



NUCLEARELECTRICA

## IMPORTANT NOTICE

### Regarding the payment of dividends for the year 2016 by Societatea Nationala Nuclearelectrica S.A.

Following the resolution number 2 of the Ordinary General Meeting of Shareholders dated 24.04.2017, Societatea Nationala Nuclearelectrica S.A. („SNN”) **announces the payment of dividends for the financial year 2016 through the Depozitarul Central S.A. and BRD - Group Société Générale (BRD), the selected payment agent.**

**The payment of dividends will start on 28.06.2017, the payment date, to the shareholders registered in the Shareholders’ Registry held by Depozitarul Central S.A. on the registration date 09.06.2017. The Ex-date approved by the Ordinary General Meeting of Shareholders of SNN is 08.06.2017.**

The gross value of dividend per share is RON **0,33** and the applicable dividend tax will be deducted prior to payment, within the legal rates.

**The payment of the net dividends will be performed in lei.**

The payment of the net due dividends for the year 2016 is subject to the general prescription provisions, being prescriptible within three (3) years since the payment date, namely 29.06.2020.

#### **Dividend payment methods:**

**1. Direct payment in the bank account of the Participants (Brokers/Custodian Banks) – for individual/legal shareholders having an account opened with a PARTICIPANT in the clearing-settlements and registry system of the Depozitarul Central.**

For individual, legal and other entities shareholders who, on the registration date 9.06.2017, hold shares in Section II of the SNN Shareholders’ Registry, in an account opened with a Participant, the amounts due will be automatically paid by bank transfer through the Depozitarul Central on behalf of SNN, on the payment date 28.06.2017, in the Participant’s account, without presenting additional documents.

***NOTE 1: All the shareholders who have accounts opened with the PARTICIPANTS, cannot cash in their dividends in cash/bank transfer at BRD cash desks.***

***NOTE 2: SNN will not opt for delayed payment date.***

**2. Payment by bank transfer, on 28.06.2017, in the accounts of the individual and legal shareholders, who are not represented by the Participant, and who submit their payment option and supporting documents to SN Nuclearelectrica S.A. by 16.06.2017, inclusive, (date of receipt of documents by SNN).**

The supporting documents mentioned in Appendix 1, item 2, for the bank transfer directly in the shareholder’s account will be submitted to SN Nuclearelectrica S.A. not later than **16.06.2017**, inclusive, either by mail at the address: **65 Polona Street, District 1, Bucharest, for the attention of the**

Societatea Nationala NUCLEARELECTRICA S.A.

65 Polona Street, District 1, 010494, Bucharest, Romania; Tel +4021 203 82 00, Fax +4021 316 94 00;

Trade Registry number: J40/7403/1998, Sole registration code: 10874881,

Paid and subscribed capital: 3.012.210.410 lei

[office@nuclearelectrica.ro](mailto:office@nuclearelectrica.ro), [www.nuclearelectrica.ro](http://www.nuclearelectrica.ro)

**Communication and Investors Relations Department, either deposited at the company's registration desk.**

As per the capital market applicable legislation, starting with 2015, Depozitarul Central provides **all shareholders who are not represented by Participants** with the possibility to receive any due amount through direct bank transfer into a bank account, irrespective of the issuer distributing the amounts of money. This option implies the registration of the IBAN code with the Depozitarul Central, which can be used to cash in more or all the holdings and which remains valid for future distributions, unless the shareholders notify otherwise. The registration of the IBAN code by Depozitarul Central will be taxed by Depozitarul Central in compliance with the fee list for the owners of securities and will be borne by each shareholder. For more details regarding this payment option, SNN shareholders are invited to contact the Depozitarul Central at the phone numbers +40 21.408.58.74, or e-mail [dividende@depozitarulcentral.ro](mailto:dividende@depozitarulcentral.ro).

### **3. Payment through payment agent - BRD Groupe Société Générale**

#### **a) In cash at the BRD cash desks in Romania for individual shareholders who don't have a bank account opened with a Participant and who don't have the IBAN code registered with the Depozitarul Central**

For the shareholders who do not fall under items 1 and 2 above, dividend payment shall be made in cash at the cash desk of any BRD unit in Romania.

#### **b) Through bank transfer for individual and legal/other entities who don't have a bank account opened with a Participant and who don't have the IBAN code registered with the Depozitarul Central**

Under this item fall all the shareholders, exception from items 1 and 2 above, who are not represented by a Participant and who have not submitted their payment option by bank transfer to SN Nuclearelectrica S.A. until **16.06.2017**, inclusive.

