

SPECIAL POWER OF ATTORNEY

of representation at the Extraordinary General Meeting of Shareholders of S.C. BIOFARM S.A. with office in Bucharest, No. 99 Logofatul Tautu Street, 3rd District, TIN 341563, J40/199/1991, share capital RON 109,486,149.90, fully subscribed and paid-up

The undersigned _____ [surname and given name of the natural person shareholder], identified with _____ [identity document], series _____, number _____, issued by _____, on _____, domiciled in _____, and PIN _____,

or

The Commercial Company _____ [name of the legal person shareholder], with registered office in _____, registered with the Trade Register under no. _____, Tax Identification Number, _____ legally represented by _____,* [surname and given name(s) of the legal representative]

a shareholder on the reference date 14.04.2015, holder of _____ shares, representing _____% from the total number of shares issued by the Company, which offers me _____ voting rights, representing _____% from the total number of voting rights, do hereby empower:

- Sir/Madam** _____ [surname and given name(s)] domiciled in _____, identified with _____ [identity document], series _____, number _____, issued by _____, on _____, with PIN _____ [elected representative]
- The Commercial Company** _____ [name] with office in _____, TIN _____, J____/____/____ by legal representative Sir/Madam _____ [surname and given name] domiciled _____, identified with _____ [identity document], series _____, number _____, issued by _____, on _____, with PIN _____ [elected representative]

or

- Sir/Madam** _____ [surname and given name(s)] domiciled in _____, identified with _____ [identity document], series _____, number _____, issued by _____, on _____, with PIN _____ [alternate representative]
- The Commercial Company** _____ [name] with office in _____, TIN _____, J____/____/____ By the legal representative Sir/Madam _____ [surname and given name(s)] domiciled in _____, identified with _____ [identity document], series _____, number _____, issued by _____, on _____, with PIN _____ [alternate representative]

In case you wish to appoint several alternate representatives, please contact the Company at the telephone number 021.301.06.84 during business days in order to submit an appropriate special power of attorney with the number of alternate representatives you wish to appoint

to represent me in the Extraordinary General Meeting of Shareholders of S.C. BIOFARM S.A. that will take place on 23/24.04.2015 starting with 13.00 o'clock at the registered office in Romania, Bucharest, No. 99 Logofatul Tautu Street, 3rd District, to cast the voting right afferent to the shares held by the undersigned***/ commercial company****, as follows:

EGMS AGENDA	FOR	AGAINST	ABSTENTION
<p>1. Approval of share capital reduction with the amount of 10.948.614,90 RON, from 109.486.149,90 RON to 98.537.535 RON, following the cancellation of a number of 109.486.149 dematerialised nominative shares with a nominal value of 0,10 RON, repurchased according to the Decision of the Extraordinary General Meeting of Shareholders of Biofarm no. 72/17.04.2014. The new share capital of S.C. Biofarm S.A. will be of 98.537.535 RON, divided in 985.375.350 dematerialised nominative shares with a nominal value of 0,10 RON.</p>			
<p>2. Approval of the empowerment of the Board of Directors to adopt all the decisions necessary to fulfil the Decision of the Extraordinary General Meeting of Shareholders to reduce the share capital.</p>			
<p>3. a) The amendment of Art. 6, point 6.1 from the Articles of Incorporation of S.C. Biofarm S.A., shall have the following content: „6.1. The share capital has a value of 98.537.535 RON, fully subscribed and paid-up, of which: • 433.150,20 RON representing the equivalent value of the in kind contribution (land without buildings) belonging to S.C. BIOFARM S.A. for which the company issues a number of 4.331.502 shares in favour of the state represented by the State Assets Management Authority. The land is registered in the Land Book with no. 76308, it is free of encumbrances and easements according to the excerpt from the Land Book no. 76308 for authentication, issued under no. 1115840 of 05.12.2007 by the National Agency for Cadastre and Real Estate Publicity of Bucharest 1st District, it is not disputed and taxes are paid to date according to the tax certificate no. 190.440/29.11.2007 • 98.104.384,80 RON represent in cash contribution of shareholders, respectively 981.043.848 shares. The share capital is divided in 985.375.350 dematerialised nominative shares, with a nominal value of 0,1 RON each.”</p>			
<p>b) The amendment of Art. 12, point 12.3 from the Articles of Incorporation of S.C. Biofarm S.A., shall have the following content: “12.3. The remuneration of administrators shall be of 15% from the monthly remuneration established through the mandate contract for the General Manager. The general limit of all additional remunerations of the members of the Board of Directors and of directors shall be annually approved</p>			

EGMS AGENDA	FOR	AGAINST	ABSTENTION
by the General Meeting of Shareholders upon establishing the income and expenses budget. The labour contract of the General Manager is transformed into a mandate contract according to the legal provisions.”			
4. Approval of the empowerment of the Board of Directors to adopt all the decisions necessary for mentioning in the Articles of Incorporation of S.C. Biofarm S.A. of the new shareholder structure communicated by the Depozitarul Central S.A. after the share capital reduction.			
5. Approval of the date of 23.06.2015 as the registration date, in compliance with the provisions of art. 238 line (1) of Law 297/2004 on the capital market.			
6. Approval of the date of 22.06.2015 as <i>ex date</i> , as defined by the provisions of RNSC Regulation no. 6/2009.			
7. Approval of the empowerment of Mr Danut VASILE – Chairman of the Board of Directors for signing all documents issued after the Extraordinary General Meeting of Shareholders, as well as of the updated Articles of Incorporation.			

Date of special power of attorney _____

***** _____ [signature/stamp]

***** _____ [surname, given name(s)]

DOCUMENTS ACCOMPANYING THE SPECIAL POWER OF ATTORNEY

- **natural person shareholders:** Copy of the shareholder’s identity document, which must allow his/her identification in the company’s shareholders’ register, held by the Depozitarul Central S.A.
- **legal person shareholders or entities with no legal personality:** In case the shareholders’ register does not contain data regarding the quality of legal representative; this quality is proved with a confirmation of company details in original or in a certified true copy, issued by the Trade Register or any other document, in original or in a certified true copy, issued by a competent authority from the state in which the shareholder is legally registered, with a period of maximum 3 months in relation with the date of publication of the notice to attend of the General Meeting, which would allow identifying the legal representative. The documents certifying the quality of legal representative drafted in a foreign language, other than English language, shall be accompanied by a translation performed by a sworn translator in Romanian or in English language.
- **in which the special power of attorney is given to a credit institution which provides custody services for the shareholder:** The original of the affidavit given by the legal representative of the credit institution that received the power of representation by special power of attorney.

Mention: *In all cases, the natural persons empowered by special power of attorney shall be identified with the identity document of E.G.M.S.*

Note:

- * to be filled in only for legal person shareholders
- ** to be completed with the name/designation of the chosen representative and of the alternate representative, if the case may be
- *** applicable only in case of natural person shareholders
- **** applicable only in case of legal persons
- ***** in case of natural persons, the document shall be signed by hand; in case of legal person shareholders, the document shall be signed by hand and the valid stamp shall be affixed
- ***** in case of legal persons, the name and position of the legal representative is specified.