



NUCLEARELECTRICA

COMMUNICATION

on the payment of dividends distributed by Nuclearelectrica S.A. National Company according to the provisions of art. II and art. III of Government Emergency Ordinance no. 29/2017

In accordance with Resolution no. 13 of the Ordinary General Meeting of Shareholders of 10.12.2018, Nuclearelectrica S.A. National Company („SNN”) **announces the distribution of dividends according to the provisions of art. II and art. III of the Government Emergency Ordinance no. 29/2017, through Depozitarul Central S.A. (Central Depository) and BRD Groupe Société Générale (BRD), the selected payment agent for the payment of dividends.**

The payment of dividends shall be done as of 28.12.2018, date of payment, to the shareholders registered in the Register of Shareholders kept by Depozitarul Central S.A. at the registration date 24.12.2018. Ex-date approved by the Ordinary General Meeting of Shareholders of SNN is 21.12.2018.

- The gross dividend is **lei 1.61 per share**, and the related dividend tax will be withheld at source in the rates provided by the law.

The payment of net dividends shall be one in RON.

The payment of net dividends according to the provisions of art. II and art. III of the Government Emergency Ordinance no. 29/2017 is subject to the general provisions on prescription, being subject to prescription within 3 (three) years from the date of commencement of payment - 28.12.2021.

Dividend payment methods:

1. Direct payment in the account of Participants (Brokers/ Custodian Banks) - for individual/legal entity shareholders who have opened an account with a PARTICIPANT on the clearing-settlement and registry system of the Central Depository

For all those shareholders, individuals, legal entities or other entities, who, at the date of registration, 24.12.2018, hold shares highlighted in Section II of the SNN Register of Shareholders in the account opened with the Participant, the related amounts shall be automatically paid by bank transfer through the Central Depository in the name of SNN, at the date of payment, 28.12.2018, in the account of the Participant, without the submission of any further documents.

NOTE 1: All those shareholders holding accounts with the PARTICIPANTS, may not withdraw their dividends in cash/transfer from BRD counters.

NOTE 2: SNN shall not opt for delayed payment date.

2. Payment through bank transfer on 28.12.2018 in the account of the individual and legal entity shareholders, not represented by the Participant, according to the request directly addressed to the

Societatea Nationala NUCLEARELECTRICA S.A.

65, Polona St., 1st District, 010494, Bucharest, Romania; Tel. +4021 203 82 00, Fax: +4021 316 94 00;

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

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

office@nuclearelectrica.ro, www.nuclearelectrica.ro

Central Depository.

The supporting documents referred to in **Annex 1, point 2**, for the performance of a bank transfer directly into the shareholder's account shall be transmitted to the **Central Depository at least 4 business days prior to the date of payment, either by post or directly to** Depozitarul Central S.A. – Bucharest, 34-36 Carol I Blvd., District 2.

In compliance with the legislation applicable to the capital market, as of 2015, the Central Depository provides all **shareholders who are not represented by Participants** the option of cashing any amount of money due directly by bank transfer to a bank account, regardless of the issuer distributing the amounts of money. This option entails the registration of the IBAN code at the Central Depository, which may be used to collect more or all of the holdings and remaining valid for subsequent distributions, until a contrary notice from the shareholder is served. The registration of the IBAN by the Central Depository will be charged according to the schedule of rates charged to the holders of financial instruments and shall be borne by each individual shareholder. For further details on this payment option, SNN shareholders are kindly asked to contact the Central Depository at tel. +40 21.408.58.74 or e-mail dividende@depozitarulcentral.ro.

As of 25.05.2018, SNN will apply the provisions of EU Regulation no. 679/2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data. More information the SNN policy on the management of personal data can be found on the SNN website in section Confidentiality Policy. We hereby inform you that any changes to personal data in the shareholders' register (changes of name, address etc.) shall only be made by the Depozitarul Central S.A. at the request of the shareholder/authorized person.

