

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 **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 Ordinary General Meeting of Shareholder to be held on 29.04.2013, 15⁰⁰ 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:

ORDINARY GENERAL MEETING AGENDA

ITEMS ON THE AGENDA	FOR	AGAINST	ABSTENTION
1. The presentation, discussion and approval of unbound financial statements for 2012, based on the Annual Report and the fiscal Auditor Report for the financial year 2012.			
2. Approval of the Administration Council proposal related to the entire amount of profit allocation for 2012 at its own development sources.			
3. Pronouncing upon the Board's management and approval of management discharge of the Administration Council for the fiscal year 2012;			
4. Financial auditor's report presentation regarding the balance sheet verification and certification and the unbound financial statements closed at 31.12.2012.			
5. Extension of the external fiscal auditor mandate and the minimal			

⁽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 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
timeframe settlement for the audit agreement, following the current agreement expiry and for the authorized persons' mandate from the company's side to sign the contract.			
6.Presentation, debate and approval of the Revenues and Expenses Budget for 2013 and the 2013 investment plan.			
7. Revocation Board of Directors			
8. Election of a new Board of Directors by cumulative vote, in accordance with Article 235, para. (1) of Law 297/2004 regarding the capital market, the establishment of the mandate and pay, in accordance with Law 31/1990 amended and supplemented.			
9.Approval of May 17 th 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			
10.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.