



BOARD OF DIRECTORS REPORT

2024

Holde Agri Invest S.A.

company listed on the MTS-AeRO market of the Bucharest Stock Exchange

ISSUER INFORMATION

Information about this financial report

Type of report	Board of Directors Report for 2024
According to	Annex 15 of the ASF Regulation no. 5/2018
For financial period	01.01.2024 – 31.12.2024
Report publishing date	28.03.2025

Issuer information

Name	Holde Agri Invest SA
Fiscal code	39549730
Trade Registry Number	J40/9208/2018
Registered office	1 Intrarea Nestorei, Building B, 10th Floor, District 4, Bucharest, Romania

Information about financial instruments

Subscribed and paid-up share capital	RON 121,273,584
Market on which the securities are traded	MTS AeRO Premium
Key characteristics of the securities issued by the company	121,273,584 shares, of which 120,577,734 ordinary class "A" shares and 695,850 preferred class "B" shares
Symbol	HAI

Contact details

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The consolidated financial statements as of December 31st, 2024 presented on the following pages are **audited**.

MESSAGE FROM THE CEO

Dear Shareholders,

The year 2024 has been one of the most challenging in the recent history of Holde Agri Invest and the entire agricultural sector in Romania. Romanian agriculture has been deeply affected by a combination of external and internal factors over the past two years, putting significant pressure on farmers and industry operators. Major challenges included the sharp increase in fertilizer prices in 2022, followed by a drop in agricultural product prices in 2023, which failed to cover production costs. In 2024, the drought that hit southern Romania severely impacted all five Holde Agri Invest nuclei, further worsening the group's situation.

For Holde Agri Invest, these conditions resulted in a year of restructuring and adaptation. Since the beginning of autumn 2024, we have implemented operational efficiency measures, enforced strict cost control, and suspended expansion plans to focus on stabilizing our existing operations. Despite these difficulties, we remain committed to our mission of building a sustainable agribusiness model that delivers long-term value to our shareholders.

The severe drought has significantly reduced crop yields in many regions, and the lack of effective irrigation solutions has further aggravated this situation for the vast majority of players in the agricultural sector, including Holde Agri Invest. The volatility of grain and oilseed prices has put pressure on producers' margins, affecting farm profitability and reducing reinvestment capacity. High input costs, particularly for fertilizers and energy, have increased substantially, adding further strain on operational expenses.

In response to these challenges, together with the Board of Directors, we have implemented a set of measures aimed at stabilizing the company's operations. The first step was reorganizing the management team to ensure faster and more efficient decision-making. Cost optimization has been a key objective, leading to reductions in both administrative and operational expenses to improve efficiency across all departments. Given the financial difficulties, the company had to suspend its expansion plans and focus on consolidating existing operations.

A key element that has enabled Holde Agri Invest to focus on improving its operational and financial performance during this challenging period has been the support provided by its significant shareholder, SevenX Ventures, controlled by Leonard Leca, member of Holde Agri Invest's Board of Directors. SevenX Ventures has backed the company through multiple successive loans, as announced in current reports published on the Bucharest Stock Exchange (BVB), aimed at covering short-term financing needs. At a time when access to financing has become increasingly difficult for agricultural companies, this support has been crucial for the Holde Agri Invest team, highlighting SevenX Ventures' long-term confidence in the prospects of Romania's agricultural industry and Holde Agri Invest's potential to achieve positive growth and become a leading player in Romanian agriculture. Meanwhile, ongoing discussions have been held with various financial institutions to identify solutions for refinancing existing loans and securing additional resources for future activities.

At the management team level, we have a clear recovery strategy focused on increasing productivity and implementing solutions that will stabilize the company in the medium term while creating a solid foundation for long-term growth. Our efforts will be directed towards improving agricultural productivity, reducing operational costs, and diversifying funding sources to strengthen the company's position in the Romanian agricultural market.



Although challenges will not disappear overnight, we believe that the measures we have implemented, along with our team's determination, will allow Holde Agri Invest to gradually return to a sustainable growth trajectory. Finally, I would like to thank all our shareholders for their trust during this challenging period. We remain committed to building an efficient, resilient business model capable of generating long-term value.

We invite you to read the following pages of this report for more details on Holde's activity in 2024. If you have any questions regarding this financial report, please contact us at investors@holde.eu, and we will be happy to assist you.

Bogdan Serghiescu, CEO

2024 – MAIN RESULTS

The operated land area increased by 18.9% compared to the previous agricultural year, while the quantities obtained decreased by 9% over the same period due to the drought year faced by the agricultural sector.

The turnover remained approximately the same as in 2023 (RON 84.9 million vs. RON 85.5 million), this evolution being mainly driven by the drought year we experienced.

The EBITDA indicator recorded a value of RON 3.5 million compared to a negative value of RON 9.7 million in the previous year. The EBITDA margin of 4% shows that the expansion process, which continued in 2024, is beginning to generate the expected synergies as initially planned at the start of this challenging journey.

The net loss for the period (excluding goodwill amortization and lease contract expenses) was RON 17.6 million.

The net result (RAS) for the period was a loss of RON 23.2 million.

In 2024, investments in increasing storage capacity up to 25,000 tons were completed, with total investments amounting to RON 22.0 million.

Acquisitions of farms and land aimed at optimizing operational hubs as well as creating a new hub in Braila County.



RON 85 million
REVENUES
+1% vs. 2023



51,538 tons
PRODUCTION
-9% vs. 2023



16,321 hectares
OPERATED LAND
+18.9% vs. 2023



RON 4.3 million
ACQUISITIONS
-50% vs. 2023



RON +3.5 million
EBITDA
+279% vs. 2023



RON -23.2 million
RAS NET LOSS
-32% vs. 2023



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HOLDE CORE FARMS

ABOUT HOLDE AGRI INVEST

Sector of activity

The Romanian agricultural cycle is divided into two main seasons:

- **SPRING CAMPAIGN:** March-April when maize, sunflower, spring peas and soybeans are sown with harvesting in September-October and sale of crops in the following months.
- **AUTUMN CAMPAIGN:** between August and October when wheat, rapeseed and barley are sown with next year's harvest in the summer and sale of the crops in the following months.

The cycle clearly indicates that most of the revenue from crop sales occurs in the second half of the year for both the spring and fall seasons, unless the company decides to store the crops in silos to sell them later. Thus, most agricultural companies in the first half of the year (H1) generate mainly costs, and in the second half of the year (H2) they generate revenue, simultaneously with the increase in expenses, due to the sowing and preparation of the agricultural campaign for the following year.

Brief history

The idea of the Holde Agri Invest project was conceived in 2016 by four Romanian entrepreneurs, Liviu Zagan, Robert Maxim, Matei Georgescu and Alexandru Covrig. In 2017, the founders joined forces with the team of the local investment fund, Certinvest, and in 2018, they officially established Holde Agri Invest SA. Shortly after, the company attracted an external investment from Vertical Seven Group founded by entrepreneurs Iulian Cîrciumaru and Andrei Crețu.

In July 2018, the company made its first acquisition, a farm of approximately 2,800 hectares in the Rosiori de Vede area of Teleorman county and took over five companies and the existing mechanization center that serves the total operated land area. In April 2020, Holde Agri Invest acquired the Agromixt Buciumeni farm, a company founded in 1991 with Romanian capital, which operates agricultural land in Calarasi County, thus reaching over 7,000 ha of operated land. Next, the company acquired Agrocom Exim Prod SRL and took over what is known as the Videle farm, the third core of Holde Agri Invest. The integration of the Videle farm took place in several steps. In 2019, Holde started to operate 850 ha of land, in 2020 the land cultivated by the company increases to 1,600 ha, and as of the summer of 2021, Holde operates the total area of 2,400 ha. In 2021, conventional crops such as wheat, rapeseed, maize and sunflower were grown on the Videle farm lands. In 2022, Holde acquired a farm in Dambovită county, Contesti commune, with a total area of 2,100 ha of land. This became the fourth Holde core farm, after Rosiori, Videle and Frumusani and in March 2023, the Company informed investors about the purchase of a farm of approximately 980 ha, in Dambovită county. Also, through the financial report for Q3 2023, the Company informed investors about the first purchases carried out in respect to the future Salcia core.

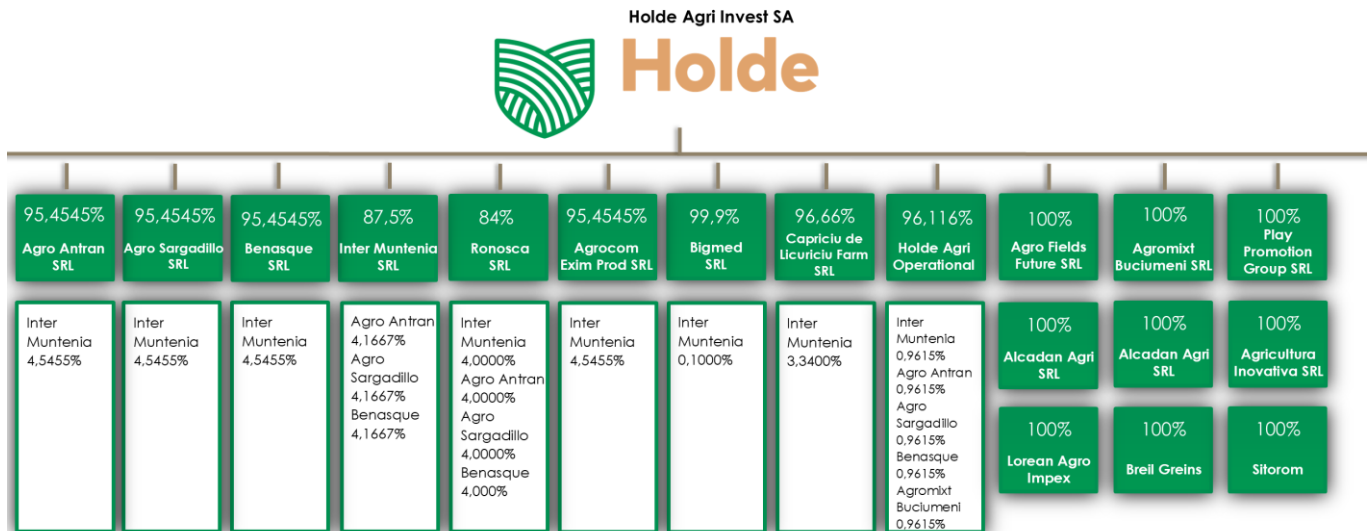
On October 1, 2020, Holde Agri Invest's class A ordinary shares debuted on the AeRO market of the Bucharest Stock Exchange, following two successful private placements, in December 2019 and June 2020, respectively. Since the moment of listing the Company carried out three share capital increase operations in 2021, 2022 and 2023.

Business structure

As of December 31st, 2024, Holde Agri Invest, the holding company, included 19 entities – 17 technical crops farms located in Teleorman county (Rosiori nucleus - Agro Antran, Agro Sargadillo, Benasque, Bigmed, Capriciu, Inter Muntenia, Ronosca, Interpret Agrotex and Videle nucleus – Agrocom, Lorean Agro Impex), in Calarasi county (Frumusani – Agromixt și Agro Fields Future), in Dambovită county (Play Promotion Group and Alcadan Agri) and one entity in Braila county (Agricultura Inovativa, Breil Greins, Sitorom) and one entity providing operational services, Holde Agri Operational. The mother company, Holde Agri Invest SA, acts as the shared services center, covering also administrative and governance aspects. As of December 31st, 2024, Holde and its subsidiaries had a total of 109 employees.

