

**SPECIAL POWER OF ATTORNEY OF REPRESENTATION  
IN EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS**

**SC PRODLACTA SA**

**on April 26/27, 2017**

The undersigned [legal entity \_\_\_\_\_ with registered office in \_\_\_\_\_, \_\_\_\_\_ County, \_\_\_\_\_ registered in the Trade Register under no. \_\_\_\_\_, Unique Registration Code \_\_\_\_\_]

The undersigned [citizen \_\_\_\_\_ residing in \_\_\_\_\_, \_\_\_\_\_, identified with Passport / Identity Card number \_\_\_\_\_ issued by \_\_\_\_\_, on \_\_\_\_\_, NSO \_\_\_\_\_]

owner of a number of \_\_\_\_\_ shares of the total **47.204.091** shares issued by **SC Prodlacta SA**, which gives me the right of \_\_\_\_\_ votes in the General Extraordinary Assembly of Shareholders, representing \_\_\_\_\_ of the total voting rights mandate hereby on:

Company \_\_\_\_\_ having CIF \_\_\_\_\_ registered in the Trade Register \_\_\_\_\_ № \_\_\_\_\_, having the registered office in \_\_\_\_\_, legally represented \_\_\_\_\_, performs

BI/CI series \_\_\_\_\_ no \_\_\_\_\_ NSO \_\_\_\_\_

Mr. (Ms.) \_\_\_\_\_ individual, legitimized (a) with CI / BI \_\_\_\_\_ CNP \_\_\_\_\_, residing (a) in \_\_\_\_\_

as my representative in the **Extraordinary General Assembly of Shareholders of SC Prodlacta SA**, which will take place on **April 26, 2017**, at **12.00 o'clock**, at company's registered office in Brasov, 5 Ecaterina Teodoroiu str., or on **April 27, 2017**, at **12.00** respectively, if the former could not exercise the voting rights of my shares registered in the shareholder register respectively **April 14, 2017**, as follows:

The text of the motions submitted for voting	Pro	Against	Abstention
1.Presentation and discussion of the Report of Board of Directors, respectively of the financial auditor, on the incidence of the art. 153 <sup>24</sup> of Law 31/1990 of the companies, modified and republished, regarding the economic and financial situation of the company, and approval of the proposal for the continuation of the activity of SC Prodlacta SA.			
2. Approval in accordance with the provisions of art. 153 <sup>24</sup> of Law 31/1990 of the companies modified and republished of the increase of the share capital of the company in order to reconstruct the net asset values established by law as follows:			
2.1.Approval of increase of the share capital of PRODLACTA S.A., in two steps, with the amount of 9.100.000 RON, from the current amount of share capital of 51.924.500,10 RON to maximum amount of 61.024.500,10 RON, to cover reported accounting losses of the company, in the following conditions :			

<p><b>2.1.1.</b>The increase of share capital is carried out in cash money, in two steps, by issuing the total number of 8.272.727 new shares, nominative, ordinary, dematerialized, each with the nominative value 1,10 RON / share, without issue premium, as follows:</p> <p><b>a)Step I:</b> the right of preference is granted to the existing shareholders in proportion to the ownership stake held by them at the established registration date. In this subscription period the shareholders can make subscription at the subscription price equal to the nominal value (1,10 RON/share) of the shares at a subscription rate of 1 new share to 5,705989 shares held by rounding to the entire lower. After the verification and validation of subscriptions made in the subscription term of the Step I, the Board of Directors issue a report in accordance with Regulations of Financial Supervision Authority / National Securities Commission No. 1/2006 and applicable legislation, specifying the result of the subscriptions validated in the Step I and the number of shares available to be subscribed in the Step II, which will be transmitted to Buchrest Stock Exchange and Financial Supervision Authority.</p> <p><b>b)Step II.</b> All the shares that are not subscribed or paid entirely by the shareholders till the expiration of the term of executing of the preference rights shall be offered for subscription in the Step II only to the shareholders who are recorded at the date of registration, who have exercised the preference right and have paid the shares subscribed in the Step I. The allocation of the shares in the Step II is made according to the principle: first to come – first to be served, in order of the registration of the subscription and till the number of offered shares is exhausted. The subscription price of new shares in the Step II is 1,11 RON/share. After the verification and validation of subscriptions made in the subscription term of the Step II, the Board of Directors issue a report in accordance with Regulations of Financial Supervision Authority / National Securities Commission No. 1/2006 and applicable legislation, specifying the result of the total subscriptions validated in the Step I and Step II.</p>			
<p><b>2.1.2</b> The period in which the shares can be subscribed in terms of executing of preference right (Step I) will be one month from the date set in the proportioned offer prospectus and will start in a date next to the date of registration of the share capital increase and the date of publication of the decision in the Official Monitor of Romania. The deadline for the subscription.</p>			
<p><b>2.1.3.</b>The share capital increase is made in the limit of the amounts actually subscribed and paid in the account of the company, the new shares issued and unsubscribed upon the completion of the Step II being cancelled. The payment for the shared subscribed shall be made according to the prospectus approved by the Financial Supervision Authority, as follows:</p> <ul style="list-style-type: none"> <li>- In Step I the payment is made entirely in the date of subscription;</li> <li>- In the Step II the subscribed shares should be paid at the date of subscription in the proportion of at least 30% of their value and entirely till the 30<sup>th</sup> of September 2017.</li> </ul>			
<p><b>2.1.4.</b>The subscription operation will be performed on the basis of the Prospectus approved by the Financial Supervision Authority and through an intermediary authorized by Financial Supervision Authority</p>			

