**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 24th, 2019, 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 25th, 2019, 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 15, 2019) as follows:

**For ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS:**

1. The approval of the Report of the Board of Directors for the fiscal year 2018.

  

1. The approval of the Financial Auditor’s Report for the financial statements of Electroputere SA, for the fiscal year 2018.

  

1. The approval of the individually financial statements, drawing up in accordance with the International Financial Reporting Standards (IFRS) for the fiscal year 2018.

  

1. The discharge of administration of the Board of Directors for the fiscal year 2018.

  

1. The approval of the budget of revenues and expenditures for the fiscal year 2019.

  

1. To acknowledge the resignation of Mr. Ahmed Ibrahim AL BASSAM from the member of the Board of Directors position.

  

1. Filling the structure of the Board of Directors, by appointing a new member of the Board of Directors, its mandate duration being limited to the duration of the mandate of the current Board of Directors;

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. Crt. | | Registered Candidature | Expressed Votes | | |
| FOR | AGAINST | ABSTENTION |
| 1. | **Syed Nadeem Uddin AHMED** | |  |  |  |
| 2. | **Amer Abdel Jaber Abdallatif AL-KHATIB** | |  |  |  |

1. To acknowledge the resignation of Mrs. Mona Mohamed Moneeb AGHA 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 Mrs. Mona Mohamed Moneeb AGHA from the member of the Board of Director position;

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. Crt. | | Registered Candidature | Expressed Votes | | |
| FOR | AGAINST | ABSTENTION |
| 1. | **Syed Nadeem Uddin AHMED** | |  |  |  |
| 2. | **Amer Abdel Jaber Abdallatif AL-KHATIB** | |  |  |  |

1. Filling the structure of the Board of Directors, by appointing a new member of the Board of Directors, its mandate duration being limited to the duration of the mandate of the current Board of Directors;

*This position is vacant since Mr Fathi Taher resigned in 2016. The Board has no proposals for appointment new member. There are no proposals for candidates for this vacant position*

  

1. Settle **May 21st, 2019** 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 20th, 2019** 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, paragraph 2, letter l) from the ASF Regulation no 5/2018 on issuers of financial instruments and market operations.

  

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. Confirmation on the approval of the proposal received from the Mogosoaia Municipality regarding the donation of a quota of ownership on the Company land located in Mogosoaia.

*\* free assignment of 39% quota of ownership from the Mogosoaia land and to empower Company CEO to fully negotiate and agree the terms and conditions for such free assignment*.

  

1. The empowerment of Mr Osama AL HALABI, CEO of the company, for carrying out any formalities, negotiations or transactions and signing any intermediary documents necessary for preparing the donation and to sign the donation contracts and to represent the company in front of a notary public to authenticate the transaction documents (when legislation in force provides such formality)

  

1. Approval, in accordance with article 90 paragraph 1 of Law no 24/2017 on issuers of financial instruments and market operations, of the conditions for the conclusion of a contract for sale of company immoveable property (non-current-assets), whose value exceeds 20% of total non-current assets, except for claims. Approval of Extraordinary General Meeting of Shareholders will refer in particular, but without limitation, to: identify the object of sale (including surfaces), the minimum selling price, any specific conditions that may affect the transaction.

*\*36 plots with the existing buildings, with a total surface of around 263,298 sqm (exact surface to be determined after the dismantling procedure) to be sold for the minimum selling price of 150 Euro/sqm; payments to be made within 5 yearly instalments; exact surfaces and values of the instalments to be negotiated and established by the Company CEO).*.

  

1. Approval of destination of the amounts received from selling transaction of the immoveable property (non-current assets) of the company, as described at item 3 of this agenda.

  

1. The empowerment of Mr Osama AL HALABI, CEO of the company, for carrying out any formalities, negotiations or transactions and signing any intermediary documents necessary for preparing the final sale and to sign the contract/contracts of sale of the immoveable property (non-current assets) and to represent the company in front of a notary public to authenticate the transaction documents (when legislation in force provides such formality).

  

1. Settle **May 21st, 2019** 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 20th, 2019** 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, paragraph 2, letter l) from the ASF Regulation no 5/2018 on issuers of financial instruments and market operations.

  

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)*

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.