As of December 31st, 2024, Holde operated a total area of approximately 16,321 hectares, out of which 819 ha owned and 15,502 ha leased. During 2024, the farms from Holde's portfolio cultivated conventional wheat, rapeseed, sunflower, corn, sweet corn, soybeans, potatoes, beetroot as well as organic wheat, sunflower, and peas. Apart from land, Holde also boasts a storage capacity of 25.000 (15,000 through the silo from Calinesti, Rosiori farm and 10,000 through the one from Buciumeni, Frumusani farm).

Holde Agri Invest S.A. also holds a minority stake in the agritech start-ups: AgroCity și Enten Systems. These are not included in the consolidated results.



Description of the core activity

Holde Agri Invest's vision is to position agriculture as part of Romania's future, by creating value and developing rural communities using the state-of-the-art technology and experienced professionals. This vision will be fulfilled by:

- **COMMUNITY:** bringing local communities together in a sustainable ecosystem that truly adds value to all involved;
- **EVOLUTION:** combining innovative methods and technology with experienced professionals in agriculture and the business environment, who are always looking for better and more efficient ways to cultivate;
- **PIONEERING:** managing agriculture as a business;
- **TRUST:** creation of one of the best agricultural projects in the Romanian market, financed entirely with local capital.

The Company's business model provides for the acquisition of existing agricultural vegetable farms, sometimes under-performing or with a capital deficit, in order to transform them into a modern and efficient operational exploitation. The management team of the Company is interested in opportunities to acquire agricultural farms in Muntenia, Oltenia or Moldova, in order to successively expand the exploited agricultural surface. These regions of Romania were selected both due to the quality of the soil, the large area of arable land, or the proximity to the ports on the Danube and the Black Sea, as well as the fact that Holde already operates in these areas with management teams which are regionally active and that can take over the necessary workloads.

The Company is considering the acquisition of agricultural companies, but also the possibility of mergers

with agricultural companies interested in this type of transaction.

The preferred size of a farm in order to acquire and establish a new operational core farm is approximately 3,000 ha, with farms smaller than 3,000 ha being acquired for operational consolidation with the existing farms.

The primary activity of the Company consists in operating the agricultural lands that it owns or has contracted in the form of a lease, through the companies that it controls, In the 2023-2024 agricultural year it was carried out as follows:

- **Agro Antran SRL** has 527 ha of agricultural land in the Teleorman area, cultivated 100% with organic peas and wheat crops.
- **Agro Sargadillo SRL** has 535 ha of agricultural land the Teleorman area, 76% cultivated with organic sunflower and wheat crops, and the remaining 24% with conventional crops of corn.
- **Benasque SRL** has 395 ha of agricultural land in the Teleorman, 27% cultivated with organic wheat crops, and the remaining 73% with conventional rapeseed, corn and peas.
- **Inter Muntenia SRL** operates 648 ha of agricultural land in the Teleorman area, 34% cultivated with organic wheat, and the remaining 66% of the owned land is cultivated with conventional rapeseed, peas and sunflower crops.
- **Ronosca SRL** operates 652 ha of agricultural land in the Teleorman area, 82% cultivated with organic crops of wheat and sunflower, and the remaining 18% with conventional crops of peas.
- **Agrocom Exim Prod SRL** operates 2,252 ha of agricultural land in the Teleorman area, 100% cultivated with conventional crops of sunflower, corn, wheat, peas, barley and rapeseed.
- **Bigmed SRL** operates 502 ha of agricultural land in the Teleorman area, 100% cultivated with conventional crops of peas, wheat and rapeseed.
- **Agro Fields Future SRL** has in operation 392 ha of agricultural land in the Calarași area, 100% cultivated with conventional crops of peas, barley, sunflower, corn and wheat.
- **Interprest Agrotex SRL** operates 419 ha of agricultural land in the Teleorman area, 100% cultivated with conventional crops of rapeseed, sunflower, corn and wheat.
- **Agromixt Buciumeni SRL** operates 3,242 ha of agricultural land in the Buciumeni-Budesti (Calarasi county), 100% cultivated with conventional crops of wheat, corn, sunflower, potatoes, barley, beet and rapeseed.
- **Play Promotion Grup SRL** operates 2,170 ha of agricultural land in Contesti (Dambovita county), 100% cultivated with conventional crops of wheat, peas, corn, sunflower, sorghum and rapeseed.
- **Alcadan Agri S.R.L.** operates 920 ha of agricultural land in the Conțești area (Dambovita county), 100% cultivated with conventional crops of wheat, sunflower and rapeseed.
- **Agricultura Inovativă S.R.L.** operates 1,927 ha of agricultural land in the Salcia - Tudor area, Braila County, cultivated 100% with conventional corn, barley, wheat and sunflower crops.
- **Sitorom S.R.L.** operates 990 ha of agricultural land in the Scortaru Nou area, Braila County, fully cultivated with conventional wheat, corn, barley, and sunflower crops.
- **Lorean Agro S.R.L.** operates 990 ha of agricultural land in the Otopeni, Ilfov county area, fully cultivated with wheat, peas, barley and rapeseed crops.

	Total operated land	Leased land	Owned land
Rosiori core farm	3,678 ha	3,312 ha	366 ha
Videle core farm	3,012 ha	3,012 ha	0 ha
Frumusani core farm	3,634 ha	3,181 ha	453 ha
Contesti core farm	3,090 ha	3,090 ha	0 ha
Salcia-Tudor core farm	2,907 ha	2,907 ha	0 ha
TOTAL	16,321 ha	15,502 ha	819 ha

THE COMPANY'S ACTIVITY

Supply activity

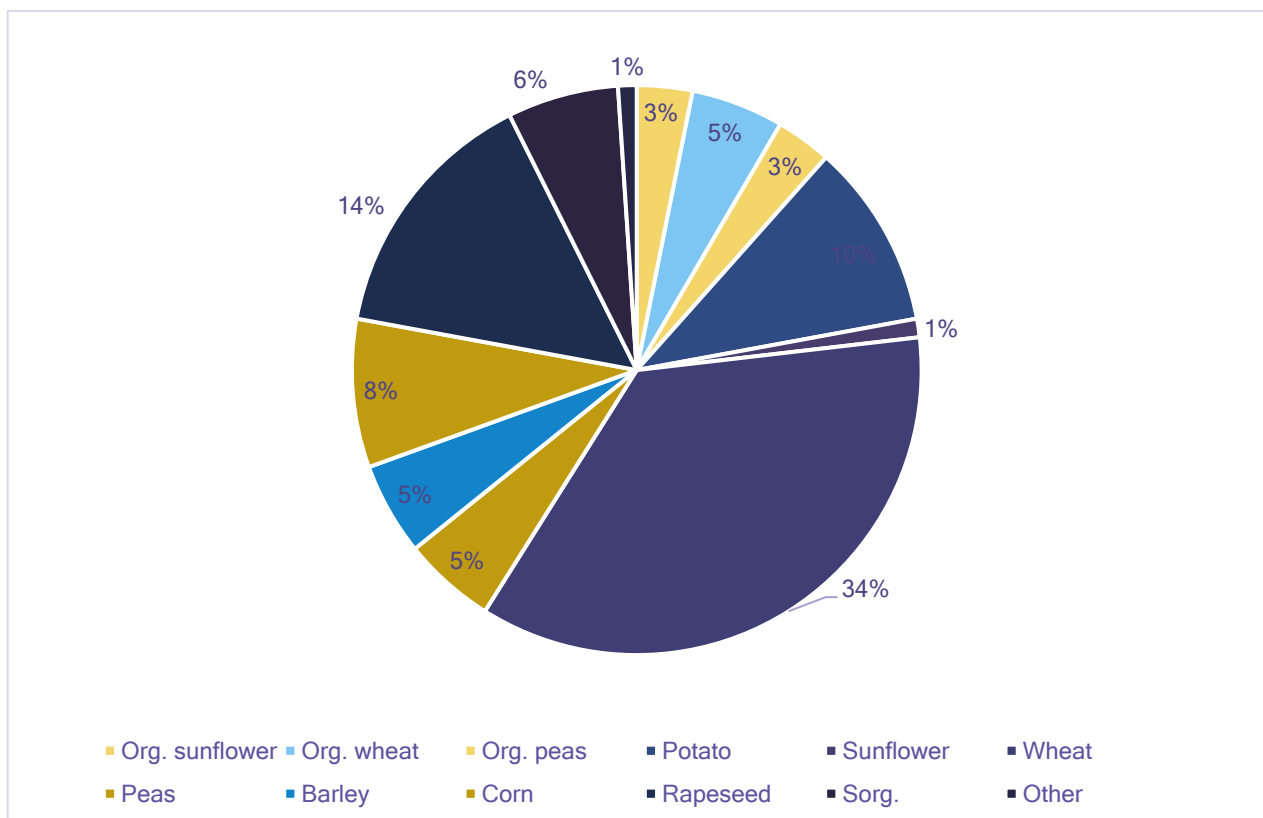
Holde purchases raw materials for the formation of conventional grain vegetable crops from markets where there are several competitive suppliers. Through this method of purchasing raw materials, the company ensures continuity of supply at predictable prices that are not subject to unexpected or monopolistic fluctuations.

As far as organic crops are concerned, the number of existing suppliers is small, but being a sector experiencing significant growth, the supply of products from Romania is on an upward trend. Holde has a team made up of people who have been active in the agribusiness field at national and international level. Since 2019, the Holde team has managed to establish very good relations with organic crop input suppliers as well.

Production: farmed crops

The main crops are wheat, corn, sunflower and rapeseed, followed by other crops, such as peas, soybeans. The agricultural year 2023-2024 generated total harvests of 51,270 tons, of which 2,720 tons from organic crops (sunflower, wheat, peas) and the rest from conventional crops (rapeseed, wheat, corn, sunflower, soy).

The breakdown of crops cultivated per hectare (represented as % of the total area of 16,321 hectares cultivated in the 2023-2024 agricultural year), is shown in the chart below:



Organic cultivation is one of the key differentiating factors of Holde Agri Invest. Currently, Holde focuses on large, non-irrigated crops: wheat, corn, rapeseed, sunflower, peas and barley. An important area of the Rosiori farm, approximately 1,800 hectares, is ecologically certified, and the harvest obtained is almost entirely exported to Western Europe (Italy, Germany, Austria, etc.), where most of the profile processors are located. The demand for organic products in Europe (and in the world) is constantly growing, and the prices offered are higher than for conventional products (150-200%).

The conversion of the agricultural land operated by the Issuer to organic agriculture was achieved 8-9 years ago and is currently in the second five-year commitment cycle with the Agency for Payments and Interventions in Agriculture (APIA).

Holde Agri Invest proposes that, in the context of the increase of the operated land area, in the medium and long term, it will have in the portfolio an area of land organically cultivated of approximately 10-20% of the total area in the portfolio. Currently, approximately 15% of the operated land area is organic.

In terms of conventional crops, Holde has large grain traders in its portfolio. Some of them are customers taken over with the purchased farm and who remained Holde customers, an example of this being Agromixt. The others are new customers that Holde has attracted due to the company's visibility in the market and their increased interest in identifying a reliable supplier for large quantities and diverse crops. The fact that Holde owns several farms in different locations and implicitly extensive areas from which it can deliver large quantities, represents an advantage that the company exploited in 2024.

Another advantage exploited by Holde in 2024 and which the company continues to exploit in 2025 is related to the conclusion of forward contracts for significant quantities. This is possible because the risk of insufficient productions is low.

Regarding organic products, Holde has developed excellent relationships with various traders and processors, especially from outside Romania.

