

COMPLETION OF SUMMONING TO ORDINARY AND EXTRAORDINARY 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,

in accordance with art. 117¹ of the Company Law no. 31/1990 and art. 92 of the Law no. 24/2017 on issuers of financial instruments and market operations, at the shareholder's **VERTICAL SEVEN GROUP S.R.L.** request, holder of 6,880,470 shares with a nominal value of RON 1 each and a total value of RON 6,880,470 representing 10.74% of the total Company's share capital, of which 5,362,595 ordinary shares (class A) with a value of RON 1 each and a total value of RON 5,362,595, representing 9.21% of the ordinary shares and voting rights and 1,517,875 preference shares with preferred dividend with no voting right (class B) with a nominal value of RON 1 each and a total value of RON 1,517,875 representing 26,0482% of total preference shares with preferred dividend, decides:

- **the completion of summoning of the ordinary and extraordinary a general meetings of the shareholders Holde Agri Invest S.A.**, convened for 27.04.2022, 12 p.m., respectively 2 p.m., at Bucharest, 37B Victoriei Street, Novotel Hotel, Lion hall, District 1, and if the quorum requirements of the first meeting are not met at the mentioned date, according to art. 118 of Company Law no. 31/1990, republished, the second Ordinary General Meeting of Shareholders ("**OGMS**") and the second Extraordinary General Meeting of Shareholders ("**EGMS**") is reconvened for 28.04.2022, 12 p.m., respectively 2 p.m., at Bucharest, 37B Victoriei Street, Novotel Hotel, Lion hall, District 1, summons addressed to the shareholders registered at the end of 14.04.2022 with the shareholder registry kept by Depozitarul Central S.A., **with the following items for the agenda of EGMS:**

13. Subject to the approval of item 5 on the OGMS agenda regarding the transfer of the amount of 10,616,184 lei representing issue premiums from account 1041 - share premiums, to account 1068 - other reserves, approval of the increase of the Company's share capital, with the amount of 8,008,724 lei, from the current level of the share capital of 64,069,796 lei to the level of 72,078,520 lei, under the following conditions:

- (i) The increase of the share capital will be made by issuing a number of 8,008,724 new, registered, dematerialized, ordinary shares - Class A, with a nominal value of 1 lei / share;

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- (ii) The share capital increase will be made by incorporating the reserves in the amount of 8,008,724 lei, and the newly issued Class A ordinary shares will be allocated for free to all shareholders of the Company, both shareholders holding ordinary shares registered in the shareholder register kept by Depozitarul Central SA at 17.05.2022, established by the EGMS as the date of registration, as well as to the shareholders holding preference shares with preferred dividend with no voting right, registered in the register of shareholders kept by the Sole Director of the Company, at 14.04.2022, established by Sole Director as reference date for the EGMS;
- (iii) The allotment of newly issued Class A ordinary shares will be made in ratio of 1 newly issued ordinary share for every 8 shares held on the date of registration (including preferential shares). If, following the application of the 1/8 ratio, a non-integer share is allocated, the number of newly issued free shares to be received by the shareholder will be calculated by rounding to the lower whole. The company will compensate the shareholders for the fractions thus resulted through Depozitarul Central SA.. The amount to be compensated by the Company is obtained by multiplying the fraction by ten decimals with the compensation price and then rounding to two decimals the result of the multiplication. The compensation price was determined according to art. 176 of Reg. 5/2018 and art. 91 paragraph (5) of Law 24/2017 and is 1.72122 lei / share.
- (iv) The share capital increase approved by this resolution will precede the capital increase procedure approved by the decision of the Sole Director of the Company dated 04.03.2022. For this purpose, the Sole Director is authorized to amend the decision of the Sole Director dated 04.03.2022, respectively point 1.1 of the respective decision, in the sense: "The Board hereby approves the increase of the Company's share capital by issuance of a number of 32,034,898 new nominative, dematerialized Class A shares, with a nominal value of 1 RON, with a nominal value of 1 RON per share and a total nominal value of RON 32,034,898 ("**New Shares** ") ("**Increase of the Share Capital**"). The other provisions of the Decision of the Sole Director of the Company dated 04.03.2022 remain unchanged.
- (v) The Articles of Association of the Company will be amended and updated with the new structure of share capital. Thus, art. 4.1. of the Articles of Association will have the following content:

