



NUCLEARELECTRICA

**The selection procedure for non-executive members (vacancies)  
of the Board of Directors of SNN, according to the provisions of GEO no. 109/2011**

1. The provisions of par. 17 of the Ordinary General Meeting of Shareholders Resolution no. 6/10.08.2022 approving the launch of the selection procedure for the members of the Board of Directors of Societatea Națională Nuclearelectrica SA (vacancies), according to the provisions of Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises, as subsequently amended and supplemented;

Link to OGMS Resolution no. 6/10.08.2022: <https://www.nuclearelectrica.ro/ir/wp-content/uploads/sites/9/2022/06/HAGOA-SNN-10.08.2022-ENG.pdf>

Link to the note regarding the initiation of the selection procedure: [https://www.nuclearelectrica.ro/ir/wp-content/uploads/sites/9/2022/06/Nota-AGA-declansarea-procedurii-de-recrutare-administratori\\_revcb\\_kalimera-4.pdf](https://www.nuclearelectrica.ro/ir/wp-content/uploads/sites/9/2022/06/Nota-AGA-declansarea-procedurii-de-recrutare-administratori_revcb_kalimera-4.pdf)

2. The provisions of par. 18 of the Ordinary General Meeting of Shareholders Resolution no. 6/10.08.2022 approving the mandate of the Board of Directors of SNN for the selection procedure of the members of the Board of Directors of SN Nuclearelectrica SA (vacancies)

Link to OGMS Resolution no. 6/10.08.2022: <https://www.nuclearelectrica.ro/ir/wp-content/uploads/sites/9/2022/06/HAGOA-SNN-10.08.2022-ENG.pdf>

Link to the note on the mandate of the Board of Directors for the selection procedure: [https://www.nuclearelectrica.ro/ir/wp-content/uploads/sites/9/2022/06/Nota-AGA-declansarea-procedurii-de-recrutare-administratori\\_revcb\\_kalimera-4.pdf](https://www.nuclearelectrica.ro/ir/wp-content/uploads/sites/9/2022/06/Nota-AGA-declansarea-procedurii-de-recrutare-administratori_revcb_kalimera-4.pdf)

3. The provisions of item. 3 of the Ordinary General Meeting of Shareholders Resolution no. 8/22.09.2022 approving the profile of the Board of Directors and the candidate profile for the position of member of the Board of Directors, according to the provisions of Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises;

Link to OGMS Resolution no. 8/22.09.2022: <https://www.nuclearelectrica.ro/ir/wp-content/uploads/sites/9/2022/08/HAGOA-SNN-22.09.2022-ENG-updated.pdf>

Link to the note on the approval of the profile of the Board of Directors and of the candidate profile: [https://www.nuclearelectrica.ro/ir/wp-content/uploads/sites/9/2022/08/O-81788\\_SNN\\_Nota-AGA-aprobare-profil-CA-si-profil-membru-CA\\_rev\\_clean\\_ROENTEN\\_f.pdf](https://www.nuclearelectrica.ro/ir/wp-content/uploads/sites/9/2022/08/O-81788_SNN_Nota-AGA-aprobare-profil-CA-si-profil-membru-CA_rev_clean_ROENTEN_f.pdf)

4. The announcement regarding the recruitment and selection to fill the four vacancies of

Societatea Națională NUCLEARELECTRICA S.A.

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Registered with the Trade Register under number: J40/7403/1998, Sole Registration Code: 10874881,

Share capital subscribed and paid up: RON 3,016,438,940.

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non-executive members of the Board of Directors, which expressly states that: the recruitment and selection procedure is carried out according to the provisions of *Government Emergency Ordinance no. 109/2011 regarding the corporate governance of public enterprises*, as approved by Law no. 111/2016 and by Government Decision no. 722/2016 for approving the Implementation Rules for the application of certain provisions of Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises, as subsequently amended and supplemented, and according to the provisions of Regulation (EU) 2016/679 on the protection of natural persons with regard to the processing of personal data.

