**S P E C I A L P R O X Y**

*□ Shareholder – natural person*

The undersigned \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, residing at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, str. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ no. \_\_\_\_\_\_\_, bl. \_\_\_\_\_\_\_, floor \_\_\_\_, apt. \_\_\_\_\_\_\_, sector / county \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ identified by ID card/Passport series \_\_\_\_, no. \_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_, valid until \_\_\_\_\_\_\_\_\_\_\_\_, CNP (Personal Numerical Code) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.,

*Or*

*□ Shareholder – legal entity*

The undersigned \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ legal entity, with registered office at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, str. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ no. \_\_\_\_\_\_\_, bl. \_\_\_\_\_\_\_, floor \_\_\_\_, apt. \_\_\_\_\_\_\_, sector / county \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, registered with the Trade Register under number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Fiscal Identification Code \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*□ through the legal / conventional representative*

Mr./Ms. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, residing at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, str. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ no. \_\_\_\_\_\_\_, bl. \_\_\_\_\_\_\_, floor \_\_\_\_, apt. \_\_\_\_\_\_\_, sector / county \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ identified with ID/Passport series \_\_\_\_\_\_, no. \_\_\_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_, on the date of \_\_\_\_\_\_\_\_\_, valid until \_\_\_\_\_\_\_\_\_\_\_\_\_\_, Personal Identification Number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, based on the □ power of attorney no. \_\_\_\_\_/\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_ (any other official document proving the capacity of legal representative)

**Holder of** \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ ordinary, nominative, dematerialized shares, with a nominal value of 0.1 lei, out of a total of 85.801.140 shares issued by SCALA DEVELOPMENT S.A., headquartered in Cluj-Napoca, Str. Someșului nr. 34 - 36, Cluj, registered with the Trade Registry attached to Cluj Tribunal under no. J12/949/2015, VAT number 34312520, which entitles me to \_\_\_\_\_\_\_\_\_\_\_\_\_\_% of the total votes in the Extraordinary General Meeting of Shareholders of the Company,

**having knowledge** of the agenda of the Extraordinary General Meeting of Shareholders to be held at the conference hall of the Company in Cluj-Napoca, Str. Someșului Nr. 34 - 36, on **16.09.2024**, **at 10:00**, respectively on **17.09.2024**, **at 10:00**, at the same address with the same agenda and Reference Date **06.09.2024** in case the first one cannot be held, as well as the documents and informative materials related thereto and the proposed resolutions,

**I hereby appoint Mr./Ms.** \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ [Name] with personal identification number\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, residing in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, address \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ county/sector \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, identified with ID \_\_\_\_\_ series \_\_\_\_\_, number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ as my representative at the Extraordinary General Meeting of Shareholders of SCALA DEVELOPMENT S.A., which will take place on **16.09.2024**, to exercise the voting rights related to my holdings registered in the Shareholders Register as of the reference date, **06.09.2024**, as follows:

***(the option corresponding to the vote will be checked with "X" in the appropriate column)***

1. Approval of the increase of the share capital through the conversion of claims and cash contribution in the amount of 25,740,343 lei nominal value, through the issuance, without issue premium, in the amount of 257,403,430 new registered, ordinary, dematerialized shares, with a nominal value of 0.1 lei each, as follows:

a. Through the conversion of certain, liquid and due claims in the amount of 21,616,393 lei held in relation to the Company by the shareholders Ax Perpetuum Impex SRL, a Romanian legal entity with registered office in Cluj Napoca, Branului str. 53, Cluj, CUI 6818298 and ORC registration no. J12/4671/1994 and Pitic Mihai Dan, from contractual loan relationships granted to the Company. After the increase of the share capital, the amount of the claims will be converted into 216,163,930 newly issued shares which will be allocated to the above-named shareholders as follows:

- 213,938,480 new shares will be allocated to the shareholder Ax Perpetuum Impex SRL

- 2,225,450 new shares will be allocated to shareholder Pitic Mihai Dan

b. Through cash contribution by the other shareholders of the Company recorded in the Register of Shareholders held by the Central Depository S.A. on the record date approved by the Extraordinary General Meeting of Shareholders, based on the exercise of the preferential rights accorded to them, one for each share held on the record date.

The share capital increase will follow the conditions below:

1.1 The exercise period of the Preference Rights will be 31 days and will be established by the Offering Prospectus related to the share capital increase in the form in which it will be approved by the Financial Supervisory Authority

1.2 Preferential rights are not tradable

1.3 The issue price is equal to the nominal value of the shares, i.e. 0.1 lei/share

1.4 The maximum number of newly issued shares that may be subscribed by a shareholder registered in the Register of Shareholders of the Company on the record date will be calculated by multiplying the number of Preference Rights by the subscription ratio, i.e. 3.00. In other words, for each share held on the Record Date, a shareholder may subscribe 3 new shares.

