



**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, 1 Nestorei Entrance, Building B, 10th floor, District 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 64,069,796, divided into 64,069,796 registered shares, of which 58,242,621 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 **24.11.2021**, 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 **15.11.2021** 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 **25.11.2021**, 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 **15.11.2021** 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. Approval of the admission to trading of the Company's shares on the regulated market administered by Bucharest Stock Exchange, by transferring from the alternative trading system AeRO of Bucharest Stock Exchange, and empowering the sole director of the Company to set the date and all and any conditions on the admission to trading of the Company's shares on the regulated market operated by the Bucharest Stock Exchange, including to conclude contracts with authorized consultants necessary in order to be admitted to trading on this market, as well as to undertake all necessary actions and formalities before the Financial Supervisory Authority, the Bucharest Stock Exchange, the Central Depository, the Trade Register and / or any other institution, in this purpose.
2. Approval to delegate the EGMS duties relating to the resolution to increase the Company’s share capital to the sole director of the Company, for a period of 3 (three) years, by one or several share issues (regardless of their nature), by cash contribution and/or by incorporating reserves, with the exception of legal reserves, as well as benefits or share premiums and/or by offsetting certain, of a fixed amount and due claims on the Company with its shares, with an amount less than half of the subscribed share capital, existing at the resolution and authorization date, i.e. up to the amount of RON 32,034,898.

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In order to carry out the delegation of the duties relating to the resolution to increase the share capital, the sole director of the Company is authorized to determine the characteristics of the share capital increase operation and its performance, including, but without being limited to:

- the method used for the share capital increase;
 - the subscription amount per newly issued share, the subscription period and the method of payment;
 - the decision that the new share issue is performed either in one phase whereby the newly issued shares shall be subscribed and paid-up only by the shareholders holding preferential rights, or in two phases whereby the shares can be initially subscribed and paid-up by the shareholders holding preferential rights and afterwards can be subscribed and paid-up through the capital market as an offer for investors (known as “private placement”) for the remaining unsubscribed shares;
 - the period, the share value and other details on the trading of the preferential rights on the relevant market managed by the Bucharest Stock Exchange;
 - to determine the modality of carrying out the operation of subscription by private investors of the shares issued through the capital market (by direct transfer or by using the trading system of the Bucharest Stock Exchange);
 - to cancel the shares remaining unsubscribed during the procedure for increasing the share capital of the Company;
 - to amend and/or update the Company’s articles of incorporation as a result of the share capital increase;
 - to appoint the broker authorized by ASF for the operations on increasing the Company’s share capital and the share capital subscription based on the corresponding public offer prospectuses through such authorized broker;
 - to draft and issue any other resolutions and/or documents necessary for carrying out the share capital increase according to this para. 2.
3. To approve the amendment of Article 5.3.1 of the Company’s articles of incorporation, as follows:
- *Article 5.3.1 – “The Sole Director is delegated and authorized that, within a 3 (three) year-term calculated as from the date of the resolution of the Extraordinary General Meeting of Shareholders with regard to the delegation of the duties on share capital increase, to decide upon the increase of the Company’s share capital, by one or several share issues (regardless of their nature), by cash contribution and/or by incorporating reserves, with the exception of legal reserves, as well as benefits or share premiums and/or by offsetting certain, of a fixed amount and due claims on the Company with its shares, with an amount less than half of the subscribed share capital, existing at the resolution and authorization date, i.e. up to the amount of RON 32,034,898.”.*
4. To ratify the Decision of the sole director of the Company no. 1 / 24.04.2021 regarding (i) the use of the amount of 8,851,290.5 lei from the loan granted by Libra Internet Bank S.A. to the Company to lend the company Agrocom Exim Prod S.R.L. in order to acquire Videle farm and (ii) to use the amount of 2,148,709.5 lei from the loan granted by Libra Internet Bank S.A. to the Company for lending the group companies, respectively: Agro Sargadillo S.R.L., Benasque S.R.L., Agro Antran S.R.L., Inter Muntenia S.R.L., Agrocom Exim Prod S.R.L., Bigmed S.R.L., Ronosca S.R.L., Agromixt Buciumeni S.R.L., for farmland acquisition.

