

POWER OF ATTORNEY

For the Extraordinary General Assembly of Shareholders of VES Joint Stock Company Sighișoara assembled on April 28th / 29th of 2014.

The undersigned _____, professionally residing in _____, street _____, no. _____, apt _____, registered with the Trade Registry under no. _____, Tax Identification Number _____, legally represented by Mr./Ms. _____, as _____,

On the reference date of April 16th 2014, SHAREHOLDER of VES Joint Stock Company Sighișoara, a Romanian legal person professionally residing in Sighișoara, 102 Mihai Viteazu street, Mureș county, Romania, registered with the Trade Registry under no. J26/2/1991, Fiscal Code RO 1223604 (hereinafter referred to as "The Company"), having a subscribed and paid-in share capital of RON 11,881,718.50 in value and a total number of 118,817,185 shares issued,

Holder of a number of _____ shares, representing _____ % of the total number of shares issued by the Company, which entitles me to vote in the Extraordinary General Assembly of Shareholders to the extent representing _____ % of the total number of votes.

I hereby appoint _____, domiciled in the locality of _____, street _____, no. _____, apt _____, identified by Identity Card ___ series, no. _____, Personal Numerical Code _____,

To represent me before the Extraordinary General Assembly of Shareholders, of VES Joint Stock Company Sighișoara which shall be assembled on **April 28th 2014, starting at 12:00 o'clock**, or on **April 29th 2014, starting at 12:00 o'clock** (*should the quorum not be met at the first assembly*), in Cluj-Napoca, Tetarom I Industrial Park, 47/15N Tăietura Turcului Street, Office Building, Body A, 2nd Floor, Cluj County, Romania, and to exercise the right to vote as per my holdings and shares on the reference date and in respect of all items on the Agenda, as follows:

- 1. Informing the Company shareholders in respect of the Notice from the Sighișoara Municipality - the Internal Revenue Office (local taxes) no. 4972/IV/2/March 5th 2014, and the subsequent court decision ruled: Decision no. 497/R of 01.23.2014 of Tîrgu-Mureș Court of Appeal, 2nd Department - Civil, of fiscal and administrative litigations, in the lawsuit between Sighișoara Municipality and the Municipality of the Commune of Albești regarding the territorial boundaries between the two administrative units.**

In favor

Opposed

Abstentions

- 2. Approving the amendment of the Articles of Incorporation of VES Joint Stock Company Sighișoara, namely the amendment of Article 16 paragraph (25) of the Articles of Incorporation according to the AGAO approval in respect of electing a new Supervisory Board.**

In favor Opposed Abstentions

- 3. Approving the date of May 16th 2014 as the date of registration and identification of the shareholders on which the decisions of the Extraordinary General Assembly of Shareholders have effect in accordance with the provisions of Article 238 of Law no. 297/2004 of the Capital Market.**

In favor Opposed Abstentions

- 4. Appointing Mr. Fetita Alin Sorin, domiciled in Cluj-Napoca, 74 Calea Dorobantilor, apt 114, identified by I.C. KX series, no. 709917, issued by Cluj-Napoca Public Community Service of Personal Records on November 25th 2009, PNC 1731218120700, to carry out all formalities required for registration and publication of the AGAE decisions and signing the updated Articles of Incorporation.**

In favor Opposed Abstentions

I attach thereto the original / certified true copy of the Certificate of Good standing issued by the Trade Registry / the equivalent documents issued by the competent authorities in the shareholder's country of residence.

DATE

Name, surname, and signature of the shareholder
