

**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 **Ordinary General Meeting of VES S.A. Shareholders** of 25 / 26.11.2020, 12.00 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 Ordinary General Meeting of Shareholders of 25.11.2020, 12:00 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 find the termination of the mandates of the members of the Supervisory Board starting with 06.12.2020, as a result of the fulfilment of the term for which they were granted; **To vote:**

For                       Against                       Abstention

**Art. 2** To elect the members of the Supervisory Board according to the provisions of the Articles of Incorporation of the company and validation of the mandates for a period of 4 (four) years starting with 06.12.2020, respectively for the period 06.12.2020 - 06.12.2024, considering the expiration of the mandates of the current members on the same date; to establish the remuneration of the new members of the Supervisory Board. **To vote:**

Candidate: \_\_\_\_\_; Proposed amount (net amount) \_\_\_\_\_;

For                       Against                       Abstention

Candidate: \_\_\_\_\_; Proposed amount (net amount) \_\_\_\_\_;

For                       Against                       Abstention

Candidate: \_\_\_\_\_; Proposed amount (net amount) \_\_\_\_\_;

For                       Against                       Abstention

**Art. 3** 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

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**Art. 4** To mandate 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.

**To vote:**

For

Against

Abstention

Date

\_\_\_\_\_

Shareholder`s Signature

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