The company has successively reduced the areas dedicated to non-irrigated corn, starting from 2024. The company no longer grows significant areas of corn on non-irrigated land. Therefore, the Company will cultivate the land in the following approximate proportions: wheat (40%), rapeseed (20%) and sunflower (20%) as well as other crops (peas, barley, corn, etc.).

Holde also cultivates land under irrigation: corn, soybeans, potatoes, beetroot. As of 2021, Holde started investing in irrigation systems, so that in the 2021 harvest year 150 hectares were irrigated, in 2023 harvest year, this area increased to 700 ha, and in 2024 it reached 1,100 ha. The irrigated land offers the Company the opportunity to cultivate intensively, classic crops of corn or soybeans, but also special crops, such as vegetables, potatoes or beetroot for industrialization. For potatoes and beetroot crops, Holde has signed long-term partnerships with renowned processors.

Implemented agricultural technology

The agricultural technology implemented by Holde Agri Invest is a modern one, oriented towards maximizing the harvest, but paying special attention to increasing soil fertility and the principles of "conservation agriculture". The concepts used and the most important principles regarding agricultural technology are:

- Strict adherence to crop rotation
- The application of minimum tillage - for the enhancement of organic matter and for the conservation of water in the soil
- CTF (Control Traffic Farming) – we define technological paths and establish uniform gauges for all machines – in this way the soil is protected against compaction phenomenon
- Addition of organic matter - manure to increase soil fertility
- Adjusting the ph in the soil - for better absorption of nutrients
- Reducing the amount of pesticides - for a "conscious" agriculture
- Maximizing the effect of fertilizers by administering "in turn" and using section control systems

Sales activity

Products obtained from conventional grain crops are mainly sold to traders. In 2024, the company had 8 customers for conventional crops to whom approximately 52,529 tons were distributed.

Regarding organic crops, in 2024, the company sold 1,380 tons to 3 customers. Considering that Holde operates in a commodity market in terms of conventional crops, there is no risk of dependence on a single customer.

Regarding organic crops, although Holde is a new supplier on the market, the demand for such products is constantly increasing. The dynamics of these markets helped the company to quickly attract new and reliable customers. Of the 3 bio product customers 1 is annual customer and 2 are new customers.

In 2024, Holde started producing technical vegetables, potatoes for chips, which it distributes to professional processors.

Competition

There is no consistent database that provides, in a uniform manner, the size of the largest farms in Romania. Many local businesses are spread over several small farms, while for others, no official data is available. However, according to management estimates, public information and data provided by APIA, **Holde Agri Invest is already in the top 10 largest agricultural land operators in the Romanian market.**

In 2020, there were approximately 9.1 million farms in the European Union (EU). Together, they exploited 1.55 million km² of land, almost two-fifths (37.8%) of the total area of the EU.

Romania had, by far, the largest number of farms among the EU member states, (2.9 million), approximately one third (31.8%) of the total number of farms in the EU. This share was more than twice the share recorded in Poland (14.4% of the EU total). These figures highlight small agricultural holdings, with semi-subsistence and family farms predominating, especially in the eastern and southern Member States.

However, taking into account the lower costs and other key advantages, especially in Romania, this can translate into a much higher return for investors and farm operators in the coming years.

Environmental impact

Agriculture is perceived as a sector that has a negative impact on the environment. This aspect is caused, among other things, by the large-scale use of pesticides. The impact of pesticides lies in their effects on non-target species. Pesticides are chemical preparations used to kill fungal or animal pests. It is estimated that 98% of sprayed insecticides and 95% of herbicides end up elsewhere, as they are sprayed or spread over the entire surface of agricultural fields. Leaks can carry pesticides into aquatic environments, while wind can direct them to other fields, pastures, human settlements and undeveloped areas, with the risk that other species will be affected. Over time, their repeated application increases pest resistance, and the effects on other species can facilitate the pest's re-emergence.

The issuer uses only approved high-quality pesticides that have been proven to have a minimal impact on the environment. The negative impact of pesticides on the environment can be offset by the use of ecological fertilizers - a practice used by Holde Agri Invest not only for organic crops, but also for conventional ones. In addition, part of the land cultivated by Holde Agri Invest is organic. In the agricultural year 2023 - 2024, approximately 5% of the generated harvest was organic crops.

There are no disputes and no disputes are expected to arise related to the protection of the environment.

HAI ON THE CAPITAL MARKET

Share capital

The share capital of Holde Agri Invest SA is 121,273,584 RON corresponding to a number of 121,273,584 shares, divided into 2 classes of shares of which 120,577,734 ordinary shares (Class A) and 695,850 preferential shares (Class B).

ORDINARY SHARES (CLASS A)

Ordinary shares issued by the Company are of equal value and confer equal rights on their holders. Each share issued by the company and paid for by the shareholder grants the right to vote in the General Meeting of Shareholders.

Holders of ordinary shares have the right to have access to sufficient information about the issues subject to debate at the General Meeting. Thus, the company will make available to the shareholders documents and information regarding the subjects listed on the agenda, including the annual financial statements, the annual report of the Sole Administrator, as well as proposals regarding the distribution of dividends.

PREFERRED SHARES (CLASS B)

The preferential shares with priority dividend, without voting rights, issued by the Company, are shares issued under the conditions provided by Law no. 31/1990 regarding the Companies Law and gives their owners, according to the Company's Constitutive Act, the right to a priority dividend in the amount of 50% of the nominal value of the share of 1 RON, respectively a dividend of 0.5 RON per share ("Priority dividend"). The number of preferential dividends due is capped at a maximum of 35% of the total profits distributable to shareholders in the respective year. The threshold will not involve, in any case, the carryover of the difference in preferential dividend up to 0.5 RON/preferential share.

Holders of Preferred Shares have all other rights provided by Law no. 31/1990, including, but not limited to, the right to participate in General Assemblies, except for the right to vote.

As of the date of publication of this report, the Company is in the process of removing Class B preferred share. More details on the status of this process are available in the "Changes in share capital" section of this report.

Changes in share capital

*excluding any share capital increases with bonus shares

As of October 1, 2020, the ordinary shares of Holde Agri Invest entered trading on the MTS-AeRO market of the Bucharest Stock Exchange. On the first day, the value of transactions with HAI shares reached 2.4 million RON.

On 07.05.2021, the Issuer informed the market about the conclusion of stage 1 of the share capital increase operation, carried out between 06.04.2021 and 07.03.2021. In Stage 1, investors subscribed for a total of 14,445,010 shares out of 21,000,000 new Class A shares available, representing 68.79% of the total issue. Shares with a nominal value of 1.0 RON were offered at a price of 1.38 RON/share.

Later, on 14.07.2021, the Issuer informed the market about the subscription in the 2nd stage of the share capital increase of all shares remaining unsubscribed after the first stage, namely 6,554,990 ordinary class A shares.

After the increase of the share capital, the Issuer had a share capital of 64,069,796 RON corresponding to a number of 64,069,796 shares, divided into 2 classes of shares of which 58,242,621 ordinary shares (Class A) and 5,827,175 preferential shares (Class B).

During the Extraordinary General Meeting held on 24.11.2021, the delegation of EGMS's powers regarding the decision to increase the Issuer's share capital to the sole administrator of the company, by cash contribution and/or by the incorporation of reserves, with the exception of legal reserves, was approved,

as well as benefits or issue premiums and/or by offsetting certain, liquid and enforceable claims of the Issuer with its shares, for a period of 3 (three) years, through one or more share issues (regardless of their nature), with a value that does not exceed half of the subscribed share capital, existing at the time of the decision and authorization, respectively up to 32,034,898 RON.

On June 8, 2022, The Romanian Financial Supervision Authority has approved the Prospectus for the share capital increase operation with cash contribution. The share capital increase operation took place between June and August 2022 and was organized in two stages. In stage 1, between June 24, 2022 and July 24, 2022, investors subscribed for the newly issued shares based on HAIR03 preference rights. In Stage 1, investors subscribed for a total of 10,288,970 shares out of 32,034,898 Class A shares available, representing 32% of the total issue. The shares with the nominal value of 1.0 RON were offered at a price of 1.65 RON/share, the company raising approximately 17 million RON.

On August 10, 2022, the 2nd stage of the share capital increase has ended. During this stage, 13,247,779 new shares remaining unsubscribed after the first stage of the share capital increase were issued as a result of compensation of claims with a total value of 21,858,847 RON, of which 20,406,300 RON representing certain, liquid and due results from the assignment contracts concluded between the Company and the holders of Class B shares within the buy-back program approved by the EGMS Decision of April 27, 2022 and 1,452,547 RON representing the definite, liquid and enforceable claim of the Sole Administrator towards the Company. The fractions of shares resulting from the above operation, representing the equivalent of 11.65 RON, have been rounded down. After determining the total number of shares required to convert the receivables described above, another 8,498,141 class A shares that remained unsubscribed in stage 1 were offered to investors during the private placement, who subscribed a number of 2,362,320 shares, the Company raising thus 3,897,828 RON at this stage.

On December 15, 2022, the Company organized the Extraordinary General Meeting of Shareholders (EGMS) and the Ordinary General Meeting of Shareholders (OGMS) of the Company. During the EGMS, an item was approved regarding the reduction of the subscribed share capital of the Company by canceling a number of 5,131,325 Class B non-voting priority dividend shares, each with a nominal value of 1 RON and a total nominal value of 5.131.325 held by the Company, which were acquired in accordance with the decisions adopted by AGEA for this purpose.

After fulfilling all the formalities required by law, the reduced share capital of the Company reached a total value of 92,846,264 RON, of which 1,835,000 EUR and 84,261,164 RON, subscribed and paid in full, being divided into 92,846,264 registered shares, each having a nominal value of 1 RON and a total nominal value of 92,846,264 RON, divided into two distinct classes of shares, as follows:

- **Class A** – The class of ordinary shares, which includes a total number of 92,150,414 shares, each with a nominal value of 1 RON and having a total nominal value of 92,150,414 RON, representing a total of 99.25% of the subscribed and paid-up share capital of the Company, and 100% of the voting rights;
- **Class B** – The class of preferential shares with non-voting priority dividend, which includes a total number of 695,850 shares, each with a nominal value of 1 RON and a total nominal value of 695,850 RON, representing 0.75% of the subscribed and paid-up share capital of Company, and having no voting rights attached.

On August 28, 2023 the Company informed the market about the Decision of the Board of Directors dated August 25, 2023 (available [HERE](#)), which approved the increase of the Company's share capital by the amount of up to RON 40,000,000, by issuing a number of up to 40,000,000 new registered, dematerialized Class A shares.

According to the subsequent Decisions of the Board of Directors, respectively BoD Decision dated September 26, 2023 (available [HERE](#)) and BoD Decision dated October 2, 2023 (available [HERE](#)) shareholders had the opportunity to subscribe in the first stage of the share capital increase at the price of RON 1/ subscribed share, 2.535876 preference rights being required for the subscription of a share (as the case may be, with any rounding applicable according to the regulations in force, including those

developed by the Central Depository). In the first stage, investors subscribed 3,019,208 shares, representing 7.55% of the total issue.

The shares remained unsubscribed following the stage of exercising the preference rights were offered in a private placement. Within the Private Placement, 8,950,000 class A shares were subscribed and certain, liquid and due receivables were converted into 7,173,486 class A shares.

Therefore, the Company's share capital was increased from the nominal value of RON 102,130,890 to the nominal value of RON 121,273,584, divided into two classes of shares: 120,577,734 ordinary shares (Class A) and 695,850 preferred shares (Class B).

