**RESOLUTION**

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

**HOLDE AGRI INVEST S.A**

#### **NO. [\_\_]/ 15.12.2022**

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 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**”), 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 **15.12.2022**, at 13.30 am, which was held at the address at **Bucharest, 44A Daniel Danielopolu, Ramada Hotel & Suites by Wyndham Bucharest North, Room Crystal 4, District 1**, adopted the following:

**RESOLUTION**

1. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, it is hereby approved the (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. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, it is hereby approved the 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:

*[●]*(*to be completed with the details of the director elected by the OGMS*);

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1. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, it is hereby approved the 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.
2. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, it is hereby approved the 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).
3. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, it is hereby approved the Company’s updated remuneration policy, in the form submitted to the OGMS.
4. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, it is hereby approved the 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**”).
5. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, it is hereby approved the 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.
6. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, it is hereby approved the 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.
7. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, it is hereby approved the 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.
8. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, it is hereby approved the date of **05.01.2023** as “***ex-date***”, in accordance with the provisions of Article 187 para. 11 of Regulation no. 5/2018.
9. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, it is hereby approved the 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.

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 15.12.2022, and, therefore, this Resolution is made and signed.

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Chairman of the meeting Secretary