

**AMENDED CONVENING NOTICE FOR THE 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 at 1 Intr. Nestorei, Building B, 10<sup>th</sup> 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**”) (the “**Board of Directors**”),

in accordance with the provisions of the Company’s articles of association (the “**Articles of Association**”), of Company Law no. 31/1990 regarding the companies, republished, as subsequently amended (the “**Companies Law**”) of Law no. 24/2017 on issuers of financial instruments and market operations (“**Law no. 24/2017**”), of FSA Regulation no. 5/2018 on issuers of financial instruments and market operations (“**Regulation no. 5/2018**”),

**Whereas:**

- A. On 29 March 2024, the convening notice for the Ordinary and Extraordinary General Meetings of the Shareholders of the Company was published with the Official Gazette, Part IV, no. 1575, the meetings being convened for 29 April 2024 (first call), and 30 April 2024 (second call);
- B. Pursuant to Article 117<sup>1</sup> of the Companies Law and Article 105 of Law no. 24/2017, at the request of the shareholder of the Company **VERTICAL SEVEN GROUP S.A.**, holding a total of 11,375,110 shares with a nominal value of RON 1 each and a total value of RON 11,375,110, representing 9.3797% of the total share capital, consisting of 11,375,010 ordinary shares (Class A) with a value of RON 1 each and a total value of RON 11,375,010, and 100 preference shares with priority dividends and without voting rights (Class B) with a nominal value of RON 1 each and a total value of RON 100,

**pursuant to Article 117<sup>1</sup> of the Companies Law and Article 105 of Law no. 24/2017, decides:**

**The supplementation of the convening notice of the ordinary and extraordinary general meetings of shareholders of the Company**, convened for 29 April 2024, at 6:00 PM and 7:00 PM, respectively, at the registered office of the Company. In the event that the required quorum is not met on the mentioned date, pursuant to Article 118 of the Companies Law, the second Ordinary General Meeting of Shareholders (the “**OGMS**”) and the second Extraordinary General Meeting of Shareholders (the “**EGMS**”) are convened for 30 April 2024, starting at 6:00 PM and 7:00 PM, respectively, at the registered office of the Company. This convocation is addressed to shareholders registered in the Company’s shareholder register held by the Central Depository, as of the end of 18 April 2024, **with the following agenda items for OGMS and EGMS:**

**I. The agenda of the OGMS, as amended, is the following:**

**Holde Agri Invest S.A.**  
Trade Registry No: J40/9208/2018; CUI 39549730  
Headquarters: Bucharest, 1 Nestorei Entrance, Building B, 10<sup>th</sup> floor, District 4, Romania  
Subscribed and paid-up share capital: RON 121,273,584  
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1. Approval of the individual and consolidated financial statements of the Company for the financial exercise 2023, prepared on the basis of the Report of the Board of Directors and the Report of the financial auditor for 2023.
2. Approval of the Annual Report for 2023 prepared in accordance with Regulation no. 5/2018.
3. Approval of the discharge of liability of the former sole director of the Company, HOLDE AGRI MANAGEMENT S.R.L., with its registered office at 1 Intr. Nestorei, Building B, 10<sup>th</sup> floor, District 4, Bucharest, Romania, registered with the Trade Registry under no. J40/7332/2018, European Unique Identifier (EUID): ROONRC.J40/7332/2018, sole registration code 39403009, and of its permanent representative, namely Mr. Iulian-Florentin Cîrciumaru, for the activity related to the financial year 2022.
4. Approval of the discharge of liability of Mr. Cîrciumaru Iulian-Florentin, as chairman of the Board of Directors for the activity related to the financial year 2023.
5. Approval of the discharge of liability of Mr. Aniței Mihai-Daniel, as member of the Board of Directors, for the activity related to the financial year 2023.
6. Approval of the discharge of liability of Ms. Nemoianu Daniela-Camelia, as member of the Board of Directors, for the activity related to the financial year 2023.
7. Approval of the discharge of liability of Mr. Leca Alexandru-Leonard, as member of the Board of Directors, for the activity related to the financial year 2023.
8. Approval of the discharge of liability of Mr. Zăgan Liviu-Gabriel, as member of the Board of Directors, for the activity related to the financial year 2023.
9. Acknowledgement of the resignation request of Ms. Daniela-Camelia Nemoianu from the position of member of the Board of Directors of the Company, and consequently, the termination of her mandate as director of the Company, effective starting with 30 April 2024, the cessation of any powers/competencies granted to her according to the Company's Articles of Association and the management agreement, along with the discharge of liability of Ms. Daniela-Camelia Nemoianu as member of the Board of Directors for the activity related to the period 1 January 2024 – 30 April 2024.
10. Election of a new member of the Board of Directors of the Company, following the termination of Ms. Daniela-Camelia Nemoianu's mandate as director. The proposed candidate by the shareholder Vertical Seven Group S.A. is Mr. ENRICO-ROBERT MAXIM, a Romanian citizen born on 17 April 1973, in Bucharest, District 1, residing at 5 Int. Legendei, District 2, Bucharest, Romania, holder of the identity card with series RX no. 883499, issued by the S.P.C.E.P. District 2 on 4 April 2016, valid until 17 April 2026, with the Personal Identification Number (PIN) 1730417410014, for a mandate valid from 30 April 2024, until 15 December 2026.
11. Subject to the approval of item 10 on the OGMS agenda, approval of the key terms of the management agreement as presented during the OGMS, which will be concluded between the Company and Mr. Enrico-