1.5 Any newly issued shares that remain unsubscribed at the end of the period of exercise of the Preference Rights will be offered for subscription at an issue price equal to the nominal value in a second stage, by public offer and/or in a private placement addressed to a maximum of 149 investors other than qualified investors per EU Member State and to an unlimited number of professional investors on the basis of the of the exemptions allowed from the publication of a prospectus provided for in EU Regulation 2017/1129 Article 1(4), by decision of the Board of Directors which will also determine the terms and conditions of the Offer.

1.6 Any newly issued shares which remain unsubscribed at the end of the second stage referred to in point 1.5. shall be canceled by decision of the Board of Directors, which shall also establish the final results of the capital increase.

1.7 The purpose of the share capital increase is to consolidate the Company's financing structure, as well as to attract capital to finance its current activity.

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| **OBJECT OF THE VOTE** | **FOR** | **AGAINST** | **ABSTAINING** |
| 1. Approval of the increase of the share capital through the conversion of claims and cash contribution in the amount of 25,740,343 lei nominal value, through the issuance, without issue premium, in the amount of 257,403,430 new registered, ordinary, dematerialized shares, with a nominal value of 0.1 lei each, as follows:  a. Through the conversion of certain, liquid and due claims in the amount of 21,616,393 lei held in relation to the Company by the shareholders Ax Perpetuum Impex SRL, a Romanian legal entity with registered office in Cluj Napoca, Branului str. 53, Cluj, CUI 6818298 and ORC registration no. J12/4671/1994 and Pitic Mihai Dan, from contractual loan relationships granted to the Company. After the increase of the share capital, the amount of the claims will be converted into 216,163,930 newly issued shares which will be allocated to the above-named shareholders as follows:  - 213,938,480 new shares will be allocated to the shareholder Ax Perpetuum Impex SRL  - 2,225,450 new shares will be allocated to shareholder Pitic Mihai Dan  b. Through cash contribution by the other shareholders of the Company recorded in the Register of Shareholders held by the Central Depository S.A. on the record date approved by the Extraordinary General Meeting of Shareholders, based on the exercise of the preferential rights accorded to them, one for each share held on the record date.  The share capital increase will follow the conditions below:  1.1 The exercise period of the Preference Rights will be 31 days and will be established by the Offering Prospectus related to the share capital increase in the form in which it will be approved by the Financial Supervisory Authority  1.2 Preferential rights are not tradable  1.3 The issue price is equal to the nominal value of the shares, i.e. 0.1 lei/share  1.4 The maximum number of newly issued shares that may be subscribed by a shareholder registered in the Register of Shareholders of the Company on the record date will be calculated by multiplying the number of Preference Rights by the subscription ratio, i.e. 3.00. In other words, for each share held on the Record Date, a shareholder may subscribe 3 new shares.  1.5 Any newly issued shares that remain unsubscribed at the end of the period of exercise of the Preference Rights will be offered for subscription at an issue price equal to the nominal value in a second stage, by public offer and/or in a private placement addressed to a maximum of 149 investors other than qualified investors per EU Member State and to an unlimited number of professional investors on the basis of the of the exemptions allowed from the publication of a prospectus provided for in EU Regulation 2017/1129 Article 1(4), by decision of the Board of Directors which will also determine the terms and conditions of the Offer.  1.6 Any newly issued shares which remain unsubscribed at the end of the second stage referred to in point 1.5. shall be canceled by decision of the Board of Directors, which shall also establish the final results of the capital increase.  1.7 The purpose of the share capital increase is to consolidate the Company's financing structure, as well as to attract capital to finance its current activity. |  |  |  |

2. Approval of the Board of Directors' authorization, with full authority and with the possibility of sub-delegation to the Chairman of the Board of Directors or the General Manager of the Company, to carry out all necessary steps and formalities, as well as to take all decisions in connection with the implementation of the share capital increase operation under the conditions approved in item 1 of the convening notice, including, but not limited to:

i) to contract financial intermediation services in order to elaborate the Prospectus and carry out the share capital increase operation;

ii) to approve and sign the Offer Prospectus, the Offer Document and any other documents necessary for the operation;

iii) to determine the subscription period, the subscription procedure, the terms of payment and all the details concerning the timing of the operation in the two stages of the capital increase;

iv) to establish the final results of the share capital increase operation, the cancellation of the remaining unsubscribed shares, to update the company's Articles of Association in accordance with the results of the share capital increase, to sign the updated Articles of Association and to record the results of the operation with the Trade Register Office and any of the capital market institutions.

