

**Special Power Of Attorney**  
**of representation in the Ordinary General Meeting of Shareholders of S.C. BIOFARM S.A. with**  
**registered office in Bucharest,**  
**no. 99 Logofatul Tautu Street, 3<sup>rd</sup> City District, Unique registration code 341563, J40/199/1991,**  
**subscribed and paid capital 109,486,149.90 lei,**

**The undersigned** \_\_\_\_\_ [name and surname of the shareholder acting as a natural person], identified with \_\_\_\_\_ [Identity card], series \_\_\_\_\_, number \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, residing in \_\_\_\_\_, and Personal Number Code \_\_\_\_\_,

or

**The Commercial Company** \_\_\_\_\_ [name of the shareholder acting as a legal entity], with registered office in \_\_\_\_\_, registered with the Trade Register under no. \_\_\_\_\_, unique registration code, \_\_\_\_\_ legally represented by \_\_\_\_\_,\* [name and surname of the legal representative]

shareholder at the reference date 08.04.2013, holder of \_\_\_\_\_ shares, representing \_\_\_\_\_% of the total number of shares issued by the Company, which offers me \_\_\_\_\_ voting rights, representing \_\_\_\_\_% of the total number of voting rights, I hereby give full power attorney to Mr. / Mrs. / S.C. \*\* \_\_\_\_\_ [name and surname/ name of the representative] residing in \_\_\_\_\_, identified with \_\_\_\_\_ [Identity card], series \_\_\_\_\_, number \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, with Personal Number Code \_\_\_\_\_ / with headquarters in \_\_\_\_\_, Unique registration code \_\_\_\_\_, J \_\_\_/\_\_\_/\_\_\_\_\_

To represent me in the Ordinary General Meeting of Shareholders of S.C. BIOFARM S.A. that will take place on 18/19.04.2013 starting with 2 o'clock p.m. at the registered office from Romania, Bucharest, no. 99 Logofatul Tautu Street, 3<sup>rd</sup> City District, in order to exercise the voting right afferent to the shares held by the undersigned \*\*\*/ commercial company\*\*\*\*, as follows:

**1.** Approval of individual financial statements for the year ended on December 31, 2012 elaborated according to IFRS, adopted by the European Union based on the reports presented by the Board of Directors, the B.D. chairman and by the financial auditor.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**2.** Approval of the discharge of administrators for 2012.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**3. a)** Approval of the distribution according to destinations of the net profit realised in 2012, as follows:

- covering the loss from the application of IAS 29 "Financial reporting in hyperinflationary economies" for the first time amounting 24,983,008 lei with the amounts resulted from share capital adjustments from the application of IAS 29 "Financial reporting in hyperinflationary economies" for the first time amounting 24,983,008 lei.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

- legal reserves: 1,133,614 lei

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

- other reserves: 5,669,387 lei

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

- dividends: 14,233,200 lei

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**b)** Approval of the gross dividend /share amounting 0.013 lei/share

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**c)** Approval of the payment term of dividends: 6 months from the date of the Ordinary General Meeting of Shareholders.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**d)** Approval of the term to hold the dividends at the disposal of shareholders: 3 years from the date of the Ordinary General Meeting of Shareholders.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**e)** Approval for bearing the distribution costs of distribution of dividends by the shareholders.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**f)** Approval for the realisation of dividends distribution through S.C. Biofarm S.A. and /or the Depozitarul Central, the bank or another specialised financial institution, upon the choice of the Board of Directors, according to the distribution procedure that will be established by the Board of Directors of S.C. Biofarm S.A.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**4.** Approval of the income and expenditure budget for 2013.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**5.** Approval of the activity and investment program for 2013.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**6. a)** Appointment of the external financial auditor, respectively S.C. BDO AUDIT S.R.L., due to contract expiry of the external financial auditor.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

**b)** Fixing the minimum duration of the contract of the external financial auditor, respectively 1 (one) year.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

7. Approval of 10.05.2013 as a registration date according to the provisions of art. 238 par. 1 of Act no. 297/2004 on the capital market.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

8. Approval of the mandating of Mr. Danut VASILE – Chairman of the Board of Directors for signing all the documents issued following the Ordinary General Meeting of Shareholders.

For \_\_\_\_\_ Against \_\_\_\_\_ Abstention \_\_\_\_\_

I hereby attach to this special power of attorney the copy of the valid Identity card \*\*\*/ the copy of the company registration certificate, copy of the identity card of the signing legal representative and documents attesting the quality of legal representative (the certificate issued by the Trade Register, original or certified copy, or any other document, original or certified copy, issued by a competent authority from the state in which the shareholder is legally registered, that certify the quality of legal representative) issued no more than 3 months publication date of the convening notice for the Shareholders' General Meeting \*\*\*\*

Date of the special power of attorney \_\_\_\_\_

\*\*\*\*\* \_\_\_\_\_ [signature/stamp]

\*\*\*\*\* \_\_\_\_\_ [name, surname]

**Note:**

\* to be filled only for the shareholders acting as legal entities;

\*\* the name of the assigned representative shall be filled

\*\*\* applicable only in the case of natural persons

\*\*\*\* applicable only in the case of legal entities;

\*\*\*\*\* it shall be signed in the case of shareholders acting as natural persons; in the case of shareholders acting as legal entities, it shall be signed and the stamp will be applied.

\*\*\*\*\* in the case of legal entities, the name and the position of the legal representative shall be mentioned