

Item 1.01 Entry into a Material Definitive Agreement

On June 18, 2026, Centrus Energy Corp. (the “Company”) entered into a Seventh Amendment to the Section 382 Rights Agreement (the “Seventh Amendment”), which amends the Section 382 Rights Agreement, dated as of April 6, 2016 (the “Rights Agreement”), by and among the Company and Computershare Trust Company, N.A. and Computershare Inc., as rights agent, as previously amended by (i) the First Amendment to the Rights Agreement dated as of February 14, 2017; (ii) the Second Amendment to the Rights Agreement dated as of April 3, 2019; (iii) the Third Amendment to the Rights Agreement dated as of April 13, 2020; (iv) the Fourth Amendment to the Rights Agreement dated as of June 16, 2021; (v) the Fifth Amendment to the Rights Agreement dated as of June 20, 2023; and (vi) the Sixth Amendment to the Rights Agreement dated as of May 28, 2024. The Seventh Amendment was approved by the Board of Directors of the Company (the “Board”) on March 10, 2026, and approved by the Company’s stockholders at the Company’s annual meeting of the stockholders held on June 18, 2026.

The Seventh Amendment (a) extends the Final Expiration Date (as defined in the Rights Agreement) from June 30, 2026 to June 30, 2029 and (b) increases the purchase price for each one one-thousandth (1/1000th) of a share of the Company’s Series A Participating Cumulative Preferred Stock, par value \$1.00 per share, from \$160.38 to \$1,143.95 in light of the increase in the trading price of the Company’s Class A common stock since the adoption of the Fifth Amendment.

The Seventh Amendment was not adopted as a result of, or in response to, any effort to acquire control of the Company. The Seventh Amendment has been adopted in order to preserve for the Company’s stockholders the long-term value of the Company’s net operating loss carry-forwards for United States federal income tax purposes and other tax benefits.

The foregoing description does not purport to be complete and is qualified in its entirety by reference to the full text of the Rights Agreement, which was filed with the Securities and Exchange Commission in a Current Report on Form 8-K on April 7, 2016, the First Amendment, which was filed with the Securities and Exchange Commission in a Current Report on Form 8-K on January 5, 2017, the Second Amendment, which was filed with the Securities and Exchange Commission in a Current Report on Form 8-K on April 4, 2019, the Third Amendment, which was filed with the Securities and Exchange Commission in a Current Report on Form 8-K on April 14, 2020, the Fourth Amendment, which was filed with the Securities and Exchange Commission in a Current Report on Form 8-K on June 16, 2021, the Fifth Amendment, which was filed with the Securities and Exchange Commission in a Current Report on Form 8-K on June 20, 2023, the Sixth Amendment, which was filed with the Securities and Exchange Commission in a Current Report on Form 8-K on May 28, 2024, and the Seventh Amendment, a copy of which is attached as Exhibit 4.1 hereto and incorporated herein by reference.

Item 3.03 Material Modification to Rights of Security Holders

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated into this Item 3.03 by reference.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On June 18, 2026, the Board appointed Yanhong Dai, age 53, to serve as the Company’s principal accounting officer, effective June 18, 2026. Todd M. Tinelli will remain the Company’s Senior Vice President, Chief Financial Officer and Treasurer, and principal financial officer.

Ms. Dai has served as Chief Accounting Officer at the Company since February 2026. In that role, Ms. Dai has been primarily responsible for technical accounting, financial reporting and compliance, and other accounting functions, with Mr. Tinelli then serving as the principal accounting officer of the Company. From October 2025 until February 2026, Ms. Dai served as Senior Director of Finance at the Company. Prior to joining the Company, Ms. Dai was Managing Director, Corporate Controller at Hartree Partners LP from December 2022 to October 2025, and Senior Manager, SEC Reporting and Technical Accounting at PC Connection, Inc. from December 2020 to December 2022. Earlier in her career, Ms. Dai served in various accounting roles at Sprague Energy. Ms. Dai earned a B.S. in Physics from Hubei Normal University, an M.S. in Physics from Eastern Michigan University, and an M.S. in Accounting from the University of New Hampshire, and is a certified public accountant.

