of the legal representative (in the case of natural persons lacking exercise capacity or with limited exercise capacity) (identity document or identity card for Romanian citizens or passport for foreign citizens) with social security number (CNP) legible - if such exists in the country of origin and allowing my identification on the S.N.NUCLEARELECTRICA S.A. shareholders list on the reference date issued by S.C. Depozitarul Central S.A., along with the proof of legal representative capacity.  If the shareholder who has voted by correspondence ballot participates in person or by proxy at the GMS, the vote by correspondence ballot sent for that GMS will be canceled. In this case, only their personally vote or through a representative will be considered.  The correspondence ballot date: [\_\_\_\_\_\_\_\_]  Fist name and last name: [\_\_\_\_\_\_\_\_]  (ATTENTION! to be filled in with the first and last name of the individual shareholder, legible, in capital letters)  Signature: [\_\_\_\_\_\_\_\_]  (ATTENTION! In case of collective shareholders, it will be signed by all the shareholders) |  |  |