

# SPECIAL POWER OF ATTORNEY

2<sup>nd</sup> Copy - SIF Oltenia SA  
IT IS RETURNED UNTIL LATEST  
on 24.04.2012, hours 10

The undersigned / S.C. \_\_\_\_\_, having the personal numeric code / ORC Registration No. \_\_\_\_\_, legally represented by \_\_\_\_\_ holder of \_\_\_\_\_ shares from the total of 580,165,714 shares, issued by SIF Oltenia SA, which give me the right to \_\_\_\_\_ votes in the Ordinary General Assembly of Shareholders, I hereby appoint: \_\_\_\_\_ as my representative in **The Ordinary General Assembly of Shareholders of SIF Oltenia SA**, which will be held on **26.04.2012** hours 10<sup>00</sup> at the headquarters of SIF Oltenia SA Craiova, Tufanele street, no. 1, Dolj County or on **27.04.2012**, hours 10<sup>00</sup>, in the place indicated for the first summons, in case the first one cannot be held, to exercise the voting right related to my holdings registered in the Shareholders Register on the reference date – **30.03.2012**, as follows:

OGAS AGENDA	FOR	AGAINST	ABSTENTION
1. Presentation and approval of the Financial Statements of the year 2011, based on the Report of the Administration Board and on the Report of the Financial Auditor.			
2. Approval of the allocation of the net profit, according to the proposal of the Administration Board. The gross dividend proposed by the Administration Board of Sif Oltenia SA is of 0.13 lei/share, which represents 90.39% of the net profit, being kept the distribution modality of the previous years. The distribution will begin from the month of September of the year 2012. It is proposed that the difference of net profit to be allocated as follows: 9.56 % to own financing sources of the company and 0.05 % for covering the result retained deriving from expenses made in the year 2011, related to the year 2010.			
3. The approval to discharge the administrators for their activity developed in the financial exercise of the year 2011.			
4. Presentation and approval of the Budget of Revenues and Expenses for the year 2012 and of the Strategy for the year 2012.			
5. The approval to maintain the same calculation modality for the indemnity of administrators of the company, corresponding to the period April 2012 – April 2013, according to the approval of AGOA from April 2008, with the mention that the reference calculation date will be 31.03.2012.			
6. The election of two members of the Administration Board (final administrators), who will work in the period remained to be performed from the mandate of the current Administration Board, elected in AGOA from 15.11.2008.			
<b>TUDOR DUMITRU</b>			
<b>ANINA RADU</b>			
7. The extension of the Administration Board mandate, which expires on 15.11.2012, until the General Assembly of SIF Oltenia SA Shareholders which will approve the financial statements of the year 2012 in order to submit to analysis, debate and approval of shareholders, the Financial Statements and discharge of administrators for the entire financial exercise of the year 2012.			
8. The approval of dissolution and removal from the evidence of the Trade Register Office of the work facilities / representative offices in Bucharest, Gorj, Olt and Valcea, as follows: a) work facility - address Romania, Municipiul Targu Jiu, str.Victoriei, bloc 11, et.1, Judetul Gorj; Gorj representative office - address: Romania, Municipiul Targu Jiu, str.Victoria - Centru, bloc 11, ap.1, Judetul Gorj; b) work facility - address Romania, Municipiul Slatina, Aleea Muncii nr.3, bloc FA 24, sc.A, ap.2, Judetul Olt; Olt representative office - address: Romania, Municipiul Slatina, Str.Independentei, bl.T1, ap.P, judetul Olt; c) work facility - address Romania, Municipiul Ramnicu Valcea, str.General Magheru, nr.46, Judetul Valcea; Valcea representative office - address:: Romania, Municipiul Ramnicu Valcea, str.General Magheru, nr.36, Judetul Valcea; d) Bucharest representative office - address: Romania, Municipiul Bucuresti Sectorul 4, B-dul Unirii, bloc 6A, 6B, 6C, ap.2. <i>(The names of work facilities /territorial representative offices and the addresses are those corresponding to the entries currently existing in the evidence of ORC Dolj).</i> The cancellation formalities will be fulfilled by the Manager of Human Resources - Logistics Department - Ion PATRICH I who is hereby empowered to sign on behalf of SIF Oltenia SA any other document necessary to accomplish the removal operations from the evidences of ORC Dolj of the work facilities /territorial representative offices of the company. The empowering of the Administration Board to adopt any other decisions required to execute the decision of AGA above, in terms of additional demands from the Trade Register Office.			
9. The approval of the date 15.05.2012 as a registration date, according to the provisions of art. 238 paragraph 1 of the Law no. 297/2004.			