The individual and legal/other entities shareholders who are in the situation described at item 3, letter b) and who opt for payment by bank transfer may request the payment agent BRD to make the payment by bank transfer by presenting at the cash desk the application for payment by bank transfer accompanied by the supporting documents mentioned in Appendix 1 at item 2.

#### **Applications for payment by bank transfer forms will be processed based on the following forms:**

- For individual shareholders: „Application for payment by bank transfer of the net dividends distributed by SN Nuclearelectrica S.A. – Individual shareholders”
- For legal/other entities shareholders: „Application for payment by bank transfer of the net dividends distributed by SN Nuclearelectrica S.A. – Legal/other entities shareholders”

which are available on the website [www.nuclearelectrica.ro](http://www.nuclearelectrica.ro), *Investors Relations/2016 Dividends* section or on the website of BRD [www.brd.ro](http://www.brd.ro) or which can be requested at any BRD cash desk in Romania.

The payment application form for net dividends through bank transfer, in original, together with the supporting documents mentioned here within, shall be submitted as follows:

- a) At BRD cash desks, starting with the payment date 28.06.2017;
- b) Sent by mail, by certified letter, to „Directia Titluri - BRD METAV- Corp A2, 67-77 Biharia street, District 1, Bucharest, Romania”. In this case, the supporting documents requested in Appendix 1, in simple photocopy shall be submitted in **legalized copy**, with the exception of the confirmation of the company's details issued by the Trade Registry Office (original or photocopy).

The list of BRD units is available on the website <https://www.brd.ro/agentii-si-atm-uri/>.

***As per the provisions of the Fiscal Code in force, the applicable standard dividend tax is of 5% from the gross amount of dividends, with the exceptions regarding the dividend tax exemptions provided distinctively. At the same time, the non-resident shareholders may benefit of a more favorable dividend***

tax, as per the provisions of the Fiscal Code and the conventions for the avoidance of double taxation concluded between Romania and the residence state of the respective shareholder, on the basis of the valid tax residency certificate submitted by the non resident shareholder.

***The non-resident shareholders, who have bank accounts opened with the Participants (Broker/Custodian Bank) as well, respectively, those who don't have bank accounts opened with the Participants (respectively, the ones who opt for payment methods under items 2 and 3 above) and who wish for the application of the more favorable provisions of the Double Tax Treaty concluded between Romania and their country of residence, must send or submit, either through the Participant if they have an account opened with a Participant or directly, if they don't have an account opened with a Participant, at SN Nuclearelectrica S.A. headquarters on 65 Polona street, District 1, Bucharest, ZIP 010494, for the attention of the Communication and Investors Relations Department, until 16.06.2017, inclusive, the valid tax residency certificate for the year of the dividend payment, in original or legalized copy, with apostille/supra-authentication, if applicable, accompanied by the authorized translation, as well as contact details for possible clarifications regarding the tax residency certificates. If after the verification of the tax residency certificate and the more favorable provisions of the Double Tax Treaty it results that a more favorable rate, provided in the Double Tax Treaty, may be applied, then on the payment date, 28.06.2017,, the shareholders in question will receive the net dividends with the application of that quota. Otherwise, SNN will retain the standard dividend tax provided by the Romanian Fiscal Code.***

In case the tax residency certificate together with “the application for back transfer of the net dividends distributed by SNN – Legal persons/other entities” are presented after **16.06.2017**, but not later than **15.12.2017**, **SNN will retain, on the payment date (28.06.2017), the standard dividend tax provided by the Romanian Fiscal Code**, following that any remaining tax due to the shareholders be paid after the submission and verification of the documentation, if after the reception and verification it results that the shareholder is entitled to a lower rate of tax than the standard one provided by the Romanian Fiscal Code.

SNN reserves its right to ask the shareholders/representatives for additional documents following the analysis of the application for dividend payment. The tax residency certificate together with the supporting documentation may also be submitted at the payment agent BRD offices **starting on the payment date (28.06.2017) or sent by mail, through certified letter, to: „Directia Titluri – BRD METAV – Corp A2, 67-77 Biharia street, District 1, Bucharest”**.

The tax residency certificates submitted by the Participants after **16.06.2017** for the shareholders that they represent, may be submitted at SN Nuclearelectrica S.A., 65 Polona Street, District 1, Bucharest, ZIP 010494. The Participants shall mention on the letter of submission of the above mentioned fiscal documents, the fact that they refer to the shareholders of SN Nuclearelectrica S.A. and to the dividends for the financial year 2016, indicating the list of shareholders for which the fiscal documents are submitted, list which must contain: the full name of the shareholder (in case the name in the Shareholders' Registry is different from the one mentioned in the fiscal documents, explanations will be given in the “Other observations” section), the identification code of the shareholder in compliance with the identification code submitted to Depozitarul Central (i.e. NIN), the number of shares owned at the registration date, other observations.

