



**Resolution number 5/05.07.2023
of the Ordinary General Meeting of Shareholders of
Societatea Nationala Nuclearelectrica S.A.**

Headquarters: 48 Iancu de Hunedoara Boulevard, District 1, 011745 Bucharest, registered with the Bucharest Trade Register Office under the number J40/7403/1998, sole registration code: RO 10874881

Today, 05.07.2023, 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 Marshal Garden, Panoramic 2 Room, Dorobantilor Av, no. 50B, District 1, Bucharest the OGMS was opened by Mr. Remus Vulpescu, in his capacity of representative of the President of the Board of Directors.

Taking into consideration:

- The convening notice of the OGMS, published in the Official Gazette of Romania, Part IV, number 2446 of 31.05.2023, in the "Romania Libera" newspaper, number 9383 of 31.05.2023 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 50 shareholders are present or represented, owning a total number of 276.224.276 shares, representing 91,57297% of the subscribed and paid up share capital, representing 91,57297% 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.

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

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Paid and subscribed capital: 3.016.438.940 lei.

office@nuclearelectrica.ro, www.nuclearelectrica.ro



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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 Daniela Stefan and the Company appoints Ms Cristina Bacaintan and Ms Saida Musledin as technical secretary of the OGMS.

In the presence of the shareholders representing 91,57297% of the share capital and 91,57297% of the voting rights, the current item is adopted with 276.224.276 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:

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

A number of 0 votes was canceled.

2. Approval of the financial and non-financial performance indicators that will be annexed to the non-executive administrators mandate contract.

In the presence of the shareholders representing 91,57297% of the share capital and 91,57297% of the voting rights, the current item is adopted with 260.785.913 votes, representing 94,41093% 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:

- 260.785.913 votes "for"
- 15.093.622 votes "against"
- 344.741 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

3. Approval of the form of the addendum to be concluded to the mandate contract of the non-executive administrators of the company.

In the presence of the shareholders representing 91,57297% of the share capital and 91,57297% of the voting rights, the current item is adopted with 260.785.647 votes, representing 94,41084% 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:

- 260.785.647 votes “for”
- 15.093.622 votes “against”
- 345.007 votes “abstain”
- 0 “unexpressed” votes

A number of 0 votes was canceled.

4. **Approval** of the financial and non-financial performance indicators to be annexed to the mandate contract of the executive administrators.

In the presence of the shareholders representing 91,57297% of the share capital and 91,57297% of the voting rights, the current item is adopted with 274.226.640 votes, representing 99,27681% 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:

- 274.226.640 votes “for”
- 1.652.895 votes “against”
- 344.741 votes “abstain”
- 0 “unexpressed” votes

A number of 0 votes was canceled.

5. **Approval** of the form of the addendum to be concluded to the mandate contract of the executive administrator of the company.

In the presence of the shareholders representing 91,57297% of the share capital and 91,57297% of the voting rights, the current item is adopted with 274.226.640 votes, representing 99,27681% 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:

- 274.226.640 votes “for”
- 1.652.629 votes “against”
- 345.007 votes “abstain”
- 0 “unexpressed” votes

A number of 0 votes was canceled.

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6. The mandate of the representative of the Ministry of Energy to sign the Additional Agreements to the mandate contracts with the company's administrators.

In the presence of the shareholders representing 91,57297% of the share capital and 91,57297% of the voting rights, the current item is adopted with 274.909.782 votes, representing 99,52412% 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:

- 274.909.782 votes "for"
- 969.753 votes "against"
- 344.741 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

7. Approval of the general limits of the remuneration of the Directors of the Company with a mandate contract within the limit of the amounts approved for the executive administrator of SNN, by item 7 of the AGOA Resolution no.6/10.08.2022.

In the presence of the shareholders representing 91,57297% of the share capital and 91,57297% of the voting rights, the current item is adopted with 275.714.471 votes, representing 99,81544% 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:

- 275.714.471 votes "for"
- 164.798 votes "against"
- 345.007 votes "abstain"
- 0 "unexpressed" votes

A number of 0 votes was canceled.

8. Approval of the Quarterly Report of the Board of Directors for the first quarter of 2023.

In the presence of the shareholders representing 91,57297% of the share capital and 91,57297% of the voting rights, the current item is adopted with 276.224.276 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.

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The casted votes were recorded as follows:

- 276.224.276 votes “for”
- 0 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

9. Approval of the selection procedure for a non-executive member of the Board of Directors of Societății Naționale Nuclearelectrica S.A., vacant position, in accordance with the provisions of GEO no. 109/2011, as amended and supplemented.

In the presence of the shareholders representing 91,57297% of the share capital and 91,57297% of the voting rights, the current item is adopted with 275.879.535 votes, representing 99,87520% 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:

- 275.879.535 votes “for”
- 344.741 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

10. Mandate the Board of Directors of SNN to carry out the selection process of a non-executive member of the Board of Directors of SNN, vacant position.

In the presence of the shareholders representing 91,57297% of the share capital and 91,57297% of the voting rights, the current item is adopted with 275.879.535 votes, representing 99,87520% 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:

- 275.879.535 votes “for”
- 344.741 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

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11. Approval of the modification of the Implementation Strategy of the Investment Project "Tritium Removal Facility for Cernavodă NPP" as a result of the updating of the investment value based on the price increase indexes between 2018 and 2022 and by including additional costs, not initially considered.

In the presence of the shareholders representing 91,57297% of the share capital and 91,57297% of the voting rights, the current item is adopted with 262.948.081 votes, representing 95,19369% 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:

- 262.948.081 votes "for"
- 13.276.195 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 28.02.2023- 12.05.2023.

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 28.02.2023- 12.05.2023.

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 **26.07.2023** 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

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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 91,57297% of the share capital and 91,57297% of the voting rights, the current item is adopted with 276.224.276 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:

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

A number of 0 votes was canceled.

15. Approval of date **25.07.2023** 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 91,57297% of the share capital and 91,57297% of the voting rights, the current item is adopted with 276.224.276 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:

- 276.224.276 votes "for"
- 0 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.

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The casted votes were recorded as follows:

- 276.224.276 votes “for”
- 0 votes “against”
- 0 votes “abstain”
- 0 ”unexpressed” votes

A number of 0 votes was canceled.

For CHAIRMAN OF THE BOARD OF DIRECTORS

Representative, Mr. REMUS VULPESCU

SECRETARY OF THE MEETING

DANIELA STEFAN

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