Agroserv Mariuța S.A.
Ferma Zootehnica
Dragoești 927100, Ialomița
www.laptariacucaimac.ro

CONVENING NOTICE

OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

AGROSERV MARIUTA S.A.

The company AGROSERV MARIUTA S.A. registered with the Trade Registry under no. J21/195/2008, Sole Identification Code RO 6363609, with registered office in Ferma Zootehnica, 42 Primariei Street, Dragoesti, Ialomita, Romania, having a subscribed and paid-up share capital of RON 1,038,612 (hereinafter referred to as the "**Company**"), through SERBAN NICUSOR, as Chairman of the Board of Directors

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

CONVENES

The Extraordinary General Meeting of Shareholders ("EGMS") on 15.03.2023, at 11:00 a.m., at the working point at 42 Primariei Street, Dragoesti, Ialomita – meeting room, 1st floor, to which all shareholders of the Company registered in the shareholders' registry (held by Depozitarul Central S.A.) until the end of **03.03.2023**, set as the reference date ("**Reference Date**"), will take part of. In case the necessary quorum will not be met at the first convocation, a second meeting of the EGMS will be held on 16.03.2023, at 11:00 a.m., at the same place and with the same agenda and having the same Reference Date.

AGENDA FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Approval of the delegation of the duties of the EGMS to the Board of Directors of the Company regarding the increase of the share capital of the Company pursuant to Article 114 para. (1) and art. 220^1 para. (2) of the Companies Law, respectively pursuant to art. 86 para. (2) of Law no. 24/2017, for a period of three (3) years, through one or more issues of ordinary, nominative and dematerialized shares, with a nominal value not exceeding 500,000 lei, with the purpose of obtaining the funds necessary to finance the current activity of the Company as well as the investments that the Company wishes to undertake in the following period.

2. Subject to the approval of point 1 of the agenda of EGMS, approval of the amendment of the Articles of Incorporation, by introducing a new article within Article 5 of the Company's Articles of Incorporation – "Increase/decrease of the share capital", which will have the following content:

   "5.4 The share capital of the Company may also be increased by decisions of the Board of Directors, for a period of three (3) years, ending on [15]/[16].03.2026, by one or more issues of ordinary, nominative and dematerialized shares with a nominal value not exceeding 500,000 lei (i.e. by issuing a maximum of 5,000,000 shares).

The above shall be carried out under the conditions set out in these Articles of Incorporation and in compliance with the provisions of Law no. 31/1990 on companies, republished, as subsequently amended, respectively with the provisions of Law no. 24/2017 on issuers of financial instruments and market operations, republished, as subsequently amended and supplemented, and any other provisions of the capital market legislation.

In order to be able to carry out the delegation of authority regarding the resolution to increase the share capital, the Board of Directors is authorized to determine the characteristics of the operation to increase the share capital and its implementation."

The remaining provisions of Article 5 of the Articles of Incorporation of the Company are renumbered in order to reflect the above.

3. Subject to the approval of points 1 and 2 of the agenda of EGMS, approval of the mandate of the Board of Directors to issue any decision and to fulfil all the necessary, useful and / or opportune legal acts and deeds to carry out such share capital increase operations, including with respect to the following matters:

   (i) setting the structure and the duration of the share capital increase operation, negotiating, as well as determining and approving the subscription price within the share capital increase (according to market conditions, as well as approving the other final terms and conditions of the share capital increase), selecting intermediaries for the share capital increase, ensuring the drafting and publication of any offer prospectus, offer document, as well as negotiating, approving and signing any documents related to the share capital increase, as the case may be, negotiating and signing any agreements with intermediaries and consultants, fulfilling any necessary, useful or timely acts and deeds in connection with the above;

   (ii) to approve any agreements regarding the share capital increase or any other arrangements, commitments, offer prospectuses, offer documents, any subscription, sales, stabilization, agency, consulting agreements, certificates, statements, registers, notifications, additional documents and any other acts and necessary documents, to complete any formalities and to authorize and / or execute any other actions necessary to give full effect to the share capital increase (including updating the Articles of Incorporation of the Company);

   (iii) to authorize representatives of the Company to sign any such documents, to complete any such formalities and to perform any such actions; and

   (iv) to represent the Company in front of any competent authorities and institutions (such as the Trade Registry, the Financial Supervisory Authority, the Bucharest Stock Exchange, Depozitarul Central S.A.) with respect to the share capital increase.

