

NOTICE OF MEETING
OF THE ORDINARY GENERAL MEETING AND OF THE EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS

AGROSERV MĂRIUȚA S.A.

The company AGROSERV MĂRIUȚA S.A. registered in the Trade Register under no. J21/195/2008, Tax Identification Number RO 6363609, with registered office in Ferma Zootehnică, Str. Primăriei nr.42, Drăgoești, Ialomița, Romania, having a share capital subscribed and paid-up amounting to RON 1,038,612 (hereinafter referred to as the "Company"), by ȘERBAN NICUȘOR, as Chairman of the Board of Directors,

According to the Companies Law no. 31/1990, republished, as further amended and supplemented, (the "Companies Law"), to Law no. 24/2017 on issuers of financial instruments and market operations, as further amended and supplemented ("Law no. 24/2017"), to Regulation no. 5/2018 on issuers of financial instruments and market operations, as further amended and supplemented ("Regulation no. 5/2018") and to the Company's Articles of Incorporation (the "Articles of Incorporation"),

HEREBY CALLS

The Ordinary General Meeting of Shareholders ("OGMS") for the date 21.04.2022, at 11:00 am at the work place situated in Str. Primăriei nr 59, Drăgoești, Ialomița – meeting room, 1st floor, which will be attended by all shareholders of the Company registered in the register of shareholders (kept by Depozitarul Central S.A.) by the end of the day **06.04.2022**, established as reference date (the "**Reference Date**"). If the quorum required at the first call is not met, a second meeting of the OGMS shall be held on 26.04.2022, at 11:00 am, at the same place and with the same agenda and with the same Reference Date; and

AGENDA FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

1. To approve the annual individual financial statements, issued for the financial year ended as at 31 December 2021, accompanied by the report of the Sole Director and by the report of the Independent Auditor.
2. To approve the discharge from management of the Sole Director for the financial year corresponding to year 2021, based on the reports submitted.
3. To approve the individual income and expenditure budget for the financial year 2022.
4. To approve the distribution of the Company's profit for the financial year ended as at 31 December 2021, amounting to RON 1,737,358.87 gross, determined according to the applicable law, as follows:
 - i. RON 86,867 for the establishment of the legal reserves of the Company;
 - ii. 1,650,491.87 for the partial coverage of the 2020 tax loss.
5. To establish the remuneration of the members of the Board of Directors for the financial year 2022 at the level of RON 3,000 (net) / month, and at the level of RON 3,500 (net) / month for the Chairman of the Board of Directors, according to the remuneration policy of the Company.
6. To approve the date of 12.05.2022 as the registration date and the date of 11.05.2022 as ex-date for the identification of the shareholders affected by the effects of the decisions adopted by the OGMS.

7. To approve the power of attorney of the Chairman of the Board of Directors, with the possibility of subdelegation, to sign, in the name and on behalf of the Company, with full power and authority, any documents, including the decision of the OGMS, to submit, to request the publication of the decision in the Official Gazette of Romania part IV, to pick up any documents, to fulfill any necessary formalities before the Trade Register Office, as well as before any other authority, public institution, legal or natural persons, as well as to carry out any operations, in order to fulfill and to ensure the enforceability of the decisions to be taken by the OGMS.

GENERAL INFORMATION RELATED TO THE OGMS

AGROSERV MĂRIUȚA S.A. recommends and encourages its shareholders:

- a) to access information materials and forms for the OGMS electronically, from the dedicated website(<https://laptariacucaimac.ro/investitori/>) avoiding, as much as possible, their picking up from the registered office of the Company,
- b) to vote by mail, according to the instructions below,
- c) to use, as far as possible, email communication with an extended electronic signature as opposed to sending documents by mail or courier; and
- d) to check constantly the website dedicated to investors <https://laptariacucaimac.ro/investitori/> for news on the organization of the OGMS.

