

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

for representation in the Extraordinary General Meeting of VES S.A. Sighișoara Shareholders of 05.12.2016 or 06.12. 2016 , 14.00, 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 05.12.2016, 14:00, 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 06.12.2016, held at the same time and in the same place, as follows:

**1.** To approve the extension of the credit line facility concluded by Chimsport SA as Debtor, VES SA as Co-debtor and Pledgor for the amount of RON17,788,041 with CEC Bank SA, pursuant to the Contract no. RQ13120793669278 of 10.01.2014, as well as the keeping of the already established collaterals, for a period of maximum 24 months:

- real estate mortgage on the following real estate items property of Chimsport SA, located in Orăștie, str. Codrului, nr. 24, jud. Hunedoara: 1) buildable land with an area of 8,690 sq. m and buildings consisting of C1 - warehouse and C2 - shed, registered with the Land Registry under no. 60457, in Orăștie, 2) buildable land with an area of 580 sq. m and construction consisting of Electrical workshop with locker room, registered with the Land Registry under no. 61158 Orăștie,

- real estate mortgage on the following real estate items property of Chimica SA, located in Orăștie, str. Codrului, nr. 24, jud. Hunedoara: 1) buildable land with an area of 10,290 sq. m and building consisting of C1 - Heavy injection workshop, GF, C2 - offices, GF+2, C3 - mill, C4 - Heavy injection workshop,, GF, C5 - storeroom, GF, registered with the Land Registry under no. 61052, in Orăștie; 2) buildable land with an area of 10,984 sq. m and building consisting of C1 - investment offices, GF+2, C2 -new die making facility, GF, C3 - old die making facility, GF, 1st floor partially used

as locker rooms, C4 - locker rooms, GF+2, C5 - storeroom, GF, C6 - storeroom, GF, C7 - storeroom, GF, registered with the Land Registry under no. 61053, in Orăștie;

- real estate mortgage on the following real estate items owned by VES SA: 1) buildable land with an area of 358 sq. m and building consisting of a House with 1 room, kitchen, stoop, registered with the Land Registry under no. 50026, in Albești; 2) buildable land with an area of 990 sq. m and building consisting of a Dwelling with 2 rooms, kitchen and fixtures, registered with the Land Registry under no. 50027, in Albești; 3) buildable land with an area of 252 sq. m and buildings consisting of a Pilot Research Station for special enamelled pots (offices + laboratories), registered with the Land Registry under no. 50031, in Albești; 4) buildable land with an area of 1,735 sq. m and buildings consisting of C1 - Electro-loading Station, C2 - Warehouse, C3 - Storeroom, C4 - Metal shed, C5 - Boiler room, C6 - Boiler room, registered with the Land Registry under no. 50179, in Albești; 5) buildable land with an area of 5,371 sq. m and buildings consisting of C1 - Gate House, C2- Canteen, registered with the Land Registry under no. 50180, in Albești, owned by VES SA; 6) buildable land with an area of 3,193 sq. m and buildings consisting of C1- Rainwater tank, C2 - Gas adjustment house, C3 - Pump house, C4 - Warehouse , C5 - Pump station, C6 - Settling tank, C7 - Settling tank, C8 - Decanter, C9 - Acid water storage tank, C10 - Garage, C11 - Gas adjustment house, C12 - Decanter, C13 - Settling tank, registered with the Land Registry under no. 50181, in Albești; 7) buildable land with an area of 2,123 sq. meters and buildings consisting of C1 - Fuel deposit, C2 - Metal shed for storing Caldi products, registered with the Land Registry under no. 50664, in Sighișoara; 8) buildable land with an area of 3,189 sq. m and a building consisting of C1-Finished goods warehouse, registered with the Land Registry under no. 50939, in Sighișoara; 9) buildable land with an area of 2,343 sq. m and a building consisting of C1 - Water utilities, C2-Water tank, registered with the Land Registry under no. 50940, in Sighișoara; 10) buildable land with an area of 12,042 sq. m and a building consisting of C1 - Administrative building (offices), C2 - Enamelled pots manufacturing building, C3 - Workshops, C4 - Compressor station, C5-Workshops, C6 - Trafo station, registered with the Land Registry under number 50942, in Sighișoara; 11) buildable land with an area of 3,831 sq. m and a building consisting of C1 - Press workshop and metal sheets warehouse, C2 - Tank, registered with the Land Registry under no. 50944, in Sighișoara; 12) buildable land with an area of 4,870 sq. m and buildings consisting of C1 - Metal workshop, C2 - Gate house, C3 - Toilet and cabin, C4 - Metal shed, registered with the Land Registry under no. 50946, in Sighișoara.

