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

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

NOTE

on the approval by the Extraordinary General Meeting of SNN Shareholders, of the relocation of the company registered office and of the update of the headquarters of Cernavodă NPP Branch

1. Approval powers

- Art. 13(3)(b) of the Articles of Incorporation of SN Nuclearelectrica SA, as updated on 15 February 2023 according to which: *“The Extraordinary General Meeting of Shareholders is entitled to resolve in relation to: (...) b) the relocation of the company registered office;”*
- Article 113(b) of Law no/ 31/1990 on companies *“The extraordinary general meeting meets whenever it is necessary to resolve for: (...) b) the relocation of the company registered office”*
- Article 13(3)(o) *“the approval of any other amendment to the Articles of Incorporation or of any other resolution which requires approval of the Extraordinary General Meeting of Shareholders.”*

2. Background

2.1. SN Nuclearelectrica SA has its registered office established at the address located in Bucharest, 48 Iancu de Hunedoara Blvd. 4th, 5th and 13th floors and ground floor according to the Lease Agreement no. RUEC 1450/26.09.2022 concluded by the company with Plaza Development SRL.

Since the rented space was supplemented by the conclusion of an addendum to the Lease Agreement no. RUEC 1450/26.09.2022, and on this occasion the company rented an office space situated at the 3rd floor of the Building, the entire space being held by the company for its employees' conduct of business, as laid down in the lease agreement, the relocation of the registered office of the company is required, including at the 3rd floor.

2.2. According to the Incorporation Certificate series B no. 1189987 issued by the Trade Register Office attached to Constanta Tribunal, the headquarters of Cernavoda NPP Branch is located in Cernavoda, 2 Medgidiei Street, Constanta County and in Art. 3(2) of the Articles of Incorporation of SNN the branch

NUCLEARELECTRICA S.A. National Company

Bulevardul Iancu de Hunedoara 48, Bucharest 011745, Romania; Phone +4021 203 82 00, Fax +4021 316 94 00;
Registered with the Trade Register under number: J40/7403/1998, Tax Identification Number: 10874881,
Subscribed and paid-up share capital: Lei 3,016,438,940.
office@nuclearelectrica.ro, www.nuclearelectrica.ro

headquarter is located in “Constanta County, Cernavoda locality, 1 Medgidiei street.

In this context, it is required to update the provisions of the Articles of Incorporation regarding the headquarters of Cernavoda NPP for the purpose of indicating the address written on the Incorporation Certificate of the branch issued by the Trade Register Office attached to Constanta Tribunal.

3. Approval proposals

In view of the above, we submit for approval of the Extraordinary General Meeting of SNN Shareholders:

- “1. The approval of the company registered office at the address located in Bucharest, District 1, 48 Iancu de Hunedoara Blvd., 3rd, 4th, 5th, 13th floors and ground floor.*
- 2. The approval of the update of the headquarters of Cernavoda NPP Branch, indicated in Art. 3 (2) of the Articles of Incorporation from Constanta County, Cernavoda locality, 1 Medgidiei Street in Constanta County, Cernavoda locality, 2 Medgidiei street.*
- 3. The approval of the proposal of updating the Articles of Incorporation of SN Nuclearelectrica SA with the new headquarters and with the updated headquarters of Cernavoda NPP Branch, presented in the Appendix to this convening notice. The appendix is an integral part of this convening notice.*
- 4. Empowerment of the Chairman of the Board of Directors to sign on behalf of the shareholders the EGMS resolution and any other documents in relation thereto (updated articles of incorporation, declaration on own responsibility on fulfilling the operation/conduct of business with the Trade Register Office related to the new registered office, change of the company incorporation certificate, etc.) and to fulfil any act or formality required by law for the registration and fulfilment of the EGMS resolution, including the formalities of its 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 conferred above to any person competent to fulfil this mandate.*

CEO

Cosmin GHITA

Deputy General Director Corporate Services

Laura Constantin

Manager of the Legal Directorate

Codrut Tudor

Head of Corporate Governance Legal Support

Adriana Oprea

Legal Advisor

Cornelia Niculescu