



**COMPLETION OF SUMMONING  
OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF  
HOLDE AGRI INVEST S.A.**

The sole director of **HOLDE AGRI INVEST S.A.**, a joint-stock company, organized and operating under the Romanian laws, with its registered office in Bucharest, 16 Splaiul Unirii, Room 103, Office no. 3, 1<sup>st</sup> floor, Sector 4, registered with the Trade Registry under no. J40/9208/2018, European Unique Identifier (EUID): ROONRC. J40/9208/2018, unique registration number 39549730, with a subscribed and paid-up share capital of RON 43,069,796, divided into 43,069,796 registered shares, of which 37,242,621 ordinary shares and 5,827,175 preference shares with preferred dividend with no voting right (the “**Company**”),

in accordance with art. 117<sup>1</sup> of the Company Law no. 31/1990 and art. 92 of the Law no. 24/2017 on issuers of financial instruments and market operations, at the shareholder’s VERTICAL SEVEN GROUP S.R.L. request, holder of 6,313,500 shares with a nominal value of RON 1 each and a total value of RON 6,313,500 (the equivalent of EUR 600,000 and RON 3,517,500) representing 14.6588% of the total Company’s share capital, of which 4,855,125 ordinary shares (class A) with a value of RON 1 each and a total value of RON 4,855,125, representing 13.0365% of the ordinary shares and voting rights and 1,458,375 preference shares with preferred dividend with no voting right (class B) with a nominal value of RON 1 each and a total value of RON 1,458,375 representing 25.0270% of total preference shares with preferred dividend, decides:

- the completion of the agenda of the Extraordinary General Meeting of Shareholders (the “**EGMS**”) convened for 12.02.2021, 10 a.m., at 11-11A George Enescu Street, attic, Bucharest, Sector 1, and if the quorum requirements are not met at the mentioned date of the first meeting, the Extraordinary General Meeting of Shareholders is reconvened for 15.02.2021, at the same place, at the same hour, summons addressed to the shareholders registered at the end of 04.02.2021 with the shareholder registry kept by Depozitarul Central S.A., with the following items:
12. To approve the completion of the destination of the loan amounting RON 11,000,000 mentioned under item 5 of the EGMS’s agenda, by adding the destination regarding the acquisition of a park of agricultural equipment, together with the right to use 2,500 ha of agricultural land.
  13. To approve the completion of the securities related to the loan amounting RON 11,000,000 mentioned under item 5 of the EGMS’s agenda, by adding the movable security over the Company’s bank accounts opened with LIBRA INTERNET BANK S.A., as well as on the current and future amounts of these accounts, together with the movable security (collateral cash) over the rights, titles, interests and benefits regarding the amount of RON 1,720,000 (onemillionsevenhundredandtwentythousand) blocked at the disposal of LIBRA INTERNET BANK S.A. in a bank deposit account opened on behalf of the Company at LIBRA INTERNET BANK units, as well as on its subsequent accounts, resulting from the reconstitution of the bank deposit following the partial release (if applicable) of the amounts subject to the security.
  14. To approve one or more investments in total amount of EUR 500,000 under different forms (acquisition of the participations in the share capital, debt to equity convertibles loans etc) and during the financial years 2021-2023, in Romanian start-up companies or active on the Romanian market, which are developing technological projects or products for the agricultural domain (agritech).

**Holde Agri Invest S.A.**

Trade Registry No: J40/9208/2018; CUI 39549730  
Headquarters: Splaiul Unirii nr. 16, Etaj 1, Camera 103, Biroul nr. 3, Bucharest, Romania  
Subscribed and paid-up share capital: 43,069,796 RON  
www.holde.eu | contact@holde.eu

Therefore, the agenda of the EGMS is the following:

#### AGENDA

1. To repeal Articles 5.3.3 and 5.3.4 of the Company's articles of incorporation regulating proposals on new share issues.
2. To delegate the EGMS duties relating to the resolution to increase the Company's share capital to the sole director of the Company, for a period of 3 (three) years, by one or several share issues (regardless of their nature), by cash contribution, with an amount less than half of the subscribed share capital, existing at the resolution and authorization date, i.e. up to the amount of RON 21,534,898.