Ms. Dai's annual base salary is \$250,000 and she is eligible to receive an annual cash incentive award target equal to 40% of her base salary. Ms. Dai is also eligible to participate in the Company's benefit plans that are generally available to employees of the Company.

There is no arrangement or understanding with any person pursuant to which Ms. Dai is being appointed as principal accounting officer. There are no family relationships between Ms. Dai and any director or executive officer of the Company, and she is not a party to any transaction requiring disclosure under Item 404(a) of Regulation S-K.

Item 5.07 Submission of Matters to a Vote of Security Holders

On June 18, 2026, the Company held its 2026 annual meeting of stockholders (the "Annual Meeting"). As of April 20, 2026, the record date for the Annual Meeting, there were 18,952,387 shares of the Company's Class A common stock outstanding, each entitled to one vote. The number of shares of the Company's Class A common stock present at the annual meeting was 12,756,006, or approximately 67%.

At the Annual Meeting, the Company's stockholders voted on five proposals and cast their votes as described below. The proposals are described in detail in the Company's 2026 Proxy Statement.

Proposal 1

The Company's stockholders elected six directors (listed below) to hold office until the next annual meeting of stockholders and until his or her successor is elected and has qualified. There were no abstentions. The number of votes cast for or withheld and the broker non-votes were as follows:

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>
Kirkland H. Donald	8,468,308	209,498
Tina W. Jonas	6,598,641	2,079,165
William J. Madia	8,418,010	259,796
Ray A. Rothrock	8,534,596	143,210
Amir V. Vexler	8,542,789	135,017
Mikel H. Williams	8,033,351	644,455

Broker Non-Votes: 4,078,200

Proposal 2

The Company's stockholders cast their votes with respect to the approval on an advisory basis of the Company's executive compensation (i.e., "say-on-pay") as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
8,144,054	380,092	153,660	4,078,200

Proposal 3

The Company's stockholders cast their votes as follows with respect to the approval of an amendment to the Company's Amended and Restated Certificate of Incorporation to permit the exculpation of officers to be included in the Second Amended and Restated Certificate of Incorporation:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
6,724,942	1,801,154	151,710	4,078,200

Proposal 4

The Company's stockholders cast their votes with respect to the approval of the Section 382 Rights Agreement, as amended by the Seventh Amendment, as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
7,664,845	853,077	159,884	4,078,200

Proposal 5

The Company's stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent auditors for 2026 as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
12,548,012	55,847	152,147	0

Item 9.01 Financial Statements and Exhibits

On June 18, 2026, the Company issued a press release with respect to the Seventh Amendment to the Section 382 Rights Agreement. The press release, furnished as Exhibit 99.1 hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Seventh Amendment to the Section 382 Rights Agreement, dated as of June 18, 2026, by and among Centrus Energy Corp., Computershare Trust Company, N.A., and Computershare Inc.
99.1	Press Release dated June 18, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL Document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Centrus Energy Corp.

Date: June 18, 2026

By:

/s/ Todd M. Tinelli

Todd M. Tinelli

Senior Vice President, Chief Financial Officer, and Treasurer

**SEVENTH AMENDMENT TO THE
SECTION 382 RIGHTS AGREEMENT**
by and among
**CENTRUS ENERGY CORP.,
COMPUTERSHARE TRUST COMPANY, N.A.**
and
COMPUTERSHARE INC.

THIS SEVENTH AMENDMENT TO THE SECTION 382 RIGHTS AGREEMENT (this “Seventh Amendment”) is made and entered into as of June 18, 2026, by and among Centrus Energy Corp., a Delaware corporation (the “Company”), Computershare Trust Company, N.A. and Computershare Inc. (together, the “Rights Agent”).

