

Translation from Romanian

SPECIAL POWER OF ATTORNEY

Valid for the Extraordinary General Meeting of Shareholders of 27,28.04.2020
Template in accordance with the requirements of Art. 117 (8) of Law no. 31/1990R,
art. 92 paragraph (19) of Law 24/2017 and the ASF Regulation 5/2018

(I, the undersigned) _____ having the Tax Code/
Personal number: _____, Trade Register Registration no. / ID card: _____
_____, with registered office (residence) in _____, holder of a
number of _____ shares, according to **Electroargeş S.A.'s Shareholders Register on the
date of reference 10.04.2020**, which gives me the right to a number of _____ votes
in the general meeting of shareholders through a legal representative:
_____, as _____, hereby express my voting
options on the items on the agenda of the Electroargeş S.A.'s Extraordinary General Meeting of
Shareholders of 27.04.2020 / 28.04.2020 and mandate: _____,
holder of ID Form / ID Card / Passport series _____, number _____, Personal
no. _____, to represent me and to vote in Electroargeş S.A.'s
Extraordinary General Meeting of Shareholders of 27.04.2020 / 28.04.2020, which takes place at
Electoargeş S.A.'s registered office from Str. Albeşti nr. 12, Curtea de Arges, Argeş County.

Representation of shareholders is made in accordance with the provisions of art. 125 of
Law 31 / 1990R.



Agenda point	Agenda items subject to AGEA voting	Vote For	Vote Against	Abstention
1.	<p>Approval of completing the secondary business activities of Electroarges S.A., with the following activities, respectively completing the list of secondary business activities from art. 6 of the Articles of Incorporation as follows:</p> <p>Article 6. (...) Secondary activities: (...) 2229 - Manufacture of other plastic products; 2550 - Manufacture of metallic products obtained by plastic deformation; 2562 - General mechanics operations; 2573 - Manufacture of tools; 2824 - Manufacture of electrically operated portable machine tools; 2932 - Manufacture of other parts and accessories for motor vehicles and engines; 3240 - Manufacture of games and toys; 4677 - Wholesale of waste and scrap.</p>			
2.	<p>Approval of the extension of the credit line in the amount of 18,000,000 lei and the contracting of a term credit facility (investment credit) in a maximum amount of 47,160,422 lei, contracted from Raiffeisen Bank S.A.</p> <p>The credit facility with a maximum amount of 47,160,422 lei will be contracted only in the case of approving the Application for financing with state aid according to GD no. 807/2014 for "Extending the production capacity of home appliances in Curtea de Argeş", submitted by Electroargeş S.A. in January 2020.</p>			
3.	<p>The approval that, in order to guarantee the extension of the credit facility in the amount of 18,000,000 lei as well as the guarantee of the term credit facility in the amount of 47,160,422 lei, the following</p>			