<p><b>2.1.5.</b> Approval of SSIF PRIME Transaction as an intermediary that will perform the above described operation, respectively the increase of share capital, and the empowerment of the Chairman of the Board of Directors Mr. Jordan Vladimir to sign the contract for the intermediation.</p>			
<p><b>2.2.</b> Approval of delegation to the Board of Directors of PRODLACTA S.A. of the exercising authority of share capital increase, in accordance with art. 113 letter f) and art. 114 (1) from the Law Nr. 31/1990, that upon the expiration of the period of exercising the right of the preference (Step I), and at the end of the Step II states the number of new shares that were subscribed, cancels the shares left unsubscribed in the Step II, establishes the value of the share capital increase, modifies the Articles of Association of the company in accordance with the new value of the share capital and new structure of the shareholders of it, carries out the necessary formalities at the competent institutions (Trade Register Office, Financial Supervision Authority, Bucharest Stock Exchange, Central Depository) in order to register the share capital increase.</p>			
<p><b>3.</b> Approval of the date of 19<sup>th</sup> of May 2017 as the “registration date” to identify the shareholders who are affected by the decision of Meeting and the date of 18<sup>th</sup> of May 2017 as “ex date” (i.e. the date preceding the date of registration upon which the financial instruments the object of the decision, are traded without rights deriving from the decision, in accordance with art.2 letter f) from the Regulation of the National Securities Commission/ Financial Supervision Authority Nr. 6/2009) and payment data 04.12.2017.</p>			
<p><b>4.</b> Empowering the Chairman of the Board of Directors Mr. Jordan Vladimir to carry out all the necessary actions for the registration of the decisions of the Extraordinary General Meeting of Shareholders and to perform all the necessary formalities before the competent authorities, including, but not limited to the Trade Register Office, in the Court of Brasov, Bucharest Stock Exchange, Financial Supervision Authority, Central Depository. In order to exercise its powers Mr. Jordan Vladimir can substitute another person</p>			

Note: Please indicate your vote by placing an "X" next to one of the "Pro", "Against" or "Abstain" Placing an "X" in more than one option or non-placing an "X" for none of the options will mean that the vote given by proxy is null / not taken into account.

This special power of attorney:

1. is valid only for EGAS for which it was requested (the only exception being the point 2 below) and representative shall vote in accordance with instructions formulated by the shareholder that appointed him, under the sanction of cancellation of the vote by the Secretary / ii EGAS session;
2. The same applies to the second summons of the same EGAS, if the meeting does not meet the legal and statutory first summons;
3. It is signed on each page and is dated by the principal shareholder;
4. It shall be completed by principal shareholder for all submitted entries.

Special powers of attorney shall be prepared based on the special power of attorney form issued by the Company, completed, signed and stamped, if applicable, duly in three original copies (one for the shareholder, one for representative and one for the Company). The original special power of attorney for the Company issued by a special EGAS in Romanian or English, together with a copy of the identity document of the shareholder (in the case of individuals, ID/ID, respectively, in the case of legal entities, the identity/ID/legal representative is included in the list of shareholders of the Company made by the Central Depository S. A.), shall be submitted to the registered office of the Company, in a sealed envelope with a clearly written statement in capital letters: "FOR EXTRAORDINARY GENERAL ASSEMBLY of

SHAREHOLDERS DATED APRIL 26/27, 2017 at least 48 hours before the date of EGAS, respectively, until April 24, 2017 at 12: 00 for EGAS, under penalty of losing their exercise of voting rights in the EGAS.

