

**CONVENING NOTICE FOR THE ORDINARY AND EXTRAORDINARY GENERAL MEETING  
OF THE SHAREHOLDERS  
OF THE COMPANY HOLDE AGRI INVEST S.A.**

The Board of Directors of **HOLDE AGRI INVEST S.A.**, a joint-stock company, organized and operating under the Romanian laws, with its registered office at 1 Intr. Nestorei, Building B, 10th floor, 4<sup>TH</sup> District, Bucharest, Romania, registered with the Trade Registry under no. J40/9208/2018, European Unique Identifier (EUID): ROONRC. J40/9208/2018, sole registration code 39549730, with a subscribed and paid-up share capital of RON 121,273,584, divided into 121,273,584 registered shares, of which 120,577,734 ordinary shares and 695,850 preference shares with preferred dividend with no voting right (the “**Company**”) (the “**Board of Directors**”), in accordance with the provisions of the Company’s Articles of Association (the “**Articles of Association**”), of Companies’ Law no. 31/1990, of Law no. 24/2017 on issuers of financial instruments and market operations (“**Law no. 24/2017**”), of FSA Regulation no. 5/2018 on issuers of financial instruments and market operations (“**Regulation no. 5/2018**”),

**HEREBY CONVENES**

The Ordinary General Meeting of Shareholders (the “**OGMS**”) and the Extraordinary General Meeting of Shareholders (the “**EGMS**”) for **28.04.2025**, at **3:00 P.M.**, respectively **3:45 P.M.**, at the registered office of the Company located in 1 Intr. Nestorei, Building B, 10th floor, 4<sup>TH</sup> District, Bucharest, for all the shareholders registered by the end of **17.04.2025** in the Shareholders’ Register kept by Depozitarul Central S.A., deemed to be the reference date.

If the quorum requirements are not met at the above-mentioned date, according to art. 118 of Companies’ Law no. 31/1990 (“**Law no. 31/1990**”), republished, it is hereby convened and established the second meeting of the OGMS/EGMS for **29.04.2024**, starting with **3:00 P.M.**, respectively **3:45 P.M.**, at the registered office of the Company located in 1 Intr. Nestorei, Building B, 10th floor, 4<sup>TH</sup> District, Bucharest, for all the shareholders registered by the end of **17.04.2025** in the Shareholders’ Register kept by Depozitarul Central S.A., deemed to be the reference date.

**I. The agenda of the OGMS is the following:**

1. Approval of the individual and consolidated financial statements of the Company for the financial exercise 2024, prepared on the basis of the Report of the Board of Directors and the Report of the financial auditor for 2024.
2. Approval of the Annual Report for 2024 prepared in accordance with Regulation no. 5/2018.
3. Approval of the income and expenses budget of the Company for the financial year 2025.
4. Approval of the investment plan for year 2025.
5. Approval of the remuneration report for the financial exercise 2024, according to art. 107 of the Law no. 24/2017.

**Holde Agri Invest S.A.**

Nr. Reg. Comerțului: J40/9208/2018; CUI 39549730  
Sediul: Intr. Nestorei nr. 1, Corp B, Etaj 10, Sector 4, București, Romania Capital social subscris vărsat: 121.273.584 RON  
[www.holde.eu](http://www.holde.eu) | [contact@holde.eu](mailto:contact@holde.eu)

6. Acknowledgement of the request of resignation from the position of member of the Board of Directors formulated by Mr. Liviu-Gabriel Zagan and therefore, the termination of his mandate as director of the Company starting with 11.04.2025, inclusively the termination of any powers/competences conferred to him pursuant to the Company's Articles of Association and the management agreement.
7. Acknowledgement of the request of resignation from the position of member of the Board of Directors formulated by Mr. Mihai-Daniel Anitei and therefore, the termination of his mandate as director of the Company starting with 11.04.2025, inclusively the termination of any powers/competences conferred to him pursuant to the Company's Articles of Association and the management agreement.
8. Approval of the discharge of liability of Mr. Zagan Liviu-Gabriel, as member of the Board of Directors for the activity related to the financial year 2024.
9. Approval of the discharge of liability of Mr. Anitei Mihai-Daniel, as member of the Board of Directors for the activity related to the financial year 2024.
10. Approval of the discharge of liability of Mr. Enrico-Robert Maxim, as member of the Board of Directors for the activity related to the financial year 2024.
11. Approval of the discharge of liability of Mr. Leca Alexandru-Leonard, as member of the Board of Directors for the activity related to the financial year 2024.
12. Approval of the discharge of liability of Mr. Circiumaru Iulian-Florentin, as chairman of the Board of Directors for the activity related to the financial year 2024.
13. Approval of setting of the date of **16.05.2025** as "**registration date**" for the identification of the shareholders in respect to whom the resolutions adopted by the OGMS shall produce their effects, in accordance with the provisions of art. 87 of Law no. 24/2017.
14. Approval of setting of the date of **17.05.2025** as "**ex-date**", in accordance with the provisions of art. 187 point 11 of the Regulation no. 5/2018.
15. Approval of the empowerment of the Board of Directors and/ or any member of the Board of Directors and/ or the General Manager of the Company, jointly or individually, to fulfil all formalities and procedures with a view to carrying out the OGMS resolution and executing all the necessary documents (including the OGMS resolution, the updated Articles of Association and any document in relation to the Trade Registry Office attached to the Bucharest Tribunal, the Official Gazette, the Financial Supervisory Authority, the Bucharest Stock Exchange, and to any other institutions), with the possibility to sub-delegate such duties to one or several persons as they deem appropriate.