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Robert Maxim in his capacity as a member of the Board of Directors and empowerment of the Chairman of the Board of Directors to negotiate and sign the management agreement, subject to the key terms.

12. Subject to the approval of item 10 on the OGMS agenda, approval of the fixed remuneration level for Mr. Enrico-Robert Maxim as a member of the Board of Directors, specifically an amount of RON 5,000 per month (net amount), payable in RON, any additional variable remuneration (including that resulting from approved “stock option plans” programs at the Company level) may be added to this fixed remuneration.
13. Approval of the income and expenses budget of the Company for the financial year 2024.
14. Approval of the investment plan for year 2024.
15. Approval of the remuneration report for the financial exercise 2023, according to Art. 107 of the Law no. 24/2017.
16. 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 OGMS shall produce their effects, in accordance with the provisions of Art. 87 of Law no. 24/2017.
17. 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.
18. Approval of the of the authorisation of the Board of Directors and/ or any member of the Board of Directors and/ or 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 the OGMS resolution, 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 amended, is the following:

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 220<sup>1</sup> para. (2) and (3) of the Companies Law, 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*

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*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.”*

2. The 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:
- (i) 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:
- a) FGCR Guarantee to guarantee 80% of the amount of the 5xAPIA Facility;
- b) 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 Guaranteed 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;

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- c) 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;
  - d) 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
  - e) 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;
- (ii) 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 Lunie 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.
- (iii) Each of the Subsidiaries has acknowledged and accepts Banca Transilvania S.A.'s general credit terms and
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conditions.

- (iv) 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..
  - (v) 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.
3. 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.
4. 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.
5. Subject to the adoption by the EGMS 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 Roşiori de Vede, Teleorman County, domiciled in Roşiori 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, Chairman 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, Mehedinţi 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

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*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.”*

**6. 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:**

- 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;
- the duration of the Buy-Back Program will be until 29 April 2026;
- 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;
- 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;
- 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;
- mandating the Board of Directors to carry out and fulfill any necessary, useful, and/or opportune steps regarding the Class B Shares Buy-Back Program, including:
  - 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
  - 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.

**7. 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**”**

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**Program”**), with the following characteristics:

- i. 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;
  - ii. the execution period of the Ordinary Shares Buy-Back Program will be until 29 April 2026;
  - iii. 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;
  - iv. 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
  - v. the implementation of the Ordinary Shares Buy-Back Program will be financed from own resources;
  - vi. 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:
    - a) 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
    - b) 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.
- 8.** 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).
- 9.** 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.
- 10.** 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.
- 11.** 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.

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## SPECIFICATIONS REGARDING THE OGMS AND EGMS

- (1) One or more shareholders, holding, individually or together, at least 5% of the share capital of 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 **15.04.2024**:
  - (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 29/30 April 2024", 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](mailto:investors@holde.eu), indicating in the subject matter field: "FOR THE EXTRAORDINARY OR/AND ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 29/30 April 2024".

If the case, the Company will publish the updated agenda before the reference date for the OGMS/EGMS (i.e. **18.04.2024**).

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 **26.04.2024, 12:00 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 29/30 April 2024", or
- (ii) by e-mail having attached an extended electronic signature, in accordance with Law 455/2002 on digital signature, at [investors@holde.eu](mailto:investors@holde.eu), indicating in the subject matter field: "FOR THE EXTRAORDINARY OR/AND ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 29/30 April 2024".

