

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

CURRENT REPORT 11/2023

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	10.04.2023
Name of the Company	Holde Agri Invest S.A.
Registered Office	Intr. Nestorei nr. 1, Corp B, Etaj 10, Sector 4, Bucharest
Phone	+40 31 860 21 01
Email	investors@holde.eu
Trade Registry No.	J40/9208/2018
Fiscal Code	39549730
Subscribed and paid share capital	92,846,264 RON
Total number of shares	92,846,264 shares, of which 92,150,414 ordinary class "A" shares and 695,850 preferred class "B" shares
Market where securities are traded	MTS AeRO Premium, symbol HAI

Important events to be reported: Supplementation of the agenda of the Extraordinary General Meeting of the Company's Shareholders convened for 24/25 April 2023

The management of Holde Agri Invest S.A. (hereinafter referred to as the "**Company**") informs the market that, pursuant to the request of VERTICAL SEVEN GROUP S.A. to add new points to the agenda of the Extraordinary General Meeting of Shareholders convened on 24/25 April 2023 (the "EGMS"), considering that such request complies with the requirements provided by the applicable law, the Board of Directors of the Company supplemented the agenda of the EGMS by inserting items numbered from 8 to 11, as reflected in the supplemented convening notice.

The supplemented convening notice is attached to this current report and will be published in accordance with the applicable law.

President of the Board of Directors
Iulian-Florentin Circiumaru

**COMPLETION OF SUMMONING TO ORDINARY AND EXTRAORDINARY GENERAL MEETINGS OF THE
SHAREHOLDERS OF HOLDE AGRI INVEST S.A.**

The Board of Directors 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 92,846,264, divided into 92,846,264 registered shares, of which 92,150,414 ordinary shares and 695,850 preference shares with preferred dividend with no voting right (the “**Company**”), in accordance with the provisions of the Company’s articles of incorporation, of Company Law no. 31/1990, 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,

in accordance with art. 117¹ of the Company Law no. 31/1990 and art. 105 of the Law no. 24/2017 on issuers of financial instruments and market operations, at the shareholder’s **VERTICAL SEVEN GROUP S.A** request, holder of 9,950,100 shares with a nominal value of RON 1 each and a total value of RON 9,950,100, of which 9,950,000 ordinary shares (class A) with a value of RON 1 each and a total value of RON 9,950,000, and 100 preference shares with preferred dividend with no voting right (class B) with a nominal value of RON 1 each and a total value of RON 100, decides:

- **the completion of summoning of the ordinary and extraordinary general meetings of the shareholders Holde Agri Invest S.A.**, convened for 24.04.2023, 03:00 p.m., respectively 04:30 p.m., at Bucharest, 37B Victoriei Street, Novotel Hotel, Lion hall, District 1, and if the quorum requirements of the first meeting are not met at the mentioned date, according to art. 118 of Company Law no. 31/1990, republished, the second Ordinary General Meeting of Shareholders (“**OGMS**”) and the second Extraordinary General Meeting of Shareholders (“**EGMS**”) is reconvened for 25.04.2023, 03:00 p.m., respectively 04:30 p.m., at Bucharest, 37B Victoriei Street, Novotel Hotel, Lion hall, District 1, summons addressed to the shareholders registered at the end of 13.04.2023 with the shareholder registry kept by Depozitarul Central S.A., **with the following items for the agenda of EGMS:**

“8. Approval of the amendment of art. 6.16 of the Company’s Articles of Association regarding the duties of the Board of Directors, which will have the following content:

“6.16. The Board of Directors has the following attributions that will not be delegated to the executive managers of the Company :

- 6.16.1 approval of the annual accounts, the annual management report and the dividend proposal;*
- 6.16.2 annual planning, especially the preparation of the annual budget for each subsequent financial exercise ;*
- 6.16.3 establishing guidelines for the development the activity and development of the Company ;*
- 6.16.4 establishing the accounting and financial control system, as well as approving financial planning ;*
- 6.16.5 appointing and dismissing the executive managers of the Company, establishing the term of their office and the level of their remuneration;*
- 6.16.6 filing the application for the opening of the Company’s insolvency procedure;*

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- 6.16.7 *implementing the duties delegated to the Board of Directors by the General Meeting, if applicable;*
- 6.16.8 *representing the Company in its relations with the Company's executive managers;*
- 6.16.9 *any decision to establish or liquidate secondary units of the Company, such as: branches, working points, representative offices or any such unincorporated entities, as well as the acquisition of shareholding/ investments in companies other than the companies of the Company's group or start- up projects, the establishment, closure, liquidation of the Company's subsidiaries or the companies in which the Company owns participations or the disposal of these participations by the Company;*
- 6.16.10 *any type of financing;*
- 6.16.11 *approving the opening of a new business line;*
- 6.16.12 *the organization of General Meetings and the implementation of resolutions General Meetings;*
- 6.16.13 *approval of the change of the registered office of the Company."*

9. Approval of completion of art. 6 of the Company's Articles of Association with a new paragraph 6.18 which will have the following content, the other paragraphs being renumbered accordingly:

"6.18. Any and all attributions that are not necessarily in the exclusive competence of the General Meeting, based on the law or the Articles of Association, will be considered the attributions of the Board of Directors."

