



S.C. MECANICA CEHLĂU S.A.®

610202 Piatra Neamț – România, str. Dumbravei nr. 6
J 27/8/1991; CUI:2045262; cont BCR RO 45 RNCB 0196027797940001
capital social subscris și varsat: 23 990 846 lei
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SPECIAL POWER OF ATTORNEY

requested by the Board of Directors of Mecanica Ceahlău S.A.

I, the undersigned _____ identified with personal identification number/unique code of registration _____, holder of _____ shares issued by S.C. Mecanica Ceahlău S.A. (representing _____% of the total number of shares), whereby I am entitled to _____ votes in the Ordinary Shareholders' General Meeting (representing _____% of the total number of rights to vote), **hereby constitute** Mr / Mrs / Ms _____ or¹

(Surname, first name(s), address, and PIN of the representative chose by the holder of movable values)

Mr / Mrs / Ms _____

(Surname, first name(s), address, and PIN of the representative chose by the holder of movable values)

To represent me in the Shareholders' Ordinary General Meeting at 15,00 on 25/04/2016, to be held at the company registered office in the municipality of Piatra Neamț, Strada Dumbravei nr. 6, or on the date of the second convening, i.e., on 26/04/2016, similarly and at the same venue (in case the former convening cannot be held), in order to exercise my voting right as per the shares I hold, registered in the shareholders' consolidate register of Mecanica Ceahlău S.A. on 14/04/2015 (reference date), as follows:

	Agenda of the Shareholders' Ordinary General Meeting:	<i>For</i>	<i>Against</i>	<i>Withheld</i>
1)	To approve the election of the secretariat of the ordinary shareholders' general meeting from among the shareholders, in compliance with the provisions of Law 31/1990, article 129, paragraph (2) : 1. Ilie Mihailescu 2. Elvira Bulai			
2)	To approve the Report on the Board of Directors' activity in 2016.			
3)	To approve the Individual Financial Statements for 2016, together with the independent financial auditor's opinion.			
4)	To approve the distribution of the 2016 net profit as follows: - net profit to be distributed.....lei 2,105,150 - legal provisions lei 126,928 - dividends..... lei 1.175.551,45/ 0.0045/share - the participation of managers to the profit lei 63,150 - other provisions.....lei 739.520,55 <i>Dividends to be paid on 22/06/2017, but no later than six months from the date of the Shareholders' General Meeting adopting such resolution</i>			
5)	To approve the discharge of the managers' liability for 2016			
6)	To approve of the main directions of operations and the Budget of Revenue and Expenses for 2017 with the following basic indices: - Turnover..... lei 40,870,000; - Total revenues..... lei 41,414,852; - Total expenditure ...lei 16,038,178; - Net profit..... lei 2,615,729. <i>The investments objectives are to be executed solely relying on explanatory notes, previously approved of by the Board of Directors</i>			
7)	To approve the participation of managers to the net profit recorded before calculation of provisions thereof, i.e., the amount of lei 63,150, this amount including the company contributions.			

¹ Substitute representative in case the first representative assigned in not able to attend (Reg. CNVM/2009).

8)	<p>The overall limits for the remuneration of the company managers and shareholders, for 2017, are hereby approved as follows: - for managers, shall maintain the limits set by the SOGM of 14/04/2014; - for the Director General: lei 16,800, for the Director of Sales: lei 6,499, for the Director of Finances: lei 6,018 and for the Director Operational: lei 6,522, these amounts are net amounts.</p> <p>Depending on the degree of achievement of individual and collective performance indicators at the end of 2017, the Board of Directors may grant variable remuneration to the Managers, but this remuneration must be within the following limits:</p> <p>a) Awards - within 5% of the salary or allowances, enclosed to revenue and spending budget, approved by the General Meeting of Shareholders</p> <p>b) Individual annual bonus at a level of up to 9 wages, while meeting established performance indicators.</p> <p>The authorization of the Board of Directors to negotiate and conclude the contract with the Executive Management and to ensure the remuneration within the limits established by AGOA.</p>			
10)	<p>The date of 08/06/2016 (ex-date 07/06/2016) is hereby approved as the date for the identification of the shareholders that are to benefit from rights and who are to be subjected to the effects of the AGOA resolutions</p>			

Surname, first name(s)²:

(Surname, first name(s))

Signature³:

Date: _____

² The surname and first name(s) of the shareholder natural person or of the legal representative of the shareholder legal entity.

