

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

SC PRODLACTA SA

on April 28/29, 2016

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 28, 2016**, at **12.00 o'clock**, at company's registered office in Brasov, 5 Ecaterina Teodoroiu str., or on **April 29, 2016**, at **12.00** respectively, if the former could not exercise the voting rights of my shares registered in the shareholder register respectively **April 18, 2016**, as follows:

| The text of the motions submitted for voting | Pro | Against | Abstention |
|---|-----|---------|------------|
| 1. Presentation and discussion of the report of the Board of Directors and the financial auditor about the situation of the property of the company, prepared in accordance with art. 15324 law 31/1990, on commercial enterprises. | | | |
| 2. Approval in accordance with the provisions of Law 31/1990 15324 art of the companies modified and | | | |

| | | | |
|--|--|--|--|
| <p>republished, of the method to be applied in order to reconstruct the net asset values established by law, thus: Shall vote either a) or b)</p> | | | |
| <p>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.</p> | | | |
| <p>b) The increase of the share capital with the needed amount to restore it to the level set by law.</p> | | | |
| <p>3. If approved, point 2) a) 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.</p> | | | |
| <p>3.2 Approval of the amendment of the Company's Constitutive Act, as follows: CHAPTER III SHARE CAPITAL, SHARES art. 7. <u>Share capital</u> is amended and will have the following content: CHAPTER III SHARE CAPITAL, SHARES <u>Art. 7. Share capital</u> 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:</p> <ul style="list-style-type: none"> • 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; | | | |

| | | | |
|--|--|--|--|
| <ul style="list-style-type: none"> • 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; | | | |
| <p>3.3 To authorize Mr. Vladimir Jordan, the Chairman of the Board of Directors to carry out all necessary actions for registration of the decisions of the Ordinary 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.</p> <ul style="list-style-type: none"> 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 Extraordinary 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. | | | |
| 8. Approval of May 18,2016 as "registration date" to identify the shareholders who are affected by the decision of the Assembly, May 17,2016, ex date. | | | |

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 28/29, 2016 at least 48 hours before the date of EGAS, respectively, until April 26, 2016 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 26, 2016 at 12.00 at the address: office@prodlacta.ro, noting for "subject": "FOR THE EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS DATED April 28/29, 2016".

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 28/29, 2016. 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 26, 2016 at 12.00 o'clock at: office@prodlacta.ro , noting for "subject": "FOR THE EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS DATED April 28/29, 2016".

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) 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_____