

**S.C. PRODLACTA S.A.**  
**Registered office: 5 Ekaterina Teodoroiu, street,**  
**Brasov County, registered with the Trade Register Brasov**  
**under No.J08/67/1991 CUI 1112568**  
**(the"Company")**

GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY TO BE HELD ON THURSDAY  
APRIL 28, 2016 AT 5, EKATERINA TEODOROIU STREET, BRASOV, ROMANIA AT 12:00 A.M.

**CONVENING NOTICE**

Dear Shareholder, You are hereby invited to the general meeting of shareholders of the Company (the "General Meeting") which is scheduled to take place on Thursday **April 28, 2016 at 12.00** a.m. at 5 Ekaterina Teodoroiu street, Brasov, in order to deliberate on the following matters:

In accordance with

- The provisions of Law 31/1990 republished and amended
- The provisions of Regulations ASF / NSC and the Capital Market Law no. 297/2004,
- The provisions of the Articles of Association

**Agenda of the General Meeting**

1. Presentation and discussion of the management report of the board of directors (the "Report of the Board"), the finance auditor's report on the on the incidence of art. 153 24 of Law 31/1990 of the companies, modified and republished, on the economic and financial situation of the company and decision on the continuation of the company SC Prodlacta SA.
2. Approval in accordance with the provisions of Law 31/1990 15324 art of the companies modified and republished, of the method to be applied in order to reconstruct the net asset values established by law, thus:
  - a) The reduction of share capital by an amount which at least equals to losses that could not be covered from reserves by reducing the nominal value of the shares.
  - b) The increase of the share capital with the needed amount to restore it to the level set by law.
3. If approved, point 2) will be subject to approval:
  - 3.1.The share capital shall be reduced by reducing the nominal value of the shares by **12.273.063,66** lei from the former **64.197.563,76 lei** to **51.924.500,10 lei** by reducing the nominal value of a share from 1,36 lei to 1,10 lei. No shares shall be cancelled in the course of the share capital reduction; The reason for the reduction of share capital is the necessity to restore the company's minimum net assets established by art. 15324 of Law 31/1990 on commercial companies.
  - 3.2. Approval of the amendment of the Company's Constitutive Act, as follows:

**CHAPTER III SHARE CAPITAL, SHARES art. 7. Share capital** is amended and will have the following content:

**CHAPTER III SHARE CAPITAL, SHARES**

**Art. 7. Share capital**

Share capital of is fixed at **51924500,10 lei** divided into **47,204,091 lei** registered shares with a nominal value of **1.10 lei** each, fully subscribed and paid by shareholders.

The share capital is owned entirely by shareholders, as follows:

- **JLC Germany GmbH**, a legal entity with a registered office in Germany, 8 Richard – Lucas street, 41812 Erkelenz, registered at the Court of Monchengladbach No. HRB 12325, **in the ratio 35,63729 %**, **respectively 16.822.262 shares at 1,10 lei each, amounting to 18,504,488.20 lei**;
- **Novustrade GmbH**, a legal entity with a registered office in Germany, 8 Richard – Lucas street, 41812 Erkelenz, registered at the Court of Monchengladbach No. HRB 12239, **in the ratio 5,44006 %**, **respectively 2.567.932 shares at 1,10 lei each, amounting to 2.824.725,20 lei**;
- **JLC Investment GmbH**, a legal entity with a registered office in Germany, 8 Richard – Lucas street, 41812 Erkelenz, registered at the Court of Monchengladbach No. HRB 14292, **in the ratio 4,502241 %**, **respectively 2.125.242 shares at 1,10 lei each, amounting to 2.337.766, 20 lei**;
- **JLC SA**, a legal entity with a registered office in Moldova, 90 Sarmizegetusa street, MD-2032, Chisinau, registered at the State Register of Legal Entities no. 15426 / 17.07.2012, **in the ratio 28,10758 %**, **respectively 13.267.928 shares at 1,10 lei each, amounting to 14.594.720,80 lei**;
- **Asociatia salariatilor si membrilor conducerii SC Prodlacta SA** a legal Romanian entity with a registered office in Brasov, 5 Ecaterina Teodoroiu street, MD-2032, Chisinau, registered at the register of associations and foundations no. 29/1995 of 02.21.1995 on conclusion of Brasov Law Court, **in the ratio 10,98638%**, **respectively 5.186.025 shares at 1,10 lei each, amounting to 5.704.627,50 lei**;
- **Physical and legal entities - in the ratio 10,55248%**, **respectively 4.981.206 shares at 1,10 lei each, amounting to 5.479.326,60 lei**;
- **The Romanian state, represented by AVAS - in the ratio 4,77394%**, **respectively 2.253.496 shares at 1,10 lei each, amounting to 2.478.845,60 lei**;

