

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

for representation in the Ordinary General Meeting of Shareholders VES S.A. Sighișoara of 27 or 28.04.2016, 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 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. Sighișoara 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 his representative in the Ordinary General Meeting of Shareholders, to exercise the right to vote corresponding to his holdings registered with the Register of Shareholders, regarding the entire agenda of the Ordinary General Meeting of Shareholders of 27.04.2016, 13:00, 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. Approval of Annual Report of Directorate of SC.VES.SA Sighișoara for year 2015.

For                       Against                       Abstentions

2. The approval of the Balance Sheet, Profit and Loss Account and annexes for fiscal year 2015 and allocation of net profit for the year 2015 for the coverage of the last years losses.

For                       Against                       Abstentions

3. Approval of Financial Audit Report for 2015 Balance Sheet certification.

For                       Against                       Abstentions

4. Approval of discharge from administration of Directorate for fiscal year 2015 based on presented reports.

For                       Against                       Abstentions

5. Approval of Revenues and Expenses budget for 2016.

For                       Against                       Abstentions

6. Approval of the date of 18.05.2016 as registration date, i.e. for identifying the shareholders covered by the OGMS 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

7. Approval of the madate of Felmer Hans Christian, with fulfilling all the formalities required to register and release the OGMS decisions.

For                       Against                       Abstentions

DATE

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Shareholder's signature

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