

**Endorsed,
Board of Directors
President
Alexandru Sandulescu**

NOTE

on the designation by the Trade Register Office of the Bucharest Court of a licensed appraiser to assess the land in 33 G-ral Gh. Magheru Blvd, Bucharest,

with a view to increasing the share capital of Societatea Nationala Nuclearelectrica S.A.

Societatea Nationala Nuclearelectrica S. A. ("SNN" or the "Company"), based on the Government Decision (GD) No. 834/1991 regarding the identification and evaluation of the land owned by state-owned companies and based on the Criteria No. 2665/1C/311/1992 issued by the Ministry of Finance, has prepared the necessary documents for obtaining the ownership certificate for the land held in 33 G-ral Gheorghe Magheru Blvd, Bucharest.

On 27/02/2014, SNN obtained the certificate of ownership (M03 Series no.12900) on the land, undivided share (239.05 sq m.) located in Bucharest, sector 1, no.33 G-ral. Gh. Magheru Blvd.

In accordance with the provisions under Article 6 paragraph (3) of the Government Decision (GD) no. 834/1991 regarding the identification and evaluation of the land held by state-owned companies, as subsequently amended "*The value of the land assessed according to paragraph (1), updated with the inflation rate till the evaluation date shall be included, in compliance with the law, in the assets of the trading companies and their share capital increases in accordance with art. 113, letter f) and art. 210 of Law no. 31/1990, republished, as subsequently amended*".

As a result, the company proceeded to evaluate this land in order to register it in the accounting records and take it over in the corporate assets, and the value established by an ANEVAR authorized appraiser is of 1,925,505 lei.

In order to increase the share capital of Societatea Nationala Nuclearelectrica, Article 6 of the HG No. 834/1991 provides that "lands identified in compliance with art. 1 are evaluated in accordance with the market value, based on the evaluation reports prepared according to the standards in force by certified, licensed appraisers ...".

In accordance with Art. 32 ^ 2 paragraph 1 of the Government Emergency Ordinance (GOE) no. 88/1997 regarding the privatization of the trading companies, "*the share capital of the trading companies, which have been issued the certificate of land ownership, legally increases by the value of the land mentioned in the certificate*". At the same time, according to Art. 143 of the GD no. 577/2002 regarding the approval of the Methodological standards for the application of GEO no. 88/1997, the amount by which the share capital increases is the amount mentioned in the annexes to the certificate of land ownership updated by the re-evaluation coefficient stipulated by the legislation in force. The article 6 paragraph 3 of GD no. 834/1991 regarding the identification and evaluation of the land owned by state-owned companies, stipulates that the initially assessed value of the land at the time of documentation submission, shall be updated by the inflation rate till the evaluation date, and is included in the trade company's assets, and the share capital of the Company shall increase in compliance with Art. 113 letter f) and art. 210 of Law no. 31/1990.

Considering that SNN is a company listed on Bucharest Stock Exchange, a share capital increase operation is subject to the provisions of the capital market legislation. So, according to Art. 240 paragraph 3 of Law no. 297/2004 regarding the capital market, in the case of a share capital increase by contribution in kind, the evaluation of the in kind contribution by independent experts, in accordance with art. 210 of Law no. 31/1990, is mandatory.

Article 215 of Law no. 31/1990 provides that, if the share capital increases by contribution in kind, the General Meeting of Shareholders that made this decision shall propose the delegate judge the appointment of one or more experts to evaluate these contributions. The same article states that after submitting the expert report, the Extraordinary General Meeting of Shareholders convened once again, considering the conclusions reached by the experts, can decide upon the share capital increase.

The interpretation of the legal provisions mentioned above shows that, in case of state-owned companies, where the share capital increases by contribution in kind representing land for which certificates of ownership were obtained, their value must be updated starting from the value initially set at the documents submitting time, a value which is stated in the annex to the certificate. At the same time, taking into account that SNN is a company listed on BSE, the Capital Market Law expressly states that if the share capital increases by contribution in kind, the value of this contribution shall be determined, according to Law no. 31/1990, by an authorized appraiser designated by the Trade Register Office.

Having in mind those mentioned above, based on art. 13 paragraph 2 letter e) of the SNN's Articles of Incorporation in conjunction with Art. 113 letter f) of Law no. 31/1990, we request the General Meeting of Shareholders to approve the designation by the Trade Register Office of the Bucharest Court of a licensed appraiser to assess the land undivided share of 239.05 sq m. on 33 G-ral Gh. Magheru Blvd, Bucharest for which the certificate of ownership no. 12900, Series

M03 has been issued, in order to increase the share capital of Societatea Nationala Nuclearelectrica.

Daniela Lulache
Chief Executive Officer

Mihai Darie
Chief Financial Officer