

INDEPENDENT AUDITOR'S REPORT

To the shareholders of S.N. Nuclearelectrica S.A.

Report on consolidated financial statements

Qualified opinion

1. We audited the attached consolidated financial statements of S.N. Nuclearelectrica S.A. (the "Company"), together with its subsidiaries (the "Group") with its registered office in Bulevardul Iancu de Hunedoara, nr. 48, sector 1, Bucharest, Romania, identified by the unique tax registration code RO10874881, which includes the consolidated statement of financial position as at 31 December 2023, the consolidated statement of profit and loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the financial year ended, including a summary of significant accounting policies and explanatory notes.
2. The consolidated financial statements as at 31 December 2023 are identified as follows:
 - Net asset/Total equity: 11.732.093.386 lei
 - Net result for the financial year - profit: 2.486.483.398 lei
3. In our opinion, except for the possible effect of the matter referred to in paragraph 4 below, the attached consolidated financial statements give a true and fair view of the Group's financial position as at 31 December 2023, as well as its financial performance and cash flows for the year ended that date, in accordance with Order of the Minister of Public Finance No. 2844/2016 for the approval of the Accounting Regulations in accordance with the International Financial Reporting Standards, with subsequent amendments and with the accounting policies described in the notes to the consolidated financial statements.

Basis for qualified opinion

4. As presented in Note 5 "Property, plant and equipment" to the attached consolidated financial statements, the Group presents as of December 31, 2023 outstanding tangible assets in the amount of RON 2,468,710,054, of which capitalizations of items for Units 3 and 4 of the Cernavoda nuclear power plant in the amount of RON 273,960,000 (December 31, 2022: RON 273,960,000). Before 1991, nuclear units 1, 2, 3, 4 and 5 were considered a single project and, for this reason, the construction costs incurred were not allocated at the level of each unit. Subsequently, the Group made the allocation of construction costs for Units 3 and 4 of the nuclear power plant. We have not been able to obtain sufficient and adequate audit evidence on the accuracy of this allocation, which has an effect on the valuation of the assets mentioned. These limitations also impact the deferred tax liability allocated for Units 3 and 4 as of December 31, 2023, in the amount of RON 43,524,186 (December 31, 2022: RON 43,524,186). Therefore, in view of the foregoing, we have not been able to determine whether further adjustments are necessary to property, plant and equipment, deferred tax liability and retained earnings at 31 December 2023 and, consequently, depreciation and amortisation, income tax expense and net profit for the year ended the same date.
5. We conducted our audit in accordance with International Standards on Auditing ("ISA"), EU Regulation No. 537 of the European Parliament and of the Council (hereinafter referred to as the "Regulation") and Law no. 162/2017 (the "Law"). Our responsibilities under these standards are described in detail in the section "Auditor's responsibilities in an audit of consolidated financial statements" of our report. We are independent from the Group under the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants ("IESBA Code"), ethical requirements that are relevant to the audit of financial statements in Romania, including the Regulation and the Law, and have fulfilled our ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Highlighting some aspects

6. We draw attention to Note 1 of the consolidated financial statements, which describes the fact that investments in Units 3 and 4 are planned to be made by the Company's subsidiary – Energonuclear S.A. In addition, during 2022, the Company established together with an investor the company Ropower Nuclear SA, whose object is the development of a nuclear power production capacity based on small modular reactor (SMR) technology. The estimated total recoverable amount of investments in Cernavoda Units 3 and 4 and SMR, including also all consolidated items capitalized by the Company, was determined by management based on certain assumptions, professional judgments and probabilities regarding subsequent events, which are considered reasonable in the circumstances, as well as other factors, assuming that the current negotiations between the Company's management and its discussion partners regarding the investment in these units will be successfully concluded. These aspects are supported by the fact that in March 2023 Law no. 74 regarding the approval of the signing of the Support Agreement between the Romanian State and Societatea Nationala Nuclearelectrica S.A. for the Cernavoda NPP Units 3 and 4 Project. Also, these assumptions are based on certain external factors on which the implementation of the mentioned projects depends, such as: the support of the Romanian State to ensure the legislative framework and the necessary financing, attracting external funds for the implementation of projects. In the event that any of the premises, professional judgments, probabilities of subsequent events and other factors do not materialise favourably, this could result in a material adjustment to the net carrying amount of the Group's assets, liabilities and consolidated results for the current or future financial year that cannot reasonably be estimated at the date of issue of those consolidated financial statements. My opinion does not express a reservation in this regard.

