



Current report according to the provisions of Law no. 24/2017 regarding the issuers of financial instruments and market operations

Report date: 22.05.2023

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

Registered office: **48 Iancu de Hunedoara Av., district 1, Bucharest**

Telephone/Fax Number: **021-203.82.00 / 021 – 316.94.00**

Sole Registration Code with the Trade Registry Office: **10874881**

Running number: **J40/7403/1998**

Subscribed and paid-up share capital: **LEI 3.016.438.940**

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

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

Significant event to report: The payment of the dividends related to financial year 2022

Nuclearelectrica S.A. National Company ("SNN") hereby informs the shareholders that based on Resolution no. 3 of the Ordinary General Meeting of Shareholders dated 26.04.2023, SNN will be paying the dividends related to the financial year 2022 through the Depozitarul Central S.A. and CEC Bank, the selected paying agent.

The payment of dividends shall be made as of **23.06.2023**, to the shareholders registered in the Register of Shareholders kept by Depozitarul Central S.A. at the registration date **07.06.2023**.

The gross dividend value is **lei 4. 25407469 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 done in LEI.**

Details regarding the method of paying the dividends can be found in the document attached to this report "*Communication on the payment of dividends related to 2022 by Nuclearelectrica S.A. National Company*", as well as on the company's website www.nuclearelectrica.ro, section *Investor Relations/Dividends 2022*.

Societatea Nationala NUCLEARELECTRICA S.A.

Iancu de Hunedoara Boulevard 48, Bucharest 011745, 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: 3.016.438.940 lei.

office@nuclearelectrica.ro, www.nuclearelectrica.ro

Communique
on the payment of dividends for the year 2022 by Societatea Nationala Nuclearelectrica S.A.

In accordance with Resolution no. 3 of the Ordinary General Meeting of Shareholders of 26 April 2023, Societatea Nationala Nuclearelectrica S.A. ("SNN") **announces the payment of dividends for the financial year 2022 through Depozitarul Central S.A. and CEC Bank, the payment agent selected for the payment of dividends.**

Dividends will be paid as of 23 June 2023, i.e. the payment date, to shareholders registered in the Register of Shareholders kept by Depozitarul Central S.A. on the record date 07 June 2023. The ex-date approved by the SNN Ordinary General Meeting of Shareholders is 06 June 2023.

The gross dividend is **4.25407469 lei/** per share and the related dividend tax will be withheld at source at the rates provided by law.

Net dividends will be paid in lei.

The payment of net dividends due in 2022 is subject to the general provisions on the limitation status, being time-barred within 3 (three) years from the date of payment, i.e. 23 June 2026.

Dividend payment methods:

1. Payment directly into the account of Participants (Brokers/Custodian Banks) - for individual/legal shareholders who have opened an account with a PARTICIPANT in Depozitarul Central's clearing, settlement and registry system

For all those shareholders, whether individuals, legal entities or other entities, who on the record date 07 June 2023 hold shares listed in Section II of the SNN Shareholders' Register in the account opened with the Participant, the related amounts will be automatically paid by bank transfer via Depozitarul Central on behalf of SNN on the payment date 23 June 2023 to the Participant's account.

NOTE 1: The shareholders who have accounts opened with PARTICIPANTS cannot collect their dividends in cash/wire transfer from CEC Bank counter. NOTE 2: SNN will not opt for the deferred payment date.

2. Payment by bank transfer on 23 June 2023 to the account of natural and legal persons shareholders, not represented by the Participant, based on a request for registration of the IBAN account with Depozitarul Central.