**3.3.** To authorize Mr. Vladimir Jardan, the Chairman of the Board of Directors to carry out all necessary actions for registration of the decisions of the ExtraEXTRAORDINARY General meeting of Shareholders and perform all necessary formalities before the competent authorities, including, but not limited to the trade Register Office, in the Court of Brasov, the Stock exchange of Bucharest, the Financial Supervision Authority.

- a) Follow the operations of registration of decisions on share capital reduction, to highlight new nominal values of shares as a result of a capital reduction, by the Central Depository and to issue new consolidated Register of shareholders;
- b) Appropriate amendment of relevant clauses of Constitutive Act and publication of its updated form, to reflect occurred changes.

4. If approved item 2 b) shall be subject to the approval of the share capital increase:

The share capital of SC PRODLACTA SA shall be increased by cash payment in the amount of **11.866.096,56 lei** respectively from the former **64.197.563,76 lei** to **76.063.660,32 lei** by issuing a total of **8.725.071** new shares with a nominal value of 1,36 lei/share. The reason for the increase of share capital is the necessity to restore the company's minimum net assets established by art. 15324 of Law 31/1990 on commercial companies.

The increase in share capital by contribution of funds will be subject to the following criteria and steps :

- a) Issuing a total of 8,725,071 new shares with a nominal value of 1.36 lei each, with no share premium.
- b) The 8,725,071 new shares with a nominal value of 1.36 lei each and issue price of 1.36 lei / share, are offered for subscription to shareholders registered on the registration date. The underwriting report is as follows: 100 owned shares can subscribe 18,4837178 new shares, with rounding in the negative result.
- c) The increase of the share capital is achieved by granting the preference right, to be carried out by the shareholders registered in the S. C. CENTRAL DEPOSITORY S. A on registration date, proportionally to the shares held by each shareholder on this date.

- d) The period in which shares within the implementation of the preference right can be subscribed is not less than one month from the date (set in the notice and prospectus) subsequent to the date of publication of AGOM decision in Monitorul Oficial al Romaniei.
  - e) The share capital increase shall be carried out in limited amounts that are effectively subscribed and paid on the company account, new issued and unsubscribed shares were being canceled. Payment for subscribed shares shall be made on the date of subscription, according to the prospectus approved by F.S.A.
  - f) Subscription operation will be carried out on the basis of the Prospectus approved by F.S.A. and through an intermediary authorized by F.S.A.
5. Approval of SSIF PRIME Transaction as an intermediary, which should perform any of the operations described above, respectively, decrease or increase of share capital, and the empowerment of Chairman of the Board of Directors Vladimir Jordan to sign the contract on delivery of intermediary services and services of financial investments.
  6. Approval of May **13, 2016** as "registration date" to identify the shareholders who are affected by the decision of the Assembly and **May 12, 2016** as "ex date" (ie the date prior to the date of registration, in which financial instruments subject to the decision, are traded without the rights that determined the decision, in accordance with the provisions of article 2 let. f) the Provisions of NSC/ASF no. 6/2009);
  7. To authorize Mr. Vladimir Jordan to carry out all necessary actions for registration of the decisions of the ExtraextraEXTRAORDINARY General meeting of Shareholders and perform all necessary formalities before the competent authorities, including, but not limited to the trade Register Office, in the Court of Brasov, the Stock exchange of Bucharest, the Financial Supervision Authority.