WHEREAS, the Company and the Rights Agent entered into a Section 382 Rights Agreement dated as of April 6, 2016, which was subsequently amended pursuant to (i) a First Amendment to the Section 382 Rights Agreement dated as of February 14, 2017, (ii) a Second Amendment to the Section 382 Rights Agreement dated as of April 3, 2019, (iii) a Third Amendment to the Section 382 Rights Agreement dated as of April 13, 2020, (iv) a Fourth Amendment to the Section 382 Rights Agreement dated as of June 16, 2021, (v) a Fifth Amendment to the Section 382 Rights Agreement dated as of June 20, 2023, and (vi) a Sixth Amendment to the Section 382 Rights Agreement dated as of May 28, 2024 (as amended, the “Agreement”);

WHEREAS, Section 26 of the Agreement provides, among other things, that, prior to the Distribution Date (as defined in the Agreement) the Company and the Rights Agent may from time to time supplement or amend the Agreement in any respect without the approval of any holders of Rights (as defined in the Agreement);

WHEREAS, no Distribution Date has occurred on or prior to the date hereof;

WHEREAS, the Board of Directors of the Company (the “Board”) has determined it is in the best interests of the Company and its stockholders to amend the Agreement as set forth herein; and

WHEREAS, the Board has authorized and approved this Seventh Amendment.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Company hereby agrees to amend the Agreement as follows and directs the Rights Agent to execute this Seventh Amendment:

1. **Definition of Final Expiration Date.** The definition of Final Expiration Date set forth in Section 1 of the Agreement is hereby deleted and replaced with the following:

““Final Expiration Date” shall mean the Close of Business on June 30, 2029.”

2. **Definition of Purchase Price.** The definition of Purchase Price set forth in Section 1 of the Agreement is hereby deleted and replaced with the following:

““Purchase Price” with respect to each Right shall mean \$1,143.95, as such amount may from time to time be adjusted as provided in this Rights Agreement, and shall be payable in lawful money of the United States of America. All references herein to the Purchase Price shall mean the Purchase Price as in effect at the time in question.”

3. **Form of Right Certificate.** The first paragraph of the Form of Right Certificate set forth in Exhibit B to the Agreement is hereby deleted and replaced with the following:

“This certifies that _____, or registered assigns, is the registered owner of the number of Rights set forth above, each of which entitles the owner thereof, subject to the terms, provisions and conditions of that certain Section 382 Rights Agreement dated as of April 6, 2016, as it may be amended from time to time (the “Rights Agreement”), by and among CENTRUS ENERGY CORP., a Delaware corporation (the “Company”), COMPUTERSHARE INC. (“Computershare”) and COMPUTERSHARE TRUST COMPANY, N.A. (together with Computershare, the “Rights Agent”), unless the Rights evidenced hereby shall have been previously redeemed or exchanged by the Company, to purchase from the Company at any time after the Distribution Date (as defined in the Rights Agreement) and at or prior to the earliest of (i) the Final Expiration Date (as defined in the Rights Agreement), (ii) the Redemption Date (as defined in the Rights Agreement), (iii) the Close of Business (as defined in the Rights Agreement) on the effective date of the repeal of Section 382 or any successor statute if the Board of Directors of the Company determines that the Rights Agreement is no longer necessary or desirable for the preservation of NOLs (as defined in the Rights Agreement) or other Tax Benefits (as defined in the Rights Agreement), or (iv) the Close of Business on the first day of a taxable year of the Company to which the Board of Directors of the Company determines that no NOLs or other Tax Benefits may be carried forward (the “Expiration Date”), at the office or offices of the Rights Agent designated for such purpose, or its successor(s) as Rights Agent, one one-thousandth (1/1,000th) of a fully paid, nonassessable share of Series A Participating Cumulative Preferred Stock, par value \$1.00 per share, of the Company (the “Preferred Shares”), at a purchase price per one one-thousandth (1/1,000th) of a share equal to \$1,143.95 (the “Purchase Price”) payable in cash, upon presentation and surrender of this Right Certificate with the Form of Election to Purchase duly executed and properly completed.”

4. **Summary of Rights.** The Summary of Rights set forth in Exhibit C to the Agreement is hereby amended as follows:

(a) The reference to “\$160.38” in the first paragraph of Exhibit C to the Agreement is hereby deleted and replaced with “\$1,143.95”.