Key audit issues

7. The key audit aspects are those aspects that, based on our professional judgement, were of the greatest importance for the audit of the consolidated financial statements of the current period. These issues have been addressed in the context of auditing the financial statements as a whole and forming our opinion on them, and we do not provide a separate opinion on these key issues.
- **Provisions for liabilities and charges.**
 - **Description.** As presented in Note 17 "Provisions for risks and expenses", the group has registered on December 31, 2023 provisions in the amount of RON 325,690,837, of which in the long term the amount of RON 204,807,400 and in the short term the amount of RON 120,883,437. The decision to make provision for risks and charges or to present a contingent liability in consolidated financial statements depends on professional judgment and certain estimates by the Company's management. We considered that the recognition or not of provisions for risks and expenses is material for the audit, as it involves a significant degree of professional judgement.
 - **Our response.** Our audit procedures to address the risk of material misstatement in relation to the recognition of provisions for risks and charges, which was considered materially risky, included:
 - Review of the resolutions of the General Shareholders Meetings, ordinary and extraordinary,
 - Analysis of the Group's current obligations under which provisions have been recognised,
 - Analysis of professional reasoning used by the Company's Management in determining the probable outcomes of events, as well as quantification of obligations,
 - obtaining and evaluating lawyers' answers to auditor's letters, followed by obtaining clarifications on the status of certain disputes. During the audit mission, discussions were also held with management and lawyers (internal and external) on significant disputes,
 - critical assessment of the Company's working assumptions and estimates with respect to disputes, including the amount of provisions recognised in the consolidated financial statements or contingent liabilities presented,
 - analysis of the maturity of the obligations underlying the establishment of provisions and their short- and long-term classification,

- Measurement of the information disclosed in the notes to the consolidated financial statements on provisions for risks and charges in accordance with the requirements of applicable reporting standards.

Other issues

8. This report is addressed exclusively to the shareholders of the Company as a whole. Our audit was carried out in order to be able to report to the Company's shareholders those aspects that we must report in a financial audit report and not for other purposes. To the extent permitted by law, we accept and assume responsibility only to the Company and its shareholders as a whole for our audit, for this report.
9. Taxation in Romania is constantly evolving. There is a possibility of different interpretations of legal provisions by the Ministry of Finance and local tax authorities. The Company's management recorded in the submitted accounts various taxes, penalties and fees, based on the best interpretation of the tax provisions in force, an interpretation which, however, can be challenged by a possible fiscal control.

Responsibilities of management and persons responsible for governance for consolidated financial statements

10. The Company's management is responsible for preparing consolidated financial statements that provide a true and fair view in accordance with OMFP 2844/2016 and for that internal control that management considers necessary to allow the preparation of consolidated financial statements free from material misstatements, caused either by fraud or error.
11. In preparing consolidated financial statements, management shall be responsible for assessing the Group's ability to continue as a going concern, for disclosing going concern in the notes to consolidated financial statements, if any, and for using going concern accounting, unless management either intends to liquidate the Group or cease operations, or has no realistic alternative other than these.
12. The persons responsible for governance are responsible for overseeing the Group's financial reporting process.

