

**COMCM S.A. CONSTANTA**

**B-dul Aurel Vlaicu, nr. 144, Constanța County**

**J13 / 613/1991, TIN RO 1868287**

**Subscribed and paid-in share capital: 23,631,667.80 lei**

**Total number of shares: 236,316,678**

**SPECIAL POWER OF ATTORNEY FOR OPEN BALLOT**

**I/We,** \_\_\_\_\_, with domicile / corporate seat in (state city/town) \_\_\_\_\_, str. \_\_\_\_\_, nr. \_\_\_\_\_, county/district \_\_\_\_\_, country \_\_\_\_\_, identified with ID/passport serial number \_\_\_\_\_, issued by \_\_\_\_\_, on \_\_\_\_\_, valid until \_\_\_\_\_, PIN \_\_\_\_\_, / registered at the Trade Register Office attached to the \_\_\_\_\_ Court with no. J / \_\_\_\_\_ / \_\_\_\_\_, tax identification number \_\_\_\_\_, duly represented by \_\_\_\_\_ acting in his/her capacity as \_\_\_\_\_,

Holder of a number of \_\_\_\_\_ shares issued by COMCM SA, representing \_\_\_\_\_% of the share capital, which entitle to a number of \_\_\_\_\_ votes at the Extraordinary General Meeting of Shareholders of COMCM S.A., hereinafter referred to as the **PRINCIPAL,**

hereby authorize \_\_\_\_\_, with domicile / corporate seat in \_\_\_\_\_, str. \_\_\_\_\_, nr. \_\_\_\_\_, county / district \_\_\_\_\_, country \_\_\_\_\_, identified with ID / passport series \_\_\_\_\_ number \_\_\_\_\_, issued by \_\_\_\_\_ on \_\_\_\_\_, valid until \_\_\_\_\_, PIN \_\_\_\_\_, hereinafter referred to as the **PROXY**

To act as my/our Proxy at the Extraordinary General Meeting of Shareholders of COMCM SA set for the first call on **17.09.2022**, 13.00 hrs, at the company's registered office in CONSTANȚA, b-dul Aurel Vlaicu, nr. 144, County of Constanta, or on **18.09.2022**, at the same time and at the same address, set as the second call, in case the first one could not take place, and exercise my/our voting right related to participating interests registered in the Register of Shareholders on **07.09.2022**, as follows:

<b>Items on the agenda put to the vote at the Extraordinary General Meeting of Shareholders</b>	<b>In favor</b>	<b>Against</b>	<b>Abstention</b>
1. Elect the secretariat of the meeting consisting of one person, namely Mr. Calin Dragos, shareholder of the company with the identification data available at the company's registered office.			
2. Approve to run a program to redeem company's own shares, through a public offer to buy, in compliance with the legal provisions, followed by their cancellation and the corresponding decrease			

<p>of the share capital in accordance with art. 207 of Law 31/1990, with a number of 137,063,674 shares, representing 58% of the share capital, under the following conditions:</p> <ul style="list-style-type: none"> <li>- the purpose of the program: the company will redeem its own shares to decrease the share capital, by canceling the shares redeemed;</li> <li>- the maximum number of shares redeemed through the public purchase offer is 137,063,674 shares, representing 58% of the share capital;</li> <li>- the minimum price is the stock price on BVB (Bucharest Stock Exchange), valid at the time of the purchase, and the maximum price is 0.3458 lei/share;</li> <li>- duration of the program is a maximum of 18 months from the date of publication of the resolution in the Official Gazette, Part IV - a, and will take place in the minimum period necessary for its implementation;</li> <li>- payment of the redeemed shares will be made from the current available funds of the company and from the proceeds of the sale of a land plot owned by the company, according to the EGMS resolution.</li> </ul> <p>Authorize the Board of Directors to take all the necessary steps to implement the EGMS resolution.</p>			
<p><b>3. Company's proposal</b></p> <p>Approve the sale of an asset consisting of land with an area of 110,000 sqm, identified with cadastral number 255951 and the buildings on this land, respectively the buildings identified with the cadastral numbers from 255951 - C1 to 255951 - C26, as well as any other special constructions or facilities existing on this land, which not registered in the Real Estate Register, located at the following address: Constanta city, Bld. Aurel Vlaicu nr. 144, County of Constanta, for the minimum price of 10,600,000 Euro, to finance the share redemption program through the public offer. The asset will be sold by public procurement procedure. Authorize the Board of Directors to take all the steps necessary to carry out the sale of the above asset according to the EGMS resolution.</p>			
<p><b>3. Shareholder TRANSILVANIA INVESTMENTS ALLIANCE S.A. proposal</b></p> <p>Approve the sale of an asset consisting of land with an area of 110,000 sqm, identified with</p>			

<p>cadastral number 255951 and the buildings on this land, respectively the buildings identified with the cadastral numbers from 255951 - C1 to 255951 - C26, as well as any other special constructions or facilities existing on this land, which not registered in the Real Estate Register, located at the following address: Constanta city, Bld. Aurel Vlaicu nr. 144, County of Constanta, for the minimum price of 10,600,000 Euro, to finance the share redemption program through the public offer. The asset will be sold by public procurement procedure. The proceeds of this sale, in order to support the redemption program, will be deposited in an Escrow account, the release of the funds from this account will be possible only for the payment of the redeemed shares.</p> <p>Authorize the Board of Directors to take all the steps necessary to carry out the sale of the above asset according to the EGMS resolution.</p>			
<p>4. Set the date of 03.10.2022 as the date of registration of the shareholders affected by the resolutions adopted by the EGMS.</p>			
<p>5. Appoint the General Manager, Alexe Gabriela, to carry out all the steps necessary for the publication and registration of the resolutions adopted by the Extraordinary General Meeting of Shareholders.</p>			

\* the vote will be expressed by marking with an "X" in a single box corresponding to the voting intention, respectively "**In favor**", "**Against**" or "**Abstention**", for each resolution.

**\*\* Vote cancelling criteria:**

- marking two or three of the voting options "In favor", "Against" or "Abstention" to a single proposal subject to vote;
- any annotation, modification, addition or deletion to the ballot paper.

Date \_\_\_\_\_

Shareholders'/shareholder representative's signature \_\_\_\_\_