In the event of breach of conditions of validity/quorum under the company's Charter for the first Convening, the second Convening will be held on Friday, **April 29, 2016**, at **12:00 o'clock** at the same address with the same agenda and reference date.

Only shareholders, registered in the register of shareholders of the company, kept by the Central securities Depository on **April 18, 2016** set as the date reference, may participate and vote at the meeting of the AGA, scheduled for **April 28, 2016**.

At the date of Convocation the Company's share capital consists of **47,204,091** registered, indivisible, of equal value and dematerialized shares, each share giving the right to one vote at the general meeting of shareholders.

The draft resolution of the ExtraextraEXTRAORDINARY General Meeting of Shareholders, the documents and materials of the meeting can be received, beginning from **March 28, 2016**, these being available at the registered office of the Company in Brasov, 5 Ekaterina Teodoroiu, street, on weekdays from 8:00 to 16:00 or on the web site of the Company [www.prodlacta.ro](http://www.prodlacta.ro).

One or more shareholders, whose shares represent individually or together, at least 5% of SC PRODLACTA SA:

- may request for additional items to be included in the agenda of the General Meeting, provided that each additional point to be drawn up in writing, be supported by a justification or a draft resolution, if the respective request is submitted in writing and adopted **within max. 15 days of the publication of this notice in Monitorul Oficial of Romania, Part IV**.
- may present their draft resolutions to each agenda item in writing no later than **15 days of the publication of this notice in Monitorul Oficial of Romania, Part IV**.

Shareholders referred to in the previous paragraphs shall send materials / questions in writing in sealed envelopes, or via electronic means, carrying an electronic signature in accordance with Law 445/2001 on the electronic signature on the email address: [office@prodlacta.ro](mailto:office@prodlacta.ro) with clearly written inscription in capital letters:

**FOR THE EXTRAEXTRAEXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS APRIL 28/29, 2016.**

The suggestions will be accompanied by copies of identity documents, ID / ID card for individuals, or certificate of registration for legal persons, as well as a copy proving the legal representative thereof at the Company's headquarters, in a sealed envelope.

Any member of SA PRODLACTA SA attending the meeting has the right to ask questions. Shareholders will be able to ask questions in writing accompanied by copies of identity documents (ID / ID card for individuals, or certificate of registration for legal persons, as well as a copy proving the legal representative thereof) at the Company's headquarters until April 26, 2016 in a sealed envelope with clearly written inscription in capital letters: **FOR THE EXTRAEXTRAEXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS APRIL 28/29, 2016** or via electronic means, carrying an electronic signature in accordance with Law 445/2001 on the electronic signature on the email address: [office@prodlacta.ro](mailto:office@prodlacta.ro) with clearly written inscription in capital letters: **FOR THE EXTRAEXTRAEXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS APRIL 28/29, 2016.**

The access of the shareholders registered in the shareholders Register on the reference date and entitled to participate at ExtraextraEXTRAORDINARY General Meeting is allowed by simply proving their identity, which in case of individual shareholders is performed by presenting identity documents, and in case of legal entities and individual shareholders represented (other than legal representatives), is performed with the authorization of the individual representing them, subject to the provisions of the legislation applied in the field and presentation of the certificate issued by the Trade Register, (original or certified copy), or any other document, in original or copy of the original issued by a State Competent Authority, in which the shareholder is legally registered, proving the legal representative status, not exceeding 3 months before the date of publication of Convening Notice of the ExtraextraEXTRAORDINARY General Meeting.

The Form of Participation can be downloaded from the Company's website at [www.prodlacta.ro](http://www.prodlacta.ro) or at the Company's registered office both in Romanian and in English. Special Powers of Attorney will be written on the basis of special power of attorney form made available by the Society, filed, signed and stamped, (if necessary) in 3 copies (one copy for the shareholder, one copy for the representative and one copy to the Society). The original copy of special power of attorney for general meeting in Romanian and English languages, together with a copy of ID document of the shareholder (for individual persons, ID/ID document, for legal entities ID document of legal representative registered in list of shareholders issued by the Central Depository Company S.A.) will be submitted at the Company's headquarters in a sealed envelope with clearly written inscription in capital letters: **FOR THE EXTRAEXTRAEXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS APRIL 28/29, 2016 at least 48 hours before the AGEM, i.e. until April 26, 2016 12:00 a.m.,** under penalty of losing their exercise of voting rights in the AGEM.

