**RESOLUTION**

**OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF**

**HOLDE AGRI INVEST S.A**

#### **NO. [\_\_]/ 27.04.2022**

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, 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**”), 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 27.04.2022, at 12 PM., which was held at the address at **Bucharest, 37B Victoriei Street, Novotel Hotel, Lion 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 Company’s individual and consolidated financial statements for the financial year 2021, executed based on the Report of the Sole Director and Report of the financial auditor for the year of 2021.
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 Annual Report for 2021 executed according to ASF Regulation no. 5/2018 on issuers of financial instruments and market operations.
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 the discharge from liability of the Sole Director for the activity performed during the financial year 2021.
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 variable remuneration to be granted to the Sole Director for the activity in the financial year 2021, in the amount of lei 419,382 and Annual Performance Bonus, calculated on the basis of the financial statements for the financial year 2021 in the amount of lei 1,452,547, according to the Remuneration Policy and Management Agreement concluded between the Company and the Sole Director. If the Sole Director agrees in this respect, the receivable resulting from the variable remuneration - the Annual Performance Bonus related to the activity carried out by the Sole Director in the financial year 2021, due by the Company to the Sole Director may be extinguished by offsetting the receivable with ordinary shares issued by the Company.
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 transfer of the amount of lei 10,616,184 representing share premiums from account 1041 – share premiums, account 1068 - other reserves.
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 income and expenditures budget of the Company for the financial year 2022.
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 investment plan for year 2022.
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 remuneration report for financial year 2021, according to art. 107 of Law 24/2017 regarding the issuers of financial instruments and market operations.
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 date of **17.05.2022** 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.
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 date of **16.05.2022** 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.
11. 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 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.

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 27.04.2022, and, therefore, this Resolution is made and signed.

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Chairman of the meeting Secretary