**SPECIAL POWER OF ATTORNEY FORM (OPEN VOTE)**

**FOR THE ORDINARY GENERAL MEETING OF**

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

**summoned for 29/30.04.2024**

I, the Undersigned, \_\_\_\_\_\_\_\_\_\_\_\_\_ *[Surname and name of the shareholder – natural person, according to the identity document]*, identified with *[identity document]*, series\_\_\_\_, no. \_\_\_\_, issued by \_\_\_\_\_\_, on \_\_\_\_\_, domiciled in \_\_\_\_\_\_\_\_ *[the entire address, according to the identity document],* personal identification number \_\_\_\_\_\_\_\_\_,

or

The Undersigned, \_\_\_\_\_\_\_\_\_\_\_\_\_ *[name of the shareholder – legal entity]*, with the registered office located in \_\_\_\_\_\_, registered with the Trade Registry Office under no. \_\_\_\_, Sole Registration Code \_\_\_\_\_\_, dully represented by \_\_\_\_\_\_\_ *[Surname and name, according to the identity document]*, in the capacity of \_\_\_\_\_\_ *[the exactly position registered with the Trade Registry]* \*

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

I hereby give power of attorney to \*\* \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled in \_\_\_\_\_\_\_\_\_\_\_\_\_ *[the entire address, according to the identity document],* identified with\_\_\_\_\_\_\_ *[identity document]*, series \_\_\_\_, no. \_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_, personal identification number\_\_\_\_\_\_\_\_,

To represent the undersigned in the **Ordinary General Meeting of the Shareholders of HOLDE AGRI INVEST S.A.** summoned for the date of **29.04.2024, starting with 06.00 p.m,** at the registered office of the Company, or for **30.04.2023, starting with 06.00 p.m.** at the registered office of the Company *(should the attendance quorum be not met at the first general meeting)*, to exercise the voting right as to the shares held by me at the reference date, with respect to all the issues on the agenda, as follows:

1. **Approval of the 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.**

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

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

1. **Approval of the Annual Report for 2023 prepared in accordance with Regulation no. 5/2018.**

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

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

1. **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-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.**

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

1. **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.**

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

1. **Approval of the income and expenses budget of the Company for the financial year 2024.**

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

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

1. **Approval of the investment plan for year 2024.**

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

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

1. **Approval of the remuneration report for the financial exercise 2023, according to Art. 107 of the Law no. 24/2017.**

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

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

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

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

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

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

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

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

1. **Approval of the 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.**

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

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

**I hereby attach a copy of my valid identification document (i.e. identity card/passport for natural persons and for legal persons/entities without legal personality, identity card/passport of the legal representative).**

Date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ [*signature*]

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \*\*

[*Surname and name of the natural person shareholder or of the representative of the legal person/entity without legal personality shareholder, in capital letters*]

***Note:***

*\* the identification data of the shareholders, natural persons or legal entities will be filled*

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