In order to carry out the delegation of the duties relating to the resolution to increase the share capital, the sole director of the Company is authorized to determine the characteristics of the share capital increase operation and its performance, including, but without being limited to:

- the subscription amount per newly issued share, the subscription period and the method of payment;
  - the decision that the new share issue is performed either in one phase whereby the newly issued shares shall be subscribed and paid-up only by the shareholders holding preferential rights, or in two phases whereby the shares can be initially subscribed and paid-up by the shareholders holding preferential rights and afterwards can be subscribed and paid-up through the capital market as an offer for investors (known as "private placement") for the remaining unsubscribed shares;
  - the period, the share value and other details on the trading of the preferential rights on the relevant market managed by the Bucharest Stock Exchange;
  - to determine the modality of carrying out the operation of subscription by private investors of the shares issued through the capital market (by direct transfer or by using the trading system of the Bucharest Stock Exchange);
  - to cancel the shares remaining unsubscribed during the procedure for increasing the share capital of the Company;
  - to amend and/or update the Company's articles of incorporation as a result of the share capital increase;
  - to appoint the broker authorized by ASF for the operations on increasing the Company's share capital and the share capital subscription based on the corresponding public offer prospectuses through such authorized broker;
  - to draw up and issue any other resolutions and/or documents necessary for carrying out the share capital increase according to this para. 2.
3. To approve the amendment of Articles 4.2 and 5.3.1 of the Company's articles of incorporation, as follows:
    - Article 4.2 – *"The share capital of the Company can be increased in accordance with the provisions of Law no. 31/1990 and of these Articles of Incorporation, under the resolution of the Extraordinary General Meeting of the Company's Shareholders and the decision of the Sole Director as per section 5.3"*;

- Article 5.3.1 – *“The Sole Director is delegated and authorized that, within a 3 (three) year-term calculated as from the date of the resolution of the Extraordinary General Meeting of Shareholders with regard to the delegation of the duties on share capital increase, to decide upon the increase of the Company’s share capital, by one or several share issues (regardless of their nature), by cash contribution, with an amount less than half of the subscribed share capital, existing at the resolution and authorization date, i.e. up to the amount of RON 21,534,898”.*
- 4. To approve that the Company gets and enters into financing and/or loans amounting to max. RON 30,000,000 and subject to the rate of 1.25 regarding the Company’s level of indebtedness, under the terms to be agreed upon by the banking institutions and/or investors with the Company.
- 5. To approve that the Company enters into a loan agreement with LIBRA INTERNET BANK S.A., in the amount of RON 11,000,000 intended for the purchase of the Videle farm and the creation of related securities in the amount of RON 9,280,000 as immovable mortgage upon agricultural lands and suretyship issued by other companies affiliated to the Company.
- 6. To approve the amendment of the management agreement concluded between the Company and the sole director, as well as to authorize Mrs. NEMOIANU DANIELA-CAMELIA, a Romanian citizen, to negotiate and conclude the management agreement thus negotiated and amended.
- 7. To appoint Mrs. JANSEN ADELA, a Romanian citizen, as member of the Advisory Board, for a 2 (two) year-term, having the powers and duties set forth in Article 8 of the articles of incorporation of the Company.
- 8. To appoint Mr. POSTOLACHE PETRONEL-MANUEL, a Romanian citizen, as member of the Advisory Board, for a 2 (two) year-term, having the powers and duties set forth in Article 8 of the articles of incorporation of the Company.
- 9. To approve the date of 02.03.2021 as **“registration date”** for identification of the shareholders with regard to which the resolutions adopted by the EGMS shall apply, in accordance with the provisions of Article 86 of Law no. 24/2017 on issuers of financial instruments and market operations.
- 10. To approve the date of 01.03.2021 as **“ex-date”**, in accordance with the provisions of Article 187 para. 11 of Regulation no. 5/2018 on issuers of financial instruments and market operations, issued by the Financial Supervisory Authority.
- 11. To authorize the sole director, **HOLDE AGRI MANAGEMENT S.R.L.**, and its permanent representative, Mr. VOICU EUGEN-GHEORGHE, to fulfil the formalities and procedures with a view to carrying out the EGMS resolution and executing all the necessary documents in its relations with the competent Trade Registry Office, the Official Journal, the Financial Supervisory Authority, the Bucharest Stock Exchange, and with any other institutions, including for hiring a specialized company to draw up the issue prospectuses according to the EGMS resolution or the resolutions of the Company’s sole director and to obtain the ASF authorizations or any other authorizations, documents or agreements required under the law in order to carry out the resolutions adopted by the EGMS, to negotiate, agree upon and execute the loan/financing agreements, as well as any documents which are integral part thereof or related thereto (including potential addenda, forms, applications, requests, etc.) or the documents to be concluded between the parties (including, but without being limited to any documents concerning the loan/financing agreements and subsequent addenda thereto, including any notifications, certificates, etc.), to negotiate, agree upon and execute any security agreement (including potential addenda, forms, applications, requests, etc.) with

regard to securing the obligations undertaken by the Company by the loan/financing agreements approved by this Resolution. The sole director and its permanent representative, Mr. VOICU EUGEN-GHEORGHE, may delegate such duties to one or several persons as they deem appropriate.

