

**SPECIAL POWER OF ATTORNEY  
FOR THE REPRESENTATION OF THE SHAREHOLDERS  
IN THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF  
INDUSTRIA SARMEI CAMPIA TURZII S.A.**

**which is to be held on 27.12.2024, starting with 10.00 o'clock am  
(or 28.12.2024, starting with 10.00 o'clock am , second convened session)**

**at office headquarters located in  
Câmpia Turzii, strada Laminoriștilor nr.145, jud. Cluj, România**

**I/The undersigned:** \_\_\_\_\_

domiciled / headquartered in: city \_\_\_\_\_ street \_\_\_\_\_ ,

no \_\_\_\_\_ building \_\_\_\_\_ floor \_\_\_\_\_ county \_\_\_\_\_ , country \_\_\_\_\_

registered with \_\_\_\_\_ under number \_\_\_\_\_ , sole registration code \_\_\_\_\_ ,

represented by Mr. \_\_\_\_\_ , in quality of \_\_\_\_\_ , identified

with Identity Card/Passport/Residence Permit series \_\_\_\_\_ no \_\_\_\_\_ issued by

\_\_\_\_\_ on \_\_\_\_\_ personal identification number \_\_\_\_\_  
(to be filled in case of shareholder – legal person)

identified with Identity Card/Passport/Residence Permit series \_\_\_\_\_ no \_\_\_\_\_ issued by

\_\_\_\_\_ on \_\_\_\_\_ personal identification number \_\_\_\_\_  
(to be filled in case of shareholder - natural person)

Shares held at the reference date (16.12.2024) : \_\_\_\_\_

Percentage owned relative to the total number of shares, at the reference date (16.12.2024):

\_\_\_\_\_

**We hereby fully empower Mr./Mrs.** \_\_\_\_\_

domiciled city \_\_\_\_\_ street \_\_\_\_\_ , no \_\_\_\_\_ building \_\_\_\_\_

floor \_\_\_\_\_ county \_\_\_\_\_ , country \_\_\_\_\_ identified with Identity Card/

Passport/Residence Permit series \_\_\_\_\_ no \_\_\_\_\_ issued by \_\_\_\_\_ on \_\_\_\_\_ , personal identification number \_\_\_\_\_ .

**to participate, to represent me/us and to vote in the Extraordinary General Meeting of Shareholders of Acționarilor INDUSTRIA SARMEI CAMPIA TURZII S.A. which is to be held on 27.12.2024, starting with 10.00 o'clock am (or 28.12.2024, starting with 10.00 o'clock am, second convened session) at office headquarters located in Câmpia Turzii, strada Laminoriștilor nr.145,jud. Cluj, România, with our voting right, as follows:**

**Item 1 of the Agenda :** Approval of the amendment to the Constitutive Act, namely:

The title of the Constitutive Act shall be amended and shall have the following content:

„CONSTITUTIVE ACT OF THE COMPANY INDUSTRIA SÂRMEI CÂMPIA TURZII S.A.”

Article 10.B.1.1. shall be amended and shall have the following content:

„The company’s administration is carried out through the unitary system. The Board of Directors is made up of 3 members and exercises its powers for a 4-year mandate granted by the ordinary general meeting, with the possibility of renewing the mandate.

The Chairman of the Board of Directors is elected by the Board of Directors from among its members. The members of the Board of Directors may be represented at the meetings of the respective body only by other members of the Board. A member present may represent only one absent member.”

Article 10.B.1.3. shall be amended and shall have the following content:

„The majority of the members of the Board of Directors shall be non-executive directors”

Article 10.B.6. shall be amended and shall have the following content:

„When a vacancy occurs in the Board of Directors, the General Meeting of Shareholders shall elect a new director to fill the vacancy. Until the convening of the General Meeting of Shareholders, the other directors, by majority, shall proceed to appoint a provisional director. The term for which the new director is elected by the General Meeting of Shareholders to fill the vacancy shall be equal to the period remaining until the expiration of the term of office of his predecessor.”