1. Proposals of shareholders regarding the OGMS

One or more shareholders representing, severally or jointly, at least 5% of the share capital of the Company (hereinafter referred to as "**Initiators**") shall be entitled:

- a) to introduce items on the agenda of the Meetings, provided that every item be accompanied by a justification or by a draft decision proposed to be adopted by the OGMS; and
- b) to present draft decisions for the items included or proposed to be included in the agenda of the OGMS.

The requests from Initiators for the inclusion of new items on the agenda, as well as draft decisions for items included or proposed to be included on the agenda of the OGMS, accompanied by a copy of the valid ID of the Initiator, may be submitted as follows:

- a) submitted at the register office of the Company situated in Drăgoești, Str. Primăriei nr. 59 (fabrica de procesare lapte), cod poștal 927100, județ Ialomița, Romania or transmitted by any form of courier, with acknowledgment of receipt to the register office of the Company, until **31.03.2022**, at **4:30 pm** (Romania time), in closed envelope, clearly marked in capital letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF AGROSERV MĂRIUȚA S.A. DATED 21 APRIL 2022**";
- b) transmitted by email with incorporated extended electronic signature, according to Law no. 455/2001 on electronic signature, until **31.03.2022**, at **4:30 pm** (Romania time), at ir@milkfarm.eu,

mentioning in the subject line" **FOR THE GENERAL MEETING OF SHAREHOLDERS OF AGROSERV MĂRIUȚA S.A. DATED 21 APRIL 2022**".

The agenda with the items thus proposed by the shareholders will be published no later than **05.04.2022**.

2. Questions related to the OGMS

The shareholders of the Company, irrespective of the level of their shareholding, may submit questions in writing on items on the agenda of the Meetings, accompanied by a copy of the shareholder's valid identity card, as follows:

- a) submitted at the register office of the Company situated in Drăgoești, Str. Primăriei nr. 59 (fabrica de procesare lapte), cod poștal 927100, județ Ialomița, Romania or transmitted by any form of courier, with acknowledgment of receipt to the register office of the Company, until **19.04.2022**, at **4:30 pm** (Romania time), in closed envelope, clearly marked in capital letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF AGROSERV MĂRIUȚA S.A. DATED 21 APRIL 2022**";
- b) transmitted by email with incorporated extended electronic signature, according to Law no. 455/2001 on electronic signature, accompanied by a copy of the shareholder's valid identity card, at ir@milkfarm.eu, mentioning in the subject line: "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF AGROSERV MĂRIUȚA S.A. DATED 21 APRIL 2022**"; until **19.04.2022**, at **4:30 pm** (Romania time).

3. Attendance at general meetings of shareholders

The access of shareholders registered in the register of shareholders on the Reference Date and entitled to participate in the Meetings is allowed by simply proving their identity, made, **(i)** as regards the shareholders natural persons, based on their identity card or, **(ii)** as regards the shareholders legal persons, based on the identity card of the legal representative, and **(iii)** as regards the shareholders legal persons and represented shareholders natural persons, according to the power of attorney granted to the person representing them, according to the applicable legal provisions.

The shareholders registered on the Reference Date in the register of shareholders of the Company kept by Depozitarul Central S.A. may attend the meetings in person or by attorney-in-fact, each shareholder having the right to appoint any other natural or legal person as his/her representative to attend and vote on his/her behalf within the OGMS, according to the provisions of art. 92 of Law no. 24/2017.

A shareholder may appoint one person to represent him/her at the OGMS. However, if a shareholder holds shares of the Company in more than one securities account, this restriction will not prevent him/her from appointing a separate representative for the shares held in each securities account in respect of a particular general meeting. However, the shareholder is prohibited from expressing different votes based on the shares he/she holds in the share capital of the Company.

As regards the attendance by representation, the shareholder will appoint a representative according to a limited power of attorney drawn up on the basis of the limited power of attorney form made available to shareholders by the Company, both in Romanian and English, or by a general power of attorney granted under the conditions set out below.

