



RESOLUTION
OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF
HOLDE AGRI INVEST S.A
NO. [__]/24.04.2023

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. 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 24.04.2023, at 04.30 p.m, which was held at the address at Bucharest, 37B Calea Victoriei, Novotel Hotel, Lion room, 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, Subject to the approval of item 5 on the OGMS agenda regarding the transfer of the amount of lei 9,284,626 representing issue premiums from account 1041 - share premiums, to account 1068 - other reserves, and of the registration with the Trade Registry of the share capital decrease procedure approved by EGSM resolution no. 2/15.12.2022, it is hereby approved the increase of the Company’s share capital, with the amount of lei 9,284,626, from the level of the share capital of lei 92,846,264 to the level of lei 102,130,890, under the following conditions:
 - (i) The increase of the share capital will be made by issuing a number of 9,284,626 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 9,284,626 lei, and the newly issued Class A ordinary shares will be allocated free of charge to all shareholders of the Company, both shareholders holding ordinary shares registered in the shareholder register kept by Depozitarul Central SA at **12.05.2023**, 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 Board of Directors of the Company, at **13.04.2023**, established by Board of Directors as reference date for the EGMS;

Holde Agri Invest S.A.

Trade Registry No: J40/9208/2018; CUI 39549730
Headquarters: Bucharest, 1 Nestorei Entrance, Building B, 10th floor, District 4, Romania
Subscribed and paid-up share capital: 97,977,589RON
www.holde.eu | contact@holde.eu

- (iii) The allotment of newly issued Class A ordinary shares will be made in ratio of 1 newly issued ordinary share for every 10 shares held on the date of registration/reference date (including preferential shares). If, following the application of the 1/10 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 decimal with the compensation price and then rounding to two decimal 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 of lei 1.6528/ share.

- (iv) 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 lei 102,130,890, of which Eur 1,835,000 and lei 93.545.790, fully subscribed and paid-up. The share capital is divided into 102,130,890 nominative shares, each with a nominal value of 1 (one) Leu and a total nominal value of lei 102,130,890, divided into two distinct classes of shares, as follows:

- a) Class A - Class of ordinary shares , which includes a total number of 101,435,040 shares , each with a nominal value of 1 (one) Leu and having a total nominal value of lei 101,435,040, representing a total of 99.32% of the share capital subscribed and paid by the Company , and 100% of the voting rights;
- b) Class B - Class preferential shares with preferred dividend and no voting right, which includes a total number of 695,850 shares , each with a nominal value of 1 (one) Leu and a total nominal value of lei 695,850, representing 0.68% of the Company’s subscribed and paid-up share capital, and not having attached voting rights.”

- 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 date of **15.05.2023** as the date of payment of the newly issued shares that will be allocated for free to shareholders and approval of the date of **31.05.2023** as the date of payment of the fractions of shares resulting from the application of the allocation ratio and rounding to the lower whole.

- 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 amendment of the conditions applicable for the issuance of the Company’s corporate bonds which were approved by the Company’s EGSM resolution no. 2/27.04.2022 item 4 and amended by the Company’s EGSM resolution no. 1/15.12.2022 item 5, in order to approve the issuance by the Company of convertible or non-convertible corporate bonds and to increase the

value of the fixed or variable interest rate from the value of up to 8% for euro per year to the value of up to 10% for euro per year, for the issuance of convertible or non-convertible corporate bonds, in dematerialised form, secured or unsecured, with or without discount.

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 an individual financing limit in the amount of euro 1,500,000 for each of the following subsidiaries of the Company: (i) AGRICULTURA INOVATIVA 2023 S.R.L. with registered office in Călinești Village, Călinești Commune, Tarla 120, Plot 1., Teleorman County, having CUI 47528291, J34/71/2023; (ii) BREIL GREINS SRL, with registered office in Călinești Village, Călinești Commune, Tarla 120 Plot 1, Teleorman County, having CUI 47528291 J34/71/2023; (iii) ALCADAN AGRI S.R.L., with headquarters in Sat Dobra, Commune Dobra, Point former Cap - Building C8, Dâmbovița County, having CUI 46182377, J15/828/2022.
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 date of **12.05.2023** 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.
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 date of **11.05.2023** 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.
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 authorisation of the General Manager of the Company to fulfil all formalities and procedures with a view to carrying out the EGMS resolution and executing all the necessary documents (including 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.

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 24.04.2023, and, therefore, this Resolution is made and signed.

Chairman of the meeting

Secretary