

**SPECIAL POWER-OF-ATTORNEY<sup>i</sup>**  
**for representation in the**  
**Ordinary General Meeting of Shareholders of SOCIETATEA DE**  
**CONSTRUCTII NAPOCA SA as of**  
**26/27.04.2018**

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 13.04.2018** 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 **Ordinary General Meeting of Shareholders (“EGMS”) of Societatea de Constructii Napoca SA, convened for 26.04.2018, 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 27.042018, starting at 10:00 AM**, at company headquarters

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

1. Approval of the financial statements for 2017 prepared in accordance with International Financial Reporting Standards (IFRS) , based on Director’s report and Financial Auditor’s report.  
For..... Against..... Abstention.....
2. Approval of the Annual Report for the financial year 2017.  
For..... Against..... Abstention.....
3. Approval of the income and expenses budget for the financial year 2018.  
For..... Against..... Abstention.....
4. Approval of the distribution of the net profit recorded in the financial year 2017.  
For..... Against..... Abstention.....
5. Approval of the discharge the members of the Board of Directors, for their activity carried out during the financial year 2017.  
For..... Against..... Abstention.....
6. Approval of **18.05.2018 as “registration date”**, according to art. 86 of the Law no. 24/2017 on issuers of financial instruments and market operations  
For..... Against..... Abstention.....
7. Approval of **17.05.2018 as “ex-date”**, according to the Law no. 24/2017 on issuers of financial instruments and market operations  
For..... Against..... Abstention.....
8. 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 OGMS only by one proxy holder, holding a special power of attorney granted specifically for the OGMS held on 26/27.04.2018

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