

S.C. ARTEGO S.A.
TG JIU, GORJ, 38 CIOCARLAU STR.
VAT no. : RO 2157428
J18/1120/1991

SPECIAL POWER OF ATTORNEY
Valid for EGM of 15/16.04.2013

The undersigned with VAT Number / Personal Identification Code residing in owner of a number of shares of SC ARTEGO S.A. and an equal number of votes, according to the register of shareholders of SC ARTEGO S.A. on 01,04,2013, I grant this SPECIAL POWER OF ATTORNEY to Mr. / Mrs. that identifies with ID issued, onto represent me at the EGM which will take place on 15.04.2013, at 12 am at the registered office of the company in Tg. Jiu, 38 Ciocarlau str., Gorj County. I appoint the Representative to vote as follows:

D) The extension of the two facilities, contracted at UniCredit Tiriac Bank SA, as follows:

- ✓ credit line type working capital to finance the current needs of the company, worth 15 million RON, according to the loan agreement no. 350-004/CRD-OF/2006 dated 08.03.2006 , with all subsequent amendments ;
- ✓ credit line for financing the current needs of the company and issuing letters of guarantee, worth 1.7 million RON, according to Loan Agreement no. 350-008/CRD-OF/2007 dated 25.01.2007 with all subsequent amendments;

FORAGAINSTABSTENTION

II. Maintaining the following guarantees to safeguard the facilities mentioned above, noting that the value of the assets pledged as collateral does not exceed 20% of the book value of the company's assets, according to article 241 paragraph (line 1) of the Capital Market Law no. 297/2004, as follows:

A) Working Capital Line worth 15 million RON, according to the loan agreement no. 350-004/CRD-OF/2006 dated 08.03.2006 with all subsequent amendments:

- 1.) First rank mortgage (first) and prohibitions of alienation, encumbrance, lease, dismantling, merge, demolition, restructuring, planning and building on the property located in Targu-Jiu, 38 Ciocarlau street, Gorj county, consisting of: land area of 20.616 square meters, conveyor belts warehouse (C56/1), machinery and equipment for the production of rubber articles, registered in the Land Registry no. 40066 (from the conversion on paper of LR no. 24776) of the town of Targu Jiu, cadastral no. / top 1315/2/1/1/2, property of SC ARTEGO SA.
- 2.) Pledge of tangible assets as collateral , covering all present and future / credit balances that are in their accounts and sub-accounts opened or that are to be opened at the Bank, as per the Pledge of tangible assets as collateral, registered in the Electronic Archive for Secured Transactions.
- 3.) Pledge involving the equipments, property of the Borrower, according to the Pledge of tangible assets as collateral on the equipment, registered in the Electronic Archive for Secured Transactions

- 4.) Pledge involving the stocks, property of the Borrower according to the Pledge of tangible assets as collateral , registered in the Electronic Archive for Secured Transactions.
- 5.) Assignment of claim rights, as well as their accessories and fixed assets mortgage over monetary claims and their accessories, from current and future contracts and/or invoices signed/issued by the Borrower with his customers, having been assigned the quality of debtors, according to the Assignment of Claims Contract and to the Movable Security Mortgage of Monetary Claims Contract, registered in the Electronic Archive of Secured Transactions.
- 6.) Assignment of the rights from insurance policies (“all risks” type) issued by an insurance company accepted by the Bank, involving the fixed and mobile assets under warranty.

B) Working capital line and issuing of letters of guarantee amounting to 1.700.000 RON, according to the loan agreement no. 350-008/CRD-OF/2007 dated 25.01.2007 with all subsequent amendments:

