

SPECIAL POWER OF ATTORNEY

for representation in the Extraordinary General Meeting of VES S.A. Sighișoara Shareholders of 17.08.2017 or 18.08.2017, 13.00, in Cluj-Napoca, 83 Fagului Street, 3rd floor, Cluj County.

The undersigned _____, residing in _____, str. _____, nr. _____, ap. _____, holder of BI/CI series _____, no. _____, PIN no. _____, **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.

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 17.08.2017, 13:00 pm, held in Cluj-Napoca, 83 Fagului Street, 3rd floor, Cluj County, and of the second convening of 18.08.2017, held at the same time and in the same place, as follows:

1. Approval of the extension of the “uncommitted credit facility called Multiple-Borrowers Multipurpose Limit to finance current business, in case of cash use situations other than Overdraft Product having as initial destination the refinancing of balances and the fee for anticipated reimbursement for Credit Line Facilities contracted by Chimsport SA and by Chimica Automotive SA from Banca Comerciala Carpatica, as well as trading with Derivative Financial Instruments according to specific product contracts”, contracted by Ves SA as a borrower along with Chimsport SA, Chimica Automotive SA and Chimica Research & Development SA with OTP BANK ROMANIA SA (the Bank) for a further period of 12 months and/ or for new periods of 12 months and/ or other lending periods, if any, for the full value of credit facilities of RON 13,700,000.

For

Against

Abstentions

2. Approval for the extension/ extensions of the facility/ facilities shall be achieved either by actual documents of extension of the already concluded contract or by the conclusion of new contracts having the same object and/ or similar objects, depending on the existence or non-existence of the same banking product of the Bank at the time of subsequent extensions.

For Against Abstentions

3. The approval of maintaining the guarantees established in favour of the Bank, specified in the credit agreement no. C22002016019016 of September 09, 2016, as well as in the subsequent addenda, throughout the existence of credit facilities.

For Against Abstentions

4. Empowerment of the Chairperson of the Board of Directors as a representative of the Company for the signing of the credit agreement(s), addenda to the credit agreement(s), collateral (movable or immovable) contract(s), addenda to the collateral contract(s), of the Promissory Note issued/ validated/ endorsed by the Company, as well as of all the requests, the documents that are in compliance with the present decision. The mandate is also granted for the establishment and marking of prohibitions on alienation, encumbering, renting, dismantling and annexation, construction and demolition, restructuring and arrangement of buildings placed as collateral. Also, the mandate is considered to be given for any other changes that will occur during the course of the credits, regarding the credit and/ or collateral contracts related to them, concluded/ to be concluded with OTP BANK ROMANIA SA, such as, but not limited to the extension of the period of validity of credits, increases/ decreases/ restructuring of the amount of loans granted, interest increases/ decreases, establishment of new collateral/ replacement thereof or any other changes in the credit and/ or collateral ratio, the mandate being granted up to the full fulfilment of the contractual obligations.

For Against Abstentions

5. Approval for the representative/ trustee of the previous section to designate his/ her own trustee to carry out the mandate granted by the GMS, if he/she cannot exercise it.

For Against Abstentions

6. Approval of the date of 07/09/2017 as the registration date, namely of identification of the shareholders affected by the effects of the EGMS decision according to the provisions of Law 24/2017 regarding the capital market, and of the date of 06/09/2017 as ex date, as defined by the provisions of CNVM (National Securities Commission) Regulation no. 6/2009.

For Against Abstentions

7. Mandating the Chairperson of the Board of Directors for carrying out all the necessary formalities for the registration and publication of GMS decisions.

For

Against

Abstentions

DATE

Shareholder's signature