10. Subject to the approval of point 8 on the EGSM's agenda, the approval of the amendment of art. 6.20 (renumbered 6.21.) of the Company's Articles of Association which will have the following content:

"6.21. The Managers of the Company are responsible for taking all the measures related to the management of the Company, within the scope of the Company's activity and respecting the exclusive competences reserved by the law and Articles of Association to the General Meeting and to the Board of Directors . In particular, the Managers will have the competence to approve the following:

- 6.21.1 *the exercise of voting rights within the companies in which the Company owns participations or within the associations in which the Company is a member;*
- 6.21.2 *the acquisition of shares in the Company's subsidiaries / the companies of the Company's group;*
- 6.21.3 *current operational expenses including without being limited to the sale or purchase of fixed assets, the purchase of services from third parties, etc. within the total limit of 1,000,000 Euro per financial year;*
- 6.21.4 *hiring, firing and remuneration of any employees, the negotiation and conclusion of individual employment agreements and collective bargaining agreements;*
- 6.21.5 *approval of the organization chart;*
- 6.21.6 *the management of any litigation in which the Company is involved;*
- 6.21.7 *any other decision/ action /contract/commitment/ transaction necessary for the performance activity the Company or included in the activity program or the annual budget approved by the General Meeting;*
- 6.21.8 *any other powers established by the Board of Directors of the Company."*

11. Approval of the amendment of art. 6.21 (renumbered 6.22.) of the Company's Articles of Association which will have the following content:

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"6.22. The managers of the Company represent separately, and not jointly, the Company in relation to third parties and in court within the limits established by the Articles of Association, the decisions of the Board of Directors and the decisions of the General Meeting."

Therefore, the agenda is the following:

I. The agenda of the OGMS remained unchanged and is the following:

1. Approval 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. Approval of the Annual Report for 2022 executed according to ASF Regulation no. 5/2018 on issuers of financial instruments and market operations.
3. Approval of the discharge from liability of the former Company's sole director, HOLDE AGRICULTURAL MANAGEMENT S.R.L., with its registered office at 1 Intr. Nestorei, Building B, 10th 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. Approval of the discharge from liability of the members of the Board of Directors for the activity performed during the financial year 2022.
5. Approval of the transfer of the amount of lei 9,284,626 representing share premiums from account 1041 – share premiums, account 1068 - other reserves.
6. Approval of the income and expenditures budget of the Company for the financial year 2023.
7. Approval of the investment plan for year 2023.
8. Approval of 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. Subject to the approval of item 1 on the OGSM's agenda, the approval of 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 the name and on behalf of the Company:

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- (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. Approval of 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. Approval of 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. Approval of 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.

II. The agenda of the EGMS, as completed, is the following:

1. 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, approval of 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

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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;

- (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. Approval of 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. Approval of 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

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per year, for the issuance of convertible or non-convertible corporate bonds, in dematerialised form, secured or unsecured, with or without discount.

4. Approval of 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. Approval of 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. Approval of 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. To authorise 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.
8. Approval of the amendment of art. 6.16 of the Company's Articles of Association regarding the duties of the Board of Directors, which will have the following content:

“6.16. The Board of Directors has the following attributions that will not be delegated to the executive managers of the Company:

- 6.16.14 approval of the annual accounts, the annual management report and the dividend proposal;*
- 6.16.15 annual planning, especially the preparation of the annual budget for each subsequent financial exercise ;*
- 6.16.16 establishing guidelines for the development the activity and development of the Company ;*
- 6.16.17 establishing the accounting and financial control system, as well as approving financial planning ;*
- 6.16.18 appointing and dismissing the executive managers of the Company, establishing the term of their office and the level of their remuneration;*
- 6.16.19 filing the application for the opening of the Company's insolvency procedure;*
- 6.16.20 implementing the duties delegated to the Board of Directors by the General Meeting, if applicable;*
- 6.16.21 representing the Company in its relations with the Company's executive managers;*
- 6.16.22 any decision to establish or liquidate secondary units of the Company, such as: branches, working points, representative offices or any such unincorporated entities, as well as the acquisition of shareholding/ investments in companies other than the companies of the Company's group or start- up projects, the establishment, closure, liquidation of the Company's subsidiaries or the companies in which the Company owns participations or the disposal of these participations by the Company;*

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- 6.16.23 any type of financing;
- 6.16.24 approving the opening of a new business line;
- 6.16.25 the organization of General Meetings and the implementation of resolutions General Meetings;
- 6.16.26 approval of the change of the registered office of the Company."

