



SNN REGISTRATION NO.

12640/14.11.2023

**MINISTRY OF ENERGY
MINISTRY'S CABINET
No. 18323/SIB/14.11.2023**

To,
Societatea Națională Nuclearelectrica S.A.
Mr. Teodor Minodor CHIRICA – Chairman of the Board of Directors
Mr. Cosmin GHITĂ – Chief Executive Officer

Considering:

- The convening of the Extraordinary General Meeting of Shareholders of the Company for 7.12.2023, first call and 8.12.2023, second call;
- Address no. 12534/10.11.2023 regarding the request for an additional agenda, registered at Ministry of Energy under no. 382449/10.11.2023 for the addition to the agenda of the EGMS
- The Ministry of Energy, on behalf of the Romanian State, as a shareholder of the Company, holding 248,850,476 shares, representing 82.4981% of the Company's share capital;

Underneath

- The provisions of Art. 117¹, para. (1) of Law 31/1990, republished with subsequent amendments and additions
- Art. 105 par. 3 of Law 24/2017, on issuers of financial instruments and market operations, republished
- Art. 189 of Regulation 5/2018, on issuers of financial instruments and market operations
- as well as Art. 14 para. (12) of the Company's Articles of Association regarding the right of shareholders, representing individually or cumulatively at least 5% of the Company's share capital, to introduce new items on the agenda of the General Meeting of Shareholders and to submit draft resolutions for items placed or proposed to be placed on the agenda of the General Meeting of Shareholders, by means of a request addressed to the Board of Directors or the Company's management respectively;

The Ministry of Energy on behalf of the Romanian State, as a shareholder holding 248,850,476 shares representing 82.4981% of the share capital of Societati Nationale Nuclearelectrica SA, requests you to complete the agenda of the EGMS meetings of 07/08/12.2023 with the following items:

For Extraordinary General Meeting of Shareholders:

- 1. Approval of the relocation of the company's registered office to the address in Bucharest, district 1, Av. Iancu de Hunedoara nr. 48, floors 3,4,5,13 and ground floor.*
- 2. Approval of the updating of the CNE Cernavoda branch office indicated in art. 3 para. 2 of the Articles of Incorporation from Constanta County, locality Cernavoda, Medgidiei Street no. 1 to Constanta County, locality Cernavoda, Medgidiei Street no. 2.*

3. *Approval of the proposal to update the Articles of Incorporation of SN Nuclearelectrica SA with the new headquarters and the updated headquarters of the Cernavoda NPP branch, presented in the Annex to this convocation. The Annex is an integral part of this convocation.*
4. *Authorization of the Chairman of the Board of Directors to sign on behalf of the shareholders the resolution of the EGMS and any other related documents (updated articles of incorporation, declaration on the fulfilment of the conditions for the functioning/performance of the activity at the ORC related to the new registered office, change of the company's registration certificate, etc.) and to carry out any act or formality required by law for the registration and implementation of the EGMS resolution, including the formalities for its publication and registration at 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 carry out this mandate.*
5. *Approval of the conclusion by SNN of the financing contract with the European Investment Bank ("the Contract"), for the financing of the "Cernavoda NPP Tritium Removal Facility" project, having the following essential characteristics:*
 - *Value:* EUR 145 million
 - *Currency:* EUR
 - *Duration:* 15 years, of which 4 years grace period on principal payments
 - *Period of use:* 36 months from the date of signature of the Contract
 - *Interest rate:* Fixed or Variable (at the Company's option)
 - *Analysis fee:* EUR 145,000, payable within 30 days of signing the Contract
 - *Non-repayment fee:* 0.12%/year, payable 12 months after the signing of the Contract,
applicable to the unused amount of the loan
 - *Principal and interest repayments:* Equal half-yearly instalments
6. *Mandate the General Manager and the Chief Financial Officer of SNN to negotiate the terms of the Financing Contract, within the limits and under the commercial conditions set out in Item 5, and to complete all formalities and sign the documents necessary for the conclusion of the Contract.*
7. *Mandate the SNN Board of Directors to approve the negotiated form of the Contract.*
8. *Subject to the approval by the SNN Board of Directors of the Contract, the mandate of the SNN General Manager and the SNN Chief Financial Officer to sign the Contract and other documents in connection with the Contract.*

Annex 1 - Amendments to the Articles of Incorporation of SN Nuclearelectrica SA

1. The registered office of the company is changed as follows:
"The registered office of the Company
Art. 3. (1) Societatea Nationala "Nuclearelectrica" SA has its registered office in Bucharest, district 1, Av. Iancu de Hunedoara no. 48, floors 3,4,5,13 and ground floor."
2. The head office of CNE Cernavoda branch is updated as follows:
"Art. 3. (2) Societatea Nationala "Nuclearelectrica" S.A. has two branches, as follows:
Branch "CNE Cernavoda", with headquarters in Constanta County, Cernavoda, Medgidiei Street no. 2, and
Branch "FCN Pitesti", with headquarters in Arges County, Mioveni, Campului Street no. 1."

Draft resolutions for items on the agenda as follows:

For the Extraordinary General Meeting of Shareholders

Item 1: Approval of the relocation of the company's registered office to the address in Bucharest, district 1, Av. Iancu de Hunedoara nr. 48, floors 3,4,5,13 and ground floor.

Item 2: Approval of the updating of the CNE Cernavoda branch office indicated in art. 3 para. 2 of the Articles of Incorporation from Constanta County, locality Cernavoda, Medgidiei Street no. 1 to Constanta County, locality Cernavoda, Medgidiei Street no. 2.

Item 3: Approval of the proposal to update the Articles of Incorporation of SN Nuclearelectrica SA with the new headquarters and the updated headquarters of the Cernavoda NPP branch, presented in the Annex to this convocation. The Annex is an integral part of this convocation.

Item 4: Authorization of the Chairman of the Board of Directors to sign on behalf of the shareholders the resolution of the EGMS and any other related documents (updated articles of incorporation, declaration on the fulfilment of the conditions for the functioning/performance of the activity at the ORC related to the new registered office, change of the company's registration certificate, etc.) and to carry out any act or formality required by law for the registration and implementation of the EGMS resolution, including the formalities for its publication and registration at 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 carry out this mandate.

Item 5: Approval of the conclusion by SNN of the financing contract with the European Investment Bank ("the Contract"), for the financing of the "Cernavoda NPP Tritium Removal Facility" project, having the following essential characteristics:

- Value: EUR 145 million
- Currency: EUR
- Duration: 15 years, of which 4 years grace period on principal payments
- Period of use: 36 months from the date of signature of the Contract
- Interest rate: Fixed or Variable (at the Company's option)
- Analysis fee: EUR 145,000, payable within 30 days of signing the Contract
- Non-repayment fee: 0.12%/year, payable 12 months after the signing of the Contract,
applicable to the unused amount of the loan
- Principal and interest repayments: Equal half-yearly instalments

Item 6 : Mandate the General Manager and the Chief Financial Officer of SNN to negotiate the terms of the Financing Contract, within the limits and under the commercial conditions set out in Item 5, and to complete all formalities and sign the documents necessary for the conclusion of the Contract.

Item 7: Mandate the SNN Board of Directors to approve the negotiated form of the Contract.

Item 8: Subject to the approval by the SNN Board of Directors of the Contract, the mandate of the SNN General Manager and the SNN Chief Financial Officer to sign the Contract and other documents in connection with the Contract.

**MINISTRY OF ENERGY
SEBASTIAN IOAN BURDUJA**