**II. The agenda of the EGMS is the following:**

1. Approval of the amendment of the structure of the Board of Directors, through the reduction of the members' number from 5 (five) to 3 (three), pursuant to the Companies' Law no. 31/1990 and in compliance with the Company's Articles of Association, respectively the maintaining of the following directors: Mr. Circiumaru Iulian-Florentin – Chairman of the Board of Directors, Mr. Enrico-Robert Maxim – member of the Board of Directors and Mr. Leca Alexandru-Leonard – member of the Board of Directors, who will continue to fulfil their current mandates in accordance with the original terms for which they were appointed.

2. Subject to the approval of item 1 on the EGMS agenda, the approval of the amendment and update of the Company's Articles of Association, by the amendment of articles 6.1., 6.2. and 6.13, as follows:

*"6.1. The Company shall be managed on a unitary basis by a Board of Directors in accordance with the applicable legislation and the provisions of these Articles of Association. The Board of Directors shall consist of at least 3 members appointed by the OGMS for mandates of up to 4 years, with the possibility of being re-elected for subsequent seats.*

*6.2. The members of the Board of Directors are:*

**Iulian-Florentin Cîrciumaru**, Romanian citizen, born on 28.03.1983 in Roşiori de Vede, Teleorman County, domiciled in Roşiori de Vede, Teleorman County, 2 Fdt. Piata Amleror, holder of the Identity Card series TR no. 773216, issued by SPCLEP Rosiori de V. on 10.03.2022, valid until 03.08.2031, Personal Identification Number 1830328340928, Chairman of the Board of Directors;

**Alexandru-Leonard Leca**, Romanian citizen, born on 17.12.1972 in Drobeta-Turnu Severin, Mehedinţi County, domiciled in Bucharest Municipality, District. 1, 49-57 Grigore Gafencu street, entrance B, floor. 4, apt. B47, holder of Identity Card series RK no. 634085, issued by S.P.C.E.P. District 1 on 29.10.2020, valid until 17.12.2030, Personal Identification Number 1721217250521, member of the Board of Directors;

**Enrico-Robert Maxim**, Romanian citizen, born on 17.04.1973 in Bucharest, District 1, domiciled in 5 Int. Legendei, District 2, Bucharest, Romania, holder of the Identity Card series RX nr. 883499, issued by S.P.C.E.P. District 2, on 04.04.2016, valid until 17.04.2026, Personal Identification Number 1730417410014, member of the Board of Directors.

*6.13. The Board of Directors is considered legally gathered if at least 2 of its members are present or represented, and decisions may be passed with the affirmative vote of at least two (2) members of the Board of Directors who are present or represented at the meeting"*

3. Approval of the update of the Company's main object of activity in accordance with the Classification of the Activities in the National Economy, NACE Rev. 3 (approved through the Order of the President of the National Institute of Statistics no. 377/17.04.2024). Therefore, the Company's main object of activity is as follows:

The main business domain: 642 Activities of holding companies and financing channels

The main activity of the Company: 6421 Activities of holding companies

4. Subject to the approval of the above item 3 on the EGMS agenda, based on art. 114 para. (1) of Law 31/1990, the empowerment of the Board of Directors (i) to issue any decision and to fulfil all the necessary, useful and / or opportune legal acts and deeds for the amendment, respectively the update of the secondary object of activity of the Company in accordance with the Classification of the Activities in the National Economy, CAEN Rev. 3 (approved through the Order of the President of the National Institute of Statistics no. 377/17.04.2024), respectively (ii) to update/amend the provisions of articles 3.2. of the Articles of Association of the Company.
5. Approval of setting of the date of **16.05.2025** as "**registration date**" for the identification of the shareholders in respect to whom the resolutions adopted by the EGMS shall produce their effects, in accordance with the

provisions of art. 87 of Law no. 24/2017.

