

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 Ordinary General Meeting of Shareholder to be held on 28.04.2016, 15⁰⁰ 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:

ORDINARY GENERAL MEETING AGENDA

ITEMS ON THE AGENDA	Votes in favor	Votes against	Abstention
1. The presentation, discussion and approval of unbound financial statements for 2015, based on the reports of the Board of Directors accompanied by the opinion of the Auditor			
2. Approval of the Administration Council proposal related to the entire amount of profit allocation for 2015 at its own development sources.			
3. The presentation, discussion and approval of bound financial statements for 2015, based on the Annual Report and the fiscal Auditor Report for the financial year 2015			
4. Decision over the management of the Board and approving the discharge of administrators from their duties for year 2015			
5. Fixing due remuneration of Board members for the current year.			
6. Prolongation of contract for the external financial auditor, fixing the minimum period of the contract and empowering the authorized persons from the Company's side to sign the audit contract.			

⁽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.

ITEMS ON THE AGENDA	Votes in favor	Votes against	Abstention
7. Establish the external financial auditor, fixing audit minimum contract and the authorized persons' mandate from the company's side to sign the contract.			
8. Presentation, debate and approval of the Revenues and Expenses Budget for 2016 and the 2016 investment plan.			
9. Approval of May 20 th , 2016 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 and approval of May 19 th , 2016 as ex date, according to Art. 129 ² from CNVM Regulation no.1 / 2006 updated.			
10. Empowering of individuals that will perform the publication and recording formalities of the OGMS 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.

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

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 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**, **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.