

## ***SPECIAL POWER OF ATTORNEY***

for representation in the Extraordinary General Meeting of VES S.A. Sighișoara Shareholders of 06 or 07. 07. 2015 , 11.00 a.m. in Cluj-Napoca, Parc Industrial Tetarom I , str. Taietura Turcului, nr. 47/15N, Cladire de birouri , Corp A, Et.2, jud. Cluj.

The underwritten \_\_\_\_\_, based in \_\_\_\_\_, street. \_\_\_\_\_, no. \_\_\_\_\_, ap. \_\_\_\_\_, registered with the Trade Register Office under no. \_\_\_\_\_, VAT code no. \_\_\_\_\_, duly represented by Mr/Ms \_\_\_\_\_ as \_\_\_\_\_, **SHAREHOLDER** of S.C. 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,,

Hereby entrusts \_\_\_\_\_, residing in \_\_\_\_\_, str. \_\_\_\_\_, nr. \_\_\_\_\_, ap. \_\_\_\_\_, holder of BI/CI series \_\_\_\_\_, no. \_\_\_\_\_, PIN no. \_\_\_\_\_, as representative in the Extraordinary General Meeting of Shareholders, to exercise the right to vote corresponding to his/her holdings registered with the Register of Shareholders, regarding the entire agenda of the Extraordinary General Meeting of Shareholders of 06.07.2015, 11:00 a.m., held in Cluj-Napoca, Parc Industrial Tetarom I, str. Taietura Turcului, nr. 47/15N, Cladire de birouri , Corp A, Et.2, jud. Cluj, and of the second convening of 07.07.2015, held at the same time and in the same place, as follows:

1. To approve the extension of the credit line facility concluded by Chimsport SA for the amount of 4,014,000 EUR with CEC Bank SA, pursuant to the Contract no. RQ13120793669278 of 10.01.2014, as well as the keeping of the already established collaterals, under the following terms:

- a. the extension of the credit line for a new period of maximum 15 years, with monthly repayments.
- b. the conversion of the credit currency from Euro (EUR) to Lei (RON).
- c. the collaterals pledged by the Company are as follows:

- real estate mortgage on the following real estate owned by VES SA: 1) building land with an area of 358 sq. m and building consisting of a House with 1 room, kitchen, stoop, registered with the Land Registry under no. 50026, in Albești, owned by VES SA; 2) building land with an area of 990 sq. m and building consisting of a Dwelling with 2 rooms, kitchen and fixtures, registered with the Land Registry under no. 50027, in Albești, owned by VES SA; 3) building land with an area of 252 sq. m and buildings consisting of a Pilot Research Station for special enamelled pots (offices + laboratories), registered with the Land Registry under no. 50031, in Albești, owned by VES SA; 4) building land with an area of 1,735 sq. m and buildings consisting of C1 - Electro-loading Station, C2 - Warehouse, C3 - Storeroom, C4 - Metal shed, C5 - Boiler room, C6 - Boiler room, registered with the Land

Registry under no. 50179, in Albești, owned by VES SA; 5) building land with an area of 5,371 sq. m and buildings consisting of C1 - Gate House, C2- Canteen, registered with the Land Registry under no. 50180, in Albești, owned by VES SA; 6) building land with an area of 3,193 sq. m and buildings consisting of C1- Rainwater tank, C2 - Gas adjustment house, C3 - Pump house, C4 - Warehouse , C5 - Pump station, C6 - Settling tank, C7 - Settling tank, C8 - Decanter, C9 - Acid water storage tank, C10 - Garage, C11 - Gas adjustment house, C12 - Decanter, C13 - Settling tank, registered with the Land Registry under no. 50181, in Albești, owned by VES SA; 7) buildable land with an area of 2,123 sq. meters and buildings consisting of C1 - Fuel deposit, C2 - Metal shed for storing Caldi products, registered with the Land Registry under no. 50664, in Sighișoara, owned by VES SA; 8) building land with an area of 3,189 sq. m and a building consisting of C1 Finished goods warehouse, registered with the Land Registry under no. 50939, in Sighișoara, owned by VES SA; 9) building land with an area of 2,343 sq. m and a building consisting of C1 - Water utilities, C2-Water tank, registered with the Land Registry under no. 50940, in Sighișoara, owned by VES SA; 10) building land with an area of 12,042 sq. m and a building consisting of C1 - Administrative building (offices), C2 - Enamelled pots manufacturing building, C3 - Workshops, C4 - Compressor station, C5-Workshops, C6 - Trafo station, registered with the Land Registry under number 50942, in Sighișoara, owned by VES SA; 11) building land with an area of 3,831 sq. m and a building consisting of C1 - Press workshop and metal sheets warehouse, C2 - Tank, registered with the Land Registry under no. 50944, in Sighișoara, owned by VES SA; 12) building land with an area of 4,870 sq. m and buildings consisting of C1 - Metal workshop, C2 - Gate house, C3 - Toilet and cabin, C4 - Metal shed, registered with the Land Registry under no. 50946, in Sighișoara, owned by VES SA.

