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| **Power of attorney**  **for legal person shareholders**  for the **Extraordinary General Meeting of Shareholders (EGMS**) of  SN NUCLEARELECTRICA SA  of **17 April 2024**  The undersigned, [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],  (**ATTENTION**! to be filled in with the legal name of the legal person shareholder)  headquartered in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], registered with the Trade Registry/equivalent body for non-resident legal person under no. [\_\_\_\_\_\_\_\_\_\_\_], having sole registration code/equivalent number for non-resident legal person [\_\_\_\_\_\_\_\_\_\_\_],  legally represented by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]  (**ATTENTION**! to be filled in with the first name and last name of the legal representative of the legal person shareholder, as these are provided in the documents attesting the legal representative capacity)  holding a number of [\_\_\_\_] shares representing [\_\_\_\_] % from a total of [\_\_\_\_] shares issued by SN NUCLEARELECTRICA SA, registered with the Bucharest Trade Registry under no. J40/7403/1998, having sole registration code 10874881 headquartered Iancu de Hunedoara Boulevard 48, Bucharest 011745, Romania (the **Company**),  which entitles us to a number of [\_\_\_\_] voting rights, representing [\_\_\_\_] % of the paid-up share capital and [\_\_\_\_] % of the total voting rights in EGMS,  hereby empower:  [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]    (**ATTENTION**! to be filled in with the first name and last name of the empowered individual being granted this power of attorney)  identified with identity card/passport series [\_\_\_\_], no. [\_\_\_\_], issued by [\_\_\_\_], on [\_\_\_\_], personal registration number [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], domiciled in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],  **OR**  [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]  (**ATTENTION**! to be filled in with the legal name of the empowered legal person being granted this power of attorney)  headquartered in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], registered with the Trade Register/equivalent body for non-resident legal person under no. [\_\_\_\_\_\_\_\_\_\_\_], having sole registration code/equivalent number for non-resident legal person [\_\_\_\_\_\_\_\_\_\_\_],  legally represented by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]  (**ATTENTION**! to be filled in with the first name and last name of the legal representative)  identified with identity card/passport series [\_\_\_], no. [\_\_\_\_\_\_\_], issued by [\_\_\_\_], on [\_\_\_\_], personal registration number [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], domiciled in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],  as our representative in the EGMS of the Company which will take place on 17.04.2024 at 11:00, (Romanian time) at Hotel Marshal Garden, Panoramic 2 Room, Dorobantilor Av, no. 50B, District 1, Bucharest, to exercise the voting rights pertaining to our holdings registered in the shareholders registry as at the reference date, as follows:   1. For the item (1) on the agenda, namely, **the election** of the Secretary of the Extraordinary General Meeting of Shareholders (EGMS):  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  1. For the item (2) on the agenda, namely **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.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  1. For the item (3) on the agenda, namely **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.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  1. For the item (4) on the agenda, namely **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.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  1. For the item (5) on the agenda, namely **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.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  1. For the item (6) on the agenda, namely **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 SRL and DSPE BETA PRIVATE EQUITY FUND for the development of the SMR Project in Doicești Romania.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  1. For the item (7) on the agenda, namely **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.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  1. For the item (8) on the agenda, namely **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).  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  1. For the item (9) on the agenda, namely **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.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  1. For the item (10) on the agenda, namely 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).  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  1. For the item (11) on the agenda, namely **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:    1. **Approval** of the conclusion of the FEED Phase 2 Offshore Contract;  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  * 1. **Approval** of the conclusion of the FEED Phase 2 Onshore Contract;  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  * 1. **Approval** of the conclusion of the Technology License Agreement;  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  * 1. **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;  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  * 1. **Approval** of the conclusion of the Additional Deed No. 2 to the Movable Mortgage Contract concluded with SNN;  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  * 1. **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);  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  * 1. **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);  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  * 1. **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.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  1. For the item (12) on the agenda, namely, **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.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  1. For the item (13) on the aganda, namely, **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 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.