

Translation from Romanian language

**Issuer: MECANICA FINA SA (MECE)**

**Registration number within Register of Companies: J40/2353/1991; sole registration code: 655**

**SPECIAL POWER OF ATTORNEY**

The undersigned , ..... headquartered in ..... sole registration code ..... registration number within Register of Companies ..... duly represented by ..... as ..... , holder on 2016.07.14 (reference date) of a number of ..... stocks of the issuer MECANICA FINA SA representing ..... % of total share capital, conferring me the right to a number of \*) ..... votes within the General Meeting of Stockholders, hereby empower Mrs. / Mr. ...., personal number ....., holder of identity card series ..... no. .... as representative within the General Meeting of Stockholders MECANICA FINA SA which shall take at the headquarters of the company located in Bucharest, 5-25 Popa Lazar Street, district 2, on 2016.07.27, 10 o'clock or on 2016.07.28 at the same time and in the same place (for a second convocation, if the first one cannot be held), for exercising the voting right corresponding to the held stocks, as follows:

	<b>Agenda's item</b>	<b>for</b>	<b>against</b>	<b>abstention</b>
1	The approval of guaranteeing a bonds issuance amounting to maximum 5.000.000 lei, dematerialized, nominative, guaranteed, non-convertible, which may be transacted on the market regulated by Bursa de Valori Bucharest, for the company ITAGRA SA headquartered in Boranesti – Ialomita, ORC J21/316/2006; CUI 18792370, in which the company MECANICA FINA SA holds a capital participation of 99,992 and the issued bonds are intended to be guaranteed using the real estate - Lot 6 consisting in plot of land and constructions located in Bucharest, district 2, 5-25 Popa Lazar Street, owned by MECANICA FINA SA and registered within Land Registry Book of Municipality of Bucharest District 2 under number 208302, cadastral number 208302 for the plot of land and 208302 – C1 for constructions			
2	The empowering of the president of Board of Directors – General Manager of the company MECANICA FINA SA for the purpose of signing all necessary documents for guaranteeing the issuance of bonds issued by ITAGRA SA and representing the company within the general meeting of shareholders of the company ITAGRA SA who shall approve the issuance of bonds.			
3	The approval of establishing in Switzerland a branch of the company Mecanica Fina SA and the empowering of Miss Mollo Simona, managing directors – member of Board of Directors for the purpose of performing all required procedures and signing, in the name and on behalf of the company, all documents related to establishing the branch.			
4	Approval of the registration date for the identification of the shareholders benefiting from the effect of the Extraordinary General Meeting of Shareholders, pursuant to art. 238 of Law no. 297/2004 on capital market. The proposed registration date is <b>12.08.2016</b> .			
5	The approval of ex date as date on which the financial instruments representing the object of the decisions of the extraordinary general meetings of shareholders are transacted without the rights deriving from the respective decision. The proposed ex date is <b>11.08.2016</b>			
6	The approval of empowering of Mr. Mollo Sergio – President of Board of Directors – General Manager of the company for the purpose of performing all procedures and formalities provided by the Law for fulfilling the decisions of the Meeting, for submitting and taking over documents and for signing for this purpose, in the name of the Company, within the relation to Register of Companies, ASF, BVB as well as other public or private entities. The appointed attorney-in-fact may assign the above granted powers to any other persons, upon his/her choice.			

**STOCKHOLDER**

..... duly represented by .....

.....  
(signature and seal)

Date .....

\*) A stock grants the right to one vote within the General Meeting according to art. 101(1) of Companies Law no. 31/1990, republished with subsequent changes and completions); the Articles of Association of the company MECANICA FINA SA does not contain any provisions contrary to art. 101(1) of Law no. 31/1990.