

**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 200,000.00  
[www.purcari.wine](http://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 .....,

with I.D. No. / Registration No. ...., being a member/s of PURCARI  
WINERIES PUBLIC COMPANY LIMITED,

hereby appoint

.....,

of .....,

with I.D. No. / Registration No.

.....,

or failing him/her/it,

.....,

of .....,

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 the Company's Bucharest office - Dr. Iacob Felix 17-19 Street,  
floor 4, district 1, Bucharest, Romania, on 29<sup>th</sup> April, 2020 at 10:00 local time, 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.	Approval of the re-appointment of non-executive director Mr. Vasile Tofan as non-independent, non-executive Director of the Company.	For: ..... Against: ..... Abstain: .....
2.	Approval of the appointment of Mr. Eugen Comendant, the Company Chief Operating Officer of the Company, as non-independent, Executive Director of the Company.	For: ..... Against: ..... Abstain: .....
3.	Approval of each non-executive member of the Board of Directors to receive a compensation of up to EUR 5,000 / month as the Board of Directors may from time to time determine on recommendation of the Nomination, Remuneration and Corporate Governance Committee, in each case net of local taxes, to be paid by cash and/or shares in the Company.	For: ..... Against: ..... Abstain: .....
4.	Re-appointment of the independent auditors KPMG Limited, Nicosia, Cyprus as the auditors of the Group and of the Company for the Financial Year 2020 and authorization to the Board of Directors to fix their remuneration for the year 2020.	For: ..... Against: ..... Abstain: .....
5.	<p>Approval of the restatement of the Special Resolution 1 approved by the annual general meeting of the Company held on 14<sup>th</sup> June 2018 as amended by the annual general meeting of the Company held on 25<sup>th</sup> April 2019 and approval of the restated special resolution as follows:</p> <p><b>“Special Resolution 1</b>  “Approval of an incentive plan targeting members of the Group’s senior management team (except the CEO) and board of directors (the <b>“Beneficiaries”</b>), intended to further align the interests of such Beneficiaries with those of the Company’s shareholders comprising: (a) award of up to 500,000 shares in the Company to the Beneficiaries, free of charge 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) subject to relevant performance indicators to be determined by the Board of Directors, in the following amounts: up to 500,000 Options at a strike price of 20 RON (i.e. that is, under 20 RON the value of options is nil), 625,000 Options at a strike price of 30 RON and 750,000 Options at a strike price of 40 RON, combined (the <b>“Management Incentive Programme”</b>).</p> <p>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>	For: ..... Against: ..... Abstain: .....

6.	<p>Approval of a Special Resolution to acquire the Company's existing shares, under a buy-back programme, in a maximum number of 300,000 shares at prices not exceeding by more than five per cent (5%) the average market price of the shares during the last five stock exchange sessions, prior to carrying out the relevant acquisition (the "Programme no. 1") and authorisation to the Company's Board of Directors to proceed with all the necessary actions.</p> <p>The purpose of the Programme no. 1 is to meet obligations arising from the Management Incentive Programme.</p>	For: ..... Against: ..... Abstain: .....
7.	<p>Approval of a Special Resolution to acquire the Company's existing shares, under a buy-back programme, in a maximum number of 1,700,000 shares at prices not exceeding by more than five per cent (5%) the average market price of the shares during the last five stock exchange sessions, prior to carrying out the relevant acquisition (the "Programme no. 2") and authorisation to the Company's Board of Directors to proceed with all the necessary actions.</p> <p>The purpose of the Programme no. 2 is to reduce the share capital of the Company, in compliance with the applicable laws and subject to the subsequent approval of the shareholders. The implementation of the Programme no. 2 will be subject to an opportunity assessment conducted by the Company's Board of Directors and the availability of the necessary financing sources.</p>	For: ..... Against: ..... Abstain: .....
8.	<p>Approval of an ordinary resolution for the increase of the authorised share capital of the Company from EUR 200,000.00 divided into 20,000,000 shares of nominal value EUR 0.01 each to EUR 210,000.00 divided into 21,000,000 shares of nominal value EUR 0.01 each.</p>	For: ..... Against: ..... Abstain: .....
9.	<p>Authorisation to the Company's Board of Directors to increase the issued share capital of the Company up to the authorised share capital by issuing a maximum number of 1,000,000 new shares by way of one or several share issuances. The authorisation is given for a maximum period of 12 months from the date of the shareholders' approval for authorisation.</p>	For: ..... Against: ..... Abstain: .....

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.....

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

- 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 **21<sup>st</sup> April, 2020**.
- 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](mailto: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. The signed proxy, notarised or legalised by apostille, must be deposited at the registered office of Company (1 Lampousas street, P.C. 1095, Nicosia, Cyprus) or send by facsimile to +357 22 779939 or send by an electronic message to [g.ioannou@chrysostomides.com.cy](mailto:g.ioannou@chrysostomides.com.cy) at least 48 hours before the time of the Meeting.
- Members are urged to confirm that the proxy form has been received by calling Mr. George Ioannou on +357 22 777000 or by email at [g.ioannou@chrysostomides.com.cy](mailto:g.ioannou@chrysostomides.com.cy)
- 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.