



NUCLEARELECTRICA

**AMENDED CONVENING NOTICE FOR THE ORDINARY AND EXTRAORDINARY  
GENERAL MEETING OF THE SHAREHOLDERS OF SOCIETATEA NAȚIONALĂ  
NUCLEARELECTRICA S.A.**

The Board of Directors of Societatea Națională Nuclearelectrica S.A. (hereinafter called "SNN" or the "Company") a national joint-stock company, managed according to a unitary system, established and operating in compliance with the Romanian laws, registered with the Trade Register Office attached to the Bucharest Court under number J40/7403/1998, Tax Identification Number RO 10874881, with registered office in Iancu de Hunedoara Boulevard 48, District 1, Bucharest, having a subscribed and paid-up share capital amounting to **Lei 3,016,438,940**.

**Whereas**

- Provisions of art. 13 and art. 14 of the Company's Articles of Incorporation, in force (the "Articles of Incorporation");
- Provisions of Law no. 31/1990 on trading companies, republished, as subsequently amended and supplemented;
- Government Emergency Ordinance no. 109/2011 regarding corporate governance of the public institutions, as further amended and supplemented;
- Provisions of Law no. 24/2017 on the issuers of financial instruments and market operations, republished
- Provisions of the ASF Regulation no. 5/2018 on the issuers of financial instruments and market operations;
- Provisions of Regulation no. 10/2017 on central storage issued in application of Regulation (EU) no. Regulation (EC) No 909/2014 of the European Parliament and of the Council of 23 July 2014 on improving the settlement of securities in the European Union and on the central depository of securities and amending Directives 98/26 / EC and 2014/65 / EU and Regulation (EU) no. 236/2012
- The provisions of Regulation 1212/ 2018 establishing the minimum requirements for the implementation of Directive 2007/36 / EC of the European Parliament and of the Council regarding the identification of shareholders, the transmission of information and the facilitation of the exercise of shareholders' rights.
- Request no 2369/SIB/26.03.2024 made by the majority shareholder, Ministry of Energy, registered at SNN under no 3955/27.03.2024, regarding the amendment of the agenda of the Extraordinary General Meeting convened for 17.04.2024/18.04.2024, namely items 2, 3, 4, 5, 6, 7, 8, 9, 10 and 11 for the EGMS. The request is made pursuant to Art. 14 par. 12 of the Articles of Incorporation of SN Nuclearelectrica SA, art. 117<sup>1</sup> par. 1 of Law 31/1990 on Companies, republished, with subsequent amendments and additions ("Law no. 31/1990"), Art. 105 para. (3) of Law no. 24/2017, republished, on issuers of financial instruments and market operations, art 189 of Regulation 5/2018 on issuers of financial instruments and market operations as amended and supplemented, registered with SNN under number 3955/27.03.2024 as a shareholder holding more than 5% of the share capital of the Company.

**Amends the agenda of the Extraordinary General Meeting of the Shareholders of Societatea Națională Nuclearelectrica S.A. for 17.04.2024, hours 11:00 (Romania's time), at Hotel Marshal Garden, Panoramic 2 Room, Dorobantilor Av, no. 50B, District 1, Bucharest, with items 2, 3, 4, 5, 6, 7, 8, 9, 10 and 11.**

**Societatea Nationala NUCLEARELECTRICA S.A.**

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**The agenda of the Ordinary General Meeting of the Shareholders of Societatea Națională Nuclearelectrica S.A. for 17.04.2024, hours 10:00 (Romania's time), at Hotel Marshal Garden, Panoramic 2 Room, Dorobantilor Av, no. 50B, District 1, Bucharest, remains unchanged, but is reiterated below for ease of monitoring by shareholders of the agenda of the two meetings.**

Only the persons registered as shareholders of SNN on the date of **05.04.2024** („Reference Date”) in the shareholder register issued by Depozitarul Central S.A. are entitled to attend and vote within the OGMS/EGMS.