"4.1. The share capital of the Company is in the total amount of 72,078,520 Lei, of which 1,835,000 EUR and 63,493,420 Lei, fully subscribed and paid-up. The share capital is divided into 72,078,520 nominative shares, each with a nominal value of 1 (one) Leu and a total nominal value of 72,078,520 Lei, divided into two distinct classes of shares , as follows:

- a) Class A - Class of ordinary shares, which includes a total number of 66,251,345 shares , each with a nominal value of 1 (one) Leu and having a total nominal value of 66,251,345 Lei, representing a total of 91.916% of the share capital subscribed and paid by the Company , and 100% of the voting rights;

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- b) Class B - Class of shares with a non -voting priority dividend , which includes a total number of 5,827,175 shares , each with a nominal value of 1 (one) Leu and a total nominal value of 5,827,175 Lei, representing 8.084% of the subscribed share capital and shed of the Society , and not having attached voting rights. ”

14. Approval of the date of 18.05.2022 as the date of payment of the newly issued shares that will be allocated for free to shareholders and approval of the date of 01.06.2022 as the date of payment of the fractions of shares resulting from the application of the allocation ratio and rounding to the lower whole.

15. Approval of the authorization of the Sole Director to buy-back ordinary Class A shares of the Company, through transactions carried out in the market where the shares are admitted to trading or purchased through public offerings, in accordance with applicable law, under a buy-back program (“**Ordinary Shares Buy-Back Program**”), having the following characteristics:

- the maximum number of shares that will be the subject of the Ordinary Shares Buy-Back Program is 20,000,000 Class A ordinary shares, each with a nominal value of 1 (one) Leu and a total nominal value of 20,000,000 Lei;
- the period for carrying out the Ordinary Shares Buy-Back Program will be until 27.10 2023;
- price at which they will be made transactions may not be less than 0. 1 Leu / share or higher than 3 Lei / share ;
- The Ordinary Shares Buy-Back Program aims to decrease the share capital of the Company in accordance with the provisions of art. 207 para. (1) letter c) of the Companies Law no. 31/1990, republished, with subsequent amendments and completions; and
- the implementation of the Ordinary Shares Buy-Back Program will be done from own sources.

16. Approval of the mandate of the Sole Director for the performance and fulfilment of any necessary, useful and / or opportune steps regarding the Ordinary Shares Buy-Back Program, including:

- a) the issuance of any decision and the fulfilment of all necessary, useful and / or opportune legal acts and facts for the execution of the resolutions to be adopted by the EGMS regarding the Ordinary Shares Buy – Back Program, including, but not limited to, the negotiation, approving and signing any documents related to the Ordinary Shares Buy-Back Program; and
- b) the approval of any contracts relating to or in connection with the Ordinary Shares Buy-Back Program or any other arrangements, commitments, certificates, declarations, records, notifications, addenda and any other necessary acts and documents, the completion of any formalities and the authorization and / or execution of any other actions necessary to give full effect to the Ordinary Shares Buy-Back Program and giving power of attorney to the Company's representatives to sign any such documents, complete any such formalities and perform any such actions.

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17. Approval of the appointment and mandate of a negotiating committee composed of the Company's shareholders: Alexandru Leonard Leca, Daniela Camelia Nemoianu and Iulian Florentin Cîrciumaru, to identify a proposal for a collective management structure of the Company (i.e. a Board of Directors consisting of at least five members which will replace the current management model developed by the Sole Director based on the Management Agreement) which should also correspond to the corporate governance principles provided by the Corporate Governance Code of the Bucharest Stock Exchange SA, structure to be brought to the attention of shareholders and subject to approval at a future general meeting of shareholders.

