



## SPECIAL POWER OF ATTORNEY / EMPOWERMENT

for representation in the **Extraordinary General Meeting of VES S.A. Shareholders of 29/30.11.2023, at 11:00**, in Sighisoara, Mihai Viteazu street, no 102, Mures county.

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 (EGMS), 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 29/30.11.2023, at 11:00**, in Sighisoara, Mihai Viteazu street, no 102, Mures county, as follows:

**1.** Approval of withdrawal from trading on the regulated market administered by Bucharest Stock Exchange of shares issued by VES S.A. and their deletion from the Financial Supervisory Authority (ASF), having the consequence of acquiring the character of a closed-end company.

For  Against  Abstention

**2.** Presentation of the report prepared by an independent evaluator regarding the price per share and the approval of the price per share to be paid in case of withdrawal of shareholders from the company.

Price/share: ..... RON.

For  Against  Abstention

**3.** Approval of the method of withdrawal from the company of shareholders who do not agree with the EGMS decision to withdraw from trading the shares issued by the company, in compliance with the provisions of ASF Regulation no. 5/2018.

Method/procedure in case of withdrawal of shareholders from the company:

- the company will inform by registered letter with confirmation of receipt all shareholders registered on the reference date 20.11.2023 who did not participate in the EGMS in which it was decided to withdraw from trading, regarding the adopted EGMS decision, including regarding the price per share which is to be paid in case of the withdrawal of the shareholders from the company. The letters are sent to the address of the existing shareholders in the records of Central Depository;
- the EGMS decision is also published in two daily newspapers of national circulation, as well as on the website managed by Bucharest Stock Exchange, on which shares issued by Ves S.A. are traded;
- shareholders who do not agree with the decision regarding the withdrawal from trading can request the withdrawal from the company, within 45 days from the date of registration approved in EGMS, respectively until 14.04.2024 inclusive, by sending in writing to company of a request in this sense. Thus, the shareholders who wish to withdraw from the company will send a withdrawal request to the company headquarters, by registered letter with confirmation of receipt or send it by electronic means, with the extended electronic signature attached, to the e-mail address: office@ves.ro. Within the respective request, the method by which the payment is to be made is specified, respecting the payment method established according to the provisions of art. 177 of the ASF Regulation no. 5/2018, respectively through Central Depository, according to the rules issued in this regard by it;
- the right to withdraw from the company can be exercised by the existing shareholders on the date of registration, which is 29.02.2024, provided that they have owned the respective package of shares on the reference date of this EGMS, by which the withdrawal was decided during trading, respectively on 20.11.2023;
- the company pays the shareholders who request the withdrawal from the company the value of the shares within no more than 15 working days from the receipt of the request.

For                       Against                       Abstention

**4.** Approval of the date of 29.02.2024 as the date of registration, respectively identification of the shareholders on whom the effects of the EGMS decision are reflected, according to the provisions of Law no. 24/2017 (republished) on issuers of financial instruments and market operations and the date of 28.02. 2024 as ex data, as defined by the provisions of ASF Regulation no. 5/2018.

For                       Against                       Abstention

**5.** The mandate of General director Mr. Farcas Alexandru, to fulfill all the necessary formalities in order to register and publish the resolutions of the EGMS.

For                       Against                       Abstention

Date

Shareholder`s Signature

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