The **Agenda** of the Ordinary General Meeting of Shareholders is as follows:

- 1. Election** of the Secretary of the Ordinary General Meeting of Shareholders.
- 2. Approval** of the decision on the continuation of the Small Modular Reactors (SMR) project, based on the pre-feasibility study documentation (rev 1.1), prepared in accordance with the requirements of GD no. 907/2016 on the stages and framework content of the technical-economic documentation related to the objectives of investments financed from public funds.
- 3. Approval** of date **10.05.2024** as the date of registration according to the provisions of art. 87 par. (1) of Law no. 24/2017 on the issuers of financial instruments and market operations, i.e. the date on which the shareholders that will be benefiting of dividends or of other rights and on whom the effects of the OGMS resolutions impact will be identified.
- 4. Approval** of date **09.05.2024** as the "ex-date", i.e. the date preceding the registration date, when the financial instruments which are subject of the decisions of the company bodies are traded without the rights deriving from that decision, according to the provisions of art. 2, par. (2), let. 1) of Regulation no. 5/2018 on the issuers of financial instruments and market operations.
- 5. Empowering** the Chairman of the Board of Directors to sign on behalf of shareholders the OGMS resolutions and any other documents related thereto, and to perform any act or formality required by law to register and fulfil the OGMS resolutions, including the formalities for their 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 granted above to any competent person in order to fulfil this mandate.

The amended **Agenda** of the Extraordinary General Meeting of Shareholders is as follows:

- 1. Election** of the Secretary of the Extraordinary General Meeting of Shareholders.
- 2. Approval** of the establishment of a working point at the National Company "Nuclearelectrica" S.A. in the village of Răscolești, commune Izvorul Bârzii, Calea Târgul Jiului, km7, Mehedinți county, Administrative building, 3rd floor, room no.3.
- 3. Mandate** the SNN Board of Directors to carry out all the formalities for setting up the working point, with the possibility of delegating to any other person who will be designated, in this capacity, by decision of the SNN Board of Directors.
- 4. Approval** of the conclusion of a direct partnership with DSPE BETA PRIVATE EQUITY FUND as an investor in the project company RoPower Nuclear S.A. on the basis of the provisions of Article 5.3 of the SNN Procedure for the establishment of mixed capital companies issued on the basis of the provisions of ME Order no.1180/04.11.2021.
- 5. Approval** of the tripartite Shareholders/Investors Agreement (SHA) to be concluded between SNN, NOVA POWER and GAS SRL and DSPE BETA PRIVATE EQUITY FUND for the development of the SMR Project, in Doicești Romania, in the form negotiated between SNN and the Project Partners.
- 6. Mandate** the executive management of SNN to sign, on behalf and for the account of SNN, the Tripartite Shareholders/Investors Agreement (SHA) to be concluded between SNN, NOVA POWER and GAS

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SRL and DSPE BETA PRIVATE EQUITY FUND for the development of the SMR Project in Doicești Romania.

7. **Mandate** SNN's executive management to negotiate and agree with the two contractual partners (DSPE and NPG), in the event that some of the conclusions of the independent evaluation carried out by the independent third party expert, based on article 3.3 of the SHA, require possible amendments to the SHA, in order to bring it in line with the rules of a compliant state aid, while taking into account the principles included in the SHA, and that, upon completion of these negotiations, the executive management will inform SNN's Board of Directors and SNN's EGMS on the final form of the Agreement.
8. **Mandate** SNN's executive management to finalise and sign all documents required by the Tripartite Shareholders/Investors Agreement (SHA) and to finalise the transaction under the terms of the Tripartite Shareholders/Investors Agreement (SHA).
9. **Mandate** the representative of SNN in the General Shareholders' Meeting of RoPower Nuclear S.A. to vote in favour, on behalf and for the account of the SNN Shareholder, on the modification of the shareholding structure of RoPower Nuclear S.A., approval of the share capital increase, approval of the signing of the Revised Articles of Incorporation of RoPower Nuclear S.A. (based on the aforementioned SHA) and other formalities required for the completion of the transaction.
10. SNN's executive management will inform SNN's Board of Directors on the fulfilment of the conditions precedent and the completion of each step set out in the Tripartite Shareholders/Investors Agreement (SHA).
11. **Approval** of the mandate of the representative of SNN in the General Meeting of Shareholders of RoPower Nuclear S.A., on the date(s) on which it will be convened, the meeting which will have on the agenda the items that will be detailed below, to attend and vote in favour ("for") the following:
  - i. **Approval** of the conclusion of the FEED Phase 2 Offshore Contract;
  - ii. **Approval** of the conclusion of the FEED Phase 2 Onshore Contract;
  - iii. **Approval** of the conclusion of the Technology License Agreement;
  - iv. **Approval** of the increase of the ceiling of the loan granted by SNN under the Master Loan Agreement No.1 dated 16.08.2023 up to the amount of USD 243,000,000, and conclusion of the Supplementary Deed No.2 to the Master Loan Agreement No.1 dated 16.08.2023, with the stipulation that Ro Power Nuclear S.A. will access this loan only to the extent that the Project cannot be financed from other sources (share capital, generated by a change in RPN's shareholding structure, or bank loans/credits or other sources of financing) and, in any case, only until such other sources of financing are identified;
  - v. **Approval** of the conclusion of the Additional Deed No. 2 to the Movable Mortgage Contract concluded with SNN;
  - vi. **Approval** of the mandate of the Chairman of the Board of Directors and/or the CEO of the company to sign, in the name and on behalf of RoPower Nuclear S.A., the contracts referred to in points i) to iii);
  - vii. **Approval** of the mandate of the CEO of the Company to sign, in the name and on behalf of RoPower Nuclear S.A., the contracts referred to in points iv)-v);
  - viii. **Approval** of the empowerment of the CEO of RoPower Nuclear S.A., with the possibility of sub-delegation, to carry out any act or formality required by law for the implementation of the resolutions adopted in this regard, including their registration and publication at the Trade Register Office or any other public institution.
12. **Approval** of the Additional Act to the Support Agreement between the Romanian State and SNN in connection with the Cernavodă NPP Units 3 and 4 Project, as presented to the shareholders.
13. **Mandate** SNN's Board of Directors to approve any amendments to the Additional Act to the Support Agreement between the Romanian State and SNN in relation to the Project Units 3 and 4 of the Cernavodă NPP, amendments generated by the dynamics of the negotiation process, by reference to