12. To approve the completion of the destination of the loan amounting RON 11,000,000 mentioned under item 5 of the EGMS's agenda, by adding the destination regarding the acquisition of a park of agricultural equipment, together with the right to use 2,500 ha of agricultural land.
13. To approve the completion of the securities related to the loan amounting RON 11,000,000 mentioned under item 5 of the EGMS's agenda, by adding the movable security over the Company's bank accounts opened with LIBRA INTERNET BANK S.A., as well as on the current and future amounts of these accounts, together with the movable security (collateral cash) over the rights, titles, interests and benefits regarding the amount of RON 1,720,000 (onemillionsevenhundredandtwentythousand) blocked at the disposal of LIBRA INTERNET BANK S.A. in a bank deposit account opened on behalf of the Company at LIBRA INTERNET BANK units, as well as on its subsequent accounts, resulting from the reconstitution of the bank deposit following the partial release (if applicable) of the amounts subject to the security.
14. To approve one or more investments in total amount of EUR 500,000 under different forms (acquisition of the participations in the share capital, debt to equity convertibles loans etc) and during the financial years 2021-2023, in Romanian start-up companies or active on the Romanian market, which are developing technological projects or products for the agricultural domain (agritech).

#### **SPECIFICATIONS REGARDING THE EGSM**

- (1) One or more shareholders, holding, individually or together, at least 5% from the share capital of the Company, has/have the right within 15 days from the date this summons has been published, respectively no later than 28.01.2021:
  - (a) to include new items on the agenda of the general meeting, under condition that each new item shall be submitted together with an explanation or a draft resolution in order to be adopted in the EGSM;
  - (b) to submit draft resolutions for items to be included on the agenda of EGSM,

Proposals with respect to adding new items on the agenda of the EGMS, accompanied by copies of the SHAREHOLDER's valid identification document (identity card/passport for natural persons and for legal persons / entities without legal personality, identity card/passport of the legal representative), as well as by a justification or a draft resolution proposed for approval by EGMS shall be submitted as follows:

- (i) by registration at the Company's Correspondence Entry or by mail or courier with confirmation of receipt at the Correspondence Entry, in a sealed envelope bearing the clearly written statement in capital letters: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 12/15 FEBRUARY 2021", or
- (ii) by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature no. 455/2001, at [investors@holde.eu](mailto:investors@holde.eu), indicating in the subject matter field: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 12/15 FEBRUARY 2021".

If the case, the Company will publish the updated agenda before the reference date for EGSM (i.e. 04.02.2021)

The shareholders may exercise the rights to submit questions with respect to the items on the agenda of EGMS only accompanied by copies of the shareholder's valid identification documents (identity card/passport for natural persons and for legal persons / entities without legal personality, identity card/passport of the legal representative). The written questions, if the case, may be submitted, if the case, no later than 01.02.2021, 05.00 p.m., as follows:

- (i) by registration at the Company's Correspondence Entry or by mail or courier with confirmation of receipt at the Correspondence Entry, in a sealed envelope bearing the clearly written statement in capital letters: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 12/15 FEBRUARY 2021", or
- (ii) by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature no. 455/2001, at [investors@holde.eu](mailto:investors@holde.eu), indicating in the subject matter field: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 12/15 FEBRUARY 2021".

The Company will publish the answers to the questions submitted in the conditions this summoning on the Company's internet website page - <https://holde.eu/>.

- (2) The shareholders registered at the reference date may exercise the right to attend and vote the in the EGSM:
  - (a) in person;
  - (b) by their legal representative or by an appointed representative having been granted a general or a special proxy. The special proxy may be granted to any person for representation in only one general meeting and contain specific voting instructions from the shareholder, clearly mentioning the voting option for each item on the agenda of the general meeting. The general proxy will be awarded by the shareholder, acting as client, only to an agent as it is defined in art. 2 paragraph 1, point 20 of Law no. 24/2017 regarding the issuers of the financial instruments and market operations, or to an attorney-at-law. The special proxy form shall be published on the Company's website (<https://holde.eu/>) together with the documents for the debate and the other documents provided by art. 188 of ASF Regulation no. 5/2018. The special proxy, in Romanian or English language, shall be submitted to the Company, in original, no later than 10.02.2021, 08.00 a.m., accompanied by copies of the shareholder's valid identification documents (identity card/passport for natural persons and for legal persons / entities without legal personality, identity card/passport of the legal representative) as follows:
    - (i) by registration at the Company's Correspondence Entry or by mail or courier with confirmation of receipt at the Correspondence Entry form the Company's registered office (i.e. Bucharest, 16 Splaiul Unirii, room 13, office 3, floor 1, District 4), in a sealed envelope bearing the clearly written statement in capital letters: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 12/15 FEBRUARY 2021", or
    - (ii) by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature no. 455/2001, at [investors@holde.eu](mailto:investors@holde.eu), indicating in the subject matter field: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 12/15 FEBRUARY 2021".

