



SNN NO 8107/02.07.2024

**MINISTRY OF ENERGY
MINISTER'S CABINET**

No. 4646/SIB/02.07.2024

To,

Societatea Națională Nuclearelectrică S.A

Mr. Teodor Minodor Chirica, Chairman of the Board of Directors

Mr. Cosmin Ghita, General Director

Considering:

- The convening of the Ordinary and Extraordinary General Meeting of the Company's Shareholders for July 18, 2024, first convocation and July 19, 2024, second convocation;
- The capacity of the Ministry of Energy, on behalf of the Romanian State, as shareholder of the Company, holding a number of 248,850,476 shares, representing 82.4981% of the Company's share capital;

Pursuant to:

- art. 1171, para. (1) of Law 31/1990, republished with subsequent amendments and supplements
- Art. 105 para. 3 of Law 24/2017 on issuers of financial instruments and market operations, republished
- Article 189 of Regulation no. 5/2018, on issuers of financial instruments and market operations
- and Article 14 para. (12) of the Articles of Incorporation of the Company regarding the right of shareholders, representing individually or cumulatively, at least 5% of the share capital of the Company, to introduce new items on the agenda of the General Meeting of Shareholders and to submit draft resolutions for items included or proposed to be included on the agenda of the General Meeting of Shareholders, by a request addressed to the Board of Directors, respectively to the management of the Company;

In the context of the documentation and the request submitted by Societatea Națională Nuclearelectrică S.A., endorsed by the decisions of the Board of Directors, which is the subject of the address, registered at the Ministry of Energy under no. 4603/SIB/01.07.2024, requesting the adoption of a decision to supplement the agenda of the OGMS and EGMS of 18/19.07.2024,

The Ministry of Energy on behalf of the Romanian State, as a shareholder holding a total of 248,850,476 shares representing 82.4981% of the share capital of the National

Company Nuclearelectrica SA, would kindly request you to complete the agenda of the OGMS and EGMS meeting of 18/19.07.2024 with the following items:

For Ordinary General Meeting of Shareholders:

1. Approval of the continuation of the project based on the technology of Small Modular Reactors on the basis of the feasibility study documentation revision 1.1.

For Extraordinary General Meeting of Shareholders:

1. Approval of the mandate of the SNN representative in the General Meeting of Shareholders of RoPower Nuclear S.A., on the date/dates 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 favor ("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 to authorize 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 mentioned in lit.i) - ii);
 - iv. Approval of the authorization of the CEO of RoPower Nuclear S.A., with the possibility of sub-delegation, to perform any act or formality required by law for the fulfillment of the resolutions adopted in this respect, including with regard to their registration and publication with the Trade Register Office or any other public institution;
 - v. Mandating the Board of Directors of RoPower Nuclear S.A., to decide, within the total amount approved for the FEED Phase 2 Offshore and FEED Phase 2 Onshore phases, to modify the budget structure of the related contracts, as well as other minor modifications in the structure and content of these contracts, resulting as necessary following negotiations between RoPower Nuclear S.A. and the contract partners, within the total budget allocated and approved for the Project and correlated with the availability of financing resources.
2. Approval of the increase of the ceiling of the loan granted by SNN (as lender/borrower), pursuant to the Framework Loan Agreement No. 1 dated 16.08.2023, up to the amount of USD 243,000,000 and, at the same time, approval of the execution by SNN, as lender/borrower, of Additional Deed No. 3 to the Framework Loan Agreement No. 1 dated 16.08.2023, with the mention that the Company RoPower Nuclear S.A. (the borrower) will access this loan only to the extent that it will not be possible to secure the financing of the Doicesti SMR Project from other sources (share capital, generated by the change in the shareholding structure of RoPower Nuclear, or bank loans/credits or other sources of financing) and, in any case, only until such other sources of financing are identified;
3. Approval of the conclusion, by SNN with RoPower Nuclear, of Additional Deed No. 3 to the Movable Mortgage Contract entered into by SNN with RoPower Nuclear, to guarantee the aforementioned loan;