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the form of the Additional Act in the form presented to the shareholders, as well as to approve its final form, i.e. the form including the amendments resulting from the negotiation process.

- 14. Approval** of date **10.05.2024** as the date of registration according to the provisions of art. 87 par. (1) of Law no. 24/2017 on the issuers of financial instruments and market operations, i.e. the date on which the shareholders that will be benefiting of dividends or of other rights and on whom the effects of the EGMS resolutions impact will be identified.
- 15. Approval** of date **09.05.2024** as the "ex-date", i.e. the date preceding the registration date, when the financial instruments which are subject of the decisions of the company bodies are traded without the rights deriving from that decision, according to the provisions of art. 2, par. (2), let. 1) of Regulation no. 5/2018 on the issuers of financial instruments and market operations.
- 16. Empowering** the Chairman of the Board of Directors to sign on behalf of shareholders the EGMS resolutions and any other documents related thereto, and to perform any act or formality required by law to register and fulfil the EGMS resolutions, including the formalities for their 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 granted above to any competent person in order to fulfil this mandate.

In the event that the legal conditions for holding the OGMS/EGMS on the date of the first calling are not met, a new OGMS/EGMS, as appropriate, shall be convened for the date of **18.04.2024, hours 10.00 for the OGMS and 11:00 for the EGMS**, having the same agenda. In the event of a new calling, the reference date set for the identification of the shareholders entitled to attend and vote within the OGMS/EGMS is the same. **at Hotel Marshal Garden, Panoramic 2 Room, Dorobantilor Av, no. 50B, District 1, Bucharest.**

**The right to introduce new items on the agenda. The right to present draft resolutions for the items included or proposed to be included on the meeting's agenda.**

According to the provisions of art. 105, par. (3) and (5) of Law no. 24/2017, art. 117<sup>1</sup>, par. (1) of Law no. 31/1990, of art. 189 of the ASF Regulation no. 5/2018, as well as of art. 14 of the company's Articles of Incorporation, one or more shareholders, representing individually or together at least 5% of the Company's share capital, may request, by a petition addressed to the Company's Board of Directors, the introduction of some additional points on the OGMS/EGMS agenda, under the condition that each point is accompanied by a justification or by a resolution draft proposed to be adopted by the general meeting; and present resolution drafts for the points included or proposed to be included on the agenda of the general meeting.

The proposals regarding the introduction of additional points on the OGMS/EGMS agenda and/or the presentation of resolution drafts for the included points or for the points proposed to be included on the OGMS/EGMS agenda must meet the following cumulative conditions:

- a) In case of individual shareholders**, they shall be accompanied by the copies of the shareholders IDs (the IDs presented by the shareholders must make possible their identification in the shareholders register of SNN, held by SC Depozitarul Central S.A.), **and in case of legal entity shareholders** they shall be accompanied by:
  - the Confirmation of Company Details, in original or a true certified copy, issued by the Trade Register or by any other document, in original or in a true certified copy, issued by a competent authority of the state in which the shareholder is legally registered, certifying the existence of the legal entity and the name/capacity of legal representative, not older than 3 months in relation to the date of publication of the general meeting convening notice, allowing their identification in the SNN shareholders' register kept by SC Depozitarul Central S.A.;