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  1. For the item (14) on the aganda, namely, **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.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  1. For the item (15) on the aganda, namely, **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. l) of Regulation no. 5/2018 on the issuers of financial instruments and market operations.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |  1. For the item (16) on the aganda, namely **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.  |  |  |  | | --- | --- | --- | | FOR | AGAINST | ABSTENTION | |  |  |  |   *Note: Indicate your vote by placing an „X” in one of the columns for each option: „FOR”, „AGAINST” or „ABSTENTION”. Placing an „X” in more than one column or not placing an „X” in any of the columns shall mean that the vote will be void/ will not be taken into consideration*.  *It is recommended that after you have exercised your vote by marking with “X” one of the voting options, you mark the other two remaining columns with “-“, the valid vote being the option marked with “X”.*  *The power of attorney will be signed on the last page under “Signature” as well as on all the pages in the lower side of the page.*  This power of attorney:   1. is valid only for the EGMS (having a single exception mentioned below under paragraph 2) it was requested for, and the representative has the obligation to vote in accordance with the instructions given by the represented shareholder under the sanction of vote cancellation by the EGMS secretaries;   is also valid for the second meeting of the same EGMS of 18.04.2024, at 11:00 (Romanian time) which will take place at Hotel Marshal Garden, Panoramic 2 Room, Dorobantilor Av, no. 50B, District 1, Bucharest if the meeting does not meet the legal or statutory requirements for convening 17.04.2024, at 11:00 (Romanian time);   1. the deadline for registering the power of attorney at the Company is **15.04.2024,** **hours 10:00** (Romanian time); 2. is made in 3 originals: one original is for the principal, one original is for the empowered person and one original will be submitted to the Company’s headquarters; 3. shall be signed on each page and dated by the principal shareholder; 4. all the sections shall be filled in by the principal shareholder; 5. contains information according to the Constitutive Act of the Company, Law 31/1990, Law 24/2017and FSA Regulation no. 5/2018.   A shareholder can designate by empowerment one or more substitute representatives in order to ensure his representation within the EGMS, in case the legal representatives appointed by power of attorney is unable to fulfill his mandate. If more representatives are empowered, then the order in which they can exercise their mandate must be established.  We attach to this power of attorney:   * original or true copy of our findings certificate issued by the Trade Registry or any other document, in original or true copy, issued by a competent authority of origin, attesting *inter alia* the identity of our legal representative, all being no older than 3 months as from the date when the general meeting convening notice was published and allowing our identification on the SN NUCLEARELECTRICA SA shareholders list on the reference date issued by SC Depozitarul Central SA;   and   * a copy of the identity card of the empowered individual (identity document or identity card for Romanian citizens or passport for foreign citizens, with social security number (CNP) - if such exists in the country of origin.   The power of attorneys in original, in Romanian and/or English, filled in and signed by the shareholder, must be accompanied by a copy of the shareholder’s ID card (ID card of the legal representative registered in the SNN list of shareholders, issued by Depozitarul Central SA). However, if the shareholder has not informed Depozitarul Central in relation to his legal representative or if this information is not included in the SNN list of shareholders at the reference date, the certificate of recognition/similar documents (certificate of recognition issued by the Trade Register Office, submitted in original or in copy in compliance with the original, or any other document, in original or in copy, issued by a competent authority of the state where the shareholder is legally registered and which certifies the quality of legal representative, issued within maximum 3 months before the publishing date of the general meeting convening notice) must prove the quality of the legal representative.  In case of an empowered legal person, I also attach the original or true copy of the findings certificate issued by the Trade Registry or any other document, in original or true copy, issued by a competent authority of origin, attesting *inter alia* the identity of the legal representative, all being no older than 3 months as from the date when the general meeting convening notice was published.  The documents certifying the quality of the legal representative prepared in a foreign language shall be accompanied by a translation performed into Romanian by a sworn translator. SNN will not request the legalization or the apostille of the documents with certify the quality of legal representative of the shareholder.  The power of attorney date: [\_\_\_\_\_\_\_\_]  (**ATTENTION**! if the shareholder sends two special powers of attorney consecutively, the Company shall consider that the power of attorney having a subsequent date revokes the previous power(s) of attorney).  Legal name of the legal person shareholder: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]  First and last name of the legal representative: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]  (**ATTENTION!** to be filled in with the legal name of the legal person shareholder and with the first and last name of the legal representative, legible, in capital letters)  Signature:  (**ATTENTION!** to be filled in with the signature of the legal representative of the legal person shareholder and to be stamped)  Disclaimer: The Romanian version shall prevail over the English version |  |  |