4. Approval of the amendment of the secondary activity of the Company, by introducing 3 new activities, namely those reflected by NACE (CAEN) codes: 3821 - Treatment and disposal of non-hazardous waste, 3832 - Recovery of sorted materials and 8129 - Other cleaning activities.

5. Subject to the approval of item 4 on the agenda, amendment of the Articles of Incorporation of the Company so that the approved secondary activities are reflected under Article 3.1. of the Articles of Incorporation as follows:

   *"3.1. The company may carry out the following secondary activities (*NACE CODES*):*

[…]

3530 – Steam and air conditioning supply

3821 – Treatment and disposal of non-hazardous waste

3832 – Recovery of sorted materials

[…]

7022 – Business and other management consultancy activities

8129 – Other cleaning activities

8130 – Landscape service activities."

6. Approval of the amount of 10,500,000 euro as the maximum limit of indebtedness that the Company may contract during the period [15]/[16].03.2023 - 28.04.2023, in order to partially refinance the outstanding facilities, and approval of the securing of credit and/or leasing contracts to be accessed within the established limit, with state guarantees, real estate/collateral guarantees, assignments of present and future receivables, assignments related to current and future liquid assets resulting from current accounts and assignments of rights resulting from insurance policies. The Board of Directors may adopt resolutions within the limits set out above for each refinancing and guarantee operation, with mention of the related guarantees and in compliance with the legal provisions and those of the Company's Articles of Incorporation.

7. Approval of the amount of 6,000,000 euro as the maximum limit of indebtedness that the Company may contract during the period [15]/[16].03.2023 – 29.12.2023, in order to finance future investments projects, and approval of the securing of credit and/or leasing contracts to be accessed within the established limit, with state guarantees, real estate/collateral guarantees, assignments of present and future receivables, assignments related to current and future liquid assets resulting from current accounts and assignments of rights resulting from insurance policies. The Board of Directors may adopt resolutions within the limits set out above for each financing and guarantee operation, with mention of the related guarantees and in compliance with the legal provisions and those of the Company's Articles of Incorporation.

8. Approval of the authorization of the Chairman of the Board of Directors and / or the Directors of the Company, with the possibility of sub-delegation, in the name and on behalf of the Company, with full power and authority, to sign any documents, including the EGMS resolution and the Articles of Incorporation of the Company, to submit and request the publication in the Official Gazette of Romania, Part IV of the resolution, to collect any documents, to complete any necessary formalities before the Trade Registry Office, as well as before any other authority, public institution, legal or natural person, as well as to perform any operations, in order to fulfill and ensure the opposability of the resolutions to be adopted by EGMS.

9. Establishing the date of 04.04.2023 as the registration date for the identification of the shareholders on whom the effects of the decisions adopted by the EGMS are reflected, in accordance with the provisions of art. 87 (1) of Law no. 24/2017 and of 03.04.2023 as "ex-date" calculated in accordance with the provisions of art. 2 para. (2) lit. (l) of Regulation no. 5/2018. Payment date is not applicable.

GENERAL INFORMATION REGARDING EGMS

I. Participation in EGMS

Only shareholders who are registered with the Company's Shareholders Registry at the Reference Date are entitled to attend and cast their votes in the EGMS, in accordance with the legal provisions applicable to companies that are listed on the Multilateral Trading System-AeRO of the Bucharest Stock Exchange and those of the Articles of Incorporation, in person (or represented by legal representatives) or by proxy (based on a special or general power of attorney), considering the legal requirements, or by correspondence (based on a correspondence voting ballot).

