

**SPECIAL POWER-OF-ATTORNEY<sup>i</sup>**  
**for representation in the**  
**Extraordinary General Meeting of Shareholders of SOCIETATEA DE**  
**CONSTRUCTII NAPOCA SA as of**  
**23/24.01.2018**

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 10.01.2018** 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<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 23.01.2018, starting at 10:00 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 24.01.2018, starting at 10:00 AM**, at company headquarters

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

1. To approve a financing agreement from Libra Bank worth max. 10,000,000 lei, for a maximum period of 120 months, with the object of acquiring the ownership right over the immovable consisting of: land with an area of 9,750 sq. m. inscribed in the land register number 302056 under A1 with cadastral number 302056 having the category of use yard-building and under A1.1. with cadastral number 302056-C1 brick house, plus building under construction according to AC 923 from 27<sup>th</sup> of June, 2016.

For..... Against..... Abstention.....

2. Approval of guarantee reimbursement by first mortgage in favour of Libra Bank on the bulidings located in Cluj-Napoca, Piata 1 Mai street, no. 1-2, Cluj County, owned property of UNIREA S.A, inscribes in: the land register number 132243 with cadastral number 6839/1/2/I; the land register number 132243 with cadastral number 6839/1/2/II; the land register number 132243 with cadastral number 6839/1/2/III; the land register number 132243 with cadastral number 6839/1/2/IV; the land register number 132243 with cadastral number 6839/1/2/V; the land register number 132243 with cadastral number 6839/1/2/VI; the land register number 132243 with cadastral number 6839/1/2/VII.

3. For..... Against..... Abstention.....

4. To authorize Mr. Danut-Dorel singing, the General Manager of the Societatea de Constructii Napoca SA, to sign all necessary documents for approval of signing the financial leasing contract and any other necessary documents for the completion of the operation including authentic instruments.

5. For..... Against..... Abstention.....

6. To approve the date of 15<sup>th</sup> of February, 2018 as "**registration date**", according to art. 86 from Law 24/2017 on Issuers of Financial Instruments and Market Operations.

7. For..... Against..... Abstention.....

8. To approve the date of 14<sup>th</sup> of February, 2018 as "**ex-date**", according to Law 24/2017 on Issuers of Financial Instruments and Market Operations.

9. For..... Against..... Abstention.....

10. Authorizing a person to fulfill 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 O GMS only by one proxy holder, holding a special power of attorney granted specifically for the E GMS held on 23/24.01.2018
- 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