**SPECIAL POWER OF ATTORNEY FORM**

**FOR THE ORDINARY GENERAL MEETING OF**

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

**summoned for 26/27 April 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 **15 April 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 **Ordinary General Meeting of the Shareholders of HOLDE AGRI INVEST S.A.** summoned for the date of **26 April 2021, starting with 3 PM** or for **27 April 2021, starting with 3 PM** *(should the attendance quorum be not met at the first general meeting),* at the address located in **Bucharest, 37B Victoriei Street, Novotel Hotel, Paris hall, District 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 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.**

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

ForAgainst ⁪ Abstention ⁪

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

For⁪ Against ⁪ Abstention ⁪

1. **To approve the Annual Report for 2020 executed according to ASF Regulation no. 5/2018 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 discharge from liability of the Sole Director for the activity performed during the financial year 2020.**

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 income and expenditures budget of the Company for the financial year 2021.**

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 remuneration policy according to art. 921 of the Law no. 24/2017.**

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 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.**

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 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.**

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 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.**

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 ⁪

**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 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ [*signature*]

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

[*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*