Therefore, the agenda is the following:

I. The agenda of the EGMS, as completed, is the following:

1. To approve the Sole Director's authorization to buy-back Class B shares (preference shares with preferred dividend and no voting right) of the Company, through transactions carried out by the Sole Director with the holders of Class B shares, in accordance with the applicable legislation, within a buy-back program (the "**Buy-Back Program**"), with the following characteristics:
 - the maximum number of shares subject to the Buy-Back Program is 5,827,175 Class B shares, with a nominal value of lei 1 (one) each and a total nominal value of lei 5,827,175, representing 9.095% of the subscribed and paid-up share capital of the Company;
 - the Buy-Back Program shall end on 27.10.2023;
 - the price for which the transactions shall be performed cannot be lower than Leu 1/share or higher than Lei 4/share;
 - the purpose of the Buy-Back Program is to decrease the share capital of the Company in accordance with the provisions of Article 207 (1) c) of Company Law no. 31/1990, republished, as subsequently amended and supplemented; and
 - the implementation of the Buy-Back Program shall be made from own sources or through the conversion of certain, liquid and exigible receivables resulting from the sale-purchase agreements concluded between the Company and the holders of Class B shares within the Buy-Back Program, into Class A ordinary shares of the Company (including, where possible, within the share capital increase operation approved by the Sole Director by decision no. 1/4 March 2022, specifically, within the private placement phase);
2. To ratify any necessary, useful and/or appropriate steps and/or acts, undertaken and concluded, by the Sole Director in connection with the Buy-Back Program until the EGMS decision's date;
3. To approve the Sole Director's authorization to undertake and fulfil any necessary, useful and/or appropriate steps with regard to the Buy-Back Program, including:
 - a) to issue any decision and fulfil all necessary, useful and/or appropriate legal

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acts and facts in order to carry out the resolutions to be adopted by EGMS with regard to the Buy-Back Program, including, without limitation, to negotiate, approve and sign any acts related to the Buy-Back Program; and

- b) to approve any agreements regarding or in connection with the Buy-Back Program or any other arrangements, undertakings, certificates, statements, registries, notices, addenda and any other necessary acts and documents, to fulfil any formalities and to authorize and/or carry out any other necessary actions to render the Buy-Back Program fully effective and to authorize representatives of the Company to sign any such documents, fulfil any such formalities and carry out any such actions.
4. To approve of the issuance by the Company, until 31.12.2023, of non-convertible corporate bonds, in dematerialized form, secured or unsecured, with or without discount, with a total value of maximum 5,000,000 euro, or the equivalent of this amount in any other currency, with a fixed or variable yearly interest rate of up to 12% for lei and 8% for euro per year and with a maturity of minimum 3 years and maximum of 7 years, to be offered to investors through a private placement or a public offering. The issue of the bonds can be made, depending on the market conditions and the financing needs of the Company, in a single issue or through several issues, within an offering programme.
 5. To approve the admission of the bonds to trading on the multilateral trading system AeRo operated by Bursa de Valori București S.A. or the regulated market administrated by Bursa de Valori București S.A..
 6. To approve the registration of bonds in the system of Depozitarul Central S.A., as well as the opening, in the system of records of the Depozitarul Central, of the accounts of the bondholders.
 7. To authorize the Sole Director of the Company and its permanent representative, Mr. Iulian-Florentin Cîrciumaru, to fulfil all operations and/or procedures relating to the implementation of items 4, 5 and 6 above and the completion of one or more bond issue, subject to the terms and conditions approved by the EGSM, including but not limited to:
 - (i) establishing the final terms and conditions of the issue of bonds (including the final value of the issue, the features of the bonds, maturity, interest, face value per bond, date for initiating the bond issue, subscription issue, type of placement/offer) subject to the limits expressly approved by the EGSM under item 4 above;
 - (ii) establishing the structure of the bond issue, in one tranche or in several tranches, depending on the needs of financing the Company's projects and market conditions;
 - (iii) drafting all the necessary documents for admission of the bonds to trading on the multilateral trading system or regulated market operated/administrated by Bursa de Valori București S.A., as well as any other documents that may be concluded for the respective issuance and implementation of the EGSM resolution;
 - (iv) negotiating with and contracting of the brokerage company that will assist the Company in the bond issue as well as in the process of admission to trading;
 - (v) negotiating, approving and signing of any documents necessary to be concluded/registered in relation to the entities involved in the procedure bonds issuing