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- the capacity of legal representative shall be established based on the list of SNN shareholders (register of shareholders) valid at the reference date, received from Depozitarul Central S.A. However, if the shareholder did not inform the Central Depository in time about his legal representative or is this information not mentioned in the list of SNN shareholders valid at the reference date received from the Central Depository, **the confirmation of company details/the aforementioned similar documents must serve as proof of the shareholder's legal representative.**
  - the documents proving the capacity of legal representative drafted in a foreign language, other than the English language, shall be accompanied by a translation into the Romanian or English language, performed by a certified translator. SNN will not require the legalization or apostille of documents which prove the capacity of legal representative of the shareholder.
- b) To be accompanied by a justification and/or a resolution draft proposed to be adopted;
- c) To contain prescriptions regarding the attributions of the assembly;
- d) To be sent to the Company's Registration Office through any form of courier with acknowledgment of receipt, so that they are registered as received at the Company's Registration Office by **27.03.2024, hours 18:00**, in a closed envelope, with the note legibly written in capital letters: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **17.04.2024**"; the proposals may be sent by e-mail with the extended incorporated electronic signature in compliance with Law No. 455/2001 on electronic signature by the date of **27.03.2024 hours 18:00** to the e-mail address [aga@nuclearelectrica.ro](mailto:aga@nuclearelectrica.ro), with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF **17.04.2024**"

In order to identify and prove the shareholder capacity of a person who makes proposals for supplementing the agenda (or who asks questions in compliance with art. 198 of the ASF Regulation no. 5/2018), SNN may ask from that person the bank account statement issued by the Central Depository, out of which result his shareholder capacity and the number of shares he owns.

The supplemented agenda will be published by the Company by **04.04.2024**.

### **Information materials and questions referring to the agenda**

Starting with the date of **12.03.2024 hours 18.00**, all the information materials related to issues included on the agenda, the draft resolutions proposed to be adopted by the general meetings and the rules and regulations regarding the organization and development of the general meetings (which include the voting procedure based on representative and the procedure allowing the vote by correspondence) shall be available on business days at the Company's headquarters, in 48 Iancu de Hunedoara Boulevard, District 1, Bucharest, at the Company's Registration Office between 08:30 and 16:30, as well as on the Company's website ([www.nuclearelectrica.ro](http://www.nuclearelectrica.ro)). The Company's shareholders may obtain, upon request, copies of the documents referring to issues included on the agenda of the OGMS/EGMS.

The Company's shareholders, regardless of their interests in the share capital, may ask questions, in writing, regarding the items on the agenda of the OGMS/EGMS.

The identification requests aforementioned in the chapter regarding the supplementation of the agenda are applicable also for the individual shareholder and/or for the legal representative of the corporate shareholder

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who asks questions regarding the points on the GMS agenda.

The questions shall be sent to the Company's Registration Office through any form of courier with acknowledgment of receipt, so that they are registered as received at the Company's Registration Office by **15.04.2024, hours 10:00**, in a closed envelope, with the note legibly written in capital letters: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED **17.04.2024**".

The Company may draft a general answer for the questions with the same content. It is considered that the Company has answered the questions if the required relevant information is published on the Company's website [www.nuclearelectrica.ro](http://www.nuclearelectrica.ro) in the format of Q&A.

Shareholders may also send such questions by e-mail with the extended incorporated electronic signature, in compliance with Law No. 455/2001 on electronic signature by the date of **15.04.2024 hours 10:00** to the e-mail address: [aga@nuclearelectrica.ro](mailto:aga@nuclearelectrica.ro), with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED **17.04.2024**".

### **Participation and voting in the General Meeting of the Shareholders**

The shareholders registered in the shareholders register at the Reference Date may attend the OGMS/EGMS and may vote in person, through a representative or by correspondence.

The regulations regarding the organization and development of the general meeting of the shareholders are available on the Company's internet page [www.nuclearelectrica.ro](http://www.nuclearelectrica.ro) and include the voting procedure by special or general power of attorney and the procedure allowing the vote by correspondence.

The access of the shareholders entitled to participate, on the reference date, in the general meeting of shareholders, is allowed by simply proving their identity, in the case of natural-person shareholders, by their identity card or, in case of legal entities, of the legal representative, and in the case of legal entities and natural-person shareholders who are represented, with the power of attorney of the person who represents them, according to the applicable legal provisions in the field.

