



**RESULTS OF THE VOTES OF RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF HOLDE AGRI INVEST OF 24.04.2023**

In accordance with article 209 of Regulation no. 5/2018 of the Financial Supervisory Authority on issuers of financial instruments and market operations, **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 (the "**Company**"), hereby publishes the results of the votes from the Extraordinary General Meeting of Shareholders (hereinafter referred to as the "**EGMS**") held upon first convening and in observance of legal validity requirements on 24.04.2023, at 04:30 pm, at Bucharest, 37B Victoriei Street, Novotel Hotel, Lion hall, District 1.

I. Status of shares and voting rights as of the reference date of EGMS:

- the Company's share capital as of the reference date of the EGSM was lei 92,846,264, divided in a number of 92,846,264 shares, of which 92,150,414 ordinary shares class "A" and 695,850 preference shares with preferred dividend with no voting right class "B";
- each ordinary share from class "A" grants the right to one vote in the EGSM;
- the preference shares with preferred dividend with no voting right from class "B" do not grant the right to vote within EGSM;
- the total number of voting rights at the reference date of the EGSM was of 92,150,414.

II. Results of the votes within the EGSM of 24.04.2023

Item 1 on the agenda:

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 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.”

Valid votes cast:	44,061,581
% of the share capital (total Class A ordinary shares) represented by the valid votes cast:	47.8148
No. of Class A ordinary shares correspondent to the valid votes cast:	44,061,581
Votes in favour:	44,052,534
Votes against:	9,047

Abstention:	12,700
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Item 2 on the agenda:

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.

Valid votes cast:	46,194,305
% of the share capital (total Class A ordinary shares) represented by the valid votes cast:	50.1292
No. of Class A ordinary shares correspondent to the valid votes cast:	46,194,305
Votes in favour:	46,192,618
Votes against:	1,687
Abstention:	6,700

Item 3 on the agenda:

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

Valid votes cast:	46,022,270
% of the share capital (total Class A ordinary shares) represented by the valid votes cast:	49.9425
No. of Class A ordinary shares correspondent to the valid votes cast:	46,022,270
Votes in favour:	46,014,123
Votes against:	8,147
Abstention:	177,048

Item 4 on the agenda:

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.

Valid votes cast:	37,280,009
% of the share capital (total Class A ordinary shares) represented by the valid votes cast:	40.4556
No. of Class A ordinary shares correspondent to the valid votes cast:	37,280,009
Votes in favour:	36,678,653
Votes against:	601,356
Abstention:	9,720

Item 5 on the agenda:

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.

Valid votes cast:	46,191,829
% of the share capital (total Class A ordinary shares) represented by the valid votes cast:	50.1265
No. of Class A ordinary shares correspondent to the valid votes cast:	46,191,829
Votes in favour:	46,190,142
Votes against:	1,687
Abstention:	1,038,724

Item 6 on the agenda:

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.

Valid votes cast:	47,238,042
% of the share capital (total Class A ordinary shares) represented by the valid votes cast:	51.2618
No. of Class A ordinary shares correspondent to the valid votes cast:	47,238,042
Votes in favour:	47,238,042
Votes against:	0
Abstention:	0

Item 7 on the agenda:

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.

Valid votes cast:	47,238,042
% of the share capital (total Class A ordinary shares) represented by the valid votes cast:	51.2618
No. of Class A ordinary shares correspondent to the valid votes cast:	47,238,042
Votes in favour:	47,237,325
Votes against:	717
Abstention:	0

Item 8 on the agenda:

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;*
- 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.”*

Valid votes cast:	47,229,634
% of the share capital (total Class A ordinary shares) represented by the valid votes cast:	51.2527
No. of Class A ordinary shares correspondent to the valid votes cast:	47,229,634
Votes in favour:	47,222,897
Votes against:	6.737

Abstention:	9,408
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Item 9 on the agenda:

- 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."

Valid votes cast:	46,170,311
% of the share capital (total Class A ordinary shares) represented by the valid votes cast:	50.1032
No. of Class A ordinary shares correspondent to the valid votes cast:	46,170,311
Votes in favour:	46,160,451
Votes against:	9,860
Abstention:	30,007

Item 10 on the agenda:

- 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."*

Valid votes cast:	47,198,029
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% of the share capital (total Class A ordinary shares) represented by the valid votes cast:	51.2184
No. of Class A ordinary shares correspondent to the valid votes cast:	47,198,029
Votes in favour:	47,190,222
Votes against:	7,807
Abstention:	41,700

Item 11 on the agenda:

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."

Valid votes cast:	46,187,420
% of the share capital (total Class A ordinary shares) represented by the valid votes cast:	50.1217
No. of Class A ordinary shares correspondent to the valid votes cast:	46,187,420
Votes in favour:	46,184,420
Votes against:	3,000
Abstention:	9,720