



**lăptăria  
cu  
caimac**

Agroserv Măriuța S.A.  
Ferma Zootehnică  
Dragoești 927100, Ialomița  
[www.laptariacucaimac.ro](http://www.laptariacucaimac.ro)

**CONVENING NOTICE OF  
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
AGROSERV MĂRIUȚA S.A.**

The company AGROSERV MĂRIUȚA S.A. registered in the Trade Register under no. J2008000195212, Tax Identification Number RO 6363609, with registered office in Ferma Zootehnică, Str. Primăriei nr.42, Drăgoești, Ialomița, Romania, having a subscribed and paid-up share capital 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 CONVENES**

**The Extraordinary General Meeting of Shareholders ("EGMS") for the date 27.10.2025, at 11:00 am at the work place situated in Str. Primăriei nr 59, Drăgoești, Ialomița** – meeting room, 1<sup>st</sup> floor, which will be attended by all shareholders of the Company entered in the register of shareholders (kept by Depozitarul Central S.A.) by the end of the day **17.10.2025**, determined as reference date ("**Reference Date**"). If the quorum required at the first call is not met, a second meeting of the EGMS shall be held on **28.10.2025, at 11:00 AM**, at the same venue, with the same agenda, and with the same Reference Date,

**AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS:**

1. Approval of the issuance of corporate bonds, which may be unconditional, secured or unsecured, unsubordinated and non-convertible, denominated in EUR, in one or more tranches, bearing a fixed interest rate, with a maturity of up to 3 years, having a nominal value of EUR 3 million, with an annual interest rate on the bonds of up to 10%, and which shall be governed by Romanian law (the "**Bonds**").
2. Approval of carrying out one or more offerings, which may each comprise, as the case may be, one or more tranches, through one or more private placements having as their object the Bonds, addressed to:
  - (i) to institutional and professional investors (legal entities) in the European Economic Area (including Romania) who qualify as "Qualified Investors" within the meaning of Article 2(e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the "**Prospectus Regulation**"); and/or
  - (ii) to fewer than 150 natural or legal persons, other than qualified investors, per member state; and/or
  - (iii) to investors who each acquire securities for a total consideration of at least EUR 100,000 (or the equivalent amount in any other currency) for each separate offering, as the case may be, and/or



to investors to whom such private placements may be lawfully addressed and directed, in accordance with the exemptions under Regulation S (“**Regulation S**”) of the United States Securities Act of 1933 (the “**Securities Act**”), and without any obligation to comply with other formalities under any applicable law, to the extent and only if an investment in the Bonds does not constitute a breach of any applicable law by such investor (the “**Private Placement**”).

3. Approval of the undertaking by the Company of all actions and formalities necessary, useful and/or appropriate for the purpose of admitting the Bonds to trading on the multilateral trading system (MTS) operated by the Bucharest Stock Exchange (AeRO market), subsequent to the completion of the Private Placement (the “**Admission**”).
4. Approval of the appointment of BT Capital Partners S.A., a legal entity incorporated and operating under the laws of Romania, having its registered office at 21 Decembrie 1989 Street, no. 77, 2nd floor, Cluj-Napoca Municipality, Cluj County, Romania, with tax identification code 6838953 and registered with the Trade Registry under no. J1994003156125, authorized to carry out investment services activities under CNVM Register no. PJR01SSIF/120022/20.04.2006, and registered with the F.S.A. under no. 2330 of 22.07.2003, as the intermediary of the Private Placement (the “**Intermediary**”).
5. Approval of empowering the Board of Directors, with the possibility of sub-delegation, as the case may be:
  - (i) to adopt any resolutions and to carry out any legal acts and deeds necessary, useful and/or appropriate for the implementation of the resolutions of the Extraordinary General Meeting of Shareholders, including but not limited to negotiating, determining and approving the issue value of the Bonds, the issue price in accordance with market conditions, as well as other final terms and conditions of the Bonds, the contractual, drawdown, early redemption, interest, fees and charges conditions, the guarantees, the granting of any type of security interests, the selection of any other intermediaries for the Private Placement, ensuring the drafting and publication, where applicable, of any memorandum or other offering document, approving the place(s) of listing, as well as negotiating, approving and signing any documents related to the Private Placement and the Admission, negotiating and signing any contracts with intermediaries and consultants, and performing any legal acts and deeds necessary;
  - (ii) to approve any contracts and/or arrangements regarding the Bonds and/or the Admission, or any other arrangements, guarantee agreements, underwriting commitments, memoranda or other offering documents, any subscription, sale, agency, trust or consultancy agreements, certificates, statements, registers, notices, addenda and any other deeds and documents as may be necessary, to carry out any formalities and to authorize and/or perform any other actions necessary to give full effect to the issuance of the Bonds and/or the Admission, and to the related guarantees (as applicable), and to empower the Company’s representatives to sign any such documents, to carry out any such formalities and to perform any such actions; and
  - (iii) to sign any documents, in the name and on behalf of the Company, with full power and authority, to file and request the publication of the resolution in the Official Gazette of Romania, Part IV, to collect any documents, as well as to carry out any necessary formalities before the Trade Registry Office and before any other authority or public institution, including authorities and entities competent in the field of the capital market (including, without limitation, the Financial Supervisory Authority and/or the Bucharest Stock Exchange and/or the Central



