

RESOLUTION
OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF
HOLDE AGRI INVEST S.A
NO. 2/26.04.2021

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 17,420,326 shares, representing 40.4467% from the share capital, respectively 46.7752% of the total number of the Company’s ordinary shares Class A and 46.7752% of the Company’s total voting rights, adopted the following:

RESOLUTION

1. With a number of 15,258,120 votes in favour, amounting 89.0410% from the share capital represented in the meeting, respectively 40.9695% of the Company’s total voting rights, a number of 977,534 votes against, amounting 5.7045% from the share capital represented in the meeting, respectively 2.6248% of the Company’s total voting rights, and 3.405 refraining votes, amounting 0.0199% from the share capital represented in the meeting, respectively 0.0091% of the Company’s total voting rights, 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 16,204,845 votes in favour, amounting 94.5658% from the share capital represented in the meeting, respectively 43.5116% of the Company’s total voting rights, a number of 73,882 votes against, amounting 0.4311% from the share capital represented in the meeting, respectively 0.1984% of the Company’s total voting rights, and 905 refraining votes, amounting 0.0053% from the share capital represented in the meeting, respectively 0.0024% of the Company’s total voting rights, 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*”.

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3. With a number of 13,803,193 votes in favour, amounting 80.5506% from the share capital represented in the meeting, respectively 37.0629% of the Company's total voting rights, a number of 975,534 votes against, amounting 5.6929% from the share capital represented in the meeting, respectively 2.6194% of the Company's total voting rights, and 1,500,905 refraining votes, amounting 8.7588% from the share capital represented in the meeting, respectively 4.0301% of the Company's total voting rights, 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 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 16,278,727 votes in favour, amounting 94.9969% from the share capital represented in the meeting, respectively 43.7099% of the Company's total voting rights, a number of 0 votes against, amounting 0% from the share capital represented in the meeting, respectively 0% of the Company's total voting rights, and 905 refraining votes, amounting 0.0053% from the share capital represented in the meeting, respectively 0.0024% of the Company's total voting rights, 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 15,831,083 votes in favour, amounting 92.3719% from the share capital represented in the meeting, respectively 42.5080% of the Company's total voting rights, a number of 0 votes against, amounting 0% from the share capital represented in the meeting, respectively 0% of the Company's total voting rights, and 450,905 refraining votes, amounting 2.6310% from the share capital represented in the meeting, respectively 1.2107% of the Company's total voting rights, 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 16,278,427 votes in favour, amounting 94.9821% from the share capital represented in the meeting, respectively 43.7091% of the Company's total voting rights, a number of 0 votes against, amounting 0% from the share capital represented in the meeting, respectively 0% of the Company's total voting rights, and 905 refraining votes, amounting 0.0053% from the share capital represented in the meeting, respectively 0,0024% of the Company's total voting rights, it is hereby approved the authorization of the sole director, **HOLDE AGRI MANAGEMENT S.R.L.**, and its permanent representative, Mr. VOICU EUGEN-

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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 15,378,131 votes in favour, amounting 89.7290% from the share capital represented in the meeting, respectively 41.2918% of the Company's total voting rights, a number of 902,652 votes against, amounting 5.2668% from the share capital represented in the meeting, respectively 2.4237% of the Company's total voting rights, and 1,205 refraining votes, amounting 0.0070% from the share capital represented in the meeting, respectively 0.0032% of the Company's total voting rights, 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 15,340,358 votes in favour, amounting 89.4940% from the share capital represented in the meeting, respectively 41.1903% of the Company's total voting rights, a number of 902,652 votes against, amounting 5.2660% from the share capital represented in the meeting, respectively 2.4237% of the Company's total voting rights, and 300 refraining votes, amounting 0.0018% from the share capital represented in the meeting, respectively 0.0008% of the Company's total voting rights, 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 15,338,002 votes in favour, amounting 89.4926% from the share capital represented in the meeting, respectively 41.1840% of the Company's total voting rights, a number of 902,652 votes against, amounting 5.2667% from the share capital represented in the meeting, respectively 2.4237% of the Company's total voting rights, and 300 refraining votes, amounting 0.0018% from the share capital represented in the meeting, respectively 0.0008%

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of the Company's total voting rights, 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 15,658,027 votes in favour, amounting 89.8837% from the share capital represented in the meeting, respectively 42.0433% of the Company's total voting rights, a number of 902,652 votes against, amounting 5.1816% from the share capital represented in the meeting, respectively 2.4237% of the Company's total voting rights, and 300 refraining votes, amounting 0.0017% from the share capital represented in the meeting, respectively 0.0008% of the Company's total voting rights, 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

Cîrciumaru Iulian-Florentin

Secretary

Zăgan Gabriel Liviu

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RESOLUTION
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HOLDE AGRI INVEST S.A
NO. 1/26.04.2021

The Ordinary 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 3 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 16,902,464 shares, representing 39.2444% from the share capital, respectively 45.3847% of the total number of the Company’s ordinary shares Class A and 45.3847% of the Company’s total voting rights, adopted the following:

RESOLUTION

1. With a number of 15,966,987 votes in favour, amounting 100% from the casted votes in the meeting, respectively 42.8729% of the Company’s total voting rights, it is hereby approved 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. With a number of 15,981,511 votes in favour, amounting 100% from the casted votes in the meeting, respectively 42.9119% of the Company’s total voting rights, it is hereby approved the Annual Report for 2020 executed according to ASF Regulation no. 5/2018 on issuers of financial instruments and market operations.
3. With a number of 15,969,711 votes in favour, amounting 100% from the casted votes in the meeting, respectively 42.8802% of the Company’s total voting rights, it is hereby approved the discharge from liability of the Sole Director for the activity performed during the financial year 2020.
4. With a number of 15,960,830 votes in favour, amounting 99.9762% from the casted votes in the meeting, respectively 42.8564% of the Company’s total voting rights, and a number of 3,801 votes against, amounting 0.0238% from the casted votes in the meeting, respectively 0.0102% of the Company’s total voting rights, it is hereby approved the income and expenditures budget of the Company for the financial year 2021.

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5. With a number of 12,899,720 votes in favour, amounting 95.7060% from the casted votes in the meeting, respectively 34.6370% of the Company's total voting rights, and a number of 578,761 votes against, amounting 4.2940% from the casted votes in the meeting, respectively 1.5540% of the Company's total voting rights, it is hereby approved the remuneration policy according to art. 92¹ of the Law no. 24/2017.
6. With a number of 15,945,293 votes in favour, amounting 99.999994% from the casted votes in the meeting, respectively 42.8146% of the Company's total voting rights, and a number of 1 votes against, amounting 0.000006% from the casted votes in the meeting, respectively 0.000002% of the Company's total voting rights, 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 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. With a number of 15,945,294 votes in favour, amounting 100% from the casted votes in the meeting, respectively 42.8146% of the Company's total voting rights, 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.
8. With a number of 15,905,705 votes in favour, amounting 100% from the casted votes in the meeting, respectively 42.7083% of the Company's total voting rights, 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 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.

This is the will of the Ordinary 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.

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