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RULES ON MAIL-VOTING RIGHTS FOR ELECTROPUTERE'S SHAREHOLDERS

The Board of Directors of S.C. Electroputere S.A. ("Company") has issued and approved the following rules on mail-voting:

I. MAIL-VOTING FORMS

In the Company general assemblies of shareholders, the ones registered in the Shareholders' Registry Book on the reference date published in the *Notice to attend* may participate in the meetings personally, by representation (with a special power of attorney) or by mail.

Any shareholder, natural person or legal entity, can use the mail-vote both in the ordinary and in the extraordinary general assemblies of shareholders. In order to allow shareholders to exercise their mail-voting rights, the Company, on its own expense, shall issue, print and make available the special mail-voting forms for each general assembly of shareholders. The mail-voting forms (in Romanian and in English) will be made available according to the instructions in the *Notice to attend*. They can also be found on the Company's website.

The mail-voting form shall include all items in the agenda to be voted of the respective meeting.

The text in the mail-voting form is identical to the text in the decision drafts published by the Company according to the instructions in the *Notice to attend*. Each mail-voting form is drawn up in such a way to allow the shareholder to choose one of the three voting options ("yeas", "against" and abstention") for each debated decision. Each mail-voting form shall include the clear indication that the shareholder must choose only one option of the three mentioned above.

II. HOW TO FILL-IN THE MAIL-VOTING FORMS?

The mail-voting form, filled in and signed by each shareholder who chooses this voting method, must be submitted to the Company before the date specified in the *Notice to attend*, under penalty of not taking into consideration the votes if such form is received after the date and time indicated, as follow:

- as original document, handed in to the Company Registry Office (in a sealed envelope, bearing the clear indication about its content and mentioning the person in charge of receiving such correspondence (the identity of that person is disclosed in the *Notice to attend*); or
- as original document, sent by post and/or courier with acknowledgement of receipt, mentioning the person in charge of receiving such correspondence (the identity of that person is disclosed in the *Notice to attend*); or
- in electronic format, bearing the extended electronic signature, according to Law no. 455/2001 on electronic signatures, sent to the following address: actionari@electroputere.ro, mentioning at Subject what general assembly of shareholder is this for.

Under the penalty of not taking into consideration the votes, if otherwise, the mail-voting forms must be accompanied by documents that verify the shareholders' identity, as follow:

For the shareholders - natural persons:

- a copy of a valid I.D. or passport; and
- a signature specimen authenticated/certified by a notary public or another body competent to validate/certify signatures; the validation/certification date must be subsequent to the date of the *Notice to Attend* for the respective general assembly of shareholders; the signature specimen should be legible and comparable against signatures applied on the mail-voting form. If such method is preferred by the shareholder, the authentication/certification can be done directly for the signature on the mail-voting form;
- if appropriate, a copy of the valid I.D./passport and signature specimen complying with all the above mentioned conditions of the legal representative of the shareholder – natural person, and a copy of the official document certifying his quality as legal representative (it

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could be any document that demonstrate the individual shareholder's lack of exercise capacity and/or the reason for which he/she was assigned a legal representative).

For the shareholders – legal entities:

- a copy of a valid I.D. or passport of the legal representative of the shareholder – legal entity, and
- the mail-voting form should be signed only by the natural person who is the legal representative of the shareholder, under the penalty of not being taken into consideration, if otherwise; and
- the signature specimen of the legal representative of the shareholder, authenticated/certified by a notary public or another body competent to validate/certify signatures; the validation/certification date must be subsequent to the date of the *Notice to Attend* for the respective general assembly of shareholders; the signature specimen should be legible and comparable against the legal representative's signature applied on the mail-voting form. If such method is preferred by the shareholder, the authentication/certification can be done directly for the signature on the mail-voting form; and
- copy of the registration document or a similar document, and
- original or copy of the official document certifying the quality of legal representative of the natural person signing the mail-voting form on behalf of the shareholder – legal entity (it could be a certificate issued by the Trade Register Office or any other similar body, released after the date of the *Notice to Attend* for the respective general assembly of shareholders).

The documents delivered in a foreign language (except for the identity documents, other than those in English), should be accompanied by the translation in Romanian language, performed by a translator authorized by the Ministry of Justice from Romania (the translator' signature certification by a Notary public is optional), except when a bi-lingual form of the respective document is issued and/or accepted by the shareholder and the paper bears the special indication that, in case of discrepancies between the foreign language and Romanian, the Romanian version prevails.

