

To: BURSA DE VALORI BUCUREȘTI S.A.  
AUTORITATEA DE SUPRAVEGHERE FINANCIARĂ

## CURRENT REPORT 11/2021

According to Law nr. 24/2017 regarding issuers of financial instruments and market operations, ASF regulation nr. 5/2018 regarding the issuers of financial instruments and market operations and/or the Bucharest Stock Exchange Rulebook for Multilateral Trading System.

Date of report	23.03.2021
Name of the Company	Holde Agri Invest S.A.
Registered Office	Splaiul Unirii nr. 16, 1 <sup>st</sup> floor, Room 103, Office 3, Bucharest
Phone	+40 31 22 533 73
Email	<a href="mailto:investors@holde.eu">investors@holde.eu</a>
Trade Registry No.	J40/9208/2018
Fiscal Code	39549730
Subscribed and paid share capital	43,069,796 RON
Total number of shares	37,242,621 ordinary class "A" shares and 5,827,175 preference shares with class "B"
Market where securities are traded	MTS AeRO Premium, symbol HAI

**Important events to be reported:** The decision of the Sole Administrator to convene the Ordinary and Extraordinary General Meeting of Shareholders of Holde Agri Invest S.A. for 26.04.2021

On March 23rd, 2021, the Sole Administrator of Holde Agri Invest S.A. (hereinafter referred to as "the Company") decided to convene the Ordinary General Meeting of Shareholders (OGSM) and Extraordinary General Meeting of Shareholders (EGSM) of the Company for 26.04.2021 (first calling), respectively for 27.04.2021 (second calling) should the attendance quorum for the first meeting not be met, having the agenda stipulated in the convening notice attached to this current report.

Representative of Holde Agri Management SRL, Sole Administrator of Holde Agri Invest S.A.  
Eugen Gheorghe Voicu

**SUMMONS TO EXTRAORDINARY AND ORDINARY GENERAL MEETINGS 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 the provisions of the Company’s articles of incorporation, of Company Law no. 31/1990, 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,

**HEREBY CONVENES**

The Extraordinary General Meeting of Shareholders (the “**EGMS**”) and the Ordinary General Meeting of Shareholders (the “**OGMS**”) for **26.04.2021**, 2 p.m., respectively, 3 p.m., at **Bucharest, 37B Victoriei Street, Novotel Hotel, Paris hall, District 1**, for all the shareholders registered at the end of **15.04.2021** with the shareholder registry kept by Depozitarul Central S.A., deemed to be the reference date.

If the quorum requirements are not met at the mentioned date, according to art. 118 of Company Law no. 31/1990, republished, it is hereby convened and established the second meeting of the EGMS and the second meeting of the OGMS for **27.04.2021**, starting with 2 p.m., respectively, 3 p.m. at **Bucharest, 37B Victoriei Street, Novotel Hotel, Paris hall, District 1**, for all the shareholders registered at the end of **15.04.2021** with the shareholder registry kept by Depozitarul Central S.A., deemed to be the reference date.

**I. The agenda of the EGMS is the following:**

1. To repeal art. 7.3.9 of the Company’s Articles of Incorporation regulating the power of EGMS to decide *“the incorporation or closing/liquidation of the subsidiaries and exercising the voting rights in such subsidiaries”*, the rest of the paragraphs of the art. 7.3 shall be renumbered accordingly.
2. To approve the amendment of art. 7.3.11 of the Company’s Articles of Incorporation (which after the renumbering according to item 1 shall become 7.3.10), based on which the EGMS have the competence *“to decide on every transaction made between the Company and an Affiliate”*, which shall be amended and shall have the following content: *“to decide on every transaction made between the Company and an Affiliate of the Company’s shareholders or of the Sole Director’s shareholders”*.
3. To approve the completion of the art. 6.5.6 of the Company’s Articles of Incorporation based on which the Sole Director approves *“any decision on incorporation or liquidation of the secondary units of the Company, such as: branches, working units, representative offices or any other entities without legal personality”*, with the possibility of the Sole Director to decide on incorporation/acquisition/liquidation of the participations in other companies and to exercise the related voting rights. Therefore, art. 6.5.6 shall have the following content: *“6.5.6. any decision on incorporation or liquidation of the secondary units of the Company, such as: branches, working units, representative offices or any other entities without legal*

**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

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*personality, as well as, the acquisition of the participations in other companies, incorporation or closing/liquidation of the Company's subsidiaries or the companies in which the Company holds participations and to exercise the related voting rights in such subsidiaries or companies".*

4. To approve the date of **18.05.2021** 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.
5. To approve the date of **17.05.2021** 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.
6. 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, the sole director and its permanent representative, Mr. VOICU EUGEN-GHEORGHE, may delegate such duties to one or several persons as they deem appropriate.

**II. The agenda of the OGMS is the following:**

1. To approve the Company's individual and consolidated financial statements for the financial year 2020, executed based on the Report of the Sole Director and Report of the financial auditor for the year of 2020.
2. To approve the Annual Report for 2020 executed according to ASF Regulation no. 5/2018 on issuers of financial instruments and market operations.
3. To approve the discharge from liability of the Sole Director for the activity performed during the financial year 2020.
4. To approve the income and expenditures budget of the Company for the financial year 2021.
5. To approve the remuneration policy according to art. 92<sup>1</sup> of the Law no. 24/2017.
6. To approve the date of **18.05.2021** as "**registration date**" for identification of the shareholders with regard to which the resolutions adopted by the OGMS shall apply, in accordance with the provisions of Article 86 of Law no. 24/2017 on issuers of financial instruments and market operations.
7. To approve the date of **17.05.2021** 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.
8. 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 OGMS 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, the sole director and its permanent representative, Mr. VOICU EUGEN-GHEORGHE, may delegate such duties to one or several persons as they deem appropriate.