The power of attorney is only valid for the Ordinary General Assembly of Shareholders from 26/27.04.2012

I state on my own responsibility that I am not \*/I am \*\* under the incidence of the provisions of art. 286<sup>1</sup> of the Law no. 297/2004, introduced by the Law no. 97/2006, the way it was modified by Law no. 11/2012 and applicable RNSC Regulations, regarding the exceeding of the limit of 5% of SIF Oltenia SA shares holding with persons I act with in a concerted manner. The present statement is given being aware of the legal consequences of false statements provided and punished by the penal code. (\* in this situation „I am” is crossed; \*\*in this situation „I am not” is crossed and the list of persons involved is annexed to the power of attorney, which should contain elements of their identification as well as the number of shares held on the reference date -30.03.2012); The powers of attorney transmitted by the shareholders who did not fill in the holdings statement in one of the two variants as well as those of the shareholders who stated that they acted in a concerted manner with other persons without naming the respective persons and the shares held by each of them are not taken into account.

Date: \_\_\_\_\_

PLACE FOR SEAL  
(legal person)

The shareholder's signature (natural person or legal representative of the legal person): \_\_\_\_\_

( in case of using the Power of attorney form and its depositing to the registration office or in case of transmission by mail or courier)

OR:

**EXTENDED ELECTRONIC SIGNATURE (when The Power of attorney is transmitted by electronic means, according to the provisions of RNSC Regulations no. 7/2010)**

LAST NAME AND FIRST NAME /NAME OF THE SHAREHOLDER \_\_\_\_\_

(it will be completed in capital letters)

**Note: The power of attorney is completed in three original copies (copy 1 for attorney, copy 2 for SIF Oltenia SA, copy 3 for shareholder) taking into account the facts stated on the BACK. When presenting to AGA, the attorney will have with him copy no. 1 of each power of attorney entrusted and the identity document in original. In case the attorney does not hold the capacity of shareholder of SIF Oltenia SA, the power of attorney will be given in certified form, according to art.100 (2) of the Law no. 297/2004.**

## **The voting procedure:**

The special power of attorney is correctly filled in when for each of the issues written in the agenda a single option is expressed („For” or „Against” or „Abstention”).

The validation of the vote is made for each issue written on the agenda in part.

The votes expressed will be cancelled for procedure vices in the following situations:

- they are illegible;
- they contain contradictory or confuse options;
- they are conditionally expressed.

The votes cancelled for vices of procedure are taken into consideration for establishing the quorum but they are not taken into consideration when the point on the agenda to which they refer is submitted to vote.

**The special power of attorney forms are completed and signed by the shareholder** (natural or legal person) and **copy 2 (ORIGINAL) is deposited** at the headquarters of SIF OLTENIA SA starting from **06.04.2012 until latest on 24.04.2012 hours 10**, the date of the registration office number, OR in the form of **electronically signed document with extended electronic signature, transmitted until the same date at the e-mail address [aga@sifolt.ro](mailto:aga@sifolt.ro), accompanied by the following documents :**

For natural persons :

- copy of BI/CI or passport, according to case, with CNP (personal numeric code) legibly written, principal
- copy of BI/CI or passport, according to case, with CNP (personal numeric code) legibly written, attorney

For legal persons :

1. Copy of the registration certificate at ORC (certified);  
Copy of BI/CI or passport of the legal representative, with CNP (personal numeric code) legibly written.
2. Proof of the quality of legal representative (certificate of good standing issued by ORC, in original, issued after the reference date established for the assembly– 30.03.2012 ).
3. Copy of BI/CI or passport of the legal representative, with CNP (personal numeric code) legibly written for the attorney (empowered).

Both for shareholders natural persons and shareholders legal persons, the authentication of the special power of attorney is imposed, in the conditions in which they choose to be represented by a person who in her turn does not hold the capacity of shareholder of SIF Oltenia SA (art.100 (2) of the Law no. 297/2004).

The documents presented in a foreign language (except for the identity documents) will be accompanied by the certified translation in the Romanian language, and the authentic foreign documents will also be over certified (they will bear apostille).

**For shares held over the limit of 5 % of the social capital of SIF Oltenia SA by a person alone or together with persons with whom acts in a concerted manner, as well as in other cases provided by law, the “pro-rata” suspension of the voting right will be fulfilled according to the legal and statutory provisions.**

**The list of shareholders with suspended voting rights will be published on the site of SIF Oltenia SA previous to the general assembly of shareholders after the operation in the shareholders register by Central Depository.**

**The special powers of attorney transmitted by shareholders who did not fill in the holdings statement in one of the two variants, as well as those of shareholders who stated they acted concertedly with other persons without naming those persons and the shares held by each of them are not taken into consideration. The Special Powers of Attorney that do not observe the present voting procedure, approved by the Administration Board of SIF Oltenia SA will be cancelled.**

In case of expedition by mail the following address will be mentioned on the envelope:

**SIF OLTENIA SA – COMISIA DE CENTRALIZARE A VOTULUI PRIN PROCURĂ SPECIALA PENTRU AGOA DIN 26/27.04.2012, Craiova, str. Tufănele nr.1, cod poștal 200767, județul Dolj.**

In case of transmission by electronic means, under extended electronic signature, the e-mail address is [aga@sifolt.ro](mailto:aga@sifolt.ro).