

To: BURSA DE VALORI BUCUREȘTI S.A.  
AUTORITATEA DE SUPRAVEGHERE FINANCIARĂ

## CURRENT REPORT 62/2022

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	10.11.2022
Name of the Company	Holde Agri Invest S.A.
Registered Office	1 Intr. Nestorei, Building B, 10 <sup>th</sup> floor, District 4, Bucharest
Phone	+40 31 860 21 01
Email	<a href="mailto:investors@holde.eu">investors@holde.eu</a>
Trade Registry No.	J40/9208/2018
Fiscal Code	39549730
Subscribed and paid share capital	97,977,589 RON
Total number of shares	97,977,589 shares, of which 92,150,414 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:** The decision of the Sole Director to convene the Extraordinary and Ordinary General Meetings of Shareholders of Holde Agri Invest S.A. for 15.12.2022

The management of Holde Agri Invest S.A. (hereinafter referred to as the "**Company**") informs the market that on 10.11.2022, the Sole Director of the Company decided to convene the Extraordinary General Meeting of Shareholders (EGMS) and the Ordinary General Meeting of Shareholders (OGMS) of the Company for 15.12.2022 (first calling), respectively for 16.12.2022 (second calling) should the attendance quorum for the first meeting not be met, having the agenda stipulated in the convening notice 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

## CONVENING NOTICE FOR THE EXTRAORDINARY AND ORDINARY 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 at 1 Intr. Nestorei, Building B, 10<sup>th</sup> floor, District 4, Bucharest, Romania, registered with the Trade Registry under no. J40/9208/2018, European Unique Identifier (EUID): ROONRC. J40/9208/2018, sole registration code 39549730, with a subscribed and paid-up share capital of RON 97,977,589, divided into 97,977,589 registered shares, of which 92,150,414 ordinary shares and 5,827,175 preference shares with preferred dividend with no voting right (the “**Company**”) (the “**Sole Director**”), in accordance with the provisions of the Company’s articles of association (the “**Articles of Association**”), of Company Law no. 31/1990, of Law no. 24/2017 on issuers of financial instruments and market operations (“**Law no. 24/2017**”), of FSA Regulation no. 5/2018 on issuers of financial instruments and market operations (“**Regulation no. 5/2018**”),

### HEREBY CONVENES

The Extraordinary General Meeting of Shareholders (the “**EGMS**”) and the Ordinary General Meeting of Shareholders (the “**OGMS**”) for **15.12.2022**, at 10:00, respectively 13:30, at the address located in Bucharest, 44A Daniel Danielopolu, Ramada Hotel & Suites by Wyndham Bucharest North, Room Crystal 4, District 1, for all the shareholders registered at the end of **06.12.2022** with the shareholders’ register kept by Depozitarul Central S.A., deemed to be the reference date.

If the quorum requirements are not met at the mentioned date, according to art. 118 of Company Law no. 31/1990 (“**Law no. 31/1990**”), republished, it is hereby convened and established the second meeting of the EGMS and the second meeting of the OGMS for 16.12.2022, starting with 10:00, respectively 13:30 , at the address located in Bucharest, 44A Daniel Danielopolu, Ramada Hotel & Suites by Wyndham Bucharest North, Room Emerald, District 1, for all the shareholders registered at the end of **06.12.2022** with the shareholders’ register kept by Depozitarul Central S.A., deemed to be the reference date.

I. The agenda of the EGMS is the following:

1. Approval of the termination of the management agreement concluded between the Company and the Sole Director on 22 September 2018 (the “**Management Agreement**”) in accordance with the main negotiated terms relating to the termination of the Management Agreement (the “**Main Terms**”) and approval of the Company’s execution of the Main Terms substantially in the form submitted to the EGMS, the Company undertaking the obligation to pay to the Sole Director the maximum amount of RON 11,246,667 as termination fee of the Management Agreement (the “**Termination Fee**”), with the following clarifications:

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- (i) the Termination Fee shall be reduced proportionally to the part of the Termination Fee to which Hepta Hedge S.R.L. (J40/5214/2020, CUI 42511094), as shareholder of the Sole Administrator, is entitled and which is waived by Hepta Hedge S.R.L., and proportionally to the part of the Termination Fee to which any other shareholder of the Sole Director is entitled and may wish to waive such right; and
- (ii) the obligation to pay the amounts referred to in item (i) above may be extinguished by the conversion of such amounts into ordinary shares of the Company at a price per share to be determined by reference to the subscription price of the public offerings/private placements conducted by the Company in connection with which the conversion is to be effected (including, without limitation, in the context of the Company being admitted to trading on a regulated market).
2. Approval of the change in the Company's management structure in order to form a board of directors ("**Board of Directors**") consisting of 5 members to manage the Company in accordance with applicable law and the provisions of the Articles of Association, subject to the approval of item 1 on the EGMS agenda and items 1 and 2 on the OGMS agenda, respectively.
3. Approval of the reduction of the Company's subscribed share capital by cancelling 5,131,325 Class B preference shares with preferred dividend and no voting rights, each with a nominal value of RON 1 (one) and a total nominal value of RON 5,131,325 held by the Company, which were acquired in accordance with the resolutions adopted by the EGMS for this purpose.

After the reduction of the share capital, the Company's share capital will be in a total amount of RON 92,846,264, of which EUR 1,835,000 and RON 84,261,164, subscribed and fully paid up, being divided into 92,846,264 registered shares, each with a nominal value of RON 1 (one) and a total nominal value of RON 92,846,264, divided into two distinct classes of shares, as follows:

- a) Class A – Class of ordinary shares, comprising a total number of 92,150,414 shares, each with a nominal value of RON 1 (one) and having a total nominal value of RON 92,150,414, representing a total of 99.25% of the Company's subscribed and paid-up share capital, and 100% of the voting rights;
- b) Class B – Class of preference shares with preferred dividend and no voting right, comprising a total number of 695,850 shares, each with a nominal value of RON 1 (one) and a total nominal value of RON 695,850, representing 0.75% of the Company's subscribed and paid-up share capital, and with no voting rights attached.

