**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 Extraordinary General Assembly of Shareholders of S.C. ELECTROPUTERE S.A, convoked on Feb.20th, 2013, at 12 o’clock, at the Company registered office, from Craiova, 80 Calea Bucuresti Street, Dolj County (the meeting-room), or on Feb. 21st, 2014, at 12 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 (Feb. 7, 2014) as follow:

**EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS:**

1. Approve the amendments of art. 17.1.2 from the Article of Association as follow:

„The membership of the Board of Directors is:

- **[…..], […..]** citizen, born on **[…..]**, in **[…..]**, with the residence in **[…..]**, identified with I.D./PASS Series/no. **[…..]** issued on **[…..]**;

**-Abdur-Razzak LADHA, Canadian citizen, born on July 7, 1949, in** Karachi, Pakistan**, resident in** 13 Gooseman Crescent, Markham, Ontario, Canada, L6B0S3**, identified with PASS. Series/No.** BA283836 **issued on** Scarborough authorities on Aug. 25, 2011**”.**

- **Fathi Taher**, Jordanian citizen, born on the 2st of December, 1947 in Kamleh (Jordan), identified with passport Series J no. 094562 issued by the competent authorities from Amman (Jordan) on the 10th of July, 2006;

- **Alexandru Bunea,** Romaniancitizen, born on the 2nd of February, 1948, in Produlesti Village – Dimbovita County, resident in Bucharest, Sector 4,1 Tatulesti Street, Block 103, Stairs B, Door 16, identified with I.C. (identity card) Series EP no. 002007, issued by the I.N.E.P., on the 22nd of March, 2005, PIN 1480202400012;

- **Hans-Joachim Schmidt**, German citizen born on 29th of October, 1945, in Niederscheld, with the residence in Oberursel (Talinus) Goldgrubenstr 18, Germany identified with I.D. no. 4103689160 issued by the authorities form Germany on July 28, 2003;

  

1. Approve the Company’s Article of Association, updated with the above mentioned amendments. After that, its updated version shall be write down and submitted to the Trade Register Office, as per Law no. 31/1990, republished, amended and added. The new Article of Association shall come into force on the date of its submission to the Trade Register Office, authenticated, and shall replace the Article of Association updated Nov. 8, 2013, which will cease to produce effects on the same date.

  

1. Decide March 11**, 2014**, as **Date of Registration** for theshareholders who will be affected by the decisions of the Extraordinary General Assembly of Shareholders**;**

  

1. Authorize the representative of the main shareholder, chairman and secretary of the EGAS (Extraordinary General Assembly of Shareholders) meeting to sign the decision of the Extraordinary 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 Extraordinary General Assembly of Shareholders, including signing of the updated version of the Article of Association before the Notary Public and submitting it to the Trade Register Office.

  

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)*