

POWER OF ATTORNEY

I, the undersigned (*name, first name of the shareholder if natural person, or of the shareholder's legal representative if legal entity*), legal representative of (*to be filled in for shareholders being legal entities, only*) identified as shareholder in the Shareholders' Register with personal ID card/tax ID number being domiciled/headquartered in holder ofshares representing% of the total amount of 291.199.635 shares issued by the Commercial Company **ROPHARMA S.A.**, which confers me the right to votes in the Extraordinary General Shareholders' Meeting representing% of the total voting rights, **hereby do appoint** domiciled in St....., no. bldg....., entrance....., ap..... holder of ID card/passport series, no..... to be my representative at the Extraordinary General Shareholders' Meeting which shall take place on **29.04.2013, 13.00** hours, at the registered office of the company in **Brasov, Iuliu Maniu St., no. 55, Brasov county**, or on **30.04.2013** in the same place and at the same time, if the second meeting is held, to exercise the voting right according to the number of shares held, registered with the Central Depository on **18.04.2013**, as follows:

- a. To delegate for 12 months to the Board of Directors, the authority to purchase or sell real estate, to the amount of up to 20% of the total value of assets.

For Against Abstention

- b. To approve the delegation to the Board of Directors, for a period of 12 months as of the date of publishing the EGM Decision in the Official Gazette, Part IV, of the tasks foreseen in Art. 14, section 6, lit. b), c) and d) of the Articles of Incorporation of the Company, relating to the relocation of the company's headquarters, the change of line of business activity and the establishment or dissolution of secondary offices.

For Against Abstention

- c. To empower the Board of Directors for a period of 24 months to approve the acquisition of sale of funds from trade (licensing of pharmacies) and/or stakes in companies and delegation of members of the Board of Directors for the negotiation, pricing and signing of contracts.

For Against Abstention

- d. To approve a program to repurchase its own shares under the following conditions:

- The maximum number of shares to be repurchases shall not exceed 10% of the company's share capital ;
- The minimum price shall be equal to the nominal value of company shares and the maximum price shall be 2 lei / share;
- Program duration: 1 year as of the date of publishing the EGM Decision in the Official Gazette of Romania;
- The repurchase program aims to allocate shares to employees and executives of the company;

To empower the Board of Directors of S.C. ROPHARMA S.A. to select the investment services company which will run the program.

For Against Abstention

- e. To approve the removal from the corporate assets of the following real estate returned in kind to the former owners and legal heirs, by way of a final order/decision:
- The real estate located in Tg. Mures, Bolyai Farkas St., no. 18, ap. 1, registered in the Land Registry (CF) no. 128331-C1-U1 Tg. Mures, arising from the conversion of the CF no. 971/II Tg. Mures, Cadastre top. no. 1427/I, 1428/1/1/1, 1430/I, 1429/2/1/1/I, 1428/a/2/1, 1429/1/2/I;
 - Real estate located in Reghin, piata Petru Maior, no. 2, registered in the Land Registry (CF) no. 5470 Reghin;
 - Real estate located in Zau de Campie, registered in the Land Registry (CF) no. 50227 Zau de Campie.

For Against Abstention

- f. To set the date of **17.05.2013** as the registration date for the purposes of Art. 238 para. 1 of Law no. 297/2004 regarding the capital market.

For Against Abstention

- g. To empower natural persons who will perform the formalities as to the publication and registration of the general meeting decisions, including the signing of such.

For Against Abstention

I, the undersigned hereby give voting power to the above named representative, on issues included in the agenda, only.

Date of granting the proxy: _____

SIGNATURE