

**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 of .....shares 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 Ordinary 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 Ordinary General Shareholders' Meeting which shall take place on **29.04.2013, 11.00** 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. Approval of the financial statements for the financial-accounting year 2012 of the company, based on the reports presented by the Board of Directors and the financial auditor and the profit distribution, without distributing the dividends.

For ..... Against ..... Abstention .....

- b. Approval of the income and expenses company budget for year 2013.

For ..... Against ..... Abstention .....

- c. Approval of the investment budget for year 2013.

For ..... Against ..... Abstention .....

- d. Analysis and pronouncement as to the management of the Board of directors and discharge of the directors.

For ..... Against ..... Abstention .....

- e. Ratification of deeds and acts of the members of the Board and of the executive management of the company for year 2012.

For ..... Against ..... Abstention .....

- f. Appointment of financial auditor due to contract termination, setting the minim duration of the new financial audit contract and determining its remuneration.

For ..... Against ..... Abstention .....

- g. Approval of the financial statements for the financial-accounting year 2012, the income and expenses budget for year 2013 and the investment budget for year 2013 of S.C. AESCULAP PROD S.R.L., in which the Company is sole Associate.

For ..... Against ..... Abstention .....

- h. The election of 3 members of the Board of Directors, due to the expiration of the mandate and determining their remuneration.

The list containing information on name, place of residence and professional qualifications of the persons proposed for the position of administrator may be consulted on the company website [www.ropharma.ro](http://www.ropharma.ro), as well as at the company headquarters in Brasov, Iuliu Maniu St., no. 55, 2nd floor, 500091.

Candidate proposals for the administrator positions may be made until April 11, 2013. Such may be sent via mail with return receipt to the company address: Iuliu Maniu St., no. 55, 2<sup>nd</sup> floor, 500091, Brasov county, by fax to the number 0268 547231 or to the e-mail address: [investitori@ropharma.ro](mailto:investitori@ropharma.ro).

Designation of persons authorized to sign the management contracts of the new members.

For ..... Against ..... Abstention .....

- i. Designation of persons authorized to attend the General Shareholders/Stockholders' Meetings of the companies in which Ropharma takes a share, and delegation of powers in this regard.

For ..... Against ..... Abstention .....

- j. Setting the date of **17.05.2013** as the registration date according to Art. 238 para. 1 of Law no. 297/2004 regarding the capital market.

For ..... Against ..... Abstention .....

- k. Empowerment of 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 .....

- l. Revoking the financial auditor PRICEWATERHOUSECOOPERS AUDIT S.R.L. as a result of contract termination.

For ..... Against ..... Abstention .....



**m.** Revoking the financial auditor SOFT CONT SRL as a result of mandate termination starting April 2<sup>nd</sup> 2012, in order to be erased from the Registry of Commerce.

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**