**RESOLUTION**

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

**HOLDE AGRI INVEST S.A**

#### **NO. [\_\_]/ [28]/[29].04.2025**

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 **[28]/[29].04.2025**, at **3:00 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 2024, prepared on the basis of the Report of the Board of Directors and the Report of the financial auditor for 2024.
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 2024 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 income and expenses budget of the Company for the financial year 2025.
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 investment plan for year 2025.
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 remuneration report for the financial exercise 2024, according to art. 107 of the Law no. 24/2017.
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 acknowledgement of the request of resignation from the position of member of the Board of Directors formulated by Mr. Liviu-Gabriel Zagan and therefore, the termination of his mandate as director of the Company starting with 11.04.2025, inclusively the termination of any powers/competences conferred to him pursuant to the Company’s Articles of Association and the management agreement.
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 acknowledgement of  the request of resignation from the position of member of the Board of Directors formulated by Mr. Mihai-Daniel Anitei and therefore, the termination of his mandate as director of the Company starting with 11.04.2025, inclusively the termination of any powers/competences conferred to him pursuant to the Company’s Articles of Association and the management agreement.
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. Zagan Liviu-Gabriel, as member of the Board of Directors for the activity related to the financial year 2024.
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 discharge of liability of Mr. Anitei Mihai-Daniel, as member of the Board of Directors for the activity related to the financial year 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 discharge of liability of Mr. Enrico-Robert Maxim, as member of the Board of Directors for the activity related to the financial year 2024.
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, 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 2024.
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 discharge of liability of Mr. Circiumaru Iulian-Florentin, as chairman of the Board of Directors for the activity related to the financial year 2024.
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 setting of the date of 16.05.2025 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.
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 setting of the date of 15.05.2025 as “*ex-date*”, in accordance with the provisions of art. 187 point 11 of the Regulation no. 5/2018.
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 empowerment of the Board of Directors and/ or any member of the Board of Directors and/ or the General Manager of the Company, jointly or individually, 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, the updated Articles of Association and any document in relation to the Trade Registry Office attached to the Bucharest Tribunal, the Official Gazette, the Financial Supervisory Authority, the Bucharest Stock Exchange, and to 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 [28]/[29].04.2025 and, therefore, this Resolution is made and signed.

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Chairman of the meeting Secretary