

**VES S.A.**

Sighișoara, str. Mihai Viteazu, nr. 102, jud. Mureș

J26/2/1991 ; RO 1223604

*Two-tier system company*

### **SPECIAL POWER OF ATTORNEY**

for representation in the **Extraordinary General Meeting of VES S.A. Shareholders** of 25 / 26.11.2020, 13.00 a.m., in Cluj-Napoca, str. Fagului nr.83, et.3, jud. Cluj.

The Underwritten / Undersigned \_\_\_\_\_, based / residing in \_\_\_\_\_, str. \_\_\_\_\_, nr. \_\_\_\_\_, ap. \_\_\_\_\_, registered with the Trade Register Office under no. \_\_\_\_\_, VAT code no. \_\_\_\_\_, / holder of BI/CI series \_\_\_\_\_, no. \_\_\_\_\_, personal identification number no. \_\_\_\_\_, duly represented by Mr/Ms \_\_\_\_\_ as \_\_\_\_\_ / on my own behalf, shareholder of **VES S.A.** 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 25.11.2020, 13:00 a.m., held in Cluj-Napoca, str. Fagului nr. 83 et. 3, jud. Cluj, and of the second convening of 26.11.2020, held at the same time and in the same place, as follows:

**Art. 1** To approve the request for the restructuring of the tax debts registered by the Company towards the state budget with maturities until 31.07.2020 and to approve the restructuring plan, in accordance with the procedure regulated by the GD no. 6./2019 on the establishment of tax reliefs, approved and amended by Law no. 114/2020 regarding the approval of the Government Emergency Ordinance no. 90/2020 for the amendment of the Government Ordinance no. 6/2019 regarding the establishment of tax reliefs, as well as for the modification of other normative acts, as well as the ratification of Decision no. 24 of 28.09.2020 adopted by the Directorate and Decision no. 16 of 28.09.2020 adopted by the Supervisory Board regarding the approval of the steps regarding the restructuring of the tax debts regulated by GD no 6/2019 on the establishment of tax reliefs, approved and amended by Law no. 114/2020 on the approval of the Government Emergency Ordinance no. 90/2020 for the amendment of the Government Ordinance no. 6/2019 regarding the establishment of tax reliefs, as well as for the modification of other normative acts. **To vote:**

For  Against  Abstention

**Art. 2** To approve the contracting of a credit facility/facilities from the partner banks, CEC Bank SA and/or OTP Bank România SA and/or any other bank and/or credit institution and/or non-bank financial institution that may offer the Company a financing having as destination the payment of debts to the state budget, amounting to up to 3 million lei for a period of maximum 7 years and/or during the restructuring project resulting from the steps from point 1, value of the facility that can be contracted by a single financial institution and/or several financing institutions, together or separately, having as destination the payment of the budgetary obligations to be paid until the date of submission of the restricting application in accordance with the procedure regulated by the GD no. 6/2019 on the establishment of tax reliefs, approved and amended by Law no. 114/2020 on the approval of the Government Emergency Ordinance no. 90/2020 for the amendment of the Government Ordinance no. 6/2019 regarding the establishment of tax reliefs, as well as for the modification of other normative acts. **To vote:**

For  Against  Abstention

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**Art. 3** To approve the guarantee with any and all movable and/or immovable property owned by the Company and/or other affiliated companies, related or surety, with present and/or future receivables resulting from commercial contracts, movable mortgages on stocks, movable mortgages on bank account, surety contracts, or rank I and/or of subsequent rank, for the credit facilities that will be contracted according to those from the previous points. **To vote:**

For                       Against                       Abstention

**Art. 4** To approve the guarantee with all and any movable and/or immovable property owned by the Company and/or other affiliated companies, related or surety, with present and/or future receivables resulting from commercial contracts, movable mortgages on stocks, movable mortgages on bank accounts, contracts of surety of rank I and/or of subsequent rank, assuming the quality of co-debtor guarantor for the credit facilities that will be contracted by any of the other companies of the Chimica Group of companies (Chimspport Automotive SA, Chimica Automotive SA, Chimspport SA, Chimica Research & Development SA, Chimica Real Estate SRL, Chimica Navete & BLC SRL, Chimica Medical SRL) for the payment of tax obligations towards the Romanian state budget within the restructuring procedure in accordance with the procedure regulated by the GO no. 6/2019 on the establishment of tax reliefs, approved and amended by Law no. 114/2020 regarding the approval of the Government Emergency Ordinance no. 90/2020 for the amendment of the Government Ordinance no. 6/2019 regarding the establishment of tax reliefs, as well as for the modification of other normative acts. **To vote:**

