**SPECIAL POWER OF ATTORNEY FORM**

**FOR THE ORDINARY GENERAL MEETING OF**

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

**summoned for 24/25.04.2023**

 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 **13.04.2023** 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 (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 **24.04.2023, starting with 03.00 p.m,** at the address located in Bucharest, 37B Calea Victoriei, Novotel Hotel, Lion room, District 1, or for **25.04.2023, starting with 03.00 p.m.***,* at the address located in Bucharest, 37B Calea Victoriei, Novotel Hotel, Lion room, 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 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.**

In the decision option recommended by the Board of Directors of the Company

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

1. **Approval of the Annual Report for 2022 executed according to ASF Regulation no. 5/2018 on issuers of financial instruments and market operations.**

In the decision option recommended by the Board of Directors of the Company

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

1. **Approval of 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, 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.**

In the decision option recommended by the Board of Directors of the Company

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

1. **Approval of the discharge from liability of the members of the Board of Directors for the activity performed during the financial year 2022.**

In the decision option recommended by the Board of Directors of the Company

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

1. **Approval of the transfer of the amount of lei 9,284,626 representing share premiums from account 1041 – share premiums, account 1068 - other reserves.**

In the decision option recommended by the Board of Directors of the Company

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

1. **Approval of the income and expenditures budget of the Company for the financial year 2023.**

In the decision option recommended by the Board of Directors of the Company

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

1. **Approval of the investment plan for year 2023.**

In the decision option recommended by the Board of Directors of the Company

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

1. **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.**

In the decision option recommended by the Board of Directors of the Company

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

1. **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 in the name and on behalf of the Company:**
2. **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);**

1. **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**
2. **fulfilling all actions and formalities and signing all necessary or useful documents in order to implement this resolution.**

In the decision option recommended by the Board of Directors of the Company

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

1. **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.**

In the decision option recommended by the Board of Directors of the Company

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

1. **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.**

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

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

1. **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.**

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*]

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[*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*