**SPECIAL POWER OF ATTORNEY**

**(legal entities)**

The undersigned1 , a company organized and operating under the Laws of ,, with the registered office in , registered at the Trade Register Office , under no., legally represented by Mr/Mrs , acting as shareholder of 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 **1.037.602.913** dematerialized registered shares/voting rights issued by 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 ,

**or2**

, citizen,

(full name of the substitute 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 and Extraordinary General Assembly of Shareholders of ELECTROPUTERE S.A. to be held on April 29th, 2016, at 11:00 hours, respectively at 12:00 hours, at the Company registered office, from Craiova, 80 Calea Bucuresti Street, Dolj County (the meeting-room), or, at the date of the second meeting (April 30th, 2016, at 11:00 hours, respectively 12:00 hours), 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, 2016) as follows:

**For ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS:**

1. The approval of the Report of the Board of Directors for the fiscal year 2015.

  

1. The approval of the Financial Auditor’s Report for the financial statements of Electroputere SA, for the fiscal year 2015.

  

1. The approval of the individually financial statements, drawing up in accordance with the International Financial Reporting Standards (IFRS) for the fiscal year 2015.

  

1. The discharge of administration of the Board of Directors for the fiscal year 2015.

  

1. The approval of the budget of revenues and expenditures for the fiscal year 2016.

  

1. Following the expiry of the current contract, the appointment of the financial auditor of the Company and to establish the minimum duration of the financial audit services contract;

  

1. To acknowledge the resignation of Mr. Fathi Taher Mohd Ahmad from the member of the Board of Directors position.

  

1. To appoint a new member of the Board of Directors, as a result of the resignation of Mr. Fathi Taher Mohd Ahmad from the member of the Board of Director position \*.

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. Crt. | Registered Candidature | Expressed Votes | | |
| FOR | AGAINST | ABSTENTION |
| 1. |  |  |  |  |

\* [Note: This form will be reviewed considering the proposals for the position of director to be registered and there will be included the name and the surname of each proposed candidate for the position of director, and the options for expression of the vote, respectively for or against or abstention. Revised form will be posted in final form on April 13, 2016 on the Company’s website (www.electroputere.ro)]

1. Settle **May 19th, 2016** as **Date of Registration** for the shareholders who will be affected by the decisions of the Ordinary General Assembly of Shareholders:

  

1. Setting the date of **May 18th, 2016** as **“ex-date”**, namely the date prior to the registration date on which the financial instruments which make object of the company’s resolutions are traded without the rights derived from the resolution, in accordance with the provisions of art. 2, letter f) from the Romanian National Securities Commission Regulation no 6/2009 regarding exercise of certain rights of shareholders in general meetings of companies as subsequently amended.

  

1. The empowerment of the natural person who will accomplish the publicity and registering formalities of the Assembly’s decisions: Mr. Osama AL HALABI - CEO –, Syrian citizen, holder of passport no 009848120, issued by Syrian authorities on 18.03.2015

  

**For EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS:**

1. Amending article 18.1 paragraph 1 from the Company’s Act of Incorporation, updated at 28.04.2015 by eliminating letter m) with the following content:

“m) to conclude documents regarding the procurement, alienation, exchange, constitution under guarantee of the company’s assets, without exceeding the limit of 20% of the total value of the intangible assets, excepting the debts; furthermore, to approve associations, for no more than 1 year, without exceeding the limit of 20% of the total value of the total tangible assets, as well as renting and/or leasing of the fixed assets whose value does not exceed 20% of the total tangible assets; in case of exceeding the aforesaid value, it is necessary to get a prior approval from the General Assembly of the Shareholders, according to art. 13.3, letter o;”.

  

1. Supplementing article 18.1 paragraph 2 from the Company’s Act of Incorporation, updated at 28.04.2015, by adding new letter k) with the following content:

“k) to conclude any acts acquiring, alienating, exchanging or establishing as guarantee certain assets included in the category of company’s non-current assets, without exceeding, individually or cumulatively, during a fiscal year, 20% of the total value of non-current assets, except for claims; furthermore, to approve any leases of tangible assets for a period exceeding one (1) year whose individual or cumulated value in connection with the same co-contractor or persons involved or acting in concert does not exceed 20% of the total value of non-current assets, less the claims on the conclusion date of the legal document; to approve any associations for a period longer than one (1) year, not exceeding 20% of the total value of non-current assets, less the claims on the conclusion date of the legal document; in case of exceeding the aforesaid value or period, it is necessary to get a prior approval from the General Extraordinary Assembly of the Shareholders, according to art. 13.3, letter o;”

  

1. To approve the Company’s Act of Incorporation, updated with the above-mentioned changes, to be submitted and registered with the Trade Registry, according the Romanian company Law no 31/1990, republished, as further amended and supplemented. The new Act of Incorporation shall enter into force as of its submission to the Trade Registry, in authentic format, and will replace the Act of Incorporation updated at 28.04.2015, which validity will end that date.

  

1. Settle **May 19th, 2016** as **Date of Registration** for the shareholders who will be affected by the decisions of the Extraordinary General Assembly of Shareholders.

  

1. Setting the date of **May 18th, 2016** as **“ex-date”**, namely the date prior to the registration date on which the financial instruments which make object of the company’s resolutions are traded without the rights derived from the resolution, in accordance with the provisions of art. 2, letter f) from the Romanian National Securities Commission Regulation no 6/2009 regarding exercise of certain rights of shareholders in general meetings of companies as subsequently amended.

  

1. The empowerment of the natural person who will accomplish the publicity and registering formalities of the Assembly’s decisions: Mr. Osama AL HALABI - CEO –, Syrian citizen, holder of passport no 009848120, issued by Syrian authorities on 18.03.2015

  

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:** 

**As3**: 

*(signature of legal representative and seal of the shareholder4)*

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1 There will be attached copies of the legal representative identity card along with the documents attesting the capacity of the legal representative of the shareholder: an excerpt issued by the Trade Registry, original or certified copy, or any other document issued by a competent authority from the country where the shareholder is registered, original or certified copy, issued the latest 3 months before the date when the Assembly convening notice is published, **if the shareholders has not informed Depozitarul Central SA in relation to his legal representative or if this information is not included in the Company’s shareholders list at the Reference Date**;

2 Substitute representative, if the representative appointed by the Power of attorney is unable to fulfill its mandate. If, thru the Power of attorney is appointed more substitutes, please indicate the order in which they will exercise their mandate.

3 Please specify the position held by the legal representative.

4 The Power of Attorney must be signed by the legal representative and the stamp has to be applied, if such stamp exists;

If the Special power of attorney is given to a custodian credit institution, which rendering custody services in the name of the shareholder, please attach the original statement on the financial institution legal representative liability, (signed and stamped), attesting that:

i) the financial institution provides custody services for the respective shareholder;

ii) the instructions from the Special power of attorney are identical with the instruction from SWIFT massage received by the financial institution to vote in the name of the respective;

iii) the Special power of attorney is signed by the shareholder.