



S.C. RAFO S.A.
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Cod Unic de Inregistrare 958772, Atribut Fiscal RO, Oficiul Registrului Comerțului J04/538/1991

SPECIAL PROXY

for representation in the Shareholders' Ordinary/Extraordinary General Meeting of S.C. RAFO S.A. dated April 29/30, 2014

The undersigned..... (surname and first name of the natural person shareholder), identified by..... (identity card), series....., number....., issued by, on the dated of, residing in..... and PIN.....

or

The subscribed..... (name of the legal person shareholder), headquartered in....., registered with the Trade Register Office under no....., unique registration code..... legally represented by,*

Shareholder on the Reference Date, namely **14.04.2014**, of SC RAFO SA, a trading company registered with Bacau Trade Register Office under number J04/538/1991, sole registration code 958772, with the registered office in Onesti, 3 Industriilor Street, Bacau County, having the subscribed and paid up share capital in amount of **2.194.936.967,5 lei**

Holder of a number ofshares, representing% of the share capital of S.C. RAFO S.A. that entitles me to have the right for votes in the Shareholders' Ordinary/Extraordinary General Meeting

I hereby empower Mr** having the domicile in street no., entrance, ap., identified by series..... no. PIN

to be my authorized representative in the Shareholders' Ordinary/Extraordinary General Meeting of S.C. RAFO S.A. Onesti that will take place on the date of 29.04.2014 hrs. 10,00/11,00 at the headquarters of S.C. RAFO S.A. from Onesti, Industriilor street no. 3, or on the date of 30.04.2014, the date when the second meeting would take place, in the same place and at the same hour as the first meeting, in case the first one could not take place, to exercise the voting right related to the shares held by the undersigned */the subscribed**, as follows:**

Shareholders' Ordinary General Meeting

I. The approval of the Management Report of S.C. RAFO S.A. Board of Directors, for the financial year 2013.

In favor.....Against.....Abstention.....

II. The presentation of the Financial Auditor's Report regarding the financial statements for the financial year 2013.

In favor.....Against.....Abstention.....

III. The approval of the Annual Inventory Report and of the annual financial statements for the financial year 2013.

In favor.....Against.....Abstention.....

IV. The approval of the Annual Report for 2013, drawn up in accordance with the provisions of the Law 297/2004 on the capital market and with the CNVM Regulations.

In favor.....Against.....Abstention.....

V. The approval of the discharge from administration of the Board of Directors' members, as well as of the Board of Directors Chairman, also acting as General Manager of SC RAFO SA, for the activity carried out during the year 2013.

In favor.....Against.....Abstention.....

VI. The approval for keeping the same amounts for the remuneration of the Board of Directors' members and of the Board of Directors' Chairman, also acting as General Manager, for the financial year 2014.

In favor.....Against.....Abstention.....

VII. The prolongation of the audit contract concluded between SC RAFO SA and the financial auditor SC AZALEE EXPERT AUDIT SRL until 30.04.2015, for the financial and consolidated audit of the financial statements for the financial year 2014, as per the legal provisions.

In favor.....Against.....Abstention.....

VIII. The approval of registration on costs of some receivables and expenses which can no longer be recovered.

In favor.....Against.....Abstention.....

IX. Approval of the date of **19.05.2014** as registration date of the Shareholders Ordinary General Meeting and the date of **20.05.2014** if the meeting takes place at the second convocation, for the identification of the shareholders upon which the effects of the resolutions to be adopted reflect, according to art. 238 of Law no. 297/2004 on the capital market,

In favor.....Against.....Abstention.....

X. The authorization of Mr. Miroslav Dermendjiev, acting as Board of Director's Chairman – General Manager of S.C. RAFO S.A., to sign the Shareholder's Ordinary General Meeting resolutions on behalf of shareholders and to accomplish any deed or formality required by the law for registration and the fulfillment of the Shareholder's Ordinary General Meeting resolutions. Mr. Miroslav Dermendjiev may delegate all or a part of the powers conferred above to any person in order for this mandate to be accomplished.

In favor.....Against.....Abstention.....

Shareholders' Extraordinary General Meeting

I. Approval of the replacement of the collocation "Trade Company" with the term "Company" in the Articles of Incorporation of S.C. RAFO S.A. according to en force legal provisions .

In favor.....Against.....Abstention.....

II. Approval of the date **19.05.2014** as registration date of Shareholders Extraordinary General Meeting and the date of **20.05.2014** if the meeting takes place at the second convocation, for the identification of the shareholders upon which the effects of the resolutions to be adopted reflect, according art. 238 of Law no. 297/2004 on the capital market.

In favor.....Against.....Abstention.....

III. The approval to authorize Mr. Miroslav Dermendjiev, acting as Board of Director's Chairman - General Manager of S.C. RAFO S.A., to sign the resolutions of the Shareholders Extraordinary General Meeting on behalf of shareholders and to accomplish any deed or formality required by the law for registration and the fulfillment of the Shareholders Extraordinary General Meeting resolutions or delegate all or part of the powers conferred to any person in order for this mandate to be accomplished.

In favor.....Against.....Abstention.....

I hereby enclose the copy of the valid identification document /copy of the registration certificate**

Date.....

***(signature)

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(surname, first name of the natural person shareholder or of the legal representative of the legal person shareholder, clearly with capital letters)

Note:

* to be filled in only for legal persons

** in case of natural persons, it shall be attached a copy of the identity document; in case of legal persons, it shall be attached a copy of the registration certificate accompanied by a confirmation certificate that proves the legal representative of the legal person, certificate issued no more than three months before the publication date of the notice to attend.

*** In case of legal persons shareholders, it will also be applied the valid stamp

**** In case of legal persons, it will be indicated the position of the legal representative.