

SPECIAL POWER OF ATTORNEY ⁽¹⁾

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

or

2.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 **16.04.2012**, 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 Extraordinary General Meeting of Shareholder to be held on 29.04.2013, 16⁰⁰ hours, at the company's headquarters, or on the date of 30.04.2013, 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
Approval of the Administration Council authorization by the General Shareholders Assembly to contract investment loans, credit lines and leasing assignment to a maximum cumulative total of 30 million euro in 2013 and establishing security interests in personal and real property.			
The ratification in signing the agreed Contracts upon the Company Administration Council Meeting Decision no. 2/07.11.2012, with respect:			
-The Credit Contract no. 12540 from 08/11/2012 with the subsequent amendments and additions, closed with ING Bank NV Amsterdam Subsidiary Bucharest.			
-Real Estate Mortgage Contract logged under no. 1622 from 23/11/2012, for the integral ensuring execution, of all fiscal obligations resulted from the afferent Credit Contract, with mortgage and restrictions			
Approval of May 17 th as registration date for identifying the shareholder falling under			

⁽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 29/30.04.2013", **so that to be registered at the company's headquarters the latest on 26.04.2013, 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 11.04.2013, you may have the possibility to update the special Power of Attorney.

Items on the Agenda	For	Against	Abstention
the consequences of the General Assembly, due to the provisions in Art.238, Law 297/2004 regarding the capital market			
Power of attorney for natural individuals who will perform formalities regarding the publication and recording of EGMS session decisions, including their signing.			

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.