

SPECIAL POWER-OF-ATTORNEY¹
for representation in the Extraordinary General Meeting of Shareholders of
SC NATURA QUATTUOR ENERGIA HOLIDINGS S.A.
on 10/11 January 2019

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 undersigned² _____ [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 represented³ by _____,

shareholder at the Reference Date i.e. 03 January 2019 of SC NATURA QUATTUOR ENERGIA HOLIDINGS 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, 6th floor, Office 1, district 2, Bucharest, Romania, having the subscribed and paid share capital of 4,556,611 RON, (the “Company”),

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

hereby empower⁴

_____ 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 Extraordinary General Meeting of the Shareholders of SC NATURA QUATTUOR ENERGIA HOLIDINGS S.A. convened for 10 January 2019, 16.00 PM, at Hotel Minerva-Sala Junona, Str. Gheorghe Manu nr. 2-4, sector 1, Bucharest, or, should the Extraordinary General Meeting of the Shareholders not be held at the first convening date of 10 January

¹ 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 08/09 November 2018

² to be filled in only by legal persons

³ to be entered the legal representative of the legal person mentioned in the documents attesting the legal representative capacity

⁴ to be entered with the name of the appointed representative

2019, for the second convening of the Ordinary General Meeting of the Shareholders set for 11 January 2019, starting at 16.00 PM, at Hotel Minerva-Sala Junona, Str. Gheorghe Manu nr. 2-4, sector 1, Bucharest,

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. “1. Regarding the subsidiary company HYGEIA SOIL SRL, approval of the sale of the land of the company Hygeia Soil SRL, at market value, with the condition of signing a lease contract with the buyer for not less than 25 years. The Shareholders of Hygeia Soil SRL are entitled to negotiate and approve with a shareholders resolution the terms of the lease agreement for the land. The sale of the land will not be valid, unless a leasing agreement is signed simultaneously with the new owner”];

For _____ Against _____ Abstention _____

2. For item 2 on the Agenda [i.e. “Regarding the subsidiary company HYGEIA SOIL SRL, approval of the acquisition of 49% of the equity of the company at nominal value by the subsidiary company CODLEA ALPHA SOLAR SRL”];

For _____ Against _____ Abstention _____

3. For item 3 on the Agenda, [i.e. “3. Regarding the subsidiary company DEAL PROPERTIES SRL, where NQE Holdings holds directly and indirectly 45% of the share capital of the company, approval of the selling of the participations/loans for a minimum consideration of 140.000 EUR, for both entities that hold shares in Deal Properties (NQE Holdings and NQE HYDRO SRL) (for covering both equity and loan exposure). Any consequent amount below the nominal value of shares and/or loans will be written off”];

For _____ Against _____ Abstention _____

4. For item 4 on the Agenda, [i.e. “4. 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 EGSM resolutions according to the legislation in force. Mr. Volis is entitled to delegate de fulfilment of this mandate to other persons”];

For _____ Against _____ Abstention _____

5. For item 6 on the Agenda, [i.e. “5. Approving the date of 29.01.2019 as the registration date, according to the provisions of art. 86, para. 1 of Law 24/2017”];

For _____ Against _____ Abstention _____

6. For item 7 on the Agenda, [i.e. “6. Approving the date of 28.01.2019 as the ex date, as it is defined by provisions of NSC Regulation no. 5/2018”];

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)