**SPECIAL POWER OF ATTORNEY FORM**

**FOR THE ORDINARY GENERAL MEETING OF**

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

**summoned for 24/25 November 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 November 2021** 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 (hereinafter referred to as the “**Company**”),

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 **24 November 2021, starting with 3 PM** or for **25 November 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 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.**

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 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.**

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 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.**

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 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.**

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. 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.**

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*