

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA**

MICHAEL MILLER, individually and on behalf of
all others similarly situated,

Plaintiff,

v.

DYADIC INTERNATIONAL, INC., RICHARD J.
BERMAN, MARK A. EMALFARB, RUFUS GARDNER,
WAYNE MOOR, HARRY Z. ROSENGART, and
STEPHEN J. WARNER,

Defendants.

Case No. 07-80948-CIV-Dimitrouleas

Proof Of Claim And Release

I. GENERAL INSTRUCTIONS

To recover as a member of the Class in this litigation (the "Litigation"), please follow these instructions.

You must complete this Proof of Claim and Release, sign Part VIII, entitled Schedule of Transactions in Dyadic common stock, and then submit it. If you fail to submit a properly addressed Proof of Claim and Release on time, your claim may be rejected. (See address information below.) This may preclude you from any recovery from the Settlement Fund.

You must submit this Proof of Claim and Release in order to have your claim considered. However, it is not a guarantee that you will share in the proceeds of the Settlement in the Litigation.

You Must Mail Your Completed And Signed Proof Of Claim And Release Postmarked On Or Before September 13, 2010, Addressed As Follows:

Dyadic Shareholders Litigation
Claims Administrator
c/o Strategic Claims Services
600 North Jackson Street
Suite 3
Media, PA 19063

Website: www.strategicclaims.net

If you are a Member of the Class and you do not timely request exclusion, you will be bound by the terms of any judgment entered in the Litigation.

If you are **not** a Class Member, **do not** submit a Proof of Claim and Release form. A Class Member is defined in the "Notice of Pendency and Proposed Settlement of Class Action, Hearing on Proposed Settlement and Attorneys' Fee Petition ('Notice')."

II. DEFINITIONS

All capitalized terms used in this Proof of Claim and Release are defined in the Notice.

III. CLAIMANT IDENTIFICATION (HOW TO IDENTIFY YOURSELF)

1. You are a beneficial and record acquirer if you:

- Acquired Dyadic common stock between October 29, 2004 and April 23, 2007 (the "Class Period") on a national securities exchange or an electronic quotation system, including, but not limited to, the American Stock Exchange or the OTC Bulletin Board, and
- Held the certificate(s) in your name.

You are the beneficial acquirer and a third party is the record acquirer if:

- The certificate(s) were registered in the name of a third party. A third party could be a nominee or brokerage firm.

2. This Claim Must Be Filed By The Actual Beneficial Acquirer(s), Or The Legal Representative Of Such Acquirer(s), Of The Dyadic Common Stock In the Class.

3. All joint acquirers of Dyadic common stock must sign this Proof of Claim and Release. Executors, administrators, guardians, conservators, and trustees must complete and sign this Proof of Claim and Release on behalf of Persons represented by them. A copy of proof of their authority must accompany this Proof of Claim and Release. Their titles or capacities must be stated. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

IV. CLAIM FORM

1. Use Part VIII entitled "Schedule of Transactions in Dyadic Common Stock," to supply all required information regarding your ownership of and transaction(s) in Dyadic common stock. If you need more space or additional schedules, attach separate sheets. In the attachment, you should give all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

2. List each purchase and sale between October 29, 2004 and April 23, 2007, separately and in chronological order, by trade date. Start with the earliest date. You must accurately provide the month, day, and year of each transaction you list, along with the quantity and selling price.

3. Any loans of Dyadic common stock to Persons engaged in a "short sale" are not considered a sale.

4. You must attach photocopies of the documentation of all your transactions in Dyadic common stock. This includes broker confirmation slips, broker statements, relevant portions of federal or state tax returns, or other documentation. Failure to provide this documentation will delay verification of your claim and could result in rejection of your claim. Do not send original documents.

5. The Claims Administrator may request additional information as required to calculate your claim. In cases where the Claims Administrator cannot perform the calculation accurately or at a reasonable cost to the Class, the Claims Administrator may require the production of additional information. In certain cases, calculating a claim may require the hiring of an accounting expert at the claimant's expense.

Notice Regarding Electronic Files: Certain claimants with a large number of transactions, such as institutional holders, may ask (or be asked) to submit claim information in an electronic format. The Claims Administrator will decide when electronic filing of information will be authorized. In these cases, all claimants **must** still submit a manually signed paper Proof of Claim and Release form. The Proof of Claim and Release form must list all the data and transactions, whether or not they are also submitted electronically. Only electronic files authorized by the Claims Administrator will be considered properly submitted. The Claims Administrator will issue a written acknowledgment of receipt and acceptance of electronically submitted data to the claimant.

V. CLASS MEMBER SUBMISSION TO THE JURISDICTION OF THE COURT

I (We) submit this Proof of Claim and Release under the terms of the Stipulation of Settlement described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Southern District of Florida. The Court has jurisdiction over my (our) claim and the enforcement of the release granted. I (We) acknowledge I am (we are) bound by the terms of any judgment in the Litigation. I (We) agree to furnish additional information to the Claims Administrator to support this claim if necessary. I (We) have not submitted any other claim covering the same acquisitions or sales of Dyadic common stock. I (We) know of no other Person having done so on my (our) behalf.

VI. RELEASE

1. If you remain a Class Member, you release all claims against the Released Parties for the Settled Claims. This means you give up all rights to sue concerning the Settled Claims. Specifically, all Class Members and their representatives will be forever barred from any legal prosecution of the Settled Claims against any of the Released Parties.