A shareholder may appoint by power of attorney one or more alternate representatives to ensure his/her representation within the OGMS unless the appointed representative is able to fulfill his/her mandate. If several alternate representatives are appointed by power of attorney, the order in which they will exercise their mandate must also be indicated.

If a shareholder is represented by a credit institution providing custody services, this one will be able to vote within the OGMS based on the voting instructions received by electronic means of communication, without the need for a limited or general power of attorney issued by the shareholder. The custodian will vote in the Meeting exclusively according to and within limit of the instructions received from his customers having the position of shareholders on the Reference Date.

If some items not included on the published agenda are discussed within the OGMS, according to the legal provisions, the attorney-in-fact may vote according to the interest of the represented shareholder.

4. Provisions regarding the limited power of attorney

The limited power of attorney is valid only for the Meeting for which it was granted and comprises specific voting instructions from the shareholder, with a clear specification of the voting option for each item on the agenda of the Meeting. The limited power of attorney can only be granted by using the limited power of attorney form made available to the shareholders by the Company according to section **Other provisions related to Meetings** below.

The representative must vote according to the instructions given by the shareholder who appointed him/her.

As regards the limited power of attorney, an original copy, filled in in Romanian or in English and signed by the shareholder, together with a copy of the identity document of the shareholder and the representative, shall be sent to the Company as follows:

- a) submitted at the register office of the Company situated in Drăgoești, Str. Primăriei nr. 59 (fabrica de procesare lapte), cod poștal 927100, județ Ialomița, Romania or transmitted by any form of courier, with acknowledgment of receipt to the register office of the Company, until **19.04.2022**, at **4:30 pm** (Romania time), in closed envelope, clearly marked in capital letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF AGROSERV MĂRIUȚA S.A. DATED 21 APRIL 2022**";
- b) transmitted by email with incorporated extended electronic signature, according to Law no. 455/2001 on electronic signature, accompanied by valid identification documents, at ir@milkfarm.eu, mentioning in the subject line: "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF AGROSERV MĂRIUȚA S.A. DATED 21 APRIL 2022**"; until **19.04.2022**, at **4:30 pm** (Romania time).

In all cases, the representative will submit to the organizers of the Meetings, an original counterpart of the limited power of attorney upon registration.

5. Provisions regarding the general power of attorney

The general power of attorney will be valid only if:

- a) it is granted for a period not exceeding 3 years,
- b) it allows expressly the shareholder's representative to vote in all matters under discussion within the general meetings of shareholders of one or more issuers identified in the power of attorney, individually or by a generic wording related to a particular category of issuers, including as regards acts of disposition; and
- c) it is granted by the shareholder, as customer, to an intermediary defined according to art. 2 par. (1) subpar. 20 of Law 24/2017 or to a lawyer.

The shareholders of the Company may not be represented in the Meetings based on the general power of attorney by a person who is in a situation of conflict of interest which may arise particularly in one of the following cases:

- a) he/she is majority shareholder of the Company, or another entity, controlled by the respective shareholder;
- b) he/she is member of an administrative, management or supervisory body of the Company, of a majority shareholder or of a controlled entity, according to letter a);
- c) he/she is employee or auditor of the Company or of a majority shareholder or of a controlled entity, according to letter a);
- d) he/she is the spouse, relative or relative up to and including the fourth degree of one of the natural persons referred to at letters (a) to (c).

The general power of attorney must comprise at least the following information:

- a) shareholder name;
- b) representative name (the person to whom the power of attorney is granted);
- c) the date of the power of attorney and its period of validity, according to the legal provisions; the powers of attorney bearing a later date have the effect of revoking powers of attorney dated earlier;
- d) a statement that the shareholder authorizes the representative to attend and to vote on his/her behalf by means of a general power of attorney at the general meeting of shareholders related to the shareholder's entire holding as at the reference date, specifying expressly the company/companies for which such general power of attorney is used, either individually or in a generic form relating to a specific category of issuers.