*The direct vote (personal)* shall be exercised after the shareholder proves his/her identity:

- a) In case of individual shareholders by presenting the identity document; the identity documents presented by shareholders must permit their identification on the list of SNN shareholders valid on the reference day and issued by S.C. Depozitarul Central S.A.;
- b) In the case of legal entities, by presenting:
  - (i) The identity document of the legal representative (ID or IC for the Romanian citizens, or passport for foreign citizens),
  - (ii) Confirmation of company details, as original document or a true copy of the original document, issued by the Trade Register or by any other document, in original or in a true certified copy, issued by a competent authority of the state in which the shareholder is legally registered, certifying the existence of the legal entity and the name/capacity of legal representative, not older than 3 months in relation to the date of publication of the general meeting convening notice, allowing their identification in the list of SNN shareholders on the reference date, issued by S.C. Depozitarul Central S.A.;

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The capacity of a legal representative shall be ascertained based on the list of SNN shareholders valid on the reference date, received from Depozitarul Central S.A. However, if the shareholder did not inform the Central Depository in time about his legal representative (so that the Shareholders' register shows this fact at that particular date), then the confirmation of company details/similar documents aforementioned must prove the shareholder's legal representative; for the Romanian State, the capacity of legal representative of the Ministry of Energy is proven by the copy of the appointment decree issued by the President of Romania (copy of the Official Gazette is has been published in or excerpt of a legislative program).

For all afore mentioned situations, the documents presented in a foreign language (excepting the identity documents valid on the territory of Romania, written with Latin letters) shall be accompanied by a certified translation into the Romanian or English language. The documents proving the capacity of legal representative drafted in a foreign language, other than the English language, shall be accompanied by a translation into the Romanian or English language, performed by a certified translator. SNN shall not require the legalization or apostille of documents which prove the capacity of legal representative of the shareholder.

When calculating the quorum for the OGMS/EGMS, shares for which the shareholder expresses his/her vote in the general meeting of shareholders by expressing "abstain" options as well as shares for which the shareholder does not express a voting right are taken into account. When calculating the majority of votes cast in the general meeting, the majority of votes cast by "abstaining" votes shall be taken into account, in the sense that if the majority of votes cast are "abstaining" votes, the resolution shall not be deemed to have been approved by the shareholders, as the number of votes required for a resolution to be passed has not been reached.

#### **Vote by representative, based on special power of attorney**

Shareholders may participate personally or may be represented in OGMS/EGMS by a designated representative ("Proxy") who was issued a special power of attorney, based on the representation form provided by the Company, according to art. 105 par. (12) of Law no. 24/2017. The power of attorney form may be obtained starting with **12.03.2024 hours 18:00** from the Company's Registration Office and from the Company's website ([www.nuclearelectrica.ro](http://www.nuclearelectrica.ro)). The power of attorney form shall be updated if new items are added on the OGMS/EGMS agenda.

The special powers of attorney must be filed in by the shareholder (in three original copies: one form for the shareholder, one for the proxy and one for SNN), they must be signed and contain specific voting instructions for each item on the OGMS/EGMS agenda for which the Proxy is going to vote in the name of the shareholder, clearly specifying the voting option (i.e. vote "for", "against" or "abstain"). One shareholder may be represented in the OGMS/EGMS by only one Proxy, having a special power of attorney granted for the OGMS/EGMS dated **17.04.2024**.

The special power-of-attorney shall be accompanied by the following documents:

a) **for individual shareholders:** copy of the shareholder's identity document, that shall permit his/her identification on the list of SNN shareholders valid on the reference day and issued by S.C. Depozitarul Central S.A. and copy of the representative's identity document (ID or IC for the Romanian citizens, or passport for foreign citizens, with PIN (personal identity number) - if it exists in their country of origin);

