

SPECIAL POWER OF ATTORNEY

for representation in the Extraordinary General Meeting of VES S.A. Sighișoara Shareholders of 07.07.2016 or 08.07. 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. _____, personal identification number 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 07.07.2016, 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 08.07.2016, held at the same time and in the same place, as follows:

1. To approve the guaranteeing of credit facilities contracted by Chimsport SA from CEC Bank SA, with a mortgage over the receivables resulted from the trade relationship with Dedeman SRL, presently regulated by the trading agreement no. 1602/17.02.2016, signed between VES SA Sighisoara and Dedeman SRL.

For Against Abstentions

2. . To approve the contracting of a factoring products from CEC Bank SA with a maximum threshold of 3.000.000 RON, based on the trading agreement no. 1602/17.02.2016, signed between VES SA Sighisoara and Dedeman SRL.

For Against Abstentions

3. To approve the guaranteeing of the factoring product with:

- the assignment of the receivables resulted from the trading agreement signed by the company with Dedeman SRL, a trading agreement subject to factoring;
- Mortgage over the present and future credit balance in RON and currency of the company accounts opened at CEC BANK SA;

- Mortgage over the credit balance of the assignment account opened for the execution of proceeds;
- Fidejussion agreement signed with Mr. Alexandru Farcas and Mrs. Monica Farcas.

For Against Abstentions

4. To approve Mr. Felmer Hans Christian-Chairman of the Executive Board, as signatory, to represent the company in the relation with the Bank, to sign credit agreements/addendums and accessory guarantee agreements.

For Against Abstentions

5. To approve the date of 27.07.2016 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 26.07.2016 as ex date, as defined by the National Securities Commission Regulation no. 6/2009.

For Against Abstentions

6. To mandate Mr. Felmer Hans Christian, with fulfilling all the formalities required to register and release the EGMS decisions.

For Against Abstentions

DATE

Shareholder's signature
