

**SPECIAL POWER OF ATTORNEY**

**of representation at the Ordinary General Meeting of Shareholders of S.C. BIOFARM S.A. with office in Bucharest, Str. Logofatul Tautu, nr. 99, sector 3, TIN 341563, J40/199/1991, share capital RON 98.537.535,00, 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 17.04.2017**, holder of \_\_\_\_\_ shares, representing \_\_\_\_\_% from the total number of 985.375.350 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 Ordinary General Meeting of Shareholders of S.C. BIOFARM S.A. **that will take place on 26/27.04.2017 starting with 12.00 o'clock p.m.** at the registered office in Romania, Bucharest, Str. Logofatul Tautu, nr. 99, sector 3, to cast the voting right afferent to the shares held by the undersigned\*\*\*/ commercial company\*\*\*\*, as follows:

O.G.M.S. AGENDA	FOR	AGAINST	ABSTENTION
1. Approval of individual financial statements for the year concluded on 31 December 2016 drafted in compliance with IFRS adopted by the European Union, based on the reports presented by the Board of Directors and by the financial auditor.			
2. Approval of the discharge from administration for 2016.			
3. Approval of the net profit distribution realised in 2016 and of the gross dividend of 0,017 lei/share.			
a) Approval of the net profit distribution realised in 2016, as follows: Legal reserves: 1.772.034 lei Tax facilities reserve for 2016: 277.529 lei Other reserves: 10.676.803 lei Dividends: 16.751.381 lei			
b) Approval of the gross dividend of 0,017 /share.			
4. Approval of dividends distribution starting with <b>01.09.2017, which is the payment date</b> , shareholders bearing the distribution expenses, as well as setting the deadline for keeping the dividends at the shareholders' disposal.			
a) Approval of dividends distribution starting with 01.09.2017, which is the payment date.			
b) Approval for shareholders to bear the dividends distribution expenses.			
c) Approval of the deadline for keeping the dividends at the shareholders' disposal, respectively of 3 years calculated from the payment date.			
5. Empowerment of the Board of Directors to choose the payment agent and to establish the dividends distribution procedure, in compliance with the legal provisions in force.			
6. Approval of the income and expenses budget on 2017.			
7. Approval of a net budget of maximum 1% from the operating profit to reward the members of the Board of Directors for fulfilling the budget for 2017, as well as the approval of the delegation to the B.D. of the power to allocate the amounts.			
8. Approval of the management and investment program on 2017.			
a) Approval of construction works and acquisitions of fixed assets in a total amount of 34.392.150 lei.			

O.G.M.S. AGENDA	FOR	AGAINST	ABSTENTION
b) Approval of a strategical investment in the maximum amount of 14.000.000 lei.			
<b>9.</b> Appointing the external financial auditor and establishing the minimum duration of its contract, following the expiry of the external financial auditor contract.			
a) Appointing the external financial auditor, respectively S.C. BDO AUDIT S.R.L., following the expiry of the external financial auditor contract.			
b) Establishing the minimum contract duration of the external financial auditor, respectively 2 (two) years.			
<b>10.</b> Approval of the date of <b>18.08.2017 as the registration date</b> , in compliance with the provisions of art. 238 para. (1) of Law 297/2004 on the capital market.			
<b>11.</b> Approval of the date of <b>17.08.2017 as ex-date</b> , as defined by the provisions of the RNSC Regulation no. 6/2009.			
<b>12.</b> Approval of the empowerment of Mr Danut VASILE – Chairman of the Board of Directors to sign all documents issued following the Ordinary General Meeting of Shareholders.			

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 or they are not updated; 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.

**Mention: In all cases, the natural persons empowered by a special power of attorney shall be identified with the identity document at the O.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 (if necessary) be affixed
- \*\*\*\*\* in case of legal persons, the name and position of the legal representative is specified.