

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

for representation in the Extraordinary General Meeting of VES S.A. Sighișoara Shareholders of 18 December 2015 or 21 December 2015, 13.00 p.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. \_\_\_\_\_, CNP no. \_\_\_\_\_, **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 \_\_\_\_\_, street \_\_\_\_\_, no. \_\_\_\_\_, apartm. \_\_\_\_\_, holder of BI/CI series \_\_\_\_\_, no. \_\_\_\_\_, PIN no. \_\_\_\_\_, 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 18 December 2015, 13:00 p.m., held in Cluj-Napoca, Parc Industrial Tetarom I, str. Taietura Turcului, nr. 47/15N, Cladire de birouri, Corp A, Et.2, jud. Cluj, respectively 21 December 2015, held at the same time and in the same place, as follows:

1. To approve the signature and assimilation by the Company as codebtor, of any contracts for obtaining credit facilities by the debtor Chimsport SA for the financing of the investment projects for the Mavic activity and the refinance of the shoe lines purchased in leasing from BT Leasing Transilvania IFN SA under the following conditions:

- a) credit duration (validity term): max. 120 months;
- b) credit amount: max. 5.953.500 lei;
- c) grace period: max. 12 months;
- c) drawing period: max. 12 months;
- e) own contribution of the debtor Chimsport SA to the total investment amount.

For                       Against                       Abstentions

2. To approve the guarantee over the credit facility stipulated at the previous point, throughout the whole existence of the credit facility, with the following:

- a) movable mortgage over the equipments and machines subject to purchase and/or refinance, for CEC Bank SA;
- b) FRGCIP (Romanian Fund for Credit Guarantee) guarantee, with a replacement possibility when Chimsport SA identifies unencumbered assets;
- c) movable mortgage on the accounts opened by Chimsport SA at CEC Bank SA.
- d) lien on insurance policies of the mortgaged asset for CEC Bank SA;
- e) fidejussion agreement signed with Mr. Fărcaș Alexandru, Mrs. Monica Elena and Ildate Management SRL.
- f) other security interests in real and/or personal property of the debtor Chimsport to the extend they became unencumbered, at the request of CEC Bank.

For                                            Against                                            Abstentions

3.To mandate the Executive Board and/or the Supervisory Board, if needed, to approve/sign the supplementation and/or the replacement of guarantees mentioned above with other real and/or personal interests of Chimsport SA, to the extend they become unencumbered, for the guarantee of credit facilities mentioned in point 1.

For                       Against                       Abstentions

4. 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 by the Company with CEC Bank SA.

For                       Against                       Abstentions

5. To nominate one or two persons, members of the Executive Board, to sign for and on behalf of the Company, all needed documents for the awarding of the credit facilities and for the setup of the guarantees, as well as of the credit agreement(s), addenda to the credit agreement(s), ancillary agreement(s), Company's commitment of not dividing/deciding to early dissolve the Company, if needed, other needed documents needed for the establishment of the credit facilities, the organization of guarantees, observing the cinditions approved by the General Meeting of the Shareholders.

For                       Against                       Abstentions

6.To approve the date of 7 January 2016 as the registration date, respectively, the identification of the shareholders subject to the effects of the Extraordinary General Meeting of the Shareholders, pursuant to the provisions of Article 238 of Law 297/2004 on the capital market.

For                       Against                       Abstentions

7. To mandate the Chairman of the Executive Board to fulfil all needed formalities for the registration and publication of General Meeting of Shareholders decisions.

For                       Against                       Abstentions

DATE

Shareholder's signature

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