6. Approval of setting of the date of **15.05.2025** as “*ex-date*”, in accordance with the provisions of art. 187 point 11 of the Regulation no. 5/2018 on issuers of financial instruments and market operations, issued by the Financial Supervisory Authority,
7. Approval of the empowerment of the Board of Directors and/ or any member of the Board of Directors and/ or the General Manager of the Company, jointly or individually, to fulfil all formalities and procedures with a view to carrying out the EGMS resolution and executing all the necessary documents (including the updated Articles of Association) in relation to the Trade Registry Office attached to the Bucharest Tribunal, the Official Gazette, the Financial Supervisory Authority, the Bucharest Stock Exchange, and to any other institutions, with the possibility to sub-delegate such duties to one or several persons as they deem appropriate.

#### **SPECIFICATIONS REGARDING THE OGMS AND EGMS**

- (1) One or more shareholders, holding, individually or together, at least 5% of the share capital of the Company, has/have the right within no more than 15 days from the date this convening notice has been published, respectively no later than **14.04.2025**:
  - (a) to include new items on the agenda of the General Meetings, under condition that each new item will be submitted together with an explanation or a draft resolution in order to be adopted in the General Meetings;
  - (b) to submit draft resolutions for items proposed to be included on the agenda of the General Meetings.
- (2) Proposals with respect to adding new items on the agenda of the General Meetings, accompanied by a copy of the shareholder’s valid identification document (identity card/passport for natural persons and for legal persons/entities without legal personality, identity card/passport of the legal representative), as well as by a justification or a draft resolution proposed for approval by the General Meetings, shall be submitted as follows
  - (i) by delivering it to the Company’s registry office or by sending it by mail or courier with confirmation of receipt to the Company’s registry office, in a sealed envelope bearing the clearly written statement in capital letters: “FOR THE EXTRAORDINARY OR/AND ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28/29.04.2025”
  - (ii) by e-mail having attached an extended electronic signature, in accordance with Law No. 214/2024 on the use of electronic signatures, timestamps, and trust services based on them, at [investors@holde.eu](mailto:investors@holde.eu), indicating in the subject matter field: “FOR THE EXTRAORDINARY OR/AND ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28/29.04.2025”.

If the case, the Company will publish the updated agenda before the reference date for the OGMS/EGMS (i.e. **17.04.2024**).

The shareholders may exercise the rights to submit questions with respect to the items on the agenda of the General Meetings only accompanied by copies of the shareholder’s valid identity documents (identity card/passport for natural persons and for legal persons/entities without legal personality, identity card/passport of the legal representative). The written questions, if any, may be submitted no later than

25.04.2025, 3:00 P.M., as follows:

- (i) by delivering it to the Company's registry office or by sending it by mail or courier with confirmation of receipt to the Company's registry office, in a sealed envelope bearing the clearly written statement in capital letters: "FOR THE EXTRAORDINARY OR/AND ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28/29.04.2025"
- (ii) by e-mail having attached an extended electronic signature, in accordance with Law No. 214/2024 on the use of electronic signatures, timestamps, and trust services based on them, at [investors@holde.eu](mailto:investors@holde.eu), indicating in the subject matter field: "FOR THE EXTRAORDINARY OR/AND ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28/29.04.2025."

The Company will publish the answers to the questions submitted according to the conditions stipulated in this convening notice on the Company's internet website page - <https://holde.eu/> .

