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

**for representation within the**

**Extraordinary General Meeting of Shareholders of**

**AGROSERV MĂRIUȚA S.A.**

**dated 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 Extraordinary General Meeting of the Company ("**EGMS") convened for August 18th, 2021 (first convocation), starting with 11:00 (Romanian time)**, respectively for August 19th, 2021, if the EGMS 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 **EGMS of August 18th, 2021 (first convocation), starting with 11:00 (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 EGMS will not be able to be held at the first convocation from August 18th, 2021, on the date of the second convocation of the EGMS, established for August 19th, 2021, at 11:00 (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. **Amendment of the Company's Articles of Association, starting with 01.01.2022 as follows:**
   1. Removal of references to the sole administrator from the terms *"to the sole administrator/Board of Directors", "sole administrator/Board of Directors", "sole administrator/ members of the Board of Directors", "sole administrator/ members of the Board of Directors", "sole administrator/ the Chairman of the Board of Directors* " from the Company's Articles of Association.
   2. Replacement of the terms "*sole director",* "*sole administrator*" and "*to the sole administrator*" from the Company's Articles of Association with the terms "*board of directors*" and "*board of administration*", respectively, as appropriate;
   3. Amendment of art. 15. of the Company's Articles of Association as follows:

*" 15.1. The company is managed, in a unitary system, by a Board of Directors consisting of three (3) members appointed by the ordinary general meeting of shareholders, for a maximum term of 4 years, with the possibility of re-election for subsequent terms of 4 years. The administrators can be Romanian or foreign citizens, natural or legal persons.*

* 1. *Candidates for the positions of members of the board of directors may be appointed by the shareholders or by other directors in office within the Company.*
  2. *If there is a vacancy, the Board of Directors will appoint an interim member for an effective term of office from the date of appointment until the next general meeting of shareholders has on the agenda the appointment of a member on the Board of Directors. The next ordinary general meeting convened will have such an agenda, and the mandate of the administrator thus elected will be only for the remaining period from the moment of his appointment until the end of the term of office of his predecessor.*
  3. *If the number of existing members of the Board of Directors falls below two (2) at any time, the remaining member shall urgently convene a general meeting which shall have on its agenda the election of two (2) members of the Board of Directors.*
  4. *The chairman of the Board of Directors will be elected by the Board of Directors from among the members of the Board of Directors. The Chairman of the Board of Directors of the Company may also be appointed Chief Executive Officer.*
  5. *The Board of Directors shall meet in regular meetings, convened by the Chairman of the Board of Directors at least once every 3 months. Convening of meetings shall be sent to the members of the Board of Directors at least three (3) calendar days before the proposed date for a regular meeting.*
  6. *Where necessary, special meetings of the Board of Directors may be convened either by the Chairman of the Board of Directors on his own initiative or at the proposal of at least two (2) members of the Board of Directors or of the CEO, in each case at least one (1) business day before the written convocation sent to each member of the board of directors. The meeting of the Board of Directors may be held at any time without notice, if all the members of the Board of Directors are present or if those who are not present expressly waive the requirement to receive the notice of meeting in writing.*
  7. *The convening notice of the meetings of the Board of Directors shall be sent in writing, by courier, fax, registered letter or e-mail, in each case with acknowledgment of receipt and shall include the date, time and place of the meeting and the proposed agenda with relevant materials, the date and place of a subsequent meeting if the quorum for the first convened meeting has not been met and any other documentation that the Chairman of the Board of Directors deems necessary.*
  8. *The Board of Directors may hold meetings by telephone, video conference or correspondence. The contents of the minutes drawn up after such a meeting by telephone, video conference or correspondence must be confirmed in writing by all members of the Board of Directors who attended the meeting.*
  9. *The meeting of the Board of Directors is legally convened if at least 2 members of the Board of Directors are present or represented and the decisions are taken with the vote of the majority of the members present. In the event of a tie, the Chairman of the Board of Directors shall be decisive, unless the Chairman is also a director of the Company.*
  10. *If the chairman of the Board of Directors is unable or disqualified from voting at the Board of Directors' meeting, the other members may elect a chairman of the meeting, who shall have the same rights as the chairman in office.*
  11. *The members of the Board of Directors may be represented at meetings of the Board of Directors by other members of the Board of Directors, authorized by means of a special power of attorney. A present member may represent a single absent member.*
  12. *Minutes shall be drawn up at each meeting of the Board of Directors, in which the names of the participants, the agenda, the decisions taken, the number of votes cast and the separate opinions shall be recorded. The minutes shall be recorded in the register of meetings of the Board of Directors and shall be signed by the chairman of the Board of Directors or by the person who chaired the meeting and at least by another director present at the meeting.*
  13. *The members of the Board of Directors will conclude with the Company a management contract (mandate) during the term of office of the director, which will stipulate the rights, obligations and tasks of the respective member towards the Company and the remuneration received for the respective position.*
  14. *During the term of office, the directors may not conclude an employment agreement with the Company. If the directors have been appointed from among the employees of the Company, the individual employment agreement is suspended during the term of office."*
  15. Amendment of art. 16.2 of the Articles of Association as follows:

