



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

**Information note to shareholders regarding the purchase of bonds issued by CEC Bank
S.A. worth EUR 44,963,334.79**

I. General matters/powers

The Board of Directors of Societatea Nationala Nuclearelectrica S.A. (hereinafter referred to as "SNN" or the "Company"), a national joint-stock company, managed under single-tier system, registered with the Office of the Trade Registry attached to the Bucharest Tribunal under number J40/7403/1998, fiscal identification code RO 10874881, with registered offices in Str. Iancu de Hunedoara, sector 1, Bucharest, in accordance with the provisions of Article 13 para. (4) of the Articles of Incorporation of Societatea Nationala Nuclearelectrica S.A. and according to the limits of competence regarding contracts and operations at the level of the Company provided in the Appendix to the Articles of Incorporation of SNN, has the obligation to inform the General Meeting of Shareholders regarding investment decisions greater than or equal to EUR 3,000,000 and smaller than EUR 50,000,000 that have been approved.

II. Need and opportunity

SNN explored the possibility of diversifying the way of investing available cash, taking into account a series of considerations regarding the reduction of the impact of inflation on available cash.

Considering the following:

- the impact of inflation on available cash
- the need to diversify the way of investing available cash in order to obtain higher returns and to reduce the risk

SNN has identified a possibility to generate additional income through the purchase of bonds issued by CEC Bank.

We present below the updated essential elements of this issuance of bonds:

- a) Instruments: Unsecured senior non-preferred bonds, eligible for MREL requirements
- b) Format: Regulation S (outside the US), (Certificate), Tefra D
- c) Volume: EUR 119.3 million
- d) Currency: EURO
- e) Yield upon purchase: 7.75%/year
- f) Maturity: February 2028

Societatea Nationala NUCLEARELECTRICA S.A.

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Registered with the Trade Register under number: J40/7403/1998, Tax Identification Number: 10874881,
Subscribed and paid-up share capital: RON 3,016,438,940.

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- g) First redemption date: February 2027
- h) Bond interest/coupon: 7.5% fixed annually until the first redemption; Business Day Convention: the next business day, unadjusted variable, payable quarterly, EURIBOR 3 months + 4.485% starting with year 4 (the first coupon date payable quarterly is 7 May 2027); Business Day Convention: the next business day, modified
- i) Applicable law: German law; certain provisions including the status of issued instruments, are governed by the Romanian law
- j) Listing: Luxembourg Stock Exchange, Bucharest Stock Exchange.

At the end of December 2022, CEC Bank obtained the approval of the Luxembourg Stock Exchange for a multi-year bond issue prospectus.

Under the approved prospectus, CEC Bank can issue several types of bonds (senior unsecured, subordinated or eligible bonds for the minimum requirement of own funds and eligible liabilities), within the limit of a ceiling of EUR 600 billion (or the equivalent amount in other currencies), for periods between 2 and 10 years. In October 2023, CEC Bank supplemented the issue launched in February 2023 with maturity in February 2028, with a new bond investment senior non-preferred eligible MREL.

The proposal for the purchase of these bonds issued by CEC Bank, total worth EUR **44,963,334.79** took into account the risk analysis carried out by SNN regarding the opportunity to carry out the transaction.

III. Information regarding the purchase of bonds

In accordance with the provisions of Decision no. 238/27.10.2023 of the Board of Directors, we inform you that SNN purchased 428 bonds issued by CEC BANK (Permanent code ISIN XS2574275280 and Interim ISIN XS2708707323) with a total value of EUR 44,963,334.79 (nominal value of EUR 100,000 / bond) with a 5 years maturity (5NC4 structure), maturity date 7 February 2028 and with a yield of 7.75%/year, in the custody of CEC Bank.

Chief Executive Officer	Deputy General Director Corporate Services	Chief Financial Officer
Cosmin Ghita	Laura Constantin	Dan Niculaie-Faranga
DAMR Director	Director of the Legal Directorate	Head of the Treasury Department
Mihai Sandulescu	Codrut George Tudor	Alexandru Musat