



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 Ordinary General Shareholders' Meeting
 of RAFO SA dated April 28/29 2015*

The subscribed (*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

or

The undersigned (*surname and first name of the natural person shareholder*), headquartered in, registered with the Trade Register Office under no unique registration code reprezentata legally represented by,*

shareholder on the Reference Date, namely **14.04.2015**, of RAFO SA, company registered with Bacau Trade Register Office under number J04/538/1991, sole registration code 958772 headquartered in Onesti, 3 Industriilor Street, Bacau County having subscribed and paid share capital amounting to **2.194.936.967,5 lei**

holder of a number of shares, representing% of the share capital of RAFO S.A. that entitles me to have the right for votes in the Extraordinary General Shareholders' Meeting

I hereby empower ** residing in str. no., entrance., app., identified by series no. PIN

to be my authorized representative in the Shareholders' Ordinary General Meeting of RAFO S.A. Onesti that will take place on the date of 28.04.2015 10,00 hrs at the headquarters of RAFO S.A. from Onesti, Industriilor street no. 3, or on the date of **29.04.2015**, 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 subscribed, as follows:**

Ordinary General Shareholders' Meeting

I. The approval of the Management Report of the Board of Directors of RAFO S.A. for the financial year 2014.

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

II. The presentation of the Financial Auditor's Report regarding the financial statements for the financial year 2014.

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

III. The approval of the Annual Inventory Report and of the annual financial statements for the financial year 2014.

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

IV. The approval of the annual Report on 2014, prepared in accordance with the provisions of the Law 297/2004 regarding the capital market and of the Regulations of the National Transferable Securities Commission (the current Financial Supervisory Authority)

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

V. The approval of the discharge from administration of the Board of Directors' members as well as the Chairman of the Board of Directors fulfilling also the position of General Manager of RAFO S.A. for the progress of the activity during the year 2014.

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

VI. The approval of maintaining the same amounts for the remuneration of the Board of Directors' members and of the Board of Directors' Chairman fulfilling also the position of General Manager, for the financial year 2015.

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

VII. The approval of the extension of the audit contract of RAFO S.A. with the financial auditor AZALEE EXPERT AUDIT S.R.L. until 30.04.2016, for the financial audit and consolidated financial statements according to the legal provisions, related the financial year 2015.

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

VIII. The approval and registration of the results regarding the revaluation of the buildings at the distribution stations, Rafo's property estate placed outside of the company's headquarters.

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

IX. Approval to register as expenditures the debts that can not be recovered.

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

X. The approval of the date of **14.05.2015** as the registration date of the Decision issued by Ordinary General Shareholders' Meeting and the date of **15.05.2015**, 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. 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 **13.05.2015**, respectively **14.05.2015** in case the meeting shall progress upon the second convocation.

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

XI. The approval of the empowerment of Mr. Miroslav Dermendjiev, acting as Chairman of Company's Board of Directors –General Manager of RAFO S.A., to sign on behalf of the shareholders the decisions of the Ordinary General Shareholders' Meeting and to perform any deed or formality required by the law for the registration and accomplishment of the Ordinary General Shareholders' Meeting decisions or to delegate 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 accompanied by a confirmation of company details certifying the legal representative of the legal person, certificate issued not later than three months before the date of the notice to attend.

*** in case of legal persons, the valid stamp will be applied

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