



GRANITUL S.A.

Soseaua Vergului nr. 18, sector 2, Bucuresti

J40/1093/1991; CUI: 736

Tel: 021-255 30 30; Fax:021-255 21 80;

email: financiar@granitul.ro

website: www.granitul.ro

SPECIAL POWER OF ATTORNEY

FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS (EGMS) OF GRANITUL S.A.

convened for 26 November 2024, 10:00 Romanian time (first convening) / 27 November 2024,
10:00 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 ___/___/_____, EUID: ROONRC. J
___/___/_____, having the Sole Registration Code _____, legally represented by
_____, in [his/her/its] capacity as _____,

as shareholder of **GRANITUL S.A.**, a joint stock company established and organised under the
Romanian law, having its registered office in Bucharest, 18 Soseaua Vergului, District 2, registered
with the Trade Registry Office attached to the Bucharest Tribunal under no. J40/1093/1991, EUID:
ROONRC.J40/1093/1991, sole registration code 736, subscribed and fully paid-up share capital:
RON 12,256,438.74 (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. Point 1 on the agenda, respectively:

Approval of the decrease of the Company’s share capital from the current value of RON 12,256,438.74 to RON 808,116.84 by reducing the individual nominal value of the Company’s shares from 5.46 RON to RON 0.36 (the “**Share Capital Decrease**”), by simultaneously implementing two operations, namely covering the accounting loss and distribution to shareholders, as follows:

- a) the decrease of the Company’s share capital by the amount of RON 6,728,597.27, to cover the accumulated accounting loss, as reflected in the Company’s financial statements as of 31 December 2023, in the amount of RON 6,728,597.27, in accordance with art. 207 para. (1) letter (b) of the Companies Law; and
- b) the decrease of the Company’s share capital by the amount of RON 4,719,724.63, by returning to shareholders a portion of their contributions, proportional to their holdings in the Company’s share capital. The share capital decrease is carried out under art. 207 para. (2) letter (b) of the Companies Law. Thus, the EGMS approves the payment to shareholders registered on the registration date of this EGMS of the amount of RON 2.10/share, proportional to their holdings in the Company’s paid-up share capital.

After the share capital decrease according to the operations mentioned under letters a) and b) above, the Company’s share capital will be of RON 808,116.84, divided into 2,244,769 ordinary shares, each with a nominal value of RON 0.36.

The Share Capital Decrease will take effect only after the following conditions are met:

- this EGMS resolution is published in the Official Gazette of Romania, Part IV, for at least two months, in accordance with art. 208 para. (1) of the Companies Law; and
- after the expiry of the two-month period from the publication of this EGMS resolution, this EGMS resolution is registered with the Trade Registry.

FOR	AGAINST	ABSTENTION

2. Point 2 on the agenda, respectively:

Approval of the amendment of article 7 of the Articles of Association to reflect the value of the share capital following the implementation of the Share Capital Decrease, subject to the approval of item 1 on the above EGMS agenda and after the completion of the Share Capital Decrease, as follows:

“Art. 7: The total subscribed and fully paid-up share capital is RON 808,116.84, divided into 2,244,769 nominal shares, and the nominal value of one share is 0.36 RON.”

FOR	AGAINST	ABSTENTION

3. Point 3 on the agenda, respectively:

Approval of setting the date of:

- 27 March 2025 as the registration date for identifying the shareholders affected by the resolutions adopted by the EGMS, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017;
- 26 March 2025 as the “ex-date” calculated in accordance with the provisions of art. 2 para. (2) letter l) of Regulation no. 5/2018;
- 25 March 2025 as the guaranteed participation date, in accordance with the provisions of art. 2 para. (2) letter j) of Regulation no. 5/2018; and
- 3 April 2025 as the payment date, in accordance with the provisions of art. 2 para. (2) letter h) and art. 178 of Regulation no. 5/2018.

FOR	AGAINST	ABSTENTION

4. Point 4 on the agenda, respectively:

Approval of the empowerment the Chairman of the Board of Directors to sign on behalf of the shareholders the EGMS resolutions and any other documents related to them, including the updated Articles of Association, and to perform any act or formality required by law for the registration and implementation of the Share Capital Decrease and the EGMS resolutions, including the formalities for their publication and registration with the Trade Register or any other public institution. The Chairman of the Board of Directors may delegate all or part of the powers conferred in this item 4 to any competent person to fulfill this mandate.

FOR	AGAINST	ABSTENTION

[NOTE: Indicate your vote by checking with an “X” one of the boxes “FOR”, “AGAINST” or “ABSTENTION”, depending on the shareholder's option. If more than one box is ticked with an “X” or no box is ticked, that vote shall be considered null and void.]

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.

Attached to this ballot is/are:

- a copy of the identity document allowing the identification in the register of shareholders GRANITUL 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 ballot papers by correspondence for the EGMS is 24 November 2024, at 10:00 (Romanian time).

Date of the correspondence vote ballot: _____

Signature: _____