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and admission to trading, including, but not limited to the Financial Supervisory Authority, Depozitarul Central S.A. and Bursa de Valori București S.A.;

- (vi) conduct all required legal formalities and sign all necessary documents, including the empowerment of one and / or several persons, in order to implement the resolutions taken within the EGSM.
- 8. To approve the waiver by the Company of the 30 day period, calculated from the date of approval of the financial statements for the financial year 2021 provided by art. 4.10 of the Management Agreement concluded with the Sole Director of the Company, for the payment of the Performance Bonus for the activity related to the financial year 2021.
- 9. To approve the cancellation of art. 4.7. and 4.8. from the Company's Article of incorporation regarding the identification of the shareholders holding ordinary shares/ preference shares with preferred dividend and no voting right considering that this structure may vary and it is not updated.

Articles proposed for cancellation:

4.7. Class A shares – ordinary shares class issued by the Company are held as follows:

- 4.7.1. **VERTICAL SEVEN GROUP S.R.L.**, Romanian legal entity, with registered office in Rosiorii de Vede, 2 Piata Armelor Stret, Teleorman county, registered with the Trade Registry under no. J34/261/2014, CUI 33279778, holds 5,362,595 ordinary shares (Class A) with a nominal value of Leu 1 (one) per share and a total nominal value of Lei 5,362,595, representing 9.21% of the ordinary shares (Class A) and voting rights;
- 4.7.2. **SEVENX VENTURES S.R.L.**, Romanian legal entity, with registered office in Bucharest, 24 Sevastopol Streer, room. 504, District 1, registered with the Trade Registry under no. J40/439/2021, CUI 43553365, holds 3,260,559 ordinary shares (Class A) with a nominal value of Leu 1 (one) per share and a total nominal value of Lei 3,260,559, representing 5.60% of the ordinary shares (Class A) and voting rights;
- 4.7.3. **List of shareholders natural persons** hold 40,531,030 ordinary shares (Class A) with a nominal value of Leu 1 (one) per share and a total nominal value of Lei 40,531,030, representing 69.59% of the ordinary shares (Class A) and voting rights;
- 4.7.4. **List of shareholders legal persons** hold 9,088,437 ordinary shares (Class A) with a nominal value of Leu 1 (one) per share and a total nominal value of Lei 9,088,437, representing 15.60% of the ordinary shares (Class A) and voting rights.

4.8. Class B shares – Preferential shares with preferred dividend and no voting right issued by the Company are held as follows:

No.	Shareholder	No. Preference shares	Value of preference shares (RON)	% from preference shares