Responsibilities of the auditor in an audit of consolidated financial statements

13. Our goals are to obtain assurance Reasonable on whether the financial statements, as a whole, are free from material misstatements, whether caused by fraud or error, and in issuing an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but it is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement, if one exists. Distortions can be caused either by defraud error and are considered material if that can be expected, flax reasonably well, that they, individually or cumulatively, will influence economic decisions of users, taken on the basis of these consolidated financial statements.
14. As part of an ISA audit, we exercise professional judgement and maintain professional skepticism throughout the audit. Also:
 - We identify and assess risks of material misstatement of consolidated financial statements caused by either fraud or error, design and execute audit procedures in response to those risks, and obtain sufficient and appropriate audit evidence to provide a basis for our opinion. The risk of not detecting a material misstatement due to fraud is higher than not detecting a material misstatement due to error, as fraud can involve collusion, forgery, intentional omissions, misrepresentation and avoidance of internal control.
 - We understand internal control relevant to the audit, with a view to designing audit procedures appropriate to the circumstances, but without the purpose of expressing an opinion on the effectiveness of the Group's internal control.
 - We assess the adequacy of the accounting policies used and the reasonableness of the cantabile estimates and related disclosures made by management.
 - We conclude on the appropriateness of management's use of accounting on a going concern basis and determine, based on the audit evidence obtained, whether there is material uncertainty about events or conditions that could raise material doubts about the Group's ability to continue as a going concern. If we conclude that there is material uncertainty, we should

draw attention in the auditor's report to related disclosures in consolidated financial statements or, if such disclosures are inadequate, modify our opinion. Our conclusions are based on audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause the Group to stop going on a going concern basis.

- We evaluate the presentation, structure and content of consolidated financial statements, including disclosures, and the extent to which consolidated financial statements reflect the underlying transactions and events in a manner that results in a fair presentation.
15. We communicate to those responsible for governance, among other aspects, the planned scope and timing of the audit, as well as the main findings of the audit, including any significant deficiencies in internal control, that we identify during the audit.
 16. We also provide those responsible for governance with a statement as to our compliance with ethical independence requirements and communicate to them all relationships and other matters that may reasonably be considered to affect our independence and, where applicable, related safeguards.
 17. Among the issues we have communicated to those responsible for governance, we determine those aspects that were of greater importance in the audit of consolidated financial statements in the current period and are therefore key audit issues. We describe these matters in our audit report unless legislation or regulation prevents the matter from being made public, or in extremely rare circumstances we believe that something should not be disclosed in our report because the benefits of the public interest are reasonably expected to be outweighed by the negative consequences of such disclosure.

Report on the compliance of the management report with the consolidated financial statements and the non-financial statement

The Directors of the Company are responsible for preparing and submitting, in accordance with the requirements of Articles 15-19 of the Accounting Regulations approved by OMFP 2844/2016, an annual report of the Directors that does not contain significant misstatements and for that internal control that the management considers necessary to allow the preparation of the annual report of the Directors that does not contain significant misstatements, due to fraud or error.

The annual management report does not form part of the consolidated financial statements of the Group. Our opinion on consolidated financial statements does not cover the annual management report.

In connection with the audit of the consolidated financial statements for the year ended December 31, 2023, it is our responsibility to read the annual management report and, in doing so, to assess whether it is materially inconsistent with the consolidated financial statements, or with knowledge we have obtained during the audit, or whether it appears to be materially misstated.

Regarding the annual report of the administrators, we have read and report whether it has been prepared, in all material aspects, in accordance with the requirements of OMFP 2844/2016, Annex 1, paragraphs 15-19.

Based solely on the activities to be carried out during the audit of consolidated financial statements, in our opinion:

- a) The information presented in the annual management report for the financial year for which the consolidated financial statements have been prepared is consistent in all material respects with the consolidated financial statements.
- b) The annual report of the administrators was prepared, in all material aspects, in accordance with the requirements of OMFP 2844/2016, Annex 1, paragraphs 15-19 and 26-28,
- c) The annual management report includes the non-financial statement provided for in art. 39 of OMFP 2844/2016.

In addition, based on our knowledge and understanding gained during the audit of the consolidated financial statements for the year ended December 31, 2023, we are required to report whether we have identified material misstatements in the annual management report. We have nothing to report on this.

Report on other legal and regulatory provisions

i) Audit requirements for public-interest entities

We were appointed auditors of the Group by the General Meeting of Shareholders by Decision no. 1 of 28 February 2024 to audit the consolidated financial statements of the Group, for the financial years ended 31 December 2023, 2024 and 2025. The total uninterrupted duration of our commitment is 1 year, covering financial years ended December 31, 2023.

