



No...../.....

**Endorsed by Decision of
the Board of Directors no. dated,**

**Chairman of the Board of Directors
Minodor Teodor Chirica**

Note on the endorsement by the Board of Directors (“BoD”) of Societatea Nationala Nuclearelectrica S.A. (“SNN”), for submission for approval to the Ordinary General Meeting of Shareholders of SNN of (i) the initiation of the selection procedure of a member of the BoD of SNN, according to the provisions of the Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises, as subsequently amended and supplemented, (ii) agents of the BoD of SNN to conduct the selection procedure of a new non-executive member of the BoD of SNN

I. Powers/approval

- 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"*;
- The provisions of art. 29 par. (1) of the Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises, as further amended and supplemented („GEO no. 109/2011”), according to which *„The members of the Board of Directors are appointed by the General Meeting of Shareholders, on the proposal of the Board of Directors in office or of the shareholders"*;
- The provisions of art. 13 par. (2) letter (c) of the Memorandum of Association of SNN, updated on 15.02.2023, according to which the General Meeting of Shareholders *„c) elects and dismisses the members of the Board of Directors"*;
- The provisions of art. 29 of the GEO no. 109/2011 on the election of new members of the Board of Directors by means of a selection procedure;
- The provisions of art. 64⁴ (1) of the Government Emergency Ordinance no. 109/2011 according to which *“In case of vacancy of one or several positions of directors, the selection procedure shall be initiated through the care of the public tutelary authority, within 45 days from the vacancy"*.
- The recommendation of the Nomination and Remuneration Committee registered under no. 6228/23.05.2023;

National Company NUCLEARELECTRICA S.A.

Bulevardul Iancu de Hunedoara 48, București 011745, Romania; Tel +4021 203 82 00, Fax +4021 316 94 00;
Registered with the Trade Register under number: J40/7403/1998, Sole Registration Code: 10874881,
Share capital subscribed and paid up: Lei 3,016,438,940.
office@nuclearelectrica.ro www.nuclearelectrica.ro

II. Proposals submitted to clearance/approval:

Considering the above, we submit to the Board of Directors of SNN the following:

- The endorsement, for submission for approval to the General Meeting of Shareholders of SNN, of the following proposals:
 - Initiation of the selection procedure for a non-executive member in the Board of Directors of Societatea Nationala Nuclearelectrica S.A., which is a vacancy in accordance with the provisions of the Government Emergency Ordinance no. 109/2011, as subsequently amended and supplemented;
 - Empowerment of the Board of Directors of SNN for the conduct of the selection process of a non-executive member of the Board of Directors of SNN;
- Approval of the convocation of the General Meeting of Shareholders for approval:
 - Initiation of the selection procedure for a non-executive member in the Board of Directors of Societatea Nationala Nuclearelectrica S.A., which is a vacancy in accordance with the provisions of the Government Emergency Ordinance no. 109/2011, as subsequently amended and supplemented;
 - Agents of the Board of Directors of SNN for the conduct of the selection process of a non-executive member of the Board of Directors of SNN.

General Director
Cosmin Ghita

Deputy General Manager
Corporate Services
Laura Constantin

Director of the Legal Directorate
George Codrut Tudor

Manager of the Human Resources Strategy Directorate
Laura Daniela Blaga

Drafted by,
Human Resources Strategy Directorate
Liviu Radu