2. "Released Parties" means Defendants Dyadic International, Inc. ("Dyadic"), Richard J. Berman, Mark A. Emalfarb, Rufus K. Gardner, Wayne Moor, Harry Z. Rosengart, and Stephen J. Warner and their past or present directors, officers, employees, partners, principals, agents, underwriters, issuers, insurers, co-insurers, reinsurers, controlling shareholders, attorneys, accountants, auditors, banks or investment bankers, advisors, personal or legal representatives, predecessors, successors, parents, subsidiaries, divisions, joint venturers, assigns, spouses, heirs, associates, related or affiliated entities, any entity in which any of them has or had a controlling interest, any members of their immediate families, any trust of which any of them is the settlor or which is for the benefit of any of them and/or member(s) of their families, and any past or present officer or director of each of the foregoing entities.

3. "Settled Claims" means any and all claims, rights, or causes of action or liabilities whatsoever, whether based on federal, state, local, statutory, or common law or any other law, rule, or regulation, including both known claims and Unknown Claims, that have been or could reasonably have been asserted in any forum by the Class Members, or any of them, whether directly, indirectly, representatively, or in any other capacity against any of the Released Parties and which arise out of, or relate in any manner to, the alleged misstatements, including the facts, occurrences, acts, disclosures, statements, omissions, or failures to act which were alleged or could have been alleged in the Litigation.

4. This release shall only be in force when the Stipulation of Settlement becomes effective on the Effective Date.

5. I (We) guarantee that I (we) have not assigned or transferred (or purported to assign or transfer), voluntarily or involuntarily, any Released Claim or any other part or portion thereof.

I (We) guarantee that I (we) have included complete information about the number of shares of Dyadic common stock acquired by me (us) by my (our) purchases and sales of Dyadic common stock, which occurred between October 29, 2004 and April 23, 2007, inclusive.

PART VIII: SCHEDULE OF TRANSACTIONS IN DYADIC COMMON STOCK

A. Stock Ownership on October 28, 2004

At the close of trading on October 28, 2004, I (we) owned shares of Dyadic common stock (write none or zero ("0"), if no shares were owned on that date)

B. Stock Purchases After October 28, 2004

I (we) made the following purchases of Dyadic common stock between (and including) October 29, 2004, and April 23, 2007:

Purchase (Trade) Date (List Chronologically) (Month/Day/Year)	Number of Shares of Common Stock Purchased	Purchase Price Per Share of Common Stock	Total Purchase Price (Excluding Commissions, Taxes, and Fees)
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>

Please attach pages for additional transactions as necessary. Please sign and print or type your name on each additional sheet.

C. Stock Sales After October 28, 2004

I (we) made the following sales of Dyadic common stock between (and including) October 29, 2004, and April 23, 2007:

Sale (Trade) Date (List Chronologically) (Month/Day/Year)	Number of Shares of Common Stock Sold	Sale Price Per Share of Common Stock	Total Amount Received (Excluding Commissions, Taxes, and Fees)
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>

Please attach pages for additional transactions as necessary. Please sign and print or type your name on each additional sheet.

D. Stock Ownership on April 23, 2007

At the close of trading on April 23, 2007, I (we) owned shares of Dyadic common stock (write none or zero ("0"), if no shares were owned on that date)

For each transaction listed above, you **must** attach a legible copy of a broker's confirmation, monthly statement, correspondence, relevant portions of a tax return or other documentation confirming the above-listed transaction(s) in Dyadic common stock. Do not submit originals of such documents.

CERTIFICATION

I (we) certify that I am (we are) not subject to backup withholding under the provisions of Section 3406 (a)(1)(c) of the Internal Revenue Code because: (a) I am (we are) exempt from backup withholding; or (b) I (we) have not been notified by the I.R.S. that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends; or (c) the I.R.S. has notified me (us) that I am (we are) no longer subject to backup withholding.

NOTE: If you have been notified by the I.R.S. that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the immediately preceding paragraph.

I (we) certify under penalty of perjury under the laws of the United States of America that the information included in this claim form (and any additional sheets) is true and correct, that this claim is being submitted by or on behalf of a Class Member, and that this is the only claim being made with respect to these Exchanged Shares and Eligible Shares,

executed this _____ day of _____, 2010 in _____, _____
(City) (State/Country)

Signature of Claimant

(Type or Print Your Name Here)

Capacity of person(s) signing, if other than in an individual capacity, e.g., Beneficial Owner, Executor, or Administrator

Signature of Joint Claimant, if any

(Type or Print Your Name Here)

Capacity of person(s) signing, if other than in an individual capacity, e.g., Beneficial Owner, Executor, or Administrator

This Proof Of Claim Must Be Postmarked No Later Than September 13, 2010 And Be Mailed To:

Dyadic Shareholders Litigation
c/o Strategic Claims Services
600 North Jackson Street
Suite 3
Media, PA 19063
Telephone: (866) 274-4004 Fax: (610) 565-7985
Website: www.strategicclaims.net

Dyadic Shareholders Litigation
Claims Administrator
c/o Strategic Claims Services
600 North Jackson Street, Suite 3
Media, PA 19063

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PLEASE FORWARD—IMPORTANT LEGAL NOTICE

**ACCURATE CLAIMS PROCESSING TAKES A
SIGNIFICANT AMOUNT OF TIME.
THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

1. Please complete and sign the release and certification.
2. Remember to attach supporting documentation.
3. Do not send originals of stock certificates or other documents.
4. Keep a copy of your claim form for your records, including any attachments or supporting documents.
5. If you desire an acknowledgement of receipt of your claim form, please send it Certified Mail, Return Receipt Requested.
6. If you move, please send us your new address.