



**IMPUTERNICIRE SPECIALA PENTRU ADUNAREA GENERALA EXTRAORDINARA A
ACTIONARILOR DIN DATA DE 31.08.2020/01.09.2020**

Subsemnatul _____ domiciliat in _____
_____ posesor al _____ seria _____ nr. _____ eliberata la data de _____ de catre
_____ avand codul numeric personal _____

sau

Subscrisa _____, persoana juridica _____, avand sediul
social situat in _____, inregistrata la Oficiul Registrului Comertului
/ alta autoritate competenta sub nr. _____, Cod Unic de Inregistrare
_____, prin reprezentant legal _____,

in calitate de _____,
detinator/detinatoare la data de **21.08.2020 (Data de Referinta)** a unui numar de _____ actiuni
nominative emise de catre **PRODVINALCO S.A., ("Societatea")**, reprezentand _____ % din totalul
drepturilor de vot, avand cunostinta de ordinea de zi a Adunării Generale Extraordinare a Acționarilor Societatii,
convocata pentru data de 31.08.2020/01.09.2020, ora 14.00, ce se va tine la PRODVINALCO SA, la adresa Cluj-
Napoca, str. Calea Baciului, nr. 2-4, jud. Cluj, precum si de documentatia pusa la dispozitie de Societate in legatura
cu punctele inscrise pe ordinea de zi, in calitate de **MANDANT**

imputernicesc pe _____ (numele si prenumele complet,
conform actului de identitate) domiciliat in _____
_____ posesor al _____ seria _____ nr. _____ eliberata la data de
_____ de catre _____ avand codul numeric personal
_____ in calitate de **MANDATAR**

Sa ma reprezinte in cadrul sedintei Adunarii Generale Extraordinare a Actionarilor PRODVINALCO SA care va
avea loc la data de 31.08.2020/01.09.2020, ora 14.00 si sa exercite drepturile de vot aferente detinerilor mele, dupa
cum urmeaza:

1. **Ratificarea Deciziei Consiliului de Administratie nr. 1552/15.06.2020, privind:**
 - a. **Prelungirea plafonului global de exploatare contractat de la Banca Transilvania pentru o perioada de 12 luni, cu mentinerea structurii curente de ipotechi mobiliare, precum si ipotechi imobiliare asupra urmatoarelor imobile aflate in proprietatea Societatii, astfel:**
 - i. **Ipoteca imobiliara asupra imobil situat in Cluj-Napoca, Calea Baciului nr. 2-4, inscris in CF nr. 282400 Cluj-Napoca**
 - ii. **Ipoteca imobiliara asupra imobil situat in Cluj-Napoca, str. Calea Baciului, nr. 2-4, inscris in CF nr. 331844 Cluj-Napoca**
 - iii. **Ipoteca imobiliara asupra imobil situat in Cluj-Napoca, str. Primaverii, nr. 11A, bl. B1b, inscris in CF 259021-C1-U8**
 - b. **Mandatarea domnului Dascal Alexandru Romeo - director general si a doamnei Ceasca Raluca - director financiar in vederea semnarii intregii documentatii de credit, actelor aditionale, contractelor de ipoteca, precum si orice alte documente necesare pentru gestionarea plafonului global de exploatare contractat de la Banca Transilvania.**
 pentru impotriva abtinere



2. **Ratificarea actelor juridice incheiate de conducerea societatii in vederea prelungirii plafonului global de exploatare, si a actelor de constituire a garantiilor mai sus mentionate.**
 pentru impotriva abtinere
3. **Mandatarea Presedintelui/ Presedintelui Executiv al Consiliului de Administratie pentru a semna hotararile adoptate si pentru efectuarea tuturor demersurilor necesare in relatiile cu Oficiul Registrului Comertului, Monitorul Oficial, A.S.F. si B.V.B.**
 pentru impotriva abtinere

Nume si prenume actionar (in cazul persoanei fizice) _____
Semnatura _____

Denumirea actionarului(in cazul persoanelor juridice) _____
Prin reprezentant legal

_____ (nume si prenume intreg, conform actului de identitate)
_____ (calitatea : presedinte CA, administrator unic sau director general)
Semnatura si stampila _____

Conform optiunii personale, se va marca cu "X" una dintre variantele aferente sensului votului: pentru, impotriva sau abtinere.

