

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 14 / 15.06.2021, 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 Extraordinary General Meeting of Shareholders of 14/15.06.2021, 11:00 a.m., held in Cluj-Napoca, str. Câmpului, nr. 33 et. 2, jud. Cluj, as follows:

1. Approving the dismantling of the secondary office in Cluj-Napoca municipality, Street Fagului, no. 83, Cluj County, and the removal from the Trade Registry. **To vote:**

For Against Abstention

2. Approving the dismantling of the secondary office in Albesti village, Street Calea Baraților, no. 14, Mures County, and the removal from the Trade Registry. **To vote:**

For Against Abstention

3. Approving the actions the company will adopt in view of a net loss of assets of less than half the value of the subscribed capital, in accordance with the provisions of Art. 153²⁴ of Law no. 31/1990 of the companies. **To vote:**

For Against Abstention

VES S.A.

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

J26/2/1991 ; RO 1223604

Two-tier system company

4. Approving the reduction of the company's share capital in accordance with the provisions of Art. 153²⁴ para. 4), in conjunction with the provisions of Art. 207 para. 1) let. a) of Law no. 31/1990 of the companies, by reducing the number of shares, resulting in a reduction of the share capital by 18.900.000 lei, that is reducing the share capital by 189.000.000 shares. **To vote:**

For Against Abstention

5. The approval of the procedure used for the reduction of the share capital as follows:

a) The share capital of the company is reduced by 18.900.000 lei, taking into account the value of the losses incurred at the end of the financial year 2020, resulting in a new share capital value of 1.008.308,9 lei;

b) The number of shares subject to reduction shall be distributed in proportion to the share of each shareholder in the share capital at the date of registration;

c) If the application of the proportional reduction results in fractions of shares, the rounding of the number of shares remaining for the shareholders shall be affected to the lower total. The reduction rate of the share capital is of 94,93523581%.

d) The application of the algorithm specific to the reduction referred to above and the rounding of its results will be carried out in accordance with the legal provisions in force (Art. 90 para. (4) of Law no. 24/2017 and Art. 176 of the Regulation no. 5/2018), the shareholders being compensated based on a price to be determined according to the criteria laid down by law. **To vote:**

For Against Abstention

6. Mandating the Directorate to take all the necessary measures to carry out the above operation, including the determination of the price based on which the shareholders will be compensated, the cancellation of the reduced shares and the drawing up of other documents relating to the reduction of share capital, for the approval/ratification of the appointment of specialized consultancy companies (for e.g. authorized broker) which will provide financial investment services with a view to carrying out this operation, if any, in accordance with the law in force. The Directorate will have the power to delegate the tasks to third persons in order to carry out these endeavours. **To vote:**

For Against Abstention

7. The approval of the amendment of the company's Articles of Association as a result of a reduction in the share capital, namely Article 7 of the Articles of Association, which shall have the following content:

"Article 7

VES S.A.

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

J26/2/1991 ; RO 1223604

Two-tier system company

The fully paid-up and subscribed share capital is 1.008.308,9 lei, divided into 10.083.089 shares, registered and indivisible, in dematerialized form, with a nominal value of 0,10 lei per share and has the following structure:

- *Chimsport SA, Romanian legal entity with the headquarters in Romania, Cluj-Napoca, Street Fagului, no. 83, Hunedoara County, registered in the Trade Registry under no.. J12/124/2013, with sole registration code 11836894, holding a number of 9.575.419 shares, for a total amount of 957.541,9 lei representing 94,9651% of the share capital of the Company, with a share in profits and losses of 94,9651%;*
- *Other shareholders, natural persons and legal entities, holding a number of 507.669 shares, for a total amount of 50.766,9 lei, representing 5,0349% of the company's share capital, with a share in profits and losses of 5,0349%."*

To vote:

For Against Abstention

8. The approval of the date of 29.10.2021 as the date of registration or identification of the shareholders to which the effects of the AGA judgment are related under the provisions of Law no. 24/2017 on issuers of financial instruments and market operations, of the date of 01.11.2021 as the payment date, of the date of 11.11.2021 as the payment date of the resulting fractions of shares and of the date of 28.10.2021 as ex date, as defined by the provisions of the ASF Regulation no. 5/2018. **To vote:**

For Against Abstention

9. The entrustment of the President of the Directorate to complete all the formalities necessary for the registration and publication of the AGA decisions and all approaches and procedures required for its implementation and for the signature of the Article of Association. **To vote:**

For Against Abstention

Date

Shareholder`s Signature
