

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 RON, 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 **16.01.2017**, 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 27.01.2017, 15⁰⁰ hours, at the company's headquarters, or on the date of 30.01.2017, in case of not-fulfilling the quorum requirements at the first convocation, to exercise the voting right in accordance to our holdings, as follows:

ITEMS ON THE AGENDA	Votes in favor	Votes against	Abstention
1. Establishment of COMPA secondary office at the address Sibiu, No.5, Avram Iancu Street, postal code 550183. The activity shall be carried out at this site according to CAEN code 8299 - Other business support service activities n.e.c.			
2. Empowerment of Mr.Eng.Deac Ioan – Chairman & CEO and Mr.Ec.Miclea Ioan - CFO member of the Board of Directors to represent the Company on the occasion of signing of all documents necessary for the establishment of the secondary office.			
3. Approval of proposal for sale of the following parcels located in Sibiu, 42-44, Victoriei blvd., identified as follows: – plot with land register number 123772, land with destination class of buildings and adjoining areas, in surface of 6.215 sqm, with administrative building S+P+2E+M (basement+ground floor+2 floors+attic) and office building P+3E (ground floor+3 floors); – 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 123802, land with destination class of buildings and adjoining areas, in surface of 36 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 123800, land with destination class of buildings and adjoining areas, in surface of 137 sqm; – plot with land register number 123799, land with destination class of buildings and adjoining areas, in surface of 6.528 sqm; – plot with land register number 123771, land with destination class of buildings and adjoining areas, in surface of 5.552 sqm; – plot with land register number 123798, land with destination class of buildings and adjoining areas, in surface of 985 sqm, with electricity transformer point P (ground floor).			

(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 27.01.2017"**, so that to be registered at the company's headquarters the latest on **25.01.2017, 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 06.01.2017, you may have the possibility to update the Special Empowerment.

ITEMS ON THE AGENDA	Votes in favor	Votes against	Abstention
4. Approval of proposal regarding the dismantling of the plots mentioned at paragraph 3, in case that there will be purchasing offers only for a part of these plots.			
5. Approval of delegation of the Board of Directors by the Extraordinary General Meeting of Shareholders for establishing the sale strategy for the estates identified at paragraph 3 and those resulted after the dismantling according to paragraph 4, 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 estates, and in order to execute all pre-sale preparation of the plots.			
6. The empowerment of Chairman & CEO, Mr. Eng. Deac Ioan and of CFO - 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 3 or resulted from the dismantling according to paragraph 4.			
7. Approval of 24/02/2017 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 23/02/2017 as ex-date, according to Art. 129 ² from CNVM Regulation no.1 / 2006 updated.			
8. 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.

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.