**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. **Subject to the adoption by the OGMS of item 10 on the agenda, approval of the amendment of the Company’s Articles of Association, by amending Articles 6.1. and 6.2. as follows:**

***“6.1. The Company shall be managed on a unitary basis (in Romanian, Sistem Unitar) by a Board of Directors in accordance with the applicable legislation and the provisions of these Articles of Association. The Board of Directors shall consist of at least 5 members appointed by the EGM for terms of up to 4 years, with the possibility of being re-elected for subsequent terms.***

***6.2 The members of the Board of Directors are:***

* ***Iulian-Florentin Cîrciumaru, Romanian citizen, born on 28.03.1983 in Roșiori de Vede, Teleorman County, domiciled in Roșiori de Vede, Teleorman County, 2 Fdt. Piata Amleror, holder of the Identity Card series TR no. 773216, issued by SPCLEP Rosiori de V. on 10.03.2022, valid until 03.08.2031, Personal Identification Number 1830328340928, Chiarman of the Board of Directors;***
* ***Liviu-Gabriel Zăgan, Romanian citizen, born on 04.07.1977 in Bucharest, District 2, domiciled in Bucharest, 11 Iunie street, no. 5, District 4, Romania, holder of the Identity Card series RD no. 834654, issued by SPCLEP S4 compart 1 on 21.03.2017, valid until 04.07.2027, Personal Identification Number 1770704421515, member of the Board of Directors;***
* ***Alexandru-Leonard Leca, Romanian citizen, born on 17.12.1972 in Drobeta-Turnu Severin, Mehedinți County, domiciled in Bucharest Municipality, District. 1, 49-57 Grigore Gafencu street, entrance B, floor. 4, apt. B47, holder of Identity Card series RK no. 634085, issued by S.P.C.E.P. District 1 on 29.10.2020, valid until 17.12.2030, Personal Identification Number 1721217250521, member of the Board of Directors;***
* ***Enrico-Robert Maxim, Romanian citizen, born on 17.04.1973 in Bucharest, District 1, domiciled in 5 Int. Legendei, District 2, Bucharest, Romania, holder of the Identity Card series RX nr. 883499, issued by S.P.C.E.P. District 2, on 04.04.2016, valid until 17.04.2026, Personal Identification Number 1730417410014, member of the Board of Directors;***
* ***Mihai-Daniel Aniței, Romanian citizen, born on 16.12.1969, in Piatra Neamț, Neamț County, domiciled in Sat. Maliuc (Com. Maliuc), Tulcea County, Romania, holder of the Identity Card series PX no. 314570, issued by SPCLEP Ploiești on 12.01.2015, valid until 16.12.2025, Personal Identification Number 1691216270591, member of the Board of Directors.”***

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

* 1. **Approval of the Board of Directors’ authorization to buy-back Class B shares (preferred shares with priority dividends and no voting rights) of the Company, through transactions executed by the Board of Directors with holders of Class B shares, in accordance with applicable law, under a buy-back program (the “Class B Shares Buy-Back Program”), with the following characteristics:**
1. **the maximum number of shares subject to the Class B Shares Buy-Back Program is 695,850 Class B shares, each with a nominal value of 1 (one) RON and a total nominal value of 695,850 RON, representing 0.574% of the subscribed and paid-up share capital of the Company;**
2. **the duration of the Buy-Back Program will be until 29 April 2026;**
3. **the price at which transactions will be carried out can not be less than 1 RON per share or greater than 4 RON per share;**
4. **the purpose of the Class B Shares Buy-Back Program is to reduce the Company’s share capital in accordance with the provisions of Article 207 paragraph (1) letter c) of the Companies Law;**
5. **the implementation of the Class B Shares Buy-Back Program will be done from own sources or by converting certain, liquid, and due receivables resulting from assignment agreements concluded between the Company and holders of Class B shares within the Class B Shares Buy-Back Program, into ordinary Class A shares of the Company, at a minimum conversion price of 1.485 RON per converted Class A share, adjusted to reflect any distributions of Class A shares free of charge, between the date of buy-back and the conversion date;**
6. **mandating the Board of Directors to carry out and fulfill any necessary, useful, and/or opportune steps regarding the Class B Share Buy-Back Program, including:**
7. **issuing any resolutions and performing all necessary, useful, and/or opportune legal acts and deeds in order to implement the resolutions to be adopted by the EGMS regarding the Class B Shares Buy-Back Program, including, but not limited to, negotiating, approving, and signing any documents related to the Class B Shares Buy-Back Program; and**
8. **approving any agreements concerning or relating to the Class B Shares Buy-Back Program or any other arrangements, commitments, certificates, declarations, registers, notifications, additional acts and any other documents necessary, fulfilling any formalities, and authorizing and/or executing any other actions necessary to give full effect to the Class B Shares Buy-Back Program and empowering representatives of the Company to sign any such documents, fulfill any such formalities, and perform any such actions.**

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

* 1. **Approval of the Board of Directors’ authorization to buy-back Class A ordinary shares of the Company, through transactions carried out on the Bucharest Stock Exchange - Multilateral Trading System - AERO Premium segment, in accordance with applicable law, under a buy-back program (the “Ordinary Shares Buy-Back Program”), with the following characteristics:**
1. **the maximum number of shares to be subject to the Ordinary Shares Buy-Back Program is 5,000,000 Class A ordinary shares, each with a nominal value of 1 (one) RON and a total nominal value of RON 5,000,000, representing 4.123% of the Company’s subscribed and paid-up share capital;**
2. **the execution period of the Ordinary Shares Buy-Back Program will be until 29 April 2026;**
3. **the price at which the transactions will be carried out may not be less than 0.1 RON per share or more than 2 RON per share;**
4. **the purpose of the Ordinary Shares Buy-Back Program is to reduce the Company’s share capital in accordance with the provisions of Article 207 paragraph (1) letter c) of the Companies Law, republished, with subsequent amendments and completions; and**
5. **the implementation of the Ordinary Shares Buy-Back Program will be financed from own resources;**
6. **mandating the Board of Directors to carry out and fulfill any necessary, useful and/or opportune actions in connection with the Ordinary Shares Buy-Back Program, including:**
7. **issuing any resolutions and taking all necessary, useful and/or opportune legal acts and deeds to carry out the resolutions to be adopted by the EGMS regarding the Ordinary Shares Buy-Back Program, including, but not limited to, negotiating, approving and signing any acts related to the Ordinary Shares Buy-Back Program; and**
8. **approving any agreements relating to or in connection with the Ordinary Shares Buy-Back Program or any other arrangements, commitments, certificates, statements, registers, notices, additional acts and any other necessary acts and documents, fulfilling any formalities and authorizing and/or executing any other necessary actions to give full effect to the Ordinary Shares Buy-Back Program and empowering representatives of the Company to sign any such documents, fulfill any such formalities and perform any such actions.**

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 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ [*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 will be filled*

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