The reduction of the subscribed share capital takes place under Article 207 para. (1) letter c) of Law no. 31/1990 and will be effective after all the conditions below have been met:

- (i) the EGMS resolution is published in the Official Journal of Romania, Part IV for a period of at least two months; and
- (ii) the EGMS resolution approving this reduction of the share capital is registered with the Trade Registry Office attached to the Bucharest Tribunal.

Article 4.1. of the Articles of Association will be amended to reflect the new value of the share capital. Thus, Article 4.1. of the Articles of Association will read as follows:

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„4.1. The Company's share capital is in a total amount of RON 92,846,264, of which EUR 1,835,000 and RON 84,261,164, subscribed and fully paid up. The share capital is divided into 92,846,264 registered shares, each with a nominal value of RON 1 (one) and a total nominal value of RON 92,846,264, divided into two distinct classes of shares, as follows:

a) Class A – Class of ordinary shares, comprising a total number of 92,150,414 shares, each with a nominal value of RON 1 (one) and having a total nominal value of RON 92,150,414, representing a total of 99.25% of the Company's subscribed and paid-up share capital, and 100% of the voting rights;

b) Class B – Class of preference shares with preferred dividend and no voting right, comprising a total number of 695,850 shares, each with a nominal value of RON 1 (one) and a total nominal value of RON 695,850, representing 0.75% of the Company's subscribed and paid-up share capital, and with no voting rights attached.”

4. Approval of the delegation of the EGMS' duties regarding the resolution to increase the Company's share capital to the Board of Directors of the Company under the provisions of art. 114 para. (1) and art. 220<sup>1</sup> para. (2) of Law no. 31/1990 and in accordance with the provisions of art. 86 para. (3) and art. 88 para. (1) of Law no. 24/2017 and of art. 220<sup>1</sup> para. (3) of Law no. 31/1990, for a period of three (3) years, through one or more issues of ordinary, registered and dematerialised shares, with a nominal value not exceeding half of the subscribed share capital existing at the time of the resolution and authorisation, i.e., by up to RON 46,423,132, for the purpose, inter alia, of carrying out and implementing the provisions of the Main Terms (as this term is defined in point 1 of the EGMS' agenda), and approving the amendment of the Articles of Association, by amending Article 5.3.1. as follows:

*“5.3.1. The Board of Directors is delegated and authorised to decide, within a period of 3 (three) years calculated from the date of the resolution of the Extraordinary General Meeting of Shareholders on the delegation of duties to increase the share capital, to increase the share capital of the Company, through one or more issues of shares (regardless of their nature), by contribution in cash and/or by incorporation of reserves, with the exception of legal reserves and profits or share premiums, and/or by offsetting certain, liquid and payable claims on the Company against shares of the Company, in an amount not exceeding half of the subscribed share capital existing at the time of the resolution and authorisation, i.e., by up to RON 46,423,132.”*

5. Approval to increase the maximum total amount for the issuance by the Company of non-convertible corporate bonds that was approved by the Company's EGMS resolution no. 2/27.04.2022, item 4, from the amount of EUR 5,000,000 to the amount of EUR 10,000,000 and the approval of the extension until 31.12.2024 of the period until which the Board of Directors of the Company can implement one or more bond issues as approved by Resolution of the Company's EGMS no. 2/27.04.2022, items 4 – 7.
6. Approval of the supplementation of the maximum amount approved by resolution of the Company's EGMS no. 1/24.11.2021 item 6 for the credit facility agreement to be made available to the Company and, as the case may be, to the Company's subsidiaries, as subsequently agreed, by Banca Transilvania S.A., together with another financing bank, with Banca Transilvania S.A. also acting as an arranger, facility agent and security agent, as follows: the maximum amount of up to RON 170,000,000 or the equivalent in Euro of this amount calculated at the NBR exchange rate of the date of the EGMS resolution deciding on the supplementation of the maximum amount.
7. Approval of the change of the maximum guaranteed amount approved by the Company's EGMS resolution no. 1/24.11.2021 point 7, the maximum guaranteed amount to be set as a maximum

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equivalent of 150% of the principal amount under the Credit Facility Agreement. In addition, approval of the negotiation, signing, conclusion and implementation of, as well as the terms and conditions of, the following movable mortgage agreements, in addition to those approved by the Company's AGEA resolution no. 1/24.11. 2021 item 7, granting security interests in favour of the Lenders and/or the Guarantee Agent for the purpose of securing obligations under the Financing Documents (as such term is to be defined in the Credit Facility Agreement), up to a maximum amount of up to 150% of the principal amount under the Credit Facility Agreement: one or more movable mortgage contracts over the shares, if any, present and future held by the Company in:

- i. Play Promotion Group SRL, J15/488/2012, CUI 29157446 ("**Play Promotion**"); as of the date hereof, representing 1040 shares, i.e. 100% of the share capital;
- ii. Interprest Agrotex SRL, J34/328/2021, CUI 44094457 ("**Interprest**"); as of the date hereof, representing 20 shares, i.e. 100% of the share capital,

as well as any accessory rights, fruits and products thereof. For the avoidance of doubt, the said mortgage agreements shall be understood to be included in the notion of HAI Shares Mortgages as originally defined in item 7 of the Company's EGMS resolution no. 1/24.11.2021 and Play Promotion and Interprest shall be understood to be included in the notion of HAI Subsidiaries as originally defined in item 7 of the Company's EGMS resolution no. 1/24.11.2021.

