

**RESOLUTION****OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF****HOLDE AGRI INVEST S.A****NO. 1/ 29.04.2024**

The Ordinary General Meeting of the Shareholders 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**”), convened under the conditions of Law no. 31/1990 regarding the trading companies, republished with subsequent amendments, of Law no. 24/2017 on issuers of financial instruments and market operations, of ASF Regulation no. 5/2018 on issuers of financial instruments and market operations and of the Articles of Association, at the first summoning, according to the convening notice published in the Bursa newspaper no. 61 dated 29.03.2024 and the Official Gazette edition no. 1575 dated 29.03.2024 as supplemented and published in the Bursa newspaper no. 74 dated 17.04.2024 and the Official Gazette edition no. 1907 dated 17.04.2024, in the session from **29.04.2024**, at **6:00 P.M.**, which was held at the address at the registered office of the Company, adopted the following:

**RESOLUTION**

1. In the presence of shareholders representing 64.650701% (56,137,710 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 55.74700368% (48,406,451 votes) of the total voting rights, with the votes "against" of the shareholders representing 0.00382576% (3,322 votes) of the total voting rights (there are 6,020,873 abstentions and 1,707,064 votes which were not expressed), there are hereby approved 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. In the presence of shareholders representing 64.650701% (56,137,710 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 55.74700368% (48,406,451 votes) of the total voting rights, with the votes "against" of the shareholders representing 0.00382576% (3,322 votes) of the total voting rights (there are 6,020,873 abstentions and 1,707,064 votes which were not expressed), it is hereby approved the Annual Report for 2023 prepared in accordance with Regulation no. 5/2018.

**Holde Agri Invest S.A.**

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

Headquarters: Intr. Nestorei nr. 1, Corp B, Etaj 10, Sector 4, București, Romania

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3. In the presence of shareholders representing 46.5578353% (56,137,710 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 32.2804063% (38,922,516 votes) of the total voting rights, with the votes "against" of the shareholders representing 0.1542841% (186,030 votes) of the total voting rights (there are 15,321,000 abstentions and 1,708,164 votes which were not expressed), it is hereby approved the discharge of liability of the former sole director of the Company, HOLDE AGRICULTURAL MANAGEMENT S.R.L., with its registered office at 1 Intr. Nestorei, Building B, 10th floor, District 4, Bucharest, Romania, registered with the Trade Registry under no. J40/7332/2018, 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. In the presence of shareholders representing 61.9421695% (56,137,710 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 23,7653486% (21,538,352 votes) of the total voting rights, with the votes "against" of the shareholders representing 0.03920369% (35,530 votes) of the total voting rights (there are 32,855,664 abstentions and 1,708,164 votes which were not expressed), with respect to 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, the OGMS could not adopt a resolution due to the failure to meet the majority requirements and in accordance with Art. 112 para. (2) of the Companies Law, this point on the OGMS will be held at the second convocation.
5. In the presence of shareholders representing 46.5578353% (56,137,710 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 42.8422192% (51,657,558 votes) of the total voting rights, with the votes "against" of the shareholders representing 0.6877886% (829,310 votes) of the total voting rights (there are 1,942,690 abstentions and 1,708,152 votes which were not expressed), it is hereby approved 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. In the presence of shareholders representing 47.5740418% (56,137,710 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 43.7773259% (51,657,558 votes) of the total voting rights, with the votes "against" of the shareholders representing 0.70280082% (829,310 votes) of the total voting rights (there are 1,942,690 abstentions and 1,708,152 votes which were not expressed), it is hereby approved 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. In the presence of shareholders representing 54.4823589% (56,137,710 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 33.8895542% (34,919,229 votes) of the total voting rights, with the votes "against" of the shareholders representing 0.02878832% (29,663 votes) of the total voting rights (there are 19,480,666 abstentions and 1,708,152 votes which were not expressed), it is hereby approved 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.

