

BALLOT BY CORRESPONDENCE FOR EXTRAORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS

SC PRODLACTA SA

Date: April, 28/29, 2016

The undersigned [legal entity _____ with registered office _____, _____ County, _____ registered at the Trade Register no. _____, Unique Registration Code _____]

[individual, citizen _____ residing in _____, _____, identified with Passport / Identity Card number _____ issued by _____, on _____, NSO _____]

As a shareholder of S. C. PRODLACTA S. A., holder of a number of _____ shares, representing _____% out of the total number of 47.204.091 shares, issued by the Company that gives me _____ rights to vote that is _____% out of the total number of voting rights, knowing the agenda of the Extraordinary General Assembly of Shareholders of SC Prodlacta SA convened at the registered office of the Company in Brasov, 5 Ecaterina Teodoroiu street, I exercise my right to vote by correspondence, in the Ordinary General Assembly of Prodlacta Shareholders, that will take place on April 29, 2016, at 12: 00 or on April 29, 2016 (second date convocation), at 12:00, associated with my holdings in the Register of Shareholders on the date of reference of EGAS 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 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)			
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) 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.			
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			

<p>shareholders.</p> <p>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; • 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 Jardan, 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> <ol 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. 			
<p>4. If approved item 2 b) shall be subject to the approval of the share capital increase:</p> <p>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.</p> <p>The increase in share capital by contribution of funds will be subject to the</p>			

<p>following criteria and steps :</p> <p>a) Issuing a total of 8,725,071 new shares with a nominal value of 1.36 lei each, with no share premium.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p>			
<p>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.</p>			
<p>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);</p>			
<p>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.</p>			
<p>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.</p>			

I hereby attach a copy of the valid identity card (for individual shareholders) / copy of ID card of legal representative together with a certificate issued by the Trade Register (for legal person shareholder).

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

Name and surname_____

Signature_____

Date_____