9. Approval of completion of art. 6 of the Company's Articles of Association with a new paragraph 6.18 which will have the following content, the other paragraphs being renumbered accordingly:

"6.18. Any and all attributions that are not necessarily in the exclusive competence of the General Meeting, based on the law or the Articles of Association, will be considered the attributions of the Board of Directors."

10. Subject to the approval of point 8 on the EGSM's agenda, the approval of the amendment of art. 6.20 (renumbered 6.21.) of the Company's Articles of Association which will have the following content:

"6.21. The Managers of the Company are responsible for taking all the measures related to the management of the Company, within the scope of the Company's activity and respecting the exclusive competences reserved by the law and Articles of Association to the General Meeting and to the Board of Directors . In particular, the Managers will have the competence to approve the following:

- 6.21.9 the exercise of voting rights within the companies in which the Company owns participations or within the associations in which the Company is a member;
- 6.21.10 the acquisition of shares in the Company's subsidiaries / the companies of the Company's group;
- 6.21.11 current operational expenses including without being limited to the sale or purchase of fixed assets, the purchase of services from third parties, etc. within the total limit of 1,000,000 Euro per financial year;
- 6.21.12 hiring, firing and remuneration of any employees, the negotiation and conclusion of individual employment agreements and collective bargaining agreements;
- 6.21.13 approval of the organization chart;
- 6.21.14 the management of any litigation in which the Company is involved;
- 6.21.15 any other decision/ action /contract/commitment/ transaction necessary for the performance activity the Company or included in the activity program or the annual budget approved by the General Meeting;
- 6.21.16 any other powers established by the Board of Directors of the Company."

11. Approval of the amendment of art. 6.21 (renumbered 6.22.) of the Company's Articles of Association which will have the following content:

"6.22. The managers of the Company represent separately, and not jointly, the Company in relation to third parties and in court within the limits established by the Articles of Association, the decisions of the Board of Directors and the decisions of the General Meeting."

SPECIFICATIONS REGARDING THE OGMS AND EGMS

- (1) One or more shareholders, holding, individually or together, at least 5% of the share capital of

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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 **05.04.2023**:

- (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 24/25 April 2023", or
- (ii) by e-mail having attached an extended electronic signature, in accordance with Law no. 455/2002 on digital signature, at investors@holde.eu, indicating in the subject matter field: "FOR THE EXTRAORDINARY OR/AND ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 24/25 April 2023".

If the case, the Company will publish the updated agenda before the reference date for the EGMS/OGMS (i.e. **13.04.2023**).

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 **11.04.2023**, 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 24/25 April 2023", or
- (ii) by e-mail having attached an extended electronic signature, in accordance with Law 455/2002 on digital signature, at investors@holde.eu, indicating in the subject matter field: "FOR THE EXTRAORDINARY OR/AND ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 24/25 April 2023".

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 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

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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, 10th 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 24/25 April 2023", or
- by e-mail having attached an extended electronic signature, in accordance with Law no. 455/2002 on digital signature, at investors@holde.eu, indicating in the subject matter field: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 24/25 April 2023".

(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, 10th 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 24/25 April 2023", or
- by e-mail having attached an extended electronic signature, in accordance with Law 455/2002 on digital signature, at investors@holde.eu, indicating in the subject matter field: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 24/25 April 2023".

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:

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(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, 10th 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 24/25 April 2023", 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 24/25 April 2023", or
- by e-mail having attached an extended electronic signature, in accordance with Law 455/2002 on digital signature, at investors@holde.eu, indicating in the subject matter field: "POSTAL BALLOT FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 24/25 April 2023", 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 24/25 April 2023".

(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, 10th 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 24/25 April 2023", or
- by e-mail having attached an extended electronic signature, in accordance with Law 455/2002 on digital signature, at investors@holde.eu, indicating in the subject matter field: "POSTAL BALLOT FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 24/25 April 2023".

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;

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

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- Unique registration code (CUI);
- Name and surname of the legal representative;
- Personal Numeric Code (CNP) of the legal representative;
- 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 **13.04.2023**, 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 or at the phone number 40 31 860 21 01.

- (3) 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.
- (4) Only the shareholders registered at the reference date, **13.04.2023**, in the shareholders' register kept by Depozitarul Central have the right to participate and vote in the EGMS and OGMS.
- (5) 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 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.
- (6) All the documents regarding the agenda stipulated by law will be made available to the

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shareholders starting with **24 March 2023**, from Monday to Friday, between 09-17 hours at the Company's registered office in 1 Intr. Nestorei, Building B, 10th floor, District 4, Bucharest, Romania. These documents will also be available on the Company's website - <https://holde.eu/>.

- (7) 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.
- (8) 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.
- (9) 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

Bucharest, 10 April 2023

Iulian-Florentin Cîrciumaru
Chairman of the Board of Directors