The supporting documents mentioned in **Annex 1, point 2**, for making a bank transfer directly to the shareholder's account, shall be sent to **Depozitarul Central at least 4 working days prior to the payment date, either by mail or directly to the address of Depozitarul Central S.A. – București, Bd. Carol I nr. 34-36, sector 2.**

In accordance with the legislation applicable to the capital market, as from 2015, Depozitarul Central shall make available to all **unrepresented shareholders by the Participants** the option to collect any sum of money due directly by bank transfer to a bank account, regardless of the issuer distributing the sums of money. This option involves registering the IBAN code with Depozitarul Central, which can be used to cash in more or all holdings and remains valid for subsequent distributions until otherwise notified by the shareholder. The registration of the IBAN code by Depozitarul Central will be charged according to the schedule of fees charged to holders of financial instruments and borne by each shareholder. For more details about this payment option, SNN shareholders are kindly requested to contact Depozitarul Central at phone no. +40 21.408.58.74 or by e-mail dividende@depozitarulcentral.ro

3. Cash payment only for individual shareholders through the payment agent - CEC Bank

For shareholders not represented by a Participant, natural persons, who do not have an IBAN account registered with Depozitarul Central, payment will be made by issuing cash at any CEC Bank branch in Romania.

For payment through CEC Bank, individual shareholders shall submit to the CEC Bank counters the documents mentioned in Annex 1 point 1.

The list of **CEC Bank** units is available on the website-<https://www.cec.ro/sucursale>

According to the provisions of the current Tax Code, the standard tax rate applicable to dividend income is currently 8% of the gross amount of dividends, with exceptions relating to the non-taxation of dividend income being provided for separately. Also, non-resident shareholders may benefit from a different, more favourable tax rate, in accordance with the provisions of the Tax Code and the double taxation conventions concluded between Romania and the state of residence of the respective shareholder, on the basis of the tax residence certificate valid at the date of payment of the dividends and submitted by the non-resident shareholder, at the latest on the date of payment of the dividends.

From 1 January 2023, according to Article 43 para. (5) of the Tax Code, as amended by Government Ordinance no. 16/2022, dividends distributed/paid to privately administered pension funds and/or voluntary pension funds are no longer exempt from withholding tax on dividends, but are subject to tax at a rate of 8% on the gross dividend.

Non-resident shareholders, who have an account with the Participants (Broker/Custodian Bank) and those who do not have an account with the Participants (i.e. those who choose the methods in points 2 and 3) who wish to apply the more favourable provisions of the Double Taxation Convention concluded between Romania and their country of tax residence, must transmit or deposit, either through the Participant if they have an account with the Participant, or directly, if they do not have an account with the Participant, at the head office of SN Nuclearelectrica S.A., Bulevardul Iancu de Hunedoara, nr. 48, sector 1, Bucharest, postal code 011745, to the attention of the External Communication, Sustainability and Investor Relations Department, by **09 June 2023 inclusive**, the tax residency certificate for the year in which the dividend payment takes place, **within the validity term, in original or legalised copy**, apostilled/super-legalised, if applicable, accompanied by an authorised translation, as well as contact details for possible clarifications on the tax residency certificates. If the verification of the tax residence certificate and the provisions of the double taxation convention result in the application of the more favourable rate provided for in the double taxation convention, then on the payment date, 23 June 2023, such shareholders will receive the net dividends with the application of that rate. Otherwise, the current standard rate provided by the Romanian Tax Code will be applied.

In case of presentation after **09 June 2023**, but not later than **14 December 2023**, of the tax residence certificate together with a request for payment by bank transfer of the net dividends distributed by SN Nuclearelectrica S.A., **SNN will withhold on the dividend payment date, i.e. on 23 June 2023, the tax on dividends, applying the tax rate in force, provided for by the Romanian Tax Code**, following that the possible difference in tax due to the shareholder, to be paid to it after the documentation has been sent and verified, if after the documentation is received and checked it appears that it would be entitled to a lower tax rate than the standard rate provided for in the Romanian Tax Code.

SNN reserves the right to request additional documents from the shareholder/their proxy holder following consideration of the request for dividend distribution.

