**SPECIAL POWER OF ATTORNEY**

**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ("EGMS")**

**AGROSERV MĂRIUȚA S.A.**

15.03.2023, 11:00 a.m. Romanian time (first convening) / 16.03.2023, 11:00 a.m. Romanian time (second convening)

The undersigned _____ [name of the shareholder, natural person], identified through _____ [identity document], series _____, number_____, issued by _____, at date _____, domiciled at _____, personal code _____,

or

The company _____[name of the shareholder legal entity], headquartered at _____, registered with the Trade Registry under the number J ___/_____/_____, having the Sole Registration Code _____, legally represented by _____, in [his/her/its] capacity as _____,

as a shareholder of **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** ")

holding a number of _____ shares, representing _____% of the total number of shares issued by the Company and _____% of the total number of voting rights,

hereby empower_____ identified through _____ [identity document], series _____, number_____, issued by _____, at date _____, domiciled at _____, personal code _____, as the representative of the undersigned/ the subscribed in the EGMS, to exercise the voting rights related to shareholdings of the undersigned/ the subscribed, recorded in the Shareholders' Register as follows:

1. **Item 1 on the agenda:**

   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.

| FOR | AGAINST | ABSTENTION |
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*NOTE: Indicate your vote by placing an "X" in one of the boxes corresponding to the options "FOR", "AGAINST" or "ABSTENTION", depending on the shareholder's option. If more than one box is checked with an "X" or no box is checked, the respective vote is considered null/ considered not exercised.*

2. **Item 2 on the agenda:**

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.

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*NOTE: Indicate your vote by placing an "X" in one of the boxes corresponding to the options "FOR", "AGAINST" or "ABSTENTION", depending on the shareholder's option. If more than one box is checked with an "X" or no box is checked, the respective vote is considered null/ considered not exercised.*

3. **Item 3 on the agenda:**

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.

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*NOTE: Indicate your vote by placing an "X" in one of the boxes corresponding to the options "FOR", "AGAINST" or "ABSTENTION", depending on the shareholder's option. If more than one box is checked with an "X" or no box is checked, the respective vote is considered null/ considered not exercised.*

**4. Item 4 on the agenda:**

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.

| FOR | AGAINST | ABSTENTION |
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*NOTE: Indicate your vote by placing an "X" in one of the boxes corresponding to the options "FOR", "AGAINST" or "ABSTENTION", depending on the shareholder's option. If more than one box is checked with an "X" or no box is checked, the respective vote is considered null/ considered not exercised.*

5. **Item 5 on the agenda:**

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."*

| FOR | AGAINST | ABSTENTION |
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*NOTE: Indicate your vote by placing an "X" in one of the boxes corresponding to the options "FOR", "AGAINST" or "ABSTENTION", depending on the shareholder's option. If more than one box is checked with an "X" or no box is checked, the respective vote is considered null/ considered not exercised.*

6. **Item 6 on the agenda:**

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.

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*NOTE: Indicate your vote by placing an "X" in one of the boxes corresponding to the options "FOR", "AGAINST" or "ABSTENTION", depending on the shareholder's option. If more than one box is checked with an "X" or no box is checked, the respective vote is considered null/ considered not exercised.*

7. **Item 7 on the agenda:**

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.

| FOR | AGAINST | ABSTENTION |
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*NOTE: Indicate your vote by placing an "X" in one of the boxes corresponding to the options "FOR", "AGAINST" or "ABSTENTION", depending on the shareholder's option. If more than one box is checked with an "X" or no box is checked, the respective vote is considered null/ considered not exercised.*

8. **Item 8 on the agenda:**

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.

| FOR | AGAINST | ABSTENTION |
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*NOTE: Indicate your vote by placing an "X" in one of the boxes corresponding to the options "FOR", "AGAINST" or "ABSTENTION", depending on the shareholder's option. If more than one box is checked with an "X" or no box is checked, the respective vote is considered null/ considered not exercised.*

**9. Item 9 on the agenda:**

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.

| FOR | AGAINST | ABSTENTION |
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*NOTE: Indicate your vote by placing an "X" in one of the boxes corresponding to the options "FOR", "AGAINST" or "ABSTENTION", depending on the shareholder's option. If more than one box is checked with an "X" or no box is checked, the respective vote is considered null/ considered not exercised.*

This proxy form has been made available in 3 (three) counterparts, having the following purposes: one for the shareholder, the second for the representative and the third for the Company.

The proxy form delivered to the Company will be accompanied by:

- a copy of the identity document allowing the identification in the register of shareholders of AGROSERV MARIUTA S.A. on the Reference Date, issued by the Central Depository S.A. and, if applicable, a copy of the identity document of the legal representative (BI or CI for Romanian citizens, or passport, residence permit for foreign citizens), in case of shareholders legal persons or natural persons without exercise capacity or with restricted exercise capacity; and
- in case of shareholders who are legal persons, the certificate of status (in Romanian certificat constatator) issued by the Trade Registry or of any equivalent document issued by a competent authority of the state in which the shareholder that is a legal person is duly registered, submitted in original or in certified copy. The documents attesting the capacity as legal representative of the shareholder that is a legal person will be issued no later than 30 days before the Reference Date, in order to allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and which, if the Central Depository was not informed in time about the change of legal representative of the shareholder, will prove the capacity of legal representative of the relevant shareholder.

The deadline for the Company to receive the special power of attorney for the EGMS is 13.03.2023, at 11:00 AM (Romanian time).

Date: _____

Signature: _____