**Special Power of Attorney**

**for shareholders that are natural persons**

Extraordinary General Meeting of Shareholders (EGMS)

ASCENDIA SA

from **28th (29th) of August 2021**

The Undersigned, [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

*(Will be filled in with the name and surname of the individual shareholder)*

Identified by B.I./C.I./passport series [\_\_\_\_], nr. [\_\_\_\_\_\_\_\_\_\_\_], released by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], at the date of [\_\_\_\_\_\_\_\_\_\_\_\_\_\_], CNP [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], having residence at [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

holder of a number of [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] shares, representing [\_\_\_\_\_\_\_\_\_\_\_] % from a total of [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] shares issued by ASCENDIA S.A., with registered office in Str. Eufrosin Poteca Nr. 40, Et. 1, Sector 2, Bucharest, Romania and the correspondence address at the work point in Halelor St., No. 7, 3rd Floor, Sector 3, Bucharest, Romania, registered with the Trade Register under no. J40/6604/2007, having the Unique Registration Code RO21482859, having « ASC » as trading symbol on the AeRO market(The « Company »),

that entitles me to a number of [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_] voting rights, representing [\_\_\_\_\_\_\_\_\_\_\_\_]% from the paid-up share capital and [\_\_\_\_\_\_\_\_\_\_]% from the total voting rights in the EGMS,

I empower with this power of attorney:

[\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

*(To be completed with the name and surname of the authorized natural person to whom this power of attorney is given)*

Identified by B.I./C.I./passport series [\_\_\_\_], nr. [\_\_\_\_\_\_\_\_\_\_\_], released by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], at the date of [\_\_\_\_\_\_\_\_\_\_\_\_\_\_], CNP [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], having residence at [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

**OR**

[\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

*(Will be filled in with the name of the authorized legal person to whom the power of attorney is given)*

with registered offices in [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], and with the Trade Register / similar entity for non-resident legal entities under no. [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], unique registration code / equivalent registration number for non-resident legal persons [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

legally represented by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

*(To be completed with the name and surname of the legal representative)*

Identified by B.I./C.I./passport series [\_\_\_\_], nr. [\_\_\_\_\_\_\_\_\_\_\_], released by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], at the date of [\_\_\_\_\_\_\_\_\_\_\_\_\_\_], CNP [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_], having residence at [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

as my representative in the EGMS of the Company, which will take place on **28 August 2021, 12.00** (Romanian time) - first convocation, 29 August 2021, 12.00 (Romanian time) - second convocation, at address of the Company's working point - located in Halelor St., No. 7, 3rd Floor, Sector 3, Bucharest, Romania, to exercise the right to vote for my holdings registered in the shareholders' register on the reference date, as follows:

1. For item 1 of the agenda, respectively for the **approval** of the **increase of the share capital** of the Company, in accordance with the decision of the Sole Administrator, by the amount of **36.111,10** **lei**, through the issuance of **361.111** registered, ordinary, dematerialized, new **shares** with a nominal value of 0.1 lei/share, from the current share capital of **144.444,40 lei** to the level of **180.555,50 lei**, respectively from the current number of **1.444.444 shares** with a nominal value of 0.1 lei/share to the number of **1.805.555 shares** with a nominal value of 0.1 lei/share, under the following conditions:
* The new shares will be issued in **two stages**, the first of which may be subscribed and paid up by holders of preference rights and the second of which may be subscribed for through the capital market as an offer to a maximum of 149 retail investors, as well as qualified investors (mechanism known as a "private placement") for the shares not subscribed for in the first stage.
* In the **first stage**, of the exercise of preference rights, the shares will be available for subscription by all shareholders registered in the Register of Shareholders kept by the Central Depository on the record date set by the EGMS, as well as by persons who have acquired preference rights during the trading period. For every **1 share held**, shareholders of record on the record date set at the EGMS will benefit from **1 preference right**.
* The preference rights will be tradable on the relevant market of the Bucharest Stock Exchange (BVB) in accordance with the provisions of the Public Offering Prospectus relating to the increase, which will be approved by the Financial Supervisory Authority (ASF) and with the specific regulations of the market on which they will be traded.
* Subscription will be made by cash contribution.
* The preference rights may be exercised for a period of 31 days from the date established in the prospectus approved by the ASF, by the holders of preference rights. The number of new shares which may be subscribed for by a holder of preference rights shall be calculated by **dividing the number of preference rights held by 4**, rounded down to the nearest natural number.
* The price at which holders of preference rights will be able to subscribe will be the average trading price calculated for the last 30 days prior to the date of submission of the offer prospectus for approval by the ASF, to which a discount of 25% is applied, according to the mathematical formula: "**Issuance price = average trading price over the last 30 days \* 0.75**".
* The shares that are not subscribed and paid up by the holders of preference rights within the time limit set by this extraordinary general meeting of shareholders will be offered in the second stage, the private placement stage, at an issue price per action higher than of the first stage.
* The shares remaining unsubscribed after their offering in the second stage, of the private placement, will be cancelled by the decision of the Sole Administrator ascertaining the results of the share capital increase and approving the amendment of the Articles of incorporation, which will refer to the shares actually subscribed in the increase.
* The share capital increase shall be carried out with the purpose of providing the necessary sources of financing for the implementation of the business development plan, respectively for the development of the company's software products by adding new modules and functionalities.

