

**SPECIAL POWER OF ATTORNEY OF REPRESENTATION  
IN ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS**

**SC PRODLACTA SA**

**on 29 / 30.04.2015**

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 **47.204.091** 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 CIF \_\_\_\_\_ registered in the Trade Register \_\_\_\_\_ with № \_\_\_\_\_, having the headquarters in \_\_\_\_\_, legally represented \_\_\_\_\_, performs BI/CI series \_\_\_\_\_ no \_\_\_\_\_ NSO \_\_\_\_\_

Mr. (Ms.) \_\_\_\_\_ individual, legitimized (a) with CI / BI \_\_\_\_\_ CNP \_\_\_\_\_, residing (a) in \_\_\_\_\_

as my representative in the **Ordinary General Assembly of Shareholders Prodlacta SA**, which will take place on **29.04.2015**, at **12.00 o'clock**, at company's headquarters in Brasov, 5 Ecaterina Teodoroiu str., or on 30/04/2015, at **12.00** respectively, if the former could not exercise the voting rights of my shares registered in the shareholder register respectively 20.04.2015, as follows:

The text of the proposals submitted to a vote	Pro	Against	Abstention
1. Presentation, discussion and approval of the annual financial statements prepared for the financial year 2014, 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 CNVM			
3. Adoption of the discharge control administrators for their work in fiscal year 2014;			
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. Analysis of the effects of civil sentence no.1024 / C / 2014 of the Court Brasov in case no. 3326/62/2014 concerning the quashing 3 / 25.04.2014 of OGAS and the suggestion of ratification by the General Assembly of Shareholders of the mandate and activities of the financial auditor for 2014, including the amount			
6. Election of financial auditor for 2015 and empowerment of the General Director to sign the audit.	Note ! Exercising the right to vote on the election of the financial auditor on the ballot will be done on the secret ballot		
7. The empowerment of Mr. Victor Cibotaru to take all necessary steps to register the decisions of the Ordinary General Shareholders ' Assembly and perform all the necessary formalities on behalf of the competent authorities, including but not limited to, the Office of the trade Register in Brasov Court, Stock exchange Bucharest, the national Securities Commission.			
8.Approval of 15/05/2015 as "registration date" for identifying shareholders who are affected by the decision of the Assembly,14.05.2015 „ex date”.			
9. Election by cumulative vote of a new board of directors consisting of 5 members, for a period of 4 years.	Note! Exercising the right to vote on the election of the new Board of Directors is made by cumulative voting on secret ballot		
10. The establishment of the remuneration of the members of the Board of Directors elected from the proposed candidates.			
11. The establishment of the remuneration for Mrs. Mariana Eftimie, member of the Board of Directors from 25.04.2014.			
12. Fixing of the remuneration of Eftimie Marianne, member of the Board of Directors of SC PRODLACTA JSC, elected by cumulative voting at OGAS SC PRODLACTA JSC from 25.04.2014 in the sum of 600 euros/gross monthly, starting from the election date of the Board of Directors.			

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.

This special proxy:

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 proxies will be prepared based on the special proxy form dismissed 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 proxy for the Company issued by a special 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 headquarters of the Society, in a sealed envelope with a clearly written statement in capital letters: " ORDINARY GENERAL ASSEMBLY of SHAREHOLDERS DATED 29/30 APRIL 2015 at least 48 hours before the date of EGAS, respectively, until April 27, 2015 at 12: 00 for OGAS, under penalty of losing their exercise of voting rights in the EGAS.

The special proxies along with copy of the 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 27 April 2015 at 12.00 at the address: office@prodlacta.ro, noting for "subject": "FOR THE ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS DATED 29 / 30 April 2015 "**

Also, a shareholder may appoint by proxy one or more alternate representatives to ensure its representation in OGAS, where the representative appointed by proxy is unable to fulfill its mandate. If by proxy 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 EGAS ("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 EGAS 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 29/30 APRIL 2015 . The proxies 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 29

April 2015 at 12.00 at the address: office@prodlacta.ro, noting for "subject": "FOR THE ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS DATED 29 / 30 April 2015 ".

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 and in the headquarters of the Society.

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

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

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

Date\_\_\_\_\_