"*The Board of Directors is responsible for the daily development of the Company's activity within the limits established by the Company's shareholders, by the provisions of this Articles of Association and by the applicable law. The Chairman of the Board of Directors, in the name and on behalf of the Company, may, among others:*

1. *enter into and sign any contracts (including, but not limited to, any acquisition or commitment to purchase assets / stocks / services, financing contracts (operational or financial leasing, bank loans, supplier loans), rent, employment agreements, etc.).*
2. *make by his single signature any payments from any accounts of the Company.*"
   1. Amendment of art. 17 of the Articles of Association as follows:

"*The Chairman of the Board of Directors represents the Company in relation to third parties, the Company being bound by the signature of the Chairman of the Board of Directors - sole signature.*

*In the event that the board of directors appoints directors, the Company is represented and bound by the sole signature of any director who has attributions delegated by the board of directors.*

*The power of representation of the Company may be transferred on the basis of a power of attorney issued by the person having the power of representation. The right to sign in the relationship with banks may also be delegated.*"

Proposals to amend the Articles of Association will take effect on January 1st, 2022.

**For  Against  Abstain**

1. Granting a proxy to Mr. **Șerban Nicușor**, sole director of the Company to draw up and sign, on behalf of the Company, in order to prepare and submit any documents, as well as to give any necessary statements and complete any formalities related to the EGMS decisions, such as those related to the publication, including to pay any fees, to request and receive any documents issued by any competent authorities, to update the provisions of the articles of incorporation of the Company with the amendments approved at point 1 above and with the new increased share capital, in the case of obtaining the approval for points 3-5 below and to sign the articles of incorporation thus updated, as well as granting him the right to delegate to another person the mandate for the aforementioned formalities.

**For  Against  Abstention**

1. To use the amount of RON 865,510 from the undistributed profit of previous years to increase the share capital in order to distribute free shares.

**For  Against  Abstention**

1. To issue a number of 8,655,100 new shares with a nominal value of RON 0.1/share and to distribute them to the existing shareholders on the registration date, in the form of free shares, in the proportion of 5 new shares for one share held.

**For  Against  Abstention**

1. To approve the registration date October 5, 2021 for the aforementioned operation of increasing the share capital on, the ex-date October 4, 2021 and the payment date October 7, 2021.

**For  Against  Abstention**

1. To approve the acquisition of agricultural land using the pre-emption right according to Law no. 17/2014 on some measures to regulate the sale of agricultural land located outside the built-up area and amending the Law no. 268/200 on the privatization of companies holding public and privately owned state land for agricultural use and the establishment of the State Domains Agency, with subsequent amendments and completions, in the limit of 20% of the total fixed assets of the Company, less the receivables, as they have been established in the most recent audited financial statements of the Company, during a financial year.

**For  Against  Abstention**

1. Delegating the right to decide on the acquisition and to carry out all the necessary legal steps in order to fulfill the legal procedures for the acquisition of agricultural land, to the sole administrator and to the board of directors of the Company, starting with January 01, 2022 as decided in point 1, in the limit of 20% of the total fixed assets of the Company, less the receivables, as they were established in the most recent audited financial statements of the Company, during a financial year.

**For  Against  Abstention**

*(Note on filling in the absentee ballot: 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 EGMS of August 18th, 2021 and, if applicable, for the second convocation of the same EGMS of August 19th, 2021, at 11:00 (Romanian time);
2. In case of discussion within the EGMS, 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](mailto:office@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[[9]](#footnote-10)

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[[10]](#footnote-11)

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 EGMS by a single agent with a special power of attorney granted for the EGMS of August 18th, 2021. A shareholder may appoint by special power of attorney one or more alternate agents to ensure his representation in the EGMS 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. To be filled in only if the Shareholder is a legal entity [↑](#footnote-ref-10)
10. To be filled in only if the Agent is a legal entity [↑](#footnote-ref-11)