Tax residence certificates submitted by Participants after **09 June 2023** for the shareholders they represent may be submitted at the SNN headquarters in Bulevardul Iancu de Hunedoara, nr. 48, sector 1, Bucharest, postal code 011745. Participants shall mention in the letters for submission of the above-mentioned documents that they relate to SNN shareholders and dividends for the financial year 2022, indicating the list of shareholders for which the tax documents are submitted. Such list shall include: the full name of the shareholder (where the name in the Register of Shareholders is different from the one mentioned in the tax documents, the reasons/explanations for these differences should be given under "Other remarks"), the identification code of the shareholder according to the identification code transmitted to Depozitarul Central (i.e. NIN) the number of shares held on the Record Date.

If the supporting documents are issued in a language other than Romanian and/or issued by foreign authorities, they must be submitted apostilled/super-legalised, if applicable, as well as in legalized translation into Romanian.

The fee charged by Depozitarul Central S.A., which includes the bank commissions charged by CEC Bank for the payment of net dividends in LEI, is borne by SNN.

Shareholders are requested to take the necessary steps to update their personal identification data at Depozitarul Central S.A., because if payment is requested on the basis of identification documents that do not correspond to the existing data at the depository, payment cannot be processed.

With regard to the processing of personal data and the free movement of such data, SNN will apply the SNN Policy on the processing of personal data available on the company's website in the GDPR section.

Further information on the dividend payment procedure can be requested from Depozitarul Central S.A. at the email address dividende@depozitarulcentral.ro or at the following telephone numbers: +40 21.408.58.00 or at your **CEC Bank** payment agent at office@cec.ro and at the following telephone numbers: **Toll free phone number:** 0 800 800 848 (toll-free phone line available 24/7)

For other types of questions regarding the dividend, please visit the company's website http://www.nuclearelectrica.ro/Investor_Relations/Dividends_2022 section and email investor.relations@nuclearelectrica.ro or at the phone number: +40 21.203.82.77.

SNN will publish on the company's website http://www.nuclearelectrica.ro/Investor_Relations/Dividends_2022 a list of answers to the most frequently asked questions regarding dividend payments for the financial year ending 31 December 2022.

CEO
Cosmin Ghita

Annex 1 - Supporting documents for dividend payments

1.CASH PAYMENT VIA CHEQUE PAYMENT AGENT

Bank INDIVIDUALS:

- a) In the case of resident individuals who present themselves at any **CEC Bank** counter on the Romanian territory, the dividends will be paid on the basis of the identity card with the personal number code (C.N.P.).
- b) In the case of non-resident individuals who present themselves at any **CEC Bank** counter on the Romanian territory, the dividends will be paid on the basis of the passport; the information in the passport must correspond to that communicated by Depozitarul Central.
- c) In the case of individuals under 14 years of age, the dividends shall be paid to the legal representative - the guardian/parent of the minor, based on the following documents: birth certificate of the Custodians which must have the C.N.P. + 1 true copy of the original (the copy will be preserved), the legal act establishing guardianship in the case of the guardian who is not one of the parents + 1 true copy of the original (the copy will be preserved) and the identity card of the guardian/parent + 1 true copy of the original (the copy will be preserved).
- d) In the case of individuals subject to guardianship, the dividends will be paid through the guardian of that person, based on the following documents: the identity card of the Custodians which must have the C.N.P. + 1 true copy of the original (the copy will be preserved), the legal document establishing the guardianship + 1 true copy of the original (the copy will be preserved) and the identity card of the guardian + 1 true copy of the original (the copy will be preserved).
- e) In the case of individuals who do not present themselves to the **CEC Bank** counter, but mandate another person in this respect, the dividends will be paid to the proxy of that person, based on the following documents: special power of attorney authenticated by a notary public, including the power of attorney to collect dividends issued not more than 3 years prior to the date of payment, unless the power of attorney is valid for more than 3 years and is valid on the date of payment + 1 true copy of the original (the copy will be preserved) and the identity card of the authorised person + 1 true copy of the original (the copy will be preserved).
- f) In accordance with the legal provisions, payments will not be processed on the basis of heir certificates and will not be processed for those shareholders whose identification data in the documents presented at the counter do not match those in the records of the Paying Agent and received from Depozitarul Central. In the event that the Register of SNN Shareholders as of 7 June 2023 includes deceased persons, dividends will be paid only after request by the heir(s) and registration by Depozitarul Central of the direct transfer of ownership of the financial instruments

