

**SPECIAL POWER-OF-ATTORNEY<sup>i</sup>**  
**for representation in the**  
**Extraordinary General Meeting of Shareholders of SOCIETATEA DE**  
**CONSTRUCTII NAPOCA SA as of**  
**18/19.08.2016**

I, the undersigned<sup>ii</sup> \_\_\_\_\_ [name and surname of the shareholder – natural person], identified with \_\_\_\_\_ [identity card], series \_\_\_\_\_, number \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, valid until \_\_\_\_\_, having the domicile in \_\_\_\_\_, personal identification number \_\_\_\_\_, or

I, the undersigned<sup>iii</sup> \_\_\_\_\_ [name of the shareholder – legal person], having the registered office located at \_\_\_\_\_, registered with the Trade Registry/ \_\_\_\_\_ [equivalent body - for non-resident legal person] under no. \_\_\_\_\_ sole registration code/ \_\_\_\_\_ [equivalent identification no. - for non-resident legal person] \_\_\_\_\_, legally represented<sup>iv</sup> by \_\_\_\_\_,

shareholder at the **Reference Date of 08.08.2016** of **SOCIETATEA DE CONSTRUCTII NAPOCA SA.**, incorporated and functioning under the laws of Romania registered with the Cluj Trade Registry Office under no. J12/15/1991, sole registration code I99117, having the headquarters at Cluj Napoca, Piata 1 Mai, no. 1-2, Cluj County, Romania, having the subscribed and paid share capital of RON 6.231.454 divided in 6.231.454 common, nominative shares, having a face value of RON 1 each holding a number of \_\_\_\_\_ shares, representing \_\_\_\_\_ % of the total number of shares issued by the Company,

I hereby empower<sup>v</sup>

\_\_\_\_\_ [name of the proxy holder - natural person] having the domicile in \_\_\_\_\_, identified with \_\_\_\_\_ [identity card], series \_\_\_\_\_, number \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, valid until \_\_\_\_\_, personal identification number \_\_\_\_\_,

or

\_\_\_\_\_ [name of the proxy holder - legal person], having the registered office located at \_\_\_\_\_, registered with the Trade Registry/ \_\_\_\_\_ [equivalent body - for non-resident legal person] under no. \_\_\_\_\_ sole registration code/ \_\_\_\_\_ [equivalent identification no. - for non-resident legal person] \_\_\_\_\_, represented by<sup>vi</sup> \_\_\_\_\_ having the domicile in \_\_\_\_\_, identified with \_\_\_\_\_ [identity card], series \_\_\_\_\_, number \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, valid until \_\_\_\_\_, personal identification number \_\_\_\_\_,

to represent me in the **Extraordinary General Meeting of Shareholders (“EGMS”) of Societatea de Constructii Napoca SA, convened for 18.08.2016, starting at 09:00 AM**, at company headquarters located in Piata 1 Mai, no. 1-2, Cluj Napoca, Romania or, should the EGMS of not be held at the first convening date, for the second convening of the EGMS set for 19.08.2016, starting at 09:00 AM, at company headquarters

to exercise the voting rights associated to the shares held by the undersigned as follows:

1. To approve the conclusion of a finance lease contract (of lease-back type) contracted with BT Leasing Transilvania IFN SA, amounting to a maximum of lei 10,000,000, for a maximum period of 7 years with a grace period of maximum 6 months, on the acquisition of possession and enjoyment of the real estate consisting of: a plot of land of 10,436 square meters and construction of an area of 10,373 sqm., storehouse with a built surface area of 7 square meters, representing a brick building, covered by a terrace, made up of one room, registered in Land Register no. 300637, cadastral survey no. C1 6840/1/4 - C2 and appurtenances with a built surface area of 2654 square meters, representing storage facilities with over-head travelling crane (1), warehouses (2), weighing scale (6), storage facilities (9.11), mechanical workshop (15) registered in Land Register no. 300637, cadastral survey no. C1 6840/1/4 - C3, located in Cluj Napoca, at no.1-2, 1 Mai Square, Cluj County

For	Against	Abstention

2. To authorize Mr. Canta Danut-Dorel, the General Manager of the Societatea de Constructii Napoca S.A, to sign all necessary documents for approval, signing a finance lease contract and any documents necessary to complete the transaction, including authentic papers.

For	Against	Abstention

3. To approve the date of **September 9<sup>th</sup> 2016** as “**the registration date**”, according to art. 238 of Law 297 on the capital market and art. 2 of Regulation no. 6/2009 of the CNVM, as amended.

For	Against	Abstention

4. To approve the date of **September 8<sup>rd</sup> 2016** as “**ex-date**”, according to art. 2 (e) of the Regulation no. 6/2009 of the CNVM [*National Securities Commission of Romania*], as amended.

For	Against	Abstention

5. To authorize a person to complete the legal formalities for the registration of the decision taken.

For	Against	Abstention

**I hereby attach a copy of my valid identification document (i.e. identity card/passport for natural persons and for legal persons, identity card/passport of the legal representative).**

Date \_\_\_\_\_

vi

\_\_\_\_\_  
[signature]

---

[Surname and name of the natural-person shareholder or of the representative of the legal-person shareholder, in capital letters]

<sup>i</sup> a shareholder may be represented in the E G M S only by one proxy holder, holding a special power of attorney granted specifically for the E G M S

<sup>ii</sup> to be filled in only by shareholders - natural persons

<sup>iii</sup> to be filled in only by shareholders - legal persons

<sup>iv</sup> to be entered the legal representative of the legal person mentioned in the documents attesting the legal representative capacity

<sup>v</sup> to be entered the name of the appointed representative (i.e. proxy holder)

<sup>vi</sup> to be entered the details of the proxy holder to represent the legal person who may be a different person than the legal representative

<sup>vii</sup> in case of natural persons, to be signed; in case of legal persons, to be signed by the legal representative(s) and stamped (if a stamp exist)

<sup>viii</sup> in case of legal persons, the position of the legal representative shall be mentioned