

S.C. PRODLACTA S.A.
Registered office: 5 Ekaterina Teodoroiu, street,
Brasov County, registered with the Trade Register Brasov
under No.J08/67/1991 CUI 1112568
(the"Company")

GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY TO BE HELD ON
THURSDAY APRIL 28, 2016 AT 5, EKATERINA TEODOROIU STREET, BRASOV, ROMANIA AT
10:00 A.M.

CONVENING NOTICE

Dear Shareholder, You are hereby invited to the general meeting of shareholders of the Company (the "General Meeting") which is scheduled to take place on Thursday April 28, 2016 at 10.00 a.m. at 5 Ekaterina Teodoroiu street, Brasov, in order to deliberate on the following matters:

In accordance with

- The provisions of Law 31/1990 republished and amended

- The provisions of Regulations ASF / NSC and the Capital Market Law no. 297/2004,

- The provisions of the Articles of Association

Agenda of the General Meeting

1. To submit, debate and approve the statutory and the consolidated financial statements of the Company for the financial year ended December 31, 2015 based on the reports submitted by the Board of Directors and the financial auditor;
2. To present, debate and approve the annual Report of directors prepared in accordance with Regulation no. 1/2006 issued by NSC;
3. To discharge the directors for the financial year ended December 31, 2015.
4. To present, discuss and approve income and expenditures for the year 2016 and the 2016 work program.
5. To election by secret ballot 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 general meeting on April 29, 2015.

The list of the names of persons proposed for the office of administrator will be available to shareholders both, at the company headquarters and on the Company's website www.prodlacta.ro.

6. To extend the mandate of the financial auditor of SC S.A. PRODLACTA of *Cabinet Individual Audit Paun Constantin* 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. To approve **May 13, 2016** as "registration date" for identifying shareholders who are affected by the decision of the Assembly from **May 12, 2016**.

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 Friday, **April 29, 2016**, at **10:00 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 **April 18, 2016** set as the date reference, may participate and vote at the meeting of the AGA, scheduled for **April 28, 2016**.

At the date of Convocation the Company's share capital consists of 47,204,091 registered, indivisible, of equal value and dematerialized shares, each share giving the right to one vote at the general meeting of shareholders.

The draft resolution of the ordinary General Meeting of shareholders, the documents and materials of the meeting can be received, beginning from March 28, 2016 are available at the registered office of the Company in Brasov, 5 Ekaterina Teodoroiu, street, on weekdays from 8:00 to 16:00 or on the web site of the Company www.prodlacta.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 ORDINARY GENERAL MEETING OF SHAREHOLDERS APRIL 28/29, 2016**.

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 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 ORDINARY GENERAL MEETING OF SHAREHOLDERS APRIL 28/29, 2016** 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 ORDINARY GENERAL MEETING OF SHAREHOLDERS APRIL 28/29, 2016**.

The access of the shareholders registered in the shareholders register at the reference date and entitled to participate at 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 older than 3 months before the date of publication of Convening Notice of the General Meeting.

Each shareholder of the Company registered at the reference date (i.e. April 18, 2016) has the right to appoint any other natural or legal person as a proxy to attend and vote on his behalf in the framework of general meeting, on the basis of a special power of attorney with a special form and content established by the Society for general meeting. Represented shareholder shall specify, in the special power of attorney, voting instructions for each item on the agenda of AGOM. The power of attorney is valid only for AGOM for which it was requested and the representative shall vote in accordance with instructions issued by the shareholder that appointed him. The powers of attorney that will be written in violation of the content of the form of special power of attorney established by the Company will not be valid, the Trustee losing his/her right to represent the shareholder whom he represents under power of attorney.

Special Power of Attorney forms for representation in the AGOM will be made available on the Company's website www.prodlacta.ro and at the Company's registered office both in Romanian and in English. Special Powers of Attorney will be made 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 ORDINARY GENERAL MEETING OF SHAREHOLDERS APRIL 28/29, 2016 at least 48 hours before the AGOM, i.e. until April 26, 2016 10:00 a.m.,** under penalty of losing their exercise of voting rights in the AGOM.

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 AGOM, i.e. until April 26, 2016 10:00 a.m., on the email address: office@prodlacta.ro with clearly written inscription in capital letters: **FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS APRIL 28/29, 2016.**

In addition, a shareholder may appoint by special power of attorney one or more representatives to act on his behalf at AGOM, 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 AGOM, at the entrance to the meeting room of the General Assembly, 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 AGOM 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 in the general meetings of shareholders of the Company, including provided 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 effected 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 AGOM 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 one person to represent him at the AGOM. 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 AGOM, in a sealed envelope with clearly written inscription in capital letters: **FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS APRIL 28/29, 2016**. 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 AGOM, i.e. until April 26, 2016 10:00 a.m., on the email address: office@prodlacta.ro with clearly written inscription in capital letters: **FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS APRIL 28/29, 2016**.

If the person representing the shareholder by personal participation at the General Meeting of Shareholders is different from that, which has cast his vote by correspondence, then for the validity of his vote he shall submit to AGOM a written revocation voting via email signed by the shareholder or representative who has voted by mail order. However, this is not necessary if the shareholder or his legal representative is present at AGOM.

Company shareholders registered at the reference date (ie April 18, 2016) in the register of shareholders kept by the Central Depository SA may vote by mail prior to the date of AGOM, 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 ORDINARY GENERAL MEETING OF SHAREHOLDERS APRIL 28/29, 2016** until April 26, 2016 10:00 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 AGOM, i.e. until April 26, 2016 10:00 a.m., on the email address: office@prodlacta.ro with clearly written inscription in capital letters: **FOR THE ORDINARY 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 AGOM.

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 filing special powers of attorney and mail ballots, please be aware of the possibility to file the agenda of AGOM 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.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 AGOM. 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