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1.	<i>Vertical Seven Group SRL</i>	<i>1,458,375</i>	<i>1,458,375</i>	<i>25.0270%</i>
2.	<i>Maxim Enrico-Robert</i>	<i>524,250</i>	<i>524,250</i>	<i>8.9960%</i>
3.	<i>Anlero Invest SRL</i>	<i>500,000</i>	<i>500,000</i>	<i>8.5800%</i>
4.	<i>Certinvest Management Solutions SRL</i>	<i>466,500</i>	<i>466,500</i>	<i>8.0060%</i>
5.	<i>Pop Cristian-Ludovic</i>	<i>350,750</i>	<i>350,750</i>	<i>6.0190%</i>
6.	<i>Nemoianu-Istocescu Daniela-Camelia</i>	<i>349,500</i>	<i>349,500</i>	<i>5.9980%</i>
7.	<i>D Craig Investments SA</i>	<i>295,625</i>	<i>295,625</i>	<i>5.0730%</i>
8.	<i>Safe Adventure SRL</i>	<i>291,250</i>	<i>291,250</i>	<i>4.9980%</i>
9.	<i>Judele Stelian</i>	<i>200,000</i>	<i>200,000</i>	<i>3.4320%</i>
10.	<i>Leonard Leca</i>	<i>175,000</i>	<i>175,000</i>	<i>3.0030%</i>
11.	<i>PPA Investitii SRL</i>	<i>162,500</i>	<i>162,500</i>	<i>2.7890%</i>
12.	<i>Stefan Andrei Valeriu</i>	<i>162,500</i>	<i>162,500</i>	<i>2.7890%</i>
13.	<i>Mandache Gabriel</i>	<i>162,500</i>	<i>162,500</i>	<i>2.7890%</i>
14.	<i>Rapotan Angelica</i>	<i>125,000</i>	<i>125,000</i>	<i>2.1450%</i>
15.	<i>Radu Rosu</i>	<i>119,000</i>	<i>119,000</i>	<i>2.0420%</i>
16.	<i>Stefanescu Cristian</i>	<i>100,000</i>	<i>100,000</i>	<i>1.7160%</i>
17.	<i>Mihaescu Theodor</i>	<i>59,500</i>	<i>59,500</i>	<i>1.0210%</i>
18.	<i>Dan Manolescu</i>	<i>58,250</i>	<i>58,250</i>	<i>1.0000%</i>
19.	<i>Scafa Cristian</i>	<i>58,250</i>	<i>58,250</i>	<i>1.0000%</i>

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20.	<i>Irina Anghel</i>	<i>58,125</i>	<i>58,125</i>	<i>0.9970%</i>
21.	<i>Marian Seitan</i>	<i>58,125</i>	<i>58,125</i>	<i>0.9970%</i>
22.	<i>Pierre Cammaert</i>	<i>29,750</i>	<i>29,750</i>	<i>0.5110%</i>
23.	<i>Georgescu Matei Cristian</i>	<i>29,125</i>	<i>29,125</i>	<i>0.5000%</i>
24.	<i>Zagan Liviu Gabriel</i>	<i>23,300</i>	<i>23,300</i>	<i>0.4000%</i>
25.	<i>Covrig Alexandru- Gabriel</i>	<i>10,000</i>	<i>10,000</i>	<i>0.1720%</i>
TOTAL		<i>5,827,175</i>	<i>5,827,175</i>	<i>100%</i>

10. To approve the date of **17.05.2022** 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.
11. To approve 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.
12. 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 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.
13. Subject to the approval of item 5 on the OGMS agenda regarding the transfer of the amount of 10,616,184 lei representing issue premiums from account 1041 - share premiums, to account 1068 - other reserves, approval of the increase of the Company's share capital, with the amount of 8,008,724 lei, from the current level of the share capital of 64,069,796 lei to the level of 72,078,520 lei, under the following conditions:
 - (i) The increase of the share capital will be made by issuing a number of 8,008,724 new, registered, dematerialized, ordinary shares - Class A, with a nominal value of 1 lei / share;
 - (ii) The share capital increase will be made by incorporating the reserves in the amount of 8,008,724 lei, and the newly issued Class A ordinary shares will be

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allocated free of charge to all shareholders of the Company, both shareholders holding ordinary shares registered in the shareholder register kept by Depozitarul Central SA at 17.05.2022, established by the EGMS as the date of registration, as well as to the shareholders holding preference shares with preferred dividend with no voting right, registered in the register of shareholders kept by the Sole Director of the Company, at 14.04.2022, established by Sole Director as reference date for the EGMS;

