

SPECIAL POWER OF ATTORNEY

for representation in the Extraordinary General Meeting of VES S.A. Sighișoara Shareholders of 31.08.2015 or 01. 09. 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 undersigned _____, residing in _____, str. _____, nr. _____, ap. _____, holder of BI/CI series _____, no. _____, personal identification number _____, **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,,

I hereby entrust _____, residing in _____, str. _____, nr. _____, ap. _____, holder of BI/CI series _____, no. _____, personal identification number _____, as my representative in the Extraordinary General Meeting of Shareholders, to exercise the right to vote corresponding to my holdings registered with the Register of Shareholders, regarding the entire agenda of the Extraordinary General Meeting of Shareholders of 31.08.2015, 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 01.09.2015, held at the same time and in the same place, as follows:

1 . Approval of the amendment to the Articles of Incorporation - i.e. amendment of Article 16 paragraph 25 of the Articles of Incorporation, pursuant to the approval of the Ordinary General Shareholders Meeting on selecting a new member in the Supervisory Board for the vacated position.

For Against Abstentions

2. Approval of the date of 16.09.2015 as registration date, i.e. for identifying the shareholders covered by the GMS decision, in compliance with Article 238 of Law 297/2004 on the capital market, and of 15.09.2015 as ex date, as defined by the CNVM Regulation no. 6/2009.

For Against Abstentions

3. The entrustment of Mr Fetiță Alin Sorin, residing in Cluj-Napoca, Cal. Dorobanților nr.74 ap.114, holder of the ID card series KX, number 709917, issued by SPCLEP Cluj-Napoca, on 25.11.2009, with fulfilling all the formalities required to record and release the GMS decisions and with signing the amended Articles of Incorporation.

For Against Abstentions

DATE

Shareholder's signature
