

**Answers to frequently asked questions regarding SN Nuclearelectrica S.A.
dividend payment for the 2013 financial year**

1. From what date on does SN Nuclearelectrica S.A pay dividends to its shareholders?

Starting with the date of 27 June 2014, SNN will pay the dividends for the financial year 2013 through BRD Groupe Société Générale (“ BRD”), the selected agent for the payment of the dividends.

2. When should the shares be owned so that a shareholder be entitled to the dividends for the year 2013?

The dividends shall be paid only to the SNN’s shareholders recorded in the Shareholders Register held by Depozitarul Central S.A. on the date of 16 May 2014, approved as the registration date by the General Meeting of Shareholders (“GMS”) of 29 April 2014.

3. What is the value of the dividend?

The value of the gross dividend is of 1.21 lei per share, while any withholding tax shall be deducted prior to payment at the legal rate.

4. How can dividends be paid?

The net dividend for the financial year 2013 shall be requested at any agency of the BRD Groupe Société Générale. For the payment in cash, the shareholder shall submit a valid identity document – identity bulletin/card with CNP for the Romanian citizens or valid passport with identification number for the foreign persons. For the bank transfer payments, the shareholder shall fill out and submit a payment request form, together with all the supporting documents indicated therein (the forms can be downloaded from the section related to the following link: <http://nuclearelectrica.ro/situatii-financiare-b7950/dividende-2013-a49ed/plata-dividendelor-2013-f173d/>). The payment of the dividends for the financial year 2013 starts on 27 June 2014.

5. What documents are needed in order to transfer the dividends into an account?

In this case the "Payment request by bank transfer form of the net dividends distributed by SNN S.A. for individuals" or the "Payment request by bank transfer form of the net dividends distributed by SNN S.A. for legal persons/other entities" must be filled in, accompanied by the applicable supporting documents, indicated in these forms (the forms can be downloaded from the section related to the following link: <http://www.nuclearelectrica.ro/situatii-financiare-b7950/dividende-2013-a49ed/plata-dividendelor-2013-F173D/>).

6. Is it possible to receive the dividends into a bank account opened to a bank other than BRD?

Yes, it is possible. In order to receive dividends in a bank account opened with another bank, apart from the payment forms duly filled in and accompanied by the supporting documents referred to in the payment forms, the requester must produce a statement of

account, certified by the bank where the transfer of the dividends' value is requested or any other justifying document, issued by such bank, clearly identifying the account holder.

The holder of the bank account to which the transfer of net dividends is requested can be only the shareholder or, as the case may be, his/her heir or legal representative (legal representative of the shareholder who is a natural person or custodian bank/SSIF in the case of shareholders who are legal entities).

7. Can dividends be paid to a bank account opened with a bank outside Romania?

Yes, it is possible, but the shareholder must hold an account in lei, because the dividend payment is made only in RON. In order to receive the dividends, the shareholder must submit the filled in payment forms together with the supporting documents indicated in these forms.

8. Where are the payment request forms available?

The payment request forms are available on the site: <http://www.nuclearelectrica.ro/>, Investor Relation section and may also be requested from any BRD agency in the country.

The list of BRD agencies is available on the site: <https://www.brd.ro/instrumente-utile/agentii-si-atm-uri/>.

9. How much time do I have to request the payment of the dividends for 2013?

The payment of the net dividend for the year 2013 is subject to the general provisions of prescription, being prescriptible within 3 (three) years after the date the payment begins, namely 27 June 2017.

10. How are net dividends computed?

The total value of net dividends due to any SNN's shareholder is given by the number of shares held by such shareholder on the registration date (16 May 2014), multiplied by the value per share of the gross dividend, approved by SNN' GMS (1.21 lei/share) of 29 April 2014, out of which any withholding taxes are deducted, according to the relevant applicable tax rates stipulated by the law in force.

11. When is the tax calculated?

As per the provisions of the Romanian Tax Code in force, on the payment date, the withholding tax shall be deducted prior to payment and shall be computed at a standard legal rate of 16%. In case that the non-resident shareholders proves that they can benefit from a different tax rate, the tax shall be deducted at a rate stipulated by treaties

concluded between Romania and the residing countries of the non-resident shareholders; for the shareholders residing in Romania, the legal standard tax rate of 16% shall be applicable, the exceptions being stipulated by the Tax Code Law (the entities exempted from withholding tax per dividend, such as pension funds, the state, the shareholders holding more than 10% of the securities for at least one year).

12. Will SNN withhold tax per dividend prior to dividend payment?

Yes, the withholding tax per dividend shall be deducted prior to payment, at the legal tax rate.

13. Who supports the dividend payment related fees?

The bank fees charged by BRD for the net dividend payment in RON are paid by SNN. BRD shall not charge the shareholders for any bank fee to pay the dividends in RON for both cash payments and payments by bank transfer into accounts opened both in Romania and abroad.