- (iii) The allotment of newly issued Class A ordinary shares will be made in ratio of 1 newly issued ordinary share for every 8 shares held on the date of registration (including preferential shares). If, following the application of the 1/8 ratio, a non-integer share is allocated, the number of newly issued free shares to be received by the shareholder will be calculated by rounding to the lower whole. The company will compensate the shareholders for the fractions thus resulted through Depozitarul Central SA.. The amount to be compensated by the Company is obtained by multiplying the fraction by ten decimal with the compensation price and then rounding to two decimal the result of the multiplication. The compensation price was determined according to art. 176 of Reg. 5/2018 and art. 91 paragraph (5) of Law 24/2017 and is 1.72122 lei / share.
- (iv) The share capital increase approved by this resolution will precede the capital increase procedure approved by the decision of the Sole Director of the Company dated 04.03.2022. For this purpose, the Sole Director is authorized to amend the decision of the Sole Director dated 04.03.2022, respectively point 1.1 of the respective decision, in the sense: "The Board hereby approves the increase of the Company's share capital by issuance of a number of 32,034,898, new nominative, dematerialized Class A shares, with a nominal value of 1 RON, with a nominal value of 1 RON per share and a total nominal value of RON 32,034,898 ("**New Shares** ") ("**Increase of the Share Capital**"). The other provisions of the Decision of the Sole Director of the Company dated 04.03.2022 remain unchanged.
- (v) The Articles of Association of the Company will be amended and updated with the new structure of share capital. Thus, art. 4.1. of the Articles of Association will have the following content:

"4.1. The share capital of the Company is in the total amount of 72,078,520 Lei, of which 1,835,000 EUR and 63,493,420 Lei, fully subscribed and paid-up. The share capital is divided into 72,078,520 nominative shares, each with a nominal value of 1 (one) Leu and a total nominal value of 72,078,520 Lei, divided into two distinct classes of shares, as follows:

- a) Class A - Class of ordinary shares, which includes a total number of 66,251,345 shares, each with a nominal value of 1 (one) Leu and having a total nominal value of 66,251,345 Lei, representing a total of 91.916% of the share capital subscribed and paid by the Company, and 100% of the voting rights;

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- b) Class B - Class preferential shares with preferred dividend and no voting right, which includes a total number of 5,827,175 shares, each with a nominal value of 1 (one) Leu and a total nominal value of 5,827,175 Lei, representing 8.084% of the Company's subscribed and paid-up share capital, and not having attached voting rights."
14. Approval of the date of 18.05.2022 as the date of payment of the newly issued shares that will be allocated for free to shareholders and approval of the date of 01.06.2022 as the date of payment of the fractions of shares resulting from the application of the allocation ratio and rounding to the lower whole.
15. Approval of the authorization of the Sole Director to buy-back ordinary Class A shares of the Company, through transactions carried out in the market where the shares are admitted to trading or purchased through public offerings, in accordance with applicable law, under a buy-back program ("**Ordinary Shares Buy-Back Program**"), having the following characteristics:
- the maximum number of shares that will be the subject of the Ordinary Shares Buy-Back Program is 20,000,000 Class A ordinary shares, each with a nominal value of 1 (one) Leu and a total nominal value of 20,000,000 Lei;
 - the period for carrying out the Ordinary Shares Buy-Back Program will be until 27.10.2023;
 - price at which they will be made transactions may not be less than 0.1 Leu / share or higher than 3 Lei / share ;
 - The Ordinary Shares Buy-Back Program aims to decrease the share capital of the Company in accordance with the provisions of art. 207 para. (1) letter c) of the Companies Law no. 31/1990, republished, with subsequent amendments and completions; and
 - the implementation of the Ordinary Shares Buy-Back Program will be done from own sources.
16. Approval of the mandate of the Sole Director for the performance and fulfilment of any necessary, useful and / or opportune steps regarding the Ordinary Shares Buy-Back Program, including:
- a) the issuance of any decision and the fulfilment of all necessary, useful and / or opportune legal acts and facts for the execution of the resolutions to be adopted by the EGMS regarding the Ordinary Shares Buy – Back Program, including, but not limited to, the negotiation, approving and signing any documents related to the Ordinary Shares Buy-Back Program; and
- b) the approval of any contracts relating to or in connection with the Ordinary Shares Buy-Back Program or any other arrangements, commitments, certificates, declarations, records, notifications, addenda and any other necessary acts and documents, the completion of any formalities and the authorization and / or execution of any other actions necessary to give full effect to the Ordinary Shares Buy-Back Program and giving power of attorney to the Company's representatives to

