**SPECIAL POWER OF ATTORNEY FORM**

**FOR THE ORDINARY GENERAL MEETING OF**

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

**summoned for 27/28 April 2022**

 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 **14.04.2022** 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 **27 April 2022, starting with 12 PM** or for **28 April 2022, starting with 12 PM** *(should the attendance quorum be not met at the first general meeting),* at the address located in **Bucharest, 37B Victoriei Street, Novotel Hotel, Lion 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 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.**

In the resolution option recommended by the Sole Director of the Company

ForAgainst ⁪ Abstention ⁪

1. **To approve the Annual Report for 2021 executed according to ASF Regulation no. 5/2018 on issuers of financial instruments and market operations.**

In the resolution option recommended by the Sole Director of the Company

For⁪Against ⁪ Abstention ⁪

1. **To approve the discharge from liability of the Sole Director for the activity performed during the financial year 2021.**

In the resolution option recommended by the Sole Director of the Company

For⁪Against ⁪ Abstention ⁪

1. **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.**

In the resolution option recommended by the Sole Director of the Company

Variable remuneration in amount of \_\_\_\_\_\_\_\_\_\_ and Annual Performance Bonus in amount of \_\_\_\_\_\_\_\_\_\_.

For⁪Against ⁪ Abstention ⁪

1. **Approval of the transfer of the amount of lei 10,616,184 representing share premiums from account 1041 – share premiums, account 1068 - other reserves.**

In the resolution option recommended by the Sole Director of the Company

For⁪Against ⁪ Abstention ⁪

1. **To approve the income and expenditures budget of the Company for the financial year 2022.**

In the resolution option recommended by the Sole Director of the Company

For⁪Against ⁪ Abstention ⁪

1. **To approve the investment plan for year 2022.**

In the resolution option recommended by the Sole Director of the Company

For⁪Against ⁪ Abstention ⁪

1. **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.**

In the resolution option recommended by the Sole Director of the Company

For⁪Against ⁪ Abstention ⁪

1. **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.**

In the resolution option recommended by the Sole Director of the Company

For⁪Against ⁪ Abstention ⁪

1. **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.**

In the resolution option recommended by the Sole Director of the Company

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 ⁪

**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*