

SPECIAL POWER-OF-ATTORNEY FOR SECRET BALLOT

The undersigned _____, with its registered office in _____no. _____, having Sole Registration Code / Personal Identification Number _____, registered with the Trade Register under no. _____, legally represented by the administrator _____, holder of a number of _____ shares¹ issued by ARMATURA S.A., representing _____ of the share capital, which gives me the right to _____ votes in the general meeting of the shareholders, hereby authorize:

_____², Personal Identification Number _____, Romanian citizen, domiciled in _____ holder of _____ series _____ no. _____ issued on _____, as proxy of the undersigned in the ORDINARY GENERAL MEETING OF SHAREHOLDERS of the company ARMATURA S.A., to be held at ARMATURA S.A.'s registered office in Cluj-Napoca, Garii Street no. 19, on **24.04.2019, 09:00 o'clock**, the first convening, respectively on **25.04.2019, at 09:00 o'clock**, the second convening if the former could not be held, and empower him to vote in the name and on behalf of the undersigned at the ORDINARY GENERAL MEETING OF SHAREHOLDERS as follows:

¹ Given the mandatory provisions of the Decision no. 616 / 22.06.2016 of the Court of Appeal Cluj, which can be consulted in excerpt on the Company's website www.armatura.ro, as well as the provisions of art. 101 of Law no. 31/1990, according to which 1 share gives the right to 1 vote, the Company will issue secret ballot forms that will mention in their content the number of shares for which the vote will be expressed by the shareholder to whom they are handed over as follows: 1 share / 10 shares / 100 shares /1,000 shares /10,000 shares /100,000 shares /1,000,000 shares. In what regards the voting through special power-of-attorneys, the secret ballot forms will be handed over to the proxies in the general meeting.

A shareholder cannot cast, for the same item on the agenda, different voting options based of the shares he/she holds in ARMATURA S.A., under the sanction of cancellation of the vote related to all the shares held. As such, should the shareholder A hold 15 shares, the voting option (for / against / abstention) must be the same for all the shares that give him/her the right to vote, not being allowed to cast for instance 10 votes "for" and 5 votes "against" for the same item on the agenda. If the case may be, the votes cast shall be canceled by the secretary responsible for counting the votes, and such will be recorded in the minutes of the meeting.

² A shareholder may appoint a single person to represent him/her at the general meeting.

ISSUES SUBJECT TO SECRET³ VOTE	
6.	Appointment of the independent external financial auditor, for a period of 1 year, for auditing the financial statements for the year 2019;

My proxy will vote in accordance with my express provisions contained in the Annex to this power-of-attorney, which will be on the possession of the proxy during the general meeting and will be shown, upon request, to the members of the secretariat responsible for counting the secret votes only after the other secret votes of the shareholders are casted, in accordance with the provisions of art. 92 par. 19 of Law no. 24/2017.

The proxy expressly accepts the representation mandate that is the object of this special power-of-attorney and undertakes to fulfill it exactly.

Concluded and signed today, _____, in 3 (three) original counterparts, one counterpart for the principal, one counterpart for the proxy and one counterpart to be submitted at the registered office of ARMATURA S.A. from Cluj-Napoca, Garii Street no. 19, accompanied by a copy of the valid identity card - identity bulletin/card in case of individuals, respectively the registration certificate and copy of the identity card of the legal representative in the case of legal persons, both for the principal and for the proxy. The power-of-attorney must be filed at the registered office of the Company so that it can be registered with the registry no later than 22.04.2019, at 9:00 o'clock, under the sanction of losing the voting right in the general meeting.

PRINCIPAL,

PROXY,

³ In order to observe the secret nature of the voting procedure, the shareholder will not express his /her voting option in the form named "SPECIAL POWER-OF-ATTORNEY FOR SECRET BALLOT", but in the ANNEX to this power-of-attorney. The original of this ANNEX, which will include the voting option on the items on the agenda requiring the secret ballot, will be in the possession of the proxy during the general meeting and it will be shown, upon request, to the members of the secretariat in charge with counting the secret votes cast only after the other secret votes cast by the shareholders are already known, in accordance with art. 92 par. 19 of no. Law 24/2017. If the vote is negative, the shareholder will express within the content of the ANNEX, his/her option to insert or not the negative vote in the minutes of the meeting.

ANNEX TO THE SPECIAL POWER-OF-ATTORNEY FOR SECRET BALLOT

The undersigned _____, with its registered office in _____no. _____, having Sole Registration Code / Personal Identification Number _____, registered with the Trade Register under no. _____, legally represented by the administrator _____, holder of a number of _____ shares issued by ARMATURA S.A., representing _____ of the share capital, which gives me the right to _____ votes in the general meeting of the shareholders, hereby declare that my proxy:

_____, Personal Identification Number _____, Romanian citizen, domiciled in _____ holder of _____ series _____ no. _____ issued on _____, who will represent the undersigned in the ORDINARY GENERAL MEETING OF SHAREHOLDERS of Company ARMATURA S.A., to be held at ARMATURA SA’s registered office in Cluj-Napoca, str. Gării nr. 19, on **24.04.2019, 09:00 o’clock**, the first convening, respectively on **25.04.2019, at 09:00 o’clock**, the second convening if the former could not be held, is empowered to vote in the name and on behalf of the undersigned at the ORDINARY GENERAL MEETING OF SHAREHOLDERS as follows:

	ITEMS SUBJECT TO THE SECRET VOTE	VOTE FOR / AGAINST / ABSTENTION
	Appointment of the independent external financial auditor, for a period of 1 year, for auditing the financial statements for the year 2019	X
1.	GRADIENT SRL	
2.	ACCOUNTING AUDIT SRL	
3.	INTEGRAL AUDIT SRL	



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RC J12/13/1991 CUI RO199001 IBAN RO29RNCB0106026615010001 B.C.R. Cluj-Napoca Capital Social: 4.000.000 RON

Considering the provisions of art. 132 par. (2) of the Law no. 31/1990, in case my vote is negative, I request its insertion into the minutes of the meeting in order to be able to exercise the remedies provided by the law:

YES _____

NO _____

Concluded and signed today, _____, in 2 (two) original counterparts, one counterpart for the principal and one counterpart for the proxy, who will have it in his/her possession during the general meeting and will show it, upon request, to the members of the secretariat responsible for counting the secret votes only after the other secret votes of the shareholders are casted, in accordance with the provisions of art. 92 par. 19 of Law no. 24/2017.

PRINCIPAL,