Shareholding structure

On 01.03.2025, the company's shareholding structure (class "A" shares, listed on the AeRO market with the symbol HAI) was as follows:

	Total shares	Percent
Free float	86,169,331	73.9517%
SEVENX VENTURES SRL	17,808,393	14.7692%
VERTICAL SEVEN GROUP SA	13,600,010	11.2791 %
TOTAL	120,577,734	100%

Dividend policy

The company's dividend policy can be found at the following [LINK](#). In the last 5 years, Holde Agri Invest SA has not paid dividends.

Other aspects

Throughout 2024, there was no purchase activity for Class A shares (shares tradable on the MTS market of the Bucharest Stock Exchange).

As of the date of publication of this report, the Company is in the process of liquidating Class B preferred shares. More details on the status of this process are available in the "Changes in share capital" section of this report.

The companies that are part of the Holde Agri Invest SA Group do not hold shares issued by the parent company.

TEAM AND MANAGEMENT

Directors

Until 15.12.2022, the operational activity of the Company was ensured by Holde Agri Management SRL (Sole Administrator) on the basis of a Management Contract concluded in 2018. This guaranteed the commitment of the management team to carry out the development of the project over a period of 10 years. The contract provided the business development plan up to an operational base of 20,000 ha, and contained performance clauses according to which the remuneration of the management team was calculated.

Thus, the management of the Company was delegated to the Sole Administrator, Holde Agri Management SRL, by concluding a Management Contract for a period of 10 years as of January 1, 2019. The Articles of Association of the Company in force at that time stated that the Sole Administrator has an initial mandate of 2 years, with the possibility of being re-elected for additional mandates of 4 years. Also, even if the management contract was concluded for a period of 10 years, in the situation where the Sole Administrator's mandate is no longer extended by the shareholders, the contract could be closed by paying some penalties by the company, except for the non-performing situation.

During the 4 years of operation with a management contract, some of the HAI shareholders mentioned that this way of organizing the business is not suitable for them. At the beginning, the idea behind Holde was to have a structure similar to an investment fund, which included a listed investment holding company (Holde Agri Invest SA) that held all the assets and a separate company, a management one (Holde Agri Management SRL), which manages the holding company. Regarding Holde Agri Management SRL, it had a remuneration structure based on two components: a fixed and a variable one. Taking into account the investors' feedback and the fact that Holde Agri Invest SA is planning to list on the Main Market, the management proposed to the shareholders the renouncing to this form of organization and the transition to a classic organizational structure with a Board of Directors. These items were included on the agenda of the Extraordinary General Meeting of Shareholders, dated 15.12.2022, being also approved by the shareholders.

Renouncing to the respective contract also means paying a termination fee, in the amount of RON 11.2 million. However, it is important to note that the payment of this tax will be made in shares and thus, the exceptional expenses related to the management contract only have a patrimonial accounting effect, they will be honored through the conversion into ordinary shares, and thus the money will be reinvested in the company. In addition, the respective amount is related to the entire period of four years, while the company was managed by Holde Agri Management SRL.

On March 19th, 2025, the Company informed the market about the resignation of Mr. Liviu-Gabriel Zagan and Mr. Mihai-Daniel Anitei from their positions as members of the Company's Board of Directors, effective as of April 11, 2025. During the next Ordinary General Meeting, the Company's shareholders will be presented with a proposal to reduce the number of Board members to three, consisting of Mr. Iulian-Florentin Circiumaru, Mr. Alexandru Leonard Leca, and Mr. Enrico-Robert Maxim. The proposal to reduce the number of Board members is part of the Company's strategy to streamline operations and reduce costs. At the time of drafting this Report, the Board of Directors of Holde Agri Invest S.A. consists of the following members:

IULIAN FLORENTIN CIRCIUMARU – CHAIRMAN OF THE BOARD OF DIRECTORS

Iulian Circiumaru worked in management consulting at AT Kearney and PwC, later he founded 7card, a company that was acquired by Sodexo. After the exit from 7card, he became a venture capital investor.

The mandate of Iulian Circiumaru started on 15.12.2022 and is concluded for a period of 4 years, until 15.12.2026.

As of 01.03.2025, Iulian Circiumaru owned 5,000 HAI shares. Vertical Seven Group S.A., an affiliated entity, in which Iulian Circiumaru owns 50% of the shares, held as of 31.12.2024, 13,600,010 HAI shares.

ALEXANDRU-LEONARD LECA – NON-EXECUTIVE MEMBER OF THE BOARD OF DIRECTORS

Leonard Leca has extensive experience as an investor in various venture capital and private equity projects. He also held management positions at Tiriac Holding (CEO, CFO) and A&D Pharma (CFO).

The mandate of Alexandru-Leonard Leca started on 15.12.2022 and is concluded for a period of 4 years, until 15.12.2026.

As of 01.03.2025, Alexandru-Leonard Leca owned 996,056 HAI shares, and Sevens Ventures owned 17,808,393 shares.

ROBERT MAXIM - NON-EXECUTIVE MEMBER OF THE BOARD OF DIRECTORS

Robert Maxim is a board member of KPMG Romania. His professional journey includes successful investments in entrepreneurial projects across sectors such as retail and agribusiness, providing him with a deep perspective on business transformation and optimization. He has also served as a Board member in financial, medical, and agricultural institutions. Robert is one of the founding members of the Holde Agri Invest project.

As of 01.03.2025, Robert Maxim held 4,066,019 HAI shares.

Remuneration of the Board of Directors between 01.01.2024-31.12.2024: Details regarding the remuneration of the Board of Directors' members are available in the Remuneration Report for the year 2024, which can be found on the Company's website under the Investors section – General Meeting of Shareholders – Ordinary and Extraordinary General Meetings of Shareholders dated 28.04.2025.

In the last 5 years, none of the members of the Board of Directors has been prohibited by a court from serving as a member of the Board of Directors or supervising a company. In the last 5 years, there have been no cases of insolvency, liquidation, bankruptcy or special administration of companies, whose boards of directors or supervision included one of the 3 members of the Board of Directors of Holde. In the last 5 years, there have been no disputes or administrative procedures in which any of the members mentioned above were involved, regarding their activity within the company, as well as those regarding their ability to perform their duties within the company.

In 2024, the Board of Directors was evaluated by its chairman, the conclusions of the evaluation being that the members fulfilled their obligations according to the provisions of the Articles of Association and the applicable legal provisions. In 2024, 11 meetings of the Board of Directors took place.

Executive Team

In 2024, the executive team consisted of the following people:

BOGDAN SERGHIESCU – CEO/GENERAL DIRECTOR

Bogdan Serghiescu has been the CEO of Holde Agri Invest since 20.09.2024 and has been part of the Holde group since April 2019.

ADRIAN PIRCIU – CFO

Adrian Pirciu graduated from the Academy of Economic Studies in Bucharest and has over 20 years of experience in finance, accounting and business. Before being appointed CFO of Holde Agri Invest, Adrian Pirciu held the position of Group Financial Controller within Holde. Adrian is the CFO of Holde Agri Invest as of 01.09.2021.

There is no agreement, understanding or family connection between Adrian Pirciu and another person due to which he was appointed as a member of the executive management. In the last 5 years, there have been no disputes or administrative procedures in which Adrian Pirciu was involved regarding his activity within the company, as well as those concerning Adrian Pirciu's ability to perform his duties within the company.

Shared Services Center

From the beginning, the Holde project aimed to approach a type of activity management that was as centralized as possible. The service center located in Bucharest provides the necessary expertise and performs all management tasks that can be performed remotely (planning, procurement, mechanization management, financial accounting, asset management). In this way, for the most important activities, the Company can have the best trained personnel.

Thus, as of August 1, 2018, with the acquisition of the Rosiori farm, the Bucharest management services center was also established. Currently, the service center consists of 5 departments:

- Agricultural technology
- Financial
- Commercial (Sales & Supply)
- Operations, including Mechanization (mechanization management and precision agriculture management)
- Investment and Assets (leased land, owned land, real estate).

Employees

As of December 31st, 2024, Holde and its subsidiaries had a total of 109 employees compared to 143 employees in 2023. Approximately 20-25% of employees have university degrees. The employees are not part of a union.

Considering the working capacity and reliability of the machinery, agricultural works are carried out 24/7 in 3 shifts of 8 hours: 6-14-22-6. In this way, the machinery fleet can be exploited intensively and the work windows can be shortened, ensuring operational efficiency as well as optimal results for all works, implicitly better harvests.

The company assumed the objective of "zero work accidents". To increase the performance of mechanizers as well as safety at the workplace, the following were undertaken:

- all mechanists benefited from specialization courses and obtained the mechanist diploma;
- an internal regulation was developed, adapted to the specifics of the activity;
- a training plan was implemented for each operator on each individual machine;
- emphasis was placed on the elimination of personnel problems specific to the industry;
- a SSM system was implemented.

KEY EVENTS IN 2024 AND AFTER THE CLOSING OF THE REPORTING PERIOD

SHARE CAPITAL INCREASE

On **January 10, 2024**, the Company informed the market about the results of the share capital increase operation, which was increased from the nominal value of 102,130,890 RON to the nominal value of 121,273,584 RON, by issuing a number of 19,142,694 new class A nominative, dematerialized shares, with a nominal value of 1 RON and a total nominal value of 19,142,694 RON.

On **January 25, 2024**, the Company informed the market that the decision to ascertain and validate the results of the share capital increase operation was adopted by the Board of Directors.

In addition, on **February 21, 2024**, the Company informed the market about the registration of the share capital increase with the National Trade Register Office (ONRC), and on **February 28, 2024**, the Financial Supervisory Authority issued the Company the Certificate of the Registration of Financial Instruments (CIIF) no. AC-5126-7/27.02.2024.

CURRENT EVENTS

On **April 29, 2024**, the Company's Ordinary General Meeting of Shareholders and Extraordinary General Meeting of Shareholders took place. The key points approved during the two general meetings were:

- The election of Mr. Enrico-Robert Maxim as a member of the Board of Directors to replace Mrs. Daniela-Camelia Nemoianu. Enrico-Robert Maxim's mandate is valid from April 30, 2024, until December 15, 2026;
- Approval of the Income and Expenses Budget and the investment plan for 2024;
- Approval of contracting a credit facility of up to 35,000,000 RON from Banca Transilvania in order to support the current activity of the Company's subsidiaries;
- Approval of a buy-back program for a maximum number of 695,850 Class B shares, representing 0.574% of the Company's subscribed and paid-up share capital. The period for the Class B Shares Buy-back Program will be until April 29, 2026;
- Approval of a buy-back program for a maximum number of 5,000,000 ordinary Class A shares, representing 4.123% of the Company's subscribed and paid-up share capital. The period for the Ordinary Shares Buy-back Program will be until April 29, 2026;

The resolutions of the OGMS and EGMS are available [HERE](#).

On **April 30, 2024**, the Company's Ordinary General Meeting of Shareholders took place, in which was approved the discharge of Mr. Circiumaru Iulian-Florentin as Chairman of the Board of Directors for the activity related to the financial year 2023. The OGMS resolution is available [HERE](#).

SIGNIFICANT SHAREHOLDER LOANS

On **October 9, 2024**, the Company informed the market about contracting a loan of 1.5 million RON from SEVENX VENTURES S.R.L., a significant shareholder of the Company. The loan has a maturity until 01.10.2027 and a fixed interest rate of 10%.

On **October 11, 2024**, the Company informed the market about contracting a loan of 500 thousand RON from VERTICAL SEVEN SEVEN GROUP S.A., a significant shareholder of the Company. The loan has a maturity until 01.10.2027, a fixed interest rate of 10%, and the Company is considering the possibility of converting this debt into shares as part of a possible capital increase operation.