b) **for legal entity shareholders:**

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- (i) the Confirmation of Company Details, in original or a true certified copy, issued by the Trade Register or by any other document, in original or in a true certified copy, issued by a competent authority of the state in which the shareholder is legally registered, certifying the existence of the legal entity and the name/capacity of legal representative, not older than 3 months in relation to the date of publication of the general meeting convening notice, allowing their identification in the list of SNN shareholders on the reference date, issued by SC Depozitarul Central S.A.; for the Romanian State, the capacity of legal representative of the Ministry of Energy is proven by the copy of the appointment decree issued by the President of Romania (copy of the Official Gazette is has been published in or excerpt of a legislative program) in order to prove the quality of legal representative of the Ministry of Energy.
- (ii) the capacity of legal representative shall be established based on the list of SNN shareholders valid at the reference date, received from Depozitarul Central S.A. However, if the shareholder did not inform the Central Depository in time about his legal representative or is this information not mentioned in the list of SNN shareholders valid at the reference date received from the Central Depository, the confirmation of company details/the aforementioned similar documents must serve as proof of the shareholder's legal representative;
- (iii) copy of the representative's (proxy's) identity document (ID or IC for the Romanian citizens, or passport for foreign citizens, with visible PIN (personal identity number) - if it exists in their country of origin);

c) the documents presented in a foreign language (excepting the identity documents valid on the territory of Romania, written with Latin letters) shall be accompanied by a certified translation into the Romanian or English language. The documents proving the capacity of legal representative drafted in a foreign language, other than the English language, shall be accompanied by a translation into the Romanian or English language, performed by a certified translator. SNN shall not require the legalization or apostille of documents which prove the capacity of legal representative of the shareholder.

The special power of attorney is valid only for the GMS for which it has been requested; the representative is required to vote in compliance with the instructions formulated by the empowering shareholder, under sanction of vote cancellation.

Generally a shareholder may mandate only one representative to represent him/her in GMS. However, the power-of-attorney may name one or more alternative representatives to ensure the representation in the general meeting, for the case in which the main representative named above cannot fulfill his mandate. If more alternative representatives are assigned by the power-of-attorney, there shall be set the succession in which they are to exercise their mandate.

The representatives of the company cannot receive power of attorney in order to represent shareholders in the OGMS/EGMS. The regulations regarding the organization and unfolding of the general meeting of shareholders shall detail the voting by representative procedure, the shareholders having the obligation to comply with such regulations, under sanction of losing their voting right by representative in the OGMS/EGMS.

The **special power of attorney** for participation and vote within the general meeting of shareholders, issued to a credit institution which performs **custodial services**, shall be valid without the presentation of additional documents related to the shareholder concerned, if the special power of attorney is prepared in compliance with art. 201 of Regulation 5/2018, signed by such shareholder and accompanied by an affidavit of the credit institution which received the representation empowerment by means of the special power of attorney, which shall state that:

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- the credit institution performs custodial services for the shareholder;
- the instructions specified in the special power of attorney are identical with the instructions in the SWIFT message received by the credit institution in order to vote on behalf of the shareholder;
- the special power of attorney is signed by the shareholder.

The special power of attorney and the custodian's declaration mentioned above should be submitted to SNN, in original, within 48 hours before the GMS, signed, and if applicable, stamped, without fulfilling other formalities regarding the form of these documents.

The special powers of attorney, in Romanian and/or English, shall be sent to the Company's Registration Office through any form of courier with acknowledgment of receipt, so that they are registered as received at the Company's Registration Office by and not later than **15.04.2024** hours **10:00**, in a closed envelope, with the note legibly written in capital letters: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED **17.04.2024**".

The special powers of attorney, in Romanian and/or English, may also be send by e-mail with the extended incorporated electronic signature, in compliance with Law No. 455/2001 on electronic signature by but not later than **15.04.2024** hours **10:00** to the e-mail address [aga@nuclearelectrica.ro](mailto:aga@nuclearelectrica.ro), with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS DATED **17.04.2024**".

#### **Vote by representative, based on a general power of attorney**

In virtue of art. 105 par. (13) of Law no. 24/2017 on issuers of financial instruments and market operations, the shareholder's representation in GMS may also be done by other persons than the shareholders, based on a general power-of-attorney. So, the shareholder may give a general power-of-attorney valid no longer than 3 years, permitting to the representative to vote all the items on which the general meetings of shareholders debate for the one or more issuers named in the power-of-attorney, individually or by a generic formulation referring to a certain category of issuers, including the disposal acts, with the condition that the power-of-attorney shall be granted by a shareholder as client to an intermediary, in compliance with the legal provisions.

Before the first use, the general power-of-attorneys shall be reached in to the company's headquarters, 48 hours prior to the general meeting, i.e. by **15.04.2024, hours 10:00**, in copy, containing the mention of their compliance with the original and the representative's signature. The certified copies of the powers-of-attorney are kept by SNN, this being mentioned in the minutes of the general meeting.

