

## SPECIAL POWER-OF-ATTORNEY FOR THE SECRET VOTE

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<sup>1</sup> issued by S.C. ARMATURA S.A., representing \_\_\_\_\_ of the share capital, which gives me the right to \_\_\_\_\_ votes in the general meeting of the shareholders, hereby authorize:

\_\_\_\_\_,<sup>2</sup> Personal Identification Number \_\_\_\_\_, Romanian citizen, domiciled in \_\_\_\_\_ holder of \_\_\_\_\_ series \_\_\_\_\_ no. \_\_\_\_\_ issued on \_\_\_\_\_, as representative of 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. Garii nr. 19, on 04.12.2020, 16:00, the first convening, respectively on 05.12.2020, at 12:00, 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:

<b>ISSUES SUBJECT TO THE SECRET VOTE<sup>3</sup></b>	
<b>1.</b>	Choosing the Independent external financial Auditor, for a period of 1 year, for the auditing of the financial statements of the year 2020

My representative shall vote according to my express dispositions, comprised in Appendix 1 to this power-of-attorney, which shall be in the possession of my representative in the general assembly and shall be presented, upon request, to the members of the secretariate charged with the numbering of the secret votes expressed only at the moment when are also known the other votes expressed in secret by the shareholders, according to art. 92 paragraph 19 of the Law 24/2017.

<sup>1</sup> Given the compulsory provisions of the Decision no. 616/22.06.2016 of the Court of Appeal from Cluj, that can be consulted on Company's website [www.armatura.ro](http://www.armatura.ro), as well as the provisions of art. 101 of Law no. 31/1990, according to which 1 shares entitles to 1 vote, the ballot papers shall be issued with the mention of the number of shares for which the vote is expressed by the shareholder sending them, as follows: 1 action/ 10 actions/ 100 actions/ 1.000 actions/ 10.000 actions/ 100.000 actions/ 1.000.000 actions. Also, if the vote is given through representative, the ballots related to the secret vote shall be handed to the representative during the meeting.

A shareholder is forbidden to express, for one item on the agenda, different options of vote based on the shares held by the shareholder in ARMATURA S.A., under the penalty of the annulment of the vote or related to all the held shares. Thus, if the shareholder holds 15 shares, the option expressed through vote (for/against/abstention) must be the same for all shares giving the right to vote, not being allowed expressing for example, 10 votes „for” and 5 „against” for the same item on the agenda. The annulment of the votes is done by the secretary empowered with counting the expressed votes, following recording it within the meeting's minutes.

<sup>2</sup> A shareholder can appoint only one person to represent him/her during the general meeting.

<sup>3</sup> In order to comply with the secret character of the vote, the shareholder **will not** express his/her option to vote in the form entitled “SPECIAL POWER OF ATTORNEY FOR THE SECRET VOTE”, but in the content of the ANNEX to this power of attorney. This ANNEX, which includes the option to vote on the items on the agenda requiring a secret ballot, will be in original on the proxy in the general meeting and will be presented, upon request, to the members of the secretariat responsible for counting the secret ballots cast only in the moment when the other votes secretly expressed by the shareholders are known, in compliance with art. 92 paragraph 19 of Law no. 24/2017. If the vote cast is negative, the shareholder will express, in the ANNEX content, the option to insert or not the negative vote in the meeting's minutes.

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

Concluded and signed today, \_\_\_\_\_, in 3 (three) original counterparts, one counterpart for the principal, one counterpart for the representative and one counterpart to be submitted at the registered office of ARMĂTURA S.A. from Cluj-Napoca, str. Garii nr. 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 representative. The power-of-attorney is filed at the registered office of the company so that it can be registered with the registry of the registered office no later than 02.12.2020, at 16:00, under the sanction of the loss of the voting right in the general meeting.

**PRINCIPAL,**

**REPRESENTATIVE,**

**Appendix 1**

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 S.C. ARMATURA S.A., representing \_\_\_\_\_ of the share capital, which gives me the right to \_\_\_\_\_ votes in the general meeting of the shareholders, hereby authorize:

\_\_\_\_\_, Personal Identification Number \_\_\_\_\_, Romanian citizen, domiciled in \_\_\_\_\_ holder of \_\_\_\_\_ series \_\_\_\_\_ no. \_\_\_\_\_ issued on \_\_\_\_\_, as representative of the undersigned in the ORDINARY GENERAL MEETING OF SHAREHOLDERS of Company ARMĂTURA S.A., to be held at ARMĂTURA SA's registered office in Cluj-Napoca, str. Garii nr. 19, on 04.12.2020, 16:00, the first convening, respectively on 05.12.2020, at 12:00, 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:

	<b>ISSUES SUBJECT TO THE SECRET VOTE</b>	<b>VOTE FOR/AGAINST/ABSTENTION</b>
	Choosing the Independent external financial Auditor, for a period of 1 year, for the auditing of the financial statements of the year 2020	<b>X</b>
<b>1.</b>	INTEGRAL AUDIT SRL	
<b>2.</b>	GRADIENT SRL	
<b>3.</b>	ACCOUNTING AUDIT SRL	

Given the provisions of the art. 132 paragraph 2 of Law no. 31/1990, if my vote is negative, I request its mention in the meeting's minutes in order to exercise all the legal means of appeal.

DA \_\_\_\_\_

NO \_\_\_\_\_

Concluded and signed today, \_\_\_\_\_, in 2 (two) original counterparts, one counterpart for the principal, one counterpart for the representative, whom will have it in his/her possession in the general assembly and shall present it, upon request, to the members of the secretariate charged with the numbering of the secret votes expressed only at the moment when are also known the other votes expressed in secret by the shareholders, according to art. 92 paragraph 19 of the Law 24/2017.

**PRINCIPAL**