



**lăptăria
cu
caimac**

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

DECISION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

AGROSERV MĂRIUȚA S.A.

Nr. [.] / [27]/[28].10.2025

The shareholders of **AGROSERV MARIUTA S.A.** registered with the Trade Registry under no. J2008000195212, Sole Identification Code RO 6363609, with registered office in Ferma Zootehnică, 42 Primăriei Street, Dragoești, Ialomița, Romania, having a subscribed and paid-up share capital of RON 1,038,612 (hereinafter referred to as "**Company**") met today, [27]/[28].10.2025, at 11:00 a.m. (Romanian time) in the Extraordinary General Meeting of Shareholders ("EGMS"), at the first call, according to the convening notice published in the Official Gazette of Romania, Part IV, number [.] dated [.] and in Ziarul Bursa no. [.] dated [.]

Following the debates on the points included on the EGMS agenda, adopted the following resolutions, which were duly recorded in the minutes of the meeting:

DECISION NO. 1

In the presence of the shareholders representing [.] % ([.] shares) of the share capital and [.] % ([.] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [.] % ([.] votes) of the total votes casted by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing [.] % ([.] votes) of the total votes casted by the shareholders present, represented or who casted their vote by mail (there are [.] abstentions and [.] votes not casted):

[Approved]/[Rejected]:

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**").

DECISION NO. 2

In the presence of the shareholders representing [.] % ([.] shares) of the share capital and [.] % ([.] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [.] % ([.] votes) of the total votes casted by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing [.] % ([.] votes) of the total votes casted by the shareholders present, represented or who casted their vote by mail (there are [.] abstentions and [.] votes not casted):

[Approved]/[Rejected]:

The 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**”).

DECISION NO. 3

In the presence of the shareholders representing [.] % ([.] shares) of the share capital and [.] % ([.] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [.] % ([.] votes) of the total votes casted by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing [.] % ([.] votes) of the total votes casted by the shareholders present, represented or who casted their vote by mail (there are [.] abstentions and [.] votes not casted):

[Approved]/[Rejected]:

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**”).

DECISION NO. 4

In the presence of the shareholders representing [.] % ([.] shares) of the share capital and [.] % ([.] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [.] % ([.] votes) of the total votes casted by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing [.] % ([.] votes) of the total votes casted by the shareholders present, represented or who casted their vote by mail (there are [.] abstentions and [.] votes not casted):

[Approved]/[Rejected]:

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**”).

DECISION NO. 5

In the presence of the shareholders representing [.] % ([.] shares) of the share capital and [.] % ([.] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [.] % ([.] votes) of the total votes casted by the shareholders present, represented or who casted their vote by mail, with the votes



"against" of the shareholders representing [...] % ([...] votes) of the total votes casted by the shareholders present, represented or who casted their vote by mail (there are [...] abstentions and [...] votes not casted):

[Approved]/[Rejected]:

The 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.

DECISION NO. 6

In the presence of the shareholders representing [...] % ([...] shares) of the share capital and [...] % ([...] voting rights) of the total voting rights, with the "for" vote of the shareholders representing [...] % ([...] votes) of the total votes casted by the shareholders present, represented or who casted their vote by mail, with the votes "against" of the shareholders representing [...] % ([...] votes) of the total votes casted by the shareholders present, represented or who casted their vote by mail (there are [...] abstentions and [...] votes not casted):

[Approved]/[Rejected]:

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.



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This decision was drawn up and signed in the name and on behalf of the shareholders, today [27]/[28].10.2025, in 3 original copies, by,

EGMS Chairman

[.]

EGMS Secretary

[.]
