

To: BURSA DE VALORI BUCUREȘTI S.A.

AUTORITATEA DE SUPRAVEGHERE FINANCIARĂ

CURRENT REPORT 22/2022

According to Law nr. 24/2017 regarding issuers of financial instruments and market operations, ASF regulation nr. 5/2018 regarding the issuers of financial instruments and market operations and/or the Bucharest Stock Exchange Rulebook for Multilateral Trading System.

Date of report 28.04.2022

Name of the Company Holde Agri Invest S.A.

Registered Office Intr. Nestorei nr. 1, Corp B, Etaj 10, Sector 4, Bucharest

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 Email
 investors@holde.eu

 Trade Registry No.
 J40/9208/2018

Fiscal Code 39549730

Subscribed and paid share capital 64,069,796 RON

Total number of shares 64,069,796 shares, of which 58,242,621 ordinary class

"A" shares and 5,827,175 preferred class "B" shares

Market where securities are traded MTS AeRO Premium, symbol HAI

Important events to be reported: Resolutions of the OGMS & EGMS dated 27.04.2022

On 27.04.2022, starting with 12:00 PM, at 37B Calea Victoriei, Novotel Hotel, Lion room, District 1, Bucharest took place the Ordinary General Meeting of Shareholders of Holde Agri Invest S.A. (the "Company"), and starting with 14:00 PM, at the same location, the Extraordinary General Meeting of Shareholders of the Company took place. For both meetings, the legal and statutory quorum was constituted at first convocation.

The resolutions of the Ordinary and Extraordinary General Meetings of Shareholders of the Company are attached to this Current Report.

Legal Representative of Holde Agri Management S.R.L., Sole Director of Holde Agri Invest S.A.

Iulian-Florentin Circiumaru



RESOLUTION

OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF HOLDE AGRI INVEST S.A

NO. 1/27.04.2022

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**, adopted the following:

RESOLUTION

- 1. With a number of 24,866,395 votes in favour, amounting 100% from the share capital represented in the meeting, respectively 42.6945% of the Company's total voting rights, a number of 0 votes against and 6,922,567 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 24,936,415 votes in favour, amounting 100% from the share capital represented in the meeting, respectively 42.8147% of the Company's total voting rights, a number of o votes against and 6,922,567 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 24,643,015 votes in favour, amounting 100% from the share capital represented in the meeting, respectively 42.3110% of the Company's total voting rights, a number of o votes against and 7,119,820 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 24,220,952 votes in favour, amounting 91.9350% from the share capital represented in the meeting, respectively 41.5863% of the Company's total voting rights, a number of 2,124,796 votes against and 5,483,234 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 419,382 and Annual Performance Bonus, calculated on the basis of the financial statements for the financial year 2021 in the amount of 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 31,642,315 votes in favour, amounting 99.6327% from the share capital represented in the meeting, respectively 54.3285% of the Company's total voting rights, a number of 116,647 votes against and o 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 31,758,462 votes in favour, amounting 100% from the share capital represented in the meeting, respectively 54.5279% of the Company's total voting rights, a number of o votes against and 500 refraining votes, it is hereby approved the income and expenditures budget of the Company for the financial year 2022.
- 7. With a number of 31,809,941 votes in favour, amounting 100% from the share capital represented in the meeting, respectively 54.6163% of the Company's total voting rights, a number of 0 votes against and 500 refraining votes, it is hereby approved the investment plan for year 2022.
- 8. With a number of 24,395,519 votes in favour, amounting 92.8231% from the share capital represented in the meeting, respectively 41.8860% of the Company's total voting rights, a number of 1,886,201 votes against and 5,602,741 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 31,884,461 votes in favour, amounting 100% from the share capital represented in the meeting, respectively 54.7442% of the Company's total voting rights, a number of 0 votes against and 10 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 31,884,461 votes in favour, amounting 100% from the share capital represented in the meeting, respectively 54.7442% of the Company's total voting rights, a



number of o votes against and o 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 31,840,461 votes in favour, amounting 99.9874% from the share capital represented in the meeting, respectively 54.6687% of the Company's total voting rights, a number of 4,000 votes against and o 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.

