**SPECIAL POWER OF ATTORNEY[[1]](#footnote-2)**

**for representation within the**

**Ordinary General Meeting of Shareholders of**

**AGROSERV MĂRIUȚA S.A.**

**din 18.08.2021**

The undersigned[[2]](#footnote-3) ......................................, citizen.............................., born in ..........................., on ....................................., holder of the ID / passport ......... series, no. ........................ issued by ........................ on ........................, Personal identification number.............................................................., residing in .................................................................... .................................................................... ("**Shareholder**")

**OR**

The subscribed[[3]](#footnote-4)………………………….. a company established and operating in accordance with the laws of…………………….., with the registered office in ……………………………………………………………………………………, registered with ………………………………….. under no. ............................., legally represented by ...................................... holder of the ID / passport ......... series, no. ........................ issued by ........................ on ........................, Personal identification number.............................................................., residing in .................................................................... .................................................................... ("**Shareholder**")

Legally represented by

[[4]](#footnote-5)......................................, citizen.............................., born in ..........................., on ....................................., holder of the ID / passport ......... series, no. ........................ issued by ........................ on ........................, Personal identification number.............................................................., residing in .................................................................... ...................................................................., in his/her capacity of ............................... according to the general / special power of attorney no............. dated .........................

**OR**

[[5]](#footnote-6)............................................, company established and operating in accordance with the laws of .............................., with the registered office in .............................................................., registered with the Trade Registry / similar entity for non-resident legal entities under no. .............................................., with the sole registration number (CUI) / equivalent registration number for non-resident legal entities........................................., legally represented by ............................................................., according to the general / special power of attorney no............. dated .................................,

Shareholder, on the Reference Date, respectively on **August 10th, 2021**, of AGROSERV MĂRIUȚA SA, a joint stock company managed in a unitary system and operating in accordance with the Romanian laws, with its registered office in Drăgoești, Zootechnical Farm, Ialomița County, Romania, registered with the Trade Register attached to Ialomița Tribunal under no. J21/195/2008, sole registration number RO 6363609, having a subscribed and paid-in share capital in the amount of RON 173,102, divided into 1,731,020 shares, each with a nominal value of 0.1 lei/share (hereinafter referred to as "**Company"**)

holding a number of \_\_\_\_\_\_\_\_\_ shares, representing \_\_\_\_\_% of the total shares issued by the Company,

*Considering the agenda* of the Ordinary General Meeting of the Company ("**OGMS") convened for August 18th, 2021 (first convocation), starting with 12:00 (Romanian time)**, respectively for August 19th, 2021, if the OGMS will not be validly held upon the first convocation, as well as the documentation provided by the Company,

I hereby authorize[[6]](#footnote-7)

[[7]](#footnote-8)......................................, citizen.............................., born in ..........................., on ....................................., holder of the ID / passport ......... series, no. ........................ issued by ........................ on ........................, Personal identification number.............................................................., residing in .................................................................... ...................................................................., as ............................... according to the general / special power of attorney no............. dated ......................... **("Agent")**

**OR**

[[8]](#footnote-9)............................................, company established and operating in accordance with the laws of .............................., with the registered office in .............................................................., registered with the Trade Registry / similar entity for non-resident legal entities under no. .............................................., with the sole registration number (CUI) / equivalent registration number for non-resident legal entities........................................., legally represented by ............................................................., according to the general / special power of attorney no............. dated................................., **("Agent")**

to represent me in the **OGMS of August 18th, 2021 (first convocation), starting with 12:00 (Romanian time), at the lucrative facility** **of the Company from Drăgoești, Str. Primăriei, no.59, postal code 927100, Ialomița county, Romania - Milk processing factory - meeting room**, or, if the OGMS will not be able to be held at the first convocation from August 18th, 2021, on the date of the second convocation of the OGMS, established for August 19th, 2021, at 12:00 (Romanian time), at the **lucrative facility of the Company from Drăgoești, Str. Primariei, no.59, postal code 927100, Ialomița county, Romania - Milk processing factory - meeting room**,

to exercise the voting right related to the shares held by the undersigned at the end of the day of 10.08.2021, established as a reference date, as follows:

1. Approval of the appointment of three members of the Board of Directors of the Company, for a term of 4 (four) years, starting with January 1st, 2022.[[9]](#footnote-10)
	1. Serban Nicusor

**For [ ]  Against [ ]  Abstain [ ]**

* 1. Negritoiu Misu

**For [ ]  Against [ ]  Abstain [ ]**

* 1. Danila Cornel

**For [ ]  Against [ ]  Abstain [ ]**

* 1. Vasile Cristian Bogdan

**For [ ]  Against [ ]  Abstain [ ]**

1. Deputing the sole administrator of the Company, to sign, in the name and on behalf of the Company, the management contracts that will be concluded by the Company with the directors elected according to point 1.