14. Can I receive shares instead of money for my dividends?

No, dividends are received only in the form of money. If you want to purchase new shares, you can reinvest the amount received as dividend in new SNN shares by buying them directly from the market.

15. In case of a non-resident investor, should the dividends be declared in the statement of income in the country of tax residence?

It is possible that the non-resident investors should be required to declare dividends in the statements of income in their country of residence. Therefore, it is recommended that they seek specialized professional support related to tax obligations in their country of residence.

16. What is the procedure in case of the non-resident shareholders ?

The non-resident shareholders wanting the application of the more favorable provisions of the treaty avoiding double taxation, treaty concluded between Romania and their country of residence, must submit, till the payment date, but no later than 15 December 2014, the valid, original certificate of tax residence for the year when the dividend payment is made, as well as the contact details for any necessary clarification on the tax residence certificates. If the certificate of tax residence along with the request for payment of net dividends by bank transfer until 15 December 2014 is not submitted, SNN will withhold the tax on the gross dividend at the rate provided by the Romanian Tax Code in force, without any possibility to go back to this issue and recover the withhold amount. BRD reserves the right to require the shareholder/heir /proxy, some additional documents after analyzing the requests for the dividend payment.

17. What is the General Meeting of Shareholders (GMS)?

The General Meeting of Shareholders (GMS) is the company's main body of corporate governance, that decides on the company's activity, economic and business policy. The General Meetings of Shareholders may be Ordinary and Extraordinary. GMS is convened by the Board of Directors whenever necessary, in accordance with the legal provisions

and with the Articles of Incorporation or at the request of shareholders representing, individually or collectively, at least 5% of the share capital, and provided that the request contains provisions which fall under the assembly's obligations and responsibilities. Only the shareholders registered in the company's Register of the Shareholders on the reference date are entitled to participate and vote in the General Meeting of Shareholders.

18. What is the reference date?

The reference date is the calendar date set by SNN's management based on the applicable regulations and provided in the GMS's convening notice for identifying the shareholders who will attend and vote within the GMS. Only the shareholders registered in the Register of the Shareholders on the reference date are entitled to attend and vote within such General Meetings of Shareholders. The reference date is subsequent to the date of the convening notice publication.

The reference date for the GMS convened on April 29, 2014 was April 17, 2014.

19. What is the registration date?

The registration date is the calendar date set by GMS and it serves to identify the shareholders who are going to benefit from dividends or other rights and who are affected by the GMS's resolutions. The registration date is subsequent to the date of the General Meeting of Shareholders by at least 10 working days.

The registration date set by SNN' GMS dated 29 April 2014, which approved the dividend distribution for 2013, is May 16, 2014.

20. What documents are required for a name change?

In case the shareholder's name changes (marriage, divorce, administrative change) the document attesting the name change in original and copy (the copy will be retained by the bank) must be attached.

21. Can dividends be received on behalf of another person?

No, unless you are an heir or a proxy and have a notary special power of attorney in original /legalized copy of a general power of attorney for this purpose, and can provide the supporting documentation indicated in the payment form.

The holder of the bank account to which the bank transfer of net dividends is requested can only be the shareholder or, where appropriate, her/his heir or representative.

22. When can the payment forms be transmitted?

As of June 27, 2014 you may come before BRD desks to request payment in cash or by bank transfer. The requests for payment into a bank account can also be transmitted before such date, by mail, to Directia Titluri - BRD METAV- Corp A2, Str. Bihar nr. 67-77, sector 1, Bucharest, Romania, in which case all documents provided in the payment forms must be submitted in legalized copy except the ascertaining certificate from the Trade Register Office (original or copy). In all cases, the payment of dividends for the year 2013 is made by BRD starting with 27 June 2014.

23. How long after submitting the payment request is the payment of net dividends made?

BRD shall make the net dividend payment within maximum two banking days (or ten banking days in case of non-resident shareholders who submit certificates of tax residence) from the date BRD receives the payment request accompanied by the complete and accurate supporting documents. The crediting date of the shareholders' bank accounts depends on the inter-banking circuit and on the correspondent banks chain.

24. What should I do if I do not get the money within the time specified in the payment forms?

In this case you should directly contact BRD, which will investigate the situation without charging any cost or fee. Further information may be requested from BRD at the following e-mail address: titluri@brd.ro or at the following phone numbers: 021.200.83.87 or 021.200.83.72.

25. What should I do if the amount received does not correspond to the number of shares I own?

If you received an amount different from the expected one based on the number of shares you hold, then you should contact the Central Depository to request a statement of account on the registration date of May 16, 2014. This statement of account will confirm the number of shares owned, so that you can calculate the amount corresponding to the net dividend you are entitled to. If the amount still does not match, you can contact BRD at the e-mail address: titluri@brd.ro or at the following phone numbers: 021.200.83.87 or 021.200.83.72 or at SNN's e-mail address: investor.relations@nuclearelectrica.ro or phone number : 021.203.82.07.