Imputernicirea speciala va fi transmisa in original la PRODVINALCO SA, Cluj-Napoca, str. Calea Baciului, nr. 2-4, jud. Cluj, sau va fi transmisa cu semnatura electronica incorporata conform Legii 455/2001 privind semnatura electronica, prin e-mail la adresa actionari@prodvinalco.ro, in ambele cazuri pana cel tarziu la data mentionata in convocator. Formularul trebuie sa fie insotit de documentele care atesta calitatea de actionar. In cazul actionarilor persoane fizice, dovada calitatii de actionar se face prin act de identitate sau copie conforma cu originalul a actului de identitate. In cazul actionarilor persoane juridice sau a entitatilor fara personalitate juridica, calitatea de reprezentant legal se constata in baza listei actionarilor de la data de referinta, primita de la Depozitarul Central. Documentele care atesta calitatea de reprezentant legal intocmite intr-o limba straina, alta decat limba engleza, vor fi insosite de o traducere realizata de un traducator autorizat in limba romana sau in limba engleza. Legalizarea sau apostilarea documentelor care atesta calitatea de reprezentant legal al actionarului nu este obligatorie.



**SPECIAL PROXY FOR THE EXTRAORDINARY MEETING OF THE SHAREHOLDERS
OF AUGUST 31/SEPTEMBER 1, 2020**

I, the undersigned _____ domiciled in _____
_____ holder of _____ serial _____ nr. _____ issued on _____
by _____ having the personal identification number _____

Or
The subscribed _____, having the headquarters in _____,
registered in Office of Trade Registry / other competent authority under no. _____, Unique Registration Code Cod _____,
represented by _____, acting as _____

Holder on August 21, 2020 (Reference date) of a number of _____ nominative shares issued by PRODVINALCO S.A., ("the Company"), representing _____ % of the total voting right, acknowledging the agenda of the Extraordinary General Meeting of the Shareholders organised on July 15/16 - at 2 pm, that will take place at company's headquarters in str. Calea Baciului, nr.2-4, Cluj County

Hereby empower _____ domiciled in _____
_____ holder of _____ serial _____ nr. _____ issued on _____
by _____ having the personal identification number _____
_____ as of attorney-in-fact

To represent me within the Extraordinary General Meeting of the Shareholders of PRODVINALCO SA that will take place on August 31/September 1, 2020 and to exercise the voting rights afferent to my possession, as follows:

1. **Authorizing the ratification of the Decision of the Board of Directors no. 1552 / 15.06.2020, regarding:**
 - a. **Extension of the Global Operating Limit contracted from Banca Transilvania for a period of 12 months, maintaining the current structure of movable mortgages, as well as property mortgages on the following properties owned by the Company, as follows:**
 - i. Property located in Cluj-Napoca, Calea Baciului no. 2-4, registered in CF no. 282400 Cluj-Napoca
 - ii. Property located in Cluj-Napoca, str. Calea Baciului, no. 2-4, registered in CF no. 331844 Cluj-Napoca
 - iii. Property located in Cluj-Napoca, str. Primaverii, no. 11A, pp. B1b, inscribed in CF 259021-C1-U8
 - b. **The empowerment of Mr. Dascal Alexandru Romeo - general manager and Mrs. Ceasca Raluca - financial director, to sign all credit documentation, additional documents, mortgage contracts, as well as any other documents necessary for the management of the Global Operating Limit contracted from Banca Transilvania.**
 for against abstention
2. **Authorizing the ratification of the legal acts concluded by the company's management in order to extend the Global Operating Limit, and of the acts establishing the above-mentioned guarantees.**
 for against abstention



3. **Authorizing the President of the Administration Council / Executive President of the Administration Council, to elaborate and sign all the decisions approved in the Extraordinary General Meeting of the company, as well as to make the necessary formalities at the Trade Registry, the Official Journal, ASF and BVB.**

for against abstention

Shareholder name and first name (in case of natural person) _____

Signature _____

Shareholder denomination (in case of legal entities) _____

By legal representative

_____ (full name according to the identity document)

_____ (quality : AC president, sole administrator or general manager)

Signature and stamp _____

According to the personal option, it will be marked with "X" one of the variants afferent to the voting sense: for, against or abstention.

This form will be sent in original to PRODVINALCO SA, Cluj-Napoca, 2-4 Baciului Street, or will be sent with embedded electronic signature according to Law 455/2001 regarding the electronic signature, via e-mail address actionari@prodvinalco.ro, in both cases no later than the date mentioned in the convening notice. The form must be accompanied by the documents attesting the quality of shareholder, as follows: in the case of natural persons, the proof of being a shareholder is made by the identity card or certified copy of the identity document; in case of legal entities or entities without legal personality, the proof of being a shareholder is made based on the list of shareholders to reference date, received from the central depository. Documents certifying the legal representative drafted in a foreign language other than English shall be accompanied by a translation made by an authorised translator into Romanian or English. The legalization and the Apostille of the documents certifying the legal representative of the shareholder is not required.