

To: BURSA DE VALORI BUCUREȘTI S.A.  
AUTORITATEA DE SUPRAVEGHERE FINANCIARĂ

## CURRENT REPORT 23/2025

According to Law nr. 24/2017 regarding issuers of financial instruments and market operations, ASF regulation nr. 5/2018 regarding the issuers of financial instruments and market operations and/or the Bucharest Stock Exchange Rulebook for Multilateral Trading System.

Date of report	29.04.2025
Name of the Company	Holde Agri Invest S.A.
Registered Office	Intr. Nestorei nr. 1, Corp B, Etaj 10, Sector 4, Bucharest
Phone	+40 754 908 742
Email	<a href="mailto:investors@holde.eu">investors@holde.eu</a>
Trade Registry No.	J40/9208/2018
Fiscal Code	39549730
Subscribed and paid share capital	RON 121,273,584
Total number of shares	121,273,584 shares, of which 120,577,734 ordinary class "A" shares and 695,850 preferred class "B" shares
Market where securities are traded	MTS AeRO Premium, symbol HAI

**Important events to be reported:** OGMS and EGMS resolutions of 28.04.2025

The management of Holde Agri Invest S.A. (hereinafter referred to as the "Company") informs investors that on 28.04.2025, from 03:00 PM at the Company's registered office, the Ordinary General Meeting of Shareholders ("OGMS") of the Company was held and from 03:45 PM at the same location, the Extraordinary General Meeting of Shareholders ("EGMS") of the Company was held.

With regard to items 5 and 11 on the OGMS agenda, the OGMS could not adopt a resolution due to the failure to meet the majority requirements and in accordance with Art. 112 para. (2) of the Companies Law no. 31/1990, with regard to items 5 and 11 on the OGMS agenda, a meeting was held on 29.04.2025, at the second call, starting at 03:00 PM, at the Company's registered office

The resolutions of the Ordinary and Extraordinary General Meetings of the Company's Shareholders dated 28.04.2025 are attached to this current report.

Chairman of the Board of Directors

Iulian-Florentin Circiumaru

## RESOLUTION

### OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF

#### HOLDE AGRI INVEST S.A

##### NO. 1/28.04.2025

The Ordinary General Meeting of the Shareholders of HOLDE AGRI INVEST S.A., a joint-stock company, organized and operating under the Romanian laws, with its registered office at 1 Intr. Nestorei, Building B, 10th floor, District 4, Bucharest, Romania, registered with the Trade Registry under no. J40/9208/2018, European Unique Identifier (EUID): ROONRC. J40/9208/2018, sole registration code 39549730, with a subscribed and paid-up share capital of RON 121,273,584, divided into 121,273,584 registered shares, of which 120,577,734 ordinary shares and 695,850 preference shares with preferred dividend with no voting right (the "**Company**"), convened under the conditions of Law no. 31/1990 regarding the trading companies, republished with subsequent amendments, of Law no. 24/2017 on issuers of financial instruments and market operations, of ASF Regulation no. 5/2018 on issuers of financial instruments and market operations and of the Articles of Association, at the first summoning, in the session from **28.04.2025**, at **3:00 P.M.**, which was held at the address at the registered office of the Company, adopted the following:

## RESOLUTION

1. In the presence of shareholders representing 50.8630515% (61,329,515 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 48.5042023% (58,485,268 votes) of the total voting rights meaning 99,8534073% of the valid votes cast, with the votes "against" of the shareholders representing 0.0712080% (85,861 votes) of the total voting rights (there are 1,937,631 abstentions and 820,755 votes which were not expressed), there are hereby approved the individual and consolidated financial statements of the Company for the financial exercise 2024, prepared on the basis of the Report of the Board of Directors and the Report of the financial auditor for 2024.
2. In the presence of shareholders representing 50.8630515% (61,329,515 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 48.5042023 % (58,485,268 votes) of the total voting rights meaning 99,8534073% of the valid votes cast, with the votes "against" of the shareholders representing 0.0712080% (85,861 votes) of the total voting rights (there are 1,938,739 abstentions and 819,647 votes which were not expressed), it is hereby approved the Annual Report for 2024 prepared in accordance with Regulation no. 5/2018.
3. In the presence of shareholders representing 50.8630515 % (61,329,515 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 48.2042421 % (58,459,012 votes) of the total voting rights meaning 100% of the valid votes cast, with the votes "against" of the shareholders representing 0% (0 votes) of the total voting rights (there are 2,050,856 abstentions and 819,647 votes which were not expressed), it is hereby approved the income and expenses budget of the Company for the financial year 2025.

