



NUCLEARELECTRICA

Updated according to the amended agenda

**Resolution number 1/15.02.2023
of the Ordinary General Meeting of Shareholders of
Societatea Nationala Nuclearelectrica S.A.**

Headquarters: 65 Polona street, District 1, 010494 Bucharest, registered with the Bucharest Trade Register Office under the number J40/7403/1998, sole registration code: RO 10874881

Today, 15.02.2023, 10:00 o'clock, the shareholders of Societatea Nationala Nuclearelectrica S.A. (hereinafter called "The company" or "SNN") met within the Ordinary General Meeting of Shareholders (OGMS) of SNN, held at Hotel Capital Plaza, Mihail Kogălniceanu Room, Iancu de Hunedoara Av, no. 54, District 1, Bucharest the OGMS was opened by the President of the meeting, Mr. Teodor Minodor Chirica, in his capacity of Chairman of the Board of Directors.

Taking into consideration:

- The convening notice of the OGMS, published in the Official Gazette of Romania, Part IV, number 184 of 13.01.2023, in the "Romania Libera" newspaper, number 9290 of 13.01.2023 and on the website of the Company;
- The amended convening notice of the OGMS, published in the Official Gazette of Romania, Part IV, number 513 of 02.02.2023, in the "Romania Libera" newspaper, number 9302 of 02.02.2023. and on the website of the Company;
- The provisions of the effectual Articles of Incorporation of the Company;
- Legal applicable provisions;

The President of the meeting records at the beginning of the meeting, that the OGMS is legal and statutory, 45 shareholders are present or represented, owning a total number of 275.707.192 shares, representing 91,40155% of the subscribed and paid up share capital, representing 91,40155% of the total voting rights. The requirement regarding quorum is met in accordance with the provisions of article 16 of the Articles of Incorporation and of article 112, paragraph 1 of the Company Law 31/1990 ("Law number 31/1990"). The President of the meeting acknowledges that the OGMS is statutory and legally convened and that it can adopt viable resolutions regarding the items on the agenda.

Societatea Nationala NUCLEARELECTRICA S.A.

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Following the debates, the shareholders of the Company hereby decide:

1. The election of the Secretary of the OGMS.

As per the provisions of art. 129 of the Law no.31/1990, the shareholders of SNN elect as secretary of the OGMS Ms. Craita Bucheru and the Company appoints Ms. Cristina Bacaintan and Ms. Saida Musledin as technical secretary of the OGMS.

In the presence of the shareholders representing 91,40155% of the share capital and 91,40155% of the voting rights, the current item is adopted with 275.707.192 votes, representing 100% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 275.707.192 votes "for"
- 0 votes "against"
- 0 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

2. Approval of the Revenue and Expenditure Budget for the year 2023.

In the presence of the shareholders representing 91,40155% of the share capital and 91,40155% of the voting rights, the current item is adopted with 274.820.343 votes, representing 99,67834% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 274.820.343 votes "for"
- 886.849 votes "against"
- 0 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

3. 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);

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3.1. Appointment of Mr. Vulpescu Remus - non-executive director 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

In the presence of the shareholders representing 91,40155% of the share capital and 91,40155% of the voting rights, the current item is adopted with 258.771.249 votes, representing 93,85727% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 258.771.249 votes "for"
- 16.590.936 votes "against"
- 345.007 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

3.2. Appointment of Mr. Chirlesan Dumitru - non-executive director 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

In the presence of the shareholders representing 91,40155% of the share capital and 91,40155% of the voting rights, the current item is adopted with 255.263.459 votes, representing 92,58498 % of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 255.263.459 votes "for"
- 20.098.992 votes "against"
- 344.741 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

3.3. Appointment of Mr. Niculescu Sergiu - non-executive director 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

In the presence of the shareholders representing 91,40155% of the share capital and 91,40155% of the voting rights, the current item is adopted with 254.997.308 votes, representing 92,48845% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

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The casted votes were recorded as follows:

- 254.997.308 votes “for”
- 20.364.877 votes “against”
- 345.007 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

3.4. Appointment of Mrs. Grajdan Vasilica - non-executive director 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

In the presence of the shareholders representing 91,40155% of the share capital and 91,40155% of the voting rights, the current item is adopted with 254.997.308 votes, representing 92,48845% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 254.997.308 votes “for”
- 19.946.728 votes “against”
- 763.156 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

4. 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;

In the presence of the shareholders representing 91,40155% of the share capital and 91,40155% of the voting rights, the current item is adopted with 255.422.757 votes, representing 92,64276% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 255.422.757 votes “for”
- 19.939.694 votes “against”
- 344.741 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.



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- 5. 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.

In the presence of the shareholders representing 91,40155% of the share capital and 91,40155% of the voting rights, the current item is adopted with 255.263.459 votes, representing 92,58498 % of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 255.263.459 votes "for"
- 20.098.992 votes "against"
- 344.741 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

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

In the presence of the shareholders representing 91,40155% of the share capital and 91,40155% of the voting rights, the current item is adopted with 255.422.757 votes, representing 92,64276.% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 255.422.757 votes "for"
- 19.939.694 votes "against"
- 344.741 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

- 7. Rejection of 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).

