

SPECIAL EMPOWERMENT ⁽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 **15.04.2016**, 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 28.04.2016, 16⁰⁰ hours, at the company's headquarters, or on the date of 29.04.2016, 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. 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 2016 and establishing security interests in personal and real property.			
2. Approval of the Board of Directors delegation by the Extraordinary General Meeting of Shareholders of COMPA S.A. Sibiu for appointing the company's legal representative in relation to the Management Authority and to empower the person / persons designated to sign the financing contracts for projects to be carried out starting in 2016			
3.Approval of May 20 th ,2016 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 and approval of May 19 th , 2016 as ex date, according to Art. 129 ² from CNVM Regulation no.1 / 2006 updated			
4.Empowering of individuals that will perform the publication and recording formalities of the EGMS session decisions, including their signing			

The *Special Empowerment* shall be signed by the principal shareholder at all submitted entries.

⁽¹⁾ Upon completion and signing the Special Empowerment, **an original copy** shall be submitted/transmitted at the company's headquartered, in sealed envelope, under the clear mention "**For AGA 28.04.2016**", so that to be registered at the company's headquarters the latest on **26.04.2016, 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 07.04.2016, you may have the possibility to update the Special Empowerment.

The *Special Empowerment* 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 Empowerment*.

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 Empowerment* 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.