

**SPECIAL POWER-OF-ATTORNEY<sup>i</sup>**  
**for representation in the**  
**Ordinary General Meeting of Shareholders of SOCIETATEA DE**  
**CONSTRUCTII NAPOCA SA as of**  
**14/15.07.2016**

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 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<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 ("OGMS") of Societatea de Constructii Napoca SA, convened for 14.07.2016, starting at 10:00 AM, at company headquarters located in Piata 1 Mai, no. 1-2, Cluj Napoca, Romania or, should the OGMS of not be held at the first convening date, for the second convening of the OGMS set for 15.07.2016, 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 increase the remuneration of the members of the Board of Directors.

For	Against	Abstention

2. The approval of the date of **August 4<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

3. The approval of the date of **August 3<sup>rd</sup> 2016** as “ex-date”, according to art. 2 (e) of the Regulation no. 6/2009 of the CNVM, as amended.

For	Against	Abstention

4. 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]

- <sup>i</sup> 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 14/15.07 2016
- <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