The general power of attorney ceases according to par. 2 art. 202 of the FSA Regulation no. 5/2018.

Before its first use, a copy of the general power of attorney signed by the shareholder and having the minimum content provided by the FSA Regulation no. 5/2018, including the statement of compliance with the original under the signature of the representative, together with a statement on own responsibility of the legal representative, of the intermediary or of the lawyer according to the provisions below, will be transmitted to the Company as follows:

- a) submitted at the register office of the Company situated in Drăgoești, Str. Primăriei nr. 59 (fabrica de procesare lapte), cod poștal 927100, județ Ialomița, Romania or transmitted by any form of courier, with acknowledgment of receipt to the register office of the Company, until **19.04.2022**, at **4:30 pm** (Romania time), in closed envelope, clearly marked in capital letters "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF AGROSERV MĂRIUȚA S.A. DATED 21 APRIL 2022**";

- b) transmitted by email with incorporated extended electronic signature, according to Law no. 455/2001 on electronic signature, accompanied by valid identification documents, at ir@milkfarm.eu, mentioning in the subject line: "**FOR THE GENERAL MEETING OF SHAREHOLDERS OF AGROSERV MĂRIUȚA S.A. DATED 21 APRIL 2022**"; until **19.04.2022**, at **4:30 pm** (Romania time).

The statement on own responsibility given by the legal representative of the intermediary or by the lawyer who received the power of attorney through the general power of attorney granted by a shareholder as a customer, will specify the following:

- a) the power of attorney is granted by the respective shareholder, as customer, to the intermediary or, as the case may be, to the lawyer;
- b) the general power of attorney is signed by the shareholder, including by attachment of extended electronic signature, as the case may be.

The statement must be submitted with the Company in original, signed and, as the case may be, sealed, without any other formalities related to its form. The statement is submitted with the Company at the same time with the general power of attorney, under the conditions and terms disposed above.

Copies of the general powers of attorney are retained by the Company, and this is mentioned in the minutes of each Meeting.

6. Other provisions regarding representation

Shareholders may appoint and revoke their representative by electronic means of data transmission, and the revocation shall be effective and enforceable against the Company if received by the Company by the deadline for filing/transmitting the powers of attorney.

The attorney in fact may not be replaced by another person unless this right has been expressly conferred on him by the shareholder in the power of attorney. If attorney-in-fact is a legal person, this one may exercise the mandate received through any person belonging to its administrative or management body or among its employees.

7. Vote by mail

The shareholders of the Company registered on the Reference Date in the register of shareholders of the Company kept by Depozitarul Central S.A. have the possibility to vote by mail by using the ballot form for voting by mail made available to the shareholders by the Company both in Romanian and English.

The vote by mail may be expressed by a shareholder's conventional representative only if the representative has received from that shareholder a special/general power of attorney which is submitted to the Company according to the section provisions regarding the limited power of attorney or the section provisions regarding the general power of attorney, as the case may be, or if the representative is a credit institution providing custodial services, subject to Article 92 par. (11) of Law no. 24/2017.

If the shareholder who expressed the vote by mail attends in person or by representative at the Meeting, the vote by mail expressed for such Meeting is cancelled. In this case, only the vote expressed in person or by representative is considered. If the person representing the shareholder by personal attendance at the Meeting is other than the person who voted by mail, then, in order for his/her vote to be valid, he/she shall submit to the Secretary of the Meeting a written revocation of the vote by mail signed by the shareholder or by the representative who voted by mail. This is not necessary if the shareholder or his/her legal representative is present in person at the Meeting.

