

SPECIAL POWER OF ATTORNEY

for representation in the Extraordinary General Meeting of Shareholders VES S.A. Sighișoara of 27.04.2016 or 28.04.2016, 12.00 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 mandate _____, 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 27.04.2016, 12:00 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, and of the second convening of 28.04.2016, held at the same time and in the same place, as follows:

1. To approve the factoring limit related to Auchan Romania for BRD and the proxy of Mr. Felmer Hans Christian- Chairman of the Directorate for signing all the necessary documents for factoring contract.

For Against Abstentions

2. To approve the date of 18.05.2016 as registration date, i.e. for identifying the shareholders covered by the EGMS decision, in compliance with Article 238 of Law 297/2004 on the capital market, and of 17.05.2016 as ex date, as defined by the Romanian National Securities Commission Regulation no. 6/2009.

For Against Abstentions

3. To approve the madate of the Chairman of the Directorate, Felmer Hans Christian, with fulfilling all the formalities required to register and release the EGMS decisions.

For Against Abstentions

DATE

Shareholder's signature
