



NUCLEARELECTRICA

Approved,
Board of Directors
Iulian Robert Tudorache – President

NOTE

regarding the approval of the general limits of the Managers' remuneration with whom SNN concluded mandate contracts on the level of those approved by the executive director by section 8.1 of the Resolution of the Ordinary General Meeting of Shareholders 3/10.04.2019

Considering the following:

- Provisions of art. 38 of GEO no. 109/2011 whereby “(1) *The remuneration of managers shall be established by the board of directors and may not exceed the level of remuneration established for the executive members of the board of directors. This is the sole form of remuneration for the managers who also fulfil the role of directors. (2) The remuneration shall be formed of a fixed monthly allowance established within the limits set out under art. 37 par. (3) and a variable component consisting of a share in the company's net profit, granting shares, stock-options or an equivalent scheme, a pension scheme or other form of remuneration based on the performance indicators. (3) The approved financial and non-financial performance indicators constitute the elements in relation to which the variable component of the remuneration is determined for the company's managers. (4) The remuneration of management members is established by the supervisory board. The provisions of par. (1) and (2) are also applicable to management members.*”;
- Provisions of art. 153 index 18 of Law no. 31/1990, whereby “(1) *The remuneration of the members of the board of directors or of the supervisory board shall be established under the articles of incorporation or by a resolution of the general meeting of shareholders. (2) The additional remuneration of the members of the board of directors or of the supervisory board with specific functions within such body, as well as the **remuneration of managers**, in the unitary system, or of management members, in the dual system, shall be established by the board of directors, or the supervisory board, respectively. **The Articles of Incorporation or the general meeting of shareholders shall set the general limits of all the remunerations granted in this manner.** (3) Any other advantages may only be granted in compliance with par. (1) and (2). (4) The general meeting and the board of directors or the supervisory board, respectively and, if applicable, the remuneration committee, shall ensure, when establishing the remunerations or other benefits, that such are justified in relation to the specific duties of the persons concerned and the economic situation of the company.*”;
- Provisions of art. 13 par. 2 let. e) from the Articles of Incorporation of SNN, whereby the Ordinary General Meeting of Shareholders has the duty to set the general limits of the remunerations for the Chief Executive Officer and the Managers;

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

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

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- The provisions of H.G. [*Government Decision*] no. 722/2016 approving the Methodological norms for the enforcement of provisions from Emergency Government Ordinance no. 109/2011 regarding the corporate governance of public companies - Annex 2 - *Methodological Norms for establishing the financial and non-financial performance indicators and the variable component of the remuneration for the members of the board of directors or, as applicable, of the supervisory board, as well as for the managers and the management members, respectively,*

The ordinary general assembly of shareholders has as attributions the approval of the general limits of the remuneration to be granted to the managers of the company.

The contracts of mandate concluded by the Company and the managers provide a fixed monthly gross compensation and a variable component of the remuneration, established based on the financial and non-financial performance indicators determined at company level, in correlation with short, medium and long term objectives, specified in the Letter of Expectations formulated in the selection process of directors and managers who signed the contract of mandate, carried out according to GEO 109/2011

Regarding the general limits of the remuneration which can be granted to the managers of the company, the proposal is that they are at the level of the ones approved by the executive director by section 8.1 of the Resolution of the Ordinary General Meeting of Shareholders 3/10.04.2019 namely:

- The fixed monthly allowance in an amount between 5-6 times the average of the monthly gross salary earnings over the last 12 months for the activity performed according to the main scope of business registered by the company, at class level, according to the national classification of economic activities, communicated by the National Institute of Statistics prior to appointment;
- Annual variable component, in an amount between 24- 36 times the average of the monthly gross salary earnings for the activity performed according to the main scope of business registered by the company, at class level, according to the national classification of economic activities, communicated by the National Institute of Statistics prior to appointment.

Considering the aforementioned aspects, we subject to the approval the general limits of the Managers' remuneration with whom SNN concluded mandate contracts on the level of those approved by the executive administrator by section 8.1 of the Resolution of the Ordinary General Meeting of Shareholders 3/10.04.2019.

Chief Executive Officer
Cosmin Ghita

Deputy Chief Executive Officer
Laurentiu Dan Tudor

Manager of the Legal and Corporate Affairs Division
Laura Constantin

Head of Human Resources Department
Liviu Dumitru Radu Gheorghiu