Chairman of the meeting	Secretary
Iulian-Florentin Cîrciumaru	Liviu-Gabriel Zagan



RESOLUTION

OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF HOLDE AGRI INVEST S.A

NO. 2/27.04.2022

The Extraordinary General Meeting of the Shareholders 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. J4o/9208/2018, European Unique Identifier (EUID): ROONRC. J4o/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 2 PM., which was held at the address at **Bucharest**, 37B Victoriei Street, Novotel Hotel, Lion hall, District 1, adopted the following:

RESOLUTION

- 1. With a number of 29,019,821 votes in favour, amounting 96.0827% from the share capital represented in the meeting, respectively 49.8257% of the Company's total voting rights, a number of 122,200 votes against and 985,738 refraining votes, it is hereby approved 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. With a number of 28,267,404 votes in favour, amounting 93.5915% from the share capital represented in the meeting, respectively 48.5339% of the Company's total voting rights, a number of 121,262 votes against and 985,738 refraining votes, it is hereby approved 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. With a number of 28,995,959 votes in favour, amounting 96.0037% from the share capital represented in the meeting, respectively 49.7848% of the Company's total voting rights, a number of 116,062 votes against and 985,738 refraining votes, it is hereby approved 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 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. With a number of 29,910,260 votes in favour, amounting 99.0309% from the share capital represented in the meeting, respectively 51.3546% of the Company's total voting rights, a number of 117,479 votes against and o refraining votes, it is hereby approved 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. With a number of 29,913,782 votes in favour, amounting 99.0425% from the share capital represented in the meeting, respectively 51.3606% of the Company's total voting rights, a number of 183,977 votes against and o refraining votes, it is hereby approved 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. With a number of 29,983,782 votes in favour, amounting 99.2743% from the share capital represented in the meeting, respectively 51.4808% of the Company's total voting rights, a number of 113,977 votes against and o refraining votes, it is hereby approved 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. With a number of 29,983,782 votes in favour, amounting 99.2743% from the share capital represented in the meeting, respectively 51.4808% of the Company's total voting rights, a number of 113,977 votes against and o refraining votes, it is hereby approved 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 and admission to trading, including, but not limited to the Financial Supervisory Authority, Depozitarul Central S.A. and Bursa de Valori Bucuresti 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. With a number of 29,310,183 votes in favour, amounting 97.0441% from the share capital represented in the meeting, respectively 50.3243% of the Company's total voting rights, a number of 771,504 votes against and 15,272 refraining votes, it is hereby approved 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. With a number of 30,086,265 votes in favour, amounting 99.6136% from the share capital represented in the meeting, respectively 51.6568% of the Company's total voting rights, a number of 3,023 votes against and 7,821 refraining votes, it is hereby approved the cancellation



of art. 4.7. and 4.8. from the Company's Article sof 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.

- 10. With a number of 30,027,089 votes in favour, amounting 99.4177% from the share capital represented in the meeting, respectively 51.5552% of the Company's total voting rights, a number of o votes against and o 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 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. With a number of 30,160,559 votes in favour, amounting 99.6503% from the share capital represented in the meeting, respectively 51.7843% of the Company's total voting rights, a number of o votes against and o 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.
- 12. With a number of 30,090,539 votes in favour, amounting 99.4189% from the share capital represented in the meeting, respectively 51.6641% of the Company's total voting rights, a number of o votes against and o refraining votes, it is hereby approved 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. With a number of 22,376,149 votes in favour, amounting 73.8537% from the share capital represented in the meeting, respectively 38.4189% of the Company's total voting rights, a number of 117,479 votes against and o refraining votes, it is hereby approved 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 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;
 - 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. With a number of 30,157,057 votes in favour, amounting 99.5350% from the share capital represented in the meeting, respectively 51.7783% of the Company's total voting rights, a number of 0 votes against and 0 refraining votes, it is hereby approved 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. With a number of 28,924,677 votes in favour, amounting 95.4675% from the share capital represented in the meeting, respectively 49.6624% of the Company's total voting rights, a number of 250,144 votes against and 985,738 refraining votes, it is hereby approved 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 o. 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. With a number of 28,926,375 votes in favour, amounting 95.4731% from the share capital represented in the meeting, respectively 49.6653% of the Company's total voting rights, a number of 244,944 votes against and 985,738 refraining votes, it is hereby approved 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.
- 17. With a number of 29,068,407 votes in favour, amounting 95.9419% from the share capital represented in the meeting, respectively 49.9092% of the Company's total voting rights, a number of o votes against and 1,048,500 refraining votes, it is hereby approved 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.

This is the will of the Extraordinary 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.

Chairman of the meeting	Secretary
Iulian-Florentin Cîrciumaru	Liviu-Gabriel Zagan