

SPECIFIC POWER OF ATTORNEY

The undersigned _____, a company organized and operating under the law of _____, headquartered in _____, registered with the Register of _____ under number _____ fiscal registration code _____, hereinafter referred to as the "Company", hereby validly represented by Mr. _____ in his capacity as _____.

TAKING INTO CONSIDERATION THAT:

- a. The **Extraordinary General Assembly of the Shareholders of SC ZAREA SA** was convened on the 7th of July 2010 at 16.00 at ZAREA SA working point located in Bucharest, Intrarea Glucozei nr.37-39 sector 2;
- b. _____ is one of the shareholders of **SC ZAREA SA**, registered with the Register of Trade in Bucharest under number J 40/898 from 1991, fiscal registration code 1569200, owing _____ shares, representing _____% of the share capital ;
- c. _____ is the main shareholder of SC ZAREA SA,

We duly appoint and authorize Mr/s. _____, identified with _____, issued by _____ on 05 _____, personal identification code _____, having her domicile in _____, to be our true and lawful representative *for the purposes of The Extraordinary General Assembly of the Shareholders of SC ZAREA SA that will take place on the 7th of July 2010, at 16.00 at ZAREA SA working point located in Bucharest, Intrarea Glucozei nr.37-39, sector 2.*

The Representative has the right, power and authority in the Company's name and on its behalf:

to vote and sign for every issue from the "Agenda" established for the Extraordinary General Assembly of the Shareholders, in the following form:

For the 1st item from the Agenda: „Approval of the Detachment Project prepared by the Directorate and analyzed in the Company's Supervisory Board, deposited with the Bucharest Register of Trade and published in the Official Gazette, 4th Part no.585/03.03.2010 - our representative shall vote _____.

For item 1.1 from the Agenda: „Approval for the detachment of a part of Zarea's patrimony and for the transferring of the detached part to SC FORT CHITILA SA, company that shall be incorporated as such, in exchange of the allotment of symmetrical quotas of shares issued by SC FORT CHITILA SA to the shareholders of SC ZAREA SA registered with the Company's Shareholders' Registry at the Registration Date, established by the present AGEA, through the reduction of the share capital of SC ZAREA SA with the amount of 165,530.62 lei, from 9,540,637.80 lei to 9,375,107.60 lei, with the corresponding annulment of 1,655,302 shares issued by SC ZAREA SA - our representative shall vote _____.

For item 1.2 from the Agenda: „Approval for maintaining the shares issued by SC ZAREA SA on the BVB regulated market, 2nd Category of shares.” - our representative shall vote _____.

For item 1.3 from the Agenda: „Approval for appointing the Directorate of SC ZAREA SA to prepare the preliminary prospectus required by art.15 alin.1 letter b item 6 from No.1/2006 CNVM Regulation, as it had been amended and supplemented.” - our representative shall vote _____.

For item 1.4 from the Agenda: „Approval for amending the Constitutive Deed of SC ZAREA SA as following:

a) Article 7. Share capital. Shares shall be modified and shall have the following content:

7.1. The Company's share capital is of 9,375,107.60 lei, divided into 93,751,076 nominative shares, with a nominal value of 0,1 lei each, entirely subscribed by the shareholders.

7.2. The percentage of the shares among the shareholders is the following:

- SC AMBRA SA owns a pack of 47,819,720 shares, with a nominal value of 0,1 lei each, representing 51,0071% of the share capital, fully paid and subscribed.

- SC KAROM TRADING IMPORT-EXPORT SRL owns a pack of 33,869,987 shares, with a nominal value of 0,1 lei each, representing 36,1276% of the share capital, fully paid and subscribed.

- Other shareholders: own 12,061,369 shares, with a nominal value of 0,1 lei each, representing 12,8653% of the share capital, fully paid and subscribed.

7.3. The number of shares owned by the shareholders is provided for each of the shareholders in the Shareholders' Registry of SC ZAREA SA.

b) All the other provisions of the Company's Constitutive Deed remain unchanged.” - our representative shall vote _____.

For the 2nd item of the Agenda: „The approval of the Constitutive Deed of SC FORT CHITILA SA, joint-stock company, with the following features:

Duration: unlimited

Main activity: Manufacturing wine - CAEN Code 1102

Share capital: 165,530.20 lei

Nominal value of a share: 0,1 lei/share

Features of the shares: ordinary, nominative, un-certificated shares

Headquarters: Bucharest, Piatra Cetei nr.1, sector 1

Administration system: two-tire system

The structure of the Supervisory Board: Robert Ogor, Alecu Ioan-Nicolae, Wilhelm Seiler, Piotr Kazmierczak, Tilea Ciprian-Eusebiu.

Financial auditor: SC BDO AUDIT SRL, registered with the Bucharest Register of Trade under no. J40/22485/1994, VAT no.6546223, located in Bucharest, sector 3, Str. Nerva Traian nr.3, bl.M101, et.6 si 7, in Imobilul City Business Center.” - our representative shall vote _____.

