

S.C UPET S.A Targoviste with headquarters in Targoviste, 14, Arsenalului St., registered at Dambovita Trade Register under no. J15/320/1991, having VAT no. 908332, IBAN code RO94 RNCB 0128 0084 6950 0001, BCR, Targoviste Branch,  
Subscribed and paid capital: 29,870,890 lei

**SPECIAL POWER OF ATTORNEY for legal persons**  
Shareholders Extraordinary General Assembly (SEGA) from 15/16.01.2015

The undersigned.....  
owner of ..... shares issued by UPET S.A. Targoviste, representing  
.....% of the total shares issued, which gives me ..... voting  
rights in the Shareholders General Assembly, representing .....% of the total  
rights to vote, hereby name

.....  
(Identification data of the named representative - Surname, name/Denomination, PIN – Personal Identification Number/VAT no.)

as my representative in the Shareholders Extraordinary Assembly of UPET S.A. Targoviste, which will be held on 15.01.2015, at 08:00 o'clock, at the company headquarters from Targoviste, 14, Arsenalului St., Dambovita County or on the date of the second assembly holding from 16.01.2015, 08:00 o'clock, at the company headquarters from Targoviste, 14, Arsenalului St., Dambovita County, to express his right to vote corresponding to my property titles registered within the Shareholders Registrar as of 19.12.2014 (reference date), as follows:

Resolutions submitted to SEGA approval	Yes	No	Abstention
1. Approval for the real property sale: built-up area situated in Targoviste, 165, I.C Bratianu St., with the surface of 1266 square meters together with the building "Block of dormitories" in the surface built at the ground of 835 square meters, type Ground floor + 4, having 26 rooms each on the level and shared premises (kitchen, restrooms), registered in the Land Book of Targoviste town under no. 5804. The price of the sale will not be lower than the price established by an evaluation report prepared by a valuator certified by the National Association of Authorised Romanian Valuers (ANEVAR).			
2. Approval for the empowerment of the General Manager of the Company to sign the Sale-Purchase Contract of the real property described above.			
3. Approval for the date of 30.01.2015 as the registration			

date for the resolutions adopted in the Shareholders Extraordinary General Assembly as well as of the date of 29.01.2015 as ex-date.			
4. The empowerment of the person named to perform all the legal demarches and to sign all the documents necessary for the registration of the resolutions adopted by the Shareholders General Assembly.			

**To be filled-in by the shareholder:**

**Shareholder**

**Denomination** ..... ← Write the denomination with CAPITAL letters

Shareholder

VAT no. .... ← Write the VAT registration number

Legal

representative..... ← Fill-in with the surname and name of the legal representative of the legal person shareholder

Date of signature ...../...../... .. ← Write the date of signing the Special Power of Attorney

Signature of the legal representative ..... ← Sign and stamp

The Special Power of Attorney must be registered at UPET S.A Targoviste headquarters no later than 13.01.2015, 08:00 hours (Romanian time).