



RESOLUTION
OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF
HOLDE AGRI INVEST S.A
NO. 1/ 12.02.2021

The Extraordinary General Meeting of the Shareholders of the trading company **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, 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**"), convened under the conditions of Law no. 31/1990 regarding the trading companies, republished with subsequent amendments, of Law no. 24/2017 on issuers of financial instruments and market operations, of ASF Regulation no. 5/2018 on issuers of financial instruments and market operations and of the Articles of Incorporation, at the first summoning, in the session from 12.02.2021, at 10:00 am, which was held at the address at 11-11A George Enescu Street, attic, Bucharest, Sector 1, in the presence of the shareholders holding 15,811,242 shares, representing 36.71% from the share capital, respectively 42.499% of the total number of the Company's ordinary shares Class A and 42.499% of the Company's total voting rights, adopted the following:

RESOLUTION

1. With a number of 15,811,242 votes in favour, amounting 100% from the share capital represented in the meeting, respectively 42.499% of the Company's total voting rights, a number of 0 votes against and 0 refraining votes, it is hereby approved the repeal Articles 5.3.3 and 5.3.4 of the Company's Articles of Incorporation regulating proposals on new share issues.

2. With a number of 15,811,242 votes in favour, amounting 100% from the share capital represented in the meeting, respectively 42.499% of the Company's total voting rights, a number of 0 votes against and 0 refraining votes, it is hereby approved the delegation of 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. With a number of 15,811,242 votes in favour, amounting 100% from the share capital represented in the meeting, respectively 42.499% of the Company’s total voting rights, a number of 0 votes against and 0 refraining votes, it is hereby approved 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. With a number of 15,811,242 votes in favour, amounting 100% from the share capital represented in the meeting, respectively 42.499% of the Company’s total voting rights, a number of 0 votes against and 0 refraining votes, it is hereby approved 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. With a number of 15,811,242 votes in favour, amounting 100% from the share capital represented in the meeting, respectively 42.499% of the Company's total voting rights, a number of 0 votes against and 0 refraining votes, it is hereby approved 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 (inside building area, annexes, storage halls, equipment etc., everything related to the farm headquarters) 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. With a number of 10,956,117 votes in favour, amounting 69.294% from the share capital represented in the meeting, respectively 29.4182% of the Company's total voting rights, a number of 0 votes against and 4,855,125 refraining votes, it is hereby rejected the amendment of the management agreement concluded between the Company and the sole director, as well as the authorization of Mrs. NEMOIANU DANIELA-CAMELIA, a Romanian citizen, to negotiate and conclude the management agreement thus negotiated and amended, as result of failure to meet the majority voting requirement provided by Article 7.7. of the articles of incorporation of the Company, respectively a majority of 30% of the total voting rights of the Company.
7. With a number of 15,811,242 votes in favour, amounting 100% from the share capital represented in the meeting, respectively 42.499% of the Company's total voting rights, a number of 0 votes against and 0 refraining votes, it is hereby approved the appointment of 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. With a number of 15,811,242 votes in favour, amounting 100% from the share capital represented in the meeting, respectively 42.499% of the Company's total voting rights, a number of 0 votes against and 0 refraining votes, it is hereby approved the appointment of 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. With a number of 15,811,242 votes in favour, amounting 100% from the share capital represented in the meeting, respectively 42.499% of the Company's total voting rights, a number of 0 votes against and 0 refraining votes, it is hereby approved 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. With a number of 15,811,242 votes in favour, amounting 100% from the share capital represented in the meeting, respectively 42.499% of the Company's total voting rights, a number of 0 votes against and 0 refraining votes, it is hereby approved 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. With a number of 15,811,242 votes in favour, amounting 100% from the share capital represented in the meeting, respectively 42.499% of the Company's total voting rights, a number of 0 votes against and 0 refraining votes, it is hereby approved the authorization of 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. With a number of 15,811,242 votes in favour, amounting 100% from the share capital represented in the meeting, respectively 42.499% of the Company's total voting rights, a number of 0 votes against and 0 refraining votes, it is hereby approved 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. With a number of 15,811,242 votes in favour, amounting 100% from the share capital represented in the meeting, respectively 42.499% of the Company's total voting rights, a number of 0 votes against and 0 refraining votes, it is hereby approved 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. With a number of 15,811,242 votes in favour, amounting 100% from the share capital represented in the meeting, respectively 42.499% of the Company's total voting rights, a number of 0 votes against and 0 refraining votes, it is hereby approved 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).

This is the will of the Extraordinary General Meeting of the Shareholders of the Company, expressed by valid vote cast in a legally convened session, that took place on 12.02.2021, and, therefore, this Resolution is made and signed.

CHAIRMAN OF THE MEETING

Holde Agri Management S.R.L.

By Mr. Eugen-Gheorghe Voicu,

In its capacity as permanent representative

Signature _____

SECRETARY OF THE MEETING

Liviu-Gabriel Zăgan

Signature _____