(b) The sixth paragraph of the Summary of Rights set forth in Exhibit C to the Agreement is hereby deleted and replaced with the following:

“The Rights are not exercisable until the Distribution Date and will expire upon the earliest of (i) the close of business on June 30, 2029, (ii) the Redemption Date, (iii) the close of business on the effective date of the repeal of Section 382 or any successor statute if the Board determines that the Rights Agreement is no longer necessary or desirable for the preservation of NOLs or other Tax Benefits, or (iv) the close of business on the first day of a taxable year of the Company to which the Board determines that no NOLs or other Tax Benefits may be carried forward (the earliest of the events described in clauses (i), (iii) or (iv) being herein referred to as the “Expiration Date”).”

5. **Certification of Compliance.** The undersigned representative of the Company hereby certifies that he is the duly elected and qualified Senior Vice President, Chief Financial Officer and Treasurer of the Company and that this Seventh Amendment to the Agreement is in compliance with the terms of Section 26 of the Agreement.


6. **Miscellaneous.** This Seventh Amendment is effective as of the date first set forth above. Capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Agreement. This Seventh Amendment may be executed in any number of counterparts; each such counterpart shall for all purposes be deemed to be an original; and all such counterparts shall together

constitute but one and the same instrument. A signature to this Seventh Amendment executed and/or transmitted electronically shall have the same authority, effect and enforceability as an original signature. Except as modified hereby, the Agreement is reaffirmed in all respects, and all references therein to “this Rights Agreement” shall mean the Agreement, as modified hereby.

* * * * *

IN WITNESS WHEREOF, the parties hereto have caused this Seventh Amendment to be duly executed as of the date first written above.

CENTRUS ENERGY CORP.

By: 
Name: Todd Tinelli
Title: Senior Vice President, Chief Financial Officer and
Treasurer

COMPUTERSHARE TRUST COMPANY, N.A.

By: 
Name: Patrick Hayes
Title: Manager, Client Management

COMPUTERSHARE INC.

By: 
Name: Patrick Hayes
Title: Manager, Client Management



Centrus Energy Corp. Announces Extension of Section 382 Rights Agreement

June 18, 2026

BETHESDA, Md., June 18, 2026 /PRNewswire/ -- Centrus Energy Corp. (NYSE American: LEU) (the "Company") announced today that after obtaining the approval of stockholders at its 2026 annual meeting, held on June 18, 2026, it had entered into the seventh amendment to the Company's Section 382 Rights Agreement (the "Rights Plan") designed to preserve the Company's substantial tax assets associated with net operating loss carryforwards ("NOLs") under Section 382 of the Internal Revenue Code ("Section 382"). The seventh amendment extends the Rights Plan through June 30, 2029. The Rights Plan is similar to plans adopted by other public companies with significant NOLs.

Pursuant to U.S. federal income tax rules, the Company's use of certain tax assets could be substantially limited if the Company experiences an "ownership change" (as defined in Section 382). In general, an ownership change occurs if the ownership of the Company's stock by "5 percent stockholders" increases by more than 50 percent over the lowest percentage owned by such stockholders at any time during the prior three years on a rolling basis.

For additional details regarding the amendment to the Rights Plan, please see the Company's forthcoming Current Report on Form 8-K and amendment to Registration Statement on Form 8-A to be filed with the Securities and Exchange Commission.

About Centrus Energy Corp.

Centrus Energy is a trusted American supplier of nuclear fuel and services for the nuclear power industry, helping meet the growing need for clean, affordable, carbon-free energy. Since 1998, the Company has provided its utility customers with more than 1,850 reactor years of fuel, which is equivalent to more than 7 billion tons of coal.

With world-class technical and engineering capabilities, Centrus is pioneering production of High-Assay, Low-Enriched Uranium and is leading the effort to restore America's uranium enrichment capabilities at scale so that we can meet our clean energy, energy security, and national security needs. Find out more at www.centrusenergy.com or follow us on [LinkedIn](#) and [X](#).

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