

SPECIAL POWER-OF-ATTORNEYⁱ
for representation in the
Extraordinary General Meeting of Shareholders of SOCIETATEA DE
CONSTRUCTII NAPOCA SA as of
01/02.02.2017

I, the undersignedⁱⁱ _____ [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 undersignedⁱⁱⁱ _____ [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^{iv} by _____,

shareholder at the **Reference Date of 20.01.2017** 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 199117, 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^v

_____ [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^{vi} _____ 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 01.02.2017, 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 02.02.2017, 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 acquisition by the Societatea de Constructii Napoca SA, the status of associate member with full rights in Potaissa Turda Cluj Handball Association, based in Turda, Avram Iancu Street, No. 8B, jud. Cluj, tax identification code RO 3211366, with a percentage of participation in the Association of 20%, based on a monthly fee paid in the amount of 63,000 lei.

In a joint venture structure associates and their participation rates will be:

- a. **TURDA**, The City Council of Turda, headquartered in Turda, P-ta December 1, 1918, no.28, with tax identification code RO 437893, with the percentage of participation in Association of 79.364% on a monthly fee paid in the amount of 250,000 lei;
- b. **SOCIETATEA DE CONSTRUCTII NAPOCA S.A.**, based in Cluj-Napoca, P-ta 1 Mai, no.1-2, jud. Cluj, Cluj ORC registered under no. J12 / 15/1991, with tax identification code RO 199 117, with percentage of participation in Association of 20% on a monthly fee paid in the amount of 63,000 lei;
- c. **SASAEAC CONSTANTIN FLAVIU**, based in Cluj-Napoca, Calea Turzii Street, no.91, Apt.6, jud. Cluj, with the percentage of participation in Association of 0.159% on a monthly fee paid in the amount of 500 lei;
- d. **HORATIU-GAL NICOLAE**, based in Turda, Bunea Augustin Steer, No. 9, jud. Cluj, with the percentage of participation in Association of 0.159% on a monthly fee paid in the amount of 500 lei;
- e. **GAL OVIDIU-DUMITRU**, based in Cluj-Napoca, Trifoiului Street, No..33C, jud. Cluj, with the percentage of participation in Association of 0.159% on a monthly fee paid in the amount of 500 lei;
- f. **BULGARIA BOGDAN-OCTAVIAN**, based in Turda, Closca Street, No. 18, jud. Cluj, with the percentage of participation in Association of 0.159% on a monthly fee paid in the amount of 500 lei.
For..... Against..... Abstention.....

2. To authorize Mr. Danut-Dorel, the General Manager of the Societatea de Constructii Napoca SA, to sign the Statute 'Association Handball Club Potaissa Turda ', updated, and any other documents necessary for the association.
For..... Against..... Abstention.....

3. To approve the date of **February 21st 2017** 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 **February 20th 2017** 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 _____

vii _____

[signature]

viii _____

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

ⁱ a shareholder may be represented in the OGMS only by one proxy holder, holding a special power of attorney granted specifically for the EGMS held on 2016

ⁱⁱ to be filled in only by shareholders - natural persons

ⁱⁱⁱ to be filled in only by shareholders - legal persons

^{iv} to be entered the legal representative of the legal person mentioned in the documents attesting the legal representative capacity

^v to be entered the name of the appointed representative (i.e. proxy holder)

^{vi} to be entered the details of the proxy holder to represent the legal person who may be a different person than the legal representative

^{vii} 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)

^{viii} in case of legal persons, the position of the legal representative shall be mentioned