as an effect of succession, in accordance with the applicable Legal Regime, as well as after updating the data in the records of the paying agent, following the request of Depozitarul Central. If a shareholder is not listed in the shareholder base held by the **CEC Bank** paying agent, the shareholder is requested to contact Depozitarul Central in order to remedy this problem.

According to the law in effect, any cash withdrawal for amounts greater than or equal to 5,000 lei must be notified to the Bank 24 hours in advance, no later than 12:00 noon of the day preceding the cash withdrawal.

2.PAYMENT BY BANK TRANSFER VIA DEPOZITARUL CENTRAL

2.1 Individual shareholders, in person or by legal or contract-based representative, shall submit to Depozitarul Central (at least 4 working days prior to the payment date) the IBAN code collection form, specifying the bank and the account (IBAN code) opened in the name of the shareholder. The form is available on the website of the Depozitarul Central (www.depozitarulcentral.ro), accompanied by:

- copy of valid identity card in which the personal identification number is legible - certified by the holder as "**true copy**";
- account statement or a document issued by the bank (signed and stamped) confirming the existence of the account in the name of the shareholder, specifying the IBAN code, **in the original**;
- a copy of the documents attesting the capacity of the signatory of the application as legal or contract-based representative, if applicable - certified by the holder "true copy";
- copy of proof of payment of IBAN code collection fee;

2.2 Shareholders who are legal entities, through their legal or contract-based representative, shall submit to Depozitarul Central the IBAN code collection form, with the bank and the account (IBAN code) opened in the name of the shareholder. The form is available on Depozitarul Central's website (www.depozitarulcentral.ro), accompanied by

- copy of the registration certificate - certified by the holder "**true copy**";
- copy of the document certifying the legal representative of the company (certificate issued by the Trade Register/equivalent entity – for foreign entities) – certified by the holder as "**true copy**";
- copy of the documents attesting the capacity of contract-based representative of the signatory of the application, if applicable - certified by the holder as "**true copy**";
- account statement or a document issued by the bank (signed and stamped) confirming the existence of the account in the name of the holder - legal entity, specifying the IBAN code, **in the original**;
- copy of proof of payment of IBAN code collection fee;

3. In the case of **INVESTMENT FUNDS** without legal personality, classified according to the Romanian capital market regulations, the following documents shall be submitted to the issuer:

- An affidavit signed by the legal representative/person authorized to represent the investment fund stating:
 - type of investment fund (open investment fund/closed investment fund)
 - the fact that the investment fund has no legal personality;
 - the fund identification data, i.e.: unique identification/registration code, as it appears in the Register of Shareholders of SN Nuclearelectrica SA kept by Depozitarul Central, the full name of

the investment fund, the authorization decision, the registration number in the ASF Register, the number and date of the ASF notification and its validity, as well as other documents and information it deems necessary;

- "true copy" of the identity card of the legal representative of the investment fund management company, valid for the period of validity – identity card/passport with CNP for Romanian citizens or passport with identification number for foreign citizens;
- "true copy" of the investment fund management company's certificate of incorporation/other equivalent document, not older than 3 months, mentioning the legal representative of the fund management company;
- "true copy" of the partnership agreement;
- "true copy" of the regulatory authority's decision certifying the authorisation of the investment fund management company;
- "true copy" of the certificate of registration of the investment fund with the ASF.

Documents submitted in a foreign language must be accompanied by a legalized translation into Romanian and if they are issued by a foreign authority they must be apostilled or super-legalized, as appropriate.