**For [ ]  Against [ ]  Abstain [ ]**

1. Approval of the remuneration of the members of the Board of Directors for the entire term of office which will start on January 1st, 2022, as follows (i) RON 3,000 / month net for each member of the Board of Directors except the chairman and (ii) RON 3,500 / month net for the chairman of the Board of Directors;

**For [ ]  Against [ ]  Abstain [ ]**

1. Approval of the Company's Remuneration Policy.

**For [ ]  Against [ ]  Abstain [ ]**

1. Deputing Mr. Șerban Nicușor, sole director of the Company to prepare and sign, on behalf of the Company, to carry out and submit any documents, as well as to give any necessary statements and complete any formalities related to the OGMS decisions, such as those of publication, including to pay any fees, to request and receive any documents / papers issued by any competent authorities, as well as granting the right to delegate to another person the mandate for the aforementioned formalities.

**For [ ]  Against [ ]  Abstain [ ]**

 *(Note on filling in the special power of attorney: Indicate your vote by checking with an "X" one of the "FOR", "AGAINST" or "ABSTAIN" options. If more than one option is ticked with "X" or no option is ticked, that vote shall be considered null and void.)*

This special power of attorney:

1. is valid only for the OGMS of August 18th, 2021 and, if applicable, for the second convocation of the same OGMS of August 19th, 2021, at 12:00 (Romanian time);
2. In case of discussion within the OGMS, in accordance with the legal provisions, of some items not included on the published agenda, the Agent may vote on them according to the interest of the represented shareholder.
3. the deadline for its registration with the Company, in physical format or by e-mail (according to Law no. 455/2001 on electronic signature) is 13.08.2021, 16:30 (Romanian time);
4. is drafted in 3 original counterparts, of which: one copy remains with the Shareholder, one copy with the Agent and one will be submitted / sent to the registry of the Company from Drăgoești, Str. Primariei no. 59 (milk processing factory), postal code 927100, Ialomița county, Romania, in a sealed envelope, clearly written and in capital letters "**FOR THE GENERAL MEETINGS OF THE SHAREHOLDERS OF AGROSERV MĂRIUȚA SA FROM AUGUST 18th, 2021**" or by e-mail with embedded extended electronic signature, according to Law no. 455/2001 regarding the electronic signature, to the address ir@milkfarm.eu, mentioning the subject: "**FOR THE GENERAL MEETINGS OF THE SHAREHOLDERS OF AGROSERV MĂRIUȚA S.A. FROM AUGUST 18th, 2021**".

I hereby enclose to this special power of attorney:

1. a copy of the shareholder's identity card (BI or CI for Romanian citizens or passport for foreign citizens)

or[[10]](#footnote-11)

1. the confirmation of company details of the Shareholder, in original or a true copy, issued by the Trade Register, within the validity period or any other document, in original or true copy, issued by a competent authority of the home state within the validity period

and

a copy of the identity document of the Agent (BI or CI for Romanian citizens or passport for foreign citizens) of the legal entity shareholder.

1. a copy of the Agent's identity card (BI or CI for Romanian citizens or passport for foreign citizens)

or[[11]](#footnote-12)

1. the confirmation of company details of the Agent, in original or a true copy, issued by the Trade Register, within the validity period or any other document, in original or true copy, issued by a competent authority of the home state within the validity period

and

a copy of the identity card of the Agent's proxy (BI or CI for Romanian citizens or passport for foreign citizens) of the legal entity shareholder.

**Date.........................................**

**NAME AND SURNAME OF THE NATURAL PERSON SHAREHOLDER OR OF THE AGENT OF THE SHAREHOLDER THAT IS A LEGAL ENTITY / LEGAL PERSON WITHOUT LEGAL PERSONALITY**

**………………………….......................................................................................**

**Signature**

**........................................................................**

1. *A shareholder may be represented in the OGMS by a single agent with a special power of attorney granted for the OGMS of August 18th, 2021. A shareholder may appoint by special power of attorney one or more alternate agents to ensure his representation in the OGMS if the main agent designated is unable to fulfil his mandate. If several alternate agents are appointed by special power of attorney, the shareholder will also establish the order in which they will exercise their mandate,* [↑](#footnote-ref-2)
2. *To be filled in only for individual shareholders* [↑](#footnote-ref-3)
3. *To be filled in only for shareholders who are legal persons/ entities without legal personality* [↑](#footnote-ref-4)
4. *To be filled in only if the agent is a legal entity* [↑](#footnote-ref-5)
5. *To be filled in only if the agent is a legal entity* [↑](#footnote-ref-6)
6. *To be filled in with the name of the designated agent (respectively proxy)* [↑](#footnote-ref-7)
7. *To* *be filled in only if the agent is a natural person* [↑](#footnote-ref-8)
8. *To be filled in only if the agent is a legal entity* [↑](#footnote-ref-9)
9. *The deadline by which proposals may be made for the positions of member of the Board of Directors expires on 06.08.2021 at 16:30; After the expiration of this term, at least 10 calendar days before the OGMS date, this ballot paper will be updated with the names of the proposed candidates.*

*This item on the agenda requires a secret ballot. Its disclosure is made in accordance with art. 92 of Law 24/2017, to the members of the secretariat in charge of counting the secret votes cast and only when the other votes cast in secret by the present shareholders or by the agents of the shareholders participating in the meeting are known. In the case of a vote by proxy, the disclosure of the vote to him before the general meeting shall not constitute a breach of the requirement of secrecy of the vote* [↑](#footnote-ref-10)
10. To be filled in only if the Shareholder is a legal entity [↑](#footnote-ref-11)
11. To be filled in only if the Agent is a legal entity [↑](#footnote-ref-12)