The access and/or the vote by correspondence of the shareholders entitled to participate in the EGMS is allowed by the simple proof of their identity made, in the case of natural person shareholders, with the identity document, and, in the case of legal entities, the identity card of the legal representative and a copy of the certificate of status issued by the trade register or any equivalent document issued by a competent authority of the State in which the legal entity shareholder is legally registered, presented in original or certified copy (documents attesting the legal representative status of the legal entity shareholder shall be issued no later than 30 days before the Reference Date). The representatives of the natural / legal person shareholders will be identified on the basis of the identity document, accompanied by the special or general power of attorney signed by the shareholder who is a natural person / legal representative of the shareholder which is a legal person, as the case may be, as well as proof of the identity of the natural person shareholder / legal representative of the shareholder which is a legal person and a copy of the certificate issued by the trade register or any equivalent document issued by a competent authority of the State in which the legal entity shareholder is legally registered, presented in original or certified copy (documents attesting the legal representative status of the legal entity shareholder shall be issued no later than 30 days before the Reference Date).

The quality of shareholder, as well as, in the case of legal entities shareholders or entities without legal personality, the quality of legal representative is established based on the list of shareholders from the Reference Date, received by the Company from Depozitarul Central S.A.

II. Documents related to the agenda of the EGMS

Starting with 13.02.2023, all the information materials regarding the items included on the agenda of the EGMS shall be made available to the shareholders on the company's website, https://laptariacucaimac.ro/en/investors/. The shareholders of the Company may receive, upon request, copies of the documents related to the items on the agenda of the EGMS.

III. General powers of attorney

General powers of attorney may be granted by the shareholders for a period which will not exceed 3 years and allow their representative to vote in connection with any aspects which are discussed in the general meeting of shareholders, including disposal acts.

General powers of attorney, together with the proof of the identity of the natural person shareholder/ legal representative of the shareholder which is a legal person and a copy of the certificate issued by

the trade register or any equivalent document issued by a competent authority in the State where the legal entity shareholder is legally registered, presented in original or certified copy (documents attesting the legal representative status of the legal entity shareholder shall be issued no later than 30 days before the Reference Date), before their first use, shall be deposited / sent to the Company's registered headquarters in Drăgoești, 59 Primăriei Street (milk processing plant), postal code 927100, Ialomița county, Romania, in copy, containing the mention of conformity with the original under the signature of the representative (or by e-mail with extended electronic signature, in compliance with the regulations issued by FSA, at ir@milkfarm.eu), so as to be registered with the Company's registration desk **until 13.03.2023, at 11:00 a.m.**.

For the validity of the mandate, the proxy should have to be an intermediary (investment professional) (pursuant to the provisions of art. 2 para. (1) point (19) of Law no. 24/2017) or a lawyer and the relevant shareholder should be a client of the proxy. Also, the proxy should not be in a state of conflict of interest, pursuant to the provisions of art. 105 para. (15) of the Law no. 24/2017. The proxy cannot be substituted by another person. To the extent the empowered person is a legal entity, it may exercise its mandate through any person belonging to the administrative or management body or its employees.

Together with the general power of attorney, the shareholders shall submit to the Company a statement issued by the legal representative of the intermediary or lawyer who received the power of representation, signed, in original and, as the case, stamped, confirming that:

(i) the power of attorney is given by the respective shareholder, in its capacity as a client, to the intermediary or, as the case may be, to the lawyer;

(ii) the general power of attorney is signed by the shareholder, including by attaching an extended electronic signature, if applicable.

IV. Special Powers of Attorney and the Correspondence Voting Ballot

The special powers of attorney and correspondence voting ballots will use the format provided by the Company and shall indicate the vote for each item on the agenda (meaning vote “For”, vote “Against” or vote “Abstention”).

