

**SPECIAL POWER OF ATTORNEY**for the Extraordinary General Meeting of Shareholders of CEMACON S.A.  
dated 28.04.2021**For individuals**

The undersigned, [\_\_\_\_\_],

(Name and surname of the natural person shareholder)

identified by IB/IC (identity bulletin/identity card)/passport series\_\_\_\_, number\_\_\_\_, issued by \_\_\_\_\_ on \_\_\_\_\_, identification number \_\_\_\_\_, living in \_\_\_\_\_,

holding a number of \_\_\_\_\_ shares, representing \_\_\_\_\_ % from a total number of \_\_\_\_\_ shares issued by CEMACON S.A., registered with the Cluj Trade Register Office under number J12/2466/2012, sole registration code RO 677858, with the registered office in Cluj-Napoca, 178k, Calea Turzii, 1<sup>st</sup> floor, (hereinafter referred to as the "**Company**"), which gives me \_\_\_\_\_ voting rights, representing \_\_\_\_\_% from the paid up share capital and \_\_\_\_\_% from the total voting rights in the Extraordinary General Assembly of the Shareholders,

I hereby empower

[\_\_\_\_\_],

(Name and surname of the authorized natural person who is given this power of attorney)

identified by IB/IC (identity bulletin/identity card)/passport series\_\_\_\_, number\_\_\_\_, issued by \_\_\_\_\_ on \_\_\_\_\_, identification number \_\_\_\_\_, living in \_\_\_\_\_,

**OR**

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

(Name of the authorized legal person given this power of attorney)

with the registered office situated in \_\_\_\_\_, registered with the Trade Register Office /similar entity for the nonresident legal entities under the number [\_\_\_\_\_], sole registration code / equivalent registration code for the nonresident legal entities [\_\_\_\_\_],

legally represented by [\_\_\_\_\_]

(Name and surname of the legal representative)

identified by IB/IC (identity bulletin/identity card)/passport series\_\_\_\_, number\_\_\_\_, issued by \_\_\_\_\_ on \_\_\_\_\_, identification number \_\_\_\_\_, living in \_\_\_\_\_,

**For legal entities**

The subscribed, [\_\_\_\_\_]

(Name of the legal person shareholder)

with the registered office situated in \_\_\_\_\_, registered with the Trade Register Office /similar entity for the nonresident legal entities under the number [\_\_\_\_\_], sole registration code / equivalent registration code for the nonresident legal entities [\_\_\_\_\_],

legally represented by [\_\_\_\_\_]

(Name and surname of the legal representative of the legal person shareholder, as they appear in documents proving his/her status as representative)

holding a number of \_\_\_\_\_ shares, representing \_\_\_\_\_ % from a total number of \_\_\_\_\_ shares issued by CEMACON S.A., registered with the Trade Register Office attached to the Law Court of Cluj under number

J12/2466/2012, sole registration code RO 677858, with the registered office in Cluj-Napoca, 178K Calea Turzii, 1<sup>st</sup> floor, Cluj County (**Company**), which gives us \_\_\_\_\_ voting rights, representing \_\_\_\_\_% from the paid up share capital and \_\_\_\_\_% from the total voting rights in the Extraordinary General Assembly of the Shareholders,

**I hereby empower**

[\_\_\_\_\_],

(Name and surname of the authorized natural person who is given this power of attorney)

identified by IB/IC (identity bulletin/identity card)/passport series\_\_\_\_, number\_\_\_\_, issued by \_\_\_\_\_ on \_\_\_\_\_, identification number \_\_\_\_\_, living in \_\_\_\_\_,

**OR**

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

(Name of the authorized legal person given this general power of attorney)

with the registered office situated in \_\_\_\_\_, registered with the Trade Register Office /similar entity for the nonresident legal entities under the number [\_\_\_\_\_], sole registration code / equivalent registration code for the nonresident legal entities [\_\_\_\_\_], legally represented by [\_\_\_\_\_]

(Name and surname of the legal representative)

identified by IB/IC (identity bulletin/identity card)/passport series\_\_\_\_, number\_\_\_\_, issued by \_\_\_\_\_ on \_\_\_\_\_, identification number \_\_\_\_\_, living in \_\_\_\_\_,

to represent me in the EGMS of CEMACON S.A., which will take place on the 28.04.2021, at 11 o'clock, at the registered office of the Company Calea Turzii, no. 178K, 1st floor, Cluj-Napoca, County of Cluj, voting on my behalf in accordance to my holdings registered in the Shareholders' Registry at the reference date, as follows:

1. For item no. 1 of the Agenda, namely approval of the merger project by absorption between the company CEMACON SA and the company Cemacon Real Estate SRL based in Zalau, project published in the Official Gazette of Romania, part IV, no. 906 / 04.03.2021.

for

against

abstention

2. For item no. 2 on the Agenda, namely approval of the procedure for withdrawal of shareholders in accordance with the conditions of art. 134 of Law 31/1990 in conjunction with Law 24/2017 and ASF Regulation no. 5/2018.

