**SPECIAL POWER OF ATTORNEY**

**(legal entities)**

Subscriber , with the registered office in , registered at the Trade Register Office , under no., legally represented by Mr/Mrs , as shareholder of S.C. ELECTROPUTERE S.A., registered at the Trade Register Office near the Tribunal Dolj with no. J/16/12/1991, Sole Registration Code RO 6312800, („Company”), bearer of a no. of  dematerialized registered shares, which confers me the right to  voting rights in the general assembly of shareholders, representing % of the total number of 337,602,913 dematerialized registered shares/voting rights issued by S.C. ELECTROPUTERE S.A.,

hereby assign

, citizen,

(full name of the appointed representative) (citizenship)

residing in 

(appointed representative’s address)

identified with ID/PASSPORT series  no., issued by on date , with Personal Identification Number ,

as our representative in the Ordinary General Assembly of Shareholders of S.C. ELECTROPUTERE S.A, convoked on April 29th, 2014, at 11 o’clock, at the Company registered office, from Craiova, 80 Calea Bucuresti Street, Dolj County (the meeting-room), or on April 30th, 2014, at 11 o’clock, if the necessary quorum conditions are not met for the first Notice to attend; the representative is authorized to exercise the voting rights associated with our shares registered in the Shareholders’ Registry Book on the reference date (April 18, 2014) as follow:

**ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS:**

1. Presentation, discussion and approval of the annual report of the directors for the year 2013;

  

1. Presentation, discussion and approval of the auditor's report for 2013;

  

1. Presentation, discussion and approval of financial statements for financial year 2013;

  

1. Presentation, discussion and approval of the annual report according to CNVM Regulation No.1/2006;

  

1. Approval to discharge the administrators of the company for work done in the year of 2013, in the reports listed in section 1 and section 2 above;

  

1. Discussion and approval of the income and expenditure for the year 2014;

  

1. Analysis of business financial auditor and internal auditor for 2013, discussion and approval of new mandates signature of two auditors and their remuneration setting limits for 2014;

  

1. Take note of the resignation of Mr. Hans-Joachim Schmidt as a member of the Board of Directors;

  

1. Choosing a new member of the Board of Directors, following the resignation of Mr Hans-Joachim Schmidt; the new member’s tenure will be limited to the term of office of the Board running. List the name, domicile and professional qualifications of the person proposed as administrator will be available to shareholders, both at the headquarters of the Company, and the Company's website and can be consulted and completed by them starting of **March 28, 2014**;

  

1. Setting the date of **May 19, 2014**, as **registration date** for those shareholders who are going to be affected by decisions of the Ordinary General Assembly of Shareholders;

  

1. To authorize the representative of the main shareholder, chairman and secretary of the OGAS (Ordinary General Assembly of Shareholders) meeting to sign the decision of the Ordinary General Assembly of Shareholders and invest Mr. Ionascu Stefan, employee of the Company, with the power to sign all the other documents and fulfil the necessary formalities for registering and publishing the resolution of the Ordinary General Assembly of Shareholders;

  

This Special Power of Attorney is granted on the date of . Any subsequent power of attorney granted for the same ordinary general assembly of shareholders revokes this special proxy.

**Shareholder:**



**Represented by:** 

**As**: 

*(signature and seal)*