

SPECIAL POWER OF ATTORNEY

for the Ordinary 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, 1st 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 Ordinary 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, 1st

floor, Cluj County (**Company**), which gives us _____ voting rights, representing _____% from the paid up share capital and _____% from the total voting rights in the Ordinary 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 OGMS of CEMACON S.A., which will take place on the 28.04.2021, at 10 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 annual, individual and consolidated financial statements, based on the Board of Directors' Management Report and the External Financial Auditor's Report for the financial year 2020.

for

against

abstention

2. For item no. 2 on the Agenda, namely Approving the distribution of the net profit for the year 2020 in the amount of 22.535.233,67 lei as follows:

- for the establishment of a legal reserve 1.250.949,9 lei;
- for the establishment of reserves related to the reinvested profit 2.698.980 lei;
- difference of 18.585.303,77 lei remaining an undistributed result

for

against

abstention

3. For item no. 3 of the agenda, namely Approval of the Board of Directors discharge for the financial year 2020.

for

against

abstention

4. For item no. 4 of the agenda, namely Approval of the Revenue and Expenditure Budget and the program of activity for 2021.

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

5. For item no. 5 of the agenda, namely Approval of the investment plan for 2021.

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

6. For item no.6 of the agenda, namely Approval of the remuneration policy within the company CEMACON SA.

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

7. For item nr.7 on the agenda, namely Informing the Ordinary General Meeting of Shareholders regarding the resignations from the position of directors registered on 01.11.2018 of Mrs. Anca Manitiu and Mr. Rudolf Vizental

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

8. For item no. 8 of the agenda, namely Election of the members of the Board of Directors of Cemacon SA for a term of 4 years, as a result of the termination of the previous terms:

Name of candidate	Votes FOR	Votes AGAINST	ABSTENTION

9. For item no. 9 on the agenda, namely Approval of the fixed remunerations due to the members of the Board of Directors for the period of the new mandate and of the maximum limit for the variable remunerations according to art. 153 index 18 of Law 31/1990.

for

against

abstention

10. For item no. 10 on the agenda, namely Approval of the mandate of Mr. Sologon Daniel, chief financial officer of the company for signing management contracts with elected directors

for

against

abstention

11. For item no. 11 on the agenda, namely the approval of the date of 20.05.2021 as registration date;

for

against

abstention

12. For item no.12 on the agenda, namely Approval of the date of 19.05.2021 as exdate.

for

against

abstention

13. For item no. 13 on the agenda, Empowerment of 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 OGMS and fulfill all legal formalities for the execution and registration of decisions and decisions adopted, with the possibility of 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 OGMS decisions as well as to carry out any necessary steps and formalities for the implementation and registration of decisions adopted by shareholders before the Financial Supervisory Authority, the Central Depository, the Bucharest Stock Exchange, the Trade Register Office and any other authorities or natural or legal persons involved.

for

against

abstention

14. For item no. 14 on the agenda, namely the empowerment of Mr. Puscas Bogdan, legal adviser of the Company, for the fulfillment of all the formalities of registration and registration with the Trade Register Office of the references corresponding to the resolutions adopted by the OGMS of the Company.

for

against

abstention

The deadline for the Company to register the ballot papers by correspondence is 26.04.2021, at 10 o'clock.

I attach to this ballot a copy of the identification document of the undersigned and, if necessary, a copy of the identification document of the legal representative (in the case of natural person shareholders with little or no capacity to exercise) (Identity Card for Romanian citizens or Passport for foreign citizens) allowing the identification of the undersigned in the Cemacon SA shareholders' register at the reference date issued by the Central Depository SA, together with the proof of legal representative status.

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

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)

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;