**SPECIAL POWER OF ATTORNEY FORM**

**FOR THE ORDINARY GENERAL MEETING OF**

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

**summoned for 15/16.12.2022**

 I, the Undersigned, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ *[surname and name of the shareholder – natural person, according to the identity document]*, identified with\_\_\_\_\_\_\_\_ *[identity document]*, series \_\_\_\_, no. \_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_, domiciled in \_\_\_\_\_\_\_\_ *[the entire address, according to the identity document],* personal identification number \_\_\_\_\_\_\_\_\_\_,

or

 The Undersigned, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ *[name of the shareholder – legal entity]*, with the registered office located in \_\_\_\_\_\_\_\_\_, registered with the Trade Registry Office under no. \_\_\_\_\_\_\_\_\_\_\_\_, Sole Registration Code \_\_\_\_\_\_\_\_\_, duly represented by \_\_\_\_\_\_\_\_\_\_\_\_ *[Surname and name, according to the identity document]*, in the capacityof \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ *[the exactly position registered with the Trade Registry]* \*

Shareholder at the reference date of **06.12.2022** of **HOLDE AGRI INVEST S.A.**, a joint-stock company, organized and operating under the Romanian laws, with its registered office in Bucharest, 1 Nestorei Entrance, Building B, 10th floor, District 4, registered with the Trade Registry under no. J40/9208/2018, European Unique Identifier (EUID): ROONRC. J40/9208/2018, unique registration number 39549730, with a subscribed and paid-up share capital of RON 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 (hereinafter referred to as the “**Company**”),

Holder of \_\_\_\_\_\_\_\_\_\_\_\_\_\_ ordinary Class A shares, representing \_\_\_\_\_ % of the total ordinary Class A shares issued by the Company, that gives me \_\_\_\_\_\_\_\_\_\_\_\_ voting rights, representing \_\_\_\_ % from the total number of the voting rights,

I hereby give power of attorney to \*\* \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled in \_\_\_\_\_\_\_\_\_\_\_\_\_ *[the entire address, according to the identity document],* identified with\_\_\_\_\_\_\_ *[identity document]*, series \_\_\_\_, no. \_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_, personal identification number\_\_\_\_\_\_\_\_,

To represent the undersigned in the **Ordinary General Meeting of the Shareholders of HOLDE AGRI INVEST S.A.** summoned for the date of **15 December 2022, starting with 1.30 pm,** at the address located in Bucharest, 44A Daniel Danielopolu, Ramada Hotel & Suites by Wyndham Bucharest North, Room Crystal 4, District 1, or for **16 December 2022, starting with 1.30 pm.***,* at the address located in Bucharest, 44A Daniel Danielopolu, Ramada Hotel & Suites by Wyndham Bucharest North, Room Emerald, District 1, *(should the attendance quorum be not met at the first general meeting)*, to exercise the voting right as to the shares held by me at the reference date, with respect to all the issues on the agenda, as follows:

1. **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.**

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

 For **□** Against **□** Abstention **□**

1. **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.**

Candidate **Liviu-Gabriel ZAGAN** proposed by shareholder **VERTICAL SEVEN GROUP S.A.**;

For **□** Against **□** Abstention **□**

Candidate **Iulian-Florentin CÎRCIUMARU** proposed by shareholder **VERTICAL SEVEN GROUP S.A.**;

For **□** Against **□** Abstention **□**

Candidate **Alexandru-Leonard LECA** proposed by shareholder **VERTICAL SEVEN GROUP S.A.**;

For **□** Against **□** Abstention **□**

Candidate **Daniela-Camelia NEMOIANU** proposed by shareholder **Alexandru-Leonard LECA**;

For **□** Against **□** Abstention **□**

Candidate **Mihai-Daniel ANIȚEI** proposed by shareholder **Alexandru-Leonard LECA**;

For **□** Against **□** Abstention **□**

1. **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.**

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

 For **□** Against **□** Abstention **□**

1. **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).**

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

 For **□** Against **□** Abstention **□**

1. **Approval of the Company’s updated remuneration policy, in the form submitted to the OGMS.**

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

For **□** Against **□** Abstention **□**

1. **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”).**

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

 For **□** Against **□** Abstention **□**

1. **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.**

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

 For **□** Against **□** Abstention **□**

1. **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.**

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

For **□** Against **□** Abstention **□**

1. **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.**

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

 For **□** Against **□** Abstention **□**

1. **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.**

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

 For **□** Against **□** Abstention **□**

1. **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.**

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

 For **□** Against **□** Abstention **□**

**I hereby attach a copy of my valid identification document (i.e. identity card/passport for natural persons and for legal persons/entities without legal personality, identity card/passport of the legal representative).**

Date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ [*signature*]

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

[*Surname and name of the natural person shareholder or of the representative of the legal person/entity without legal personality shareholder, in capital letters*]

***Note:***

*\* the identification data of the shareholders, natural persons or legal entities/ entities without legal personality will be filled*

*\*\* it will be filled the name of the appointed representative*

*\*\*\* in case of legal persons/entities without legal personality, the position of the legal representative shall be mentioned*