**SPECIAL POWER OF ATTORNEY FORM**

**FOR THE EXTRAORDINARY GENERAL MEETING OF**

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

**summoned for 29/30.04.2024**

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 \_\_\_\_\_\_, dully represented by \_\_\_\_\_\_\_ *[Surname and name, according to the identity document]*, in the capacity of \_\_\_\_\_\_ *[the exactly position registered with the Trade Registry]* \*

Shareholder at the reference date of **18.04.2023** of **HOLDE AGRI INVEST S.A.**, a joint-stock company, organized and operating under the Romanian laws, with its registered office at 1 Intr. Nestorei, Building B, 10th floor, District 4, Bucharest, Romania, registered with the Trade Registry under no. J40/9208/2018, European Unique Identifier (EUID): ROONRC. J40/9208/2018, sole registration code 39549730, with a subscribed and paid-up share capital of RON 121,273,584, divided into 121,273,584 registered shares, of which 120,577,734 ordinary shares and 695,850 preference shares with preferred dividend with no voting right (the “**Company**”)

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 **Extraordinary General Meeting of the Shareholders of HOLDE AGRI INVEST S.A.** summoned for the date of **29.04.2024, starting with 07.00 p.m,** at the registered office of the Company, or for **30.04.2023, starting with 07.00 p.m.** at the registered office of the Company *(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 delegation of the EGMS’ duties regarding the resolution to increase the Company’s share capital to the Board of Directors of the Company under the provisions of Art. 114 Para. (1) and 2201 para. (2) and (3) of the Law no. 31/1990, respectively pursuant to the provisions of Art. 86 Para. (2) of the Law 24/2017, for a period of three (3) years, namely until [29]/[30] April 2027, through one or more issues of ordinary, registered and dematerialised shares, with a nominal value not exceeding half of the subscribed share capital existing at the time of the resolution and authorisation, i.e., by up to RON 60,636,792 and approving the amendment of the Articles of Association, by amending Article 5.3.1. as follows:**

***“5.3.1. The Board of Directors is delegated and authorised to decide, within a period of 3 (three) years, ending on [29]/[30] April 2027, to decide the increase of the share capital of the Company, through one or more issues of Shares (regardless of their nature), by contribution in cash and/or by incorporation of reserves, with the exception of legal reserves and profits or share premiums, and/or by offsetting certain, liquid and payable claims on the Company against shares of the Company, in an amount not exceeding half of the subscribed share capital existing at the time of the resolution and authorisation, i.e., by up to RON 60,636,792. In order to be able to fulfil the delegation of powers regarding the decision to increase the share capital, the Board of Directors is authorized to determine the characteristics of the share capital increase operation (including to determine the manner in which the increase will take place, i.e. to determine that the increase will take place by offsetting certain, liquid and payable claims in accordance with Article 89 of Law no. 24/2017 on issuers of financial instruments and market operations, republished, as amended and supplemented) and its implementation.”***

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

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

1. **Approval or ratification, as the case may be, by the Company, as shareholder in the companies in which the Company is directly or indirectly a majority shareholder (individually referred to as the “Subsidiary” and collectively as the “Subsidiaries”), of the resolutions of the general meetings of shareholders of each of the Subsidiaries, approving the contracting from Banca Transilvania S. A. (the “Bank”) of a 5xAPIA Facility for the Plant Sector, in an aggregate maximum amount for all Subsidiaries of up to RON 35,000,000 (literal amount: thirty-five million), for the purpose of supporting the ongoing business of such Subsidiaries, under the credit terms negotiated with the Bank (the “5xAPIA Facility”), subject to the terms and conditions set out below:**
2. **For the purpose of guaranteeing the 5xAPIA Facility, the Subsidiaries shall establish or maintain guarantees established by each of the Subsidiaries, according with the negotiations with the Bank. The 5xAPIA Facility will be guaranteed by each Subsidiary through the following instruments and mechanisms:**
3. **FGCR Guarantee to guarantee 80% of the amount of the 5xAPIA Facility;**
4. **The General Manager of the Company in office at the date of this resolution, namely Mr. Zăgan Liviu-Gabriel, will conclude, as guarantor (the “Guarantor”) the surety agreement(s) with Banca Transilvania S.A. (the “Guaranteed Lender”), the Rural Credit Guarantee Fund as co-creditor (the “Guaranteed Co-creditor” or the “Fund”) and the Subsidiaries, whereby the Guarantor shall constitute and maintain a personal guarantee in favour of the Guaranteed Lender and the Guaranteed Co-creditor, under the terms and conditions of the surety agreement(s) to be entered into for this purpose. In the event that Mr. Zăgan Liviu-Gabriel ceases to hold office as a member of the Board of Directors or General Manager of the Company, the Company is obliged to determine a new member of the Board of Directors or a new General Manager to assume the capacity of guarantor in favour of the Guaranted Lender and the Guaranteed Co-creditor. In this regard, the surety agreement entered into by Mr. Zăgan Liviu-Gabriel shall terminate on the date on which the termination of his office as a member of the Board of Directors or as a General Manager becomes effective, provided that by that date a new member of the Board of Directors or a new General Manager, the Guaranteed Lender, the Guaranteed Co-creditor and the Subsidiaries enter into a new surety agreement in which a new member of the Board of Directors or a new General Manager acts as guarantor, on terms and conditions similar to the surety agreement entered into by Mr. Zăgan Liviu-Gabriel as guarantor, in force from the date on which the termination of the office of member of the Board of Directors or General Manager of Mr. Zăgan Liviu-Gabriel becomes effective;**
5. **Movable mortgage on the receipts and balance of the current account and sub-accounts opened with the Bank by each Subsidiary, in the amount of the 5xAPIA Facility, in which the Fund will act as co-creditor. The Mortgage Agreement will be registered with RNPM prior to the drawdown of the 5xAPIA Facility;**
6. **Movable mortgage on the present and future receivables of each Subsidiary represented by the subsidies receivable from APIA and on the amounts collected in the guarantee account (related to the present and future subsidies receivable from APIA). The mortgage will be registered at zero value, in which the Fund will act as co-creditor. The mortgage contract will be registered with RNPM prior to the use of the 5xAPIA Facility; and**
7. **Movable mortgage on the present and future receivables of each Subsidiary resulting from the APIA statement related to the current campaign and on the amounts collected in the guarantee account (relating to present and future subsidies to be received from APIA), to the value of the statement for the current year, in which the Fund will act as co-creditor. The mortgage contract will be registered with RNPM prior to the use of the 5xAPIA Facility;**
8. **The persons empowered with full and individual powers with respect to the representation of any and all the Subsidiaries and the negotiation, amendment, determination of terms and execution of the 5xAPIA Facility and any other necessary, useful or appropriate related documents, including without limitation, security agreements, notices, as well as to undertake any necessary formalities and carry out any actions with respect to the 5xAPIA Facility, with full and unlimited powers in relation to the Bank, the notary and any other third institutions/persons involved, the signature being fully enforceable against the Company and the Subsidiaries (the “Mandate”) are: (i) Zăgan Liviu-Gabriel, a Romanian citizen identified with identity card, series RD, number 834654, domiciled at 11 Iunie Street, no. 5, District 4, Bucharest, issued on 21.03.2017 by SPCEP S4 compart. no. 1, valid until 04.07.2027, PIN 1770704421515 and (ii) Iulian-Florentin Cîrciumaru, a Romanian citizen identified with identity card, series TR, number 773216, domiciled in 2 Fdt. Piața Armelor, Roșiori de Vede, Teleorman county, issued on 10.03.2022 by SPCLEP Roșiori de Vede, valid until 03.08.2031, PIN 1830328340928 (each an “Authorised Person” and collectively the “Authorised Persons”).**

