



Code of Ethics of the Board of Directors of Nuclearelectrica SA National Company

This Code of Ethics of the Board of Directors (“BoD”) of Nuclearelectrica National Company (“SNN”) has been approved through the Decision of the Board of Directors no. 237/27.12.2018 nce no. 109/2011 on the Corporate Governance of Public Enterprises, as subsequently amended and supplemented.

I. Statement of responsibility

The members of the Board of Directors are obliged to exercise their mandate with the prudence and diligence of a good administrator, with loyalty in the best interest of the company, and without disclosing any confidential information and business secrets of the company. Through this code of ethics and professional conduct of the Board of Directors, the members thereof adhere to a set of principles regarding good governance, decisional transparency, integrity, impartiality, honesty, loyalty and the efficient management of the organization’s resources in view of achieving its goals.

This Code of Ethics and Professional Conduct defines the mission, vision, values and standards of professional conduct that the members of SNN’s BoD must observe and apply in their activity carried out within the organization, in accordance with the business model and the organization’s goals, as well as create the organizational framework for transposing such principles into procedures and policies applicable to all SNN employees. Also, this Code of Ethics and Professional Conduct defines guidelines and directs individual and group behaviors in the internal and external relationships of SNN’s BoD.

II. Mission, vision, values

Mission

Production: We generate clean energy, in a safe manner, at a competitive cost and accessible price

Economic: We develop a strong company that adds value to your interests

Social: We create opportunities for growth

Vision

Commitment to excellence. Result-oriented actions.

Values and principles

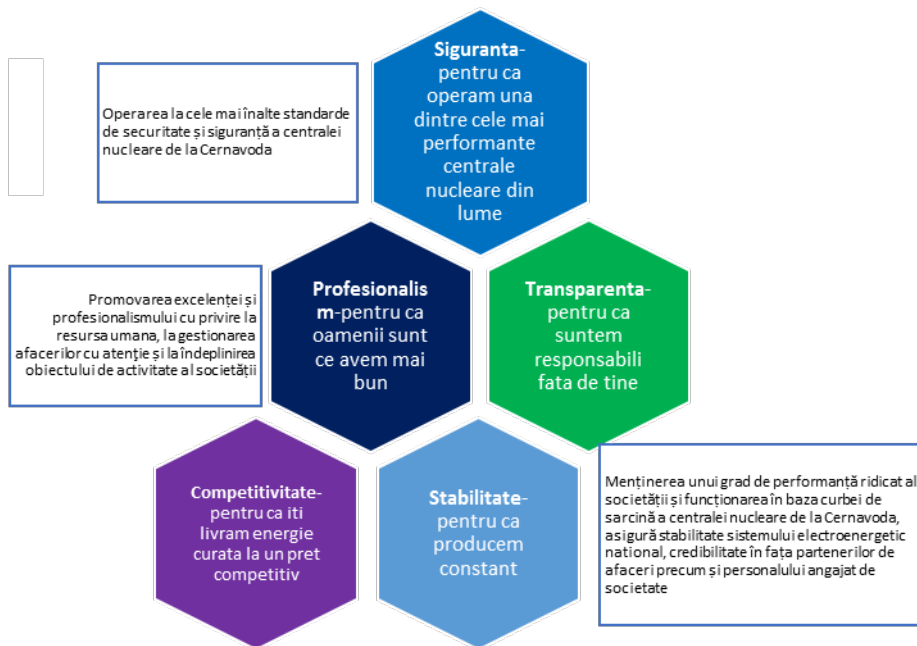
NUCLEARELECTRICA S.A. National Company

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Order number with the Trade Register: J40/7403/1998, Sole Registration Code: 10874881,

Subscribed and paid share capital: RON 3,015,138,510

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III. General principles for an upright conduct and behavior

The principles that guide the activity of the Board of Directors are universally valid principles within the company, which must be known and applied unconditionally by all employees. They are meant to support and promote the vision and culture of the organization.

a) Responsibility for ensuring the protection of human life, of property and of the environment

The critical element of the activity consists of complying with all requirements related to the assurance of nuclear safety.

b) Integrity and responsibility in decision-making

All activities carried out and decisions made must comply with the fundamental principles of honesty, truthfulness and transparency.

c) Reliability, ambition, involvement, perseverance in achieving the company's goals

Active contribution to increasing the efficiency and improving the activity carried out, through measures appropriate to the purposes, in view of achieving the company's goals.

d) Collaboration

Teamwork is essential for obtaining outstanding collective results. At the same time, through cooperation, we can adequately capitalize the individual skills and abilities of each employee.

e) Respect

A fair attitude towards all SNN stakeholders: employees, clients, suppliers, investors and other persons who are directly/indirectly related to the company's activity is an essential factor for promoting the company's image and developing the business.

f) Innovation

Encouraging individual and collective initiative in order to improve the company's processes and to adopt new technical and work organization solutions which have the potential of becoming the drive force for the company's development.