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| **OBJECT OF THE VOTE** | **FOR** | **AGAINST** | **ABSTAINING** |
| Approval of the Board of Directors' authorization, with full authority and with the possibility of sub-delegation to the Chairman of the Board of Directors or the General Manager of the Company, to carry out all necessary steps and formalities, as well as to take all decisions in connection with the implementation of the share capital increase operation under the conditions approved in item 1 of the convening notice, including, but not limited to:  i) to contract financial intermediation services in order to elaborate the Prospectus and carry out the share capital increase operation;  ii) to approve and sign the Offer Prospectus, the Offer Document and any other documents necessary for the operation;  iii) to determine the subscription period, the subscription procedure, the terms of payment and all the details concerning the timing of the operation in the two stages of the capital increase;  iv) to establish the final results of the share capital increase operation, the cancellation of the remaining unsubscribed shares, to update the company's Articles of Association in accordance with the results of the share capital increase, to sign the updated Articles of Association and to record the results of the operation with the Trade Register Office and any of the capital market institutions. |  |  |  |

3. Approval of the date of 02.10.2024 as "registration date", in accordance with art. 87, item 1 of Law 24/2017 on issuers of financial instruments and market operations, as republished, and in accordance with art. 2 lit. f) of FSA Regulation no. 5/2018 with its subsequent amendments and supplementations, 01.10.2024 as "ex-date", and 30.09.2024 as the date of the guaranteed participation. The payment date of the preferential rights will be 03.10.2024.

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| **OBJECT OF THE VOTE** | **FOR** | **AGAINST** | **ABSTAINING** |
| Approval of the date of 02.10.2024 as "registration date", in accordance with art. 87, item 1 of Law 24/2017 on issuers of financial instruments and market operations, as republished, and in accordance with art. 2 lit. f) of FSA Regulation no. 5/2018 with its subsequent amendments and supplementations, 01.10.2024 as "ex-date", and 30.09.2024 as the date of the guaranteed participation. The payment date of the preferential rights will be 03.10.2024. |  |  |  |

4. Empowering Pitic Mihai-Dan to sign on behalf of the Company the resolution of the Extraordinary General Meeting of Shareholders, to sign any documents and make any declarations necessary for the registration of the resolutions of the EGMS with the Trade Register, as well as to carry out any other formalities, such as publication, including paying any fees, to request and receive any documents issued by the Trade Register and/or any other competent authority, as well as granting him the right to delegate to another person the mandate to carry out the aforementioned formalities.

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| **OBJECT OF THE VOTE** | **FOR** | **AGAINST** | **ABSTAINING** |
| Empowering Pitic Mihai-Dan to sign on behalf of the Company the resolution of the Extraordinary General Meeting of Shareholders, to sign any documents and make any declarations necessary for the registration of the resolutions of the EGMS with the Trade Register, as well as to carry out any other formalities, such as publication, including paying any fees, to request and receive any documents issued by the Trade Register and/or any other competent authority, as well as granting him the right to delegate to another person the mandate to carry out the aforementioned formalities. |  |  |  |

**DATE** \_\_\_\_\_\_\_\_\_\_\_\_\_ **SHAREHOLDER** \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (Surname, Forename/ Company Name, in capital letters)

**Representative (if the case)** \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Signature** \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

(Shareholder – natural person/ Legal representative for the legal entity)

***Notes***

The shareholder takes full responsibility for the correct, complete, and secure completion and transmission of this voting form.

Special powers of attorney shall be registered at the following address: str. Someșului Nr. 34 - 36, Cluj-Napoca, Cluj, no later than 48 hours before the Extraordinary General Meeting of Shareholders. These shall be sent in original, together with the rest of the accompanying documents, by any courier service, in an envelope clearly marked in uppercase letters: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF SCALA DEVELOPMENT S.A. ON 16/17.09.2024”.

The special power of attorney, bearing the handwritten signature of the shareholder, shall be accompanied by:

* a copy of the shareholder's personal identity document, true to the original;
* the registration certificate of the shareholder if a legal entity, in a copy true to the original;
* the registration certificate of the legal entity shareholder issued by the Trade Register or equivalent official document attesting to the signatory's legal representative status, issued no more than 30 days before the date of publication of the notice convening the Extraordinary General Meeting of Shareholders, in original or copy true to the original, as well as a copy of the legal representative's identity document (true to the original);
* a copy of the identity document of the representative (mandatary), true to the original.

This form becomes null and void if the shareholder himself participates in the Extraordinary General Meeting of Shareholders or subsequently validly appoints another proxy

Powers of attorney and accompanying documents may also be sent by electronic mail, with an extended electronic signature incorporated in accordance with Law No. 455/2001, to the email address [actionariat@scaladevelopment.ro](mailto:actionariat@scaladevelopment.ro).