

## **SPECIAL POWER OF ATTORNEY**

for representation in the Ordinary General Meeting of VES S.A. Sighișoara Shareholders of 05 or 06. 12. 2016 , 15.00, 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. \_\_\_\_\_, CNP 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 Ordinary 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 Ordinary General Meeting of Shareholders of 05.12.2016, 15:00, 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 dismiss the members of the Supervisory Board following the termination of their mandate for:
  - SC. ILDATE MANAGEMENT SRL, represented by Farcas Alexandru;
  - Farcas Monica Elena;
  - Fetita Alin Sorin.

For

Against

Abstentions

- 2 To elect members for the Company's Supervisory Board and to validate the mandate of the new members in the Supervisory Board for a period of 4 years from the election date, pursuant to legal provision in force.

Farcas Monica Elena

For  Against  Abstentions

ILDATE MANAGEMENT SRL, represented by Farcas Alexandru;

For  Against  Abstentions

Fetita Alin-Sorin

For  Against  Abstentions

Gherman Oana

For  Against  Abstentions

Vasca George

For  Against  Abstentions

3 To establish the income of the members of the Supervisory Board.

For  Against  Abstentions

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

For  Against  Abstentions

5. To mandate the Chairman of the Board to fulfil all publication formalities for the decisions adopted by OGMS.

For  Against  Abstentions

6. To dismiss the current independent financial auditor, Mr. Fătăcean Gheorghe, on the grounds of the termination of his annual mandate.

For

Against

Abstentions

7. To elect a new independent financial auditor. ACCOUNTING AUDIT SRL, headquartered in Cluj-Napoca, str. Traian Mosoiu, nr.48, ap.8, registered at the Trade Office under no. J12/1010/2005, UTR: RO17373802, e-mail: [office@aaudit.ro](mailto:office@aaudit.ro), represented by financial auditor DORINA VASAR, CAFR member ID: 1432/2007, registered with the Chamber of Financial Auditors of Romania under no. 740/2007.

For

Against

Abstentions

DATE

Name, forename and signature of the Shareholder

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