Shareholders may not be represented within the general meeting of shareholders by a person in a conflict of interest situation, such as:

- a) it is a majority shareholder of SNN, or of an entity controlled by such shareholder;
- b) is a member of an administration, management or supervisory body of the company, of a majority shareholder or of a person controlled by such shareholder;
- c) is an employee or an auditor of the company or of a majority shareholder or of an entity controlled, in compliance with the provisions of let a);

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d) is the spouse, relative or a relative and kin up to and including 4th degree of one of the natural persons referred to under let. a) - c).

The proxy cannot be substituted by another person. In case the empowered person is a legal entity, it can exercise its mandate through any person member of the administration or management of the company or its employees.

Document accompanying the general power-of-attorney:

- a) the proof that the proxy has either the capacity of intermediary (in compliance with the provisions of art. 2 par. (1) pt. (19) of Law no. 24/2017), or of an attorney, and that the shareholder is its client.
- b) for **individual shareholders** - copy of the shareholder's identity document, that shall permit his/her identification on the list of SNN shareholders valid on the reference day and issued by S.C. Depozitarul Central S.A. and copy of the representative's identity document (ID or IC for the Romanian citizens, or passport for foreign citizens, with PIN (personal identity number) - if it exists in their country of origin);
- c) **for legal entity shareholders:**
  - (i) confirmation of company details, as original document or a true copy of the original document, issued by the Trade Register or any other document, in original or in a true certified copy, issued by a competent authority of the state in which the shareholder is legally registered, certifying the existence of the legal entity and the name/capacity of legal representative, not older than 3 months in relation to the date of publication of the general meeting convening notice, allowing their identification in the list of SNN shareholders on the reference date, issued by SC Depozitarul Central SA;
  - ii) the capacity of a legal representative shall be ascertained based on the list of SNN shareholders valid on the reference date, received from Depozitarul Central S.A. However, if the shareholder did not inform the Central Depository in time about his legal representative, or if this information is not mentioned in the list of SNN shareholders valid on the reference date, received from the Central Depository, than the confirmation of company details/similar documents aforementioned must prove the shareholder's legal representative; for the Romanian State, the capacity of legal representative of the Ministry of Energy is proven by the copy of the appointment decree issued by the President of Romania (copy of the Official Gazette is has been published in or excerpt of a legislative program).
  - (iii) copy of the representative's (assignee) identity document (ID or IC for the Romanian citizens, or passport for foreign citizens, with visible PIN (personal identity number) - if it exists in their country of origin);

The documents presented in a foreign language (excepting the identity documents valid on the territory of Romania, written with Latin letters) shall be accompanied by a certified translation into the Romanian or English language. The documents proving the capacity of legal representative drafted in a foreign language, other than the English language, shall be accompanied by a translation into the Romanian or English language, performed by a certified translator. SNN shall not require the legalization or apostille of documents which prove the capacity of legal representative of the shareholder.

SNN shall accept a general power-of-attorney for participation and voting in the GMS given by a shareholder, as client, to a defined intermediary according to art. 2 par. (1) pt. 19 of Law no. 24/2017, as further amended and supplemented, or given to an attorney, without asking for additional documents referring to that particular shareholder, if the general power of attorney complies with the provisions of art. 202 of the ASF Regulation

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no. 5/2018, if it is signed by such shareholder and if it is accompanied by an affidavit given by the legal representative of the intermediary or by the lawyer who received the mandate of representation by the general power of attorney, out of which it results that:

- (i) the power-of-attorney is given by that respective shareholder, as client, to the intermediary or, as the case may be, to the attorney;
- (ii) the general power-of-attorney is signed by the shareholder, inclusively by attaching the extended electronic signature, of applicable.

The aforementioned declaration must be submitted to SNN in original, signed and, as the case may be, stamped, without fulfilling other formalities regarding its form. The declaration shall be submitted to SNN together with the general power-of-attorney.

The form of the general power of attorney shall be provided to the shareholders, by the Company, starting with **23.01.2024, hours 18:00**, at the same coordinates, and in under same conditions as the informative materials.

### **Vote through correspondence**

The Company's Shareholders registered on the Reference Date in the shareholders register issued by Depozitarul Central S.A. have the possibility to vote through correspondence, before the OGMS/EGMS, using the Ballot Papers form, for voting through correspondence. The Ballot Papers may be obtained starting with **12.03.2024, hours 18:00**, from the Company's Registration Office and from the Company's website ([www.nuclearelectrica.ro](http://www.nuclearelectrica.ro)) and shall be updated if new items are added to the OGMS/EGMS agenda.

