

## SPECIAL POWER OF ATTORNEY <sup>(1)</sup>

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 **COMP A 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 **16.09.2015**, 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 EGMS to be held on **30.09.2015**, 15<sup>00</sup> hours, at the  
 company's headquarters, or on the date of **01.10.2015**, 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	Votes in favor	Votes against	Abstention
1. The attendance of the Company COMP A S.A. as shareholder of the Company THYSSENKRUPP BILSTEIN COMP A S.A., to share capital increase of the above mentioned Company by equity in kind consisting of land and buildings.			
2. Approval of evaluation of this equity done by experts appointed by the Trade Registry Office of Sibiu Court.			
3. Approval of evaluation of COMP A's shareholding after increase of share capital of the Company THYSSENKRUPP BILSTEIN COMP A S.A. considering this increase			
4. Approval of selling the integral shareholding of the Company COMP A S.A. to the share capital of the Company THYSSENKRUPP BILSTEIN COMP A S.A., towards the shareholder THYSSENKRUPP BILSTEIN COMP A S.A.			
5. Empowering the Board to negotiate the final price based on evaluation results.			
6. Authorization of the empowering persons to sign in the name and on behalf of the company the documents prepared in order to execute decisions taken at point 1 and 2 of the agenda.			
7. Approval of Oct.19 <sup>th</sup> , 2015 as the Registration Date for the shareholder identification falling under the consequences of the Ordinary Meeting of Shareholders, due to the provisions in Art.238, Law 297/2004 regarding the capital market.			

<sup>(1)</sup> Upon completion and signing the special Power of Attorney, **an original copy** shall be submitted/transmitted at the company's headquarterd, in sealed envelope, under the clear mention **"For AGA 30.092015"**, so that to be registered at the company's headquarters the latest on **28.09.2015, 16<sup>00</sup> 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 **11.09.2015**, you may have the possibility to update the special Power of Attorney.

Items on the Agenda	Votes in favor	Votes against	Abstention
8. Approval of Oct.16 <sup>th</sup> , 2015 as ex-date, according to Art. 129 <sup>2</sup> from CNVM Regulation no.1 / 2006 updated.			
9. Empowering of individuals that will perform the publication and recording formalities of the OGMS session decisions, including their signing			

The special power of attorney shall be signed and dated by the principal shareholder.

The special power of attorney shall be signed by the principal shareholder at all submitted entries.

The special power of attorney is valid only for the General Meeting of the Shareholders which for it was requested, and the representative has the duty to vote due to the stipulated instructions by the shareholder that designated him, on the contrary the vote will be null.

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 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 **Votes in FAVOR**, **Votes AGAINST** or **ABSTENTION**. Other cells will not be complete with no sign.

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