

## ***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 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 mandates \_\_\_\_\_, 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 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 Felmer Hans Christian- Chairman of the Directorate for signing all the necessary documents for the 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  
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Shareholder's signature  
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