On **November 20, 2024**, the Company informed the market about contracting a loan of RON 3 million from SEVENX VENTURES S.R.L., a significant shareholder of the Company. The loan is subordinate, has a maturity until 11.11.2027 and a fixed interest rate of 10%.

On **January 9, 2025**, the Company informed the market that one of its significant shareholders, SEVENX VENTURES S.R.L., had notified the Company that it no longer acts in concert with the other significant shareholder, VERTICAL SEVEN GROUP S.A. This notification followed the decrease of VERTICAL SEVEN GROUP S.A.'s stake in the shareholding structure of SEVENX VENTURES S.R.L. to 10%. As a result of this change in ownership, Mr. Alexandru-Leonard Leca, who is also a member of the Company's Board of Directors, now holds a 71% stake in SEVENX VENTURES S.R.L.

On **January 15, 2025**, the Company informed the market about securing a loan of RON 5 million from SEVENX VENTURES S.R.L., a significant shareholder of the Company. The loan is subordinated, matures in 2028, and carries a fixed interest rate of 10%.

On **February 18, 2025**, the Company informed the market about securing a loan of RON 5 million from SEVENX VENTURES S.R.L., a significant shareholder of the Company. The loan is subordinated, matures in 2028, and carries a fixed interest rate of 10%.

CHANGES IN THE MANAGEMENT TEAM

On **August 26, 2024**, the Company informed the market about the change of Mr. Daniel Adam from the position of Chief Financial Officer (CFO) of the Company. On **October 8, 2024**, the Company informed the market of the appointment of Mr. Bogdan Lungu as Chief Financial Officer of the Company.

On **September 20, 2024**, the Company informed the market about the change of Mr. Liviu Zagan from the position of Chief Executive Officer (CEO) of the Company, Bogdan Serghiescu taking over the position of interim CEO.

On **February 3, 2025**, the Company informed the market about a series of changes in its management team, confirming Bogdan Serghiescu as Chief Executive Officer (CEO) and appointing Adrian Pirciu as Chief Financial Officer (CFO). These leadership changes were made in response to the challenging economic and operational conditions in Romania's agricultural sector. The new management team's extensive experience and in-depth knowledge of the Company's operational specifics create the necessary conditions for the financial and operational recovery of the group.

On **March 19, 2025**, the Company informed the market about the resignation of Mr. Liviu-Gabriel Zagan and Mr. Mihai-Daniel Anitei from their positions as members of the Company's Board of Directors, effective as of April 11, 2025. During the next Ordinary General Meeting, the Company's shareholders will be presented with a proposal to reduce the number of Board members to three, consisting of Mr. Iulian-Florentin Circiumaru, Mr. Alexandru Leonard Leca, and Mr. Enrico-Robert Maxim. The proposal to reduce the number of Board members is part of the Company's strategy to streamline operations and reduce costs.

SIGNIFICANT CONTRACTS

To date, the Company has reported several significant contracts for the sale of agricultural products, in accordance with the applicable capital market regulations, which can be consulted by investors at the following links:

- [Current report 21/2024](#)
- [Current report 23/2024](#)
- [Current report 26/2024](#)
- [Current report 28/2024](#)
- [Current report 36/2024](#)

KEY INDICATORS HOLDE AGRI INVEST – 2024

PROFITABILITY		31.12.2023	31.12.2024	Δ
Total revenue	<i>thousand RON</i>	99,522	106,995	8%
EBITDA	<i>thousand RON</i>	(9,720)	3,479	279%
Net profit	<i>thousand RON</i>	(34,071)	(23,203)	47%
Net profit per share	<i>RON</i>	-0.334	-0.191	70%
OPERATIONAL		2022-2023	2023-2024	Δ
Operated land	<i>ha</i>	13,725	16,321	19%
Agricultural output	<i>tons</i>	56,550	51,538	-9%
CAPITALIZATION		31.12.2023	31.12.2024	Δ
Equity	<i>thousand RON</i>	68,027	78,271	15%
Net financial liability	<i>thousand RON</i>	121,968	119,139	-2%
Gearing ratio*	%	64%	60%	(3,8) pp
Current ratio**	%	65%	61%	(4) pp

* Calculated as $\text{Net Financial Debt} / (\text{Equity} + \text{Net Financial Debt})$

** $\text{Current assets} / \text{Current liabilities}$.

ANALYSIS OF FINANCIAL RESULTS

According to RAS, unless otherwise specified

Revenue and expenses

In 2024, the Holde group achieved consolidated revenues from its core activity of RON 107 million (2023: RON 100 million, +8%). Total operating revenues included RON 62.1 million from the sale of agricultural products and goods, RON 22.8 million from subsidies for agricultural crops (2023: RON 20.1 million, +13%), driven by the increase in the exploited area compared to the previous period. Additionally, RON 3.6 million came from the disposal of assets (used agricultural machinery), and RON 5.7 million represented compensation for spring crops (RON 4.2 million in state aid and RON 1.5 million in insurance payouts). The 8% increase in consolidated revenues compared to the previous year was mainly driven by crop compensations, which partially offset the lower yield per hectare.

The results for 2024 were achieved by operating a total area of 16,321 hectares (2023: 13,725 hectares, +19%), of which 1,759 hectares were organic (2023: 1,923 hectares) across five hubs: Roşiori, Frumuşani, Videle, Conţeşti, and Salcia. In 2024, the group achieved a total production of 51,538 tons (2023: 56,550 tons, -8.9%), of which 2,712 tons came from organic crops. The autumn crop campaign of the 2023-24 agricultural year generated total harvests of 30,608 tons (2023: 38,748 tons, -21%), including 1,818 tons from organic crops (2023: 1,738 tons, +5%). The obtained yields were negatively impacted by unfavorable weather conditions (lack of precipitation, soil drought). At the hub level, the Roşiori hub produced 2,712 tons of organic cereals (wheat, sunflower, and peas) and 4,004 tons of conventionally farmed cereals (wheat, peas, rapeseed, and sunflower). The Frumuşani hub recorded a production of 17,169 tons of wheat, barley, rapeseed, peas, potatoes, irrigated corn, and sunflower. In the Videle hub, the company cultivated wheat, barley, peas, and rapeseed, achieving a total production of 10,064 tons. The Conţeşti hub generated a total production of 9,613 tons, with crops including barley, peas, wheat, rapeseed, sunflower, and sorghum. The Salcia hub in Brăila County produced 7,976 tons, consisting of wheat, barley, peas, sunflower, and corn.

Agricultural year	2019/20	2020/21	2021/22	2022/23	2023/24
Conventional crops-average production (to/ha)	3.73	4.00	4.01	4.12	3.12
Organic crops-average production (to/ha)	1.48	1.11	1.16	2.09	1.60

The expenses related to the inputs required for the 2023-24 agricultural year's harvests and the establishment of crops for 2024-25 decreased by 15%, reaching RON 46.6 million (2023: RON 55.1 million), primarily due to lower prices, especially for fertilizers, as a result of fluctuations in oil and natural gas prices on international markets, despite the increase in cultivated areas.

Personnel expenses amounted to RON 15.6 million (2023: RON 15.2 million, +3%). In the second half of the year, the company initiated a staff reduction process, decreasing the number of employees from 140 (as of December 31st, 2023) to 109 (as of December 31st, 2024). The full impact of these cost-cutting measures will be reflected in the 2025 results.

Depreciation and amortization expenses increased by 21% compared to the previous year, reaching RON 17.8 million (2023: RON 14.8 million), influenced by the increased depreciation of machinery, the expansion of leased agricultural land following farm acquisitions, and the inclusion of equipment from the newly acquired farms in this calculation. Other operating expenses amounted to RON 22.0 million (2023: RON 22.4 million, -2%), mainly including expenses for machinery repairs and logistics, crop transportation costs, expenses related to asset disposals, legal and financial consulting fees, as well as banking and leasing commissions. The remuneration expenses for the Board of Directors members remained unchanged at RON 0.76 million (2023: RON 0.76 million, 0%).

Overall, operating expenses decreased by 2% compared to 2023, amounting to RON 121.3 million (2023: RON 124.0 million).

The EBITDA indicator recorded a result of RON 3.48 million (2023: -RON 9.72 million), with the increase mainly driven by a significant reduction in production costs due to lower input costs, particularly fertilizer prices. Another contributing factor was the optimization of logistics costs compared to 2023, by using more cost-effective alternatives such as barge and rail transport instead of road transport. Additionally, the workforce was reduced through production process optimizations and the completion of the integration of farms acquired in 2023.

The financial loss of RON -8.65 million (2023: RON -9.04 million) includes interest expenses related to bank loans for acquisitions and working capital, interest on financial leasing contracts, foreign exchange differences, and other financing-related commissions. The main reason for the difference compared to December 31st, 2023, is the decline in ROBOR and EURIBOR indices, which form the basis for interest rate calculations on the company's financing.

The net loss of RON -23.2 million (2023: RON -34.1 million) represents a 32% reduction compared to the same period last year and is primarily due to lower operating expenses, cost optimization efforts, and workforce reductions.

Assets and liabilities

Total assets increased by 4% since the beginning of 2024, reaching RON 309.6 million. Fixed assets grew by 3% due to the revaluation of owned land and the acquisition of new farms, which offset depreciation and the sale of outdated equipment. In 2024, the silage storage facilities were completed and put into operation, with a total investment of RON 22.0 million. As of December 31st, 2024, inventories amounted to RON 53.1 million, remaining at a similar level to 2023. These mainly consist of ongoing production for the current agricultural year (RON 30.3 million), input stocks such as seeds, fuel, fertilizers, and treatments (RON 20.1 million), and finished goods and merchandise (RON 1.9 million). The group's receivables reached RON 43.1 million, including trade receivables related to sales from the current agricultural year's harvest, agricultural subsidies, and recoverable VAT. At the end of 2024, cash and cash equivalents stood at RON 0.85 million.

Equity increased by RON 10.2 million compared to the beginning of the year (RON 68.0 million), with the annual loss being offset by a capital increase.

The group's total liabilities remained stable at RON 230.8 million, mainly due to repayments of the syndicated loan balance and lease agreements.

Current liabilities to suppliers increased by RON 34.6 million, reflecting the expansion of cultivated areas and including inputs for the 2023-2024 and 2024-2025 agricultural years. Other short-term liabilities primarily consist of repayments related to factoring operations, APIA subsidies, salaries and related taxes, and customer advances. Short-term bank debt increased by 6% during the year to RON 59.7 million, including RON 28.9 million in working capital financing maturing within one year from the syndicated loan signed in the first half of 2023, RON 0.8 million in additional working capital for the farms acquired in 2024, RON 30 million in other short-term bank loans and lease financing. Long-term debt amounted to RON 60.7 million, marking a 22% decrease since the beginning of the year. As of December 31st, 2024, the group had total interest-bearing debt of RON 120.0 million, of which RON 68.9 million were bank loans and RON 51.1 million were financial leases.

As of the reference date, the net financial debt of Holde Agri Invest stands at RON 119.1 million.

The group's capital structure shows a current liquidity ratio (Current Assets/Current Liabilities) of 0.61 and a Debt-to-Equity Ratio (Borrowed Capital/Equity Capital) of 0.60.

Individual results

During 2024, Holde Agri Invest S.A. did not generate significant operational revenues, with the negative evolution compared to the previous year being attributed to the Group's maturity level, which led to the optimization of its operational flows and organizational structure.

The main expenses recorded during the year were operating expenses (RON 3.0 million, 2023: RON 3.7 million, -19%), which mainly included legal assistance costs related to various M&A and financing projects, Board member indemnities, PR expenses, rent, and financial audit costs.