4. Mandate the executive management of SNN to negotiate and sign, in the name and on behalf of SNN, in its capacity as borrower/creditor and, at the same time, secured creditor, the contracts referred to in points 1 and 2 above, as well as all other related documents necessary for the execution of this resolution;
5. Mandate the executive management of SNN to sign any additional deeds to the two contracts mentioned in points 1 and 2 above, provided that they fall within the limits of the credit line thus granted and in compliance with the approvals given by this decision;
6. Approval of the mandate of the SNN representative (to be designated for this purpose by the executive management of SNN) to attend and vote in favor ("for") at 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 to be detailed below:
 - a. Approval of the increase in the ceiling of the loan contracted by RoPower Nuclear, as borrower, from SNN, as lender/creditor, pursuant to the Master Loan Agreement No. 1 dated 08/16/2023, up to the amount of \$243,000,000, and approval of the execution by RoPower Nuclear with SNN of Addendum No. 3 to the Master Loan Agreement No. 1 dated 16. 08.2023, with the mention that RoPower Nuclear S.A. will access this loan only to the extent that it will not be possible to secure the financing of the Project from other sources (share capital, generated by a change in the shareholding structure of RoPower Nuclear, or bank loans/credits or other sources of financing) and, in any case, only until such other sources of financing are identified;
 - b. Approval of the execution, by SNN with RoPower Nuclear, of Additional Deed No. 3 to the Movable Mortgage Contract entered into by SNN with RoPower Nuclear, to secure the aforementioned Loan;
 - c. Approval of the authorization of the General Manager of RoPower Nuclear S.A. to sign, in the name and on behalf of RoPower Nuclear S.A., the contracts mentioned in lit a and b, as well as any additional deeds thereto, within the value limits of the credit line subject of this resolution and the general conditions approved for the granting thereof, by this resolution;
 - d. Approval of the powers of the General Manager of RoPower Nuclear S.A., with the possibility of sub-delegation, for the fulfillment of any act or formality required by law for the fulfillment of the resolutions adopted in this respect, including with regard to their registration and publication with the Trade Register Office or any other public institution.

Resolution Draft:

For Ordinary General Meeting of Shareholders:

1. Approval of the continuation of the project based on the technology of Small Modular Reactors on the basis of the feasibility study documentation revision 1.1.

For Extraordinary General Meeting of Shareholders:

1. Approval of the mandate of the SNN representative in the General Meeting of Shareholders of RoPower Nuclear S.A., on the date/dates 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 favor ("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 to authorize 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 mentioned in lit.i) - ii);
 - iv. Approval of the authorization of the CEO of RoPower Nuclear S.A., with the possibility of sub-delegation, to perform any act or formality required by law for the fulfillment of the resolutions adopted in this respect, including with regard to their registration and publication with the Trade Register Office or any other public institution;
 - v. Mandating the Board of Directors of RoPower Nuclear S.A., to decide, within the total amount approved for the FEED Phase 2 Offshore and FEED Phase 2 Onshore phases, to modify the budget structure of the related contracts, as well as other minor modifications in the structure and content of these contracts, resulting as necessary following negotiations between RoPower Nuclear S.A. and the contract partners, within the total budget allocated and approved for the Project and correlated with the availability of financing resources.
2. Approval of the increase of the ceiling of the loan granted by SNN (as lender/borrower), pursuant to the Framework Loan Agreement No. 1 dated 16.08.2023, up to the amount of USD 243,000,000 and, at the same time, approval of the execution by SNN, as lender/borrower, of Additional Deed No. 3 to the Framework Loan Agreement No. 1 dated 16.08.2023, with the mention that the Company RoPower Nuclear S.A. (the borrower) will access this loan only to the extent that it will not be possible to secure the financing of the Doicesti SMR Project from other sources (share capital, generated by the change in the shareholding structure of RoPower Nuclear, or bank loans/credits or other sources of financing) and, in any case, only until such other sources of financing are identified;
 3. Approval of the conclusion, by SNN with RoPower Nuclear, of Additional Deed No. 3 to the Movable Mortgage Contract entered into by SNN with RoPower Nuclear, to guarantee the aforementioned loan;
 4. Mandate the executive management of SNN to negotiate and sign, in the name and on behalf of SNN, in its capacity as borrower/creditor and, at the same time, secured creditor, the contracts referred to in points 1 and 2 above, as well as all other related documents necessary for the execution of this resolution;
 5. Mandate the executive management of SNN to sign any additional deeds to the two contracts mentioned in points 1 and 2 above, provided that they fall within the limits of the credit line thus granted and in compliance with the approvals given by this decision;
 6. Approval of the mandate of the SNN representative (to be designated for this purpose by the executive management of SNN) to attend and vote in favor ("for") at 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 to be detailed below:
 - a. Approval of the increase in the ceiling of the loan contracted by RoPower Nuclear, as borrower, from SNN, as lender/creditor, pursuant to the Master Loan