A shareholder may appoint in the power of attorney one or more alternate representatives to ensure its/his/her representation in EGMS, if the proxy person appointed by the power of attorney is unable to fulfill its/his/her mandate. If more alternate representatives are appointed in the power of attorney, the order in which they will exercise their mandate shall be specified.

- (c) By correspondence, using the correspondence voting form published on the Company's website (<https://holde.eu/>). The correspondence voting forms, filled in Romanian or English language and signed, accompanied by a copy of the shareholder's valid identification documents (identity card/passport for natural persons and for legal persons / entities without legal personality, identity card/passport of the legal representative) can be submitted to the Company, in original, no later than 10.02.2021, 08:00 a.m., as follows:
- (i) by registration at the Company's Correspondence Entry or by mail or courier with confirmation of receipt at the Correspondence Entry form the Company's registered office (i.e. Bucharest, 16 Splaiul Unirii, room 13, office 3, floor 1, District 4), in a sealed envelope bearing the clearly written statement in capital letters: "CORRESPONDENCE VOTE FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 12/15 FEBRUARY 2021", or
  - (ii) by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature no. 455/2001, at [investors@holde.eu](mailto:investors@holde.eu), indicating in the subject matter field: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 12/15 FEBRUARY 2021".

The correspondence vote forms which shall not have been received in the form and within the term provided in this summons shall not be taken into account when the presence and the voting quorum are established and when the votes are counted in EGSM.

- (3) The EGSM meeting, the exercise of the vote by proxy or by correspondence, the right to information of the shareholders and right to submit request for completing the agenda shall be made by observing Law. 31/1990 Law 24/2017, ASF Regulation no. 5/2018 and ASF regulation no. 5/2020.
- (4) Considering the situation generate by COVID-19 pandemic, we recommend voting by correspondence and for the persons attending the EGSM is compulsory to wear face masks and to comply with the other protection measures established by the organizers for this situation.
- (5) Only the shareholders registered at the reference date, 04.02.2021, in the shareholders registry kept by the Depozitarul Central have the right to participate and vote in the EGSM
- (6) On the EGMS date, upon entering the meeting room of the general meeting, the shareholders - natural persons, if they participate personally in the EGMS and the shareholders - legal persons / entities without legal personality, if they participate through their legal representative and the proxies must present the original of the identity card/passport for the verification of the identity by the representatives responsible for the organization of the EGMS meeting on behalf of the Company.
- (7) Following the completion of the agenda and the receipt of the draft resolutions from the shareholders, the draft of the EGMS's Resolution, the correspondence voting forms, the special proxy forms in updated form together with the documents for the debate (the documents and information regarding the matters recorded on the agenda) are available starting with 29.01.2021, from Monday to Friday, between 09-17 at the registered office of the Company in Bucharest, Splaiul Unirii, Nr. 16, Room 103, Office no. 3, floor 1, Sector 4. These documents will also be available on the Company's website - <https://holde.eu/>.

- (8) The shareholders will be able to request in writing copies of the documents provided in point 7 above, by e-mail or by courier to the registered office of the Company, in the latter case paying the related costs. Requests will also indicate the postal address, e-mail address or no. fax where the requesting shareholder wishes to receive copies of those documents.
- (9) Irrespective of the method of transmission, requests shall be signed by the shareholders or their representatives and shall be accompanied by documents stating the original and the signature of the shareholder / his representative, attesting the identity of the shareholders and, where applicable, the quality of representative of the signatories.
- (10) All requests and any other additional information regarding the summoning and conduct of the EGMS will be sent, respectively obtained at the Company's headquarters, by phone - +40 31 22 533 73 or by e-mail - [investors@holde.eu](mailto:investors@holde.eu).

Bucharest, 28.01.2021

Sole Shareholder,  
**HOLDE AGRI MANAGEMENT S.R.L.**

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Mr. VOICU EUGEN-GHEORGHE  
Permanent representative