8. Approval of the amendment of the power of attorney granted by item 10 of the Company's EGMS resolution no. 1/24.11.2021, in order to (a) grant the power of attorney to undertake any legal steps and carry out any actions for the negotiation and signing of the HAI Documents by the Company, with the content and limits set forth in items (i), (ii), (iv) and (v) of item 10 of the Company's resolution no. 1/24.11. 2021 to the new legal representative of the Company (the Chairman of the Board of Directors or, in case of delegation of powers of representation, the Chief Executive Officer); respectively for the purposes of (b) granting a mandate to attend the general meetings of the shareholders of the HAI Subsidiaries and to sign the resolutions of each of them, having the content and limits set forth in item (iii) of item 10 of the Company's resolution no. 1/24.11.2021, to Iulian-Florentin Cîrciumaru, subject to the approval of the other items of this Convening Notice.
9. Approval, for the avoidance of doubt, of: (i) the amendment of point 11 of the Company's EGMS resolution no. 1/24.11.2021, in order to amend the approved maximum guaranteed amount, the maximum guaranteed amount to be set as a maximum equivalent of 150% of the principal amount under the Credit Facility Agreement and (ii) supplementing point 11 of the Company's EGMS resolution no. 1/24.11.2021 to the effect of approving the signing by the Company, as sole shareholder of Play Promotion and Interprest, of the resolutions of the general meetings of the shareholders of each of Play Promotion and Interprest which will approve, inter alia:
  - a) negotiating, signing, concluding and performance of, and the terms and conditions, of the Credit Facility Agreement as borrower or, as the case may be, guarantor;

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- b) if applicable, the terms and conditions and countersignature of the HAI Share Pledges to which Play Promotion and Interprest are party;
- c) the negotiation, signing, concluding and performance of, and the terms and conditions of, the following movable and immovable mortgage agreements constituting security interests in favour of the Lenders and/or the Guarantee Agent for the purpose of securing obligations under the Finance Documents (as such term shall be defined in the Credit Facility Agreement) up to a maximum amount of up to 150% of the principal amount under the Credit Facility Agreement:
- i. one or more movable mortgage agreements on the universality of the present and future movable assets of each of Play Promotion and Interprest (including, without limitation to, the current accounts, trade receivables, inventory, equipment (including future equipment to be purchased with money made available under the Credit Facility Agreement), machinery, means of transport, rights under insurance policies), which shall be understood to be included in the notion of Pledges on the Universalities of HAI Subsidiaries, as originally defined in paragraph 11 of the Company's EGMS resolution no. 1/24.11.2021;
  - ii. one or more immovable mortgage agreements creating a mortgage over all real estate, land and buildings, of each of Play Promotion and Interprest, together with the usual prohibitions for such mortgage agreements, which shall be understood to be included in the notion of Mortgage of HAI Subsidiaries Real Estate as originally defined in item 11 of the resolution of the Company's EGMS No. 1/24.11.2021;
  - iii. assignment of rights under insurance policies relating to all assets pledged under the aforementioned contracts, which shall be understood to be included in the notion of Assignment of HAI Subsidiaries' Policies as originally defined in item 11 of the Company's EGMS resolution no. 1/24.11.2021;
- d) the negotiation, signing, concluding and performance of, and the terms and conditions of, any other Financing Document (as such term shall be defined in the Credit Facility Agreement) to which Play Promotion or Interprest shall be a party, including any certificate of compliance, commission letter, hedging document, drawdown request and any other document that may be designated as a Financing Document by the Financing Parties and Play Promotion or Interprest, respectively;
- e) the negotiation, signing, concluding and performance of any other documents, notices, certificates to be issued or signed by Play Promotion or, respectively, Interprest, and/or its representatives under or in connection with the Financing Documents (including the documents referred to in points a) - d) above), and the performance of any and all other formalities which are necessary, advisable and expedient to make such documents fully valid, binding and enforceable;
- f) to appoint one or more proxies of each of Play Promotion and Interprest, individually and not jointly, in the name and on behalf of each of these two companies, to take any legal steps and carry out any actions for the negotiation and signing of the HAI Documents by Play Promotion or Interprest, as well

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as to attend general meetings of the shareholders of Play Promotion or Interprest, and to sign the resolutions of each of them, if applicable. The mandate shall have the same content and the same limits as those granted in paragraph f) of item 11 of the Company's AGEA resolution no. 1/24.11.2021 and these persons shall be understood to be included in the notion of HAI Proxies as originally defined in item 11 of the Company's AGEA resolution no. 1/24.11.2021;

- g) if applicable, approval of the signature by Play Promotion and Interprest, respectively, as minority shareholder of other HAI Subsidiaries, of resolutions of the general meetings of shareholders of each of the respective HAI Subsidiaries, which will approve transactions similar to those described in items a) to g) of this agenda.
- 10.** Approval of the total amount of up to EUR 10,000,000 to be used by the Company for the purchase of agricultural farms (acquisition of shareholdings) until the end of 2023, with the establishment of the related guarantees (immovable or movable mortgages, sureties, etc.) issued by the Company and/or the HAI Subsidiaries, to be negotiated by them.
- 11.** Approval of the access to various forms of additional financing by the Company up to an aggregate maximum amount of EUR 2,000,000, including but not limited to taking out loans to be made available to the Company and, as the case may be, to the Company's subsidiaries, as may be subsequently agreed, by various funders/shareholders of the Company, and empowerment of the Board of Directors to determine the terms and conditions, negotiate and sign the financing/loan agreements.
- 12.** Approval of the amount of EUR 4,000,000 as the maximum funding limit that can be accessed by Play Promotion Grup S.R.L. (a limited liability company, with its registered office in Călugăreni village, Conțești Commune, 60 O Colentina Street, C1, room 1, Dâmbovița County, registered with the Trade Registry under no. J15/488/2012, having sole registration code (CUI) 29157446), with the establishment of the related guarantees (immovable or movable mortgages, sureties, etc.)
- 13.** Approval of the amount of EUR 1,500,000 as the maximum funding limit that can be accessed by Interprest Agrotex S.R.L. (a limited liability company, with its registered office in Călinești village, Călinești Commune, Plot 120, Parcel 1, Teleorman County, registered with the Trade Registry under no. J34/328/2021, having sole registration code (CUI) 44094457), with the establishment of the related guarantees (immovable or movable mortgages, sureties, etc.)
- 14.** Approval of the amendment of certain definitions in Article 1.1 of the Articles of Association in order to align its provisions with the Company's management structure, by (i) replacing the reference to the sole director with the reference to the Board of Directors; and (ii) removing the definition of "ManagementCo". The following definitions are amended/introduced and will read as follows:

**Board of Directors**                      *means the Company's Board of Directors;*

**Management Agreement**            *means the management agreement concluded between the Company and the members of the Board of Directors."*