Special Power of Attorneys, together with a copy of shareholder's ID card may be submitted via electronic means, carrying an electronic signature in accordance with Law 445/2001 on the electronic signature at least 48 hours before the AGEM, i.e. until April 26, 2016 12:00 a.m., on the email address: [office@prodlacta.ro](mailto:office@prodlacta.ro) with clearly written inscription in capital letters: **FOR THE EXTRAEXTRAEXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS APRIL 28/29, 2016.**

In addition, a shareholder may appoint by special power of attorney one or more representatives to act on his behalf at AGEM, if the representative appointed by special power of attorney is unable to fulfill his/her mandate. In case if several alternate representatives will be appointed through a special power of attorney, the order in which they will exercise their mandate will be determined. On the day of AGEM, at the entrance to the meeting room of the ExtraextraEXTRAORDINARY General Meeting, the designated representative of the shareholder will present to the Company's representative the original power of attorney, (and if this has been sent by e-mail) with extended electronic signature and a copy ID card of the designated representative.

Shareholders may be represented at the AGEM by a representative ("Trustee") which was granted a general power of attorney.

General power of attorney is granted for a period not exceeding 3 years, expressly allowing the representative to vote on all matters under debate at the AGEM of shareholders of the Company, including that the general power of attorney: (i) shall be granted by the shareholder, as a customer, to an intermediary defined in accordance with Capital Market Law no. 297/2004 or to a lawyer, and (ii) in the general power of attorney the quality of intermediary trustee or lawyer should be mentioned. The trustee cannot be substituted by another person. However, if the trustee is a legal entity, he may exercise the received mandate via any person belonging to the administrative or management body or to his employees. The proof of trustee's status shall be effected by his declaration on honor signed by the Trustee at the entrance to the meeting room before the meeting organizers. Shareholders of the Company cannot be represented at the AGEM on the basis of general power of attorney by a 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 other person controlled by the relevant shareholder;
- b) is a member of the administrative, management or supervisory board of the Company, of a controlling shareholder or controlled entity, as provided in paragraph a);
- c) is an employee or an auditor of the Company or of a controlling shareholder or controlled entity as provided in paragraph a);
- d) is husband, relative including one of the persons referred to in paragraph. a)-c).

General power of attorney must contain minimum the following information: 1. name of the shareholder; 2. name of the representative (the one to whom the power of attorney is granted); 3. Date of a power of attorney and the period of validity, according to the applicable legislation; powers of attorney carrying a 'later date have the effect of revoking powers of attorney previously dated; 4. an indication that authorizes shareholder's representative to participate and vote on his behalf by general power of attorney at the general meeting of shareholders, specifying company / companies for which the hereof power of attorney is used. General power of attorney shall be terminated in accordance with par. 2 art. 151 of NSC Regulation 6/2009.

A shareholder may appoint a single person to represent him at the AGEM. However, if a shareholder holds Company shares in several securities accounts, this restriction will prevent him from appointing a representative separately for held shares in each securities account regarding a certain general meeting. However, the shareholder is not allowed to express different votes in respect of held shares by him in the share capital of the Company.

Before their first use, general powers of attorney (a copy containing an indication of compliance with the original document with signature of the authorized person with enclosure of a copy of valid identity document of the shareholder (in the case of individuals, identity/identity card/passport respectively, in the case of legal persons, identity card/passport of the legal representative registered in the list of shareholders of the Company issued by the Central Depository S. A.) should be submitted to the Company or sent by any form of courier with acknowledgment of receipt to the address of the company, so that to be registered as received at the registered office of the Company at least 48 hours before the AGEM, in a sealed envelope with clearly written inscription in capital letters: **FOR THE EXTRAEXTRAEXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS APRIL 28/29, 2016**. Special Power of Attorneys, together with a copy of shareholder's ID card may be submitted via electronic means, carrying an electronic signature in accordance with Law 445/2001 on the electronic signature at least 48 hours before the AGEM, i.e. until April 26, 2016 12:00 a.m., on the email address: [office@prodlacta.ro](mailto:office@prodlacta.ro) with clearly written inscription in capital letters: **FOR THE EXTRAEXTRAEXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS APRIL 28/29, 2016**.

