**SPECIAL POWER OF ATTORNEY FORM**

**FOR THE EXTRAORDINARY GENERAL MEETING OF**

**THE SHAREHOLDERS OF HOLDE AGRI INVEST S.A.**

**summoned for 12/15 February 2021**

 I, the Undersigned, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ *[surname and name of the shareholder – natural person, according to the identity document]*, identified with\_\_\_\_\_\_\_\_ *[identity document]*, series \_\_\_\_, no. \_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_, domiciled in \_\_\_\_\_\_\_\_ *[the entire address, according to the identity document],* personal identification number \_\_\_\_\_\_\_\_\_\_,

or

 The Undersigned, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ *[name of the shareholder – legal entity]*, with the registered office located in \_\_\_\_\_\_\_\_\_, registered with the Trade Registry Office under no. \_\_\_\_\_\_\_\_\_\_\_\_, Sole Registration Code \_\_\_\_\_\_\_\_\_, duly represented by \_\_\_\_\_\_\_\_\_\_\_\_ *[Surname and name, according to the identity document]*, in the capacityof \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ *[the exactly position registered with the Trade Registry]* \*

Shareholder at the reference date of **4 February 2021** 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, 1st 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 (hereinafter referred to as the “**Company**”), 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 Class A and 5,827,175 preference shares with preferred dividend with no voting right – Class B,

Holder of \_\_\_\_\_\_\_\_\_\_\_\_\_\_ ordinary Class A shares, representing \_\_\_\_\_ % of the total ordinary Class A shares issued by the Company, that gives me \_\_\_\_\_\_\_\_\_\_\_\_ voting rights, representing \_\_\_\_ % from the total number of the voting rights,

I hereby give power of attorney to \*\* \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled in \_\_\_\_\_\_\_\_\_\_\_\_\_*[the entire address, according to the identity document],* identified with\_\_\_\_\_\_\_ *[identity document]*, series \_\_\_\_, no. \_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_, personal identification number \_\_\_\_\_\_\_\_,

To represent the undersigned in the **Extraordinary General Meeting of the Shareholders of HOLDE AGRI INVEST S.A.** summoned for the date of **12 February 2021, starting with 10,00 am** or for **15 February 2021, starting with 10,00 am** *(should the attendance quorum be not met at the first general meeting),* at the address located in 11-11A George Enescu Street, attic, Bucharest, Sector 1, to exercise the voting right as to the shares held by me at the reference date, with respect to all the issues on the agenda, as follows:

1. **To repeal Articles 5.3.3 and 5.3.4 of the Company’s articles of incorporation regulating proposals on new share issues.**

In the resolution option recommended by the Sole Director of the Company

For⁪Against ⁪ Abstention ⁪

In the resolution option recommended by the shareholder \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ *[if the case may be]*

For⁪ Against ⁪ Abstention ⁪

1. **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.**

In the resolution option recommended by the Sole Director of the Company

For⁪Against ⁪ Abstention ⁪

In the resolution option recommended by the shareholder \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ *[if the case may be]*

For⁪ Against ⁪ Abstention ⁪

1. **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*”.**

In the resolution option recommended by the Sole Director of the Company

For⁪Against ⁪ Abstention ⁪

In the resolution option recommended by the shareholder \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ *[if the case may be]*

For⁪ Against ⁪ Abstention ⁪

1. **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.**

In the resolution option recommended by the Sole Director of the Company

For⁪Against ⁪ Abstention ⁪

In the resolution option recommended by the shareholder \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ *[if the case may be]*

For⁪ Against ⁪ Abstention ⁪

1. **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.**

In the resolution option recommended by the Sole Director of the Company

For⁪Against ⁪ Abstention ⁪

In the resolution option recommended by the shareholder \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ *[if the case may be]*

For⁪ Against ⁪ Abstention ⁪

1. **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.**

In the resolution option recommended by the Sole Director of the Company

For⁪Against ⁪ Abstention ⁪

In the resolution option recommended by the shareholder \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ *[if the case may be]*

For⁪ Against ⁪ Abstention ⁪

1. **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.**

In the resolution option recommended by the Sole Director of the Company

For⁪Against ⁪ Abstention ⁪

In the resolution option recommended by the shareholder \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ *[if the case may be]*

For⁪ Against ⁪ Abstention ⁪

1. **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.**

In the resolution option recommended by the Sole Director of the Company

For⁪Against ⁪ Abstention ⁪

In the resolution option recommended by the shareholder \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ *[if the case may be]*

For⁪ Against ⁪ Abstention ⁪

1. **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.**

In the resolution option recommended by the Sole Director of the Company

For⁪Against ⁪ Abstention ⁪

In the resolution option recommended by the shareholder \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ *[if the case may be]*

For⁪ Against ⁪ Abstention ⁪

1. **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.**

In the resolution option recommended by the Sole Director of the Company

For⁪Against ⁪ Abstention ⁪

In the resolution option recommended by the shareholder \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ *[if the case may be]*

For⁪ Against ⁪ Abstention ⁪

1. **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.**

In the resolution option recommended by the Sole Director of the Company

For⁪Against ⁪ Abstention ⁪

In the resolution option recommended by the shareholder \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ *[if the case may be]*

For⁪ Against ⁪ Abstention ⁪

1. **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.**

In the decision option recommended by the shareholder VERTICAL SEVEN GROUP S.R.L.

For⁪ Against ⁪ Abstention ⁪

1. **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.**

In the decision option recommended by the shareholder VERTICAL SEVEN GROUP S.R.L.

For⁪ Against ⁪ Abstention ⁪

1. **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).**

In the decision option recommended by the shareholder VERTICAL SEVEN GROUP S.R.L.

For⁪ Against ⁪ Abstention ⁪

**I hereby attach a copy of my valid identification document (i.e. identity card/passport for natural persons and for legal persons/entities without legal personality, identity card/passport of the legal representative).**

Date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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[*Surname and name of the natural person shareholder or of the representative of the legal person/entity without legal personality shareholder, in capital letters*]

***Note:***

*\* the identification data of the shareholders, natural persons or legal entities/ entities without legal personality will be filled*

*\*\* it will be filled the name of the appointed representative*

*\*\*\* in case of legal persons/entities without legal personality, the position of the legal representative shall be mentioned*