

## ***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 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 entrusts \_\_\_\_\_, 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 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

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Shareholder's signature

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