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sign any such documents, complete any such formalities and perform any such actions.

17. Approval of the appointment and mandate of a negotiating committee composed of the Company's shareholders: Alexandru Leonard Leca, Daniela Camelia Nemoianu and Iulian Florentin Cîrciumaru, to identify a proposal for a collective management structure of the Company (i.e. a Board of Directors consisting of at least five members which will replace the current management model developed by the Sole Director based on the Management Agreement) which should also correspond to the corporate governance principles provided by the Corporate Governance Code of the Bucharest Stock Exchange SA, structure to be brought to the attention of shareholders and subject to approval at a future general meeting of shareholders.

II. The agenda of the OGMS remained unchanged and is the following:

1. To approve 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. To approve the Annual Report for 2021 executed according to ASF Regulation no. 5/2018 on issuers of financial instruments and market operations.
3. To approve the discharge from liability of the Sole Director for the activity performed during the financial year 2021.
4. To approve the variable remuneration to be granted to the Sole Director for the activity in the financial year 2021 - Annual Performance Bonus, calculated on the basis of the financial statements for the financial year 2021, 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. Approval of the transfer of the amount of lei 10,616,184 representing share premiums from account 1041 – share premiums, account 1068 - other reserves.
6. To approve the income and expenditures budget of the Company for the financial year 2022.
7. To approve the investment plan for year 2022.
8. To approve 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. To approve 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. To approve 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. 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

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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 12.04.2022:
- (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 27/28 APRIL 2022", 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 27/28 APRIL 2022".

If the case, the Company will publish the updated agenda before the reference date for the EGMS/OGMS Meetings (i.e. 14.04.2022).

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 15.04.2022, 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

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- clearly written statement in capital letters: "FOR THE EXTRAORDINARY OR/AND ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2022", 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 27/28 APRIL 2022".

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 published 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 OGMS, no later than 48 hours before the first OGSM calling:**
- 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 27/28 APRIL 2022", 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 27/28 APRIL 2022".
- (ii) **for EGMS, no later than 48 hours before the first EGSM calling:**

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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 27/28 APRIL 2022", 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 27/28 APRIL 2022".

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 OGMS, no later than 48 hours before the first OGSM calling:**

- 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 27/28 APRIL 2022", 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 27/28 APRIL 2022", 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 27/28 APRIL 2022", 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 27/28 APRIL 2022".

(ii) **for EGMS, no later than 48 hours before the first EGSM calling:**

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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: "CORRESPONDENCE VOTE FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2022", 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 27/28 APRIL 2022".

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);
- 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

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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 online whenever they want starting with the reference date, **14.04.2022**, and until the closing of the voting round by the president of the meeting during the session of the general meeting of the shareholders.

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 and ASF Regulation no. 5/2018.
- (4) Only the shareholders registered at the reference date, **14.04.2022**, in the shareholders' registry kept by the Depozitarul Central have the right to participate and vote in the EGMS and OGMS.
- (5) 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.
- (6) All the documents regarding the agenda provided by law will be made available to the shareholders starting with 25.03.2022, from Monday to Friday, between 09-17 at the registered

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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/>.

- (7) The shareholders will be able to request in writing copies of the documents provided in point 6 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.
- (8) 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.
- (9) 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, 11.04.2022

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

Mr. Iulian-Florentin Cîrciumaru
Permanent representative

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