

SPECIAL POWER-OF-ATTORNEYⁱ
for representation in the
Ordinary General Meeting of Shareholders of SOCIETATEA DE
CONSTRUCTII NAPOCA SA as of
01/02.02.2017

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 14.04.2017** 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 **Ordinary General Meeting of Shareholders (“EGMS”) of Societatea de Constructii Napoca SA, convened for 25.04.2017, 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 26.04.2017, starting at 09:00 AM**, at company headquarters

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

1. Presentation and approval of the financial statements for the financial year 2016, in accordance with International Financial Reporting Standards (IFRS), based on Director’s report and Financial Auditor’s report.

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

2. Presentation and approval of the Annual Report for 2016, issued according to CNVM 1/2006 Regulation.

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

3. Approval of the proposal for the net profit distribution 2016 .

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

4. Approval of the income and expenses budget for the financial year 2017

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

5. Approval of the discharge of liability of the members of the Board of Directors, for the financial year 2016.

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

6. Extension of the financial audit contract with the company “Intelfisc SRL”.

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

7. Approval of **18.05.2017 as “registration date”**.

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

8. Approval of **17.05.2017 as “ex-date**.

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

9. 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