**SPECIAL POWER OF ATTORNEY FORM**

**FOR THE EXTRAORDINARY GENERAL MEETING OF**

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

**summoned for 28/29.04.2025**

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

or

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

Shareholder at the reference date of **17.04.2025** of **HOLDE AGRI INVEST S.A.**, a joint-stock company, organized and operating under the Romanian laws, with its registered office at 1 Intr. Nestorei, Building B, 10th floor, District 4, Bucharest, Romania, registered with the Trade Registry under no. J40/9208/2018, European Unique Identifier (EUID): ROONRC. J40/9208/2018, sole registration code 39549730, with a subscribed and paid-up share capital of RON 121,273,584, divided into 121,273,584 registered shares, of which 120,577,734 ordinary shares and 695,850 preference shares with preferred dividend with no voting right (the “**Company**”)

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

To represent the undersigned in the **Extraordinary General Meeting of the Shareholders of HOLDE AGRI INVEST S.A.** summoned for the date of **28.04.2025, starting with 03.45 p.m,** at the registered office of the Company, or for **29.04.2025, starting with 03.45 p.m.** at the registered office of the Company *(should the attendance quorum be not met at the first general meeting)*, to exercise the voting right as to the shares held by me at the reference date, with respect to all the issues on the agenda, as follows:

1. **Approval of the 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 fulfill their current mandates in accordance with the original terms for which they were appointed.**

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

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

1. **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 Roșiori de Vede, Teleorman County, domiciled in Roșiori 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, Mehedinți 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.*”**

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

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

1. **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**

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

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

1. **Subject to the approval of the above item 2 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.**

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

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

1. **Approval of the issuance by the Company, until 31.12.2026, of convertible or non-convertible corporate bonds, in dematerialized form, secured or unsecured, with or without discount, with a total value of maximum 5,000,000 euro, or the equivalent of this amount in any other currency, with a fixed or variable yearly interest rate of up to 10% for lei and 7% for euro per year and with a maturity of minimum 3 years and maximum of 7 years, to be offered to investors through a private placement or a public offering. The issue of the bonds can be made, depending on the market conditions and the financing needs of the Company, in a single issue or through several issues, within an offering programme.**

In the decision option recommended by the shareholder VERTICAL SEVEN GROUP S.A.

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

1. **Approval of the admission to trading of bonds within the AeRO multilateral trading system operated by the Bucharest Stock Exchange S.A. or the regulated market administered by the Bucharest Stock Exchange S.A.**

In the decision option recommended by the shareholder VERTICAL SEVEN GROUP S.A.

For □ Against □ Abstention □

1. **Approval or ratification, as the case may be, by the Company, of the resolutions of the general meetings of the shareholders of each of the companies in which the Company is directly or indirectly a majority shareholder (referred to individually as the "Subsidiary" and collectively as "Subsidiaries"), approving the contracting from one or more financing banks (“Financing Bank/Banks”) of credit lines of 5xAPIA Plant Sector, in a maximum aggregate amount for all Subsidiaries of up to 20,000,000 (in words: twenty million RON) RON, for the purpose of supporting the current activity of these Subsidiaries, under the credit conditions negotiated with the Financing Bank/Banks ("5xAPIA Facility"). For the purpose of guaranteeing the 5xAPIA Facility, the Subsidiaries will establish or maintain the guarantees established by each of the Subsidiaries (e.g. suretyship contracts, movable mortgage contracts), according to negotiations with the Financing Bank/Banks. The 5xAPIA Facility will be guaranteed by each Subsidiary through the instruments and mechanisms negotiated with the Financing Bank/Banks**

In the decision option recommended by the shareholder VERTICAL SEVEN GROUP S.A.

For □ Against □ Abstention □

1. **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.**

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

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

1. **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.**

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

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

1. **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.**

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

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

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

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

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

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

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

***Note:***

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

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