**SPECIAL POWER OF ATTORNEY FORM**

**FOR THE EXTRAORDINARY 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 **Extraordinary General Meeting of the Shareholders of HOLDE AGRI INVEST S.A.** summoned for the date of **26 April 2021, starting with 2 PM** or for **27 April 2021, starting with 2 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 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 paragraphes of the art. 7.3 shall be renumbered accordingly.**

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 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*”.**

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 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 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*”.**

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 EGMS 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 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.**

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 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.**

In the decision option recommended by the shareholder VERTICAL SEVEN GROUP S.R.L.

For⁪ Against ⁪ Abstention ⁪

1. **To approve 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*”.**

In the decision option recommended by the shareholder VERTICAL SEVEN GROUP S.R.L.

For⁪ Against ⁪ Abstention ⁪

1. **To approve 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 paragraphes of the art. 7.3 shall be renumbered accordingly.**

In the decision option recommended by the shareholder VERTICAL SEVEN GROUP S.R.L.

For⁪ Against ⁪ Abstention ⁪

1. **To approve 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*”.**

In the decision option recommended by the shareholder VERTICAL SEVEN GROUP S.R.L.

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*