

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 **27.05.2016**, 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 13.06.2016, 15⁰⁰ hours, at the company's headquarters, or on the date of 14.06.2016, 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 decision to contract investment loans, credit lines, leasing assignment and letters of guarantee to a maximum cumulative total of 30 million euro for the year 2016 and establishing security interests related to movable and immovable property owned by the company.			
2. Approval of the Board of Directors delegation by the Extraordinary General Meeting of Shareholders for contracting investment loans, credit lines, leasing assignment and letters of guarantee to a maximum cumulative total of 30 million euro for the year 2016 and establishing security interests related to movable and immovable property owned by the company.			
3. Empowerment of Chairman & CEO - Mr. Ing. Deac Ioan and Financial Manager - Mr. Ec. Miclea Ioan, member of the Board of Directors to represent the company when negotiating and signing of credit contracts, guarantee contracts and any other documents needed in order to comply with the decisions stipulated in paragraphs 1 and 2.			
4. Approval of the decision to transform in residential and service area to the purpose of real estate development according to the Zonal Urban Plan (PUZ) approved by Sibiu City Council by City Council Decision no. 125/2013 (implying selling plots for building houses, building of hotel, and blocks of flats, renovating existing building, transfer to the City of Sibiu of 6 lots which will become public road, gratuitous alienation of the transformer point) of the ARSENAL area – made up of the entire plot of land, destination class of buildings and adjoining areas in total surface of 37.239 sqm with: administrative building S+P+2E+M			

⁽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 13.06.2016"**, so that to be registered at the company's headquarters the latest on **10.06.2016, 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 30.05.2016, you may have the possibility to update the Special Empowerment.

ITEMS ON THE AGENDA	Votes in favor	Votes against	Abstention
(basement + ground floor + 2 floors + attic), in surface of 673 sqm, spread area 2.365, office building P+3E (ground floor + 3 floors) in surface of 673 sqm, spread area 2.560 sqm, - electricity transformer point (P), in surface of 57 sqm, spread area 57 sqm, situated in Sibiu, 42-44, Victoriei blvd., Sibiu county, registered in the Land Register no. 123211 Sibiu.			
<p>5. Approval of the decision concerning the sale of maximum 25 plots situated in Sibiu, 42-44, Victoriei blvd., identified as follows:</p> <ul style="list-style-type: none"> - plot with land register number 123773, land with destination class of buildings and adjoining areas, in surface of 1.155 sqm; - plot with land register number 123774, land with destination class of buildings and adjoining areas, in surface of 689 sqm; - plot with land register number 123775, land with destination class of buildings and adjoining areas, in surface of 689 sqm; - plot with land register number 123776, land with destination class of buildings and adjoining areas, in surface of 689 sqm; - plot with land register number 123777, land with destination class of buildings and adjoining areas, in surface of 684 sqm; - plot with land register number 123778, land with destination class of buildings and adjoining areas, in surface of 973 sqm; - plot with land register number 123779, land with destination class of buildings and adjoining areas, in surface of 689 sqm; - plot with land register number 123780, land with destination class of buildings and adjoining areas, in surface of 689 sqm; - plot with land register number 123781, land with destination class of buildings and adjoining areas, in surface of 689 sqm; - plot with land register number 123782, land with destination class of buildings and adjoining areas, in surface of 689 sqm; - plot with land register number 123783, land with destination class of buildings and adjoining areas, in surface of 684 sqm; - plot with land register number 123784, land with destination class of buildings and adjoining areas, in surface of 603 sqm; - plot with land register number 123785, land with destination class of buildings and adjoining areas, in surface of 666 sqm; - plot with land register number 123786, land with destination class of buildings and adjoining areas, in surface of 666 sqm; - plot with land register number 123787, land with destination class of buildings and adjoining areas, in surface of 666 sqm; - plot with land register number 123788, land with destination class of buildings and adjoining areas, in surface of 666 sqm; - plot with land register number 123789, land with destination class of buildings and adjoining areas, in surface of 666 sqm; - plot with land register number 123790, land with destination class of buildings and adjoining areas, in surface of 661 sqm; - plot with land register number 123791, land with destination class of buildings and adjoining areas, in surface of 635 sqm; - plot with land register number 123792, land with destination class of buildings and adjoining areas, in surface of 681 sqm; - plot with land register number 123793, land with destination class of buildings and adjoining areas, in surface of 675 sqm; - plot with land register number 123794, land with destination class of buildings and adjoining areas, in surface of 669 sqm; - plot with land register number 123795, land with destination class of buildings and adjoining areas, in surface of 662 sqm; - plot with land register number 123796, land with destination class of buildings and adjoining areas, in surface of 655 sqm; - plot with land register number 123797, land with destination class of buildings and adjoining areas, in surface of 648 sqm; 			