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5. Approval of the total amount of 40,000,000 lei to be used by the Company for the acquisition of agricultural farms (acquisitions of shares in the share capital) by the end of 2022, with the establishment of the related guarantees (real estate mortgages, movable pledges, sureties, etc.) issued by the Company and / or the HAI Subsidiaries, to be negotiated with the financing entity.
6. Approval of the negotiation, signing, conclusion and fulfilment of, as well as the terms and conditions of a credit facility agreement up to a maximum amount of RON 170,000,000 ("**Credit Facility Agreement**") to be made available to the Company and, as the case may be, at the disposal of the Company's subsidiaries, as will be subsequently agreed, by Banca Transilvania S.A., together with another financing bank, with Banca Transilvania S.A. acting also as arranger, facility agent and guarantee agent (Banca Transilvania, in these capacities, as well as the other financing bank being hereinafter referred to as "**Financing Parties**"), for the purposes of: (i) refinancing certain existing loans for work and subsequently the financing of the expenses related to the current activity; (ii) the refinancing of certain existing credits for the acquisition of equipment and the financing and partial refinancing of construction, assembly, acquisition of equipment, agricultural equipment and logistics, modernization of silos and other existing constructions that will be used in the current activity; (iii) refinancing certain existing loans for the acquisition of farms and, subsequently, financing the acquisition of target farms; and (iv) refinancing certain existing appropriations for the acquisition of agricultural land and, subsequently, financing the acquisition of agricultural land;
7. Approval of the negotiation, signing, conclusion and fulfilment of, as well as of the terms and conditions, the following movable and immovable mortgage agreements by which guarantee rights are established in favour of the Financing Parties and/or the guarantee agent, in order to guarantee the obligations arising from the Financing Documents (as this term is to be defined in the Credit Facilities Agreement), up to a maximum amount of RON 250,000,000:
 - a) one or more movable pledge agreements on the shares, as the case may be, present and future held by the Company in:
 - i. Agro Antran SRL, J34/741/2005, CUI 18184953 ("**Agro Antran**"); at the present date, representing 21 shares, respectively 95,4545% of the share capital;
 - ii. Agro Sargadillo SRL, J34/15/2006, CUI 18271940 ("**Agro Sargadillo**"); at the present date, representing 21 shares, respectively 95,4545% of the share capital;
 - iii. Agrocom Exim Prod SRL, J34/788/2019, CUI 41701848 ("**Agrocom**"); at the present date, representing 21 shares, respectively 95,4545% of the share capital;
 - iv. Agro Fields Future S.R.L., J51/917/2019, CUI 41938080 ("**Agro Fields**"); at the present date representing 20 shares, respectively 100% of the share capital;
 - v. Agromixt Buciumeni SRL, J51/255/1991, CUI 1917673 ("**Agromixt**"); at the present date, representing 346350 shares, respectively 100% of the share capital;
 - vi. Benasque SRL, J34/28/2006, CUI 18278477 ("**Benasque**"); at the present date, representing 21 shares, respectively 95,4545% of the share capital;
 - vii. Bigmed SRL, J40/7597/2001, CUI 14167832 ("**Bigmed**"); at the present date, representing 1049 shares, respectively 99,9% of the share capital;
 - viii. Capriciu de Licuriciu Farm SRL, J40/2125/2005, CUI 17201610 ("**Capriciu**"); at the present date, representing 29 shares, respectively 96,66% of the share capital

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- ix. Holde Agri Operational SRL, J40/2998/2019, CUI 40746213 (“**HAO**”); at the present date, representing 4950 shares, respectively 95,1925% of the share capital;
- x. Inter Muntenia SRL, J34/740/2005, CUI 18184607 (“**Inter Muntentia**”); at the present date, representing 21 shares, respectively 87,49999% of the share capital;
- xi. Ronosca SRL, J34/30/2006, CUI 18286003 (“**Ronosca**”); at the present date, representing 21 shares, respectively 84% of the share capital,

(Agro Antran, Agro Sargadillo, Agrocom, Agro Fields, Agromixt, Benasque, Bigmed, Capriciu, HAO, Inter Muntenia, Ronosca being hereinafter referred to as “**HAI Subsidiaries**”), as well as on any of their related rights, their fruits and products (“**HAI Shares Pledges**”).

