

Statement on dividend policy and practices

The Board of Directors of **Holde Agri Invest S.A.** ("**The Company**") declares that the Company undertakes to unconditionally comply with the Corporate Governance Principles applicable to issuers whose securities are traded on the Multilateral Trading System (SMT) administered by the Bucharest Stock Exchange S.A. as a system operator.

In accordance with the principles set out above, the Company undertakes to adopt a dividend policy, as a set of guidelines regarding the distribution of net profit, which the Company declares to comply with.

Accordingly, the Board of Directors of the Company set out the following relevant principles with respect to dividend policy:

- (1) The subscribed and fully paid up share capital of Holde Agri Invest is divided into two classes of shares - ordinary "A" class shares and "B" class preference shares. Holde Agri Invest Class "A" ordinary shares are admitted to trading on the Multilateral Trading System (MTS) of the Bucharest Stock Exchange starting with October 1st, 2020. The shares are traded under the symbol "HAI".

The ordinary class "A" shares issued by the Company have equal value and grant equal rights to their holders. Each share issued by the Company and paid for by the shareholder grants the right to vote at the General Meeting of Shareholders. The preference shares with priority dividend, without voting rights, issued by the Company, are shares issued under the conditions provided by Law no. 31/1990 on the Companies Law and gives to their holders, according to the Articles of Association of the Company, the right to a priority dividend amounting to 50% of the nominal value of the share of 1 lei, respectively a dividend of 0.5 lei per share („Priority dividend"). The amount of preferential dividends due will be capped each year at a maximum of 35% of the total profits distributable to shareholders in that year. The capping will not imply, in any case, the deferral of the preferential dividend difference up to 50 bani / preferential share.

According to the Articles of Incorporation of the Company, the calculation of the Priority Dividend will begin in the third year after the incorporation of the Company and may be done by allocating ordinary shares to the amounts due as a Priority Dividend. Thus, the first payment of the Priority Dividend will be made in 2022 for the financial year 2021. The holders of the Preferred Shares have all the other rights provided by Law no. 31/1990, including, but not limited to, the right to participate in General Assemblies, except for the right to vote.

- (2) The Company recognizes the rights of all shareholders to be remunerated in the form of dividends, as a form of participation in the net profits accumulated from the operation as well as an expression of the remuneration of the capital invested in the Company.

Thus, in accordance with the information included in the offer document provided to investors by the company prior to the private placement of shares, also included in the listing memorandum, the Board intends to reward its investors, holders of Class "A" Shares by granting shares as free of charge, following the capitalization of a part of the net profits accumulated by the Company. In this

Holde Agri Invest SA

Nr. Reg. Comerțului: J40/9208/2018; CUI 39549730

Sediul: Splaiul Unirii nr. 16, Etaj 1, Camera 103, Biroul nr. 3, București, Romania

Capital social subscris vărsat: 43.069.796 RON

www.holde.eu | contact@holde.eu



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way, the capital will be kept by the company and invested in activities and expenses that aim to increase the value of the business, while investors will be rewarded, for their contribution, with free shares.

The proposal regarding the distribution of dividends in the form of shares free of charge will be made by the Board of Directors of the Company, and the decision on approving the distribution of dividends belongs to the General Meeting of Shareholders, adopted in accordance with the law.

This policy will be reviewed by the Company's Board of Directors whenever relevant additional information regarding the distribution of dividends occurs. This policy will be published on the Company's official website, www.holde.eu.

Holde Agri Invest S.A.

Through the Legal Representative of the Sole Administrator, Holde Agri Management SRL

Eugen Gheorghe Voicu

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