1. Nuclear Safety Culture

The most important principle in the activity of the company is the continuous improvement of the nuclear safety level.

Given the particular specificity of the activity of SNN, the Board of Directors and the employees will apply a number of principles which are universally valid within the company, adapted to and fitted for our basic goals, known as the Nuclear Safety Culture, as follows:

1. Personal responsibility for nuclear safety
2. Questioning attitude
3. Analysis, evaluation and adequate measures in the communication of safety issues
4. Leaders are responsible for promoting nuclear safety
5. A decision-making process which gives priority to nuclear safety
6. Principled work environment: respect, trust and taking responsibility
7. Constant learning
8. Problem identification and resolution
9. Open environment, that encourages problem-raising
10. Compliance with work processes and with the approved procedures

2. Supremacy of the Constitution and the Law

The Board of Directors has the duty to observe the Constitution and the laws of the country, while also seeing to the observance thereof by SNN management and employees, through the implementation of policies and strategies derived from the business model of SNN, which allows for a top-to-bottom distribution of accountability and constant monitoring of the activity.

3. Professionalism

The members of the BoD of SNN will exercise their mandate with the prudence and diligence of a good administrator, in order to protect the best interests of SNN and to achieve the company's goals. BoD members will create and maintain an environment of constructive discussions with SNN's leadership and with all company stakeholders for the joint purpose of ensuring nuclear safety in operating activities, maximizing profitability, achieving current and long-term investments, effective risk management and positioning of SNN as a reliable business partner at local and international level. The BoD of SNN will use the expertise and professional training of its members to identify the company's most effective long-term development strategies and to manage current issues, by capitalizing on the diversity of opinions, constructive dialogue and negotiation. BoD members will preserve an impartial attitude in decision-making, without being influenced by the capacities they hold in other boards of directors, other institutions and/or political parties, thus ensuring an independent, equitable management, which is focused on the best interests of SNN. Members of the BoD of SNN are jointly responsible for the management of SNN in relation to shareholders and they are the interface between the company and the shareholders, exercising this role in an objective, ethical and fair manner. In the relationship with SNN stakeholders, BoD members shall ensure the protection of SNN's best interests and image, the confidentiality of the information they have access to and shall refrain from communicating personal views or which are contrary to the positioning of the company in a particular issue.

4. Compliance

The members of the Board must exercise any act which is related to the management of the company in the latter's best interest, within the limit of the rights granted to them by the mandate contract and the legal provisions in force.

Members of the BoD of SNN carry out their activity in compliance with the laws, the legislative and regulatory acts of Romania, as well as those of the European Union.

Members of the BoD of SNN have the obligation to comply, through their acts and deeds, with the regulations in the nuclear field, the internal regulations and to act for the implementation of the legal provisions, according to their duties, in compliance with professional ethics.

Members of the BoD of SNN must act so as to avoid harming the image of SNN through the activity they carry out as part of the BoD of SNN, as well as in other jobs.

SNN has adopted policies/procedures for transactions with affiliate parties, integrity and anti-corruption warnings Corporate Social Responsibility (CSR). The BoD of SNN is responsible for complying with the provisions of such policies/procedures and for assessing the degree of implementation thereof at company level.

BoD members must develop and adopt strategies and plans for the implementation of the provisions of the management plan and for the achievement of the performance indicators in the management contract.

5. Anti-fraud policy

Fraud is defined as an illegal act (deed, omission, inaccurate statement, misleading statement) committed in full awareness or through negligence, characterized by deception, forgery or breach of trust of the partners, involving the participation of persons from inside and/or outside the organization, with the intention of exploiting organizational deficiencies and of obtaining money, goods, services, personal/business gains, of circumventing obligations or causing damages or financial losses to the company. Fraud may include any infringement of the capital market provisions, of legislation or internal directives committed by bodies, employees or third parties, insofar as such infringement might lead to financial consequences for SNN.