We confirm that:

- Our audit opinion is consistent with the additional report submitted to the Company's Board of Directors, which we issued on the same date we issued this report. Also, in conducting our audit, we maintained our independence from the audited entity.
- Our audit opinion on the consolidated financial statements expressed in this report is consistent with the additional report submitted to the Company's Audit Committee,
- We have not provided for the Company the prohibited non-audit services mentioned in Article 5 (1) of EU Regulation no. 537/2014.

ii) Report on compliance with the provisions of Delegated Regulation (EU) 2018/815 of the European Commission, which includes regulatory technical standards on the single electronic reporting format

We have performed a reasonable assurance mission on the compliance of the consolidated financial statements in XHTML format of S.N. Nuclearelectrica S.A. (the "*Company*") on 31.12.2023 ("*XHTML statements*"), with the provisions of Delegated Regulation (EU) 2018/815 of the European Commission, which establishes the regulatory technical standards on specifying a single electronic reporting format ("*ESEF RTS*").

The responsibility of the Company's management for XHTML situations prepared in accordance with RTS regarding ESEF

The Company's management is responsible for preparing XHTML statements in accordance with the RTS on ESEF. This responsibility involves:

- designing, implementing and maintaining adequate internal control over ESEF reporting,
- selection and affixing of appropriate iXBRL markings,
- ensuring consistency between digitized information and consolidated financial statements published according to the provisions of Order 2844/2016.

Our responsibility

Our responsibility is to express, on the basis of the audit evidence obtained, a conclusion on the compliance of electronic labelling of items in consolidated financial statements, in accordance with Article 4 of the Delegated Regulation, in all material respects. Our reasonable assurance engagement has been conducted in accordance with International Standard on Assurance Engagements 3000 (revised) - "*Assurance engagements other than audits or reviews of historical financial information*", issued by the International Auditing and Assurance Standards Board.

A reasonable assurance engagement under ISAE 3000 involves carrying out procedures to obtain evidence of compliance with Article 4 of the ESEF Delegated Regulation. The nature, timing and extent of the procedures selected shall depend on the auditor's judgement, including in assessing the risk of significant deviations from the provisions of Article 4, whether due to fraud or error. A reasonable assurance mission involves:

- gaining an understanding of the labelling process and relevant internal controls,
- reconciliation of labeled data with audited consolidated financial statements of the Company,
- assessing the completeness of the labeling of the Company's consolidated financial statements using XBRL markup language,
- assessing whether all iXBRL markings, including voluntary markings, comply with ESEF reporting requirements.

It seems to me that the evidence obtained is sufficient and appropriate to provide a basis for our conclusion.

Conclusion

In our opinion, the consolidated financial statements included in the annual report comply, in all material respects, with the RTS requirements for ESEF.

In this report we do not express an audit opinion, review conclusion or any other assurance conclusion regarding consolidated financial statements. Our audit opinion on the consolidated financial statements of the Company for the financial year ended 31.12.2023 is included in the section "*Report on the audit of consolidated financial statements*" above.

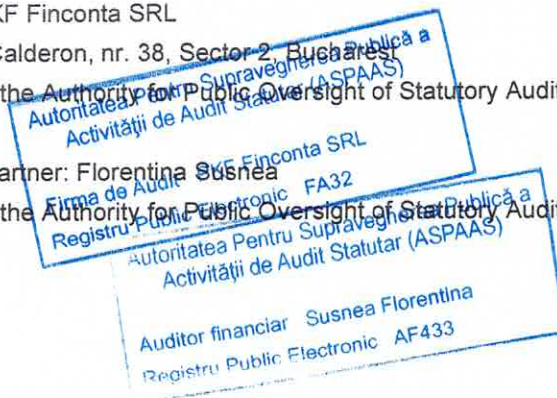
On behalf of: PKF Finconta SRL

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Bucharest, March 20, 2024