

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 22 / 23.04.2021, 11.00 a.m., in Cluj-Napoca, str. Câmpului, nr. 33, et. 2, 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 22/23.04.2021, 11:00 a.m., held in Cluj-Napoca, str. Câmpului, nr. 33 et. 2, jud. Cluj, as follows:

1. To approve the financial statements for the financial year ended 31.12.2020, based on the Report of the Board and the Report of the Independent Financial Auditor.

To vote:

For Against Abstention

2. To approve the annual report of the Board for the financial year 2020.

To vote:

For Against Abstention

3. To approve the discharge from administration of the Board for financial year 2020.

To vote:

For Against Abstention

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4. To approve the Income and Expenses Budget for 2021.

To vote:

For Against Abstention

5. To approve the extension of the mandate of the financial auditor BDO Audit SRL for a new period of 1 (one) year.

To vote:

For Against Abstention

6. To approve the Remuneration Policy for the company's managers.

To vote:

For Against Abstention

7. To approve the date of 12.05.2021 as registration date, respectively for identifying the shareholders covered by the OGMS decision, in compliance with the provision of the Law 24/2017 regarding issuers of financial instruments and market operators, and of 11.05.2021 as ex date, as defined by the ASF Regulation no. 5/2018.

To vote:

For Against Abstention

8. To mandate the Chairman of the Board with fulfilling all the formalities required to register and release the EGMS decisions.

To vote:

For Against Abstention

Date

Shareholder`s Signature