In some cases, fraud may be accompanied by other prohibited practices, such as prior occult agreements between parties or pressure exercised through various channels (from within or outside the company) for the acceptance of certain unfavorable clauses/terms.

Members of the BoD of SNN undertake to carry out their activities with integrity, acts of corruption and bribery being prohibited in any form. One is not allowed to receive, ask for, offer or promise, give or authorize, directly or indirectly, any bribe, reward, payment or any other attempt to give presents (gifts, parties, employment, contracts or any type of benefits), made by or towards third parties in order to influence or to give the impression of influencing certain actions, lack of action or decisions, thus seeking to obtain an advantage in an inappropriate manner, to retain a business interest or to gain undue influence over the actions of the relevant third party.

6. Impartiality

In the decisions adopted which influence the management, the personnel, shareholders, and other stakeholders of SNN, BoD members should avoid any form of discrimination based on age, gender, culture, religion, race, nationality, political opinions or confession and should have an objective, neutral attitude in relation to any political, economic, religious or other interest.

7. Honesty

In the context of their professional activity, BoD members must observe, with the utmost seriousness, the legislation in force, as well as the code of ethics and professional integrity, internal

procedures and regulations. The pursuit of SNN's interests will in no way be used as a justification for dishonest behavior.

8. Appropriate behavior for the avoidance of conflicts of interests

The members of Board of Directors will adopt decisions in the sole interest of the company and will not take part in any debates or decision-making which creates conflict between their personal interests and those of the Company.

Each member of the Board of Directors must ensure the avoidance of a direct or indirect conflict of interest with the Company, and, in the event of such a conflict, they must abstain from participating in the debates and from voting on such matters, in accordance with the legal provisions in force. The prohibition also concerns the situation where the Director knows that, in a particular operation, the person concerned is the Director's spouse, relatives or in-laws up to the fourth degree of affinity included.

In addition to the general legal provisions, SNN established and implemented internal policies which regulate in more details the internal procedures concerning the disclosure of transactions between affiliates – Policy on Transactions with Affiliated Parties.

The Director must not be in any of the incompatibility or competition situations provided for by Law no. 31/1990, GEO no. 109/2011 or any other legal regulations in force.

9. Privileged information status

In accordance with the applicable legal provisions (Law 24/2017, Financial Supervisory Authority's Regulation No. 5/2018, EU Regulation No. 596/2014), the members of the Board of Directors are presumed to have access to privileged (inside) information. In order to properly manage such information and to avoid market abuse, the members of the Board of Directors will observe the provisions of the Note on the management of privileged information, persons with access to privileged information, market abuse within SN Nuclearelectrica SA, Revision 1, no. 12329/October 3, 2018, and will sign a declaration of acknowledgement of its provisions at the time of taking over the mandate. Members of the Board will be included on the list of persons with access to privileged information, the list having to be transmitted to the Financial Supervisory Authority, upon the latter's request. BoD members have the obligation to notify the Communications and Investor Relations Department of SNN in view of the notification of the capital market for each transaction made in connection with SNN shares or with derivative financial instruments or other financial instruments related to them, once the amount of EUR 5,000 per calendar year has been reached (amounts are not aggregated).

The misuse of privileged information, its unauthorized disclosure, participation or attempted participation in the misuse of privileged information, the recommendation that another person participate in the misuse of privileged information and market manipulation, during the period until the publication of such privileged information and during a closed period of 30 days prior to the publication of interim reports and of the annual report, are strictly prohibited.

10. Use of confidential information

According to Annex 1 to the management agreement approved by the shareholders of SNN and concluded with the directors, the term "confidential information" means and includes any

information regarding the economic activity of the Company that is not public, according to (i) the law, (ii) the resolutions of the Shareholders' General Assembly, (iii) the decisions of the Board of Directors and (iv) the internal regulations of the Company.

During the Mandate Contract concluded with the Company or at any time after its cessation, and regardless of when and for what reason such contract might cease, the Director shall not use or cause the use of any Confidential Information in connection with any activities or business except the Company's economic activities, and shall not disclose or cause the disclosure of any Confidential Information to any natural person, company, association, group or any other entity, unless such disclosure has been specifically authorized in writing by the Company, or unless it is required by any applicable law or is ordered by a competent law or arbitral court, or by any public authority which is empowered by law to receive such information.