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1. For item 2 of the agenda, respectively for the **approval** of the delegation to the Sole Administrator of the Company of the right to determine the characteristics of the share capital increase operation and its execution, including but not limited to:
	* Subscription period and payment terms;
	* Details of the trading of the preference rights on the relevant market administered by the Bucharest Stock Exchange;
	* Determination of the method of execution of the private placement (by direct transfer or using the trading system of the BVB);
	* Cancellation of the remaining unsubscribed shares in the increase;
	* Updating and signing the Articles of Incorporation following the actual results of the share capital increase operation;
	* Any other decision necessary for the implementation of the resolution to increase the share capital.

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1. For item 3 on the agenda, respectively for the **the approval** of the **issuance of non-convertible corporate bonds** and authorization of the administrator for the period between the publication of the decision of the EGMS in the „Monitorul Oficial al Romaniei” Part IV and **December 31, 2023** to decide one or several bond issues in RON, up to the total maximum amount of **5.000.000 lei** (five million lei), each bond being issued with a nominal value of 100 lei per bond, with a maturity of at **least 3 and maximum 5 years**, with an **maximum annual interest rate of 10% per year**. Authorizing the Administrator to decide the time liness of each issue and its final details, as well as to sign any documents relating to each bond issue including the type of placement (public or private), the writing of issuance prospectuses, or any necessary documents needed for listing the bonds on the relevant market of the Bucharest Stock Exchange, as well as any other documents that could be concluded in connection with the issue and the fulfillment of this decision.

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1. For item 4 on the agenda, respectively for **the approval** of the Registration Date, defined as the date that serves to identify the shareholders to whom the decisions of the EGMS are imposed. The identification of the shareholders will be done by consulting the Shareholders' Registry held by the Central Depositary. The proposal for the **Registration Date** is: **21.09.2021**, and the Date for the **Ex-date 20.09.2021**.

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1. For item 5 on the agenda, respectively for the **approval** of the **date of 22.09.2021**. as the date of crediting the financial instrument accounts opened in the Central Depository system of the preferential rights, respectively the **Payment date**, in accordance with art.173 paragraph 9 and art.178 paragraph 4 of ASF Regulation no.5/2018.

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1. For item 6 on the agenda, respectively for **the approval of the empowerment**, with the possibility of substitution, of Mr. Cosmin Malureanu, Sole Administrator, to carry out all formalities and procedures in order to carry out the resolution of the EGMS and to sign all necessary documents in relations with the Trade Register Office, the Official Monitor, the Financial Supervisory Authority, the Bucharest Stock Exchange and any other institutions, including the hiring of a specialized company to draw up the prospectuses of the issues in accordance with this resolution and to obtain the ASF approvals or any other approvals, acts or contracts required by law in order to carry out this resolution. Him, in turn, may delegate these tasks to one or more persons it deems appropriate, including lawyers*.*

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*Note: Indicate your vote by ticking an "X" of one of the boxes for the "FOR", "AGAIN" or "ABSTAIN" variants. In the case where more than one box is ticked with "X" or no case is made, the vote is considered null / not considered exerted.*

This special power of attorney:

1. it is valid only for the EGMS for which it has been requested and the representative has the obligation to vote in accordance with the instructions given by the shareholder who has appointed him, under the sanction of cancellation of the vote by the secretaries of the EGMS meeting;

2. the deadline for the registration of the special power of attorney at the Company is **27 August 2021** **at 11.00** (Romanian time);

3. it is drafted in 3 original copies, out of which: one copy remains to the principal, one copy shall be handed to the proxy and one copy shall be deposited at the registered office of the Company;

4. it is signed and dated by the mandating shareholder; in the case of collective shareholders, they are signed by all the collective shareholders;

5. shall be filled in by the mandating shareholder at all entries entered;

6. contains information in accordance with the Company's Articles of Incorporation, Law no. 31/1990, Law no. 297/2004, the CNVM Regulation no.15 / 2004 and the ASF Regulation no. 5/2018.

**I attach to this special power of attorney:**

- a copy of the identity document, according to the original, allowing me to be identified in the ASCENDIA SA shareholders' register at the reference date issued by the Central Depository SA;and

- the copy of the identity document of the natural person authorized according to the original (BI or CI for Romanian citizens, or passport for foreign citizens);

In the case of a natural person being authorized, I also attach the notarial authorization signed by the represented person.

In the case of an authorized legal person, I attach the valid certificate of the authorized legal person in the original or a copy corresponding to the original issued by the Trade Registry or any other document, in original or in a copy corresponding to the original, issued by a competent authority of the state of origin, indicating, inter alia, the identity of his legal representative, with a maximum length of 12 months reported on the date of publication of the convocation of the general meeting. I also attach the original copy of the identity card of the legal representative of the empowered person.

Documents presented in copy according to the original bear the handwritten signature of the individual shareholder.

Date of the special power of attorney: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

*(In the event that the shareholder submits more than one special power of attorney documents in succession, the Company will consider that the special power of attorney having a later date revokes the previous special power of attorney (s).*

Name and Surname: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

*(Will be filled in with the name and surname of the individual shareholder, in clear capital letters)*

Signature: [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_]

*(In the case of collective shareholders, it will be signed by all shareholders)*