- Agreement No. 1 dated 08/16/2023, up to the amount of \$243,000,000, and approval of the execution by RoPower Nuclear with SNN of Addendum No. 3 to the Master Loan Agreement No. 1 dated 16. 08.2023, with the mention that RoPower Nuclear S.A. will access this loan only to the extent that it will not be possible to secure the financing of the Project from other sources (share capital, generated by a change in the shareholding structure of RoPower Nuclear, or bank loans/credits or other sources of financing) and, in any case, only until such other sources of financing are identified;
- b. Approval of the execution, by SNN with RoPower Nuclear, of Additional Deed No. 3 to the Movable Mortgage Contract entered into by SNN with RoPower Nuclear, to secure the aforementioned Loan;
 - c. Approval of the authorization of the General Manager of RoPower Nuclear S.A. to sign, in the name and on behalf of RoPower Nuclear S.A., the contracts mentioned in lit a and b, as well as any additional deeds thereto, within the value limits of the credit line subject of this resolution and the general conditions approved for the granting thereof, by this resolution;
 - d. Approval of the powers of the General Manager of RoPower Nuclear S.A., with the possibility of sub-delegation, for the fulfillment of any act or formality required by law for the fulfillment of the resolutions adopted in this respect, including with regard to their registration and publication with the Trade Register Office or any other public institution.

In the hope of a better collaboration, we are looking forward to receiving your response, both in written and electronic format (.doc and .pdf) to the e-mail addresses office.cabinet@energie.gov.ro and office.dgpapse@energie.gov.ro .

MINISTRY OF ENERGY
SEBASTIAN IOAN BURDUJA



SNN NO 8133/03.07.2024

MINISTRY OF ENERGY
MINISTER'S CABINET

No. 4663/SIB/03.07.2024

To,

Societatea Națională Nuclearelectrica S.A

Mr. Teodor Minodor Chirica, Chairman of the Board of Directors

Mr. Cosmin Ghita, General Director

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 Societăți Naționale Nuclearelectrica SA, hereby inform you that the following material errors have crept into the request for the supplement of the agenda of the OGMS and EGMS of 18.07.2024, submitted by the Ministry of Energy by address no. 4646/SIB/02.07.2024, and for which reason the present letter is issued

ERRATED.

- With regard to the paragraph "*In the context of the documentation and request submitted by Societatea Națională Nuclearelectrica S.A. endorsed by decisions of the Board of Directors, which is the subject of the address, registered at the Ministry of Energy under no. 4603/SIB/01.07. 2024, requesting the adoption of a decision to supplement the agenda of the AGOA and AGEA of 18/19.07.2024*" **instead of** ", registered at the Ministry of Energy under No. 4603/SIB/01.07.2024" **read** , "registered at the Ministry of Energy under No. 4658/SIB/02.07.2024";
- In item 1 of the Ministry of Energy's request to add to the OGMS agenda, **instead of** "feasibility study" read "pre-feasibility study"
- In point 4 of the Ministry of Energy's request for addition to the agenda of the EGMS, **instead of** 'contracts mentioned in points 1 and 2 ...' **read** 'contracts mentioned in points 2 and 3'

SEBASTIAN IOAN BURDUJA

MINISTRY OF ENERGY