- (3) The shareholders registered at the reference date may exercise the right to attend and vote in the General Meetings:
  - (a) in person;
  - (b) by their legal representative or by an appointed representative having been granted a general or a special power of attorney. The special power of attorney may be granted to any person for representation in only one general meeting and contains specific voting instructions from the shareholder, clearly mentioning the voting option for each item on the agenda of the general meeting. The general power of attorney will be granted by the shareholder, acting as client, only to an agent as it is defined in art. 2 para. (1), point 20 of Law no. 24/2017 regarding the issuers of the financial instruments and market operations, or to an attorney-at-law. The special power of attorney form will be published on the Company's website (<https://holde.eu/>) together with the documents for the debate and the other documents provided by art. 188 of FSA Regulation no. 5/2018. The special power of attorney, in Romanian or English language, will be submitted to the Company, in original, accompanied by copies of the shareholder's valid identity document (identity card/passport for natural persons and for legal persons/entities without legal personality, identity card/passport of the legal representative) as follows:
    - (i) **for OGMS, no later than 48 hours before the first OGSM convocation, respectively until 25.04.2025 at 3:00 PM:**
      - by delivering it to the Company's registry office or by sending it by mail or courier with confirmation of receipt to the Company's registry office at the Company's registered office (i.e., 1 Intr. Nestorei, Building B, 10th floor, 4<sup>th</sup> District, Bucharest, Romania), in a sealed envelope bearing the clearly written statement in capital letters: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28/29.04.2025", or
      - by e-mail having attached an extended electronic signature, in accordance with Law No. 214/2024 on the use of electronic signatures, timestamps, and trust services based on them, at [investors@holde.eu](mailto:investors@holde.eu), indicating in the subject matter field: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28/29.04.2025"
    - (ii) **for EGMS, no later than 48 hours before the first OGSM convocation, respectively until 25.04.2025 at 3:45 PM:**

- by sending it by mail or courier with confirmation of receipt to the Company's registry office at the Company's registered office (i.e., 1 Intr. Nestorei, Building B, 10th floor, 4<sup>th</sup> District, Bucharest, Romania), in a sealed envelope bearing the clearly written statement in capital letters: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28/29.04.2025", or
- by e-mail having attached an extended electronic signature, in accordance with Law No. 214/2024 on the use of electronic signatures, timestamps, and trust services based on them, at [investors@holde.eu](mailto:investors@holde.eu), indicating in the subject matter field: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28/29.04.2025"

A shareholder may appoint in the power of attorney one or more alternate representatives to ensure its/his/her representation in the General Meetings, if the proxy appointed by the power of attorney is unable to fulfil its/his/her mandate. If more alternate representatives are appointed in the power of attorney, the order in which they will exercise their mandate will be specified.

- (c) by correspondence, using the correspondence voting form published on the Company's website (<https://holde.eu/>). The correspondence voting forms, in Romanian or English language, filled in and signed, accompanied by a copy of the shareholder's valid identity document (identity card/passport for natural persons and for legal persons/entities without legal personality, identity card/passport of the legal representative) can be submitted to the Company, in original, as follows:

**(i) for OGMS, no later than 48 hours before the first OGSM convocation, respectively until 25.04.2025 at 3:00 PM**

- by delivering it to the Company's registry office or by sending it by mail or courier with confirmation of receipt to the Company's registry office at the Company's registered office (i.e., 1 Intr. Nestorei, Building B, 10th floor, District 4, Bucharest, Romania), in a sealed envelope bearing the clearly written statement in capital letters: "POSTAL BALLOT FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28/29.04.2025", and for postal ballots for the secret votes, the postal ballots will be submitted by a separate envelope stipulating "SECRET POSTAL BALLOT FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28/29.04.2025", or
- by e-mail having attached an extended electronic signature, in accordance with Law No. 214/2024 on the use of electronic signatures, timestamps, and trust services based on them, at [investors@holde.eu](mailto:investors@holde.eu), indicating in the subject matter field: "POSTAL BALLOT FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28/29.04.2025", and for postal ballots for the secret votes, the postal ballots will be submitted by a separate e-mail stipulating in the subject matter field "SECRET POSTAL BALLOT FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28/29.04.2025".

**(ii) for EGMS, no later than 48 hours before the first OGSM convocation, respectively until 25.04.2025 at 3:45 PM:**

- by delivering it to the Company's registry office or by sending it by mail or courier with confirmation of receipt to the Company's registry office at the Company's registered office (i.e., 1 Intr. Nestorei, Building B, 10th floor, District 4, Bucharest, Romania), in a sealed envelope bearing the clearly written statement in capital letters: "POSTAL BALLOT FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28/29.04.2025", or
- by e-mail having attached an extended electronic signature, in accordance with Law No. 214/2024 on the use of electronic signatures, timestamps, and trust services based on them, at [investors@holde.eu](mailto:investors@holde.eu), indicating in the

subject matter field: "POSTAL BALLOT FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 28/29.04.2025".

The postal ballots which are not received in the form and within the term provided in this convening notice will not be taken into account when the attendance and the voting quorum are established and when the votes are counted in the General Meetings.

- (d) By online voting. Electronic means of voting will be used according to art. 197 of FSA Regulation no.5/2018 regarding the issuers of financial instruments and market operations, through the eVOTE/eVotePRO platform, by accessing the link <https://hai.evotepro.ro/login> from any device connected to the internet.