- movable mortgage on the stock of finished goods owned by Ves SA, at the value of the required guarantee;

- movable mortgage on the receivables arising out of the present and future commercial contracts signed by Chimsport SA and Dedeman SRL, at the value of the required guarantee;

- movable mortgage on existing and potential receivables arising out of any other commercial contracts, concluded by Chimsport SA with domestic and/or foreign customers;
- movable mortgage on the accounts opened by the Company with CEC Bank SA.
- tangible collaterals belonging to Mr. Fărcaș Alexandru and Mrs. Fărcaș Monica Elena, including the waiver clause for the benefit of discussion or division;

For

Against

Abstentions

**2.** To approve the extension of the credit line facility concluded by Chimsport SA as Debtor, VES SA as Co-debtor/Pledgor for the amount of RON5,500,000 with CEC Bank SA, pursuant to the Contract no. RQ14121144736129 of 09.12.2014, as well as the keeping of the already established collaterals, for a period of maximum 24 months:

- real estate mortgage on the real estate item including buildable land with an area of 9,534 sq. m and constructions consisting of: C1 - „SALOMON” production floor, GF and GF+1; C2 - Warehouse no. 1, GF; C3 - Warehouse no. 2 + compressors, GF C4 - Warehouse no. 3, GF; C5 - Warehouse no. 4 + Mechanics workshop, GF; C6 - Mill workshop, GF ; C7 - Assembly workshop no. 1, GF ; C8 - Warehouse no. 2, GF ; C9 - Warehouse no. 5, GF , registered with the Land Registry under no. 60503 Orăștie, property of CHIMSPORT SA, located in Orăștie, str. Codrului, nr. 24, jud. Hunedoara;

- movable mortgage on the accounts opened by the Company with CEC Bank SA.

- movable mortgage on the receivables resulting from the Nomination Letter dated 10 June 2013, concluded between Chimsport SA and Euro Auto Plastic Systems;

- movable mortgage on the receivables resulting from the Nomination Letter dated 15 October 2013, concluded between Chimsport SA and Faurecia Interiors Industrie SNC France;

- tangible collaterals belonging to Mr. Fărcaș Alexandru and Mrs. Fărcaș Monica Elena, including the waiver clause for the benefit of discussion or division.

For

Against

Abstentions

**3.** To approve the commitment of the Company to not divide/merge/decide early dissolution of the company throughout the period of the credit facilities to be concluded, without the prior approval of the bank.

For

Against

Abstentions

4. To approve the empowerment of Mr. Alin Sorin Fetiță as responsible with the relation with CEC Bank SA with the purpose of drafting and signing for and on behalf of the Company, of all needed documents for the extension of credit line facilities mentioned above, for submitting the information, for requesting information, of any contracts/addenda for the extension of the credit facility, of any contracts/addenda for the extension/keeping all guarantees, as well as of any documents related to the extending credit facilities.

For

Against

Abstentions

5. To approve that the empowered Mr. Alin Sorin Fetiță mandate a person to sign the document mentioned above, respectively the documents relating to the extension of the credit facilities and for setting up guarantees of the present notice to attend, provided he is not able to personally perform this activity.

For

Against

Abstentions

6. To approve the amendment of the Company's Articles of Incorporation as follows:

- Article 16 para 1 is amended and shall have the following content: The Supervisory Board has 5 (five) members.
- Article 16 para 25 is amended following the OGMS approvals regarding the election of new members in the Supervisory Board following the termination of the mandate of old members.

For

Against

Abstentions

7. To approve the date of 21.12.2016 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 20.12.2016 as ex date, as defined by the National Securities Commission Regulation no. 6/2009.

For

Against

Abstentions

8. To mandate the Chairman of the Board to fulfil all publication formalities for the decisions adopted by EGMS, including for the signing of the amended Company's Articles of Incorporation.

For

Against

Abstentions

DATE

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Shareholder's signature

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