Additionally, the Director undertakes to promptly notify the Company about any act of a law or arbitral court or of any other public authority of the kind specified in the previous paragraph, so that the Company may adopt, in accordance with the law, protective measures or another appropriate solution, and must continue to provide any assistance that the Company might reasonably request as a guarantee for such measures or solutions.

11. Relationship with SNN employees

The BoD of SNN, through its specific or designated structures, provides a space for dialogue, responds to information requests addressed directly by shareholders or third parties, provides accurate and complete information about the company, having checked it in advance, and represents the company at external events organized by third parties.

12. Loyalty

Members of the BoD of SNN are dedicated to the company and aim to fulfill the company's goals which they have undertaken through the management plan and mandate contract.

In the exercise of his mandate in the Company, the Director, whether directly or indirectly, in his own name or in his capacity as an employee, agent, director, manager, associate, shareholder, investor or otherwise, agrees and undertakes:

- a) not to engage in activities or business that are in competition with or similar to an activity or business of the Company, or to an activity or business that the Company carries out or intends to carry out, according to the terms of the mandate contract;
- b) not to assist in any way any person whose activities are in competition with or otherwise prejudicial to the Company's business activities.

13. Fair competition and antitrust clause

Members of the BoD of SNN undertake not to participate in:

- Concerted practices such as cartels or agreements with competitors;
- Agreements that limit the relationship with suppliers or clients;
- The misuse (abusive use) of the dominant position, both in the market in which it holds that position and in related ones.

Members of the BoD of SNN shall not engage in any form of (direct/indirect) contact between organizations, whose purpose or effect is either to influence the behavior of a current or potential competitor in the market or to disclose the behavior that the organization has decided or intends to

adopt in a market to such a competitor. If a member of the BoD of SNN discovers in a business meeting that the subject thereof is related to the establishment of such practices, he shall denounce the nature of the meeting to the participants and ask that the reason for his leaving the meeting should be written down.

If the SNN director is a member of the Board of Directors of competing energy companies, he shall not disclose confidential or privileged information to which he has access on the basis of his membership in the BoD of SNN and shall not participate in the discussion and voting of aspects related to SNN's electricity sales strategy.

14. Evaluation

The evaluation of the BoD members' activity is carried out in accordance with the legal provisions and the provisions of the mandate contract on the basis of the degree of achievement of the performance indicators contained in the mandate contract of each member. The activity reports of the Board of Directors are presented to the Shareholders' General Assembly and are published on SNN's website.

BoD members will adopt an independent activity evaluation policy which will allow for the monitoring and improvement of the activity, in view of alignment with the company's goals.

Also, the BoD of SNN will ensure the evaluation of the activity of managers with mandate contracts, on the basis of the performance indicators set in the mandate contracts concluded with them.

15. Fighting corruption

SNN SA has adhered to the basic values, principles, goals and monitoring mechanism of the National Anti-corruption Strategy for the period 2016-2020.

Members of the BoD of SNN must not use their obligations within the company to gain undue material or non-material benefits for themselves, their families or other closely related persons.

16. Relationship with shareholders

BoD members will act in order to protect and fulfill SNN's interests, among which the maximization of the investment's value for shareholders by ensuring a sustainable and steady development of the organization. For the same purpose, SNN's BoD will adopt and implement mechanisms for an efficient control and management of the risks arising from SNN's activity, on the basis of the best conservative practices in the field, through efficient resource management, including that of human resources, risk management and control, oversight activity, identification of opportunities for diversifying the company's activity in line with the main business scope, and sustainable long-term investment planning.

In managing their relationship with investors, BoD members will take into account the interest of keeping them informed, will provide information upon request and ex officio, according to the legal provisions, and will ensure their equal treatment and right to information.

17. Use of lobbyists

Members of the BoD of SNN must refrain from using individuals or legal entities who are expected to exert an inappropriate influence on decision-makers in order to promote SNN's interests. Members of the BoD of SNN must also refrain from promising, giving or offering, whether directly

or indirectly, any undue advantage to persons who exert or might exert such inappropriate influence over a decision-maker.