The special powers of attorney, together with a copy of the ID of the shareholder, may be sent by e-mail with electronic signature in compliance with Law no. 455/2001 regarding electronic signature, 48 hours before EGAS respectively until April 24, 2017 at 12.00 at the address: [office@prodlacta.ro](mailto:office@prodlacta.ro), noting for "subject": "FOR THE EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS DATED April 26/27, 2017".

A shareholder may also appoint by power of attorney one or more alternate representatives to ensure its representation in EGAS, where the representative appointed by proxy is unable to fulfill its mandate. In case if by power of attorney there are more representatives alternates, the order in which they will exercise their mandate will be determined. On the date fixed for EGAS, at the entrance of the meeting hall of the General Assembly, the appointed representative of a shareholder shall hand in the representative of the Society the original special power of attorney, if it was sent by e-mail with electronic signature and a copy of the identity document of the representative appointed (ID/ID).

Shareholders may be represented by a representative designated under the EGAS ("Trustee") who has been granted a general power of attorney.

The general power of attorney is granted for a period not exceeding 3 years, which allows Express representative, to vote on all issues within the discussion of General meetings of shareholders of the Company, including regulations, provided that general power of attorney: (i) to be given by the shareholder, as a customer, to an intermediary as defined in capital Market Law no. 297/2004 or to a lawyer and (ii) in the general power of attorney should be mentioned the quality of intermediate trustee or lawyer. The trustee cannot be substituted by another person. However, if the agent is a legal representative, he may exercise the mandate received by any person belonging to the administrative or management body or of his employees.

The proof of quality of Trustee shall be effected by mandating affidavit signed by a him at the entrance within the meeting room in front of the meeting organizers. The shareholders of the Company cannot be represented in EGAS on the basis of General power of attorney by the person who is in a situation of conflict of interest that may arise, in particular, in one of the following cases:

- (a) is a major shareholder of the Company, or another entity controlled by the relevant shareholder;
- b) is a member of the administrative, management or supervisory body of the Company, a shareholder or controlled entity as provided in subparagraph a);
- c) is an employee or an auditor of the Company or of a controlling shareholder or controlled entity as provided in subparagraph a);
- d) is a spouse, relative or member of family to the fourth degree of one of the individuals referred to in subparagraph a) -c).

Before the first use, the copy of General power of attorney (containing an indication of compliance with the original signature of authorized person with a copy of a valid identity document of shareholder (for individuals, the bulletin/identity card/passport, respectively, in the case of legal entities, the bulletin/identity card/passport of the legal representative, included in the list of shareholders of the Company adopted by the Central Depository S. A.) must be submitted to the Company or sent by any form by courier with return receipt requested to the head office of the Company, and to be registered as having been received at the registered office of the Company not less than 48 hours before the EGAS, in a sealed envelope marked with clearly written statement in capital letters: "FOR THE EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS from APRIL 26/27, 2017. The powers of attorney could be sent by e-mail with electronic signature in compliance with Law no. 455/2001 regarding electronic signature, 48 hours before EGAS respectively until April 24, 2017 at 12.00 o'clock at: [office@prodlacta.ro](mailto:office@prodlacta.ro) , noting for "subject": "FOR THE EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS DATED April 26/27, 2017".

In all above mentioned cases, where reference is made to the shareholders registered in the shareholders' list issued by the Central Depository, whether the representative is not registered as such in the Central Depository records, to identify the representative of the legal entity, a confirmation certificate issued by the Trade Registry will be sent, presented in original or certified copy, or any other document, the original or a certified copy issued by a competent authority of the State in which the shareholder is legally registered and which issued not prior than 3 months before the date of publication of the convening EGAS.

The full text of the documents, information materials and draft resolutions, and other information relating to matters included in the agenda of the EGAS will be available from the date of publication of the convening on the website of the Company ( [www.prodlacta.ro](http://www.prodlacta.ro)) and at the registered office of SC Prodlacta SA.

The hereof document is made in three original copies, one for the shareholder, one for trustee, one for SC PRODLACTA SA.

\_\_\_\_\_  
(Name, surname and signature of the legal representative of the shareholder/shareholder)

\_\_\_\_\_  
(Name, surname and signature of the person authorized to vote)

Date \_\_\_\_\_