

SPECIAL POWER OF ATTORNEY

For representation in the Extraordinary General Meeting of Shareholders (EGMS) VES S.A.
Sighisoara
of 16 or 17 February 2015, 13:00 at the place of business located in
Cluj-Napoca, Parcul Industrial Tetarom 1, str. Tietura Turcului nr. 47/15N,
Cl dire birouri Corp A, et. 2, Cluj County.

The underwritten _____, based in _____
, str. _____, nr. _____, ap. _____, jud. _____, registered with the Trade Register
Office under no. _____, VAT no. _____, duly represented by Mr/Ms
_____ as _____, **SHAREHOLDER** of VES S.A.
Sighisoara with _____ shares, representing _____% of the total number of
VES S.A. shares, entitling me to _____ votes in the General Meeting of Shareholders
(GMS), representing _____% of the total number of shares,,

I hereby entrust _____, residing in
_____, str. _____, nr. _____, ap. _____, jud.
_____, holder of identity card series _____, no. _____, civil code
number _____, as our representative in the General Meeting of Shareholders, to
exercise the right to vote corresponding to his/her holdings registered in the Register of Shareholders,
regarding the entire agenda of the Extraordinary General Meeting of Shareholders of 16.02.2015,
13:00, held at the place of business of the company located in Cluj-Napoca, Parcul Industrial
Tetarom 1, str. Tietura Turcului nr. 47/15N, Cl dire birouri Corp A, et. 2, Cluj County, and of the
second convening of 17.02.2015, held at the same time and in the same place, as follows:

1. The approval of extending the credit line facility covered by the contract no. RQ13120793669278 of 10.01.2014 concluded by Chimsport SA with CEC Bank SA, where Ves SA is co-debtor, namely the approval of extending the credit line facility contract, with a maximum amount of 4,014,000 EUR, for a new period of 24 months, by single extension of successive extensions, maintaining all collaterals and conditions previously set.

For

Against

Abstentions

2. Maintaining the power of attorney in the relation with CEC Bank SA of Mr Alin Sorin Fetiță as Chairman of the Executive Board and of Ms Mioara Handaric as Member of the Executive Board, entrusted to sign the contract / contracts / addendum / addenda to the credit contract, the documents regarding collaterals / maintaining the collaterals, in the name and on behalf of the Company, and any other documents (requests, statements, etc.) required to extend the facility/facilities contracted with CEC Bank S.A.

For

Against

Abstentions

3. The approval of the date of 04.03.2015 as date of registration and of identification of shareholders covered by the EGMS decisions, in compliance with Article 238 of Law 297/2004 on the capital market.

For

Against

Abstentions

4. The entrustment of the Chairman of the Executive Board Alin Sorin Fetiță with fulfilling all the formalities required to register and release the GMS decisions.

For

Against

Abstentions

5. The authorisation of the acquisition of own shares on the stock market up to a maximum of 10% of the total shares issued by the Company, at a value of minimum 0.03 lei / share and a maximum of 0.05 lei / share, in accordance with Article 1031 of Law no. 31/1990 on trading companies, republished, as supplemented and amended, authorization granted for a period of 18 months from the date the decision is published in the Official Gazette of Romania.

For

Against

Abstentions

6. The entrustment of the Chairman of the Executive Board to fulfil all the formalities required to acquire own shares by the Company, under the conditions listed in the previous paragraph, authorised to sign in the name and on behalf of the company any and all the documents before public or private law persons.

For

Against

Abstentions

DATE

Surname, name and signature of the shareholder
