



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) POWER OF ATTORNEY

*for the Extraordinary General Meeting of S.C. RAFO S.A.
convened on the date of February 18/19, 2015*

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

or

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

shareholder on the Reference Date, namely **03.02.2015**, of SC RAFO SA, a Romanian legal person, with the registered office in Onesti, 3 Industriilor Street, Bacau County, registered with Bacau Trade Register Office under number J04/538/1991, sole registration code 958772, holding a number of shares, representing.....% of the total of **877.974.787** shares issued by the company, which entitles me to a number of voting rights within the Extraordinary General Shareholders' Meeting, representing% of the total voting rights,

being aware of (**filled in**) **Agenda** of the Extraordinary General Shareholders' Meeting of SC RAFO SA convened on the date of **18.02.2015**, starting at 10.00 hrs., respectively on **19.02.2015** starting at 10.00 hrs. and of the documentation made available by SC RAFO SA in relation to the respective agenda,

in accordance with the provisions of FSA (CNVM) Regulation no. 6/2009, by this form I hereby exercise my vote by correspondence, as follows:

Extraordinary General Shareholders' Meeting

1. The presentation of the Report of the Board of Directors regarding the legal framework applicable to the Company's shares trading on capital market, including the presentation of the regulated markets and alternative trading systems that can be traded the Company's shares.

In favor **Against** **Abstention**

2. The approval of the performance by Company of the necessary legal steps for admission to trading the shares issued by the Company on one of these regulated markets or trading them in one of these alternative trading systems.

a) regulated market managed by Bucharest Stock Exchange;

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

b) regulated market managed by Sibex – Sibiu Stock Exchange;

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

c) alternative trading system (ATS) managed by Bucharest Stock Exchange;

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

d) alternative trading system (ATS) managed by Sibex – Sibiu Stock Exchange.

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

3. The approval of the date of **04.03.2015** as the registration date of the Decision issued by Extraordinary General Shareholders' Meeting and the date of **05.03.2015** in case the meeting shall progress upon the second convocation, for the identification of the shareholders upon whom the effects of the decisions which are to be adopted shall reflect, according to art. 238 of the Law no. 297/2004 regarding the capital market, with the subsequent amendments and additions. According to the provisions of the Financial Supervisory Authority Regulations no. 6/2009, with the subsequent amendments and additions are established «ex-data» on the date of **03.03.2015** respectively **04.03.2015** in case the meeting shall progress upon the second convocation.

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

4. Due to the financial situation in RAFO S.A., the empowerment of the General Manager of RAFO S.A. is proposed to begin the procedure of sale of the assets and equipment related to the company. The sale price of the assets and equipment will be established according to the prices of equipment on the second hand market (used equipment), but it can not be less than the price of the scrap on the Romanian local market during the day of signing contracts on sale/purchase of equipment.

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

5. The amounts obtained as a result of the the sale of the Company's assets/equipment will be used within the company to maintain the current activity, to fulfill the obligations to environmental agency appeared as a result as the company's activity and after the implementation of the projects of dismantling the equipment and other assets, for the maintenance of the company's infrastructure for the purpose of a future territory use as an industrial platform for the implementation of some technical projects.

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

6. The appointment of Mr. Miroslav Dermendjiev, acting as Chairman of Company's Board of Directors – Company's General Manager, to sign on behalf of the shareholders the decisions of the Extraordinary General Shareholders' Meeting and to perform any deed or formality required by the law for the registration and accomplishment of the Extraordinary General Shareholders' Meeting decisions. Mr. Miroslav Dermendjiev can 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**

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

Date.....

***(signature)

****

(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, a copy of the identity document will be attached; in case of legal persons, a copy of the registration certificate will be attached
- *** 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, the copy of the valid identity card and the copy of an official document certifying the quality of legal representative of the legal person shareholder