

# SPECIAL POWER OF ATTORNEY

1<sup>st</sup> Copy Mandatory

The undersigned / S.C. \_\_\_\_\_, having the personal numeric code /registration No. ORC \_\_\_\_\_, legally represented by \_\_\_\_\_ holder of \_\_\_\_\_ shares of the total of 580.165.714 shares, issued by SIF Oltenia SA, which grants me the right to \_\_\_\_\_ votes in the General Assembly of Shareholders, hereby appoint: \_\_\_\_\_ having the personal numeric code \_\_\_\_\_ as my representative in the **Ordinary General Assembly of Shareholders SIF Oltenia SA**, which will take place on **29.04.2010 hours 10<sup>00</sup> at the headquarters of SIF Oltenia SA Craiova, str. Tufanele, nr. 1, Jud. Dolj** or on **30.04.2010, hour 10<sup>00</sup>**, in the place indicated for the first convocation, in case the first one could not be held, to exercise the voting right related to my holdings registered in the Shareholders Registers at **the reference date - 29.03.2010**, as follows:

ORDER OF THE DAY -AGOA	FOR	AGAINST	ABSTENTION
1. Presentation and approval of the Financial Situations of the year 2009, based on the Report of the Administration Council and of the Report of the Financial Auditor.			
2.a) Approval of the repartition of the net profit, according to the proposal of the Administration Council. The gross dividend proposed by the Administration Council of Sif Oltenia SA is of 0,08 lei / share.			
2. b) The distribution of a gross dividend of 0,16 lei / share (requirement of the shareholders)			
3. Approval of the administration discharge of administrators for the activity developed in the financial exercise of the year 2009			
4. Presentation and approval of the Budget of Revenues and Expenses for the year 2010 and of the Strategy for the year 2010.			
5. The approval to maintain the same calculation modality for the indemnity of the administrators of the company, proper for the period April 2010 – April 2011, according to the approval of AGOA from April 2008, with the mention that the reference calculation date will be 31.03.2010.			
6. The maintaining of SC JPA Audit & Consultanta SRL Bucuresti as financial auditor and the conclusion of the contract of financial audit for a period of 3 years (April 2010 – April 2013).			
7. The choice of a definite administrator for the mandate period remained to be fulfilled by the actual Administration Council, in order to complete the number of 7 administrators.			
RACOVITA MARGARETA			
BICA GHEORGHE			
8. The approval of the results of the revaluation of corporal immobilizations on 31.12.2009			
9. The approval of the date of 17.05.2010 as registration date according to the provisions of the art. 238 paragraph 1 of the Law no. 297/2004.			

**ATTENTION – At the item no. 7 of the agenda the vote “for” will be given only to one person from the list of candidates, under the sanction of cancellation of the vote.**

The power of attorney is valid only for the Ordinary General Assembly of Shareholders from 29/30.04.2010

**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 and to the Instruction CNVM no.1/2007, approved by the Order CNVM no. 29/07.03.2007, published in the Official Gazette of Romania part I, no. 200/23.03.2007, regarding the excess of the limit of 1% 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 to the power of attorney is annexed the list of the persons involved, which contains elements of their identification as well as the number of shares held at the reference date– 29.03.2010;**

**The powers of attorney transmitted by shareholders that did not filled 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 one are not taken into consideration.**

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

PLACE FOR STAMP  
(legal person)

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

SURNAME AND NAME/NAME OF THE SHAREHOLDER \_\_\_\_\_  
(will be filled in with capital letters)

**Note: The power of attorney is filled in three original copies (copy 1 for the attorney, copy 2 for SIF Oltenia SA, copy 3 for shareholder) taking into account the facts stated on the BACK. At the presentation in AGA, the attorney will have with him the copy no. 1 of each power of attorney entrusted and the identity document in original. In case the attorney does not hold the quality of shareholder of SIF Oltenia SA, the power of attorney will be given in an authenticated form.**

### **The voting procedure:**

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

**ATTENTION – At the item no. 7 of the agenda the vote "for" will be given only to a single person from the list of candidates, under the sanction of cancelling the vote.**

The validation of the vote is made for each problem written on the order of the day in part.

The votes expressed will be cancelled for vices of procedure 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 order of the day to which they refer is submitted to vote.

**The power of attorney is filled in and signed by the shareholder (natural or legal person) and the 2 copy is deposited at the headquarters of SIF OLTENIA SA until latest the date of 26.04.2010 hours 16<sup>00</sup>, the date of the registration office number, accompanied by the following documents :**

For natural persons :

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

For legal persons :

- Copy of the registration certificate at ORC (authenticated);
- copy of BI/CI or passport of the legal representative, with CNP (personal numeric code) legible written.
- Proof of the quality of legal representative (ascertaining certificate issued by ORC, in original, issued after the reference date established for the assembly – 29.03.2010).
- Copy of BI/CI or passport of the legal representative or passport of the legal representative, with CNP (personal numeric code) legible written for the attorney (empowered).

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

**For the shares held over the limit of 1% of the social capital of SIF Oltenia SA by one person or together with persons with whom he/she acts concertedly, as well as in other cases provided by law, it will be proceeded to the suspension of the voting rights 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 before the general assembly of shareholders after the operation in the register of shareholders by Depozitarul Central.**

**The special power of attorneys transmitted by shareholders who did not filled 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 considerations. The Special Powers of Attorney that do not observe the present voting procedure, approved by the Administration Council 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 29/30.04.2010, Craiova, str. Tufănele nr.1, cod poștal 200767, județul Dolj.**