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15. Approval of the amendment of Article 2.5. of the Articles of Association in order to align its provisions with the Company's management structure, by replacing the reference to the sole director with the reference to the Board of Directors. Article 2.5. of the Articles of Association will therefore be amended to read as follows:

*"2.5. The registered office is located at 1 Intr. Nestorei, building B, 10<sup>th</sup> floor, District 4, Bucharest, Romania. The Company's registered office may be changed by decision of the Board of Directors, which is delegated to exercise the powers of the EGMS regarding the change of the registered office."*

16. Approval of the amendment of Article 4.2. of the Articles of Association in order to align its provisions with the Company's management structure, by replacing the reference to the sole director with the reference to the Board of Directors. Article 4.2. of the Articles of Association will therefore be amended to read as follows:

*"4.2. The Company's share capital may be increased in accordance with the provisions of Law no. 31/1990 and these Articles of Association, under the resolution of the Company's Extraordinary General Meeting of Shareholders and the decision of the Board of Directors pursuant to section 5.3."*

17. Approval of the amendment of Article 4.5. of the Articles of Association in order to align its provisions with the Company's management structure, by replacing the reference to the sole director with the reference to the Board of Directors. Article 4.5. of the Articles of Association will therefore be amended to read as follows:

*"4.5. Class A Shares – class of ordinary shares - are admitted to trading on the alternative trading system administered by Bursa de Valori București SA ("BVB") – AeRO. Records of the ordinary shares and the shareholders of the Company holding ordinary shares will be kept in the shareholders' register kept by Depozitarul Central SA. Class B Shares – class of preference shares with preferred dividend and no voting right - will not be listed for trading, and their records will be kept by the Company itself, through the Board of Directors, according to the provisions of Law no. 31/1990."*

18. Approval of the amendment of Article 5.7. of the Articles of Association in order to align its provisions with the Company's management structure, by replacing the reference to the sole director with the reference to the Board of Directors. Article 5.7. of the Articles of Association will therefore be amended to read as follows:

*"5.7. The holders of Preference Shares will gather in a special meeting of the holders of Preference Shares with preferred dividend and no voting right. The meetings of the holders of Preference Shares may discuss any matters relating to the Preference Shares and may make proposals to the General Meetings of Shareholders of the Company on such matters. The meetings of the holders of Preference Shares may not discuss or take decisions on matters which are within the competence of the (Ordinary or Extraordinary) General Meetings of Shareholders of the Company or within the competence of the Board of Directors."*

19. Approval of the amendment of Article 6 of the Articles of Association in order to align its provisions with the Company's management structure, regulating the rules on the membership, functioning and organization of the Board of Directors. Article 6 of the Articles of Association will therefore be amended to read as follows:

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*„Article 6. Company Management*

6.1. *The Company will be managed in a unitary system by a Board of Directors in accordance with the applicable law and the provisions of these Articles of Association. The Board of Directors will consist of at least 5 members appointed by the OGMS for 4-year terms, with the possibility of re-election for subsequent terms of office.*

6.2. *The members of the Board of Directors are:*

*[●](The Company's Articles of Association will be completed with the details of the director elected by the OGMS and appointed as Chairman by the Board of Directors);*

*[●] (The Company's Articles of Association will be completed with the details of the director elected by the OGMS) - member;*

*[●] (The Company's Articles of Association will be completed with the details of the director elected by the OGMS) - member;*

*[●] (The Company's Articles of Association will be completed with the details of the director elected by the OGMS) - member;*

*[●] (The Company's Articles of Association will be completed with the details of the director elected by the OGMS) - member.*

6.3. *The candidates for the Board of Directors membership may be nominated by the shareholders or by other current members of the Board of Directors.*

6.4. *The Company has entered into a Management Agreement with each of the members of the Board of Directors, setting forth the rights and obligations of such member to the Company and the remuneration received by such member and will maintain adequate professional insurance covering the liability of the members of the Board of Directors.*

6.5. *In the event of a vacancy in the Board of Directors, the Board of Directors will elect a provisional member up to the OGMS meeting having on its agenda the appointment of a member of the Board of Directors.*

6.6. *The Chairman of the Board of Directors will be appointed by the members of the Board of Directors, with the simple majority of the members present.*

6.7. *The Board of Directors will be responsible for the management of the Company and, for this purpose, will perform the acts, deeds, actions and procedures necessary and useful to achieve the Company's scope of activity and to develop and expand the Project, except for those acts and actions that fall within the competence of the General Meeting according to the Applicable Law. The Board of Directors will perform all its duties and exercise all its powers under the control and supervision of the General Meeting.*

6.8. *The Board of Directors will meet in regular meetings, convened by the Chairman of the Board of Directors, once every 3 months. Convening notice for regular meetings will be sent to the members of the Board of Directors at least five (5) days before the date proposed for the regular meeting.*

6.9. *By exception, special meetings of the Board of Directors may be convened either by the Chairman of the Board of Directors or at the justified request of two members of the Board of Directors, in each case with a written notice sent to each member of the Board of Directors at least five (5) days before the date of the meeting.*

6.10. *Convening notices for the meetings of the Board of Directors will be sent in writing by post, registered letter with acknowledgement of receipt or e-mail and will include the proposed agenda with supporting materials, the location of the meeting and any additional documentation, as the Chairman of the Board of Directors deems necessary.*

6.11. *Meetings of the Board of Directors may be held at any time, without notice, if all members of the Board of Directors are present.*

