**RESOLUTION**

**OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF**

**HOLDE AGRI INVEST S.A**

#### **NO. [\_\_]/ [29]/[30].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]/[second] summoning, in the session from **[29]/[30].04.2024**, at **6:00 P.M.**, which was held at the address atthe registered office of the Company, adopted the following:

**RESOLUTION**

1. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the cast votes and \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, there are hereby [not] 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. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the cast votes and \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, it is hereby [not] approved the Annual Report for 2023 prepared in accordance with Regulation no. 5/2018.
3. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the cast votes and \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, it is hereby [not] approved 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, 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. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the cast votes and \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, it is hereby [not] approved 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. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the cast votes and \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, it is hereby [not] approved the discharge of liability of Mr. Aniţei Mihai-Daniel, as member of the Board of Directors, for the activity related to the financial year 2023.
6. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the cast votes and \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, it is hereby [not] 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. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the cast votes and \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, it is hereby [not] 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.
8. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the cast votes and \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, it is hereby [not] 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. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the cast votes and \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, it is hereby [not] 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. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the cast votes and \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, it is hereby [not] 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 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. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the cast votes and \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, there are hereby [not] 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. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the cast votes and \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, it is hereby [not] 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 at the Company level) may be added to this fixed remuneration, following the approval of item 10 on the agenda.
13. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the cast votes and \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, it is hereby [not] approved the income and expenses budget of the Company for the financial year 2024.
14. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the cast votes and \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, it is hereby [not] approved the investment plan for year 2024.
15. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the cast votes and \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, it is hereby [not] approved the remuneration report for the financial exercise 2023, according to Art. 107 of the Law no. 24/2017.
16. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the cast votes and \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, it is hereby [not] 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. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the cast votes and \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, it is hereby [not] 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. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the cast votes and \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, it is hereby [not] 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]/[30].04.2024 and, therefore, this Resolution is made and signed.

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Chairman of the meeting Secretary