*Documents that accompany the ballot papers:*

a) **for individual shareholders** - copy of the shareholder's identity document, that shall permit his/her identification on the list of SNN shareholders valid on the reference day and issued by S.C. Depozitarul Central S.A. and, if the case may be, copy of the representative's identity document (ID or IC for the Romanian citizens, or passport for foreign citizens, with PIN (personal identity number) - if it exists in their country of origin), together with the prove of the capacity of legal representative;

b) **for legal entity shareholders:**

- (i) Confirmation of company details, as original document or a true copy of the original document, issued by the Trade Register or any other document, in original or in a true certified copy, issued by a competent authority of the state in which the shareholder is legally registered, certifying the existence of the legal entity and the name/capacity of legal representative, not older than 3 months in relation to the date of publication of the general meeting convening notice, allowing their identification in the list of SNN shareholders on the reference date, issued by S.C. Depozitarul Central S.A.;
- (ii) the capacity of legal representative shall be established based on the list of SNN shareholders valid at the reference date, received from Depozitarul Central S.A. However, if the shareholder did not inform the Central Depository in time about his legal representative or is this information not mentioned in the list of SNN shareholders valid at the reference date received from the Central Depository, the confirmation of company details/the aforementioned similar documents must serve

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as proof of the shareholder's legal representative. For the Romanian State, the capacity of legal representative of the Ministry of Energy is proven by the copy of the appointment decree issued by the President of Romania (copy of the Official Gazette is has been published in or excerpt of a legislative program).

The documents presented in a foreign language (excepting the identity documents valid on the territory of Romania, written with Latin letters) shall be accompanied by a certified translation into the Romanian or English language. The documents proving the capacity of legal representative drafted in a foreign language, other than the English language, shall be accompanied by a translation into the Romanian or English language, performed by a certified translator. SNN shall not require the legalization or apostille of documents which prove the capacity of legal representative of the shareholder.

The ballots papers may be submitted as follows:

- a) Sent to the Company's Registration Office through any form of courier with acknowledgment of receipt, so that they are registered as received at the Company's Registration Office by **15.04.2024**, hours **10:00**, in a closed envelope, with the note legibly written in capital letters: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF 17.04.2024" or
- b) Sent by e-mail with the extended incorporated electronic signature, in compliance with Law No. 455/2001 on electronic signature by the date of **15.04.2024** hours **10:00** to the e-mail address: [aga@nuclearelectrica.ro](mailto:aga@nuclearelectrica.ro), with the subject: "FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF 17.04.2024".

The ballot papers, that are not received at the Company's Registration Office or by e-mail until the date and time mentioned above, shall not be taken into consideration to determine the quorum and majority in the OGMS/EGMS.

When filling in the special powers of attorney and Ballot Papers, please take into consideration the possibility that the OGMS/EGMS agenda may be supplemented with new items, in which case the amended agenda shall be published by **04.04.2024**. In this case, the updated special powers of attorney and Ballot Papers can be obtained from the Company's Registration Office and from the Company's website ([www.nuclearelectrica.ro](http://www.nuclearelectrica.ro)) starting with the date of publication of the supplemented agenda.

If the agenda shall be supplemented and the shareholders do not send the up-to-dated special powers of attorney and/or ballot papers for the vote through correspondence, the special powers of attorney and ballot papers sent prior to the date the agenda has been supplemented shall be taken into account only for the items that are also to be found on the supplemented agenda.

Checking and validating the special powers-of-attorney submitted, as well as the certification, checking, validating and record of the votes expressed through correspondence shall be done by a commission set within the Company, the members of this commission shall keep safe the documents, and confidential the votes expressed in this way. The powers-of-attorney shall be verified also by the OGMS/EGMS secretary.

If the shareholder expressing his/her vote through correspondence participates personally or by a representative to the general meeting, the vote through correspondence expressed for that general meeting shall be annulled. In this case, only the vote expressed personally or by representative shall be taken into consideration.

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If the person representing the shareholder by his/her personal presence in the general meeting is another person than the one who expressed the vote through correspondence, then, in order for his/her vote to be valid, the person shall submit in the general meeting, a written revocation of the vote expressed through correspondence, signed by the shareholder or by the representative who expressed that vote through correspondence. If the shareholder, or his/her legal representative, is present at the general meeting, this is not necessary anymore.

**CHAIRMAN OF THE BOARD OF DIRECTORS  
TEODOR MINODOR CHIRICA**

**Societatea Nationala NUCLEARELECTRICA S.A.**

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