

SPECIAL POWER-OF-ATTORNEY¹
for representation in the Extraordinary General Meeting of Shareholders of
SC NATURA QUATTUOR ENERGIA HOLDINGS S.A.
on 23/24 December 2013

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. 16 December 2013 of SC NATURA QUATTUOR ENERGIA HOLDINGS S.A., listed on Rasdaq market, 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 Prevederii str., no. 14-18/23, office no. 4, district 3, Bucharest, Romania, having the subscribed and paid share capital of 2,917,691 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 HOLDINGS S.A. convened for 23 December 2013, 16.00 AM, in Bucharest,

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 23/24 December 2013

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

Gheorghe Manu str., no. 2-4, district 1, at Junona room of Minerva Hotel, or, should the Extraordinary General Meeting of the Shareholders not be held at the first convening date of 23 December 2013, for the second convening of the Extraordinary General Meeting of the Shareholders set for 24 December 2013, starting at 16.00 AM, in Bucharest, Gheorghe Manu str., no. 2-4, district 1, at Junona room of Minerva Hotel,

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. “Approval of establishing a guarantee by the Company in favour of Banca Comerciala Feroviara – District 3 Branch, Sf. Vineri Street, no. 34, district 3, Bucharest, Romania (the "**Bank**"), to guarantee all obligations of Deal Properties SRL, a limited liability company organized and operating under the laws of Romania, based in Bucharest, Mircea Eliade Street, no. 18, Building B, Room 3, Office 4, district 1, registered in the Trade Registry of the Bucharest Court with no. J40/4562/2007, sole registration code 21279340 ("**Deal Properties**") in connection with the financing contract which will be signed between the Bank and Deal Properties ("**Loan Agreement**"), having the following main terms and conditions:

- (i) principal amount – 800,000 EUR ;
- (ii) variable interest rate: the interest rate - EURIBOR 3M and mandatory margin of 7.5 % per year;
- (iii) repayment period - 120 months ;
- (iv) purpose of the loan - partial refinancing of an investment in a photovoltaic park developed by Deal Properties and reimbursement of a loan granted by NQEH to Deal Properties;

including, but not limited to the payment of (i) the principal of the loan, (ii) interest, (iii) charges, fees and other amounts owed to the Bank under the Loan Agreement (the "**Guarantee**").”]:

For _____ Against _____ Abstention _____

2. For item 2 on the Agenda [i.e., “Empowering the Board of Directors to prepare, negotiate and sign on behalf of NQEH any and all contracts (including but not limited to the Guarantee), acts or other documents necessary or advisable in the interest of NQEH in relation to the Guarantee. The Board of Directors is also empowered to take any actions necessary or advisable to fulfil the requirements of publicity and enforceability in the relevant public registers regarding the Guarantee. The Board of Directors is authorized to appoint one or more persons to sign the contract /contracts referred to above and to take any other actions mentioned above.”]:

For _____ Against _____ Abstention _____

3. For item 3 on the Agenda, [i.e. “The setting of the record that serves to identify shareholders who will be affected by the decisions adopted by the EGM. The proposed date is **January 14, 2014**.”]:

For _____ Against _____ Abstention _____

4. For item 4 on the Agenda, [i.e. “Empowering Mr. Argyrios Volis to prepare and sign in the name and on behalf of the company and file any documents and give any statements required to register / submit to the Trade Register of the EGM Resolutions and meet any other formalities, including to pay any taxes, to request and receive certificates or any other documents issued by the Trade Register.”]:

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)