The operating loss of RON 3.4 million (2023: RON -9.3 million) represents a 63% reduction compared to the previous period. Financial revenues increased significantly to RON 3.6 million (2023: RON 1.6 million, +130%) as a result of the increase in the balance of loans granted to the Group's subsidiaries. The decrease in financial expenses to RON 1.6 million (2023: RON 2.4 million, -33%) was mainly due to the reduction in variable interest rates on outstanding loans. The net result for the period is a loss of RON 1.4 million (2023: RON 10.1 million, +86%).

Regarding the balance sheet structure, the increase in financial investments compared to the previous period to RON 72.5 million (2023: RON 66.9 million, +8%) resulted from the completion of the acquisition of farms corresponding to the Group's fifth operational hub. The 18% increase in receivables compared to the previous period is represented by loans granted to subsidiaries to help them overcome the difficult period caused by the drought in the summer of 2024. The decrease in current liabilities to RON 5.0 million (2022: RON 28.4 million, -82%) was mainly due to the completion of the share capital increase initiated in the fall of 2023 and the conversion into shares of the debt owed to the former administrator, Holde Agri Management SRL. Equity increased by 39% compared to the previous period, mainly as a result of the share capital increase and shareholder loans amounting to RON 10.0 million to support the Group's current activity.

Investment program

In 2024, Holde Agri Invest SA carried out an investment program of RON 5.62 million financed from its own sources and borrowed capital. The main funded objectives included:

- Farms acquisitions – RON 4.25 million
- Land purchases – RON 0.29 million
- Expansion of silage capacity – RON 0.48 million
- Purchases of technological equipment (machines, equipment) – RON 0.4 million
- Basic mechanization investments (halls, platforms, roads) – RON 0.2 million

The consolidated financial statements of the Holde group included the companies Holde Agri Invest SA, Agricultura Inovativa SRL, Agro Antran SRL, Agro Sargadillo SRL, Alcadan Agri SRL, Benasque SRL, Inter Muntenia SRL, Ronosca SRL, Agrocom Exim Prop SRL, Bigmed SRL, Capriciu de Licuriciu SRL, Agromixt Buciumeni SRL, Agro Fields Future SRL, Interprest Agrotex SRL, Play Promotion Group SRL and Holde Agri Operational SRL.

Tangible Assets

Holde Agri Operational SRL is the company that owns all agricultural equipment, as well as providing agricultural services, from plowing to harvesting. The company will also purchase and manage all agricultural materials and inputs, such as seeds, fertilizers, treatments, through a specialized procurement system.

Machinery

- Combines for harvesting grain and specialized headers
- High power tractors 620hp
- Medium power tractors 380-400hp
- Sowers for creepers
- Sowers for paddy fields
- Cultivator seed bed preparation with discs and arrows
- Land preparation disc system
- Scavenger between the rows
- Various harrows
- Transfer trailers

- Self-propelled application phyto-sanitary treatments
- Fertilizer application trailers

Storage spaces

Part of the concept of modern agriculture is also the problem of storing and capitalizing products in optimal conditions of quality and price. Considering the prices that can be obtained at the time of harvest, as well as the difficulty of ensuring transport from the field to the customer (and the price of transport), Holde Agri Invest aims to organize both capital flows and storage capacity to be able to make optimal use of the obtained harvest.

Through Holde Agri Operațional SRL, Holde has a storage capacity of 25,000 tons (15,000 through the silo at Calinești, Roșiori farm and 10,000 through the one at Buciumeni, Frumușani farm).

CONSOLIDATED PROFIT AND LOSS ACCOUNT

According to RAS

Consolidated Profit & Loss Account (RON)	31.12.2023	31.12.2024	Evolution %
Operating revenue, of which:	99,522,107	106,995,238	8%
Sales of own agricultural products	62,337,469	58,831,358	-6%
Sales of products	3,016,433	3,272,628	8%
Revenue from operating grants	20,128,539	22,800,498	13%
Inventory variation	7,235,219	9,387,773	30%
Other operating revenues, of which:	6,804,447	12,702,980	87%
Other grants	2,331,518	2,051,466	-12%
Active sales	4,256,387	3,614,028	-15%
Calamity compensation	0	5,718,982	-
Other operating revenues	216,542	1,318,503	509%
Operating expenses, of which:	124,029,553	121,343,238	-2%
Materials expenses, of which:	58,516,209	50,103,399	-14%
Costs of raw materials and materials	55,060,139	46,570,928	-15%
Costs of goods	2,891,092	3,010,818	4%
Other material expenses	564,978	521,653	-8%
Lease	12,354,602	15,783,362	28%
Personnel expenses	15,221,583	15,609,561	3%
Amortization expenses, of which	14,787,656	17,826,908	21%
Depreciation and amortization expenses	9,480,019	13,071,997	38%
Expenses with the amortization of right-of-use	2,240,680	1,057,663	-53%
Expenses with amortization of goodwill	3,066,957	3,697,248	21%
Other operating expenses	22,436,464	22,020,007	-2%
Management contract termination fee	713,039	0	-100%
Operating result	(24,507,446)	(14,348,000)	-41%
Financial income	357,170	142,813	-60%
Financial expenses, of which	9,394,994	8,796,860	-6%
Loans interest & leasing	8,521,107	8,519,625	0%
Other financial expenses	873,887	277,235	-68%
Financial result	(9,037,824)	(8,654,047)	-4%
Total income	99,879,277	107,138,051	7%
Total expenses	133,424,547	130,140,098	-2%
Gross result	(33,545,270)	(23,002,047)	-31%
Income tax	526,175	200,768	-62%
Net result	(34,071,445)	(23,202,815)	-32%

CONSOLIDATED BALANCE SHEET

According to RAS

Consolidated balance sheet (RON)	31.12.2023	31.12.2024	Evolution %
Fixed assets, of which:	199,135,019	205,894,726	3%
Intangible assets, of which:	59,259,272	61,090,158	3%
Licenses	443,345	493,667	11%
Intangible assets - right of use	33,471,301	35,709,049	7%
Goodwill	25,344,626	24,887,441	-2%
Tangible fixed assets, of which:	138,172,042	144,083,775	4%
Lands	16,734,042	31,045,148	86%
Buildings	4,285,620	26,713,101	523%
Equipment & Vehicles	90,399,328	83,409,207	-8%
Other equipment, machinery, and furniture	101,062	639,240	533%
Prepayment and fixed assets under investment	26,651,990	2,277,080	-91%
Financial assets	1,703,705	720,793	-58%
Current assets, of which:	93,134,373	97,046,722	4%
Inventory, of which:	53,434,973	53,062,980	-1%
Raw materials and consumables	16,474,660	20,149,996	22%
Inventory items	0	0	0%
Finished products	6,035,061	564,650	-91%
Commodities	1,187,864	1,355,892	14%
Packaging	6,760	131,224	1841%
Production in progress	29,416,790	30,275,176	3%
Inventory prepayments	313,838	586,042	87%
Receivables, of which:	28,063,603	43,130,713	54%
Trade receivables	3,910,734	15,817,559	304%
Other assets	24,152,869	27,313,154	13%
Short-term investments	1,240	1,240	0%
Cash & cash equivalents	11,634,559	851,789	-93%
Prepaid expenses	6,355,860	6,615,473	4%
TOTAL ASSETS	298,625,252	309,556,920	4%
Current liabilities, of which:	152,693,280	170,647,544	12%
Third-party suppliers	51,361,173	85,975,405	67%
Affiliates payables	12,464,656	239,929	-98%
Bank debt <1 year	32,519,572	34,462,472	6%
Financial leasing <1 year	23,626,330	25,332,683	7%
Other current liabilities	32,721,549	24,637,056	-25%
Non-current liabilities, of which:	77,457,146	60,195,423	-22%
Bank debt	38,100,662	34,384,994	-10%
Financial leasing	39,356,483	25,810,429	-34%
Provisions	182,544	194,436	7%
Advance income	265,478	248,833	-6%

Total liabilities	230,150,426	230,842,967	0%
Equity, of which:	68,026,804	78,270,683	15%
Subscribed and paid-up share capital - ordinary shares	101,435,040	120,577,734	19%
Preference shares	695,850	695,850	0%
Other elements of equity	861,991	10,861,991	1160%
Share premium	10,157,240	13,636,383	34%
Revaluation reserves	968,060	14,071,141	1354%
Reserves	16,839,058	16,839,059	0%
Impairment on equity instruments	16,162,458	16,162,458	0%
Profit or loss carried forward	(12,696,533)	(59,046,201)	365%
Profit or loss for the period	(34,071,444)	(23,202,815)	-32%
Distribution of profit	0	0	0%
TOTAL EQUITY AND LIABILITIES	298,625,252	309,556,920	4%

CONSOLIDATED CASH-FLOW

CASH FLOW (RON)	31.12.2023	31.12.2024
Profit before tax	(34,071,444)	(23,202,815)
Adjustments for:		
Adjustments on account of the reported result	(5,609,131)	3,479,143
Adjustments for exchange rate losses/(gains).	582,018	167,916
Depreciation and provisions	14,787,656	17,839,572
Loss/(Profit) from the transfer of assets	(2,916,564)	(1,183,868)
Financial revenue	(55,087)	(33,494)
Financial costs	8,521,107	8,519,625
Tax on profit	526,179	200,768
Profit before working capital change	(18,235,266)	5,786,848
Decrease/(Increase) of receivables	(11,052,618)	(14,566,105)
Decrease/(Increase) of inventory	(8,086,053)	371,993
Increase/(Decrease) of liabilities	46,506,316	3,863,129
Cash from operating activity	9,132,379	(4,544,136)
Interest paid	(8,509,783)	(8,542,205)
Profit tax paid	(526,179)	(200,768)
Net cash from operating activity	96,417	(13,287,109)
<i>Flows from investment activities</i>		
Acquisitions of tangible and intangible assets	(23,127,660)	(15,849,857)
Sales of tangible and intangible assets	4,256,387	3,614,028
Acquisitions of farm shares	4,567,780	(1,122,615)
Interest collected	55,087	33,494
Net flows from investment activities	(14,248,406)	(13,324,951)
<i>Flows from financing activities</i>		
Increase in share capital	4,153,301	19,142,894
Receipts/(Payments) related to leasing contracts	(12,784,206)	(8,914,576)
Current bank loans - net	14,915,329	(706,032)
Non-current bank loans - withdrawals	17,969,292	(3,692,997)
Shareholder Loans/(Repayments)	-	10,000,000
Net flows from financing activities	24,253,715	15,829,289
Net increase/(Decrease) in cash	10,101,727	(10,782,771)
Cash at the beginning of the period	1,532,832	11,634,559
Cash at the end of the period	11,634,559	851,788

INDIVIDUAL PROFIT AND LOSS ACCOUNT

According to RAS

PROFIT AND LOSS ACCOUNT (RON)	31.12.2023	31.12.2024	Evolution %
Operating revenue, of which:	546	144	-74%
Other operating revenue	546	144	-74%
Other revenue (sale of assets.)	546	144	-74%
Operating expenses, of which:	9,306,276	3,351,604	-64%
Expenses with the materials, of which:	13,331	2,586	-81%
<i>Other material expenses</i>	13,331	2,586	-81%
Personnel costs	343,072	300,138	-13%
Depreciation expenses and value adjustments	5,244,604	7,230	-100%
Other operating expenses	2,992,230	2,029,876	-32%
Management contract termination fee	713,039	1,011,774	42%
Operating result	(9,305,730)	(3,351,460)	-64%
Financial revenue	1,558,716	3,592,036	130%
Financial expenses of which:	2,362,080	1,601,378	-32%
<i>Interest loans & leasing</i>	2,220,183	1,583,623	-29%
<i>Other financial expenses</i>	141,897	17,755	-87%
Financial result	(773,364)	1,990,658	357%
Total revenue	1,559,262	3,592,180	130%
Total expenses	11,668,357	4,952,982	-58%
Gross result	(10,109,094)	(1,360,802)	-87%
Net result	(10,109,094)	(1,360,802)	-87%