ITEMS ON THE AGENDA	Votes in favor	Votes against	Abstention
<p>6. Approval of the decision concerning the gratuitous alienation in favour of the City of Sibiu of the following plots, situated in Sibiu, 42-44, Victoriei blvd., Sibiu county, which will become public roads needed to ensure access to public route of the plots identified in paragraph 5, according to art. 29 of the Urban General Regulations approved by Government Decision no 525/1996:</p> <ul style="list-style-type: none"> - plot with land register number 123798, land with destination class of buildings and adjoining areas, in surface of 985 sqm; - plot with land register number 123800, land with destination class of buildings and adjoining areas, in surface of 137 sqm; - plot with land register number 123801, land with destination class of buildings and adjoining areas, in surface of 39 sqm; - plot with land register number 123802, land with destination class of buildings and adjoining areas, in surface of 36 sqm; - plot with land register number 123803, land with destination class of buildings and adjoining areas, in surface of 209 sqm; - plot with land register number 123771, land with destination class of roads, in surface of 5.552 sqm; <p>The gratuitous alienation of the plots identified in this paragraph is a condition imposed by Sibiu City Council by Decision no. 125/2013 regarding the approval of urban documents PUZ and RLU.</p>			
<p>7. Approval of the Board of Directors delegation by the Extraordinary General Meeting of Shareholders for establishing the sale strategy for the estate identified at paragraph 5, in order to designate the persons that will negotiate the contractual conditions and the price of the sale, the goal being to obtain a price that reflects the markets value of the plots, as well as the value of the pre-sale preparation of the plots (providing utilities, roads construction, alienations to the City of Sibiu of the lands needed for the public roads etc.)</p>			
<p>8. Empowerment of Chairman & CEO- Mr. Ing. Deac Ioan and of Financial Manager- Mr. Ec. Miclea Ioan, member of the Board of Directors to represent the company when signing the sale – purchase contracts, the annexes and any other documents necessary to conclude the transactions on plots identified in paragraph 5.</p>			
<p>9. Empowerment of Chairman & CEO- Mr. Ing. Deac Ioan and of Financial Manager- Mr. Ec. Miclea Ioan, member of the Board of Directors to represent the company when signing all documents needed for the alienation in favour of the city of Sibiu of the plots identified in paragraph 6.</p>			
<p>10. Approval of the decision on donating F.D.E.E. Electrica Distributie Transilvania Sud S.A. – S.D.E.E. Sibiu the property right over the construction C15 registered in Sibiu Land Register no. 12798 cadastral no. 123798 – C15 – electricity transformer point (P), in surface of 57 sqm, spread area 57 sqm and approval of creation for the acquirer of the superficies right on the adjoining land, of the access right, as well as of the land and aerial easement rights concerning the plot registered in Sibiu Land Register 123798 under A1 cadastral no. 123798 in surface of 985 sqm..</p>			
<p>11. Empowerment of Chairman & CEO- Mr. Ing. Deac Ioan and of Financial Manager- Mr. Ec. Miclea Ioan, member of the Board of Directors to represent the company when signing all documents needed for the gratuitous alienation in favour of F.D.E.E. Electrica Distributie Transilvania Sud of the transformer point and for the creation for the acquirer of the superficies right on the adjoining land, of the access right, as well as of the land and aerial easement rights.</p>			
<p>12. Mandating of empowered persons to sign in the name and on behalf of the company the documents drawn up in order to enforce decisions taken at points on the agenda.</p>			
<p>13. Approval of June 30th, 2016 as registration date for identifying the shareholder falling under the consequences of the General Assembly, due to the provisions in Art.238, Law 297/2004 regarding the capital market.</p>			
<p>14. Approval of June 29th, 2016 as ex date, according to Art. 129² from CNVM Regulation no.1 / 2006 updated.</p>			

ITEMS ON THE AGENDA	Votes in favor	Votes against	Abstention
15. Empowering of individuals that will perform the publication and recording formalities of the OGMS session decisions, including their signing.			

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 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.