|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Power of attorney** **for individual shareholders**for the **Extraordinary General Meeting of Shareholders (EGMS)** ofSN 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 [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], 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 EGMS,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 my representative in the EGMS of the Company which will take place on 15.02.2023 at 11:00, 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 my holdings registered in the shareholders registry as at the reference date, as follows:1. For the item (1) on the agenda, namely, **the election** of the Secretary of the Extraordinary General Meeting of Shareholders (EGMS):

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|   |   |   |

1. For the item (2) on the agenda, namely **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.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|   |   |   |

1. For the item (3) on the agenda, namely **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.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|   |   |   |

1. For the item (4) on the agenda, namely **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.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|   |   |   |

1. For the item (5) on the agenda, namely, **Revocation** of the approval of item 3 of the SNN EGMS Resolution no. 7/10.08.2022 concerning the establishment of a SNN working point in Doicesti commune.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|   |   |   |

1. For the item (6) on the aganda, 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 EGMS resolutions impact will be identified.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|   |   |   |

1. For the item (7) on the aganda, 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 the item (8) on the aganda, namely, **Empowering** the Chairman of the Board of Directors to sign on behalf of shareholders the EGMS resolutions and any other documents related thereto, and to perform any act or formality required by law to register and fulfil the EGMS 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 EGMS (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 EGMS secretaries;

is also valid for the second meeting of the same EGMS of 16.02.2023 at 11:00 (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 15.02.2023, at 11:00 (Romanian time); 1. the deadline for registering the special power of attorney at 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; in case of collective shareholders;
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 EGMS, 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.I attach to this power of attorney:* copy of the identity card allowing my identification on the S.N. NUCLEARELECTRICA S.A 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.

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).First 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) |  |  |

Disclaimer: The Romanian version shall prevail over the English version