- b) one or more movable pledge agreements on the universality of the present and future movable assets of the Company (including, without limitation, current accounts, trade receivables, stocks, equipment (including future equipment that will be purchased from the amounts available through the Credit Facilities Agreement), equipment, means of transport, rights from insurance policies (“**HAI Universality Pledge**”);
 - c) one or more real estate mortgage agreements establishing a mortgage on all immovable properties, plots of land and buildings of the Company, together with the usual requirements for such mortgage agreements (“**HAI Real Estate Mortgage**” together with the HAI Shares Pledges and the HAI Universality Pledges, hereinafter referred to as “**HAI Mortgage Agreements**”);
 - d) the assignment of the rights from the insurance policies afferent to all the goods brought in guarantee through the above mentioned agreements (“**Assignment of HAI Policies**”).
8. Approval of the negotiation, signing, conclusion and fulfilment of, as well as the terms and conditions, of any other Financing Document (as this term will be defined in the Credit Facilities Agreement), including any certificate of conformity, letter of commission, hedging document, application for withdrawal and any other document that could be designated as a Financing Document by the Financing Parties and the Company.
9. Approval of the negotiation, signing, conclusion and execution of any other documents, notifications, certificates to be issued or signed by the Company and / or its representatives based on or in connection with the Financing Documents (including the documents mentioned in points 6-9), as well as the fulfilment of any and all other formalities that are necessary, recommendable and opportune in order to make these documents fully valid, obligatory and susceptible to forced execution; (any and all documents listed in points 6-9 above are collectively referred to as “**HAI Documents**”).
10. Power-of-attorney approval for:

HOLDE AGRI MANAGEMENT S.R.L., and its permanent representative, Mr. Iulian-Florentin Cîrciumaru as a Proxy of the Company, in its name and on its behalf, to take any legal measures and to carry out any actions for the negotiation and signing of Documents by the Company, as well as for participation in general meetings of the shareholders of the HAI Subsidiaries, mentioned in item 11 below, and to sign the resolutions of each of them.

In order to fulfil the power-of-attorney granted, the Proxy will have its full power and authority:

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- (i) negotiate, sign, amend and set the terms (in its sole discretion), to conclude on account and behalf of the Company all HAI Documents, including, but not limited to, the Credit Facility Agreement, the HAI Mortgage Agreements, Assignment of HAI Policies, any conformity certificate, letter of commission, hedging document, request for withdrawal and any other document that could be designated as a Financing Document by the Financing Parties and the Company;
 - (ii) negotiate, sign, modify and establish the terms (in its sole discretion), to conclude in the name and on behalf of the Company any other documents, contracts, acceptances and / or notifications or instruments necessary to be signed based on and in connection with HAI Documents and to take any action and take any steps and sign any documents necessary or appropriate for the completion of the HAI Documents and to make them fully to be enforced, including, but not limited to: (i) signing and making any entries in the registers of shareholders of HAI Subsidiaries, as may be required the Pledges on HAI Shares; and (ii) signing any other forms, queries or requests to any private entity or public authority that may be necessary, recommended or opportune in connection with the present transaction and to make any communications and to undertake any action requested on the basis of or in connection with the HAI Documents to which the Company is a party;
 - (iii) represent the Company in any and all meetings of the shareholders of the HAI Subsidiaries that will decide on the matters detailed in item 11 below and to sign the resolutions issued by the respective meetings of the shareholders;
 - (iv) represent the Company before the Trade Register, the public notary, the operators of the National Register of Movable Property Advertising, as well as any other institution, authorities, courts or private entities, in order to fulfil all necessary, useful or opportune formalities for the valid conclusion and completion of HAI Documents, as well as of any other competent authorities for the implementation and registration of the present resolution;
 - (v) undertake any other actions and perform any other deeds necessary and appropriate for the completion of the HAI Documents, including the sub-delegation of powers conferred hereby to other individuals, in order to carry out this power-of-attorney.
11. Approval of the signing by the Company, as majority shareholder of the HAI Subsidiaries, of the resolutions of the general meetings of the shareholders from each of the HAI Subsidiaries that will approve, among others:
- a) negotiating, signing, concluding and fulfilling, as well as the terms and conditions, of the Credit Facilities Agreement, as a borrower or, as the case may be, as guarantor;
 - b) if applicable, the terms and conditions and the countersigning of the Pledges on HAI Shares;
 - c) negotiating, signing, concluding and fulfilling, as well as the terms and conditions, of the following movable and immovable mortgage agreements by which guarantee rights are established in favour of the Financing Parties and / or the Agent, in order to guarantee the obligations arising from the Financing Documents (as this term is to be defined in the Credit Facilities Agreement), up to a maximum amount of up to RON 250,000,000:
 - i. one or more movable pledge agreements on the universality of the present and future movable assets of each HAI Subsidiary (including, but not limited to, current accounts, commercial receivables, inventories, equipment (including future equipment to be purchased from the amounts of money provided through the Credit Facilities Agreement), equipment, means of transport, rights from insurance policies) ("**Pledges on the Universalities of HAI Subsidiaries**");