INDIVIDUAL BALANCE SHEET

According to RAS

BALANCE SHEET (RON)	31.12.2023	31.12.2024	Evolution %
Fixed assets, of which:	67,145,279	72,701,515	8%
Intangible assets	175,596	175,495	0%
Tangible assets	29,816	22,687	-24%
Financial assets	66,939,867	72,503,333	8%
Current assets, of which:	59,340,053	59,780,023	1%
Receivables	50,631,498	59,753,360	18%
Trade receivables	443,396	394,700	-11%
Other assets	50,188,102	59,358,660	18%
Current investments	1,240	1,240	0%
Cash and cash equivalents	8,707,315	25,423	-100%
Expenses registered in advance	3,640,419	3,664,939	1%
TOTAL ASSETS	130,125,751	136,146,477	5%
Current liabilities, of which:	28,475,473	4,975,249	-83%
Third party suppliers	412,909	1,107,046	168%
Liabilities with affiliates	12,463,501	239,929	-98%
Bank liabilities <1 year	1,738,055	1,737,881	0%
Other current liabilities	13,861,008	1,890,393	-86%
Non-current liabilities, of which:	22,026,007	20,285,912	-8%
Bank liabilities	22,026,007	20,285,912	-8%
Provisions	3,485	3,485	0%
Total liabilities	50,501,480	25,261,161	-50%
Equity, of which:	79,977,156	110,881,831	39%
Subscribed and paid-up share capital – ordinary shares	101,435,040	121,273,584	19%
Other elements of equity	861,991	10,861,991	1160%
Share premium	10,157,240	13,636,383	34%
Impairment on equity instruments	16,162,468	16,162,458	0%
Profit or loss carried forward	(7,257,773)	(17,366,868)	139%
Profit or loss for the period	(10,109,094)	(1,360,802)	-87%
TOTAL EQUITY AND LIABILITIES	130,125,751	136,146,477	34%

INDIVIDUAL CASH-FLOW

CASH FLOW (RON)	31.12.2023	31.12.2024
Profit before tax	(10,109,094)	(1,360,802)
Adjustments for:		
Adjustments on account of the reported result	(4,279,732)	3,479,143
Adjustments for exchange rate losses/(gains)	122,106	14,645
Inventory adjustment	5,294	7,230
Financial revenue	(1,558,716)	(3,588,926)
Financial costs	2,220,183	1,583,538
Profit before working capital change	(13,599,958)	134,829
Decrease/(Increase) of receivables	10,226,511	(5,490,503)
Decrease/(Increase) of inventory	(2,285,231)	0
Increase/(Decrease) of liabilities	14,930,959	(23,544,413)
Cash from operating activity	9,272,281	(28,900,088)
Interest paid	(2,208,836)	(1,606,118)
Profit tax paid	0	0
Net cash from operating activity	7,063,445	(30,506,206)
<i>Flows from investment activities</i>		
Acquisitions of tangible and intangible assets	(18,962)	0
Land acquisitions	(6,196,262)	(5,563,466)
Interest rate received	1,557,450	0
Net flows from investment activities	(4,657,773)	(5,563,466)
<i>Flows from financing activities</i>		
Increase in share capital	4,153,301	19,142,694
Receipts/(Payments) related to leasing contracts	0	0
Current bank loans - net	235,530	(14,645)
Non-current bank loans - withdrawals	1,904,403	(1,740,270)
Shareholders Loans/(Repayments)	0	10,000,000
Net flows from financing activities	6,293,234	27,387,780
Net increase/(Decrease) in cash	8,698,906	(8,681,892)
Cash at the beginning of the period	8,409	8,707,315
Cash at the end of the period	8,707,315	25,423

ELEMENTS OF PERSPECTIVE REGARDING THE ISSUER'S ACTIVITY

The consolidated budget for 2025 of Holde Agri Invest SA is presented below. In the table below, the management also presents the 2024 final results vs. the 2024 budget which was approved by the shareholders in the April 2024 OGMS.

Revenue and Expenditure Budget (RON)	Budget 2024	Actual 2024	24A vs 24B	Budget 2025	25B vs 24A
HECTARES	16,266	16,271	0%	16,271	0%
Revenue from Sales of Products	83,617,610	62,103,987	-26%	99,803,460	61%
Subsidies	20,352,661	24,620,815	21%	20,450,784	-17%
Production in progress	-	9,387,773	-	-	-
Other operating revenues	2,500,000	8,464,080	239%	5,000,000	-41%
Total revenue	106,470,271	104,576,655	-2%	125,254,244	20%
Cost of Production Sold	38,361,957	49,581,746	29%	49,226,794	-1%
Indirect costs	3,169,261	3,353,606	6%	4,136,296	23%
Lease	17,728,638	15,783,362	-11%	17,000,000	8%
Equipment expenses	5,000,000	6,116,551	22%	5,413,652	-11%
Car & Logistics Expenses	3,332,934	3,946,718	18%	1,825,812	-54%
Administrative costs	3,213,250	5,947,201	85%	3,618,229	-39%
Staff costs	14,649,321	16,369,561	12%	13,927,441	-15%
Total expenses	85,455,361	101,098,746	18%	95,148,225	-6%
EBITDA	21,014,910	3,477,908	-83%	30,106,019	766%
EBITDA/ha (EUR)	1,292	214	-83%	1,850	766%
Depreciation expenses	16,501,621	17,826,908	8%	15,106,830	-15%
EBIT	4,513,289	-14,348,999	-418%	14,999,189	n/a
Financial expenses	10,804,007	8,654,047	-20%	9,844,987	14%
EBT	-6,290,718	-23,003,047	266%	5,154,202	-122%
Tax profit	-	200,768	-	148,739	-26%
RAS net result	-6,290,718	-23,203,815	269%	5,005,463	n/a

Consolidated balance sheet (RON)	31-Dec-24	31-Dec-25	25B vs. 24A
Non-current assets, of which:	205,894,726	190,787,896	-7.34%
Intangible assets	61,090,158	58,940,158	-3.52%
Tangible assets	144,083,775	131,126,945	-8.99%
Financial assets	720,793	720,793	0.00%
Current assets, of which:	103,662,194	102,440,773	-1.18%
Inventories	53,062,980	56,236,595	5.98%
Trade receivables & other assets	49,747,426	44,537,307	-10.47%
Cash and bank equivalents	851,789	1,666,871	95.69%
Total assets	309,556,920	293,228,669	-5.27%
Current liabilities, of which:	171,090,814	117,777,821	-31.16%
Suppliers & other liabilities	111,295,660	72,679,052	-34.70%
Financial liabilities <1 year	59,795,155	45,098,769	-24.58%
Non-current liabilities, of which:	60,195,423	55,174,702	-8.34%
Financial liabilities >1 year	60,195,423	55,174,702	-8.34%
Total liabilities	231,286,237	172,952,523	-25.22%
Equity, of which:	78,270,683	120,276,146	53.67%
Subscribed share capital – total shares	121,273,584	146,273,584	20.61%
Equity-like items	10,861,991	22,861,991	110.48%
Revaluation reserves	14,071,141	14,071,141	0.00%
Other reserves	14,312,984	14,312,984	0.00%
Retained earnings	-59,046,201	-82,249,017	39.30%
Net result for the year	-23,202,815	5,005,463	n/a
Total equity and liabilities	309,556,920	293,228,669	-5.27%

RISKS

Price risk - Price risk affects the company to the extent that prices to suppliers of raw materials, materials and utilities increase without the company being able to profitably incorporate negative changes in its final price while maintaining turnover, respectively, without being able to minimize adverse effects by cost management. The company addresses this risk through rigorous cost control, but also through an increasing internalization of the production of raw materials and materials. These measures allow the sizing of profit margins so that, once the price risk materializes, its negative impact can be absorbed at the price of the final product. For the grain trading business line, which is scheduled to launch in the coming years, the price risk will be significant as the volatility of grain prices on specialized exchanges is high and the predictability is low. At that time, the company's management will use the instruments to cover this risk through futures, forward commodity and / or currency contracts.

Credit risk - Credit risk is considered the main vulnerability for activities in the agricultural sector, where, in general, the speed of debt collection is slow, respectively higher than 365 days. We note that this risk is significantly more pronounced in the case of agricultural inputs (eg seeds, fuel, fertilizers, treatments, etc.) than in the case of the sale of finished products (cereals).

Liquidity risk - Liquidity risk is the probability that the company will not be able to meet its current obligations by capitalizing on available assets. Debt collection difficulties are a potentially important source of arrears in meeting the company's payment obligations. By monitoring liquidity forecasts, the company's management seeks to ensure that there is sufficient funds available to meet operational requirements so that the company can meet its current obligations to its creditors. In terms of liquidity indicators that estimate the extent to which the company can cover its current liabilities on current assets, the company does not face liquidity problems.

Cash flow risk - This represents the risk that the company will not be able to meet its payment obligations at maturity. A prudent cash flow risk management policy involves maintaining a sufficient level of cash, cash equivalents and financial availability through properly contracted credit facilities.

Currency risk - Foreign exchange risk is mainly associated with future export sales - for which the appreciation of the national currency is a negative factor, a decrease in profitability, while the devaluation of the national currency positively influences the value of revenues - but also leases denominated in euro. The company's management considers that the potential impact of this risk does not significantly affect the company's financial profitability and does not intend to use special protection instruments in this regard.

The risk associated with interest rates - Macroeconomic and international developments that are reflected in the dynamics of inflation, monetary policies at national and European level but also in the evolution of the capital market influence the interest rate, to which fluctuations the issuer is exposed mainly through loans and lines of credit contracted. The increase in interest rates is absorbed at the level of financial costs, with a negative impact on the financial situation, results of operations and prospects of the company.

The risk generated by the lease-based business model - The company's business model stipulates that the optimal structure for the exploitation of the surfaces is 75% of the lease type model, 25% in the ownership regime. There are some risks to building a leased business model. While the lease is generally signed for a period of 5-10 years, there is a possibility that after this time, the land owner will no longer want to rent the land to Holde Agri Invest and thus the company will be able to lose a part of the land it operates.

Risks related to the quantities that can be traded - Farmers have no real way of knowing how many other farmers are planting a particular crop or what average yields they may have each year. Often, a good price for a particular crop in one year motivates many farmers to plant that crop the following year. This change increases production in the face of constant demand, reducing the price and making the harvest much less attractive next year. There is also a risk of declining sales and prices due to increased numbers of competing farmers or changing consumer preferences.

Market risk - The risk refers to the possibility that the Issuer may lose access to the market for its products or that the price received will be lower than expected. Marketing risks may also arise from loss of market access due to the relocation or withdrawal of a buyer from the contractual relationship with one of the owned companies or a processor, or if a product does not meet market standards or packaging requirements.