### **Holde Agri Invest S.A.**

Trade Registry No: J40/9208/2018; CUI 39549730

Headquarters: Bucharest, 1 Nestorei Entrance, Building B, 10<sup>th</sup> floor, District 4, Romania

Subscribed and paid-up share capital: RON 121,273,584

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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 right to propose candidates for the Board of Directors:

Shareholders of the Company may submit proposals for candidates to be appointed as members of the Board of Directors. To this end, they will specify in the proposal information about the name, domicile and professional qualifications of the proposed persons, accompanied by:

- (i) a copy of the valid identity document of the shareholder of the Company (in the case of individuals, identity card, passport, residence permit, respectively in the case of legal entities, identity card, passport, residence permit of the legal representative);
- (ii) curriculum vitae of the person proposed for the position of member of the Board of Directors; and
- (iii) the consent form and information note for the collection and processing of personal data, completed and signed by the candidate (indicative model available in the information materials).

Shareholders of the Company will be able to submit proposals regarding the members of the Board of Directors (accompanied by the documents proving the identity of the shareholder/candidate), by sending a written request to the address [investors@holde.eu](mailto:investors@holde.eu), no later than **23 April 2024, 6:00 p.m.**, with the written mention "PROPOSAL OF CANDIDATES FOR THE POSITION OF MEMBER OF THE BOARD OF DIRECTORS".

The list containing information about the name, domicile and professional qualifications of the persons proposed for the position of member of the Board of Directors will be available on the company's website - <https://holde.eu/>.

(3) 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 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

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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, respectively until 26 April 2024 at 12:00:**

- 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, 10<sup>th</sup> 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 29/30 April 2024", or
- by e-mail having attached an extended electronic signature, in accordance with Law no. 455/2002 on digital signature, at [investors@holde.eu](mailto:investors@holde.eu), indicating in the subject matter field: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 29/30 April 2024".

**(ii) for EGMS, no later than 48 hours before the first EGSM convocation, respectively until 26 April 2024 at 12:00:**

- 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, 10<sup>th</sup> 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 29/30 April 2024", or
- by e-mail having attached an extended electronic signature, in accordance with Law 455/2002 on digital signature, at [investors@holde.eu](mailto:investors@holde.eu), indicating in the subject matter field: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 29/30 April 2024".

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:

**(i) for OGMS, no later than 48 hours before the first OGSM convocation, respectively until 26 April 2024 at 12:00:**

- 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, 10<sup>th</sup> 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 29/30 April 2024", and for

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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 29/30 April 2024”, or

- by e-mail having attached an extended electronic signature, in accordance with Law 455/2002 on digital signature, at [investors@holde.eu](mailto:investors@holde.eu), indicating in the subject matter field: “POSTAL BALLOT FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 29/30 April 2024”, 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 29/30 April 2024”.

(ii) **for EGMS, no later than 48 hours before the first EGSM convocation, respectively until 26 April 2024 at 12:00:**

- 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, 10<sup>th</sup> 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 29/30 April 2024”, or
- by e-mail having attached an extended electronic signature, in accordance with Law 455/2002 on digital signature, at [investors@holde.eu](mailto:investors@holde.eu), indicating in the subject matter field: “POSTAL BALLOT FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 29/30 April 2024”.

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).

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(ii) Legal persons:

- Name of the legal person;
- 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 **18.04.2024**, 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](mailto:investors@holde.eu) or at the phone number 40 31 860 21 01.

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- (4) 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 the Companies Law, Law no. 24/2017 and FSA Regulation no. 5/2018.
- (5) Only the shareholders registered at the reference date, **18.04.2024**, in the shareholders' register kept by Depozitarul Central have the right to participate and vote in the EGMS and OGMS.
- (6) 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.
- (7) All the documents regarding the agenda stipulated by law will be made available to the shareholders starting with **29.03.2024**, from Monday to Friday, between 09-17 hours at the Company's registered office in 1 Intr. Nestorei, Building B, 10<sup>th</sup> floor, District 4, Bucharest, Romania. These documents will also be available on the Company's website - <https://holde.eu/>.
- (8) 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.
- (9) 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.
- (10) 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](mailto:investors@holde.eu)

Bucharest, 16 April 2024

Iulian-Florentin Cîrciumaru  
Chairman of the Board of Directors