SNN will promote its legitimate interests in relation to any decision-maker by using the legal, official means provided for by the applicable legislation and will also use means which ensure transparent public participation in the decision-making process regarding new radiological installations, in accordance with the provisions of the Aarhus and Espoo conventions, to which Romania has adhered.

18. Financing of political parties

The BoD of SNN undertakes not to finance, directly or indirectly, any political parties or formations on the territory of Romania, this being a collective obligation to be opposed to all political forces. Also, the BoD of SNN shall not publicly support any candidate or political party during the electoral campaign or in the elections.

The affiliation of members of the BoD of SNN to political parties is permitted to the extent that their political concerns do not affect their professional performance. A BoD member who is part of a political party must not make political propaganda within SNN and must not request SNN to become involved in actions organized by a party (campaigns, fundraising, sponsorship, etc.).

19. Sponsorship policy and corporate social responsibility

The BoD of SNN has adopted a corporate social responsibility statement which reflects the strategic orientation of priority directions towards engaging the company in philanthropic, charitable and humanitarian actions for the benefit of local communities in areas surrounding the nuclear sites operated by SN, as well as nationwide communities.

SNN shall not get involved in supporting political activities or fundraising campaigns dedicated to a candidate for the local or national elections. Each sponsorship request will be analyzed from the perspective of its alignment with SNN's CSR strategic policy directions and with the internal sponsorship procedures, while also considering any potential conflicts of interest between the sponsor and the members of the BoD of SNN. The BoD of SNN will not approve sponsorships allocated to foundations, associations or other entities that are owned by SNN's BoD members or their relatives up to the fourth degree.

20. Equitable exercise of authority

In the management process, as well as in the relationship with SNN stakeholders, from public authorities, to providers of services, equipment, works and to SNN personnel, BoD members undertake to ensure the exercise of authority in an appropriate, objective and correct manner, without committing any abuse or violation of legal rights. In this respect, the BoD of SNN guarantees that the authority will not manifest itself by exercising power at the expense of the dignity or independence of a stakeholder and that the decisions taken with regard to the organization of labor relations within SNN will ensure the protection of the value represented by the employees, of the nuclear safety and radioprotection requirements, of international rules and standards, of requirements in the licenses and permits held, in order to maintain an equitable relationship of mutual respect with all stakeholders.

21. Equality, diversity and freedom of thought and expression

The BoD of SNN respects and guarantees equal and non-discriminatory treatment in relation to its personnel, partners, collaborators, authorities. BoD members are bound to ensure equal treatment and to refrain from acts of discrimination on grounds of nationality, gender, origin, race, ethnicity,

disability, age, religion or political beliefs. Also, BoD members guarantee the principle according to which SNN employees may express and substantiate their opinions, either directly or through their superiors, with the observance of their rights, of objectivity, ethics and morality.

22. Gifts and entertainment expenses

SNN has adopted an internal procedure with regard to the granting and acceptance of benefits, in accordance with the legal provisions.

The acceptance and granting of benefits is subjected to certain rules intended to protect the company from ethical violations and any other non-compliance issues which could cause reputational, commercial, financial damages or could lead to legal sanctions, thus lowering the prestige and profitability of the company, on short term, as well as long term.

Regardless of the nature and value of such benefits, the following are **prohibited practices**:

With regard to receiving benefits:

- BoD members must never explicitly ask from a business partner for any benefit in close relation to their official responsibilities, nor leave an impression on a business partner that they are waiting for any benefit to be granted to them;
- Benefits must not be accepted if they are sent by a business partner at the home address of a BoD member. Such benefits must be returned immediately;
- Benefits must not be accepted in cases where the BoD member knows or anticipates that, by offering or promising such benefit, the relevant business partner is expecting or hopes for a preferential treatment from the BoD member, in close relation to a business decision-making process or formal action;
- Benefits must not be accepted in cases where, from the impartial standpoint of a third party, the nature, value and timing of the benefit offered or promised might raise suspicions of influence on a business decision-making process or formal action.