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- 6.12. *The Board of Directors may hold meetings including by telephone or video conference or by correspondence. The content of the minutes of such a meeting of the Board of Directors by telephone or video conference will be confirmed in writing by all members of the Board of Directors participating in the meeting.*
- 6.13. *The Board of Directors will be legally convened if at least three (3) of the members of the Board of Directors are present or represented, and decisions may be made with the affirmative vote of at least two (2) members of the Board of Directors present or represented at the meeting.*
- 6.14. *The members of the Board of Directors may be represented at the meetings of the Board of Directors by other members of the Board of Directors appointed by special power of attorney. A member of the Board of Directors may represent only one other member of the Board of Directors at the meetings of the Board of Directors.*
- 6.15. *For each meeting of the Board of Directors minutes will be drawn up, containing the names of the participants, the agenda of the meeting, the deliberations, the decisions taken, the number of votes cast and any separate opinions. The minutes will be recorded in the registry of meetings of the Board of Directors and will be signed by the Chairman of the Board of Directors or the person chairing the meeting and by at least one other member of the Board of Directors present at the meeting and by the secretary of the meeting.*
- 6.16. *The Board of Directors is required to approve the actions listed below.*
- 6.16.1. *the annual accounts, the annual management report and the dividend proposal;*
- 6.16.2. *the annual planning, in particular the preparation of the annual budget for each subsequent financial year;*
- 6.16.3. *establishing guidelines for the conduct of the Company's business and development;*
- 6.16.4. *establishing the accounting and financial control system;*
- 6.16.5. *appointing and dismissing the executive officers of the Company, establishing the term of their office and the level of their remuneration;*
- 6.16.6. *any decision to establish or liquidate the secondary units of the Company, such as: branches, working points, representative offices or any such unincorporated entities, as well as the acquisition of shareholdings in other companies, the establishment or closure/liquidation of subsidiaries of the Company or of the companies in which the Company has shareholdings and the exercise of voting rights in such subsidiaries or companies;*
- 6.16.7. *any transaction, such as the sale or purchase of fixed assets, purchase of services from third parties;*
- 6.16.8. *any type of financing;*
- 6.16.9. *the hiring, dismissal and remuneration of any managers or employees;*
- 6.16.10. *opening a new line of business;*
- 6.16.11. *approval of the organizational chart;*
- 6.16.12. *any decision/action/agreement/commitment necessary to carry out the Company's business in the best possible way;*
- 6.16.13. *managing any dispute involving the Company;*
- 6.16.14. *implementing the resolutions of General Meetings;*

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6.16.15. *approving the change of the registered office of the Company.*

6.17. *For the avoidance of any doubt, the Board of Directors will not have the right (i) to decide the conclusion, termination, interruption, non-exercise of rights or non-performance of obligations arising from any agreement of the Company, having an impact of more than 20 (twenty) % of the total value of the Company's assets at that time, or (ii) to authorize any action or omission to do anything which may have an impact on the Company of more than 20 (twenty) % of the total value of the Company's assets at that date, all such decisions or authorizations being the exclusive prerogative of the EGMS.*

6.18. *The Company's participation in general meetings or meetings of the governing bodies (of which it is a member) of the Company's subsidiaries is based on the decision of the Board of Directors. Unless otherwise determined by the GMS, the Chairman of the Board of Directors or the proxy delegated by the Board of Directors shall, on the basis of the decision of the Board of Directors, have the power to represent the Company, with full voting rights, at general meetings or any other governing body (of which the Company is a member) of the Company's subsidiaries and to sign in the name and on behalf of the Company any necessary documents, his signature being binding on the Company.*

6.19. *The management of the Company may be delegated by the Board of Directors to the executive members of the Board of Directors or to persons outside the Board of Directors, who will be the Managers of the Company. They will be appointed by the Board of Directors for 4-year terms, with the possibility to be re-elected for subsequent terms of office.*

6.20. *The Managers of the Company are responsible for taking all measures related to the management of the Company, within the limits of the Company's scope of activity and in compliance with the exclusive powers reserved by law and by these Articles of Association to the GMS and to the Board of Directors.*

6.21. *The Managers of the Company will represent the Company with full powers, separately, and not jointly, in relation to third parties and in court.*

6.22. *The Director of the Company shall have the right to sub-delegate part of his management rights and powers, including those of representation of the Company before other persons, whether such persons are employees of the Company or third persons, as he may consider useful and appropriate.*

6.23. *The provisions of this Article 6 will be supplemented by the provisions of Law no. 31/1990 and of the capital market legislation on capital, insofar as the latter do not conflict with the provisions of these Articles of Association."*

20. Approval of the amendment of Article 7.2. of the Articles of Association in order to align its provisions with the Company's management structure, by replacing the reference to the sole director with a reference to the Board of Directors. Article 7.2. of the Articles of Association will therefore be amended to read as follows:

*"7.2. The OGMS has the following main duties:*

*7.2.1. to ensure the conditions for the Board of Directors to manage and carry out the management duties of the Company's activity;*

*7.2.2. to discuss, approve or amend the annual financial statements of the Company, based on the reports and proposals submitted by the Board of Directors and the Company's auditors;*

*7.2.3. to establish the Company's policies and overall business strategy;*

*7.2.4. to approve, declare and pay any dividends;*

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- 7.2.5. to appoint and dismiss the members of the Board of Directors, to establish their term of office and the level of their remuneration;
- 7.2.6. to appoint and dismiss the financial auditor and to set the terms of the financial audit agreement;
- 7.2.7. to approve the annual income and expenditure budget;
- 7.2.8. to decide on pledging, renting or closing the Company's units."
- 21.** Approval of the amendment of Article 7.3. of the Articles of Association in order to align its provisions with the Company's management structure, by eliminating the power of the EGMS stipulated in paragraph 7.3.10 (to decide on the amendment of the Management Agreement). Article 7.3 of the Articles of Association will therefore be amended to read as follows:
- "7.3. The EGMS has the following main duties:*
- 7.3.1. to change the Company's legal form;
- 7.3.2. to change the Company's main object of activity;
- 7.3.3. to modify the Company's duration;
- 7.3.4. to decide to increase or reduce the share capital or to change the nominal value of the shares;
- 7.3.5. to decide to issue more than one class of shares and to convert the shares from one class to another;
- 7.3.6. to decide on the issue of bonds, the conversion of one class of bonds into another class or into shares;
- 7.3.7. to decide on any amendment to the Articles of Association;
- 7.3.8. to decide on the Company's merger or division or similar corporate reorganisation;
- 7.3.9. to decide on any transaction between the Company and an Affiliate of the Company's shareholders;
- 7.3.10. to appoint the designated evaluator to determine the Company's Market Value;
- 7.3.11. to decide on the Company's dissolution;
- 7.3.12. to decide on the sale of all or a significant part of the Company's assets or part of the Company's business;
- 7.3.13. to make any substantial changes in the nature or organisation of the Company's business or in relation to the discontinuance or termination of the Company's operations in whole or in part;
- 7.3.14. to decide on the listing of the Company;
- 7.3.15. to appoint the Advisory Board."
- 22.** Approval of the amendment of Article 7.7. of the Articles of Association in order to align its provisions with the Company's management structure, by eliminating the phrase referring to the power of the EGMS to decide on the termination and amendment of the Management Agreement. Article 7.7. of the Articles of Association will therefore be amended to read as follows:
- "7.7. As regards the EGMS, it will decide on the modification of the main object of activity, on the reduction or increase of the share capital, on the change of legal form, on the merger, division or dissolution of the Company based on the favourable vote of Shareholders representing at least 30 (thirty) % of the voting rights in the Company, but in all cases not less than two thirds of the voting rights held by the Shareholders attending or represented at that meeting."*
- 23.** Approval of the amendment of Article 8.5. of the Articles of Association in order to align its provisions