	<p>guarantees are constituted:</p> <ul style="list-style-type: none"> a) movable mortgage on the company's accounts (current and / or other accounts) opened with Raiffeisen Bank SA; b) movable mortgage on the stock of raw materials, semi-finished and finished products; c) movable mortgage on the equipment financed from the term facility; d) movable mortgage on the universality of the debts; e) mortgage on the cashings related to the guarantee letters for guaranteeing the advance; f) assignment of the rights resulting from the insurance policy for the mortgaged goods in favor of Raiffeisen Bank, a policy concluded with an approved insurer; g) real estate mortgage on buildings located in Curtea de Arges, str. Albesti, nr. 12, jud. Arges, the property of Electroarges SA, as follows: <ul style="list-style-type: none"> - land within the built-up area - buildings and adjoining areas with an area of 1,555 square meters and the construction C1 built on it, having Land Register no. 81264, registered in the Land Book no. 81264 of Curtea de Arges. - land within the built-up area - buildings and adjoining areas with an area of 1,152 square meters and the constructions C1, C2 and C3 built on it, having Land Register no. 81267, registered in the Land Book no. 81267 of Curtea de Arges. - land within the built-up area - buildings and adjoining areas with an area of 4,992 square meters and the constructions C1, C2 built on it, having Land Register no. 81265, registered in the Land Book no. 81265 of Curtea de Arges. - land within the built-up area - buildings and adjoining areas with an area of 1,411 square meters and the 			
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	<p>constructions C1, C3 built on it, having Land Register no. 81268, registered in the Land Book no. 81268 of Curtea de Arges.</p> <ul style="list-style-type: none"> - land within the built-up area - buildings and adjoining areas with an area of 366 sqm and the construction C1 built on it, having Land Register no. 81266, registered in the Land Book no. 81266 of Curtea de Arges. - land within the built-up area - buildings and adjoining areas with an area of 3,490 sqm and constructions C1, C2 built on it, having Land Register no. 81269, registered in the Land Book no. 81269 of Curtea de Arges. - land within the built-up area - buildings and adjoining areas with an area of 8,666 square meters and the constructions C1, C2, C3 built on it, having Land Register no. 81272, registered in the Land Book no. 81272 of Curtea de Arges. - land within the built-up area - buildings and adjoining areas with an area of 741 square meters and the constructions C1 and C3 built on it, having Land Register no. 81270, registered in the Land Book no. 81270 of Curtea de Arges. - land within the built-up area - buildings and adjoining areas with an area of 3,687 square meters and the constructions C1, C2, C3, C4, C5, C6, C7, C8 built on it, having Land Register no. 81273, registered in the Land Book no. 81273 of Curtea de Arges. - land within the built-up area - buildings and adjoining areas with an area of 39,433 square meters and the constructions C1, C2, C4, C9, C11, C12, C21, C23, C24, C28, C29, C30, C31, C33 built on it, having Land Register no. 81271, registered in the Land Book no. 81271 of Curtea de Arges. 			
4.	Approval that, until the date of settlement of all the obligations assumed by the			

	company towards the bank, through the credit facility contracts, the company undertakes to follow the contractual clauses.			
5.	Mandating the Chairman of the Board of Directors and/or the Vice-Chairman and/or the Economic Adviser and/or the Economic Director, to sign on behalf of the company the credit facility contract, the real estate mortgage contract, the movable mortgage contract on the accounts, the debt assignment contract, the movable mortgage contracts adjacent to the credit facilities, the additional documents for the extension of the facility, as well as any other documents/statements necessary for these documents to validly engage the company in these operations.			
6.	Mandating the Economic Advisor and/or the Economic Director to sign on behalf of the company any document related to the use of the facility granted by Raiffeisen Bank SA.			
7.	Approval of the opening of a secondary office/workplace in Bucharest, in order to carry out administrative and management activities for Electroarges S.A. and mandating the Chairman of the Board of Directors, Mr. Constantin Ştefan for the identification and/or contracting of the space where this workplace will be opened, as well as for its registration at the Trade Register Office. In order to fulfill the mandate, Mr. Constantin Ştefan will be able to issue a decision that will identify the location where the respective secondary office/workplace will be opened.			
8.	Mandating the Chairman of the Board of Directors and/or of the Vice-Chairman to authorize the person or persons to take the necessary steps with Trade Register Office and wherever necessary for registering the decision and other documents approved			

	by the Extraordinary General Meeting of Shareholders of 27,28.04.2020.			
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Notes:

Be aware that the Special Power of Attorney is presented according to the instructions in the Summons, including on the documents that accompany it, so that it can be registered with the company at least 48 hours before the Extraordinary General Meeting of the Shareholders, respectively until 25.04.2020, at 11.00, at the Company's registered office in Str. Albești nr. 12, Curtea de Arges, Argeș County, to the Special Power of Attorney Registration Committee, a part of the Technical Secretariat designated by the Chairman of the Board of Directors, in accordance with the provisions of art. 129 (5) of Law 31 / 1990R.

The Special Power of Attorney is verified in the Shareholders' Registry and **will be accepted if it is fully and correctly completed.**

The vote shall be cast by checking X (voted) in the box you wish to vote and completing the unchecked boxes with “---” so as not to arise the suspicion that it has been completed by the Special Powers of Attorney Registration Committee.

I have been informed on the Special Power of Attorney's completion Regulation and the voting manner and I hereby take full responsibility for the manner in which I have completed the Special Power of Attorney and for the person authorized to represent me.

Special Power of Attorney's submittal date and time:

Natural/Legal Person Name:

**Signature of the Natural Person or of
The Legal Representative of the Legal Person,
specifying the name in print and the position held.**
