

SPECIAL POWER OF ATTORNEY

for representation in the Extraordinary General Meeting of VES S.A. Sighișoara Shareholders of 03.08.2020 or 04.08. 2020, 11.00 a.m. in Cluj-Napoca, str. Fagului nr.83, et.3, 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. 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 _____, nr. _____, ap. _____, 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 03.08.2020, 11:00 a.m., held in Cluj-Napoca, str. Fagului nr. 83 et. 3, jud. Cluj, and of the second convening of 04.08.2020, held at the same time and in the same place, as follows:

1. . Approval of the shares to be adopted by the company considering the decrease of the net assets below half of the value of the subscribed share capital, in accordance with the provisions of Article 153²⁴ of Law no. 31/1990.

For Against Abstentions

2. Approval of the reduction of the share capital of the Company in accordance with the provisions of Article 153²⁴ par. 4), corroborated with the provisions of art. 207 par. 1) lit. a) of Law no. 31/1990, by decreasing the number of shares, resulting in a decrease of the share capital by 12,000,000 lei, respectively the decrease of the share capital by a number of 120,000,000 shares.

For Against Abstentions

3. Approval of the procedure used to reduce the share capital, as follows:

1. The share capital, whose increased value is pending registration, amounting to 19,908,308.90 lei is reduced by the amount of 12,000,000 lei taking into account the

value of losses recorded at the end of the financial year 2019, resulting in a new value of the share capital of 7,908,308.90 lei;

2. The number of shares subject to the reduction is distributed in proportion to the number of shares held by each shareholder in the share capital at the date of registration;

3. If the application of the proportional reduction results in fractions of shares, the number of shares remaining in the shareholders' account will be rounded down. A price of 0.1 lei/share is established for the compensation of the fractions of shares resulting from the application of the algorithm and rounding the results. The decrease rate of the share capital is 60.2763401968%.

For

Against

Abstentions

4. Approval of the amendment of the Articles of Association of the Company as a result of the decrease of the share capital, respectively of Article 7 of the Articles of Association, which will have the following content:

„Article 7 Share Capital

The subscribed and fully paid up share capital is 7,908,308.90 lei, divided into 79,083,089 shares, nominative and indivisible, in dematerialised form, with a nominal value of 0.10 lei/share and has the following structure:

- Chimsport SA, Romanian legal entity based in Romania, Cluj-Napoca, 83 Fagului Street, Cluj county, registered in the Trade Register under no. J12/124/2013, with unique registration code RO 11836894, holding a number of 75,101,363 shares, for a total value of 7,510,136.30 lei representing 94.9651% of the share capital of the Company, with a profits and losses participation share of 94.9651%;

Other shareholders, natural and legal persons, holding a number of 3,981,726 shares, totalling 398,172.60 lei, representing 5.0349% of the Company's share capital, with a profit and loss share of 5.0349 %.”

For

Against

Abstentions

Approval of the date of 27.11.2020 as the date of registration, respectively of identification of the shareholders on whom the effects of the SGA decision in accordance with the provisions of Law 24/2017 regarding issuers of financial instruments and market operators, the date of 02.12.2020 as payment date, the date of 11.12.2020 as the date of payment for the fractional

shares resulted and the date of 26.11.2020 as ex date, as defined by the provisions of the ASF Regulation no. 5/2018.

For Against Abstentions

6. Mandating the President of the Board of Directors to carry out all the necessary formalities in order to register and publish the SGA decisions, as well as of any and all steps and procedures necessary for their fulfilment.

For Against Abstentions

DATE

Shareholder's signature