The **special powers of attorney** may be granted to any person for the representation within one general meeting of shareholders and contains specific voting instructions from the issuer shareholder.

The special powers of attorney/ correspondence voting ballots and the related documents (the proof of the identity of the natural person shareholder/ legal representative of the shareholder which is a legal person and a copy of the certificate issued by the trade register or any equivalent document issued by a competent authority in the State where the legal entity shareholder is legally registered, presented in original or certified copy (documents attesting the legal representative status of the legal entity shareholder shall be issued no later than 30 days before the Reference Date) shall be deposited / sent to the Company's registered headquarters in Drăgoești, 59 Primăriei Street (milk processing plant), postal code 927100, Ialomița county, Romania,

respectively by e-mail (in the case of correspondence voting ballots), in compliance with the regulations issued by FSA, to ir@milkfarm.eu), in original or copy, containing the mention of conformity with the original under the signature of the representative, so as to be registered as received

at the Company's registration desk until **13.03.2023, 11:00 a.m.**, mentioning on the envelope in clear writing or in the subject of the e-mail "**For the Extraordinary General Meeting of Shareholders on [15]/[16].03.2023**".

When filling in the special powers of attorney/ correspondence voting ballots, the shareholders are asked to consider that new items on the agenda of the EGMS or proposals of resolutions could be added. In this case, the special powers of attorney/ correspondence voting ballots shall be updated and published as described at point II.

V. The shareholders' rights to request the inclusion of additional items on the agenda and to make new resolution proposals for the existing or proposed items to be included on the agenda

One or more shareholders representing, individually or collectively, at least 5% of the share capital has/have the right:

(i) to introduce new items on the agenda of the general meeting of shareholders, provided that every new item is accompanied by a reasoning memo or a draft resolution proposed for adoption to the general meeting; and

(ii) to make resolution proposals for the items included or proposed to be included on the agenda of the EGMS.

The shareholders' rights provided above can only be exercised in writing (sent by courier services to the Company's registration desk in Drăgoești, 59 Primăriei Street (milk processing plant), postal code 927100, Ialomița county, Romania, or by email, according to ASF regulations, to ir@milkfarm.eu until **26.02.2023.**

The identification requirements mentioned at point I above are also applicable to the natural person shareholder(s) and/or to the legal representative of the legal person shareholder who requests the completion of the EGMS agenda.

To the extent the exercise of such right determines the amendment of the agenda of the general meeting that was already communicated to the shareholders, the Company will publish an amended agenda, following the same procedure as the one for the previous agenda, before the Reference Date and in compliance with the term provided by the Companies Law.

VI. Shareholders' right to ask questions regarding the agenda

Each shareholder has the right to ask questions regarding the items on the agenda of the General Meeting of Shareholders. Questions may be sent to the Company by e-mail at ir@milkfarm.eu, so that they are received by the Company by **13.03.2023, at 11:00 a.m.**.

The right to ask questions and the obligation to answer may be conditioned by the measures that the Company can take to ensure the identification of shareholders (in accordance with the provisions of Regulation no. 5/2018), the smooth conduct and preparation of general meetings, as well as the protection of confidentiality and the Company's commercial interests. The company can issue a general answer for questions with the same content. An answer will be deemed to be given if the relevant information is available on the Company's website in question-answer format.

At the convening date, the share capital of the Company consists of **10,386,120** nominative shares, each share entitling to one vote; At the convening date, the Company does not hold any of its own shares, therefore the total number of voting rights at the convening date is **10,386,120** voting rights.

Additional information can be found at ir@milkfarm.eu, by telephone on +40 31 860 21 01 and on the Company's website, https://laptariacucaimac.ro/en/.

Șerban Nicușor

President of the Board of Directors

AGROSERV MĂRIUȚA S.A.