

Shareholder's Personal Identification Number/  
Sole Registration Number

County code   Rep. Code   ID

### SPECIAL POWER OF ATTORNEY

The undersigned, ....., holder of ..... shares issued by S.C. „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 S.C. „VRANCART” S.A. Adjud, which will take place on **the 17<sup>th</sup> of April 2013, at 12.00 p.m.**, at Vrancart headquarters in Adjud, 17, Ecaterina Teodoroiu Street, Vrancea County, or on the date of the second convocation, **the 18<sup>th</sup> of April 2013, 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 5<sup>th</sup> of April 2013** (reference date), as follows:

### Agenda

- |  | F                        | A                        | Abs.                     |
|--|--------------------------|--------------------------|--------------------------|
| 1. The approval to increase the share capital with the amount of 6.819.933 lei, from 79.551.859,00 lei to 86.371.792 lei by issuing a number of 68.199.330 new shares with a nominal value of 0,10 lei, having as sources <b>1.879.767</b> lei from the distribution of the profit for 2011 and <b>4.940.166</b> lei from the distribution of the profit for 2012. Each shareholder registered in the shareholders' registry at the registration date shall be allocated 8,57293982 new shares for each 100 shares held. The issued shares shall be distributed free of charge to the shareholders, proportionally with the number of shares held by each of them, making use of the following rounding algorithm:<br>- 0,5 shares and more, inclusively, shall be rounded to the superior integer;<br>- under 0,49 shares, inclusively, shall be rounded to the inferior integer. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. The approval to complete and modify the Articles of Incorporation of SC VRANCART SA Adjud, as follows:<br>A. The replacement of the phrasing „trade company” by the phrasing „company” in accordance with the provisions of the Law no. 76/2012 (related to the enforcement of the Code of Civil Procedure), of the Articles of Incorporation of SC VRANCART SA Adjud.<br>B. The modification of Articles 6 and 7 of the Articles of Incorporation, which will have the following phrasing:<br>„Art.6. The subscribed and paid-in share capital of the company is of 86.371.792,00 lei.”<br>“Art.7. The share capital is divided in 863.717.920 dematerialized registered shares, with a nominal value of 0,10 lei each.”   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. The empowerment of the managing board president to sign the additional documents to the Articles of Incorporation as well as the Articles of Incorporation with the adopted amendments  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. The approval of the date <b>10<sup>th</sup> of May 2013</b> as the registration date.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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

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

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

Date .....

.....

S.P.  
For  
Legal  
Persons