with the Company's management structure, by replacing the reference to the sole director with a reference to the Board of Directors. Article 8.5. of the Articles of Association will therefore be amended to read as follows:

8.5. *"The Advisory Board has the following functions: (i) reviews information, documents, reports related to the business and operations of the Company, issued by the Board of Directors, the General Meeting of Shareholders or the Company's auditor; (ii) monitors the implementation of the Company's business plan. In addition, the Advisory Board has the possibility to request the participation in the working sessions of the Board of Directors once every six months."*

24. Approval of the amendment of Article 8.6. of the Articles of Association in order to align its provisions with the Company's management structure, by replacing the reference to the sole director with a reference to the Board of Directors. Article 8.6. of the Articles of Association will therefore be amended to read as follows:

8.6. *"When attending the work sessions of the Board of Directors, the Advisory Board may ask reasonable and relevant questions and request clarification, and the Board of Directors will respond to such questions or requests for clarification subject to confidentiality and disclosure restrictions on sensitive information."*

25. Approval of the supplementation of the Company's Articles of Association with a new Article 13 - Declaration, identification of the Company's beneficial owners and the manner in which control over the Company is exercised, which will read as follows and the current Article 13 - Final Provisions will be renumbered as Article 14:

***"Article 13 - Declaration, identification of the Company's beneficial owners and the manner in which control over the Company is exercised"***

- 13.1. *In accordance with the provisions of Law no. 129/2019 on preventing and combating money laundering and terrorist financing ("Law no. 129/2019"), and pursuant to the rules on the implementation of the provisions of Law no. 129/2019, given that no shareholder of the Company holds more than 25% of the share capital or voting rights or equivalent voting rights of the Company and no other means of control over the Company can be identified, the beneficial owners of the Company will be declared to be the persons occupying a senior management position in the Company.*
- 13.2. *The meaning of the term "senior management position" will include, in the Company's case, the members of the Board of Directors designated by the Ordinary General Meeting of Shareholders. In the event that the Company's Board of Directors delegates management powers to Managers, the notion of a senior management position will also include persons appointed as Managers of the Company with powers delegated from the Board of Directors.*
- 13.3. *Therefore, according to the provisions of Article 4 para. (2) letter a), item 1 of Law no. 129/2019, the beneficial owners of the Company will be the persons who ensure the Company's senior management through operational and decision-making control within the Company, exercising control over the Company by other means, indirectly, namely: the Chairman of the Board of Directors and the Managers with delegated powers from the Board of Directors, as follows:*

1. *The members of the Board of Directors identified under Article 6.2. of the Articles of Association; and*
  2. *[●], (The Company's Articles of Association will be completed with the details of the designated General Manager) – as General Manager”.*
- 
26. To approve the date of 06.01.2023 as “**registration date**” for identification of the shareholders with regard to which the resolutions adopted by the EGMS will apply, in accordance with the provisions of Article 87 of Law no. 24/2017 on issuers of financial instruments and market operations.
  27. To approve the date of 05.01.2023 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.
  28. To authorise any member of the Board of Directors to fulfil all formalities and procedures with a view to carrying out the EGMS resolution and executing all the necessary documents (including the Main Terms and the updated Articles of Association) 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, with the possibility to subdelegate such duties to one or several persons as they deem appropriate.

II. The agenda of the OGMS is the following:

1. Approval of the (voluntary) termination of the current term of office of the Sole Director, which would have expired on 30 May 2024, starting from the date of adoption of this OGMS resolution, subject to approval of item 1 on the EGMS agenda.
2. Approval of the election of the members of the Board of Directors, from among the candidates proposed by the Company's shareholders, for a four (4) year term, starting from the date of the OGMS resolution, subject to the approval of items 1 and 2 on the EGMS agenda.
3. Approval of the main terms of the mandate agreements in the form submitted to the OGMS, which will be concluded between the Company and the members of the Board of Directors, and the empowerment of the Chairman of the Board of Directors, to be elected in accordance with the provisions of the Articles of Association, to negotiate and sign the mandate agreements in accordance with the main terms. The mandate agreement to be concluded between the Company and the Chairman of the Board of Directors may be signed by any other member of the Board of Directors.
4. Approval of the level of the fixed remuneration of the members of the Board of Directors for the terms of office starting from the date of the OGMS, namely the amount of RON 5,000 per month (net amount) payable to each member of the Board of Directors in RON, to which may be added any kind of variable remuneration (including that resulting from the implementation of the stock option plans approved at Company level).
5. Approval of the Company's updated remuneration policy, in the form submitted to the OGMS.
6. Approval of the adoption of a stock option plan for the allocation of shares to the members of the Board of Directors and certain key executives and employees of the Company or its subsidiaries, in the form submitted to the OGMS (the “**Plan**”).