Shareholders must take into account that, before exercising their voting rights through the eVote/eVotePRO platform, they must complete the registration process described below, and their voting account must be validated by the Company. Thus, for identification and online access to the GMS, through the eVOTE/eVotePRO platform, the shareholders must provide the following information:

(i) Natural persons:

- Name and surname;
- Personal Identification Code (CNP);
- Email address;
- Copy of the identity document (identity card, passport, residence permit);\*
- Phone number (optional).

(ii) Legal persons:

- Name of the legal person;
- Unique registration code (CUI);
- Name and surname of the legal representative;
- Personal Identification Code (CNP) of the legal representative;
- Email address;
- Identity document of the legal representative (identity card, passport, residence permit);
- Copy of the certificate issued by the trade registry or any equivalent document issued by a competent authority

of the state in which the shareholder is legally registered, submitted in original or certified true copy. The documents attesting the capacity of the shareholder as legal representative of the legal entity must be issued no later than 30 days before the reference date \*

- Phone number (optional).

The documents submitted in a language other than English will be accompanied by the translation made by an authorized translator of Romanian/English.

The electronic copy of the above mentioned documents will be uploaded online in the dedicated fields.

Shareholders who are natural persons are required to complete the registration process only once and to update their information whenever necessary. Shareholders who are legal entities/entities without legal personality must complete the registration process for each General Shareholders' Meeting, except for shareholders voting via the eVotePRO platform whose identification documents have been previously validated, provided these documents remain valid (issued no more than 30 days prior to the reference date) and have not been amended and/or replaced with new documents.

\*The files to be uploaded can have one of the following extensions: **.jpg, .pdf, .png**. The shareholders can connect and vote online whenever they want starting with the reference date **17.04.2025**, and until the closing of the voting round by the chairman of the meeting during each session of the general meeting of shareholders. Electronic voting is exercised by selecting an option to vote, namely 'for,' 'against,' or 'abstain,' followed by pressing the 'register vote' button. Votes marked on the platform without pressing the 'register vote' button will not be considered valid

The identification made by the Company in the case of natural persons gives access to the General Meetings of the Company if the respective natural person is a shareholder at the relevant reference date. The identification made by the Company in the case of legal entities, and of the special or general power of attorneys gives access to the General Meetings of the Company after proving each time the validity of the legal representative, respectively of the proxy.

In the event that after the identification process there are discrepancies between the data provided by the shareholder and those in the Shareholders' Register as at the reference date, the shareholder will be notified and will be directed to contact the Shareholder Relations Department at [investors@holdre.eu](mailto:investors@holdre.eu) or at the phone number 40 31 860 21 01.

- (4) The conduct of the General Meetings, the exercise of the vote by proxy or by postal ballot, as well as the exercise of the shareholder's right to information and to submit requests for supplementing the agenda shall be performed pursuant to Law no. 31/1990, Law no. 24/2017 and FSA Regulation no. 5/2018.
- (5) Only the shareholders registered at the reference date, **17.04.2025**, in the shareholders' register kept by Depozitarul Central have the right to participate and vote in the EGMS and OGMS.
- (6) On the EGMS/OGMS date, upon entering the meeting room of the general meeting, the shareholders – natural persons, in case they personally participate at the EGMS/OGMS and the shareholders - legal persons/entities without legal personality, in case they participate through their legal representative, as well as proxies, must present the original identity card/passport in order for their identity to be verified by the representatives



responsible for the organization of the EGMS/OGMS on behalf of the Company.

- (7) All the documents regarding the agenda stipulated by law will be made available to the shareholders starting with **28.03.2025**, from Monday to Friday, between 09-17 hours at the Company's registered office in 1 Intr. Nestorei, Building B, 10<sup>th</sup> floor, District 4, Bucharest, Romania. These documents will also be available on the Company's website - <https://holde.eu/>.
- (8) The shareholders will be able to request in writing copies of the documents referred to at point 6 above, by e-mail or by courier to the Company's registered office, in the latter case paying the related costs. Requests will also indicate the postal address, e-mail address or fax number where the requesting shareholder wishes to receive copies of the relevant documents.
- (9) Regardless of how they are transmitted, requests will be signed by the shareholders or their representatives and will be accompanied by documents proving the identity of the shareholders and, where applicable, the capacity as representative of the signatories.
- (10) All requests and any other additional information regarding the convocation and conduct of the EGMS/OGMS will be sent, respectively obtained at the Company's registered office, by phone - +40 31 860 21 01 or by e-mail: [investors@holde.eu](mailto:investors@holde.eu).

Bucharest, 26.03.2025

Iulian-Florentin Circiumaru  
Chairman of the Board of Directors

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