**In order to fulfil the Mandate, each Authorised Person may negotiate and sign on behalf of any relevant Subsidiary, including but not limited to:**

**- the credit agreement with Banca Transilvania S.A. and any addendum thereto modifying the legal credit relationship (including increasing by a maximum of 80% / decreasing the amount of the credit, modifying the duration of the credit / structure of the guarantees / financial costs);**

**- any and all movable mortgage agreements, relating to movable assets owned by the relevant Subsidiary (including but not limited to accounts, receivables, stocks, equipment) and any addenda thereto;**

**- promissory notes issued by the relevant Subsidiary;**

**- any necessary documents, statements, applications (including drawdown/prepayment requests etc.), forms etc.**

1. **Each of the Subsidiaries has acknowledged and accepts Banca Transilvania S.A.'s general credit terms and conditions.**
2. **Each of the Subsidiaries is in a stable financial situation, is not the subject of any bankruptcy, liquidation and/or judicial reorganisation proceedings and is not aware of any reason that could trigger such proceedings or affect its ability to repay the loans contracted with Banca Transilvania S.A..**
3. **The empowerment of the General Manager of the Company, Mr. Zăgan Liviu-Gabriel and of the Chairman of the Board of Directors, Mr. Iulian-Florentin Cîrciumaru, individually and with full powers to attend, vote and sign the resolutions of the general meetings of the shareholders of each of the Subsidiaries, according to the above approvals.**

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

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

1. **Approval in accordance with the Company's investment plan, of the upper limit of loans and finance lease financing facilities for working capital, acquisition of agricultural equipment, land, storage capacity, upgrading of facilities, fuel, etc., which may be accessed and guaranteed by any of the Subsidiaries, up to the amount of EUR 5,000,000 (in RON equivalent) which represents the aggregate maximum amount applied to all the Subsidiaries.**

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

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

1. **Approval and ratification of (i) the conclusion of the assignment of receivables agreement dated 20 December 2023 between the Company as assignee and Holde Agri Operational S.R.L. as assignor, whereby the Company has become a creditor in respect of certain claims against the assigned debtors in which the Company directly or indirectly, as the case may be, holds the capacity of sole or majority shareholder (individually, the “Assigned Debtor”, collectively the “Assigned Debtors”) and (ii) the debt remission and release of the Assigned Debtors, within the meaning set forth in Article 1629 and the following of the Civil Code, pursuant to the debt remission agreements entered into between the Company and each Assigned Debtor on 30 December 2023.**

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

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

1. **Approval of the removal of Article 13 of the Articles of Association (with the consequent renumbering of the following articles of the Articles of Association).**

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

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

1. **Approval of setting the date of 17 May 2024 as “*registration date*” for the identification of the shareholders in respect to whom the resolutions adopted by the EGMS shall produce their effects, in accordance with the provisions of Art. 87 of Law no. 24/2017.**

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

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

1. **Approval of setting of the date of 16 May 2024 as “*ex-date*”, in accordance with the provisions of Art. 187 (11) of the Regulation no. 5/2018.**

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

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

1. **Approval of the empowerment of the Board of Directors and/or any member of the Board of Directors and/or the General Manager of the Company, acting jointly or individually, in order to fulfil any formalities and procedures in order to carry out the EGMS resolution and to sign all the necessary documents (including the EGMS resolution and the updated articles of association and any documents in relation to the Trade Registry Office of the Bucharest Court, the Official Gazette, the Financial Supervisory Authority, the Bucharest Stock Exchange, and any other institutions), with the possibility of sub-delegating these duties to one or more persons as they deem appropriate.**

In the decision option recommended by the Board of Directors 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 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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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 will be filled*

*\*\* in case of legal persons/entities without legal personality, the position of the legal representative shall be mentioned*