- Pledge over the stock of finished goods owned by Ves SA, at the value of the required guarantee;

- Movable mortgage on receivables arising out of the following commercial contracts: 1) Sales Contract no. 3660 of 18.07.2012 concluded between Ves SA and Weekend SRL; 2) Sales Contract no. 3659 of 18.07.2012 concluded between Ves SA and Magdolna Impex SRL; 3) Sales Contract no. 3142 of 08.06.2012 concluded between Ves SA and Via-Com SRL; 4) Sales Contract no. 1454 of 11.03.2014 concluded between Ves SA and Dedeman SRL.

- Movable mortgage on existing and potential receivables arising out of any other commercial contracts, concluded by Chimsport SA and/or Ves SA and/or Chimica Automotive SA with domestic and/or foreign customers;

- movable mortgage on the accounts opened by the Company with CEC Bank SA.

For

Against

Abstentions

2. . To approve the conclusion by Chimsport SA of one or several credit facility/facilities with CEC Bank SA, for a maximum of RON 10,000,000, for a period of up to 10 years, to finance the project carried out as part of the Sectoral Operational Program "Increase of Economic Competitiveness" co-funded by the European Regional Development Fund, entitled "Improving the competitiveness of SC CHIMSPORT SA through the acquisition of high technology equipment to expand the manufacturing of sport items" under the following conditions:

- a. the equipment to be purchased must be covered by the object of the aforementioned project;
- b. the credit facility is guaranteed by a movable mortgage on potential goods, namely the equipment to be purchased, provided in section a.;
- b. the credit facility is guaranteed by subsequent rank real estate mortgage on all real estate mortgaged in favour of CEC Bank SA, namely on the following real estate: 1) building land with an area of 10,290 sq. m and building consisting of Heavy injection workshop, GF, offices, GF+2, mill, storeroom, GF, registered with the Land Registry under no. 61052, in Orăștie, owned by Chimica SA; 2) building land with an area of 10,984 sq. m and building consisting of investment offices, new die making facility, old die making facility, locker rooms, storeroom, registered with the Land Registry under no. 61053, in Orăștie, owned by Chimica SA; 3) building land with an area of 8,690 sq. m and building consisting of Warehouse, shed, registered with the Land Registry under no. 60457, in Orăștie, owned by Chimsport SA, 4) building land with an area of 580 sq. m and building consisting of Electrical workshop with locker room, registered with the Land Registry under no. 61158 Orăștie, owned by Chimsport SA, 5) building land with an area of 358 sq. m and building consisting of a House with 1 room, kitchen, stoop, registered with the Land Registry under no. 50026, in Albești, owned by VES SA; 6) building land with an area of 990 sq. m and building consisting of a Dwelling with 2 rooms, kitchen and fixtures, registered with the Land Registry under no. 50027, in Albești, owned by VES SA; 7) building land with an area of 252 sq. m and buildings consisting of a Pilot Research Station for special enamelled pots (offices + laboratories), registered with the Land Registry under no. 50031, in Albești, owned by VES SA; 8) building land with an area of 1,735 sq. m and buildings consisting of C1 - Electro-loading Station, C2 - Warehouse, C3 - Storeroom, C4 - Metal shed, C5 - Boiler room, C6 - Boiler room, registered with the Land Registry under no. 50179, in Albești, owned by VES SA; 9) building land with an area of 5,371 sq. m and buildings consisting of C1 - Gate House, C2- Canteen, registered with the Land Registry under no. 50180, in Albești, owned by VES SA; 10) building land with an area of 3,193 sq. m and buildings consisting of C1- Rainwater tank, C2 - Gas adjustment house, C3 - Pump house, C4 - Warehouse , C5 - Pump station, C6 - Settling tank, C7 - Settling tank, C8 - Decanter, C9 - Acid water storage tank, C10 - Garage, C11 - Gas adjustment house, C12 - Decanter, C13 - Settling tank, registered with the Land Registry under no. 50181, in Albești, owned by VES SA; 11) buildable land with an area of 2,123 sq. meters and buildings consisting of C1 - Fuel deposit, C2 - Metal shed for storing Caldi products, registered with the Land Registry under no. 50664, in Sighișoara, owned by VES SA; 12) building land with an