As regards the vote by mail, the ballot papers, filled in in Romanian or in English and signed, together with a copy of the identity document of the shareholder, can be transmitted as follows:

- a) submitted at the register office of the Company situated in Drăgoești, Str. Primăriei nr. 59 (fabrica de procesare lapte), cod poștal 927100, județ Ialomița, Romania or transmitted by any form of courier, with acknowledgment of receipt to the register office of the Company, until **19.04.2022**, at **4:30 pm** (Romania time), in closed envelope, clearly marked in capital letters **"FOR THE GENERAL MEETING OF SHAREHOLDERS OF AGROSERV MĂRIUȚA S.A. DATED 21 APRIL 2022"**;
- b) transmitted by email with incorporated extended electronic signature, according to Law no. 455/2001 on electronic signature, accompanied by valid identification documents, at ir@milkfarm.eu, mentioning in the subject line: **"FOR THE GENERAL MEETING OF SHAREHOLDERS OF AGROSERV MĂRIUȚA S.A. DATED 21 APRIL 2022"** until **19.04.2022**, at **4:30 pm** (Romania time).

8. Other provisions related to Meetings

The status of shareholder and, as regards the shareholders who are legal persons or unincorporated entities, the status of legal representative shall be established on the basis of the list of shareholders on the Reference Date/Registration Date, received by the Company from DEPOZITARUL CENTRAL - S.A., based on the following documents submitted to the Company by the shareholder, issued by DEPOZITARUL CENTRAL - S.A. or by the participants providing custody services:

- a) the statement of account showing the shareholder status and the number of shares held;
- b) documents certifying the entry of information regarding the legal representative in DEPOZITARUL CENTRAL - S.A./respective participants.

Documents certifying the status of legal representative drawn up in a foreign language other than English shall be accompanied by a translation into Romanian or English by a sworn translator, without the need for legalization or apostille of these documents, in all the cases described above where reference is made to:

- a) the identity documents of a person, the following documents are considered: as regards natural persons - ID card /passport, and as regards legal persons - ID card /passport of the legal representative registered in the list of Company's shareholders, issued by DEPOZITARUL CENTRAL - S.A.;
- b) the representative of the shareholders registered in the list of shareholders issued by Depozitarul Central - S.A., if such representative is not registered as such in the records of Depozitarul Central -

S.A., in order to identify the representative of the shareholder as a legal person, a certificate issued by the Trade Register or any other equivalent document, in original or certified copy issued by a competent authority of the State in which the shareholder is legally registered, valid and certifying the condition of legal representative, shall be submitted.

The failure to transmit the general or limited powers of attorney/voting forms by mail until the date established is sanctioned with the loss of the right to vote by representative / by mail within the OGMS. Limited powers of attorney/ voting forms by mail which do not contain at least the information comprised in the form provided by the Company are not enforceable to the Company, nor are the general powers of attorney that do not contain the minimum information required by the legal provisions.

If on **21.04.2022** (date of first meeting of the OGMS) the legal and statutory validity conditions for holding the OGMS are not met, the Meeting is convened for **26.04.2022** in the same place, at the same time and with the same agenda.

The information documents and materials relating to the items on the agenda of the Meetings, this Notice of Meeting, the draft decisions, the total number of shares and voting rights at the date of the Notice of Meeting, as well as the limited power of attorney forms and voting forms by mail for the Meetings will be made available to the shareholders both in Romanian and English, **starting with 22.03.2022** at the Company's headquarters situated in Drăgoești, Str. Primăriei nr. 59 (fabrica de procesare lapte), cod poștal 927100, județ Ialomița, Romania and will be available on the Company's website (www.laptariacucaimac.ro, section *Corporate*).

At the date of convening the meeting, the share capital of the Company consists of **10,386,120** registered shares, each share giving the right to one vote; At the date of convening the meeting, the Company does not hold treasury stocks, therefore the total number of voting rights at the date of convening the meeting is **10,386,120** voting rights.

The draft decisions proposed by the shareholders will be added on the Company's website as soon as possible, after receipt by the Company.

Further information can be obtained at ir@milkfarm.eu, by calling +40 786 335 616 and from the Company's website www.laptariacucaimac.ro.

Șerban Nicușor

Chairman of the Board of Directors

AGROSERV MĂRIUȚA S.A.