



NUCLEARELECTRICA

**Approved,
President of the BoD
Iulian-Robert Tudorache**

NOTE

regarding the method of implementation, in case of approval from the GMS, of points 3 and 4 on the agenda, from the convener of the GOMS from 28.09.2017/29.09.2017

The Ministry of Energy, as shareholder owning a number of 248,736,619 shares, representing 82.4959% of the share capital of S.N. Nuclearelectrica S.A. (“SNN”), considering the provisions of art. 117¹ par. 1 of the Law no. 31/1990 of companies, republished, with subsequent amendments and additions, corroborated with the provisions of art. 92 par. 3 of the Law no. 24/2017 regarding issuers of financial instruments and market operations and art. 14 of the SNN Articles of Incorporation, requested the BoD, through the letter registered at SNN under no. 10721/12.09.2017, to introduce on the agenda of the GOMS assembled for 28.09.2017 the following points:

1. The approval of distribution of the amount of lei 110,000,000, as dividends, based on the provisions of art. III of the EGO no. 29/2017, to the company's shareholders, proportionally with their attendance to the company's share capital.
2. The approval of the date for dividend payment, respectively 03.11.2017.

According to the current applicable legal provisions, SNN published on 14.09.2017 the convener filled-in with the 2 points mentioned, according to the request of the Ministry of Energy mentioned before, respectively points 3 and 4 on the agenda of the GOMS from 28.09.2017/29.09.2017.

By EGO no. 29/2017 for amending art. 1 par. (1) letter g) of the GO no. 64/2001 regarding the division of national companies' profit, national companies and companies with full or majority state capital, as well as autonomous administrations, and for changing art. 1 par. (2) and (3) of the EGO no. 109/2011 regarding corporate governance of public companies was created the possibility, in case of national companies with full or majority state capital, to be distributed, as dividends, other reserves which were own financing sources and amounts from the reported

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result. Therefore, in case of approval, by the GMS from 28.09.2017/29.09.2017 of the Ministry of Energy request to divide the amount of lei 110,000,000 as dividends, it shall be distributed from “Other reserves representing funds for own financing courses” (included in the accounting account 1068). On 31.12.2016, the balance of the account “Other reserves representing funds for own financing sources” amounts to lei 128,915,264, therefore the distribution of the amount of lei 110,000,000 would represent 85.33% of this account’s balance.

On the date of this note, the number of shares corresponding to the subscribed and paid capital of SNN is 301,513,851. Therefore, **the gross dividend per share** to be proposed in case of the approval of the distribution of the amount of lei 110,000,000, is **lei 0.364825694 /share**.

According to the provisions of art. 129³, par. 2 of the Regulation of the National Committee of the Real Estate Values no. 1/2006 regarding the issuers and operations with real estate values, *“in case of dividends, the GMS establishes the payment date for a business day subsequent by maximum 15 business days from the registration date, but no later than 6 months from the date of the GMS to establish dividends”*. Therefore, based on interactive terms from the regulations corroborated with the request of the Ministry of Energy, in case of approval by the shareholders of point 4 on the agenda from the completed convener, the payment date will be **03.11.2017**.

In case of the shareholders’ approval of the points requested by the Ministry of Energy, dividends will be paid to the SNN shareholders through the Depozitarului Central S.A. and a payment agent specialized in providing this service, according to art. 106¹, par. 2 of the Regulation of the National Committee of Real Estate Values no. 1/2006, corroborated with art. 86, par. (5) of the Law regarding issuers of financial instruments and market operations. Commissions will not be required from shareholders for dividend payment, regardless of the method of payment, those being covered by SNN.

All the necessary information, specific forms and necessary documents for payment shall be communicated to the shareholders before the date of payment through a post in a central newspaper and a current report issued for the Stock Exchange Bucharest. Information will be, also, available on the SNN website (www.nuclearelectrica.ro), section Relations with Investors, only in case of approval of the respective points on the agenda of GOMS, respectively points 3 and 4 .

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CEO

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CFO

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