



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

The Ordinary 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, 10<sup>th</sup> 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 03.00 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 individual and consolidated financial statements for the financial year 2022, executed based on the Report of the Board of Directors and the Report of the financial auditor for the year 2022.
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 Annual Report for 2022 executed according to ASF Regulation no. 5/2018 on issuers of financial instruments and market operations.
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 discharge from liability of the former Company's sole director, HOLDE AGRI MANAGEMENT S.R.L., 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. J40/7332/2018, (EUID) ROONRC.: J40/7332/2018, having sole registration number 39403009, and of its appointed representative, Iulian-Florentin Cîrciumaru, for the activity performed during the financial year 2022.
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 discharge from liability of the former Company's sole director, HOLDE AGRI MANAGEMENT S.R.L., 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. J40/7332/2018, (EUID) ROONRC.: J40/7332/2018, having sole registration number 39403009, and of its appointed representative, Iulian-Florentin Cîrciumaru, for the activity performed during the financial year 2022.

**Holde Agri Invest S.A.**

Trade Registry No: J40/9208/2018; CUI 39549730  
Headquarters: Bucharest, 1 Nestorei Entrance, Building B, 10<sup>th</sup> floor, District 4, Romania  
Subscribed and paid-up share capital: 64,069,796 RON  
www.holde.eu | contact@holde.eu

\_\_\_\_\_ refraining votes, it is hereby approved the discharge from liability of the members of the Board of Directors for the activity performed during the financial year 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 transfer of the amount of lei 9,284,626 representing share premiums from account 1041 – share premiums, account 1068 - other reserves.
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 income and expenditures budget of the Company for the financial year 2023.
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 investment plan for year 2023.
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 remuneration report for financial year 2022, according to art. 107 of Law 24/2017 regarding the issuers of financial instruments and market operations.
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 terms and conditions for the implementation of the share allocation plan ("stock option plan") approved by OGSM Resolution no. 3/15.12.2022 (the "Plan") for the reference period related to the financial year ended on December 31, 2022, in accordance with the material presented to the OGSM. For the implementation of this resolution, each of the members of the Board of Directors is empowered (with compliance, as the case may be, with the rules regarding the conflict of interests), the signature of each of them validly engaging and being binding for the Company, to perform the following acts and deeds in in the name and on behalf of the Company:
  - (i) negotiating, concluding, drafting, signing, executing, sending, transmitting, modifying or completing any documents or notifications necessary or useful for the implementation of the Plan for the reference period related to the financial year ended on December 31, 2022 (including, but not limited to, the SOP Notice, the Option Agreement and the Option Register, as those terms are defined in the Plan);
  - (ii) submitting and/or receiving in the name and on behalf of the Company any necessary or useful documents for the implementation of the aforementioned; and
  - (iii) fulfilling all actions and formalities and signing all necessary or useful documents in order to implement this resolution.

10. 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 OGMS shall apply, in accordance with the provisions of Article 87 of Law 24/2017.
11. 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.
12. 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 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 24.04.2023, and, therefore, this Resolution is made and signed.

\_\_\_\_\_  
Chairman of the meeting

\_\_\_\_\_  
Secretary