*In case the supporting documents are issued in another language than Romanian and/or are issued by foreign authorities, they must be submitted with apostille/supra-authentication, if applicable, as well as in Romanian legalized translation.*

BRD will make the net dividend payment within at most 2 bank days (or 10 bank days in the case of non-resident shareholders who submit the tax residency certificate) since the date of reception by BRD of the payment application, accompanied by complete and correct supporting documents.

The creditation of the shareholders' bank accounts depends on the inter-banking circuit and the chain of corresponding banks.

As per the Law no. 207/2015 regarding the Fiscal Procedure Code as well as the Law no. 3249/03.11.2016 regarding the modification and update of the Order of the President of the Fiscal Administration National

Agency no. 3698/2015 for the approval of the contributors fiscal registration documentation and of the fiscal obligations types which form the legal vector, **SNN non-resident natural and legal person shareholders have the obligation to fiscally register in Romania**, by submitting the Fiscal Registration Declaration 015 (for non-resident legal persons shareholders) and 030 (for non-resident natural persons shareholders) to the competent fiscal authority in Romania, in order to obtain the fiscal registration code.

The declarations 015 (for non-resident legal persons shareholders) and 030 (for non-resident natural persons shareholders) will be submitted at the registration desk of the competent fiscal authority in Romania either directly (legal representative), or by a proxy or by the income payer.

Non-resident natural and legal persons shareholders will submit to SNN headquarters in Bucharest, 65 Polona street, Investor Relations Department, the documents providing the fiscal registration code obtained from the competent fiscal authorities in Romania, no later than **15.12.2017**.

Non-resident natural and legal persons shareholders may also obtain the fiscal registration code through the income payer (SN Nuclearelectrica SA), by submitting a power of attorney in this regard as well as the following documents:

**a) For non-resident natural person:**

- ID copy/passport providing the series number and issue date – validity (including the authority issuing the document), the residence address of the non-resident natural person, region, postal code, certified as **“compliant with the original”** as well as the phone/fax number and email address;
- Tax residency certificate valid for the year of the dividend payment, **in original or legalized copy**, with apostille/supra-authentication, if applicable, accompanied by the authorized translation.

**b) For non-resident legal person shareholder:**

- Copy of the articles of incorporation issued by the trade registry or the fiscal agency in the country of residence which provides the fiscal code and the identification data of the legal person including the address of the headquarters where the fiscal activity of the company takes place – certified by the owner as **“compliant with the original”**, as well as the phone/fax number and email address;
- Tax residency certificate valid for the year of the dividend payment, **in original or legalized copy**, with apostille/supra-authentication, if applicable, accompanied by the authorized translation.

The documents mentioned above will be submitted to SNN headquarters on Bucharest, 65 Polona street, district 1, postal code 010494.

**The tax charged by Depozitarul Central S.A. which includes the bank fees charged by BRD for the payment of the net dividends in lei are borne by SNN.**

**The shareholders are kindly asked to carry out all the necessary actions in order to update their personal identification data at Depozitarul Central, because in case the payment is requested based on identification documents which do not correspond to the existing data registered at Depozitarul Central, the payment cannot be processed.**

Additional information regarding the dividend payment procedure can be requested from Depozitarul Central S.A. at the email address: [dividende@depozitarulcentral.ro](mailto:dividende@depozitarulcentral.ro) or at the following phone numbers +40 21.408.58.00 or +40 21.408.58.26 or from BRD at the email address: [titluri@brd.ro](mailto:titluri@brd.ro) or by telephone at the following phone numbers: +40 21.200.83.72 or +40 21. 200.83.87.

For other types of questions regarding the dividends, please access the company’s website <http://www.nuclearelectrica.ro>, Investors Relations/2016 Dividends section or write an email to the address [investor.relations@nuclearelectrica.ro](mailto:investor.relations@nuclearelectrica.ro) or call the phone number +4 021.203.13.14..

SNN will publish on the company’s website <http://www.nuclearelectrica.ro>, *Investors Relations/2016 Dividends* a list of frequently asked questions and answers regarding the payment of dividends for the financial year concluded at 31.12.2016.

**Daniela Lulache**

**Mihai Darie**