

**BALLOT BY CORRESPONDENCE FOR EXTRAORDINARY GENERAL ASSEMBLY OF
SHAREHOLDERS**

SC PRODLACTA SA

Date: April, 26/27, 2017

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 26, 2017, at 12: 00 or on April 27, 2017 (second date convocation), at 12:00, associated with my holdings in the Register of Shareholders on the date of reference of EGAS 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 ²⁴ 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 ²⁴ 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 :			
2.1.1. 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: a) Step I: 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			

<p>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)Step II. 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 Comision No. 1/2006 and applicable legislation, specifying the result of the total subscriptions validated in the Step I and Step II.</p>			
<p>2.1.2 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>2.1.3.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"> - In Step I the payment is made entirely in the date of subscription; - 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 30th of September 2017. 			
<p>2.1.4.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>2.1.5. 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. Jardan Vladimir to sign the contract for the intermediation.</p>			
<p>2.2.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>3. Approval of the date of 19th of May 2017 as the “registration date” to identify the shareholders who are affected by the decision of Meeting and the date of 18th 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 date 04.12.2017.</p>			
<p>4. 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>			

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 _____