1.) First rank mortgage (first) and prohibitions of alienation, encumbrance, lease, dismantling, merge, demolition, restructuring, planning and building on the following real estates, properties of SC ARTEGO SA:

a) property located in 38 Ciocarlau street, Gorj county, consisting of construction-yards area of 15.736 square meters, together with constructions: C2 - oil pump station, C4 - solvent pump station, C5 - foaming plant, property registered in Land Registry no. 47077 (from the conversion on paper of LR no. 24785) of Targu-Jiu city, cad. no./top. 1315/2/1/1/1/1;

b) property located in 38 Ciocarlau street, Gorj county, consisting of construction-yards area of 14.478 square meters, together with constructions: C3 - bathroom, C38 - warehouse, C39 - industrial hall, C65 - warehouse, C66 - warehouse, C67 - warehouse, C68 - warehouse, property registered in Land Registry no. 44426 (from the conversion on paper of LR no. 24786) of Targu-Jiu city, cad. no./top. 1315/2/1/1/1/2;

c) property located in 38 Ciocarlau street, Gorj county, consisting of construction-yards area of 6.843 square meters, together with constructions: C18 - workshop C19 - workshop, C20 - school laboratory, C21 - bathroom, C22 - tank, C23 - tank, C53 - warehouse, C73 – service station, property registered in Land Registry no. 47076 (from the conversion on paper of LR no. 24790) of Targu-Jiu city, cad. no./top. 1315/2/1/1/1/6.

2.) Real security interest of all present and future cash and cash equivalents/credit balances from the present and future accounts and sub-accounts opened at Unicredit Tiriac Bank SA, according to the Real security interest contract, registered in the Electronic Archive of Secured Transactions .

3.) Assignment of the rights from insurance policies (“all risks” type) issued by an insurance company accepted by the Bank, involving the buildings and fixed assets brought under warranty.

4.) Real security interest involving the stocks, property of SC ARTEGO SA, according to the real security interest contract, registered in the Electronic Archive of Secured Transactions.

5.) Assignment of claim rights, as well as their accessories and fixed assets mortgage over monetary claims and their accessories, from current and future contracts and/or invoices signed/issued by the Borrower with his customers, having been assigned the quality of debtors, according to the Assignment of Claims Contract and to the Movable Security Mortgage of Monetary Claims Contract, registered in the Electronic Archive of Secured Transactions.

FOR..... AGAINST ABSTENTION

III. Designation of Mister David Viorel, as CA President, residing in Tg. Jiu, 23A Slt. Valentin Merisescu Street, Gorj county, PNC 1530222182770, owner of I.C. GZ series no. 325791, issued on 07.11.2008, as representative of the company with full power as follows:

- a) to negotiate, to agree upon, conclude and sign in the name and on behalf of SC ARTEGO SA the addenda to the loan agreement 350-004/CRD-OF/2006 dated 08.03.2006 with all subsequent amendments and addenda to the warranty contracts, as well as the addenda to the loan agreement 350-008/CRD-OF/2007 dated 25.01.2007 with all subsequent amendments and addenda to contracts of guarantee, necessary to expand their validity, contracts for the constitution of new guarantees, if case may be, as well as any other documents or instruments which are incidental, in connection with or referred to in the loan contract, guarantee contracts or any other documents, as well as to sign any other forms, applications that could be necessary and useful in connection with these transactions concluded with UniCredit Tiriac Bank S.A. If any changes occur in the clauses for the extension of credit facility provided under the loan contract no. 350-004/CRD-OF/2006 dated 08.03.2006 with all subsequent amendments and under the loan agreement no. 350-008/CRD-OF/2007 dated 25.01.2007, the person named above is authorized to negotiate and agree upon them, to sign any amendments, including those related to the guarantees in compliance with the articles of the constitutive act, of Law 297/2004 and of Law 31/1990. Also, Mr. David VIOREL is authorized to sign any subsequent addenda, including but not limited to: subsequent extensions, changes in costs, changes in collateral structure, reallocation, rescheduling, and so on, even if they will be more burdensome to society, until the present term shall be revoked.
- b) to fulfill in the name and on behalf of the Company, any formalities required for the full validation and binding character of the loan agreements and guarantee contracts for the Company.
- c) to ratify all documents signed so far with the crediting Bank.
- d) to declare, in the name and on behalf of the company, that SC ARTEGO SA has a stable financial position, that no requests for judicial insolvency, bankruptcy, liquidation and/or reorganization have been made against the company and that the society knows no reasons which could trigger such a procedure, or affect its ability to repay the loans that are to be contracted from UniCredit Tiriac Bank S.A.

