

Shareholder's Personal Identification Number/  
Sole Registration Number

County code   Rep. Code   ID

### 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 vote rights, 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 Meeting of the Shareholders** of VRANCART S.A. Adjud, which will take place on **the 28<sup>th</sup> of April 2014, at 12.00 p.m.**, at the company's headquarters in Adjud, 17 Ecaterina Teodoroiu Street, Vrancea County, or on the date of the second convocation, **the 29<sup>th</sup> of April 2014, at 12.00 p.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 16<sup>th</sup> of April 2014** (reference date), as follows:

#### Agenda

- |  | F                        | A                        | Abs.                     |
|--|--------------------------|--------------------------|--------------------------|
| 1. The approval to cover the "Result carried forward out of the application of IAS 29" (hyperinflation) in the amount of 199,227,374 lei, representing the book loss registered in the "Result carried forward", by reducing the "Adjustments on share capital" in the amount of 199,227,374 lei, representing the share capital increase as a result of the application of IAS 29 registered in "Share capital".  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. The approval to modify the Articles of Incorporation of VRANCART S.A. Adjud, as follows:<br><b>A.</b> Article 12 of the Articles of Incorporation,<br><i>"Art. 12. The company is administered under unitary system."</i><br>shall be modified and shall have the following phrasing:<br><i>"Art. 12. The company shall be administered under unitary system, by a Managing Board consisting of 5 members."</i><br><b>B.</b> Article 13 of the Articles of Incorporation,<br><i>"Art. 13. The company is administered by a Managing Board consisting of 5 members; their number is established within the Ordinary General Meeting electing the Managing Board. The mandate duration is of 4 years."</i><br>shall be modified and shall have the following phrasing:<br><i>"Art. 13. The number of the Managing Board members shall be established by the Ordinary General Meeting electing the Managing Board. The mandate duration is of 4 years."</i><br><b>C.</b> Article 14 of the Articles of Incorporation<br><i>"Art. 14. The Managing Board President is elected by the Managing Board. The Managing Board President shall be the General Manager as well."</i><br>shall be modified and shall have the following phrasing:<br><i>"The Managing Board President is elected by the Managing Board."</i> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. The approval to increase the credit outstanding limit from 20.200.000 Euro to 23.000.000 Euro.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. The empowerment of Mr. Ciucioi Ionel-Marian – President of the Managing Board/ General Manager to sign the addenda to the Articles of Incorporation as well as the Articles of Incorporation rewritten with the adopted amendments.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

5 The approval of the date **16<sup>th</sup> of May 2014** as the registration date, the date defining     
the shareholders upon which the decisions made within the Extraordinary General  
Shareholders' Meeting of 28-29.04.2014 shall be reflected.

**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

.....

S.P.  
For  
Legal  
Persons