3. Payment through the paying agent - BRD Groupe Société Générale

a) by issuing cash at the counters of any BRD unit on the territory of Romania for individuals who do not have a bank account opened with the Participant and who do not have their IBAN account registered with the Central Depository.

a) through bank transfer at any BRD unit on the territory of Romania for individuals and legal entities/other entities who do not have a bank account opened with the Participant and who do not have their IBAN account registered with the Central Depository.

For the payment through BRD-Groupe Societe Generale, the shareholders who are individuals and legal entities/other entities will submit at the BRD counters the documents referred to in **Annex 1, points 1.1 and 1.2.**

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

In compliance with the provisions of the Tax Code in force, the standard tax rate applicable to dividend income is 5% of the gross amount of the dividends, with the exceptions relate to the non-taxation of dividend income being provided separately. Furthermore, non-resident shareholders may benefit from a different, more favorable, tax rate in compliance with the provisions of the Tax Code and Double Taxation Conventions concluded between Romania and the state of residence of that shareholder, based on the valid certificate of tax residence submitted by the non-resident shareholder.

Non-resident shareholders who have an account opened with the Participants (Broker/Custodian Bank) and those who do not have an account opened with the Participants, respectively (i.e. those who chose the methods referred to under points 2 and 3) who wish to apply the more favorable provisions of the Double Taxation Convention concluded between Romania and their country of residence should send or submit either through the Participant if they have an account opened with the Participant or directly, in case they do not have an account opened with the Participant, at the SN Nuclearelectrica SA headquarters in 65 Polona St, District 1, Bucharest, postal code 010494, in the attention of the Department of Communication and Relations with Investors, until 24.12.2018, inclusive, the certificate of tax residence for the year in which the payment of the dividends takes place, within the

term of validity, in original or certified copy with apostille/with superlegalization, if the case may be, accompanied by an authorized translation, as well as contact details for any clarifications regarding the certificates of tax residence. If, following the verification of the certificate of tax residence and the provisions of the Double Taxation Convention, it results that the more favorable rate set out in the Double Taxation Convention may be applied, on the date of payment, 28.12.2018, the shareholders in question will receive the net dividends with the application of that rate. Otherwise, the standard rate in force provided by the Romanian Tax Code shall apply.

The certificates of tax residence of shareholders submitted for the payment of dividends for the year 2017 (payment date 28.06.2018) and that have the same residence at the date of registration - 24.12.2018, remain valid also for the payment of dividends according to the provisions of art. II and art. III of the Government Emergency Ordinance no. 29/2017 at the payment date 28.12.2018, not being necessary to submit them again.

In the event of submission of the certificate of tax residence, together with a request for payment through bank transfer of the net dividends distributed by SN Nuclearelectrica S.A., after the date of **24.12.2018**, but not later than **31.12.2018**, SNN shall withhold on the date of payment (**28.12.2018**) the dividend tax in force provided by the Romanian Tax Code, with any tax difference due to the shareholder being paid subsequently to the transmission and verification of the documentation, if following the receipt and the verification thereof it results that it would be entitled to a lower tax rate than the standard one laid down in the Romanian Tax Code.

SNN reserves the right to request additional documentation from the shareholder/its proxy, following the analysis of the application requesting the distribution of dividends.

The certificates of tax residence submitted by Participants after **24.12.2018** for the shareholders these are representing may be submitted at the SNN headquarters in 65 Polona Street, District 1, Bucharest, postal code 010494. The Participants will mention in the submission address of the afore-mentioned documents, the fact that these refer to SNN shareholders and dividends paid according to the provisions of art. II and art. III of the Government Emergency Ordinance no. 29/2017, indicating the list of shareholders for whom the tax documents are being submitted, list that shall include: the full name of the shareholder (for the situations where the name in the Register of Shareholders is different from the one mentioned in the tax documents, the reasons/explanations of these differences shall be noted under the heading "Other comments"), the shareholder's identification code in compliance with the identification code sent to the Central Depository (i.e. NIN), number of shares held on the Registration date.