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8. In the presence of shareholders representing 46.6566662% (56,137,710 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 39.3415641% (47,336,115 votes) of the total voting rights, with the votes "against" of the shareholders representing 0.68924863% (829,310 votes) of the total voting rights (there are 6,264,121 abstentions and 1,708,164 votes which were not expressed), it is hereby approved 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. In the presence of shareholders representing 47.5740418% (56,137,710 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 43.0490023% (50,798,131 votes) of the total voting rights, with the votes "against" of the shareholders representing 0.8200696% (967,688 votes) of the total voting rights (there are 2,663,739 abstentions and 1,708,152 votes which were not expressed), it is hereby approved the 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. In the presence of shareholders representing 46.5578353% (56,137,710 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 39.1804503% (47,242,333 votes) of the total voting rights, with the votes "against" of the shareholders representing 0.8858408% (1,068,114 votes) of the total voting rights (there are 6,119,111 abstentions and 1,708,152 votes which were not expressed), it is hereby approved the 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 [identification details], for a mandate valid from 30 April 2024, until 15 December 2026.
11. In the presence of shareholders representing 46.5578353% (56,137,710 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 39.3360232% (47,429,917 votes) of the total voting rights, with the votes "against" of the shareholders representing 0.7970373% (961,038 votes) of the total voting rights (there are 6,038,591 abstentions and 1,708,164 votes which were not expressed), there are hereby approved the key terms of the management agreement as presented during the OGMS, which will be concluded between the Company and Mr. Enrico-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, following the approval of item 10 on the agenda.
12. In the presence of shareholders representing 46.5578353% (56,137,710 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 39.0356698% (47,067,762 votes) of the total voting rights, with the votes "against" of the shareholders representing 2.4868015% (2,998,493 votes) of the total voting rights (there are 4,321,803 abstentions and 1,749,652 votes which were not expressed), it is hereby approved 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

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at the Company level) may be added to this fixed remuneration, following the approval of item 10 on the agenda.

13. In the presence of shareholders representing 46.5578353% (56,137,710 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 39.3552815% (47,453,138 votes) of the total voting rights, with the votes "against" of the shareholders representing 0.7919517% (954,906 votes) of the total voting rights (there are 6,021,502 abstentions and 1,708,164 votes which were not expressed), it is hereby approved the income and expenses budget of the Company for the financial year 2024.
14. In the presence of shareholders representing 46.5578353% (56,137,710 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 39.3216340% (47,412,567 votes) of the total voting rights, with the votes "against" of the shareholders representing 0.7891966% (951,584 votes) of the total voting rights (there are 6,058,795 abstentions and 1,714,764 votes which were not expressed), it is hereby approved the investment plan for year 2024.
15. In the presence of shareholders representing 46.5578353% (56,137,710 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 39.1685981% (47,228,042 votes) of the total voting rights, with the votes "against" of the shareholders representing 0.9516838% (1,147,505 votes) of the total voting rights (there are 6,047,411 abstentions and 1,714,752 votes which were not expressed), it is hereby approved the remuneration report for the financial exercise 2023, according to Art. 107 of the Law no. 24/2017.
16. In the presence of shareholders representing 46.5578353% (56,137,710 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 45.1353317% (54,422,508 votes) of the total voting rights, with the votes "against" of the shareholders representing 0% (0 votes) of the total voting rights (there are 438 abstentions and 1,714,764 votes which were not expressed), it is hereby approved 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. In the presence of shareholders representing 46.5578353% (56,137,710 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 45.1353317% (54,422,508 votes) of the total voting rights, with the votes "against" of the shareholders representing 0% (0 votes) of the total voting rights (there are 438 abstentions and 1,714,764 votes which were not expressed), it is hereby approved 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. In the presence of shareholders representing 46.5578353% (56,137,710 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 45.1356950% (54,422,946 votes) of the total voting rights, with the votes "against" of the shareholders representing 0% (0 votes) of the total voting rights (there are 0 abstentions and 1,714,764 votes which were not expressed), it is hereby approved 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.

This is the will of the Ordinary General Meeting of the Shareholders of the Company, expressed by valid vote cast in a legally convened session, that took place on 29.04.2024 and, therefore, this Resolution is made and signed.

*[Signature page follows]*

**RESOLUTION****OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF****HOLDE AGRI INVEST S.A****NO. 2/ 29.04.2024**

The Extraordinary General Meeting of the Shareholders 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**”), convened under the conditions of Law no. 31/1990 regarding the trading companies, republished with subsequent amendments, of Law no. 24/2017 on issuers of financial instruments and market operations, of ASF Regulation no. 5/2018 on issuers of financial instruments and market operations and of the Articles of Association, at the first summoning, according to the convening notice published in the Bursa newspaper no. 61 dated 29.03.2024 and the Official Gazette edition no. 1575 dated 29.03.2024 as supplemented and published in the Bursa newspaper no. 74 dated 17.04.2024 and the Official Gazette edition no. 1907 dated 17.04.2024, in the session from **29.04.2024**, at **7:00 P.M.**, which was held at the address at the registered office of the Company, adopted the following:

**RESOLUTION**

1. In the presence of shareholders representing 46.0717704% (55,551,631 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 42.1799223% (50,858,985 votes) of the total voting rights, respectively 91.5526405% of the votes of shareholders present, represented or voting by correspondence, with the votes "against" of the shareholders representing 2.6349517% (3,177,127 votes) of the total voting rights (there are 12 abstentions and 1,515,507 votes which were not expressed), , there is hereby approved 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 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 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 April 2027, to decide the increase of the share capital of the Company, through one or*