FOR..... AGAINST ABSTENTION

IV. 1. Contracting a credit line to finance the working capital, amounting to 10.000.000 lei;

2. Establishing the following safeguards to guarantee the credit:

First rank mortgage (first) and prohibitions of alienation, encumbrance, lease, dismantling, merge, demolition, restructuring, planning and building on the following real estates, property of SC ARTEGO SA:

a) property located in Targu-Jiu city, 38 Ciocarlau street, Gorj county, consisting of construction-yards area of 9280 square meters, together with constructions: C33 - demineralization station, C34 - demineralization station annexes, C35 - demineralization station tank, C36 - locker, C37 - central heating system, C38 - warehouse, C40 - compressor station warehouse, property registered in Land Registry no. 47078 (from the conversion on paper of LR no. 24787) of Targu-Jiu city, cadastral number 1315/2/1/1/1/3;

b) property located in Targu-Jiu city, 38 Ciocarlau street, Gorj county, consisting of construction-yards area of 17.758 square meters, together with constructions: C24 - tank, C25 - pump house, C26 - tank, C27 - central heating system, C32 - water tank, C41 - transformer station, C42 - recycled water tank, C43 - cooling tower, C44 - pump station, C45 - cooling tower, C46 - cooling tower pump house, C47 - cooling tower annexes, C48 - water tank, C49 - pump house, C50 - water tank for fires, C51 - chlorination station, C52 - greenhouse, C60 - steel shed, property registered in Land

Registry no. 41246 (from the conversion on paper of LR no. 24789) of Targu-Jiu city, cadastral number 1315/2/1/1/1/5;

c) property located in Targu-Jiu city, 38 Ciocarlau street, Gorj county, consisting of construction-yards area of 3.611 square meters, together with constructions: C64 – scale cabin, property registered in Land Registry no. 47071 (from the conversion on paper of LR no. 24796) of Targu-Jiu city, cadastral number 1315/2/1/1/1/12;

d) urban land located in Targu-Jiu city, 38 Ciocarlau street, Gorj county, consisting of an area of 531 square meters, together with constructions C6 / 1 - commercial space, with an usable area of 215,14 square meters, property registered in Land Registry no. 39574 (from the conversion on paper of LR no. 24782) of Targu-Jiu city, cadastral number 1315/2/1/1/1/8;

e) urban land located in Targu-Jiu city, Narciselor Area, Gorj county, consisting of an area of 1.000 square meters, property registered in Land Registry no. 47079 (from the conversion on paper of LR no. 24803) of Targu-Jiu city, cadastral number 4327;

f) urban land located in Targu-Jiu city, Preajba Railway Station Alley, Gorj county, consisting of an area of 1.148 square meters, property registered in Land Registry no. 44688 (from the conversion on paper of LR no. 24804) of Targu-Jiu city, cadastral number 4328;

g) urban land located in Targu-Jiu city, Ciocarlau Area, Gorj county, consisting of an area of 4.760 square meters, property registered in Land Registry no. 47074 (from the conversion on paper of LR no. 24805) of Targu-Jiu city, cadastral number 4296;

h) urban land located in Targu-Jiu city, Ciocarlau street, Gorj county, consisting of an area of 10.073,17 square meters, property registered in Land Registry no. 39572 (from the conversion on paper of LR no. 24801) of Targu-Jiu city, cadastral number 3201;

i) urban land located in Targu-Jiu city, Ciocarlau street, Gorj county, consisting of an area of 1.395 square meters, property registered in Land Registry no. 37200 of Targu-Jiu city, cadastral number 37200;

j) urban land located in Targu-Jiu city, Ciocarlau street, Gorj county, consisting of an area of 9.632 square meters, property registered in Land Registry no. 37202 of Targu-Jiu city, cadastral number 37202.

3. The empowerment of Mr. David Viorel as C.A. President, for the purpose of negotiating and signing contracts of credit and their ancillary contracts, of addenda or other documents required or requested by the bank in connection with this credit.

FOR..... AGAINST ABSTENTION

V. Proposal of the CA with respect to the registration date for EGM on 30.04.2013, under article 238 of Law 297/2004 regarding the capital market.

FOR..... AGAINST ABSTENTION

Validate the vote by marking an X in front of your option.

Date

NAME AND SURNAME OF THE SHAREHOLDER

.....
SIGNATURE

.....