Depository), legal entities or individuals, as well as to perform any operations, for the purpose of implementing and ensuring the enforceability of the resolutions of the Extraordinary General Meeting of Shareholders.

6. Setting 13.11.2025 as the registration date for identification of the shareholders falling under the scope of the resolutions passed by the EGMS, in accordance with the provisions of Article 87(1) of Law no. 24/2017, 12.11.2025 as the “ex-date”, determined in accordance with the provisions of Article 2(2)(l) of the Regulation no. 5/2018. The payment date is not applicable.

## **GENERAL INFORMATION ABOUT TO THE EGMS**

### **I. Participation in the EGMS**

The EGMS is only open for participation of the shareholders entered in the Company’s Register of Shareholders on the Reference Date, according to the legal provisions applicable to joint-stock companies listed on the Multilateral Trading System STM-AeRo, and to the Article of Incorporation, in person (through legal representatives), by attorney-in-fact (based on a special or general power of attorney) in observance of the applicable legal provisions, or by post (based on postal vote ballots).

The access to, and/or the postal vote of the shareholders entitled to participate in, the EGMS is allowed subject to simply proving their identity by their identity document (for natural person), the identity document 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 where the corporate shareholder is duly incorporated, submitted in original or as copy true to the original (the documents attesting to their capacity of legal representatives of the corporate shareholder will be issued not earlier than 30 days before the Reference Date). The representatives of individual/corporate shareholders will be identified based on their identity documents, based on the special or general power of attorney signed by the individual shareholder/legal representative of the corporate shareholder, as applicable, as well as on the proof of identity of the individual shareholder/legal representative of the corporate shareholder, 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 where the corporate shareholder is duly incorporated, submitted in original or as copy true to the original (the documents attesting to their capacity of legal representatives of the corporate shareholder will be issued not earlier than 30 days before the Reference Date).

The capacity of shareholder and, for corporate or non-incorporated shareholders, the capacity of legal representative will be found based on the list of shareholders on the Reference Date, as this is received from Depozitarul Central S.A.

### **II. Documents related to, and in connection with, the EGMS’s Agenda**

As of 27.09.2025, all presentation materials concerning the matters put on the agenda of the EGMS will be available on the Company’s website, at <https://laptariacucaimac.ro/investitori/>. The Company’s shareholders may obtain, at request, a copy of the documents concerning the matters put on the EGMS’s agenda.



### III. General powers of attorney

The general power of attorney can be granted by shareholders for a period not longer than 3 years, and allows their representatives to vote on all the matters debated on in the General Meetings of Shareholders, including disposal acts.

The general powers of attorney, together with the proof of identity of the individual shareholder/legal representative of the corporate shareholder, 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 where the corporate shareholder is duly incorporated, submitted in original or as copy true to the original (the documents attesting to their capacity of legal representatives of the corporate shareholder will be issued not earlier than 30 days before the Reference Date), before their first use, will be submitted/shipped to the registry service of the Company: Drăgoești, 59 Primăriei St. (milk processing plant), postal code 927100, County of Ialomița, Romania, as copy marked true to the original and signed by the respective representative (or by email having affixed the extended electronic signature, according to the FSA regulation, at [ir@milkfarm.eu](mailto:ir@milkfarm.eu)), so that these can be registered as received to the registry service of the Company **before 23.10.2024, at 09:00 AM**.