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7. Approval of the implementation of the Plan in respect of the financial year ending 31 December 2022 under the terms and conditions set out therein and in the materials presented to the OGMS, subject to the adoption of item 6 on the OGMS agenda.
8. Approval of the main terms of the mandate agreement in the form submitted to the OGMS, which will be concluded between the Company and the general manager who will be appointed at the Company level, in accordance with the provisions of the Articles of Association, and the empowerment of the Chairman of the Board of Directors to be elected in accordance with the provisions of the Articles of Association to negotiate and sign this agreement in accordance with the main terms.
9. Approval of the date of 06.01.2023 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 24/2017.
10. Approval of the date of 05.01.2023 as “**ex-date**”, in accordance with the provisions of Article 187 para. 11 of Regulation no. 5/2018.
11. The approval of the authorisation of any member of the Board of Directors to fulfil all formalities and procedures with a view to carrying out the OGMS resolution and executing all the necessary documents (including any documents in its relations with the Trade Registry Office attached to the Bucharest Tribunal, the Official Journal, the Financial Supervisory Authority, the Bucharest Stock Exchange, and with any other institutions), with the possibility to sub-delegate such duties to one or several persons as they deem appropriate.

#### **SPECIFICATIONS REGARDING THE OGMS AND EGMS**

- (1) One or more shareholders, holding, individually or together, at least 5% of the share capital of the Company, has/have the right within no more than 15 days from the date this convening notice has been published, respectively no later than 28.11.2022:
  - (a) to include new items on the agenda of the General Meetings, under condition that each new item will 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 proposed 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 a copy 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 will be submitted as follows:

- (i) by delivering it to the Company’s registry office or by sending it by mail or courier with confirmation of receipt to the Company’s registry office, in a sealed envelope bearing the clearly written statement in capital letters: “FOR THE EXTRAORDINARY OR/AND ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 15/16 December 2022”, or

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- (ii) by e-mail having attached an extended electronic signature, in accordance with Law no. 455/2002 on digital signature, at [investors@holde.eu](mailto:investors@holde.eu), indicating in the subject matter field: "FOR THE EXTRAORDINARY OR/AND ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 15/16 December 2022".

If the case, the Company will publish the updated agenda before the reference date for the EGMS/OGMS (i.e. 06.12.2022).

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 identity 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 any, may be submitted no later than 02.12.2022, 05.00 p.m., as follows:

- (i) by delivering it to the Company's registry office or by sending it by mail or courier with confirmation of receipt to the Company's registry office, in a sealed envelope bearing the clearly written statement in capital letters: "FOR THE EXTRAORDINARY OR/AND ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 15/16 December 2022", or
- (ii) by e-mail having attached an extended electronic signature, in accordance with Law 455/2002 on digital signature, at [investors@holde.eu](mailto:investors@holde.eu), indicating in the subject matter field: "FOR THE EXTRAORDINARY OR/AND ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 15/16 December 2022".

The Company will publish the answers to the questions submitted according to the conditions stipulated in this convening notice on the Company's internet website page - <https://holde.eu/>.

- (2) The Company's shareholders may submit proposals of candidates for appointment as members of the Board of Directors. To this end, they will specify, in the proposal, information on the name, place of residence and professional qualifications of the persons proposed, accompanied by:

- (i) a copy of the valid identity document of the Company's shareholder (in the case of individuals, identity card, passport, residence permit, respectively in the case of legal entities, identity card, passport, residence permit of the legal representative);

- (ii) curriculum vitae of the person proposed as member of the Board of Directors;

- (iii) in the case of a candidate's proposal for the position of independent member, a copy of the sworn declaration by the candidate that he/she meets all the eligibility criteria (indicative model available in the information material); and

- (iv) copies of the consent form and information note for the collection and processing of personal data, completed and signed by the applicant (indicative model available in the information materials).

The Company's shareholders may submit proposals for members of the Board of Directors (accompanied by documents proving the identity of the shareholder/candidate) by sending a written request to this effect no later than 28 November 2022 at 5 PM:

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- by delivering it to the Company's registry office or by post or courier with confirmation of receipt to the Company's registry office at the Company's registered office (i.e. Intr. Nestorei nr. 1, Corp B, Floor 10, Sector 4, Bucharest, Romania), in a sealed envelope, clearly marked in capital letters: "PROPOSAL OF CANDIDATES FOR THE POSITION OF MEMBER OF THE BOARD OF DIRECTORS", or
- by e-mail with an extended electronic signature incorporated in accordance with Law No 455/2001 on electronic signatures, to the following e-mail address: [investors@holde.eu](mailto:investors@holde.eu), mentioning in the subject line: "PROPOSAL OF CANDIDATES FOR THE POSITION OF MEMBER OF THE BOARD OF DIRECTORS".

The list containing information on the names, place of residence and professional qualifications of the persons nominated for the position of member of the Board of Directors will be updated daily until 28 November 2022, 18:00 and will be published on the Company's website in the investor relations section (<https://holde.eu/>).

- (3) 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 power of attorney. The special power of attorney may be granted to any person for representation in only one general meeting and contains specific voting instructions from the shareholder, clearly mentioning the voting option for each item on the agenda of the general meeting. The general power of attorney will be granted by the shareholder, acting as client, only to an agent as it is defined in art. 2 para. 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 power of attorney form will 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 FSA Regulation no. 5/2018. The special power of attorney, in Romanian or English language, will be submitted to the Company, in original, accompanied by copies of the shareholder's valid identity 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 convocation:

- by delivering it to the Company's registry office or by sending it by mail or courier with confirmation of receipt to the Company's registry office at the Company's registered office (i.e., 1 Intr. Nestorei, Building B, 10<sup>th</sup> floor, District 4, Bucharest, Romania), in a sealed envelope bearing the clearly written statement in capital letters: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 15/16 December 2022", or
- by e-mail having attached an extended electronic signature, in accordance with Law no. 455/2002 on digital signature, at [investors@holde.eu](mailto:investors@holde.eu), indicating in the subject matter field: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 15/16 December 2022".

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

- by delivering it to the Company's registry office or by sending it by mail or courier with confirmation of receipt to the Company's registry office at the Company's registered office (i.e., 1 Intr. Nestorei, Building B, 10<sup>th</sup> floor, District 4, Bucharest, Romania), in a sealed envelope bearing the clearly written statement in capital letters: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 15/16 December 2022", or
- by e-mail having attached an extended electronic signature, in accordance with Law 455/2002 on digital signature, at [investors@holde.eu](mailto:investors@holde.eu), indicating in the subject matter field: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 15/16 December 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 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 will be specified.

