

**SPECIAL POWER-OF-ATTORNEY<sup>1</sup>**  
**for representation in the Extraordinary General Meeting of Shareholders of**  
**SC NATURA QUATTUOR ENERGIA HOLDINGS S.A.**  
**on 28/29 August 2014**

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. 21 August 2014 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 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 Extraordinary General Meeting of the Shareholders of SC NATURA QUATTUOR ENERGIA HOLDINGS S.A. convened for 28 October 2014, 16.30 AM, in Bucharest,

<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 21/22 October 2013

<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

Bulevardul Dimitrie Pompei, nr. 5-7, etaj 5, Corp. B, sector 2, or, should the Extraordinary General Meeting of the Shareholders not be held at the first convening date of 28 August 2014, for the second convening of the Extraordinary General Meeting of the Shareholders set for 29 August 2014, starting at 16.30 AM, in Bucharest, Bulevardul Dimitrie Pompei, nr. 5-7, etaj 5, Corp. B, sector 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. “Non starting by the Board of Directors of NQEH of application procedures of the decision of the extraordinary general meeting of shareholders of NQEH from 21<sup>st</sup> of october 2013 regarding the increas of the social capital of NQEH given the postpone of development of NQEH projects];

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

2. For item 2 on the Agenda [i.e. “Approval of the share capital increase with the maximum amount of 1.223.750 RON, from the current value of 2.917.691,5 RON up to the maximum value of 4.141.441,50.”]:

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

2.1. For item 2.1. on the Agenda [i.e. , “The share capital increase will be performed by issuing a maximum number of 12.237.500 new registered shares, ordinary, freely transferable, issued in dematerialized form ( ‘new Shares’)”]:

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

2.2. For item 2.2. on the Agenda [i.e. , “In order to exercise the preemption right, the new shares will be offered for subscription first to the existing shareholders of the Company registered in the shareholders’ registry of the Company on the registration date (the proposed registration date being 05.11.2013) pro rata to the participation quota owned by them within the share capital at the registration date.”]:

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

2.3. For item 2.3. on the Agenda [i.e. , “The period in which the shares can be subscribed during the period of exercising the preemption right will be of one month starting from the date established according to the announcement and proportioned offer prospectus which will be approved by the Financial Supervisory Authority (‘Period of Preemption Right’)”]:

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

2.4. For item 2.4. on the Agenda [i.e., “The subscription price of a new Share during the period of exercising of the preemption right is of 0,40 lei/share (respectively the nominal value of 0,1 lei/share, plus an issuance premium of 0,30lei/share) ( ‘Preemption Right Subscription Price’)”]:

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

2.5. For item 2.5. on the Agenda [i.e., “Each share issued by NQEH at the registration date represents a preference right. A number of 2,3841 preference rights are necessary to subscribe a new share (2,3841). In case in the maximum number of New Shares that can be purchased of a shareholder according to the above mentioned calculus is not a natural number, the respective number resulted from the mathematic calculation rounded to minus until the closest natural number.]:

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

2.6. For item 2.6. on the Agenda [i.e., “At the end of the Preemption Period, the Company will publish a current report that will indicate the number of shares

subscribed during the Period of Preemption Right', as well as, if applicable, the number of remaining unsubscribed shares at the end of the Period of Preemption Right.(' Unsubscribed Shares')”]:

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

2.7. For item 2.7. on the Agenda [i.e., “The Unsubscribed Shares will be offered for subscription, for a period of 10 working days following the publication of the current report mentioned in point 1.5 ('Subscription Period'), to all shareholders of the company, registered at the shareholders' registry on the registration date. The Unsubscribed Shares will be allocated to the shareholders who will subscribe during the Subscription Period on a first-come-first-served basis.”]:

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

2.8. For item 2.8. on the Agenda [i.e., “The subscription price of a new Share within the subscription period is of 0,41 lei/share (respectively the nominal value of 0,1 lei/share plus an issuance premium of 0,31 lei/share) ( 'The Subscription Price')”]:

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

2.9. For item 2.9. on the Agenda [i.e. , “The Preemption Right Subscription Price and The Subscription Price will be paid by the subscribing shareholders under the conditions mentioned in the proportioned prospectus which will be approved by the Financial Supervision Authority. In case of shareholders who subscribe shares (both during the Period of Preemption Right as well as during the Subscription Period) and who, at the same time, are creditors of the Company, being holders of certain, liquid and payable receivables against the Society, the new subscribed shares are considered paid, respectively released by offsetting the certain, liquid and payable receivables against the Company with New Shares, by reporting to the same issue price (respectively Preemption Right Subscription Price of 0,40 lei/share or Subscription Price of 0,41 lei/share). In order to determine the subscription price and the number of shares subscribed in the case of receivables owned by shareholders that are expressed in Euro, an exchange rate of EUR/RON of 4,45 RON/EUR will be taken into consideration. ”]:

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

2.10. For item 2.10. on the Agenda [i.e., “The shares remained unsubscribed at the end of the subscription Period will be cancelled by the decision of the Board of Directors.”]:

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

2.11. For item 2.11. on the Agenda [i.e., “The reasons underlying the increase the share capital consist of the necessity to cover the financing needs of current and future projects of the Company. ”]:

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

**3.** For item 3 on the Agenda [i.e., “The Board of Directors is empowered to take all necessary measures in order to accomplish the decision referred to under point 1, inclusively but not limited to:

a) establish the initiation date of the procedures for the share capital increase of the company, considering the financial needs of NQEH projects

b) preparing proportioned prospectus that will include all the details related to the exercise of the preemption right and submitting it for the approval of the Financial Supervision Authority;

c) centralization and validation of subscriptions made in Period of Preemption Right and preparation of the current report mentioned in pct 1.5. above.

d) centralization and validation of subscriptions made during the Subscription Period.  
e) determining the effective amount of the share capital increase and cancellation of the remaining unsubscribed shares in accordance with item 1.9. above;  
f) approval of the modification of the Established Deed of the company regarding the amount and structure of share capital, depending on the actual level of subscription of New shares.”]:  
For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

4. For item 4 on the Agenda, [i.e. “Empowering Mr. Argyrios Volis 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 the Established Deed modified meet any other formalities, including to pay any taxes to request and receive certificates or any other documents issued by the Trade Register and/or the Financial Supervision Authority. Mr. Volis is empowered to meet the mandate mentioned above by others.”]:  
For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

5. For item 5 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 September 19, 2014.”]:  
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)