**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 April 29th, 2013, at 12 o’clock, at the Company registered office, from Craiova, 80 Calea Bucuresti Street, Dolj County (the meeting-room), or on April 30th, 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 (April 18, 2014) as follow:

**EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS:**

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

,,Acts of disposition over the property of a company may be concluded pursuant to the powers conferred on the company's legal representatives, as appropriate, by law, the company’s articles of association or statutory body decisions, adopted in accordance with the applicable law and the Articles of Association of the Company, being required an authenticated proxy for this purpose, even though the documents provided must be authenticated”**;**

  

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 Feb. 21, 2014, which will cease to produce effects on the same date**;**

  

1. Decide **May 19, 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 extraordinary general assembly of shareholders revokes this special proxy.

**Shareholder:**



**Represented by:** 

**As**: 

*(signature and seal)*