

PURCARI WINERIES PUBLIC COMPANY LIMITED

1 Lampousas Street, 1095, Nicosia, Cyprus
Tel: +373 22 856 035, Fax: +373 22 856 022
HE201949
Share capital: EUR 200,000
www.purcari.wine

PURCARI WINERIES PUBLIC COMPANY LIMITED (the “Company”)

FORM OF PROXY

To: PURCARI WINERIES PUBLIC COMPANY LIMITED
Address: 1 Lampousas Street, 1095 Nicosia, Cyprus

I/We.....

.....,

of

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.....,

with I.D. No. / Registration No., being a member/s of

PURCARI WINERIES PUBLIC COMPANY LIMITED,

hereby appoint

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.....,

of

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.....,

with I.D. No. / Registration No.

.....,

or failing him/her/it,

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.....,

of

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.....,

with I.D. No. / Registration No.

.....,

as my/our proxy to vote on my/our behalf at the **Annual General Meeting** of PURCARI WINERIES PUBLIC COMPANY LIMITED, to be held at Athenee Palace Hilton Bucharest, Str. Episcopiei 1 - 3 | District 1, Bucharest 010292, Romania, Meeting Room Enescu II, on 14th June, 2018 at 10:00 a.m., local time, on 14th June 2018 and at any adjournment thereof.

My/our proxy is authorised to vote as such proxy thinks fit, unless the method of voting is indicated below.

**Indication of manner
of voting**

1.	<p>Approval of re-appointment of the non-executive members of the Board of Directors of the Company for the coming year and determination of their remuneration for 2018:</p> <p>a) Mr. Vasile Tofan, non-independent Director, proposed remuneration Euro 2,000/month net of local taxes, to be paid by cash and/or shares in the Company.</p> <p>b) Ms. Monica Cadogan, independent Director, proposed remuneration Euro 2,000/month net of local taxes, to be paid by cash and/or shares in the Company.</p> <p>c) Mr. Neil Gordon McGregor, independent Director, proposed remuneration Euro 2,000/month net of local taxes, to be paid by cash and/or shares in the Company.</p>	<p>For: Against: Abstain:</p> <p>For: Against: Abstain:</p> <p>For: Against: Abstain:</p>
2.	<p>Ratification of the appointment of the independent auditors KPMG Limited, Nicosia, Cyprus as the auditors of the Group and of the Company for the Financial Year 2017 and re-appointment of the independent auditors KPMG Limited, Nicosia, Cyprus as the auditors of the Group and of the Company for the Financial Year 2018, and authorization to the Board of Directors to fix their remuneration for the year 2018.</p>	<p>For: Against: Abstain:</p>
3.	<p>Adoption of a special resolution for approval of an incentive plan mainly targeting members of the Group's senior management team (except the CEO) and board of directors (the "Beneficiaries"), intended, as disclosed in the Company's prospectus published in relation to its admission to trading, to further align the interests of such Beneficiaries with those of the Company's shareholders, with a duration of 4 years and comprising: (a) award of up to 400,000 shares in the Company to the Beneficiaries, free of charge, with annual vesting (i.e. ¼ vests at the end of each year) and subject to relevant performance indicators to be determined by the Board of Directors; and (b) award of stock options to the Beneficiaries (the Options), with annual vesting (i.e. ¼ vests at the end of each year), subject to relevant performance indicators to be determined by the Board of Directors, in the following amounts: up to 400,000 Options at a strike price of 20 RON (i.e. that is, under 20 RON the value of options is nil), 500,000 Options at a strike price of 30 RON and 600,000 Options at a strike price of 40 RON, combined (the "Management Incentive Programme"). . The wording of the special resolution is as follows:</p> <p><u>Special Resolution 1</u></p>	<p>For: Against: Abstain:</p>