The mail-voting form shall include information about the shareholder's identity and its shares. For that purpose, the voting form is provided with the proper space to be filled-in with complete data about the shareholders, as follow:

- for shareholders - natural persons: full name, residence, personal identification number (if any), series, number and issuer of the ID, as well as the number of shares and voting rights associated with such shares;
- for shareholders – legal entities: name, registered office, Sole Registration Number and registration number in the Trade Register Office, i.e. registration number in the registry book of their home-country (for foreigners) and full name, personal identification number (if any), series, number and issuer of the legal representative's ID, as well as the number of shares and voting rights associated with such shares.

For the avoidance of any doubt, it is expressly mentioned that:

- for shareholders - legal entities, the mail-voting form shall be signed and sealed personally by the legal entity's representative, assigned according to the Act of Incorporation or the decisions of the statutory bodies, considering that the undersigned takes full and exclusive responsibility for the trustworthiness of his/her quality and signature which must be authenticated/certified under the conditions mentioned herein.
- for shareholders - natural persons, they shall personally sign the voting forms, considering that their signature is authenticated/certified under the conditions mentioned herein.
- for shareholders - natural persons that lack or have limited voting-exercise capacity, their mail-voting forms shall be signed by their legal representatives who have already proven their respective quality, and bearing their signature authenticated/certified under the conditions mentioned herein.

The voting forms delivered/handed in at the Company's office, which do not comply with the deadline established in the *Notice to attend* or with the present *Rules* are considered void and shall not be taken into

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consideration. The acknowledgement of such situation is the responsibility of the commission for checking and counting the mail-voting forms.

III. COMMISSION RESPONSIBLE FOR THE MAIL-VOTING

In view of processing the mail-voting forms, the Board of Directors shall assign a commission responsible for the gathering, validation and recordkeeping of votes expressed by mail, submitted to the Company under the conditions mentioned in the *Notice to attend* and/or herein. The Board of Directors shall designate the structure of this commission.

The commission shall consist of 2 or more than 2 members, at least one of them with legal education who shall also be the chairman, leading the activity of the commission.

After the deadline for handing in/submitting the mail-votes has expired, as per the *Notice to attend*, the commission designated according to the provisions above, shall open the envelopes with the votes delivered by mail or handed in at the Company's office and the electronic votes and shall check and validate the mail votes, shall summarize all validly expressed mail votes and, by the time of the general meeting, shall draw up the minutes regarding the result of the mail votes.

The Minutes shall include:

- information on the total number of mail votes, in order to determine the fulfillment of the quorum conditions;
- the result of the mail voting for each decision (no. of votes *yeas/against/abstentions*);
- no. of nullified votes and associated reasons;
- observations and remarks – if any.

The commission members, including the chairman, shall sign the *Minutes*.

The commission shall keep safe and secure the confidentiality of the mail-votes until each decision listed in the agenda of the respective general assembly is to be voted.

During the general assembly, the chairman of the commission or, in his absence, the person designated by the commission to replace him, shall provide the chairman with the information necessary to establish the quorum and the mail-voting results for each item in the agenda, as presented in the *Minutes* signed by the commission.

IV. VOTE TELLING DURING THE GENERAL ASSEMBLY

During the general assembly, on the occasion of verifying the quorum, the chairman of the commission formed according to the above mentioned, shall inform the secretary of the meeting about the situation of the votes nullified because of delayed submission or violation of this *Rules* or procedural flaws. The procedural flaws that lead to the nullification of the votes corresponding to each decision submitted for approval consist of the following situations:

- a) illegible voting forms;
- b) the mail-voting forms carry conflicting or confusing options regarding the exercise of voting rights for all and/or any of the items included in the agenda;
- c) the votes expressed are conditional.

If mail-voting forms do not comply with the deadline stipulated in the *Notice to attend* or the present *Rules*, they are considered null and void and will not be taken into account for deciding the quorum conditions and the majority of each decision corresponding to the items in the agenda.

The mail-voting forms affected by procedural flaws shall be taken into consideration to meet the quorum conditions but not to decide the majority for each item of the agenda of the general assembly.

After receiving this statistics, the meeting secretary shall decide the quorum and majority conditions according to the rules above.

The Minutes drawn up by the commission formed as per the present rules shall be given to the secretary of the meeting at the end of the debates and annexed to the Minutes of Meeting of the general assembly.

The mail-voting forms shall be made available for the shareholders according to the stipulations in the *Notice to attend* of the general assembly of shareholders.

Board of Directors
Manfred Klepacz, Chairman