for

against

abstention

3. For item no. 3 of the agenda, namely mandating the Board of Directors of CEMACON SA with the right of subdelegation for:

- To conclude the handover protocol - receipt of all assets and liabilities from the patrimony of the absorbed company

- Signing and sending any documents, notifications, requests necessary or useful for the completion and opposability of taking over the entire patrimony of the absorbed company
- To establish and carry out as will be the case and according to the legal provisions of the procedures for exercising the shareholders' rights in the context of the merger
- Take all measures necessary to carry out all administrative, economic, financial or legal operations which it considers necessary or appropriate to implement the decision approving the merger

for	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

4. For item no. 4 of the agenda, namely approval of the date of 07.06.2021 as the registration date for the identification of the shareholders affected by the EGMS decisions.

for	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

5. For item no. 5 of the agenda, namely approval of the date of 04.06.2021 as exdate.

for	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. For item no. 6 of the agenda, namely empowerment the Chairman of the Board of Directors, Mr. Stoleru Liviu-Ionel, to sign on behalf of the shareholders all decisions to be adopted by the EGMS and fulfill all legal formalities for the execution and registration of decisions and decisions adopted, with the possibility of sub-mandate to third parties. Within the mandate granted, Mr. Stoleru Liviu-Ionel as well as any of his sub-representatives will be able, without being limited to them, to fulfill all the necessary formalities for signing in the name and on behalf of the shareholders the EGMS Decisions as well as to carry out any steps. and formalities necessary for the implementation and registration of the decisions adopted by the shareholders before the Financial Supervisory Authority, the Central Depository, the Bucharest Stock Exchange, the Trade Register Office and any other authorities and natural or legal persons involved.

for	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

7. For item no. 7 on the agenda, namely the approval empowerment of Mr. Pușcaș Bogdan, legal advisor of the Company, to fulfill all the formalities for registration and registration at the Trade Register Office of the mentions corresponding to the decisions adopted by the Extraordinary General Meeting of the Company.

for	against	abstention
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

We inform you that your personal data that we process are: identification data - name and surname, no. and passport / identity card series, CNP, domicile address. The provision of these data is a legal obligation necessary to participate in the vote at the General Meetings of Shareholders of CEMACON S.A. (in accordance with the legal provisions of Law 31/1990).

Your personal data will be collected for specified, explicit and legitimate purposes and will be processed on the basis of integrity and confidentiality, in a way that ensures adequate security of personal data, including protection against unauthorized or illegal processing and against accidental loss, destruction or damage by taking appropriate technical or organizational measures. Your personal data will be kept in the company's records for the entire period for which you hold the status of shareholder as well as during the term of the record-keeping period after the termination of this quality.

Your data may not be used for other purposes.

At the same time, the new Regulation on the processing of personal data offers additional rights to persons whose personal data are processed, your rights being:

-the right to have access to your data, the right to request the rectification of data, the right to request the restriction of data processing, the right to request the deletion of data, the right to request the transfer of data, the right to oppose the processing, the right to opposes automatic decisions based solely on automatic processing, including profiling.

Your data will not be transferred to any third country or to an international organization.

All these rights can be exercised by a written request addressed to the subscriber, as an operator, at the registered office or at the email address [gdpr@cemacon.ro](mailto:gdpr@cemacon.ro)

If you consider that your rights have been violated, you can file a complaint with the National Authority for the Supervision of Personal Data Processing.

Date when the special power of attorney was issued: [\_\_\_\_\_]

(In case the shareholder successively passes more than one special power of attorney, the Company will consider that the special power of attorney having a subsequent date will revoke the previous one/ones)

**PRINCIPAL (for natural persons)**

(Print last name and forename, complete, according to the ID of the shareholder natural person)

\_\_\_\_\_

Signature:

\_\_\_\_\_

Date \_\_\_\_\_

\_\_\_\_\_

**PRINCIPAL (for legal persons)**

(Print name of the company holding shares)

\_\_\_\_\_

(Print last name and forename of the legal representative of the shareholder legal person)

\_\_\_\_\_

(Signature of the legal representative and stamp of the company)

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**IMPORTANT:**

This special power of attorney will be drawn up in 3 (three) original counterparts, equally legally binding, one for the Principal, one for the Mandatory and the third to be submitted to CEMACON SA until the date and time mentioned in the convening notice.

**This power of attorney shall be submitted to CEMACON SA together with the following documents:**

- copy of the identity document of the shareholder that allows his/her identification in the CEMACON SA shareholders' register issued by the Central Depository SA at the reference date and a copy of the identity document of the representative (IB or IC for Romanian citizens, or passport for foreign citizens). In the case of the legal person Mandatory, the certificate of the authorized legal person will also be attached, in original form or a copy in accordance to the original, issued by the Trade Register Office or any other document, in original form or in a copy in accordance to the original, issued by a competent authority from the state of origin, indicating, among other things, the identity of its legal representative, with a date that does not exceed more than 3 months from the publication date of the Notice to Attend of the Ordinary General Assembly;