With regard to giving benefits, such an action must be within appropriate business boundaries and comply with the following requirements:

- No benefits, of any type, may be promised, offered or given to business partners in relation to their role if they have previously explicitly asked for benefits or have hinted to the fact that they expect to receive benefits,
- Benefits will be sent to the recipient's business address (in case of business partners from the private or public sector),
- Benefits must not be offered, promised or given to business partners for the purpose, with the expectation or hope of obtaining or influencing a business decision or formal action in favor of SNN,
- Benefits must not be promised, offered or given to a business partner in violation of the internal regulations/policies of the said business partner. In case of doubt, the SNN employee must carry out appropriate checks prior to issuing an invitation. This provision applies especially in case of granting benefits to public sector employees.
- Benefits must not be offered, promised or given to business partners when the nature, value and timing of such benefits being offered, promised or given could be construed by an impartial third party as illegitimate influence on a business decision-making process or formal action.

Members of the Board of Directors are allowed to accept material gifts worth up to 200 euro/year/person, but no more than 150 euro per calendar year per business partner. It is allowed to accept hospitality invitations up to 300 Euro per person.

23. Money laundering

Members of the BoD of SNN must not take part in money laundering activities and must commit themselves to develop and implement policies and mechanisms for combating this phenomenon which are in line with European and international directives and standards, as well as with the national and international legislation in force.

24. Transparency and public communication

SNN acknowledges the fundamental role of the media and ensures transparency in its communication with the public through all communication media, in line with the company's communication strategy. In relation to civil society, the BoD of SNN acts according to the principles of transparency, respect, and care for the image of the organization, providing both ex-officio information and individual replies to requests for information from the public, in accordance with legal provisions.

SNN's relationship with the media is based on mutual respect for the roles and obligations of the parties, as well as for the requirements of protection of confidential and privileged information, as appropriate.

SNN will publish on its website information about the remuneration policy regarding BoD members, as well as the form of the mandate contract concluded with BoD members, while observing the confidentiality of the personal data of BoD members.

Requests for information of any kind received by the members of SNN's BoD from media representatives or third parties are redirected to the Communications and Investor Relations Department within the organization, which will prepare an answer to be approved by the management of the company and the BoD.

The information provided by SNN will be explicit, accurate, transparent and complete in terms of content, so as to allow the correct information of and fully aware decision-making by the persons it is addressed to.

25. Compliance with the provisions regarding personal data protection

In their activity, members of the Board of Directors will apply the Personal Data Processing and Protection Policy of SNN SA.

III. Code enforcement provisions

Implementation of the Code of Ethics and Professional Conduct

The provisions of this Code of Ethics are assumed and respected by the Board of Directors of SNN and are brought to the knowledge of any new member of the BoD of SNN. The Code of Ethics and Professional Conduct will be published on SNN's website, through the Communications and Investor Relations Department.

Ethics and compliance structure

There is a structure dedicated to the management of ethical issues which operates within SNN – the Compliance Office within the Audit and Risk Management Directorate.

SNN has adopted a procedure regarding Irregularity Reporting within SNN, and all notifications of issues that may constitute irregularities are dealt with utmost seriousness. SNN encourages its employees and third parties to feel confident about bringing up various serious issues, ensuring their protection during the investigation. The following non-exhaustive description includes the main

irregularities whose immediate reporting is recommended: non-compliance with the Code of Conduct, non-compliance with policies and procedures, inappropriate issues regarding financial statements and employee relations, abuses, discrimination, corruption cases, thefts, money laundering, and any inappropriate behavior that could damage the company's reputation or any attempts to hide any of the above. If, following investigations, constituent elements of certain criminal offenses are identified, SNN SA has a legal obligation to refer them to governmental authorities (such as criminal investigation and prosecution bodies).

Responsibility and sanctions

SNN Directors are responsible for applying the principles set forth in this code of ethics and professional conduct. The principles provided in the Code do not contradict, nor replace the directors' obligations provided by law, by the mandate contracts, by SNN's Articles of Incorporation and the other internal regulations of SNN.

Directors are jointly liable if, being aware of irregularities committed by them which are in breach of the Code of Ethics, they fail to disclose them to the Compliance Office, the Board of Directors and the competent authorities. In case of breaches of the provisions of this Code of Ethics, a commission will be set up at the level of the Board of Directors, with the support of the Audit Advisory Committee which will carry out administrative investigations, according to the legislation in force.

This Code of Ethics shall take effect on the date of its approval.

The provisions of this Code of Ethics and Professional Conduct shall be supplemented by the applicable provisions of the legislative acts in force.