

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,

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 Athenee Palace Hilton Bucharest, 103 Episcopiei street, District 1,
Bucharest 010292, Romania, Meeting Room Enescu, on 25th April, 2019 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.	<p>Declaration and payment of a final dividend for the year ending 31 December 2018 in the amount of RON 0.95 per ordinary share to be paid to all the members of the Company. The payment date will be 31 July 2019. Payment will be made in RON.</p>	<p>For:</p> <p>Against:</p> <p>Abstain:</p>
2.	<p>Approval of the amendment of Special Resolution 1 that was approved by the Annual General Meeting held on 14.06.2018 as follows:</p> <p><u>Special Resolution 1</u></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 the Incentive Programme. Under the buy-back programme the Company is to purchase a maximum number of 200,000 of its own shares, via trading on the regular market on which the shares are listed or via public tender offers, within 24 months from 14th June 2018. The buy-back shall be performed at a price that cannot exceed RON 30/share or be lower than RON 5/share. The transaction can only have as object fully paid shares. This buy-back programme implementation will be subject to the availability of the necessary financing sources. The acquired shares can be held for a maximum period of 24 months. 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>	<p>For:</p> <p>Against:</p> <p>Abstain:</p>
3.	<p>Approval and adoption of Special Resolution 2 for the amendment of the Articles of Association as follows:</p> <p><u>Special Resolution 2</u></p> <p>“That the Articles of Association of the Company be amended by the substitution of the text of Regulation 86 with the following new text:</p> <p>“The remuneration of the directors shall from time to time be determined by the Board on the recommendation of the committee of the Board responsible for remuneration. Such remuneration shall be deemed to accrue</p>	<p>For:</p> <p>Against:</p> <p>Abstain:</p>

	from day to day. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or in connection with the business of the Company.”	
4.	Approval and adoption of Special Resolution 3 for the amendment of the Articles of Association as follows: <u>Special Resolution 3</u> “That the Articles of Association of the Company be amended by removing Regulations 157 – 159 (inclusively).”	For: Against: Abstain:
5.	Election of Mr. Victor Arapan as Executive Director of the Company.	For: Against: Abstain:
6.	Approval of the re-appointment of non-executive director Mr. Neil Gordon MrGregor as independent Director of the Company and determination of his remuneration.	For: Against: Abstain:
7.	Approval of the re-appointment of non-executive director Mr. Vasile Tofan as non-independent Director of the Company and determination of his remuneration.	For: Against: Abstain:
8.	Approval of the re-appointment of non-executive director Ms. Monica Cadogan as independent Director of the Company and determination of her remuneration.	For: Against: Abstain:
9.	Re-appointment of the independent auditors KPMG Limited, Nicosia, Cyprus as the auditors of the Group and of the Company for the Financial Year 2019 and authorization to the Board of Directors to fix their remuneration for the year 2019.	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.....

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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 **18th April, 2019**.
 - 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.