Link to notice: <https://www.nuclearelectrica.ro/ir/selection-procedure-for-the-members-of-the-board-of-directors-of-snn/?lang=en>

5. Order no. 1309/22.12.2022 of the Minister of Energy approving the Letter of Expectations developed in the selection procedure of members of the Board of Directors of Societatea Națională Nuclearelectrică S.A.;

Link to Letter of Expectations: <https://www.nuclearelectrica.ro/ir/wp-content/uploads/sites/9/2023/01/Letter-of-expectation.pdf>

6. The provisions of art. 111 par. (2) letter (b) of Law no. 31/1990 on Trading Companies, republished, as subsequently amended and supplemented („Law no. 31/1990”), according to which the Ordinary General Meeting of Shareholders is competent *"to elect and dismiss the members of the Board of Directors, the Supervisory Board and the censors"*;
7. The provisions of article 44 paragraphs (7) and (9) letter (b) of Annex 1 to the Implementation Rules of Government Emergency Ordinance no. 109/2011, approved by Government Decision no. 722/2016, which provide that: „(7) Upon completion of the interviews, the selection commission or the appointment and compensation committee shall draft a report for final appointments, which shall include the ranking of candidates and the substantiation of such ranking. [...] (9) The report provided in paragraph (7) shall be submitted as follows: [...] (b) to the manager of the public tutelary authority, for mandating state representatives in the general meeting of shareholders, for proposing members of the board of directors, in the case of companies”;
8. The press release of the National Institute for Statistics no. 10/12.01.2023, on the Evolution of gross average salary gains during November 2021 - November 2022, according to which the value corresponding to two times the average gross monthly salary for the last 12 months for the activity carried out according to the registered main scope of business of the company, at a class level according to the classification of activities in the national economy, is RON 19,282;

Given the above, in correlation with the final report of the independent expert in human resources recruitment regarding the results obtained by the candidates, following the selection stages as provided in Government Emergency Ordinance no. 109/2011, for the four vacancies of non-executive members of the Board of Directors of Societatea Națională Nuclearelectrică S.A., the SNN Appointment and Compensation Committee submitted, according to the provisions of article 44 paras. (7) and (9) letter (b) of Annex no. 1 to the Implementation Rules of Government Emergency Ordinance no. 109/2011, approved by Government Decision no. 722/2016, to the

Ministry of Energy, as tutelary authority, its Recommendation on the Report for final appointments in the selection and recruitment procedure for the four vacancies of non-executive members of the Board of Directors, in order to mandate state representatives in the general assembly of shareholders, for proposing members in the board of directors of Societatea Națională Nuclearelectrica, according to vacancies. Thus, by its letter no. 10508/VDP/27.01.2023 (published on the SNN website), the Ministry of Energy requested the supplementation of the OGMS agenda on 15.02.2023 with the following items:

- Appointment of four non-executive members of the Board of Directors of S.N. Nuclearelectrica S.A., as of 15.02.2023, for a 4-year term of office, according to the provisions of article 29 par. (1) of Government Emergency Ordinance 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;
- Approval of the form of the mandate contract to be signed by the company with the newly appointed non-executive directors, enclosed to this recommendation;
- Approval of the fixed allowance of the new non-executive directors in the Board of Directors, at the same level as the allowance approved by item 6 of OGMS Resolution no. 6/10.08.2022, for non-executive directors whose term of office was renewed, i.e. the monthly gross value of RON 17,926 and approval of the variable component of newly appointed non-executive directors amounting to 12 monthly gross fixed allowances;
- Mandating the state representative in the Ordinary General Meeting of Shareholders to sign the mandate contracts of newly appointed non-executive directors.

Letter no. 10508/VDP/27.01.2023 of the Ministry of Energy includes enclosed the list of candidates proposed by the Ministry of Energy for the position of member in the Board of Directors of Societatea Națională Nuclearelectrica S.A.