

SPECIAL POWER OF ATTORNEY ⁽¹⁾

Subscribed, legal entity established in.....
 Registered to the
 Trade Register under No, CUI/fiscal registration number,

or

The Undersigned, citizenship, domiciled in
, Identified with series
 nr. Issued by at the date of, CNP

As shareholder of **S.C. COMPA S.A. ("Company")**, legal company established in accordance to the Romanian legislation, registered to the Trade Register Sibiu under number J32/129/1991, CUI 788767, fiscal attribute RO, share capital 21.882.103,8 lei, divided in 218.821.038 nominative shares, with a share value of RON 0,10 each, in accordance to the Shareholders' Registry at the reference date **11.04.2012**, owner of a number of shares of the Company representing% from the total number of the company's shares and from the total number of voting rights, hereby empower
 (name / surname of the representative) identified with identity document series nr.
 issued by at the date of, CNP, to represent it
 in the Ordinary General Meeting of Shareholder to be held on 26.04.2012, 15⁰⁰ hours, at the company's headquarters,
 or on the date of 27.04.2012, in case of not-fulfilling the quorum requirements at the first convocation, to exercise the
 voting right in accordance to our holdings, as follows:

ORDINARY GENERAL MEETING AGENDA

1. Presentation, discussion and approval of financial statements for 2011, based on the Annual Report and the Auditor Report for the financial year 2011.

FOR ☐ AGAINST ☐ ABSTENTION ☐

2. Approving the proposal of the Council of Administration regarding the allocation of the entire amount of profit of 2011 to their own sources of development.

FOR ☐ AGAINST ☐ ABSTENTION ☐

3. Pronunciation on the Board's administration and approving the discharge of administrators from their duties for 2011;

FOR ☐ AGAINST ☐ ABSTENTION ☐

⁽¹⁾ Upon completion and signing the special Power of Attorney, **an original copy** shall be submitted/transmitted at the company's headquartered, in sealed envelope, under the clear mention "For AGA 26/27.04.2012", **so that to be registered at the company's headquarters the latest on 23.04.2012, 16⁰⁰ hours**. The company obliges itself to keep confidentiality of the forms deposited in safety and confidential conditions.

Kindly ask you to check the requirements as mentioned in the Convening notice.

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| 4. | Presentation of the financial auditor's report on verification and certification of the balance sheet and financial statements finalized on 31.12.2011. |
| | FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTENTION <input type="checkbox"/> |
| 5. | Establishing the financial auditor and the minimum period of the audit agreement, following the expiration of the current agreement; |
| | FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTENTION <input type="checkbox"/> |
| 6. | Establishing the Revenue and Expenses Budget and the Investments plan for 2012 |
| | FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTENTION <input type="checkbox"/> |
| 7. | Approving May 16 th as registration date for identifying the shareholder falling under the consequences of the General Assembly, in accordance to the provisions of Art.238 of Law 297/2004 regarding the capital market. |
| | FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTENTION <input type="checkbox"/> |
| 8. | Empowering natural individuals who will fulfill formalities regarding the publication and recording of decisions of EGMS session, including their validation. |
| | FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTENTION <input type="checkbox"/> |

Hereby, the undersigned gives discretionary power the representative named above to vote on the problems not identified and included on the meeting's agenda until the date of the present special Power of attorney.

Issued today,, in 3 original copies, having the same legal power, one for the principal, one for the empowered representative and the third one for being deposited to S.C.COMPA S.A.Sibiu.

.....
(name, surname of the shareholder, with capital letters)

.....
(signature of the shareholder)

L.S.
(in case of legal entities shareholders, the valid stamp will be applied as well)

NOTE

Expression of the vote over the items on the *Agenda* shall be made by ticking an 'X' for any of the options FOR, AGAINST or ABSTENTION.

The voting forms incorrectly completed, such as the forms having more than one option ticked on a certain item or without being ticked an option, will be cancelled, a written notification in this respect being done in the meeting's minute.