In order for the powers to take effect, the attorney-in-fact must be either intermediary (according to the provisions of Article 2(1)(19) of Law no. 24/2017), or attorney-at-law, and the shareholder must be a client thereof. The attorney-in-fact must further be free of any conflicts of interest, pursuant to the provisions of Article 105(15) of Law no. 24/2017. The attorney-in-fact may not be replaced by another person. Where the attorney-in-fact is a legal entity, they must be able to carry out their mandate through any person who sits in their governance or management bodies, or through their employees.

Together with the general power of attorney, shareholders will also submit to the Company an affidavit of the legal representative or the intermediary of attorney-at-law who received the representation power of attorney, and this will be signed in original and stamped (if need be), and will show that:

- (i) the power of attorney is given by the respective shareholder, as client, to the intermediary or, as the case may be, to the attorney-at-law;
- (ii) the general power of attorney is signed by the shareholder, including by affixing the extended electronic signature thereon, as the case may be.

### IV. Special powers of attorney and postal ballots

Special powers of attorney and postal ballots must be in the format supplied by the Company and contain specific voting instructions for each item of the agenda (i.e. for votes “for”, votes “against”, and “abstention”).

**Special powers** of attorney may be granted to any person for representation in one single general meeting, and should contain specific voting instructions from the shareholder issuing it.

The special powers of attorney/postal ballots and related documents (i.e. the proof of identity of the individual shareholder/legal representative of the corporate shareholder, 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 where the corporate shareholder is duly incorporated, submitted in original or as copy true to the original (the documents attesting to their capacity of legal representatives of the corporate shareholder will be issued not earlier than 30 days before the Reference Date) will be submitted/shipped to the registry service of the Company of Drăgoești, 59 Primăriei St. (milk processing plant), postal code 927100, County of Ialomița, Romania, as copy marked true to the original and signed by the respective representative (or by email having affixed the extended electronic signature, according to the FSA regulation, at [ir@milkfarm.eu](mailto:ir@milkfarm.eu)), so that these can be registered as received to the registry service of the Company **before 23.10.2024, at 09:00 AM**, clearly indicating on the envelope or in the email subject “**For the Extraordinary General Meeting of Shareholders of 27/28.10.2025**”.

When filling out the special powers of attorney/postal ballots, shareholders are kindly asked to consider the possibility that the EGMS's agenda is supplemented by new items or resolution proposals. In such a case, the special powers of attorney/postal ballots will be updated and made available by the methods shown at item II.

**V. Right of shareholders to ask for introduction of new items on the agenda and to submit present draft resolutions for the items existing or proposed to be included on the agenda**

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

- (i) to introduce items on the agenda of the General Meeting, provided that every item be accompanied by a justification or by a draft resolution proposed to be passed by the General Meeting; and
- (ii) to submit draft resolutions for the items included or proposed to be included on the EGMS agenda.

The rights of shareholders above may only be exercised in writing (sent by courier services to the registry service of the Company of Drăgoești, 59 Primăriei St. (milk processing plant), postal code 927100, County of Ialomița, Romania, or by email, according to the FSA regulations, to [ir@milkfarm.eu](mailto:ir@milkfarm.eu)) not later than **13.10.2025, 06:00 p.m.**

The identification requirements set out at item I above apply also to the individual shareholder(s) and/or the legal representative of the corporate shareholder who asks for supplementation of the EGMS agenda.

Where the exercise of the right provided at this item causes changes in the agenda of the General Meeting already served to shareholders, the Company is bound to send them a revised agenda, following the same procedure as that applied also for the previous agenda, before the Reference Date and observing the time-limit set out under the Law of Companies.

**VI. Right of shareholders to ask questions about the agenda**

Each shareholder has the right to ask questions about the items on the agenda of the General Meeting of Shareholders. Such questions can be emailed to the Company at [ir@milkfarm.eu](mailto:ir@milkfarm.eu), so that they are received by the Company before **24.10.2025, at 18:00**.



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The right to ask questions and the duty to answer them may be made conditional upon the measures the Company can take to ensure identification of the shareholders (in accordance with the provisions of Regulation no. 5/2018), smooth conduct and preparation of the general meetings, and protection of the Company's confidentiality and business interest. The Company can prepare one single answer to questions with the same content. An answer will be deemed given when the relevant information is available on the Company's website, in a Question-Answer form.

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.

Further information can be obtained at [ir@milkfarm.eu](mailto:ir@milkfarm.eu), by calling +40 754 908 742 and from the Company's website [www.laptariacucaimac.ro](http://www.laptariacucaimac.ro).

Șerban Nicușor

Chairman of the Board of Directors

**AGROSERV MĂRIUȚA S.A.**