If the supporting documents are issued in a language other than Romanian and/or issued by foreign authorities, these should be submitted with apostille/superlegalization, if applicable, as well as in a certified translation into Romanian.

In compliance with Law no. 207/2015 on the Fiscal Procedure Code, as well as the Order of the President of the National Agency for Fiscal Administration no. 3725/19.12.2017 for the approval of the tax registration forms of taxpayers and the types of tax liabilities that form the fiscal vector, the shareholders of SN Nuclearelectrica SA who are **individuals, as well as non-resident legal entities have the obligation to register in Romania for tax purposes**, by submitting with the competent tax authorities in Romania of the Tax Registration Statement 015 (for non-resident legal entities) and 030 (for non-resident individuals) in order to obtain the tax identification code.

Statement 015 (for non-resident legal entities) and Statement 030 (for non-resident individuals) will be submitted at the registry of the competent tax authority in Romania either directly (legal representative), through proxy or through the income payer.

Shareholders who are individuals, as well as non-resident legal entities, shall transmit to the SNN headquarters in Bucharest, 65 Polona St., the Department of Investor Relations, by **24.12.2018** at the latest, documents that feature the tax identification code obtained from the competent tax authorities in Romania.

Non-resident individuals and non-resident legal entities may also obtain the tax 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 individuals

- copy of the identity document/passport where the serial number and the date of issue are mentioned - the term of validity (including the agency that issued such identification document), the domicile address of the non-resident individual, the region, postal code, certified by the holder as a "**certified true copy**", as well as the telephone/fax number and the e-mail address;
- the certificate of tax residence for the year in which the payment of dividends takes place, **within the validity term, in original or certified copy** with apostille/with superlegalization, if the case may be, accompanied by an authorized translation.

b) for non-resident legal entities:

- copy of the act/certificate of incorporation issued by the trade register or the tax agency of the country of residence specifying the tax code and identification data of the legal entity, including the address of the registered office where the company performs its tax activity - certified by the holder as a "**certified true copy**", as well as telephone/fax number and the e-mail address;
- the certificate of tax residence for the year in which the payment of dividends takes place, **within the validity term, in original or certified copy** with apostille/with superlegalization, if the case may be, accompanied by an authorized translation.

The above-mentioned documents shall be submitted at the SNN headquarters in Bucharest, 65 Polona St., Bucharest, District 1, postal code 010494.

The fee charged by the Depozitarul Central S.A., which also includes the bank charges applied by BRD for the payment of net dividends in LEI, is borne by SNN.

Shareholders are kindly asked to take the necessary steps in order to update their personal identification data with Depozitarul Central S.A., as in the event that the payment is requested based on identification documents that do not correspond to the data found at the Depository, the payment may not be processed.

Further information on the procedure for the payment of dividends may be requested from, Depozitarul Central S.A. at the e-mail address dividende@depozitarulcentral.ro or at the following telephone numbers: +40 21.408.58.00 or +40 21.408.58.26 or from the BRD paying agent at titluri@brd.ro or at the following telephone numbers: +40 21.200.83.72 or +40 21. 200.83.87.

For other types of questions related to dividends, please access the company's website <http://www.nuclearelectrica.ro/> Section *Relatii cu Investitorii/Dividende suplimentare 2018* (Investors Relationships/Additional dividends 2018) and at the e-mail address investor.relations@nuclearelectrica.ro or at telephone number: +40 21.203.13.14.

SNN will publish on the company's website [http://www.nuclearelectrica.ro/Section Relatii cu Investitorii/Dividende suplimentare 2018](http://www.nuclearelectrica.ro/Section_Relatii_cu_Investitorii/Dividende_suplimentare_2018) (Investors Relationships/Additional dividends 2018) a list of answers to the most frequent questions concerning the payment of dividends distributed according to art. II and art. III of the Government Emergency Ordinance no. 29/2017.

General Manager

Cosmin Ghita