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- ii. one or more immovable mortgage agreements by which a mortgage is constituted on all immovable properties, plots of land and buildings, of each HAI Subsidiary, together with the usual restrictions for such mortgage agreements ("**Mortgage of HAI Subsidiaries Real Estate**") together with the Pledges on Universalities of HAI Subsidiaries, hereinafter referred to as "**HAI Subsidiary Mortgage Agreements**";
- iii. the assignment of the rights arising from the insurance policies afferent to all the assets brought in guarantee through the above mentioned agreements ("**Assignment of HAI Subsidiaries' Policies**");
- d) negotiating, signing, concluding and fulfilling, as well as the terms and conditions, of any other Financing Document (as this term will be defined in the Credit Facility Agreement) to which the respective HAI Subsidiary will be a party, including any compliance certificate, letter of commission, hedging document, request for withdrawal and any other document that could be designated as a Financing Document by the Financing Parties and the respective HAI Subsidiary;
- e) negotiating, signing, concluding and carrying out any other documents, notifications, certificates to be issued or signed by the respective HAI and / or its representatives on or in connection with the Financing Documents (including the mentioned documents at points a) - d) above), as well as the fulfilment of any and all other formalities that are necessary, recommendable and opportune in order to make these documents fully valid, obligatory and susceptible to forced executed; (any and all documents listed in points a) - d) above being collectively referred to as "**Documents of HAI Subsidiaries**");
- f) the designation of one or more proxies of each HAI Subsidiary, individually and not jointly ("**HAI Proxies**"), on the account and behalf of each such HAI Subsidiary, to take any legal measures and to carry out any actions for negotiation and signing of the HAI Documents by the respective HAI Subsidiary, as well as for the participation in the general meetings of the shareholders of the HAI Subsidiaries, mentioned in point g) below, and to sign the resolutions of each of them.

In order to fulfil the power-of-attorney granted, each HAI Proxy will have his full power and authority:

- negotiate, sign, modify and establish the terms (in its sole discretion), to conclude on the account and behalf of the respective HAI Subsidiary all HAI Subsidiaries Documents, including, but not limited to, the Credit Facility Agreement, the Mortgage Agreement of HAI Subsidiaries, HAI Subsidiaries' Policies Assignment, any certificate of compliance, commission letter, hedging document, hedge application and any other document that may be designated as a Financing Document by the Financing Parties and the Company;
- negotiate, sign, modify and establish the terms (in its sole discretion), to conclude on the account and behalf of the respective HAI Subsidiary any other documents, agreements, acceptances and / or notifications or instruments necessary to be signed based on and in connection with HAI Subsidiaries Documents and take any action and take any steps and sign any documents necessary or appropriate for the completion of HAI Subsidiary Documents and to make them fully likely to be enforced, including, but not limited to: (i) signing and making any entries in the HAI Subsidiaries registers of the shareholders, as may be required by the Pledges on HAI Shares; and (ii) signing any other forms, queries or requests to any private entity or public authority that may be necessary, recommended or appropriate in connection with all HAI Subsidiaries Documents, Credit Facility Agreement, Mortgage Agreement of HAI Subsidiaries, HAI Subsidiaries' Policies Assignment and the operations contemplated therein

