



*Two-tier system company*

## **SPECIAL POWER OF ATTORNEY**

for representation in the **Extraordinary General Meeting of VES S.A. Shareholders** of 09 / 10.12.2021, 12.00 a.m., in Cluj-Napoca, Câmpului street, no. 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 09/10.12.2021, 12:00 a.m., held in Cluj-Napoca, Câmpului street, no. 33 et. 2, jud. Cluj, as follows:

**1.** Approval of the extension of the credit line facility contracted by Chimsport SA, as borrower, Ves SA as real guarantor and co-debtor, for the amount of 17,788,041 lei with CEC Bank SA, according to contract no. RQ13120793669278 of 10.01.2014 and subsequent additional acts, for a new period of maximum 24 months, with the possibility of extension, as well as the maintenance of guarantees:

-real estate mortgage on the following properties owned by Chimsport SA, located administratively in Orăștie, str. Codrului, no. 24, Hunedoara county: 1) urban land with an area of 8,690 sqm and constructions consisting of C1 - Storage hall and C2 - Șopru, registered in CF no. 60457 Orăștie; 2) urban land with an area of 580 sqm and construction consisting of electric workshop with locker room, registered in CF no. 61158 Orăștie;

-real estate mortgage on the following buildings owned by Chimica SA, located administratively in Orăștie, str. Codrului, no. 24, Hunedoara county: 1) urban land with an area of 10,290 sqm and constructions consisting of C1 - Heavy Injection Hall, P; C2 - Offices,



*Two-tier system company*

Gf + 2; C3 - Mill; C4 - Heavy injection hall, P; C5 - Warehouse, P, registered in CF no. 61052 Orăștie; 2) urban land with an area of 10,984 sqm and constructions consisting of C1 - Investment Offices, GF + 2; C2 - New mold, P; C3 - Old mold, P, 1st floor partially locker rooms; C4 - Changing rooms, Gf + 2; C5 - Warehouse, P; C6 - Warehouse, P; C7 - Warehouse, P, registered in CF no. 61053 Orăștie;

-real estate mortgage on the following buildings owned by Ves SA: 1) urban land with an area of 358 sqm and construction consisting of a house consisting of 1 room, kitchen, porch, registered in CF no. 50026 Albești; 2) urban land with an area of 990 sqm and construction consisting of a 2-room house, kitchen and outbuildings, registered in CF no. 50027 Albești; 3) urban land with an area of 252 sqm and constructions consisting of Pilot Station Research special enameled vessels (offices + laboratories), registered in CF no. 50031 Albești; 4) urban land with an area of 1735 sqm and constructions consisting of C1- Electro charging station, C2- Warehouse, C3- Warehouse, C4- Metal warehouse, C5- Boiler room, C6- Boiler room, registered in CF no. 50179 Albești; 5) urban land with an area of 5,371 sqm and constructions consisting of C1-Casa portarta, C2-Cantina, registered in CF no. 50180 Albești; 6) urban land with an area of 3,193 sqm and constructions consisting of C1- Stormwater basin, C2-Gas regulation house, C3-Pump house, C4-Warehouse, C5-Pump station, C6-Decantation basin, C7-Decantation basin, C8-Decanter, C9-Acid water accumulation basin, C10-Garage, C11-Gas regulation house, C12-Decanter, C13-Decantation basin, registered in CF no. 50181 Albești; 7) urban land with an area of 2,123 sqm and constructions consisting of C1-Fuel depot, C2-Metal hall for storing hot products, registered in CF no. 50664 Sighișoara; 8) urban land with an area of 3,189 sqm and construction consisting of C1-Warehouse of finished products, registered in CF no. 50939 Sighișoara; 9) urban land with an area of 2,343 sqm and constructions consisting of C1-Water household, C2-Water basin, registered in CF no. 50940 Sighișoara; 10) urban land with an area of 12,042 sqm and constructions consisting of C1-Administrative Corps (offices), c2-Enameled Vessel Manufacturing Corps, C3-Workshops, C4-Compressor Station, C5-Workshops, C6-Post Transformer, registered in CF no. . 50942 Sighișoara; 11) urban land with an area of 3,831 sqm and constructions consisting of C1-Press hall and sheet metal warehouse, C2-Basin, registered in CF no. 50944 Sighișoara; 12) urban land with an area of 4,870 sqm and constructions consisting of C1-Metal hall, C2-Gate house, C3-Social group and cabin, C4-Metal warehouse, registered in CF no. 50946 Sighișoara;

