

SPECIAL POWER-OF-ATTORNEYⁱ
for representation in the
Extraordinary General Meeting of Shareholders of SOCIETATEA DE
CONSTRUCTII NAPOCA SA as of
08/09.06.2017

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 **Extrordinary 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. Completing Art. 7 from the Constitutive Act of the Societatea de Constructii Napoca SA.:

"The secondary object of activity", with the following objects of activity (Code NACE)

"0899 Other extractive activities n.c.a.

0990 Activites of related services for mineral extraction

2399 Manufacture of other non-metalic mineral product n.c.a.

4972 Wholesale of metals and metalic minerals."

For.....

Against.....

Abstention.....

2. To authorize Mr. Canta Danut-Dorel, the General Manager of the Societatea de Constructii Napoca SA, to sign the updated Conisutive Act.

For.....

Against.....

Abstention.....

3. To approve the date of **29th of June, 2017** as "**registration date**".

For.....

Against.....

Abstention.....

4. To approve the date of **28th of June, 2017** as "**ex-date**".

For.....

Against.....

Abstention.....

5. 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 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