

Shareholder's Personal identification Number/ Sole Registration Code

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 tovotes 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 **Ordinary General Meeting of the Shareholders** of S.C. „VRANCART” S.A. Adjud, which will take place on **the 17th of April 2013, 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 18th of April 2013, 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 5th of April 2013** (reference date), as follows:

Agenda

- | | F | A | Abs. |
|---|--------------------------|--------------------------|--------------------------|
| 1. The approval of the financial situations for the fiscal year 2012, based on the reports presented by the managing board and by the financial auditor. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. The report of the managing board President in reference to the coordination of the activity of the managing board during the year 2012. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. The approval of the distribution by destinations of the determined profit at the end of 2012 according to the proposition of the Managing Board, as follows: | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Destination | Amount (lei) | | |
| Total net profit realized in 2012, out of which distributed for: | 5.249.901 lei | | |
| - legal reserves | 309.735 lei | | |
| - other reserves for the share capital increase according to the proposal submitted for the approval of the Shareholders' Extraordinary General Meeting of the 17 th of April 2013 | 4.940.166 lei | | |
| 4. The approval of the distribution of the profit realized at the end of 2011, respectively 1.879.767 lei, for the share capital increase, according to the proposal submitted for the approval of the Shareholders' Extraordinary General Meeting of the 17 th of April 2013. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. The approval to give discharge to the managing board for the financial year 2012. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. The selection and appointment of the financial auditor and setting the minimum duration of the agreement with the financial auditor, following the auditing agreement expiry. | | | |
| Expert Contab-Line SRL Buftea | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| KPMG AUDIT SRL Bucuresti | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Manea Georgeta PFA Focşani | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. The approval of the Income and Expenditure Budget for the financial year 2013. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. The approval of the remuneration of the Managing Board members for the current financial year. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. The approval of the general limits of all the additional remunerations of the Managing Board members and of the general limit of the monthly remuneration provided in the mandate contract of the general manager. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. The approval of the date 10th of May 2013 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

Date

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

