NOTICE OF OFFERING

RELATED TO THE INCREASE OF THE SHARE CAPITAL OF

SOCIETATEA NATIONALA NUCLEARELECTRICA S. A.

General information about the issuing entity:

SOCIETATEA NATIONALA NUCLEARELECTRICA S. A., having its registered office in 65 Polona Street, Bucharest, District 1, zip code 010494, registered with the Trade Register Office of the Bucharest Law Court under No. J40/7403/27.07.1998, sole registration code 10874881 ("**Company**"), telephone number: 021 203 82 00, fax: 021 316 94 00, contact person: Mrs. Daniela Lulache – Chief Executive Officer.

Underwriter:

SSIF SWISS CAPITAL S. A., having its registered office in 20 Blvd Dacia, Romana Offices Building, Bucharest, District 1, registered with the Trade Register Office under No. J40/4107/1996, fiscal code 8450590, telephone number: 021/408 42 00, fax: 021/408 42 27, IBAN account no. RO70BRDE450SV23990644500 open at BRD - SMCC, represented by Olimpiu BLAJUT, in his capacity of Deputy Director General.

Total value of the issue of shares:

239.172.630 RON lei, representing 23.917.263 nominative, dematerialized shares with a nominal value of 10 RON / share, issued in accordance with the Extraordinary General Meeting of Shareholders resolution no. 8 dated 06.10.2014, published in the Official Gazette of Romania, Part IV, No. 6703 / 31.10.2014.

Reasons for the share capital increase:

The share capital increase is achieved through an issue of shares in exchange for some existing cash contributions amounting to 194.367.700 lei made by the majority shareholder, the Romanian state through the Ministry of Economy - Energy Department and, for some new cash contributions amounting to maximum 44.795.930 lei, respectively, allowing on one hand the exercise of the pre-emption right of minority shareholders, and, on the other hand, the implementation of the management strategy and of the investment plans approved by the Company.

Shareholders entitled to subscribe:

The shareholders recorded in the Shareholders Register on the Recording Date 22.10.2014 have the right to subscribe and pay for shares of this issue proportional to their participation quota in the Company's capital, quota they hold on the Recording Date. The subscription period is of 31 calendar days starting with the date set out in the Prospectus related to the offering and to the Notice of Offering. For avoiding any ambiguity, no fractional subscription of shares is allowed. The subscriptions shall be validated by rounding to the lower whole number.

Subscription period:

The subscription period will start on 05.01.2015, the third working day after the notice publication and continues for a period of thirty-one (31) calendar days till 04.02.2015, including, so that the shareholders, recorded on the Recording Date in the Issuer's Shareholders Register kept at the Central Depository, exercise their pre-emption right, preferably, at the Underwriter's headquarters (Bucharest, 20 Dacia Blvd, Romana Office Building, 4th floor, Sector 1) between 09:00 – 16:00 hours, every working day, except the last day of the Offering 04.02.2015, that will expire at 12:00 o'clock.

Subscription modality:

The subscription form along with the documents mentioned in the Prospectus shall be submitted personally or sent by mail or courier to the Underwriter's headquarters of Bucharest, 20 Dacia Blvd, Romana Office Building, 4th floor, Sector 1, postal code 010412, in a sealed envelope mentioning "*for the increase of the share capital of S. N. NUCLEARELECTRICA S. A.* ".

If the shareholders choose to send the documents by post or courier, they should have in mind that the documents must reach the Underwriter's headquarters no later than the last day of the subscription period, hours 12:00 respectively.

Collecting account for subscriptions:

The collecting account for subscriptions is **RO85BRDE450SV00729744500** opened by the Issuer with **BRD Groupe Société Générale**. The banking fees, commissions and charges related to the money transfer to the account mentioned above shall be borne by the shareholders / investors.

Revocation of the subscriptions:

The subscriptions made within the Offering cannot be cancelled by the shareholder / person performing the subscription. However, the subscriptions can be cancelled within three (3) working days after the publication of an amendment to this Offering Prospectus, by filling in and signing the cancellation form at the Underwriter's headquarters. The amounts shall be reimbursed to those persons who cancel the subscription within 5 working days after the closing date of the subscription period within which the revocation was made.

Documents availability:

After the approval of the Prospectus, hard copies of the following documents are available and may be consulted, at the Issuer's headquarters and at the Underwriter's headquarters, respectively, or on their websites www.swisscapital.ro and www.nuclearelectrica.ro, respectively: the Prospectus, the Issuer's Articles of Incorporation, the Issuer's historical annual financial data and information for the period covered by the Prospectus, and the auditors' reports thereon, the subscription form and the subscription revocation form.

The Prospectus has been approved by

The Financial Supervisory Authority

The Financial Instruments and Investments Sector

by

Decision No. 2246 dated 23/12/22014

READ THE PROSPECTUS BEFORE SUBSCRIBING!

The approval stamp affixed on the Primary Public Offering Prospectus or, as the case may be, on the offer document, is neither a warranty nor another form of assessment by the F.S.A. as to the opportunity, benefits or disadvantages, profit or risks that might ensue from the transactions to be made by accepting this public offering that is subject to the approval decision. The approval decision is only meant to certify the compliance of the Prospectus / offering document with the requirements of the laws and the related application regulations.