In the presence of the shareholders representing 91,40155% of the share capital and 91,40155% of the voting rights, the current item is rejected with 271.026.404 votes, representing 98,30226% of the

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validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 3.393.693 votes "for"
- 271.026.404 votes "against"
- 1.287.095 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

8. Rejection 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.

In the presence of the shareholders representing 91,40155% of the share capital and 91,40155% of the voting rights, the current item is rejected with 271.026.404 votes, representing 98,30226% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 3.393.693 votes "for"
- 271.026.404 votes "against"
- 1.287.095 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

9. Rejection of the remuneration for the provisional member of the Board of Directors.

In the presence of the shareholders representing 91,40155% of the share capital and 91,40155% of the voting rights, the current item is rejected with 271.026.404 votes, representing 98,30226% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 3.393.693 votes "for"
- 271.026.404 votes "against"
- 1.287.095 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.



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10. Rejection 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.

In the presence of the shareholders representing 91,40155% of the share capital and 91,40155% of the voting rights, the current item is rejected with 267.350.159 votes, representing. 96,96887% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 4.183.517 votes “for”
- 267.350.159 votes “against”
- 345.007 votes “abstain”
- 3.828.509 ”unexpressed” votes

A number of 0 votes was canceled.

10.1. Rejection of the extension of the provisional mandate of Mr. George Sergiu Niculescu, non-executive director, for 2 months, in accordance with the provisions of art. 64¹, par. (3) and par. (5) of GEO no. 109/2011

In the presence of the shareholders representing 91,40155% of the share capital and 91,40155% of the voting rights, the current item is rejected with 274.552.696 votes, representing 99,58126% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 790.424 votes “for”
- 274.552.696 votes “against”
- 345.007 votes “abstain”
- 19.065 ”unexpressed” votes

A number of 0 votes was canceled.

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10.2. Rejection of the extension of the provisional mandate of Mr. Dumitru Remus Vulpescu, non-executive director, for 2 months, in accordance with the provisions of art. 64¹, par. (3) and par. (5) of GEO no. 109/2011

In the presence of the shareholders representing 91,40155% of the share capital and 91,40155% of the voting rights, the current item is rejected with 271.152.569 votes, representing 98,34802% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 4.190.551 votes "for"
- 271.152.569 votes "against"
- 345.007 votes "abstain"
- 19.065 "unexpressed" votes

A number of 0 votes was canceled.

10.3. Rejection of the extension of the provisional mandate of Mrs. Vasilica Grajdan, non-executive director, for 2 months, in accordance with the provisions of art. 64¹, par. (3) and par. (5) of GEO no. 109/2011.

In the presence of the shareholders representing 91,40155% of the share capital and 91,40155% of the voting rights, the current item is rejected with 274.134.547 votes, representing 99,42960% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 790.424 votes "for"
- 274.134.547 votes "against"
- 763.156 votes "abstain"
- 19.065 "unexpressed" votes

A number of 0 votes was canceled.

11. Approval of the Quarterly Report of the Board of Directors for the third quarter of 2022.

In the presence of the shareholders representing 91,40155% of the share capital and 91,40155% of the voting rights, the current item is adopted with 275.706.913 votes, representing 99,99990% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

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The casted votes were recorded as follows:

- 275.706.913 votes “for”
- 279 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

12. 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 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.

13. 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.

14. 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.

In the presence of the shareholders representing 91,40155% of the share capital and 91,40155% of the voting rights, the current item is adopted with 275.706.913 votes, representing 99,99990% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 275.706.913 votes “for”
- 279 votes “against”

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- 0 votes "abstain"
 - 0 "unexpressed" votes
- A number of 0 votes was canceled.

15. 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. 1) of Regulation no. 5/2018 on the issuers of financial instruments and market operations.

In the presence of the shareholders representing 91,40155% of the share capital and 91,40155% of the voting rights, the current item is adopted with 275.706.913 votes, representing 99,99990% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 275.706.913 votes "for"
- 279 votes "against"
- 0 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

16. 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.

In the presence of the shareholders representing 91,40155% of the share capital and 91,40155% of the voting rights, the current item is adopted with 275.706.913 votes, representing 99,99990% of the validly casted votes, in compliance with the provision of Art. 16 of the Constitutive Act corroborated with the Art. 112, paragraph 1 of the Law No. 31/1990.

The casted votes were recorded as follows:

- 275.706.913 votes "for"
- 279 votes "against"
- 0 votes "abstain"
- 0 "unexpressed" votes



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A number of 0 votes was canceled.

CHAIRMAN OF THE BOARD OF DIRECTORS

TEODOR MINODOR CHIRICA

SECRETARY OF THE MEETING

CRAITA BUCHERU