

SPECIAL POWER-OF-ATTORNEY¹
for representation in the
Extraordinary General Meeting of Shareholders of SOCIETATEA DE
CONSTRUCTII NAPOCA SA as of
14/15.07.2016

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 06.07.2016** 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 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 **14.07.2016, 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 **15.07.2016, starting at 09:00 AM**, at company headquarters

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

1. The approval to change the company's registered office. The new registered office will be located in: Baisoara, Cluj County, Romania.
For *Against* *Abstention*

2. The approval to set up a secondary office located in the city of Cluj-Napoca, at no. 1-2 Piata I Mai, Cluj county.
For *Against* *Abstention*

3. Approval of the updated Memorandum of association, in accordance with the proposed amendments, that is by redrafting the wording of the art. 3 as follows:

“Art. 3. The registered office of the company is in Romania, place: Baisoara, Cluj County.
Secondary offices: The Company may establish offices or representative offices in the country and abroad, in compliance with the legal provisions.
The current secondary offices are:

 - *Place of business located in the city of Cluj Napoca, at no. 1-2 Piata I Mai, Cluj County*
 - *Place of business located in the city of Cluj-Napoca, No. 4 str. Taberei, Cluj County.*
 - *Place of business located in the city of Cluj-Napoca, no. 163 str. Fabricii de zahăr, Cluj County”.*

For *Against* *Abstention*

4. Authorizing Mr. Canta Danut-Dorel, acting in his capacity as the General Manager to sign the updated Memorandum of association of the Construction Company Napoca SA.
For *Against* *Abstention*

5. Approving the discounting of Promissory Notes issued by RA Avram Iancu International Airport of Cluj, totalling RON 7,693,722.16, with maturities between August 10th 2016 – June 10th 2019
For *Against* *Abstention*

6. Approval to sell, fully or partially, the asset Manufacturing base for prefabricated concrete products and concretes, located in Cluj Napoca, str. Fabricii de Zahar, registered in: CF [Land Register] no. 265404, land survey no. 265404; CF [Land Register] no. 256455, land survey no. 256455, CF [Land Register] no. 265523, land survey no. 265523 at a minimum price set for 2016 of EUR 100 / sqm.
For *Against* *Abstention*

7. To authorize the Board of Directors to negotiate with potential buyers, to establish the buyer, to decide the share to be sold, the sale price, the method of payment of the price and all the terms of the sale – purchase contract to be entered.
For *Against* *Abstention*

8. To authorize a person to sign a sale-purchase contract in authentic form and any other documents necessary for the completion of the sale-purchase contract.

For *Against* *Abstention*

9. Validation of the Decision of the Board of Directors adopted on March 19th 2015 by means of which they approved the purchase of a plot of land within the built-up area of the commune of Florești, Cluj County, with a total area of 25,055 sqm, registered in the Land Register no. 57840 of Floresti, cadastral survey no. 57840 priced at RON 1,426,638.07.

For *Against* *Abstention*

10. Authorizing a person to sign the sale and purchase document in its authentic form and any other documents necessary to complete the sale – purchase procedures.

For *Against* *Abstention*

11. The approval that the Construction Company Napoca SA may acquire the status of a Partner in the PRO HART GROUP SRL, located in Sibiu, at no. 1 Aleea Tesatorilor, ap. 3, Sibiu County, by increasing the share capital with the amount of RON 2,400, representing 240 shares with a nominal value of RON 10 each.

Following this increase in capital, by capital contribution in cash subscribed and paid up by the Construction Company Napoca SA, the registered share capital of PRO HART GROUP SRL will be of RON 4,800, representing 480 shares with nominal value of RON 10 each and will be held by partners as follows:

a. ROMAN EUGEN MIHAI, with a contribution to the share capital of 25%, representing a total of 120 shares with a nominal value of RON 10 / share, in a total amount of RON 1,200, a share on benefit and loss of 25%;

b. PRODEA DAN CRISTIAN, with a contribution to the share capital of 25%, representing a total of 120 shares with a nominal value of RON 10 / share, in a total amount of RON 1,200, a share on benefit and loss of 25%;

c. SOCIETATEA DE CONSTRUCTII NAPOCA SA, with a contribution to the share capital of 50 %, representing a total of 240 shares, with a nominal value of RON 10 / share, in a total amount of RON 2,400, a share on benefit and loss of 50 % .

For *Against* *Abstention*

12. Authorizing Mr. Canta Danut-Dorel, acting in his capacity as the General Manager of the Construction Company Napoca SA, to sign the decision to increase by cooptation and the updated Memorandum of association of PRO HART GROUP SRL.

For *Against* *Abstention*

13. The approval to purchase shares on the stock market, subject to an upper limit of RON 1,000,000.

For *Against* *Abstention*

14. To approve the date of **August 4th 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*

15. To approve the date of **August 3rd 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*

16. 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 _____

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[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 EGMS only by one proxy holder, holding a special power of attorney granted specifically for the EGMS held on 14/15.07 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