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- and to make any communications and to take any action requested in on the basis of or in connection with the HAI Subsidiaries Documents to which the HAI Subsidiary is a party;
- represents the respective HAI Subsidiary in any and all meetings of the shareholders of other HAI Subsidiaries in which it holds shares, which will decide on the issues detailed in point g) below and to sign the resolutions issued by the respective meetings of the shareholders;
 - represents the respective HAI Subsidiary before the Trade Register, the public notary, the operators of the National Register of Movable Property Advertising, as well as any other institution, authority, court or private entity, in order to fulfil all necessary, useful or opportune formalities for concluding valid and completing HAI Subsidiaries Documents, as well as of any other competent authorities for the implementation and registration of the present resolution;
 - undertake any other actions and perform any other deeds necessary and appropriate for the completion of the HAI Subsidiaries Documents, including the sub-delegation of powers conferred herein to other individuals, in order to carry out this power-of-attorney;
- g) approving the signing by the relevant HAI Subsidiaries, as minority shareholder of other HAI Subsidiaries, of the resolutions of the general meetings of the shareholders from each of the respective HAI Subsidiaries, which will approve similar operations to those described in items a) - g) of this resolution.
12. Approval of contracting and guaranting by the Company and by the HAI Subsidiaries, of credits and financing leasing facilities, for ensuring the working capital, the acquisition of agricultural equipment, lands, storage capacities, base modernizations, fuels, etc. , within the following additional limits:
- a) For Agrocom, up to the amount of EUR 3,000,000 for financing;
 - b) For Agro Fields, up to a maximum of EUR 1,000,000 for financing;
 - c) For Holde Agri Invest, up to a maximum of EUR 12,000,000 for financing.
13. To approve the date of **14.12.2021** 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.
14. To approve the date of **13.12.2021** 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.
15. To authorize the sole director, **HOLDE AGRICULTURAL MANAGEMENT S.R.L.**, and its permanent representative, Mr. Iulian-Florentin Cîrciumaru, 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. Iulian-Florentin Cîrciumaru, 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 extension of the mandate of the financial auditor of the Company, MAZARS ROMANIA S.R.L., Romanian legal entity based in Bucharest, George Constantinescu Street, no. 4B and 2-4, room 2 Global Worth Campus Pipera, Building B, et. 5, Sector 1, registered in the Trade Register under no. J40 / 756/1995, having a unique registration code 6970597, Unique Identifier at European Level (EUID) ROONRC.J40 / 756/1995, represented by Mr. Andrian Vasile, for a period of 3 years, until 26.11.2024.
2. To approve the ratification of the audit contract entered into between the Company and MAZARS ROMANIA S.R.L., as financial auditor of the Company, dated 07.07.2021.
3. To approve the date of **14.12.2021** 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.
4. To approve the date of **13.12.2021** 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.
5. To authorize the sole director, **HOLDE AGRI MANAGEMENT S.R.L.**, and its permanent representative, Mr. Iulian-Florentin Cîrciumaru, 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. Iulian-Florentin Cîrciumaru, 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 08.11.2021:
 - (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 24/25 NOVEMBER 2021”, or

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- (ii) by e-mail having attached an extended electronic signature, in compliance with Law on Digital Signature no. 455/2001, at investors@holde.eu, indicating in the subject matter field: "FOR THE EXTRAORDINARY OR/AND ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 24/25 NOVEMBER 2021".

If the case, the Company will publish the updated agenda before the reference date for the EGMS/OGMS Meetings (i.e. 15.11.2021).

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 12.11.2021, 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 24/25 NOVEMBER 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, indicating in the subject matter field: "FOR THE EXTRAORDINARY OR/AND ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 24/25 NOVEMBER 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 publish 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 22.11.2021, 12 p.m.:**

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- 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, 1 Nestorei Entrance, Building B, 10th floor, District 4), in a sealed envelope bearing the clearly written statement in capital letters: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 24/25 NOVEMBER 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, indicating in the subject matter field: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 24/25 NOVEMBER 2021".

(ii) **for OGMS, no later than 22.11.2021, 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, 1 Nestorei Entrance, Building B, 10th floor, District 4), in a sealed envelope bearing the clearly written statement in capital letters: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 24/25 NOVEMBER 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, indicating in the subject matter field: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 24/25 NOVEMBER 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 22.11.2021, 12 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, 1 Nestorei Entrance, Building B, 10th floor, District 4), in a sealed envelope bearing the clearly written statement in capital letters: "CORRESPONDENCE VOTE FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 24/25 NOVEMBER 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, indicating in the subject matter field: "CORRESPONDENCE VOTE FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 24/25 NOVEMBER 2021".

Holde Agri Invest S.A.

Trade Registry No: J40/9208/2018; CUI 39549730

Headquarters: Intr. Nestorei nr. 1, Corp B, Etaj 10, Sector 4, București, Romania

Subscribed and paid-up share capital: 64,069,796 RON

www.holde.eu | contact@holde.eu

(ii) **for OGMS, no later than 22.11.2021, 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, 1 Nestorei Entrance, Building B, 10th floor, District 4), in a sealed envelope bearing the clearly written statement in capital letters: "CORRESPONDENCE VOTE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 24/25 NOVEMBER 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 24/25 NOVEMBER 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, indicating in the subject matter field: "CORRESPONDENCE VOTE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 24/25 NOVEMBER 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 24/25 NOVEMBER 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);

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- 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 or phone number 40 31 860 21 01.

- (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, 15.11.2021, 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.

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- (7) All the documents regarding the agenda provided by law will be made available to the shareholders starting with 22.10.2021, from Monday to Friday, between 09-17 at the registered office of the Company in Bucharest, 1 Nestorei Entrance, Building B, 10th floor, District 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 31 860 21 01 or by e-mail - investors@holde.eu.

Bucharest, 20.10.2021

Sole Director,
HOLDE AGRI MANAGEMENT S.R.L.

Mr. Iulian-Florentin Cîrciumaru
Permanent representative