If the person representing the shareholder at the General Meeting of Shareholders is different from that, which has cast his vote by correspondence, then he shall submit to AGEM a written revocation voting via email signed by the shareholder or representative who has voted by mail order for the validity of his vote. However, this is not necessary if the shareholder or his legal representative is present at AGEM.

Company shareholders registered at the reference date (ie April 18, 2016) in the register of shareholders kept by the Central Depository SA may vote by mail prior to the date of AGEM, using voting ballot via email in

Romanian or English. The voting ballot via email for the AGOM can be received beginning from the date of publication of the convocation, at the Company's headquarters and on the website of the Company ([www.prodlacta.ro](http://www.prodlacta.ro)) both in Romanian and in English.

Voting by correspondence can be done by the representative only if he has received from the shareholder whom he represents, a special/ general power of attorney. In the case of voting by mail, Ballots filled in and signed, together with a copy of the document proving the identity of the shareholder (in case of individual persons, identity card, respectively in case of legal persons the identity card of the legal representative included in the list of shareholders issued by the Central Depository S. A.) can be submitted as follows:

- a) should be submitted to the Company or sent by any form of courier to the registered office of the Company at least 48 hours before the AGOM, in a sealed envelope with clearly written inscription in capital letters: **FOR THE EXTRAEXTRAEXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS APRIL 28/29, 2016** until April 26, 2016 12:00 a.m., or
- b) submitted via electronic means, carrying an electronic signature in accordance with Law 445/2001 on the electronic signature at least 48 hours before the AGEM, i.e. until April 26, 2016 12:00 a.m., on the email address: [office@prodlacta.ro](mailto:office@prodlacta.ro) with clearly written inscription in capital letters: **FOR THE EXTRAEXTRAEXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS APRIL 28/29, 2016**.

Mail voting forms that are not received by the Company within the period specified above will not be considered for quorum and majority to adopt decisions under AGEM.

Neither special powers of attorney nor general powers of attorney and mail voting ballots that do not contain at least the information included in the form provided by the Company are not opposable to the Company.

When filling special powers of attorney and mail ballots, please be aware of the possibility to file the agenda of AGEM with new items, in this case, special updated powers of attorney and ballots, both in Romanian and in English may be obtained from the Company's headquarters and on the Company's website ([www.prodlacta](http://www.prodlacta.ro)) from the date of publication of the agenda.

If the agenda is supplemented and the shareholders do not send the updated special powers of attorney and/or mail voting forms, special powers of attorney and ballots for voting by mail sent prior to the completion of agenda will be taken into account only for points which are on the completed agenda.

In all the above mentioned cases where reference is made to the representative of the shareholder, registered in the list of shareholders issued by the Central Depository, if that representative is not registered as such in the register of the Central Depository SA, for identifying the representative of the legal person, shareholder shall send a confirmation certificate issued by the Trade Registry, presented in original or a certified copy of it, or any other document, in original or certified copy issued by a state competent authority, in which the shareholder is legally registered and certifying the quality of legal representative, dating no more than 3 months before the date of publication of the convening notice for AGEM. Documents attesting the legal representative drafted in a language other than English, will be accompanied by a translation made by an authorized translator in Romanian or English. The Issuer will not require legalization or apostille of documents attesting the legal representative of the shareholder.

All the documents referred to and presented herein can be found and downloaded from the website SC PRODLACTA SA, namely: [www.prodlacta.ro](http://www.prodlacta.ro)  
Additional information can be obtained daily, on any working day by telephone 0268441400, from 08.00 to 16.00 or by e-mail: [office@prodlacta.ro](mailto:office@prodlacta.ro).

**Chairman of the Board of Directors  
of S.C.PRODLACTA S.A.**

**Vladimir Jordan**