The risk associated with the business development plan - the company aims for sustainable growth by acquiring new farms and by continuing investments in modernizing existing farms in its portfolio. However, the possibility that the pace at which the company is expanding its operating area may not be in line with expectations and estimates is not ruled out, and in this case could have a negative effect on the company's financial situation. In particular with regard to the extension of the exploited land, the management is prudent and selective and only considers farms that are synergistically aligned with existing farms. For years when management does not identify good enough opportunities for the expansion of exploited land, there is a plan for other investments - in storage, machinery, irrigation, farm modernization - which can maximize production - and last but not least, in agricultural projects -tech with which Holde can have very good synergies. Currently, with a significant size of over 12,000 ha of land, the company has more opportunities than before, both to increase capital and to invest it in profitable Holde projects.

The risk associated with making financial forecasts - the financial forecasts start from the premise of fulfilling the business development plan. The company intends to periodically issue forecasts on the evolution of the main economic and financial indicators in order to provide potential investors and the capital market with a true and complete picture of the current situation and future plans envisaged by the company, as well as current reports detailing the comparative elements between the forecasted data and the actual results obtained. Forecasts will be made in a prudent manner, but there is a risk of failure to meet them, therefore the data to be reported by the company may be significantly different from those forecast or estimated as a result of factors not previously foreseen. or whose negative impact could not be counteracted or anticipated.

Key employee / staff risk - Attracting, retaining and motivating qualified personnel, an important asset for the research-development-innovation function of the Company, a vector of competitiveness and continuous development of the company's business. In the context of developments in the internal and European labor market, there is a risk that the company will not be able to retain qualified staff and will encounter difficulties in attracting new employees with a profile appropriate to the company's needs. In order to prevent this risk, the company applies human resources policies aimed at ensuring the necessary workforce through appropriate contractual clauses, through incentive, motivation and self-interest tools. The company also pays more attention to working conditions and increasing professional qualifications. Failure to comply with the obligations of significant contractual partners for the Issuer, between suppliers or distributors may lead to disruptions in the conduct of business and, respectively, to difficulties in meeting the contractual obligations of the company to third parties.

The company takes measures to ensure the creditworthiness and capacity of the parties prior to the conclusion of the contracts, without being able to guarantee the prevention or management of these risks.

The risk generated by possible conflicts of interest - Even if, at this date, there are no conflicts of interest in the management, administrative and supervisory bodies of the company, the management of the Company undertakes to continuously analyse the possible causes of risk of conflicts of interest and to be prepared procedurally to meet them, the evidence of these potential conflicts being highlighted in a register. **Tax risks** - The legislative framework in continuous dynamics, with multiple normative acts on different fiscal areas and with numerous ambiguities can create confusion. The process of consolidating and harmonizing the Romanian tax system with European legislation, allows different interpretations of certain aspects that are treated differently by the tax authorities. This may lead to additional fines and penalties. In addition to management, auditors and the Company's internal control are involved in preventing these risks.

Related party transactions - In the category of fiscal risks, those associated with transactions between related parties are highlighted. Given the changes in legislation and the attention paid by transfer

control bodies, the absence of specialized documentation to substantiate transactions between related parties is an important source of fiscal risk. The Issuer initiated the steps for the preparation of the Transfer Pricing File, benefiting in this respect from the assistance of the specialized department of Tuca Zbarcea & Asoc.

Legal risks - In the current activity, as a result of legislative changes, of the dynamics in its relations with counterparties (customers, competitors or regulators), the Issuer is subject to the risk of litigation, with an impact on the financial situation and on the company's image. The main areas of vulnerability identified are those of a contractual nature - the intermediaries were not able to assess the possible vulnerabilities resulting from the legal acts concluded between the Issuer and the main customers / suppliers.

Litigation risks - From the information held at the time of preparation of this Report, the Issuer declares that it is not aware of the existence of any governmental, judicial or arbitration proceedings, including any such ongoing or potential proceedings, in the last 12 months, nor is aware of any such procedure that would have a significant effect on the financial position or profitability.

Political and military instability in the region - Political and military instability in the region, such as the invasion of Ukraine by the Russian Federation and the subsequent war in Ukraine, can lead to deeply unfavourable economic conditions, social unrest or, at worst, military confrontations in the region. The effects are largely unpredictable, but may include declining investment, significant currency fluctuations, rising interest rates, reduced credit availability, trade and capital flows, and rising energy prices. These and other unforeseen adverse effects of crises in the region could have a material adverse effect on the Issuer's business, prospects, results of operations and financial position.

Indirectly, through controlled companies - Ronosca SRL, Agro Sargadillo SRL and Inter Muntenia, are in litigation with the Agency for Payments and Intervention in Agriculture (APIA) and the Agency for Financing Rural Investments, litigations that are started before the date of acquisition of the respective companies by the Issuer, litigations which are assumed and guaranteed by the former owners of the respective companies by withholding the disputed amounts from the sale price.

Other risks - Potential investors should consider that the risks presented above are the most significant risks that the company is aware of at the time of writing. However, the risks presented in this section do not necessarily include all those risks associated with the company's business, and the company cannot guarantee that it covers all relevant risks. There may be other risk factors and uncertainties that the company is unaware of at the time of writing, and which may change the company's actual results, financial condition, performance and performance in the future and may lead to a decrease in the company's share price. Investors should also carry out the necessary prior checks to make their own assessment of the investment opportunity.

PRINCIPLES OF CORPORATE GOVERNANCE

Statement on alignment with BVB's Corporate Governance principles for the multilateral trading system
- AeRO market.

CODE	PROVISIONS THAT MUST BE RESPECTED	FULLY RESPECT	NO RESPECT	EXPLANATIONS
SECTION A – RESPONSIBILITIES OF THE BOARD OF DIRECTORS (BOARD)				
A1.	The company should have internal board regulations that include terms of reference regarding the board and key management functions of the company. the administration of the conflict of interests at council level should also be dealt with in the council regulation	√		The Issuer fully complies with this provision.
A2.	Any other professional commitments of the members of the board, including the position of executive or non-executive member of the board in other companies (excluding subsidiaries of the company) and non-profit institutions, will be notified to the board before appointment and during the term of office.	√		The Issuer fully complies with this provision. All the professional commitments of the directors can also be found in the company's annual reports.
A3.	Each member of the board shall inform the board of any connection with a shareholder who directly or indirectly holds shares representing not less than 5% of the total number of voting rights. this obligation shall take into account any connection which may affect the position of that member on matters relating to decisions of the council.	√		The Issuer fully complies with this provision.
A4.	The annual report will inform whether an evaluation of the council under the chairmanship has taken place. the annual report shall contain the number of meetings of the council.	√		The Issuer fully complies with this provision.
A5.	The procedure for cooperation with the authorized consultant for a period during which such cooperation is applicable shall contain at least the following:			Not applicable. The period for which the Issuer was conditioned to collaborate with an Authorized Consultant expired on 01.10.2021.
A5.1.	Contact person for the authorized consultant			
A5.2.	The frequency of meetings with the Authorized Consultant, which will be at least once a month and whenever new			

	events or information involve the submission of current or periodic reports, so that the Authorized Consultant can be consulted;			
A.5.3.	The obligation to inform the Bucharest Stock Exchange about any malfunction that occurred during the cooperation with the Authorized Consultant, or the change of the Authorized Consultant.			

SECTION B – CONTROL / INTERNAL AUDIT

B1.	The Board will adopt a policy so that any transaction of the company with a subsidiary representing 5% or more of the company's net assets, according to the latest financial reporting, is approved by the Board.		√	Holde does not have such a policy in place. In any case, Holde did not make such transactions in 2024.
B2.	The internal audit must be carried out by a separate organizational structure (internal audit department) within the company or through the services of an independent third party, which will report to the Board and, within the company, report directly to the General Manager.	√		In 2024, Holde Agri Invest had an internal auditor.

SECTION C – FAIR REWARDS AND MOTIVATION

C1.	The company will publish in the annual report a section that will include the total income of the members of the Board and the general manager and the total amount of all bonuses or any variable compensation, including the key assumptions and principles for their calculation.	√		The Issuer fully complies with this provision.
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SECTION D – BUILDING VALUE THROUGH INVESTOR RELATIONS

D1.	The company must organize an investor relations service made known to the general public through the responsible person. In addition to the information required by law, the company must include on its website a section dedicated to investor relations, in Romanian and English, which will present all relevant information of interest to investors, including:	√		Holde Agri Invest complies with all the rules regarding the IR function as detailed below. The company has a dedicated investor relations section on the website www.holde.eu which is available in both English and Romanian.
D1.1	The main regulations of the company, in particular the articles of association and the internal regulations of the statutory bodies;	√		Holde Agri Invest's key regulations can be found on the issuer's website.
D1.2	CVs of members of statutory bodies;	√		The CVs and biographies of the company's management staff can be found on the Holde Agri Invest website as well as in the annual reports.

D1.3	Current and periodic reports;	√		All current and periodic reports of Holde Agri Invest are available on the issuer's website.
D1.4	Information on general meetings of shareholders: agenda and related materials; decisions of general meetings;	√		All information related to the Holde Agri Invest GMS is available on the issuer's website.
D1.5	Information about corporate events such as the payment of dividends or other events that result in the acquisition or limitation of a shareholder's rights, including deadlines and the principles of such transactions;	√		If applicable, this information will be published by the company on the Holde Agri Invest website, as well as through a current report sent to the BSE.
D1.6	Other extraordinary information that should be made public: cancellation, modification, initiation of cooperation with an authorized consultant; or signing, renewing or terminating an agreement with a market marker.	√		If applicable, this information will be published by the company on the Holde Agri Invest website, as well as through a current report sent to the BSE.
D1.7	The company must have an investor relations function and include in the section dedicated to this function, on the company's website, the name and contact details of a person who has the ability to provide, upon request, appropriate information.	√		Contact details for Holde Agri Invest's IR department can be found on the company's website under the "Investors" section.
D2.	The company must adopt a dividend policy as a set of guidelines / principles regarding the distribution of net profit. The dividend policy must be published on the company's website.	√		The company's dividend policy is available on the Holde Agri Invest website under the "Investors" section.
D3.	The company must adopt a policy on forecasts, indicating whether or not they will be provided. Forecasts are quantified conclusions of studies aimed at determining the total impact of a list of factors for a future period (hypotheses). The policy must set out the frequency, the period under consideration and the content of the forecast. If published, the forecasts will be part of the annual, half-yearly or quarterly reports. The forecast policy will be published on the company's website.	√		Holde Agri Invest's forecasting policy is available on the company's website under the "Investors" section.
D4.	The company must set the date and place of a general meeting so as to allow the participation of as many shareholders as possible.	√		Holde Agri Invest organizes and will continue to organize the GMS on working days, at the company headquarters in Bucharest as well as online.
D5.	The financial statements must include information in both Romanian and English on the main factors that influence changes in sales, operating profit, net profit or any other relevant indicator.	√		Holde Agri Invest issues all information for investors, including financial reports, bilingually, in English and in Romania.
D6.	The company must hold at least one meeting / conference call with analysts	√		Holde Agri Invest will organize at least once a year "HAI Investor

and investors each year. The information presented on these occasions will be published in the investor relations section of the company's website, at the time of that meeting / conference call.

Day" - an event to which all stakeholders will be invited, including investors, analysts and media representatives.

DECLARATION OF THE MANAGEMENT

Bucharest, March 28th, 2025

According to the best information available, we confirm that the audited consolidated and individual simplified financial statements prepared for the January 1st, 2024 to December 31st, 2024 period provide a fair and accurate view of the assets, liabilities, financial position and income and expenses statement of Holde Agri Invest SA, as required by the applicable accounting standards, and that the Board of Directors report for 2024 provides a fair and accurate picture of the important events that took place during the financial year 2024 and their impact on the consolidated and individual financial statements.

Iulian-Florentin Circiumaru

Chairman of the Board of Directors of Holde Agri Invest SA