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| **Power of attorney**  **for legal person shareholders**  for the **Ordinary General Meeting of Shareholders (OGMS)** of  SN NUCLEARELECTRICA SA  of **15 February 2023**  The undersigned, [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],  (**ATTENTION**! to be filled in with the legal name of the legal person shareholder)  headquartered in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], registered with the Trade Registry/equivalent body for non-resident legal person under no. [\_\_\_\_\_\_\_\_\_\_\_], having sole registration code/equivalent number for non-resident legal person [\_\_\_\_\_\_\_\_\_\_\_],  legally represented by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]  (**ATTENTION**! to be filled in with the first name and last name of the legal representative of the legal person shareholder, as these are provided in the documents attesting the legal representative capacity)  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 us to a number of [\_\_\_\_] voting rights, representing [\_\_\_\_] % of the paid-up share capital and [\_\_\_\_]% of the total voting rights in OGMS,  hereby empower:  [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]    (**ATTENTION**! to be filled in with the first name and last name of the empowered individual being granted this power of attorney)  identified with identity card/passport series [\_\_\_\_], no. [\_\_\_\_], issued by [\_\_\_\_], on [\_\_\_\_], personal registration number [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], domiciled in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],  **OR**  [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]  (**ATTENTION**! to be filled in with the legal name of the empowered legal person being granted this power of attorney)  headquartered in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], registered with the Trade Registry/equivalent body for non-resident legal person under no. [\_\_\_\_\_\_\_\_\_\_\_], having sole registration code/equivalent number for non-resident legal person [\_\_\_\_\_\_\_\_\_\_\_],  legally represented by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]  (**ATTENTION**! to be filled in with the first name and last name of the legal representative)  identified with identity card/passport series [\_\_\_], no. [\_\_\_\_\_\_\_], issued by [\_\_\_\_], on [\_\_\_\_], personal registration number [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], domiciled in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],  as our representative in the OGMS of the Company which will take place on 15.02.2023, at 10:00, (Romanian time) at Hotel Capital Plaza, Mihail Kogălniceanu Room, Iancu de Hunedoara Av, no. 54, District 1, Bucharest., to exercise the voting rights pertaining to our holdings registered in the shareholders registry as at the reference date, 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 power of attorney:   1. is valid only for the OGMS (having a single exception mentioned below under paragraph 2) it was requested for, and the representative has the obligation to vote in accordance with the instructions given by the represented shareholder under the sanction of vote cancellation by the OGMS secretaries;   is also valid for the second meeting of the same 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., tif the meeting does not meet the legal or statutory requirements for convening on 15.02.2023, hours 10:00 (Romanian time);   1. the deadline for registering the power of attorney with the Company is **13.02.2023**, **hours 10:00** (Romanian time); 2. is made in 3 originals: one original is for the principal, one original is for the empowered person and one original will be submitted to the Company’s headquarters; 3. shall be signed on each page and dated by the principal shareholder; 4. all the sections shall be filled in by the principal shareholder; 5. contains information according to the Constitutive Act of the Company, Law 31/1990, Law 297/2004, Law 24/2017and FSA Regulation no. 5/2018.   A shareholder can designate by empowerment one or more substitute representatives in order to ensure his representation within the OGMS, in case the legal representatives appointed by power of attorney is unable to fulfill his mandate. If more representatives are empowered, then the order in which they can exercise their mandate must be established.  We attach to this power of attorney:   * original or true copy of our findings certificate issued by the Trade Registry or any other document, in original or true copy, issued by a competent authority of origin, attesting *inter alia* the identity of our legal representative, all being no older than 3 months as from the date when the general meeting convening notice was published and allowing our identification on the SN NUCLEARELECTRICA SA shareholders list on the reference date issued by SC Depozitarul Central SA;   and   * a copy of the identity card of the empowered individual (identity document or identity card for Romanian citizens or passport for foreign citizens, with social security number (CNP) - if such exists in the country of origin).   The power of attorneys in original, in Romanian and/or English, filled in and signed by the shareholder, must be accompanied by a copy of the shareholder’s ID card (ID card of the legal representative registered in the SNN list of shareholders, issued by Depozitarul Central SA). However, if the shareholder has not informed Depozitarul Central in relation to his legal representative or if this information is not included in the SNN list of shareholders at the reference date, the certificate of recognition/similar documents (certificate of recognition issued by the Trade Register Office, submitted in original or in copy in compliance with the original, or any other document, in original or in copy, issued by a competent authority of the state where the shareholder is legally registered and which certifies the quality of legal representative, issued within maximum 3 months before the publishing date of the general meeting convening notice) must prove the quality of the legal representative.  In case of an empowered legal person, I also attach the original or true copy of the findings certificate issued by the Trade Registry or any other document, in original or true copy, issued by a competent authority of origin, attesting *inter alia* the identity of the legal representative, all being no older than 3 months as from the date when the general meeting convening notice was published.  The documents certifying the quality of the legal representative prepared in a foreign language shall be accompanied by a translation performed into Romanian by a sworn translator. SNN will not request the legalization or the apostille of the documents with certify the quality of legal representative of the shareholder.  The power of attorney date: [\_\_\_\_\_\_\_\_]  (**ATTENTION**! if the shareholder sends two powers of attorney consecutively, the Company shall consider that the power of attorney having a subsequent date revokes the previous power(s) of attorney)  Legal name of the legal person shareholder: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]  First and last name of the legal representative: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]  (**ATTENTION!** to be filled in with the legal name of the legal person shareholder and with the first and last name of the legal representative, legible, in capital letters)  Signature:  (**ATTENTION!** to be filled in with the signature of the legal representative of the legal person shareholder and to be stamped)  Disclaimer: The Romanian version shall prevail over the English version. |  |  |