



NUCLEARELECTRICA

Current Report according to the provisions of Law 24/2017 on issuers of financial instruments and market operations, and art. 173 of Regulation no. 5/2018

Report date: 24.02.2020

Name of issuing entity: NUCLEARELECTRICA S.A. National Company

Registered office: 65 Polona St., district 1, Bucharest

Telephone/Fax: 021.203.82.00 / 021.316.94.00

Sole Registration Code with the Trade Registry Office: 10874881

Running number with the Trade Register: J40/7403/1998

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

Regulated market on which the issued securities are traded: Bucharest Stock Exchange

**To: Bucharest Stock Exchange
Financial Supervisory Authority**

Significant event to report: Current report on the initiation of the procedure for the increase of the share capital of SN Nuclearelectrica SA («SNN»), through contribution in kind and in cash

According to **EGMS Resolution no. 2/04.01.2019 (Annex 1)**, the General Meeting of Shareholders approved the delegation of the competence on increasing the share capital of SNN to the Board of Directors up to the maximum value of the authorized share capital of RON 3,015,427,983, in virtue of the provisions of art. 114 par. 1 and 220¹ of Law no. 31/1990 and the provisions of art. 236 of Law no. 24/2017.

Furthermore, according to the EGMS Resolution of SNN SA no. 2/04.01.2019, it was approved *"... the appointment by the Trade Register Office attached to the Bucharest Tribunal of an authorized valuator for the evaluation of the land located in 23 Energiei Street, Cernavoda, Constanta County, in order to increase the share capital of Nuclearelectrica S.A.*

Resolution no. 32570/08.03.2019, issued by the Trade Register Office within the Bucharest Court of Law, file no. 98922/19.02.2019 ordered the approval of the registration application, and the registration in the trade register of the appointment of expert evaluator Popovici Gheorghe, an ANEVAR member, license no. 15491.

Evaluation Report no. 879/03.06.2019 drafted by the appointed evaluator estimated a market value of 239,190 EUR, the equivalent value of 1,138,568 RON, at the exchange rate of 4.7601 RON/EUR of 24.05.2019.

Whereas:

- the provisions of art. 1 of HGR [*Decision of the Romanian Government*] 834/1991 on obtaining lands for state-capital companies "*Lands that are in the patrimony of state-capital companies on the date of their incorporation, which are necessary for performing their activities according to their scope of business, are determined, for companies*

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incorporated by a Government Resolution, by the bodies which, according to the law, fulfill the duties of the competent ministry, and for companies incorporated by a resolution of the state local administration body, by the county public administrative authority”, corroborated with art. 6 which lays down that:

”(1) The lands indicated under art. 1 are evaluated at market value, based on the drafted evaluation reports, according to the standards in force, by authorized evaluators, certified according to the law, whose services shall be purchased according to the provisions of art. 38, 39 and 215 of Law no. 31/1990 on trading companies, republished, as subsequently amended and supplemented.

(2) The evaluation reports referred to under par. (1) are attached to the documentations submitted to the specialized public authority, in order to issue the ownership right certificate on the respective lands.”

With EGMS Resolution no. 12/19.12.2019, the shareholders of SNN have approved:

- (i) **to increase the value limit of competence delegated by the shareholders to the Board of Directors, under point 4, for increasing the share capital of the company with the equivalent value of the land of 34,170 sq m, located in Cernavoda, 23 Energiei Street, from the value initially approved by EGMS Resolution no. 2/04.01.2019, of RON 3,015,427,983, to the maximum value of RON 3,016,518.660;**
- (ii) **to change the maximum value limit of the authorized share capital proposed by the shareholders of the company by EGMS Resolution no. 2/04.01.2019, point 4, and up to which the Board of Directors is authorized to increase the share capital detailed by EGMS Resolution no. 2/04.01.2019, from the initial value of RON 3,015,427,983, to the maximum value of RON 3,016,518,660;**

SNN notifies the shareholders and investors that on **24.02.2020**, the Board of Directors of SNN has approved the increase of the company's share capital with a **contribution in kind and in cash** in the maximum total amount of **RON 1,380,150**, from the current value of **RON 3,015,138,510** to the value of **RON 3,016,518,660**.

by issuing a maximum number of **138,015** new shares, registered, dematerialized, at a price of RON 10/share, equal to the nominal value (without the issue premium), of which:

- (i) **113,857** new shares amounting to **RON 1,138,570** representing the contribution in kind of the Romanian State, represented by the Ministry of Economy, Energy and Business Environment, following the obtaining of the ownership certificate series M03 no. 6899 issued by the Ministry of Industry and Resources on 12.10.2001.
- (ii) maximum **24,158** new shares amounting to **RON 241,580** shall be offered, within the exercise of the right of preference, for subscription in exchange for the contribution in kind of the Romanian State through the Ministry of Economy, Energy and Business Environment, to the other shareholders, i.e. the persons who have the status of

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shareholder on the Registration Date, in order to maintain the shareholdings held within SNN on the Registration Date.

SNN shareholders will be able to exercise their pre-emption rights within one month from the date mentioned in the prospectus, the date after the date of registration and the date of publication of the Decision of the Board of Directors in the Official Gazette of Romania, Part IV, respectively, will have the right to subscribe a number of shares in proportion to the number of shares they own at the Date of Registration. Subscriptions will be done at the nominal value of RON 10/ share without the issue premium. The number of pre-emption rights granted to each shareholder will be proportional to the number of shares issued by SNN held at the Date of Registration.

Date of Registration, the date serving to identify the shareholders that will be entitled to the rights related to the capital increase with contribution in kind, as a result of the exercise of the right of preference by the other shareholders, in compliance with art. 2, par. 1, letter f) of Regulation 5/2018, as being **13.03.2020**.

The payment date established in compliance with the provisions of art. 173 paragraph (9) corroborated with art. 178 paragraph (4) of ASF Regulation no. 5/2018, is **16.03.2020**.

« **Ex-date** », the date preceding the date of registration, having a settlement cycle minus a business day, as of which the financial instruments which are subject to the Decision of the Board of Director are traded without the rights deriving from the decision, in compliance with art. 2, par. (1), letter l) of the ASF Regulation no. 5/2018, as being **12.03.2020**.

The subscription rate will be 0.000457740. Thus, every existing shareholder registered on the date of registration, may subscribe to each share held **0.000457740** newly issued shares.

The actual number of shares that can be subscribed by each shareholder is determined by multiplying the Subscription Rate (**0.000457740**) by the number of shares held, and the result, if not an integer, is rounded down to the nearest integer of resulted.

The subscription rate was determined as a ratio between the maximum number of new shares issued for exercising the right of preference (**138,015** shares) and the number of shares held by the shareholders who can exercise their right of preference (**52,777,232** shares).

After the expiration of the pre-emption rights performance term, all unsubscribed shares will be canceled.

The actual subscription period and the subscription procedure shall be communicated to the shareholders by means of a current report, following the publication of the EGMS/BD Resolution in the Official Gazette, Part IV.

The selected intermediary for the SNN share capital increase procedure is Swiss Capital.

Cosmin Ghita

Chief Executive Officer

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