**SPECIAL POWER OF ATTORNEY FORM (SECRET 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 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.**

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

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

1. **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.**

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

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

1. **Approval of 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.**

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

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

1. **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.**

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

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

1. **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.**

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

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

1. **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.**

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

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

1. **Acknowledgement 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.**

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

1. **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.**

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

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

***Note:***

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

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