

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 **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 **30.07.2012**, 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 Extraordinary General Meeting of Shareholder to be held on 12.08.2013, 16⁰⁰ hours, at the company's headquarters, or on the date of 13.08.2013, in case of not-fulfilling the quorum requirements at the first convocation, to exercise the voting right in accordance to our holdings, as follows:

EXTRAORDINARY GENERAL MEETING AGENDA

ITEMS ON THE AGENDA	FOR	AGAINST	ABSTENTION
1. Approval of dissolution and liquidation of the company S.C. ENERCOMPA S.R.L. Sibiu, according to updated Law 31/1990.			
2. Approval of reduction of share capital of the company S.C. COMPA I.T. S.R.L. Sibiu by the amount of 2,800,000 from the current value of 3,000,000, to the value of 200,000 RON.			
3. Approval of participation in the share capital increase of the company S.C.TARTARUS S.R.L. Sibiu by the amount of 5,000 RON, which will representing 50% of the share capital of the company.			
4. Approval of 30.08.2013 as the registration date for the shareholder identification falling under the consequences of the General Shareholders Assembly, due to the provisions in Art.238, Law 297/2004 regarding the capital market.			

⁽¹⁾ Upon completion and signing the special Power of Attorney, **an original copy** shall be submitted/transmitted at the company's headquarter, in sealed envelope, under the clear mention "For AGA 12.08.2013", **so that to be registered at the company's headquarters the latest on 09.08.2013, 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/ Convocation and beginning with 22.07.2013, you may have the possibility to update the special Power of Attorney.

ITEMS ON THE AGENDA	FOR	AGAINST	ABSTENTION
5.Power of attorney for natural individuals that will perform the publication and recording formalities for the EGMS session decisions, including their signing.			

The shareholder takes the full responsibility for the correct filling in the form and safe transmitting of the present voting form.

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.