

**CONVOCATION
OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS
OF PRODLACTA S.A.**

The Board of Directors of PRODLACTA S.A. with the registered office in Brasov, 5 Ecaterina Teodoroiu street, Brasov County, registered in the Trade Register of Brasov under No.J08/67/1991, Unique Identification Code 1112568 (the "**Company**"),

In accordance with

- the regulations of the Law 31/1990 republished and amended
- the provisions of the Regulations of Financial Supervision Authority / National Securities Commission and the Capital Market Law no. 297/2004,
- the provisions of the Articles of Association

CONVENES

THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF PRODLACTA S.A. for the 26th/27th of April 2017 at 12.00 a.m., at the registered address of PRODLACTA S.A in Brasov, 5 Ecaterina Teodoroiu str., Brasov County for all the shareholders registered in the Company Shareholders Register, held and released by the Central Depository on the 14th of April 2017 considered as the reference date for this Meeting with the following

Agenda:

1. Presentation and discussion of the Report of Board of Directors, respectively of the financial auditor, on the incidence of the art. 153²⁴ 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. 153²⁴ 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 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.
 - 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 Commission No. 1/2006 and applicable legislation, specifying the result of the total subscriptions validated in the Step I and Step II.

- 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 and payment in the Step II is until the 30th of September 2017.
 - 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:
 - 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.
 - 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.
 - 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. Jordan Vladimir to sign the contract for the intermediation services, services for the financial investments.
- 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.
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.
 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.

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 **April 27, 2017, at 12:00 a.m.** 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 the date of **April 14, 2017 set as the reference date**, may participate and vote at the Extraordinary Meeting of Shareholders, convened for **April 26, 2017**.

At the date of Convocation the Company's share capital is 51.924.500,10 lei and consists of 47.204.091 registered, indivisible, of equal value and dematerialized shares, with nominal value of 1,1000 lei, each share giving the right to one vote at the general meeting of shareholders.

The draft of the Decision of the Extra ordinary General Meeting of shareholders, the documents and materials of the meeting can be received, beginning from March 26, 2017 are available at the registered office of the Company in Brasov, 5 Ecaterina Teodoroiu, street, on weekdays from 8:00 to 16:00 or on the web site of the Company www.prodacta.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 with clearly written inscription in capital letters: **FOR THE EXTRA ORDINARY GENERAL MEETING OF SHAREHOLDERS APRIL 26/27, 2017.**

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 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS APRIL 26/27, 2017** 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 with clearly written inscription in capital letters: **FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS APRIL 26/27, 2017.**

The access of the shareholders registered in the shareholders Register on the reference date ie April 14, 2017 and entitled to participate at Extra Ordinary 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 Extra Ordinary General Meeting.

The Form of Participation can be downloaded from the Company's website at 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 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS APRIL 26/27, 2017 at least 48 hours before the AGEM, i.e. until April 24, 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 24, 2017 12:00 a.m., on the email address: office@prodlacta.ro with clearly written inscription in capital letters: **FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS APRIL 26/27, 2017.**

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 Extra Ordinary 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 intermediate 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 affected 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 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS APRIL 26/27, 2017**. 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 24, 2017 12:00 a.m., on the email address: office@prodlacta.ro with clearly written inscription in capital letters: **FOR THE EXTRAEXTRAEXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS APRIL 26/27, 2017**.

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 14, 2017) 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) 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 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS APRIL 26/27, 2017** until April 24, 2017 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 24, 2017 12:00 a.m., on the email

address: 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
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.

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

Vladimir Jardan