- Movable mortgage on the stocks of Ves SA, at the value of the necessary to be guaranteed;

- Movable mortgage on the present and / or future receivables resulting from the contracts / commercial relations concluded by Ves SA with the clients: DEDEMAN SRL, WEEKEND SRL, MAGDOLNA IMPEX SRL, VIA-COM SRL.

- Movable mortgage on present and future receivables resulting from the contract concluded by Chimsport SA with the client De Longhi Romania SRL and / or any other



*Two-tier system company*

commercial contracts, concluded by Chimsport SA with clients from the country and / or abroad;

- Movable mortgage on the current accounts opened by the Company at CEC Bank SA;
- Guarantee contract with Ildate Management SRL;
- Pledge on the insurance policies of the goods brought as collateral in favor of CEC Bank SA.

- Personal guarantees of Mr. Fărcaș Alexandru and of Mrs. Fărcaș Monica Elena, containing the waiver clause of the benefit of discussion and division.

**To vote:**

For                       Against                       Abstention

2. Approval of the extension of the credit line facility contracted by Chimsport SA as a borrower, with CEC Bank SA, according to contract no. RQ14121144736129 of 09.12.2014 and subsequent additional documents, for a new period of no more than 24 months, with the possibility of extension, for the remaining balance of 4,900,000 lei, its reduction by monthly reimbursements of 100,000 lei, assuming the quality of real guarantor and co-debtor of Ves SA, as well as the maintenance of the guarantees constituted, respectively:

- Real estate mortgage on the building representing urban land with an area of 9534 sqm and constructions consisting of: C1 - Production hall "SALOMON", GF and GF + 1; C2 - Warehouse no. 1, P; C3 - Warehouse no. 2 + compressors, P; C4 - Warehouse no. 3, P; C5 - Warehouse no. 4 + Mechanical workshop, P; C6 - Atelier mori, P; C7 - Assembly workshop no. 1, P; C8 - Assembly workshop no. 2, P; C9 - Warehouse no. 5, P, registered in CF no. 60503 Orăștie, property of CHIMSPORT SA, located administratively in Orăștie, str. Codrului, no. 24, Hunedoara county;

- Movable mortgage on the current accounts of the Company opened with CEC Bank SA;

- Movable mortgage on receivables resulting from the Nomination Letter dated June 10, 2013, signed between Chimsport SA and Euro Auto Plastic Systems;

- The movable mortgage on the receivables resulting from the Nomination Letter dated 15.10.2013, signed between Chimsport SA and Faurecia Interiors Industrie SNC France;

- Personal guarantees of Mr. Fărcaș Alexandru and of Mrs. Fărcaș Monica Elena, containing the waiver clause of the benefit of discussion and division;

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

- pledge on the insurance policies of the goods brought as collateral in favor of CEC Bank SA.

**To vote:**



*Two-tier system company*

For       Against       Abstention

**3. Mandating the Management Board and / or the members of the Management Board that, 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 for the extension of the credit facilities from the previous points. transmission of information, request for information, contracts / additional documents for the extension of credit facilities, contracts / additional documents for the extension / maintenance of guarantees, as well as all and any documents related to credit facilities that are extended.**

**To vote:**

For       Against       Abstention

**4. Approval of the date of 24.12.2021 as the date of registration, respectively of identification of the shareholders affected by the GMS decision in accordance with the provisions of Law 24/2017 on issuers of financial instruments and market operations, and the date of 23.12.2021 as ex data, as defined by the provisions of the FSA Regulation no. 5/2018.**

**To vote:**

For       Against       Abstention

**5. Mandating the President of the Directorate for the fulfillment of all the necessary formalities for the registration and publication of the GMS decisions, as well as for the signing of the updated Articles of Association.**

**To vote:**

For       Against       Abstention

Date

Shareholder`s Signature

\_\_\_\_\_

\_\_\_\_\_