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*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.”*

2. In the presence of shareholders representing 46.0717704% (55,551,631 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 42.2223651% (50,910,161 votes) of the total voting rights, with the votes "against" of the shareholders representing 2.3806828% (2,870,539 votes) of the total voting rights (there are 255,424 abstentions and 1,515,507 votes which were not expressed), it is hereby approved or ratified, 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

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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;

- 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 [identification details] and (ii) Iulian-Florentin Cîrciumaru, a Romanian citizen [identification details] (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:

**Holde Agri Invest S.A.**

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

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- 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 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. In the presence of shareholders representing 46.0717704% (55,551,631 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 42.3988708% (51,122,985 votes) of the total voting rights, with the votes "against" of the shareholders representing 0.7801642% (940,693 votes) of the total voting rights (there are 1,972,446 abstentions and 1,515,507 votes which were not expressed), it is hereby approved, 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. In the presence of shareholders representing 46.0717704% (55,551,631 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 42.4337301% (51,165,017 votes) of the total voting rights, with the votes "against" of the shareholders representing 0.7801642% (940,693 votes) of

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the total voting rights (there are 1,930,414 abstentions and 1,515,507 votes which were not expressed), it is hereby approved and ratified (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. In the presence of shareholders representing 46.0717704% (55,551,631 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 39.5844626% (47,729,476 votes) of the total voting rights, with the votes "against" of the shareholders representing 0.2508263% (302,437 votes) of the total voting rights (there are 6,004,211 abstentions and 1,515,507 votes which were not expressed), it is hereby approved the amendment of the Company's Articles of Association, following the approval of item 10 on the OGMS agenda, 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, [identification details], Chairman of the Board of Directors;
- **Liviu-Gabriel Zăgan**, Romanian citizen, [identification details], member of the Board of Directors;
- **Alexandru-Leonard Leca**, Romanian citizen, [identification details], member of the Board of Directors;
- **Enrico-Robert Maxim**, Romanian citizen, [identification details], member of the Board of Directors;
- **Mihai-Daniel Aniței**, Romanian citizen, [identification details], member of the Board of Directors.”

6. In the presence of shareholders representing 46.0717704% (55,551,631 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 43.7706148% (52,776,983 votes) of the total voting rights, with the votes "against" of the shareholders representing 0.8558308% (1,031,929 votes) of the total voting rights (there are 215,000 abstentions and 1,527,719 votes which were not expressed), it is hereby approved 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:
- i. 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;
  - ii. the duration of the Buy-Back Program will be until 29 April 2026;

**Holde Agri Invest S.A.**

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- iii. 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;
  - iv. 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;
  - v. 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;
  - vi. 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:
    - a) 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
    - b) 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. In the presence of shareholders representing 46.0717704% (55,551,631 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 44.5609609% (53,729,953 votes) of the total voting rights, with the votes "against" of the shareholders representing 0.2539131% (306,159 votes) of the total voting rights (there are 12 abstentions and 1,515,507 votes which were not expressed), it is hereby approved 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:
- 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

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- 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. In the presence of shareholders representing 46.0717704% (55,551,631 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 41.3815721% (49,896,364 votes) of the total voting rights, with the votes "against" of the shareholders representing 0.1169766% (141,046 votes) of the total voting rights (there are 3,980,364 abstentions and 1,533,857 votes which were not expressed), it is hereby approved the removal of Article 13 of the Articles of Association (with the consequent renumbering of the following articles of the Articles of Association).
9. In the presence of shareholders representing 46.0717704% (55,551,631 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 44.6974363% (53,894,510 votes) of the total voting rights, with the votes "against" of the shareholders representing 0.1169766% (141,046 votes) of the total voting rights (there are 556 abstentions and 1,515,519 votes which were not expressed), it is hereby approved 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. In the presence of shareholders representing 46.0717704% (55,551,631 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 44.6932896% (53,889,510 votes) of the total voting rights, with the votes "against" of the shareholders representing 0.1169766% (141,046 votes) of the total voting rights (there are 556 abstentions and 1,515,519 votes which were not expressed), it is hereby approved 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. In the presence of shareholders representing 46.0717704% (55,551,631 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 44.6979074% (53,895,078 votes) of the total voting rights, with the votes "against" of the shareholders representing 0.1169766% (141,046 votes) of the total voting rights (there are 0 abstentions and 1,515,507 votes which were not expressed), it is hereby approved the empowerment of the Board of Directors and/or any member of the Board of

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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.

This is the will of the Extraordinary General Meeting of the Shareholders of the Company, expressed by valid vote cast in a legally convened session, that took place on 29.04.2024 and, therefore, this Resolution is made and signed.

*[Signature page follows]*