area of 3,189 sq. m and a building consisting of C1 Finished goods warehouse, registered with the Land Registry under no. 50939, in Sighișoara, owned by VES SA; 13) building land with an area of 2,343 sq. m and a building consisting of C1 - Water utilities, C2-Water tank, registered with the Land Registry under no. 50940, in Sighișoara, owned by VES SA; 14) building land with an area of 12,042 sq. m and a building consisting of C1 - Administrative building (offices), C2 - Enamelled pots manufacturing building, C3 - Workshops, C4 - Compressor station, C5-Workshops, C6 - Trafo station, registered with the Land Registry under number 50942, in Sighișoara, owned by VES SA; 15) building land with an area of 3,831 sq. m and a building consisting of C1 - Press workshop and metal sheets warehouse, C2 - Tank, registered with the Land Registry under no. 50944, in Sighișoara, owned by VES SA; 16) building land with an area of 4,870 sq. m and buildings consisting of C1 - Metal workshop, C2 - Gate house, C3 - Toilet and cabin, C4 - Metal shed, registered with the Land Registry under no. 50946, in Sighișoara, owned by VES SA.

For                       Against                       Abstentions

3. To approve the conclusion by Chimsport with CEC Bank of Treasury Limit credit facilities, for forward foreign exchange operations, amounting to a maximum of 2 million euros, for up to 12 months.

For                       Against                       Abstentions

4. To approve the guaranteeing of the credit facility mentioned in the previous paragraph by Movable mortgage on the receivables of Chimsport SA and/or Ves SA and/or Chimica Automotive SA, concluded with domestic and/or foreign debtors, as well as by Movable mortgage on the bank accounts opened by the Company with CEC Bank, up to the value of the required guarantee;

For                       Against                       Abstentions

5. To approve the commitment of the Company to not divide/merge/decide early dissolution of the company throughout the period of the credit facilities to be concluded, without the prior approval of the bank.

For                       Against                       Abstentions

6. To approve the preparation and signing, on behalf of and for the Company, of all documents required to access the aforementioned credit facilities, to submit information and to request information, of credit facilities contracts, of collateral arrangements, and of any and all documents

related to the credit facilities to be approved with the establishment of the related collaterals, by Mr Alin Sorin Fetiță, as Proxy and as Chairman of the Executive Board.

For

Against

Abstentions

7. To approve the supplementing of the secondary object of activity set in Article 6 paragraph 2 of the Articles of Incorporation with the following activities:

- NACE 7211 - Research and experimental development on biotechnology;
- NACE 7219 - Other research and experimental development on natural sciences and engineering;
- NACE 7220 - Research and experimental development on social sciences and humanities.

For

Against

Abstentions

8. To approve the date of 22.07.2015 as registration date, i.e. for identifying the shareholders covered by the EGMS decisions, in compliance with Article 238 of Law 297/2004 on the capital market, and of 21.07.2015 as ex date, as defined by the CNVM Regulation no. 6/2009.

For

Against

Abstentions

9. To approve the entrustment of the Chairman of the Executive Board, Mr Alin Sorin Fetiță, with fulfilling all the formalities required to register and release the GMS decisions, including for signing the updated Articles of Incorporation.