(c) by correspondence, using the correspondence voting form published on the Company's website (<https://holde.eu/>). The correspondence voting forms, in Romanian or English language, filled in and signed, accompanied by a copy of the shareholder's valid identity 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 convocation

- by delivering it to the Company's registry office or by sending it by mail or courier with confirmation of receipt to the Company's registry office at the Company's registered office (i.e., 1 Intr. Nestorei, Building B, 10<sup>th</sup> floor, District 4, Bucharest, Romania), in a sealed envelope bearing the clearly written statement in capital letters: "POSTAL BALLOT FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 15/16 December 2022", and for postal ballots for the secret votes, the postal ballots will be submitted by a separate envelope stipulating "SECRET POSTAL BALLOT FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 15/16 December 2022", or
- by e-mail having attached an extended electronic signature, in accordance with Law 455/2002 on digital signature, at [investors@holde.eu](mailto:investors@holde.eu), indicating in the subject matter field: "POSTAL BALLOT FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 15/16 December 2022", and for postal ballots for the secret votes, the postal ballots will be submitted by a separate e-mail stipulating in the subject matter field "SECRET POSTAL BALLOT FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 15/16 December 2022".

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

- by delivering it to the Company's registry office or by sending it by mail or courier with confirmation of

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receipt to the Company's registry office at the Company's registered office (i.e., 1 Intr. Nestorei, Building B, 10<sup>th</sup> floor, District 4, Bucharest, Romania), in a sealed envelope bearing the clearly written statement in capital letters: "POSTAL BALLOT FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 15/16 December 2022", or

- by e-mail having attached an extended electronic signature, in accordance with Law 455/2002 on digital signature, at [investors@holde.eu](mailto:investors@holde.eu), indicating in the subject matter field: "POSTAL BALLOT FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 15/16 December 2022".

The postal ballots which are not received in the form and within the term provided in this convening notice will not be taken into account when the attendance 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 FSA Regulation no.5/2018 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 must provide the following information:

(i) Natural persons:

- Name and surname;
- Personal Numeric Code (CNP);
- Email address;
- Copy of the identity document (identity card, passport, residence permit);\*
- Phone number (optional).

(ii) Legal persons:

- Name of the legal person;
- Unique registration code (CUI);
- Name and surname of the legal representative;
- Personal Numeric Code (CNP) of the legal representative;

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- Email address;
- Identity document of the legal representative (identity card, passport, residence permit);
- Copy of the certificate issued by the trade registry or any equivalent document issued by a competent authority of the State in which the shareholder is legally registered, submitted in original or certified true copy. The documents attesting the capacity of the shareholder as legal representative of the legal entity must be issued no later than 30 days before the reference date \*
- Phone number (optional).

The documents submitted in a language other than English will be accompanied by the translation made by an authorized translator of Romanian/English.

The electronic copy of the above mentioned documents will be uploaded online in the dedicated fields.

\*The files to be uploaded can have one of the following extensions: **.jpg, .pdf, .png**. The shareholders can connect and vote online whenever they want starting with the reference date 06.12.2022, and until the closing of the voting round by the chairman of the meeting during each session of the general meeting of shareholders.

The identification made by the Company in the case of natural persons gives access to the General Meetings of the Company if the respective natural person is a shareholder at the relevant reference date. The identification made by the Company in the case of legal entities, and of the special or general power of attorneys gives access to the General Meetings of the Company after proving each time the validity of the legal representative, respectively of the proxy.

In the event that after the identification process there are discrepancies between the data provided by the shareholder and those in the Shareholders' Register as at the reference date, the shareholder will be notified and will be directed to contact the Shareholder Relations Department at [investors@holde.eu](mailto:investors@holde.eu) or at the phone number 40 31 860 21 01.

- (4) The General Meetings will be conducted, and the exercising of the vote by proxy or by postal ballot, of the shareholder's right to information and of right to submit requests for supplementing the agenda will be made pursuant to Law no. 31/1990, Law no. 24/2017 and FSA Regulation no. 5/2018.
- (5) Only the shareholders registered at the reference date, 06.12.2022, in the shareholders' register kept by Depozitarul Central have the right to participate and vote in the EGMS and OGMS.
- (6) On the EGMS/OGMS date, upon entering the meeting room of the general meeting, the shareholders that are natural persons, if they attend the EGMS/OGMS personally, and the shareholders that are legal persons/entities without legal personality, if they participate through their legal representative, and the

**Holde Agri Invest S.A.**

Trade Registry No: J40/9208/2018; CUI 39549730  
Headquarters: Intr. Nestorei nr. 1, Corp B, Etaj 10, Sector 4, București, Romania  
Subscribed and paid-up share capital: 97,977,589 RON  
[www.holde.eu](http://www.holde.eu) | [contact@holde.eu](mailto:contact@holde.eu)

proxies must present the original identity card/passport in order for their identity to be verified by the representatives responsible for the organization of the EGMS/OGMS on behalf of the Company.

- (7) All the documents regarding the agenda stipulated by law will be made available to the shareholders starting with 11 November 2022, from Monday to Friday, between 09-17 hours at the Company's registered office in 1 Intr. Nestorei, Building B, 10<sup>th</sup> floor, District 4, Bucharest, Romania. These documents will also be available on the Company's website - <https://holde.eu/>.
- (8) The shareholders will be able to request in writing copies of the documents referred to at point 6 above, by e-mail or by courier to the Company's registered office, in the latter case paying the related costs. Requests will also indicate the postal address, e-mail address or fax number where the requesting shareholder wishes to receive copies of the relevant documents.
- (9) Regardless of how they are transmitted, requests will be signed by the shareholders or their representatives and will be accompanied by documents proving the identity of the shareholders and, where applicable, the capacity as representative of the signatories.
- (10) All requests and any other additional information regarding the convocation and conducting of the EGMS/OGMS will be sent, respectively obtained at the Company's registered office, by phone - +40 31 860 21 01 or by e-mail - [investors@holde.eu](mailto:investors@holde.eu)

Bucharest, 10 November 2022

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