³ The actual signature of the shareholder natural person or the actual signature of the legal representative of the shareholder legal entity. Please enclose a copy of the identity card/document of the signing person and documents certifying the quality of the legal representative (for legal entities – certificate ascertaining status issued by the Register of Commerce or other such competent authority).

DETAILS REFERRING TO FILLING IN THE SPECIAL POWER OF ATTORNEY

Dear Shareholders, we recommend to **exercise** your shareholder' right, in compliance with the provisions of the By-Laws of **S.C. MECANICA CEAHLAU S.A.**, Law 31/1990 republished and completed, Law 297/2004, CNVM Regulations No 1/2006 and No 6/2009, consulting at the company premises or by visiting the company's website <http://www.mecanicaceahlau.ro>, the materials submitted to the Shareholders' Ordinary General Meeting (the minimum content of the informative materials related to the issues submitted to the General Meeting) which are available as of **27/03/2017**. Shareholders can request copies of such documents directly at the company offices, against a fee of Lei 0.25/page, or by downloading them from the company website.

Upon transmitting the voting right by Special Power of Attorney, you are required to consider the following:

- a. Fill in the shareholder's identification data as in the identity card, i.e., surname, first name(s), personal identification number for natural persons and the unique code of registration for legal entities, respectively.
- b. The holder of the shares should opt to assign a natural person who is to act as an assignee for the holder of the shares registered in the consolidated register of shares as of the reference date. Natural persons assigned as assignees by the holder of shares can be people other than shareholders, except for the managers.
- c. Read the agenda, consult the content of informative materials, and vote for each item on the agenda, by crossing, i.e., **X**, in the corresponding box, e.g., "*For*"; "*Against*"; "*Withheld*".

The **shareholder-assignor** shall fill in the special power of attorney under each item, in three identical counterparts; one counterpart will be kept by the assignor, one counterpart will be handed to the assignee, and one counterpart, bearing the assignor's original signature, together with a copy of the represented shareholder's identity card or the represented shareholder's certificate of registration shall be submitted to the registered offices of **S.C. MECANICA CEAHLAU S.A.** or sent via e-mail at asistent.manager@mecanicaceahlau.ro, **until 16:00 on 24/04/2017**, to be validated, after having been confronted against the data in the Consolidated Shareholders' Register on the reference date, i.e., **14/04/2016**.

In order to send special powers of attorney and accompanying documents (copy of identity card or certificate of registration of the shareholder) by post or other forms of courier service, the following demands will be respected:

- The special power of attorney, filled in and signed in original by the shareholder, will be put in an envelope on which it will be clearly written with capital letters: "Special power of attorney – name, first name/ shareholder's name, CNP (Personal Identification Number)/CUI (Tax Identification Number)".
- The above mentioned envelope, together with the accompanying documents will be sent at the society in an envelope on which it will be clearly written with capital letters: "FOR AGA"

Powers of attorney authenticated by a notary public shall be submitted with the original authentication.

The power of attorney shall only be valid for the Shareholders' Ordinary General Meeting for which it has been given and shall not entitle the assignee to rights of disposition over the shares, which are and shall remain the full property of the shareholder.

Shareholders and assignees shall have access in the meeting hall against a valid identity document. In case of shareholders legal entities, their representatives and assignees shall have access against a valid identity document and of the special power of attorney stamped and signed by the legal representative of the legal entity.