

SPECIAL POWER OF ATTORNEY ⁽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 **27.11.2015**, 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 **14.12.2015**, 15⁰⁰ hours, at the
 company's headquarters, or on the date of **15.12.2015**, 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. Approval of selling COMPA SA's full equity capital of ThyssenKrupp Bilstein Compa S.A. company to majority shareholder ThyssenKrupp Bilstein GmbH Germany.			
2. Approval of selling of buildings (pipe storage, warehouse for several materials) and the related land by COMPA S.A. to ThyssenKrupp Bilstein Compa S.A.			
3. Presentation of the assessment for the information of EGMS arranged for the sale of shares held by COMPA S.A. at ThyssenKrupp Bilstein Compa S.A. and also for assets from paragraph 2.			
4. Empowering the Board COMPA to negotiate the final price, based on the assessments presented.			
5. Approval of Jan.11 th , 2016 as registration date for identifying shareholders who are affected by decisions of the Extraordinary General Meeting of the Shareholders, pursuant to article 238 of Law no.297 / 2004 on capital markets.			
6. Approval of Jan.08 th , 2016 as ex-date, according to Art. 129 ² from CNVM Regulation no.1 / 2006 updated.			

⁽¹⁾ Upon completion and signing the special Power of Attorney, **an original copy** shall be submitted/transmitted at the company's headquartered, in sealed envelope, under the clear mention "**For AGA 14.12.2015**", **so that to be registered at the company's headquarters the latest on 11.12.2015, 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 **26.11.2015**, you may have the possibility to update the special Power of Attorney.

ITEMS ON THE AGENDA	Votes in favor	Votes against	Abstention
7. 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.