For                       Against                       Abstention

**Art. 5** To approve the guarantee with all and any movable and/or immovable property owned by the Company and/or other companies, with present and/or future receivables resulting from commercial contracts, movable mortgages on stocks, movable mortgages on bank accounts, contracts of surety of rank I and/or of subsequent rank, assuming the quality of co-debtor guarantor for the credit facilities that will be contracted and/or are contracted, as an exchange of guarantees with the partner banks and/or with the Romanian state and/or with guaranteed suppliers, with the aim of identifying the best guarantee conditions for obtaining the necessary financing and contracting credit facilities for the payment of tax obligations within the procedure regulated by the GD no. 6/2019 on the establishment of tax reliefs, approved and amended by Law no. 114/2020 regarding the approval of the Government Emergency Ordinance no. 90/2020 for the amendment of the Government Ordinance no. 6/2019 regarding the establishment of tax reliefs, as well as for the modification of other normative acts, due by the Company and/or another company within Chimica Group of companies (Chimspport Automotive SA, Chimica Automotive SA, Chimspport SA, Chimica Research & Development SA, Chimica Real Estate SRL, Chimica Navete & BLC SRL, Chimica Medical SRL). **To vote:**

For                       Against                       Abstention

**Art. 6** To mandate the Management Board and/or the members of the Management Board, together and/or individually, by their joint signature and/or individual signature, to sign in the name and for the Company all and any documents necessary to carry out the procedures provided in the previous points, the individual and/or joint signature of the members of the Management Board being enforceable against the Company, including, but not limited to signing credit facility contracts, contracts/addenda for guarantee, consultancy, legal assistance, proxies or powers of attorney of some professionals for the representation of the company. The mandate extends until the result is obtained: restructuring of tax debts in accordance with the procedure regulated by the GD no. 6/2019 regarding the establishment of tax reliefs, approved and amended by Law no. 114/2020 on the approval of the Government Emergency Ordinance no. 90/2020 for the amendment of the Government Ordinance no. 6/2019 regarding the establishment of tax reliefs, as well as for the modification of other normative acts. **To vote:**

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For

Against

Abstention

**Art. 7** To approve the extension of the credit line facility concluded by Chimsport SA as debtor, Ves SA as real pledgor and co-debtor, for the amount of RON 17,788,041 with CEC Bank SA, pursuant to the Contract no. RQ13120793669278 of 10.01.2014 and to the subsequent Addendum, for a new period of maximum 24 months, with the possibility of extension, as well as the maintenance of the guarantees:

- 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 owned by Ves SA, at the value of the required guarantee;

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- movable mortgage on existing and/or future receivables arising out of any other commercial contracts/relationships concluded by Ves SA with the customers; DEDEMAN SRL, WEEKEND SRL, MAGDOLNA IMPEX SRL, VIA-COM SRL.

- 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.

- parent guarantee agreement with Ildate Management SRL;

- pledge over insurance policies of goods presented a guarantees to 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.

**To vote:**

For

Against

Abstention

**Art. 8** To approve the extension of the credit line facility concluded by Chimsport SA as debtor, Ves SA as real pledgor and co-debtor, for the amount of RON 5,500,000 with CEC Bank SA, pursuant to the Contract no. RQ14121144736129 of 09.12.2014 and to the subsequent addenda, for a new period of maximum 24 months, with the possibility of extension, as well as the maintenance of the guarantees:

- real estate mortgage on the real estate item representing land within the built-up area with an area of 9,534 sqm 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 current 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 15.10.2013, 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;

-movable mortgage on the accounts opened by Chimica SA and Chimica Automotive SA with CEC Bank SA;

- pledge over insurance policies of goods presented a guarantees to CEC Bank SA.

**To vote:**

For

Against

Abstention

**Art. 9** To mandate the Management Board and/or the members of the Management Board, together and/or individually, by their joint signature and/or individual signature, to sign in the name and for the Company any documents necessary to extend the credit facilities from the previous points, for the transmission of information, for the request for information, for contracts/addenda for the extension of the credit facilities, for contracts/addenda for the extension/maintenance of guarantees, as well as for all and any documents related to the extending credit facilities. **To vote:**

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For

Against

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**Art. 10** To amend the Articles of Incorporation of the Company, respectively Article 16 para. (25) of the Articles of Incorporation, which will have the following content:

*‘(25) The Supervisory Board shall have the following composition:*

- (the member elected in the OGMS will be mentioned)*
- (the member elected in the OGMS will be mentioned)*
- (the member elected in the OGMS will be mentioned)’*

**To vote:**

For

Against

Abstention

**Art. 11** To approve the date of 14.12.2020 as registration date, i.e. for identifying the shareholders covered by the GMS decision, in compliance with the provision of the Law 24/2017 regarding issuers of financial instruments and market operators, and of 11.12.2020 as ex date, as defined by the NCS Regulation no. 5/2018. **To vote:**

For

Against

Abstention

**Art. 12.** To mandate the President of the Management Board to carry out all the necessary formalities in order to register and publish the GMS decisions, as well as for signing of the updated Articles of Incorporation. **To vote:**

For

Against

Abstention

Date

Shareholder`s Signature

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