

**SPECIAL POWER OF ATTORNEY OF REPRESENTATION  
IN ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS  
SC PRODLACTA SA  
on 28 / 29.04.2016**

The undersigned [legal entity \_\_\_\_\_ with headquarter 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 shares issued by SC Prodlacta SA, which gives me the right of \_\_\_\_\_ votes in the General Assembly of Shareholders, representing \_\_\_\_\_ of the total voting rights mandate hereby on:

Society \_\_\_\_\_ having FIC \_\_\_\_\_ registered in the Trade Register \_\_\_\_\_ № \_\_\_\_\_, the registered office of which is in \_\_\_\_\_, legally represented \_\_\_\_\_, performs BI/CI series \_\_\_\_\_ no. \_\_\_\_\_ NSO \_\_\_\_\_  
Mr. (Ms.) \_\_\_\_\_ individual, legitimized (a) with CI / BI \_\_\_\_\_ CNP \_\_\_\_\_, residing (a) \_\_\_\_\_

as my representative within the **Ordinary General Assembly of Shareholders of SC Prodlacta SA**, that will take place on **April 28, 2016, at 10.00 o'clock**, at company's registered office in Brasov, 5 Ecaterina Teodoroiu street., or **April 29, 2016, at 10.00 o'clock**, in case if the former could not exercise the voting rights of my shares registered within the shareholder Register respectively 18.04.2016, as follows:

The text of the motions submitted for voting	Pro	Against	Abstention
1. Presentation, discussion and approval of the annual financial statements prepared for the financial year 2015, based on reports of the Board of Directors and the financial auditor;			
2. Presentation, discussion and approval of the annual report of the directors prepared in accordance with Regulation no. 1/2006 of NSC			
3. Granting discharge the directors for the financial year ended December 31, 2015.			
4. Presentation, discussion and adoption of the budget of income and expenses for the year 2015 and the programme of activities for the year 2015			
5. Election by secret ballot of two members of the Board of Directors as a result of resignations administrators Mr. Serghei Pușcuță and Mr. Victor Cibotaru. The duration of their mandate being limited to the term of office of the Board of Directors in operation (term 2015-2019), the indemnity being established within the AGOM on April 29, 2015.			

6. To extend the mandate of the financial auditor of SC S.A. PRODLACTA of <i>Cabinet Individual Audit Paun Constantin</i> to audit the annual financial statements for fiscal year 2016, whose term of office shall be prolonged for 1 year. To authorize the President to sign with the audit company an audit agreement for the auditing of SFG's 2016 business activities.			
7. To authorize Mr. Vladimir Jardan 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.			
8. Approval of May 13, 2016 as "registration date" for identifying shareholders who are affected by the decision of the Assembly from <b>May 12, 2016 „ex date”</b>			
9. Approval of <b>May 18,2016</b> 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 "To", "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.

The hereof special power of attorney:

1. is valid only for OGAS 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 OGAS 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 will be completed by principal shareholder for all submitted entries.

Special powers of attorney will be written 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 for OGAS 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.), will be submitted to the registered office of the company, in a sealed envelope with a clearly written statement in capital letters: " FOR ORDINARY GENERAL ASSEMBLY of SHAREHOLDERS DATED APRIL 28/29, 2016 at least 48 hours before the date of OGAS, respectively, until April 26, 2016 at 10: 00 for OGAS, under penalty of losing their exercise of voting rights in the OGAS.

The special powers of attorney, together with a copy of 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 OGAS respectively until April 26, 2016 at 10.00 to: [office@prodlacta.ro](mailto:office@prodlacta.ro), noting for "subject": "FOR THE ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS DATED April 28 / 29, 2016".

A shareholder may also appoint by special power of attorney one or more alternate representatives to represent him at the OGAS, if the representative appointed by power of attorney is unable to fulfill his mandate. 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 OGAS, 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 OGAS ("Trustee") who has been granted a general power of attorney.

The general proxy 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 OGAS 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 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 OGAS, in a sealed envelope marked with clearly written statement in capital letters: "FOR THE ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS from April 28/29, 2015 . 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 OGAS respectively until 26<sup>th</sup> of April 2016 at 10.00 at the address: office@prodlacta.ro, noting for "subject": "FOR THE ORDINARY 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 OGAS.

The full text of the documents, information materials and draft resolutions, and other information relating to matters included in the agenda of the OGAS will be available from the date of publication of the convening of the Internet-site of the Company ( [www.prodlacta.ro](http://www.prodlacta.ro) and at the registered office of the company.

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

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

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

Date\_\_\_\_\_