For the 3rd item of the Agenda: „Approval for the admission to trading on a regulated market operated by BVB SA of the shares issued by SC FORT CHITILA SA.” - our representative shall vote _____.

For the 4th item of the Agenda: „Approval for the Central Depository to keep the Shareholders' Registry of SC FORT CHITILA SA.” - our representative shall vote _____.

For the 5th item of the Agenda: „Approval for appointing Mr. Tosa Dumitru, in his capacity as the Vice-President of the Directorate of SC ZAREA SA, to conclude and sign in the name of SC FORT CHITILA SA and/or the shareholders of SC FORT CHITILA SA the following documents:

- a) The Resolutions of the present Extraordinary General Assembly of the Shareholders of SC ZAREA SA.
- b) The Constitutive Deed of SC FORT CHITILA SA.
- c) The minute for the transfer of the detached patrimony, concluded between SC ZAREA SA and SC FORT CHITILA SA.
- d) The rental contract for the headquarters of SC FORT CHITILA SA, concluded between SC ZAREA SA and SC FORT CHITILA SA.
- e) The starting financial statement of SC FORT CHITILA SA.
- f) The contract for financial investment services for introducing the shares issued by SC FORT CHITILA SA on the regulated market operated by BVB.
- g) The document for the admission to trading on the regulated market operated by BVB SA of the shares issued by SC FORT CHITILA SA.
- h) The presentation document of SC FORT CHITILA SA and the agreement on the admission to trading on the regulated market operated by BVB of the shares issued by SC FORT CHITILA SA.
- i) Any and all resolutions, documents, applications concluded for the execution of the decisions provided by the above mentioned items, including the admission to trading on a regulated market operated by BVB SA of the shares issued by SC FORT CHITILA SA and for the performance of all the formalities in order to register and authorize SC FORT CHITILA SA and its statutory bodies with the Bucharest Register of Trade, the registration of SC FORT CHITILA SA and of its shares in CNVM's record, selection of an investment undertaking to lead the procedure for the admission to trading on the regulated market operated by BVB of the shares issued by SC FORT CHITILA SA." - our representative shall vote _____.

For the 6th item of the Agenda: „The approval for appointing Mr. Popescu Emil, President of the Directorate of SC ZAREA SA, to conclude and sign, in the name and on behalf of SC ZAREA SA of the following documents:

- a) Resolutions of the present Extraordinary General Assembly of the Shareholders of SC ZAREA SA.
- b) The updating constitutive deed of SC ZAREA SA.
- c) The minute for the transfer of the detached patrimony concluded between SC ZAREA SA and SC FORT CHITILA SA.
- d) The rental contract for the headquarters of SC FORT CHITILA SA, concluded between SC ZAREA SA and SC FORT CHITILA SA.
- e) The financial statement of SC ZAREA SA after the detachment procedures.

- f) Any and all resolutions, documents, applications concluded for the execution of the decisions provided by the above mentioned items, including for maintaining to trade on the market regulated by BVB of the shares issued by SC ZAREA SA and to perform all the necessary formalities for the execution of the approved decisions, for the execution of the Detachment and for maintaining for maintaining to trade on the market regulated by BVB of the shares issued by SC ZAREA SA.” - our representative shall vote _____.

For the 7th item of the Agenda: „Approval for the Company to extend the validity of the loan agreements and the financing agreements concluded between SC ZAREA SA and BRD - GSG Dristor Branch and to increase the value up to 10,000,000 EUR (tenmillionseur).” - our representative shall vote _____.

For the 8th item of the Agenda: „Approval for the Company to extend the validity of the mortgage contracts concluded for the guarantee of the loans and of the bank agreements mentioned at items 7 above in the favor of BRD - GSG Dristor Branch, upon the following properties:

- a) Plot of land and buildings located in Bucharest, sector 1, Str. Piatra Cetei nr.1.
- b) Plot of land and buildings located in Bucharest, sector 1, Str. Piatra Cetei nr.1A.
- c) Plot of land and buildings located in Bucharest, sector 1, Sos. Bucuresti-Ploiesti nr.954A.” - our representative shall vote _____.

For the 9th item of the Agenda: „Approval of 22.07.2010 as the Registration Date according to Law no.297/2004, regarding the capital market.” - our representative shall vote _____.

The **Representative** shall fulfil any and all formalities required under the law or considered necessary for the purpose of this power of attorney and shall sign any required document.

The Representative also has the right, power and authority to represent the Company and to vote as stated above, also at the 2nd convening of the Extraordinary General Assembly, that shall take place on the 8th of July 2010, at 10.00 AM, in case the legally and statutory quorum, according to Law 31/1990, modified and republished and according to the provisions of the Company’s incorporating instrument, would not be reached on the 7th of July 2010, at the first convening.

This Power of Attorney shall be effective from the date of execution and remains in force until the finalization of the purpose for which this power of attorney was issued, unless the present power of attorney is explicitly or implicitly revoked by me.

Executed in 2 copies on 2010 in _____.

represented by

Mr. _____