	<p>“That the Annual General Meeting of the Shareholders of the Company hereby approves the Management Incentive Programme.</p> <p>That the Company’s Board of Directors is hereby authorised to take all necessary steps for the implementation of the Management Incentive Programme, including without limitation by agreeing on any further market standard commercial details (such as the manner in which the shares required to be transferred to Beneficiaries are to be procured, relevant key performance indicators, split of shares and Options between the Beneficiaries etc.) and preparing the documentation to be executed between the Beneficiaries and the Company.</p> <p>That the Company’s Board of Directors is hereby instructed to finalise the legal and financial terms of a buy-back programme to meet part of the obligations of the Company arising from Incentive Programme, under which the Company shall purchase within 12 months from the date of this resolution a maximum number of 200,000 of its own shares, for a maximum price of RON 30/share and a minimum price of RON 18,50/share, holding the shares for a maximum period of 24 months and the Company’s Board of Directors is hereby authorised to take all necessary steps for the implementation of such programme in accordance with the relevant legislation.</p>	
4.	<p>Approval of special resolution for reduction of the share premium reserve of the Company for write off of accumulated losses. The wording of the special resolution is as follows:</p> <p><u>Special Resolution 2</u> “That the issued share capital of the Company which comprises of share capital amounting to Euro 200.000,00 divided into 20.000.000 ordinary shares of nominal value of Euro 0,01 each and share premium reserve amounting to USD 25.681.684,00 be reduced so that the issued share capital amounts to Euro 200.000,00 divided into 20.000.000 shares of nominal value Euro 0,01 each and share premium reserve amounting to USD 10.788.289,00 by the reduction of the share premium reserve by USD 14.893.395 for the purpose of writing off losses”.</p>	<p>For:</p> <p>Against:</p> <p>Abstain:</p>

Please note that in case more than one option (For, Against, Abstain) is selected in respect of each item to be voted for, that vote will be null and void.

Date.....

Shareholder’s Signature.....

Communication details of shareholder: Tel..... Fax
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Communication details of proxy: Tel.....
Fax.....

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- A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote on his/her behalf. The proxy need not be a member of PURCARI WINERIES PUBLIC COMPANY LIMITED and it can be a natural or legal person. A legal person appointed as proxy shall, by resolution of its directors or other governing body, authorise such natural person as it thinks fit to act as its representative at the meeting. Members and/or their proxies who will attend the Meeting are requested to carry with them their identity card or other proof of identification.
 - The Instrument appointing a proxy shall be in writing under the hand of the appointee or of his attorney duly authorised in writing, or, if the appointee is a corporation, it must be under seal or signed by an officer or a duly authorised attorney of the corporation.
 - The signed form of proxy (and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof) must be received at the Registered Office of PURCARI WINERIES PUBLIC COMPANY LIMITED, at 1 Lampousas Street, 1095 Nicosia, Cyprus, not later than 48 hours before the time appointed for holding the meeting.
 - The record date for determining the right to attend and vote at the meeting is 7 June 2018.
 - Members are urged to confirm that proxy forms sent to the Company have been duly received by calling + 357 22 777000 or emailing g.ioannou@chrysostomides.com.cy.
 - Individuals appointed as representatives of proxies who are legal persons are required to carry with them a certified copy of the resolution from which they derive their authority.
 - Correspondence voting: A shareholder may vote by correspondence in the following way: The shareholder should complete and sign the form of proxy indicating his choices and appoint as his/her proxy the Chairman of the Annual General Meeting. In such a case, the Chairman will vote at the poll in accordance with the shareholder's wishes. If, on the other hand, the shareholder completes and signs the form of proxy and appoints as his/her proxy the Chairman of the Annual General Meeting but leaves blank in whole or in part the form of proxy in relation to the choices provided, the Chairman may vote on behalf of the shareholder as the Chairman wishes.
 - In the case of joint holders, they may elect one of the joint holders to represent them and to vote whether in person or by proxy in their name. In default of such election, the vote of the senior of such joint holders who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority shall be determined by the order in which the names of such holders stand in the register of Members.