

**SPECIAL POWER OF ATTORNEY OF REPRESENTATION  
IN EXTRAORDINARY 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 **Extraordinary General Assembly of Shareholders Prodlacta SA**, which will take place on **29.04.2015**, at **13.00 o'clock**, at company's headquarters in Brasov, 5 Ecaterina Teodoroiu str., or on 30/04/2015, at **13.00** 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 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. The empowerment of Mr. Victor Cibotaru to take all necessary steps to register the decisions of the Extraordinary General Shareholders ' Meeting and perform all the necessary formalities on behalf of the competent authorities, including but not limited to, the trade Register Office under the Court of Brasov, Bucharest Stock Exchange, the National Securities Commission			
3. 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”			

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 EGAS 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 EGAS 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 EGAS 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: " EXTRAORDINARY 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 EGAS, 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 EGAS respectively until 27 April 2015 at 12.00 at the address: office@prodlacta.ro, noting for "subject": "FOR THE EXTRAORDINARY 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 EGAS, 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 EGAS, 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 EGAS, in a sealed envelope marked with clearly written statement in capital letters: "FOR THE EXTRAORDINARY 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 EGAS respectively until 29 April 2015 at 11.00 at the address: office@prodlacta.ro, noting for "subject": "FOR THE EXTRAORDINARY 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 EGAS.

The full text of the documents, information materials and draft resolutions, and other information relating to matters included in the agenda of the EGAS will be available from the date of publication of the convening of the Internet-site of the Company ( [www.prodlacta.ro](http://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\_\_\_\_\_