For

Against

Abstentions

10. Approval of the extension of the credit line contracted by Chimsport SA for the amount of 4 014 000 EUR with CEC Bank SA, according to the contract no. RQ13120793669278 of the 10th of January 2014 as well as the maintenance of already constituted guarantees, in the following conditions:

- a. the extension / transformation of the credit line for new periods, of maximum 15 years, with monthly payments (Note - the credit line will be extended for new periods contained between 30 days and 15 years, according to the bank decision);
- b. conversion of the currency of the credit from EURO (EUR) into LEI (RON);
- c. guarantees the Company is guaranteeing are:

- real estate mortgage over the following goods being the ownership of Ves SA: 1) land within the built-up area in a surface of 358 sqm and a construction consisting in a House made up of 1 room, kitchen, terrace, registered in the Land Book under no. 50026, Albesti, ownership of VES SA; 2) land within the built-up area in surface of 990 sqm and construction consisting in a living House with 2 rooms, kitchen and dependencies, registered in the Land Book, under no.50027, Albesti, ownership of VES SA; 3) land within the built-up area in a surface of 252 sqm and constructions consisting in a

Pilot Station for Research of Special Enamelled Ware (offices + laboratories), registered in the Land Book under no.50031, Albești, ownership of VES SA; 4) land within the built-up area in a surface of 1735 sqm and constructions consisting of C1 - Electro Loading Station, C2 - Warehouse, C3 - Property locker, C4 - Metallic property locker, C5 - Boiler room, C6 - Boiler Room registered in the Land Book under no. 50179, Albesti, ownership of VES SA; 5) land within the built-up area in a surface of 5371 sqm and constructions consisting of C1 - Gate Room, C2-Canteen registered in the Land Book under no.50180, Albești, ownership of VES SA; 6) land within the built-up area in a surface of 3193 sqm and constructions consisting of C1 - Pluvial water pit, C2 - Gas adjustment department, C3-Pump Department, C4- Warehouse, C5 -Pump station, C6- Settling pit, C7-Settling pit, C8-Decanter, C9-Pit for the gathering of acid waters, C10-Garage, C11-Gas adjustment department, C12- Decanter, C13 - Settling pit, registered in the Land Book under no.50181, Albești, ownership of VES SA; 7) land within the built-up area in a surface of 2123 sqm and constructions consisting of: C1-Fuel deposit, C2-Metallic Hall for the storage of Caldi products, registered in the Land Book under no. 5064, Sighișoara, ownership of VES SA; 8) land within the built-up area in a surface of 3189 sqm and construction consisting of C1 -Finite products property locker registered in the Land Book under no. 20939, Sighișoara, ownership of VES SA; 9) land within the built-up area in a surface of 2343 sqm and constructions consisting of C1- Water grange, C2-Water basin registered in the Land Book under no. 20940, Sighișoara, ownership of VES SA; 10) land within the built-up area in a surface of 12042 sqm and constructions consisting of C1-Administrative building (offices), C2 - Building for the production for enamelled ware, C3- Workshops, C4-Compressor Station, C5- Workshops, C6-Power transformer, registered in the Land Book under no. 50942 Sighișoara, ownership of VES SA; 11) land within the built-up area in a surface of 3831 sqm and constructions consisting of C1-Pressing Machine Hall and Sheet Deposit, C2-Pit, registered in the Land Book under no.50944, Sighișoara, ownership of VES SA, 12) land within the built-up area in a surface of 4870 sqm and consisting of C1 -Metallic Hall, C2-Gate Room, C3-Toilets and cabin, C4- Metallic property locker registered in the Land Book under no.50946, Sighișoara, ownership of VES SA.

- Real estate guarantee over the stock of finite products of Ves SA, at the value of the guaranteed necessary amount;

- real estate mortgage over the debts of the following commercial contracts: 1) sale purchase contract no.3660 of the 18th of July 2012 signed by Ves SA and Weekend SRL; 2) sale purchase contract no.3659 of the 18th of July 2012 signed by Ves SA and Magdolna Impex SRL; 3) sale purchase contract no.3142 of the 8th of June 2012 signed by Ves SA and Via-Com SRL; 4) sale purchase contract no.1454 of the 11th of March 2014 signed by Ves SA and Dedeman SRL.

- real estate mortgage over present and future debts resulted from any other commercial contracts, concluded by Chimsport SA and/or Ves SA and/or Chimica Automotive SA with clients from the country and / or abroad;

- real estate mortgage over the current accounts opened by the Company at CEC Bank SA.

- personal guarantee of Mr. Fărcaș Alexandru;

- personal guarantee of Ildate Management SRL.