#### **SPECIFICATIONS REGARDING THE EGMS AND OGMS**

- (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 12.04.2021:
  - (a) to include new items on the agenda of the General Meetings, under condition that each new item shall be submitted together with an explanation or a draft resolution in order to be adopted in the General Meetings;
  - (b) to submit draft resolutions for items to be included on the agenda of General Meetings,

Proposals with respect to adding new items on the agenda of the General Meetings, 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 the General Meetings 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 OR/AND ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/27 APRIL 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 OR/AND ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/27 APRIL 2021".

If the case, the Company will publish the updated agenda before the reference date for the EGMS/OGMS Meetings (i.e. 15.04.2021).

The shareholders may exercise the rights to submit questions with respect to the items on the agenda of the General Meetings 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 15.04.2021, 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 OR/AND ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/27 APRIL 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 OR/AND ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/27 APRIL 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 in the General Meetings:

(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, 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) **for EGMS, no later than 24.04.2021, 12 a.m.:**

- 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 26/27 APRIL 2021", or
- 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 26/27 APRIL 2021".

(ii) **for OGMS, no later than 24.04.2021, 1 p.m.:**

- 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 ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/27 APRIL 2021", or
- 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 ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/27 APRIL 2021".

A shareholder may appoint in the power of attorney one or more alternate representatives to ensure its/his/her representation in the General Meetings, if the proxy person appointed by the power of attorney is unable to fulfil 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, as follows:

(i) **for EGMS, no later than 24.04.2021, 12 a.m.:**

- 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 26/27 APRIL 2021", or
- 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: "CORRESPONDENCE VOTE FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/27 APRIL 2021".

(ii) **for OGMS, no later than 24.04.2021, 1 p.m.:**

- 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 ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/27 APRIL 2021", and for correspondence voting forms for the secret votes, the correspondence voting forms shall be submitted by a separate envelope on which shall be mentioned "SECRET CORRESPONDENCE VOTE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/27 APRIL 2021", or
- 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: "CORRESPONDENCE VOTE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/27 APRIL 2021", and for correspondence voting forms for the secret votes, the correspondence voting forms shall be submitted by a separate e-mail indicating in the subject matter field "SECRET CORRESPONDENCE VOTE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 26/27 APRIL 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 the General Meetings.

- (d) By online voting. Electronic means of voting will be used according to art. 197 of Regulation 5/2018 of the F.S.A. (in Romanian "A.S.F.") regarding the issuers of financial instruments and market operations by accessing the link <https://hai.evot.ro/login> from any device connected to the internet.

For identification and online access to the GMS, the shareholders provide the following information:

(i) Natural Persons:

- Name surname;
- Personal Numeric Code (CNP);
- Email address;
- Copy of identity document (identity card, identity card, passport, residence permit); \*
- Phone number (optional).

(ii) Legal entities:

- Name of legal person;
- Unique registration code (CUI);
- Name First name legal representative;
- Personal Numeric Code (CNP) legally represented;
- Email address;
- Legal representative identity card (identity card, identity card, passport, residence permit);
- Copy of the ascertaining certificate issued by the trade register or any equivalent document issued by a competent authority of the state in which the shareholder of the legal person is legally registered, presented in original or in copy according to the original. The documents attesting the quality of legal representative of the legal person shareholder will be issued at most 30 days before the reference date; \*
- Phone number (optional).

The documents presented in a language other than English will be accompanied by the translation made by an authorized translator in Romanian / English.

The electronic copy of the above mentioned documents will be uploaded online in the dedicated fields.

\*File to be uploaded can have one of the following extensions: **.jpg, .pdf, .png**. Shareholders can connect and vote whenever they want within the designated voting period by mail and / or live, the last voting option being the registered one.

The identification made by the Company in the case of natural persons gives access to the General Meetings of the Company in the situation in which the respective natural person is a shareholder at the afferent reference date.

The identification made by the Company in the case of legal entities, special or general power of attorney gives access to the General Meetings of the Company after proving each time the validity of the legal representative, respectively of the authorized person.

In the event that after the identification process there are discrepancies between the data provided by the shareholder and those in the Register of Shareholders at the reference date, the shareholder will be notified and will be directed to contact the Shareholder Relations Department at [investors@holde.eu](mailto:investors@holde.eu) or phone number +40 31 22 533 73.

- (3) The General Meetings, 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 General Meetings 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, 15.04.2021, in the shareholders' registry kept by the Depozitarul Central have the right to participate and vote in the EGMS and OGMS.
- (6) On the EGMS/OGMS date, upon entering the meeting room of the general meeting, the shareholders - natural persons, if they participate personally in the EGMS/OGMS 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/OGMS meeting on behalf of the Company.
- (7) All the documents regarding the agenda provided by law will be made available to the shareholders starting with 26.03.2021, 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 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/OGMS 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, 23.03.2021

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

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Mr. VOICU EUGEN-GHEORGHE  
Permanent representative