



RESOLUTION
OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF
HOLDE AGRI INVEST S.A
NO. []/ 26.04.2021

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 26.04.2021, at 2 PM., which was held at the address at **Bucharest, 37B Victoriei Street, Novotel Hotel, Paris hall, District 1**, in the presence of the shareholders holding _____ shares, representing _____ % from the share capital, respectively _____ % of the total number of the Company's ordinary shares Class A and _____ % of the Company's total voting rights, adopted the following:

RESOLUTION

1. With a number of _____ votes in favour, amounting _____ % from the share capital represented in the meeting, respectively _____ % of the Company's total voting rights, a number of _____ votes against and _____ refraining votes, it is hereby approved the repeal of 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. With a number of _____ votes in favour, amounting _____ % from the share capital represented in the meeting, respectively _____ % of the Company's total voting rights, a number of _____ votes against and _____ refraining votes, it is hereby approved the 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 is 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. With a number of _____ votes in favour, amounting _____ % from the share capital represented in the meeting, respectively _____ % of the Company's total voting rights, a number of _____ votes against and _____ refraining votes, it is hereby approved the completion of 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*

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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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 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. With a number of _____ votes in favour, amounting _____ % from the share capital represented in the meeting, respectively _____ % of the Company’s total voting rights, a number of _____ votes against and _____ refraining votes, it is hereby approved 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. With a number of _____ votes in favour, amounting _____ % from the share capital represented in the meeting, respectively _____ % of the Company’s total voting rights, a number of _____ votes against and _____ refraining votes, it is hereby approved 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. With a number of _____ votes in favour, amounting _____ % from the share capital represented in the meeting, respectively _____ % of the Company’s total voting rights, a number of _____ votes against and _____ refraining votes, it is hereby approved the authorization of the sole director, **HOLDE AGRICULTURE 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.
7. With a number of _____ votes in favour, amounting _____ % from the share capital represented in the meeting, respectively _____ % of the Company’s total voting rights, a number of _____ votes against and _____ refraining votes, it is hereby approved the delegation to the Sole Director of the EGMS’s powers regarding the resolution to change the Company’s headquarters.

In order to carry out the delegation of the duties relating to the resolution to change the Company’s headquarters, the Sole Director is authorized to conclude any necessary documents and to perform any necessary formalities, including, but not limited:

- To negotiate the terms and conditions and to conclude the lease agreement for the premises with the destination of the headquarters and any ancillary deeds and/or documents;
- To sign the updated version of the Company’s Articles of Incorporation;

- deliver and obtain any documents, pay fees, taxes, as well as to perform any other deeds and to take any necessary actions.
8. With a number of _____ votes in favour, amounting _____ % from the share capital represented in the meeting, respectively _____ % of the Company's total voting rights, a number of _____ votes against and _____ refraining votes, it is hereby approved the amendment of art. 2.5 of the Company's Articles of Incorporation based on which *"the headquarters of the Company can be changed at another address in Romania, based on EGMS's resolution"*, which is amended and shall have the following content: *"the headquarters of the Company can be changed based on the decision of the Sole Director, which is delegated to exercise the powers of EGMS regarding the change of the headquarters"*.
9. With a number of _____ votes in favour, amounting _____ % from the share capital represented in the meeting, respectively _____ % of the Company's total voting rights, a number of _____ votes against and _____ refraining votes, it is hereby approved the repeal of art. 7.3.2 of the Company's Articles of Incorporation regulating the power of EGMS to decide *"the change of the Company's headquarters"*, the rest of the paragraphs of the art. 7.3 shall be renumbered accordingly.
10. With a number of _____ votes in favour, amounting _____ % from the share capital represented in the meeting, respectively _____ % of the Company's total voting rights, a number of _____ votes against and _____ refraining votes, it is hereby approved the completion of art. 6.5 of the Company's Articles of Incorporation by adding the duties of the Sole Director to decide on change of the Company's headquarters. Therefore, shall be added the art. 6.5.15 which shall have the following content: *"6.5.15. to approve the change of the Company's headquarters"*.

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 26.04.2021, and, therefore, this Resolution is made and signed.

Chairman of the meeting

Secretary