

Shareholder's Personal identification Number/ Sole Registration Code

12 empty boxes for identification number

County code

2 empty boxes for county code

Rep. Code

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ID

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SPECIAL POWER OF ATTORNEY

The undersigned, .....holder of ..... shares issued by VRANCART S.A. Adjud, representing .....% of the total shares issued, which grant me the right to .....votes in the General Meeting of the Shareholders, representing .....% of the total rights to vote, I hereby assign .....

(name, surname and Personal Identification Number of the representative who is granted the special power of attorney)

or, in his absence, I assign .....

(name, surname and Personal Identification Number of the representative who is granted the special power of attorney)

as my representative at the Extraordinary General Meeting of the Shareholders of VRANCART S.A. Adjud, which will take place on the 18th of August 2016, at 11.00 a.m., at the company's headquarters in Adjud, 17 Ecaterina Teodoroiu Street, Vrancea County, or on the date of the second convocation, the 19th of August 2016, at 11.00 a.m., at the same address (in the event that the first meeting cannot take place) to exert the right to vote corresponding to my shares registered in the Shareholders' registry on the 02th of August 2016 (reference date), as follows:

Agenda

- 1. The approval to empower the Board of Administrators, with full powers, to take all the actions and to perform all the formalities that are required for the development of VRANCART S.A. through the acquiring of a company operating in Vrancart's field of activity or in activities related to Vrancart's activities. [F] [A] [Abs.]
2. The approval to establish a new limited liability company ("S.R.L.") having the company VRANCART S.A. as the main shareholder, that would coordinate the production and sales activity in Bucharest and in the southern area of the country. The new company shall be based in Bucharest. [F] [A] [Abs.]
The approval to empower the Board of Administrators, with full powers, through Mr. Ciucioi Ionel-Marian - General Manager and Chairman of the Board of Administrators, to take all the actions and perform all the formalities that are required for the registration of the new company to the National Office of Trade Registry.
3. The approval to issue convertible bonds, in the amount of 8,5 million Euro, under the conditions proposed by the Board of Administrators, that are required to finance the projects mentioned at items 1 and 2. [F] [A] [Abs.]
The approval to empower the Board of Administrators, with full powers, to take all the actions and to perform all the formalities that are required for the issuance of bonds by VRANCART S.A. Adjud, in the amount of 8,5 million Euro.
4. The approval to submit the state aid project in the amount of 35 million Euro for the period between 2016-2019. [F] [A] [Abs.]
The approval to empower the Board of Administrators, with full powers, to take all the actions and to perform all the formalities that are required to perform the state aid project, in the amount of 35 million Euro, with a margin of +/- 10%.
5. The approval to finance the state aid project through the company's own funds and from loans. [F] [A] [Abs.]
The approval to empower the Board of Administrators, with full powers, to take all the actions and to perform all the formalities that are required to obtain the financing for the state aid project through the company's own funds and from loans.
6. The approval to increase the limit of the outstanding loans from 35.000.000 Euro to 50.000.000 Euro. [F] [A] [Abs.]
7. The approval of the date September 5th, 2016 as the ex-date, as defined by the provisions of the CNVM Regulation no. 6/2009 and of the date September 6th, 2016 as the registration date, the date that defines the shareholders that the decisions adopted within the Extraordinary General Meeting of the Shareholders of August 18th/ August 19th, 2016 shall be reflected upon. [F] [A] [Abs.]
8. The empowering of the Chairman of the meeting and of the meeting Secretary to sign the decisions adopted by the Extraordinary General Meeting of the Shareholders dated August 18th/ August 19th, 2016. [F] [A] [Abs.]

Caption: F-For A - Against Abs. - Abstention

(name and surname of the shareholder)
Shareholder's signature
Date

(name of the corporate shareholder)
Name, surname and signature of the legal representative of the corporate shareholder

