

**SPECIAL POWER-OF-ATTORNEY<sup>1</sup>**  
**for representation in the Ordinary General Meeting of Shareholders of**  
**SC NATURA QUATTUOR ENERGIA HOLDINGS S.A.**  
**on 27/30 April 2018**

I, the undersigned \_\_\_\_\_ [name of the shareholder – natural person], identified with \_\_\_\_\_ [identity card], series \_\_\_\_, number \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, having the domicile in \_\_\_\_\_, personal identification number \_\_\_\_\_,

or

I, the undersigned<sup>2</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>3</sup> by \_\_\_\_\_,

shareholder at the Reference Date i.e. 17 April 2018 of SC NATURA QUATTUOR ENERGIA HOLDINGS S.A., listed on Bucharest Stock Exchange, incorporated and functioning under the laws of Romania registered with the Bucharest Trade Registry Office under no. J40/3315/2009, sole registration code, having the headquarters at Dimitrie Pompeiu Blvd., no. 5-7, HBC2 Building, 6<sup>th</sup> floor, Office 1, district 2, Bucharest, Romania, having the subscribed and paid share capital of 3,605,948.40 RON, (the “Company”),

owner of \_\_\_\_\_ shares, representing \_\_\_\_\_ % of the total number of shares issued by the Company,

hereby empower<sup>4</sup>

\_\_\_\_\_ having the domicile in \_\_\_\_\_, identified with \_\_\_\_\_ [identity card], series \_\_\_\_, number \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, 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 \_\_\_\_\_ having the domicile in \_\_\_\_\_, identified with \_\_\_\_\_ [identity card], series \_\_\_\_, number \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, personal identification number \_\_\_\_\_,

for the Ordinary General Meeting of the Shareholders of SC NATURA QUATTUOR ENERGIA HOLDINGS S.A. convened for 27 April 2018, 16.00 PM, in Bucharest, Dimitrie Pompeiu Blvd, nr. 5-7, HBC2 Building, 6<sup>th</sup> floor, Office 1, district 2, or, should the Ordinary

<sup>1</sup> a shareholder may be represented in the OGMS only by one Proxy Holder holding a special power of attorney granted only for the OGMS held on 27/30 April 2018

<sup>2</sup> to be filled in only by legal persons

<sup>3</sup> to be entered the legal representative of the legal person mentioned in the documents attesting the legal representative capacity

<sup>4</sup> to be entered with the name of the appointed representative

General Meeting of the Shareholders not be held at the first convening date of 27 April 2018, for the second convening of the Ordinary General Meeting of the Shareholders set for 30 April 2018, starting at 16.00 PM, in Bucharest, Bulevardul Dimitrie Pompeiu, nr. 5-7, HBC2 Building, 6<sup>th</sup> floor, Office 1, district 2,

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

**1.** For item 1 on the Agenda [i.e. “Approving the annual individual financial statements for the 2017 financial exercise, pursuant to the reports presented by the Board of Directors of NQEH and of the financial auditor”];

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**2.** For item 2 on the Agenda [i.e. “Approving the annual consolidated financial statements for the 2017 financial exercise, pursuant to the reports presented by the Board of Directors of NQEH and of the financial auditor”];

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**3.** For item 3 on the Agenda, [i.e. “Approving the non-distribution of dividends for the 2017 financial year”];

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**4.** For item 4 on the Agenda, [i.e. “Approving to discharge the board of directors for the 2017 financial year”];

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**5.** For item 5 on the Agenda, [i.e. “Approving the revenues and expenses budget for the year 2018”];

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**6.** For item 7 on the Agenda, [i.e. “Empowering Mr. Argyrios Volis to prepare and sign in the name and on behalf of the Company and to submit any documents and give any necessary statements for the registration/submission/publication of the OGSM resolutions according to the legislation in force. Mr. Volis is entitled to delegate de fulfilment of this mandate to other persons”];

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

7. For item 8 on the Agenda, [i.e. “Approving the date of 18.05.2018 as the registration date, according to the provisions of art. 86, para. 1 of Law 24/2017”]:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

8. For item 9 on the Agenda, [i.e. “Approving the date of 17.05.2018 as the ex date, as it is defined by provisions of NSC Regulation no. 6/2009”]:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

9. For item 10 on the Agenda, [i.e. “Reducing the number of the Board of Directors’ members from 5 to 3, according to article 12.2 of the Articles of Association of the Company”]:

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

I hereby attach a copy of my valid identification document vii/ a copy of the registration certificate

Date \_\_\_\_\_

\_\_\_\_\_ [signature]

\_\_\_\_\_  
(Surname and name of the natural-person shareholder or of the representative of the legal-person shareholder, in capital letters)