For

Against

Abstinance

11. The approval the empowered person and the President of the Board of Mr. Fetiță Alin Sorin, to be able to assign an empowered person who will sign the documents of the nature of the ones stipulated in point.6 of the present convener, in the case in which he cannot develop such activity personally.

For

Against

Abstinance

12. Approval of the contracting by Chimsport SA of one/more credit facility/facilities from CEC Bank SA for a maximum value of 10 000 000 lei, for a period of maximum 10 years, for the financing of the project developed within the Operational Sectorial Programme "Increase of Economic Competitiveness" - co-financed by the European Fund for Regional Development, called "Increase of

competitiveness of SC CHIMSPORT SA by the procurement of high technology equipment for the extension of the production to sports articles” in the following conditions:

- a. the equipment that will be procured are exclusively the ones that make the object of the before mentioned project;
- b. the guarantee of the credit facility with real estate mortgage on future goods, respectively the equipment that will be procured, and stipulated in letter a.
- c. the guarantee of the credit facility with real estate mortgage of a subsequent degree over all the real estate on which there is a mortgage instituted in the favour of CEC Bank SA, of which over the following real estates that are the ownership of the Company: 1) land within the built-up area in a surface of 358 sqm and a construction consisting in a House made up of 1 room, kitchen, terrace, registered in the Land Book under no. 50026, Albesti, ownership of VES SA; 2) land within the built-up area in surface of 990 sqm and construction consisting in a living House with 2 rooms, kitchen and dependencies, registered in the Land Book, under no.50027, Albesti, ownership of VES SA; 3) land within the built-up area in a surface of 252 sqm and constructions consisting in a Pilot Station for Research of Special Enamelled Ware (offices + laboratories), registered in the Land Book under no.50031, Albești, ownership of VES SA; 4) land within the built-up area in a surface of 1735 sqm and constructions consisting of C1 - Electro Loading Station, C2 - Warehouse, C3 - Property locker, C4 - Metallic property locker, C5 - Boiler room, C6 - Boiler Room registered in the Land Book under no. 50179, Albesti, ownership of VES SA; 5) land within the built-up area in a surface of 5371 sqm and constructions consisting of C1 - Gate Room, C2-Canteen registered in the Land Book under no.50180, Albești, ownership of VES SA; 6) land within the built-up area in a surface of 3193 sqm and constructions consisting of C1 - Pluvial water pit, C2 - Gas adjustment department, C3-Pump Department, C4- Warehouse, C5 -Pump station, C6- Settling pit, C7-Settling pit, C8-Decanter, C9-Pit for the gathering of acid waters, C10-Garage, C11-Gas adjustment department, C12- Decanter, C13 - Settling pit, registered in the Land Book under no.50181, Albești, ownership of VES SA; 7) land within the built-up area in a surface of 2123 sqm and constructions consisting of: C1-Fuel deposit, C2-Metallic Hall for the storage of Caldi products, registered in the Land Book under no. 5064, Sighișoara, ownership of VES SA; 8) land within the built-up area in a surface of 3189 sqm and construction consisting of C1 -Finite products property locker registered in the Land Book under no. 20939, Sighișoara, ownership of VES SA; 9) land within the built-up area in a surface of 2343 sqm and constructions consisting of C1- Water grange, C2-Water basin registered in the Land Book under no. 20940, Sighișoara, ownership of VES SA; 10) land within the built-up area in a surface of 12042 sqm and constructions consisting of C1-Administrative building (offices), C2 - Building for the production for enamelled ware, C3- Workshops, C4-Compressor Station, C5- Workshops, C6-Power Transformer, registered in the Land Book under no. 50942 Sighișoara, ownership of VES SA; 11) land within the built-up area in a surface of 3831 sqm and constructions consisting of C1-Pressing Machine Hall and Sheet Deposit, C2-Pit, registered in the Land Book under no.50944, Sighișoara, ownership of VES SA, 12) land within the built-up area in a surface of 4870 sqm and consisting of C1 -Metallic Hall, C2-Gate Room, C3-Toilets and cabin, C4- Metallic property locker registered in the Land Book under no.50946, Sighișoara, ownership of VES SA.
- c. guarantee of the credit facility with: 1) Personal guarantee of Mr. Fărcaș Alexandru and 2) Personal guarantee of Ildate Management SRL.

For                                       Against                                       Abstinance

DATE  
-----

Shareholder's signature  
-----