



MINISTRY OF ENERGY
MINISTRY'S CABINET

No. 10508/VDP/27.01.2023

To,
Societatea Națională Nuclearelectrica S.A.
Mr. Teodor Minodor CHIRICA - Chairman of the Board of Directors
Mr. Cosmin GHIȚĂ - Chief Executive Officer

Considering:

- The convocation of the Ordinary and Extraordinary General Meeting of Shareholders of Societatea Națională Nuclearelectrica S.A. no.482/12.01.2023, registered at the Ministry of Energy under no.220084/D.A.P.S.E/13.01.2023,
- address no. 1209/26.01.2023 registered at the Ministry of Energy under no. 220198/D.A.P.S.E/ 26.01.2023 for the amendment of the agenda of the OGMS meeting,
- address No 1048/23.01.2023 registered at the Ministry of Energy under No 220191/D.A.P.S.E/26.01.2023 to complete the agenda of the EGMS meeting,

Pursuant to:

- Article 13 para. (2) lit. c) and f), art. 14 par. 12 of the Articles of Incorporation of SN Nuclearelectrica SA,
- art. 117¹ par. 1 of Law 31/1990, on companies, republished, with subsequent amendments and additions ("Law no. 31/1990")
- Article 29 para. 1 of GEO no. 109/2011, on corporate governance of public enterprises, as amended and supplemented ("GEO no. 109/2011"),
- Article 105 para. (3) of Law no. 24/2017, republished, on issuers of financial instruments and market operations, as amended and supplemented,

we request you to amend the agenda of the OGMS and EGMS meetings of 15/16.02.2023 with the following items:

For the Ordinary General Meeting of the Shareholders:

- 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);
- 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;
- 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.

- Mandate the State representative in the Ordinary General Meeting of Shareholders to sign the mandate contracts of the newly appointed non-executive directors.

Pentru Adunarea Generală Extraordinară a Acționarilor:

- Approval of the relocation of the company's headquarters to the address in Bucharest, district 1, Av. Iancu de Hunedoara no. 48, ground, 4th, 5th and 13th floors.
- Approval of the proposal to update the Articles of Incorporation of SN Nuclearelectrica S.A. with the new headquarters as well as the modification of the duration of the company from "unlimited" to "indefinite" according to art.195 of the Civil Code, presented in the Annex to this convocation. The Annex is an integral part of this convocation.
- **Empowering** of the Chairman of the Board of Directors to sign on behalf of the shareholders the resolution of the EGMS and any other related documents (updated articles of association, affidavit on the fulfilment of the conditions for the operation/performance of the business at the CRO of the new registered office, change of the company's registration certificate, etc.) and to carry out any act or formality required by law for the registration and implementation of the EGMS resolutions, including the formalities for its publication and registration at the Trade Register or any other public institution. The Chairman of the Board of Directors may delegate all or part of the powers conferred above to any person competent to carry out this mandate.

We also attach below the list of candidates proposed by the Ministry of Energy for the position of member of the Board of Directors of the National Company Nuclearelectrica S.A.

MINISTER OF ENERGY

Virgil - Daniel POPESCU

LIST OF CANDIDATES PROPOSED FOR THE POSITION OF MEMBER OF THE BOARD OF DIRECTORS OF SOCIETATII NAZIONALE NUCLEARELECTRICA SA FOR A 4-YEAR MANDATE IN ACCORDANCE WITH THE AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF SNN ON 15.02.2023, AND WITH ITEM 1 OF THE REQUEST TO COMPLETE THE AGENDA OF THE OGMS MEETING

Deadline for proposals for the position of members of the Board of Directors:
27.01.2023, hours 18:00

No.	SIR NAME	NAME	RESIDENCE	PROFESSIONAL QUALIFICATION	PROPOSED BY
1	CHIRLEȘAN	Dumitru	Argeș	<ul style="list-style-type: none"> - Graduate of the University of Bucharest, specialization in Engineering Physics - PhD in Physics specializing in Condensed Star Physics - Rector of the University of Pitesti, University Lecturer Dr. DIMSIA, University of Pitesti - European Expert at the European Commission through IBF International Consulting - Manager CPPDD, DIMSIA, University of Pitesti 	Ministry of Energy
2	GRAJDAN	Vasilica	Voluntari, Ilfov	<ul style="list-style-type: none"> - Transilvania University Brasov, Faculty of Economics specialization marketing, Politehnica University Bucharest, master's degree human resources, Open University management certification, Chartered Institute of Personnel and Development, UK human resources management certification 	Ministry of Energy
3	VULPESCU	Remus Dumitru	Medias, Sibiu	<ul style="list-style-type: none"> - University of Bucharest, Bachelor of Law and Political Science, Tiffin University - USA, Executive Master of Business Administration degree 	Ministry of Energy

4	NICULESCU	George Sergiu	Constanța, Constanța	- Ovidiu University Constanta Bachelor of Legal Sciences, Academy of Economic Studies Bucharest Master of Business Administration	Ministry of Energy
---	-----------	------------------	-------------------------	---	-----------------------