



SNN no. 12573/13.11.2023

**Approved by,  
Chairman of the Board of Directors  
Teodor Minodor Chirica**

**Note regarding  
the information of the General Meeting of Shareholders on the Procedure for the establishment  
of mixed-capital companies approved by the Board of Directors of S.N. Nuclearelectrica S.A.**

**1. Background/Competencies for approval**

The Order of the Minister of Energy no. 1180/4 November 2021 on ceasing the applicability of the *Procedure regarding the implementation of "Green /Brown Field" Projects by establishing IPP companies, with in-kind contribution consisting of assets of companies, national enterprises and autonomous corporations that are part of the Minister of Economy, Trade and Business Environment (MECMA) portfolio and contribution in cash from a prospective investor, by Order of the Minister of Economy, Trade and Business Environment no. 1646/28 August 2012* stipulates as follows:

- (1) Companies in which the Romanian State through the Ministry of Energy is a sole or majority shareholder are required to approve their own procedures regarding the establishment of mixed-capital companies, in compliance with the applicable legal provisions.
- (2) Procedures approved by the executive and administrative management of companies listed under par. (1) shall be made available to their shareholders within maximum 5 days from their approval.

**2. The main provisions of the Procedure for the establishment of mixed-capital companies**

Procedure on the establishment of mixed-capital companies ("Procedure"), aimed at establishing the steps and activities relating to the investors' selection process in view of initiating and/or implementing the investment projects of S.N. Nuclearelectrica S.A. („SNN") by setting-up mixed-capital companies (Special Purpose Vehicles – SPV).

The Procedure shall apply in the following cases, according to the decision of the statutory body that approved the investment:

- In order to be initiated and put in operations, the investment project requires the establishment of a Special Purpose Vehicle, i.e. a company with SNN capital and with capital of other private companies;
- The Special Purpose Vehicle was established, but the development of the investment project and/or of the Special Purpose Vehicle's scope of business requires that new investors be attracted to the Special Purpose Vehicle's shareholding.

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Trade Register number: J40/7403/1998, Sole Registration Code: 10874881,

Subscribed and paid-up share capital: RON 3,016,438,940.

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The Procedure relies upon the following general principles:

- a) Ensuring a competitive, transparent and non-discriminatory conduct of the selection process.
- b) Using the best practice in view of implementing the projects committed to under the SNN Investment Strategy and of achieving the strategic goals thereof.
- c) Effective use of opportunities, competitive advantages and strategic aspects that foster the project implementation which the prospective investors may have (including in terms of an accelerated pace).
- d) Ensuring the most effective capital structure of the Special Purpose Vehicle and the most effective Project funding and implementation structure; consideration of strategic partnerships and of membership to a group with proven experience in project development or in funding such projects.
- e) The establishment of certain relevant criteria regarding the eligibility of prospective investors' participation in the Procedure.

Concurrently with the nomination of the Evaluation and Selection Committee, relevant criteria to be applied for the different phases of the Procedure will be established for each Project. The aforementioned criteria can be supplemented with environmental, social or governance criteria, as well as with criteria related to ensuring a certain competitive advantage, to interdictions or to limitations for the participation in the Selection Procedure.

By way of exception, direct partnerships can be concluded, with the prior approval of the General Meeting of Shareholders, in order to establish Special Purpose Vehicle (Project Companies), in certain situations, as provided for in the Procedure.

Moreover, the Procedure describes the stages to be followed and the role of the Evaluation and Selection Committee, by mentioning that it may be authorized to decide upon the customization of the investor qualification and selection process depending on the Project complexity and progress and on the established qualification requirements. The selection process is developed in two stages – a stage of analysis of the interested investors' eligibility (according to the mandatory qualification criteria defined), followed by the assessment to decide the selected investor (according to the specific criteria defined depending on the project nature).

### **3. Proposals submitted for the Ordinary General Meeting of Shareholders of SNN**

Considering the above, we submit for the information of the Ordinary General Meeting of Shareholders of SNN the *Procedure for the establishment of mixed-capital companies*, provided by the Order of the Minister of Energy no. 1180/04.11.2021.

#### **Annexes:**

**Annex 1** - Procedure for the establishment of mixed-capital companies

**Cosmin Ghita**

**Chief Executive Officer**

**Laura Constantin**

**Deputy General Director Corporate Services**

**Dan Niculaie-Faranga**

**Chief Financial Officer**

**Roxana Tompea**

**Manager of the Investment Development Division**

**Codrut Tudor**

**Manager of the Legal Division**