The rest of the clauses in the constitutive act remain unchanged.

*According to the proposal in the draft decisions:*

*It is approved the amendment to the Constitutive Act, namely:*

*The title of the Constitutive Act shall be amended and shall have the following content:*

*„ CONSTITUTIVE ACT OF THE COMPANY INDUSTRIA SÂRMEI CÂMPIA TURZII S.A.”*

*Article 10.B.1.1. shall be amended and shall have the following content:*

*„The company’s administration is carried out through the unitary system. The Board of Directors is made up of 3 members and exercises its powers for a 4-year mandate granted by the ordinary general meeting, with the possibility of renewing the mandate.*

*The Chairman of the Board of Directors is elected by the Board of Directors from among its members. The members of the Board of Directors may be represented at the meetings of the respective body only by other members of the Board. A member present may represent only one absent member.”*

*Article 10.B.1.3. shall be amended and shall have the following content:*

*„The majority of the members of the Board of Directors shall be non-executive directors”*

*Article 10.B.6. shall be amended and shall have the following content:*

*„When a vacancy occurs in the Board of Directors, the General Meeting of Shareholders shall elect a new director to fill the vacancy. Until the convening of the General Meeting of Shareholders, the other directors, by majority, shall proceed to appoint a provisional director. The term for which the new director is elected by the General Meeting of Shareholders to fill the vacancy shall be equal to the period remaining until the expiration of the term of office of his predecessor.”*

*The rest of the clauses in the constitutive act remain unchanged.*

FOR	AGAINST	ABSTENTION

**Item 2 of the Agenda :** Approval of the registration date, according to art. 87 of Law no 24/2017 and "ex date", according to art. 2, (2) letter 1) of ASF Regulation no. 5/2018. Proposal regarding the registration date and the "ex date"

*According to the proposal in the draft decisions: Date 29.01.2025 is approved as the registration date and 28.01.2025 as "ex date".*

FOR	AGAINST	ABSTENTION

**Item 3 of the Agenda :** Power of attorney of Mrs. Damian Raluca, legal advisor within the company, to sign the updated constitutive act of the company, to carry out all the necessary action in order to register the decisions of the Extraordinary General Meeting of Shareholders, to sign, submit and pick up any documents necessary to complete the formalities before the Trade Registry Office or any other competent authorities.

*According to the proposal in the draft decisions: It is approved the power of attorney of Mrs. Damian Raluca, legal advisor within the company, to sign the updated constitutive act of the company, to carry out all the necessary action in order to register the decisions of the Extraordinary General Meeting of Shareholders, to sign, submit and pick up any documents necessary to complete the formalities before the Trade Registry Office or any other competent authorities..*

FOR	AGAINST	ABSTENTION

This Power of Attorney is issued today on \_\_\_\_\_, in 3 (three) originals, of which one original of the Special Power of Attorney shall be laid down until 25.12.2024, 10:00 o'clock am, at the INDUSTRIA SARMEI CAMPIA TURZII S.A. headquarters located in Câmpia Turzii, strada Laminoriștilor nr.145, jud. Cluj, România, or transmitted in the same term by e-mail to the address raluca.damian@isct.ro with extended electronic signature, according to the provisions of Law no. 455/2001 regarding the electronic signature, under sanction of losing the right to exercise the voting right in the general meeting by representative, pursuant to the provisions of law.

Do hereby enclose:

- i) a copy of the valid identification document (identity card/Passport/Residence Permit);
- ii) Finding certificate issued by the Trade Registry, not older than 3 months, or any other proof issued by a competent authority regarding the identity of the legal representative of the shareholder legal person.
- iii) Telephone number for contact \_\_\_\_\_

**Signature of natural person shareholder or of the legal representative of the shareholder legal person.**

\_\_\_\_\_  
(Fill the name of shareholder natural person or shareholder legal person and the name of the legal representative of a legal person, clearly and completely)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Stamp - for legal person)

**Date :** \_\_\_\_\_