**Holde Agri Invest S.A.**

Trade Registry No: J40/9208/2018; CUI 39549730

Headquarters: Intr. Nestorei nr. 1, Corp B, Etaj 10, Sector 4, București, Romania

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4. In the presence of shareholders representing 50.863051 % (61,329,515 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 48.4608236% (58,432,963 votes) of the total voting rights meaning 99.7648517% of the valid votes cast, with the votes "against" of the shareholders representing 0.1142234% (137,728 votes) of the total voting rights (there are 1,939,177 abstentions and 819,647 votes which were not expressed), it is hereby approved the investment plan for year 2025.
5. In the presence of shareholders representing 50.8630515% (61,329,515 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 7.9854420% (9,628,665 votes) of the total voting rights meaning 95.6567408% of the valid votes cast, with the votes "against" of the shareholders representing 0.3625761% (437,186 votes) of the total voting rights (there are 50,402.517 abstentions and 861.147 votes which were not expressed), with respect to the approval of the remuneration report for the financial year 2024, (OGMS) could not adopt a resolution due to the failure to meet the required majority conditions, and, in accordance with the provisions of Article 112 paragraph (2) of the Companies Law, the OGMS shall be reconvened on second call in respect of this agenda item.
6. In the presence of shareholders representing 50.8630515% (61,329,515 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 49.1180088% (59,225,382 votes) of the total voting rights meaning 99.8117888% of the valid votes cast, with the votes "against" of the shareholders representing 0.0920885% (111,679 votes) of the total voting rights (there are 1,929,846 abstentions and 62,608 votes which were not expressed), it is hereby approved the acknowledgement of the request of resignation from the position of member of the Board of Directors formulated by Mr. Liviu-Gabriel Zagan and therefore, the termination of his mandate as director of the Company starting with 11.04.2025, inclusively the termination of any powers/competences conferred to him pursuant to the Company's Articles of Association and the management agreement.
7. In the presence of shareholders representing 50.863051 % (61,329,515 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 49.1524264% (59,266,882 votes) of the total voting rights meaning 99.8119203% of the valid votes cast, with the votes "against" of the shareholders representing 0.0926199% (111,679 votes) of the total voting rights (there are 1,930,954 abstentions and 20,000 votes which were not expressed), it is hereby approved the acknowledgement of the request of resignation from the position of member of the Board of Directors formulated by Mr. Mihai-Daniel Anitei and therefore, the termination of his mandate as director of the Company starting with 11.04.2025, inclusively the termination of any powers/competences conferred to him pursuant to the Company's Articles of Association and the management agreement.
8. In the presence of shareholders representing 50.8630515% (61,329,515 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 32.7049570% (39,434,896 votes) of the total voting rights meaning 66.4227516% of the valid votes cast, with

the votes "against" of the shareholders representing 16.5326253% (19,934,665 votes) of the total voting rights (there are 1,930,954 abstentions and 29,000 votes which were not expressed), it is hereby approved the discharge of liability of Mr. Zagan Liviu-Gabriel, as member of the Board of Directors for the activity related to the financial year 2024.

9. In the presence of shareholders representing 50.8630515% (61,329,515 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 48.4460945% (58,415,203 votes) of the total voting rights meaning 98.3925130% of the valid votes cast, with the votes "against" of the shareholders representing 0.7914878% (954,358 votes) of the total voting rights (there are 1,930,954 abstentions and 29,000 votes which were not expressed), it is hereby approved the discharge of liability of Mr. Anitei Mihai-Daniel, as member of the Board of Directors for the activity related to the financial year 2024.
10. In the presence of shareholders representing 50.8630515% (61,329,515 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 45.0739802% (54,349,184 votes) of the total voting rights meaning 98.2743275% of the valid votes cast, with the votes "against" of the shareholders representing 0.7914878% (954,358 votes) of the total voting rights (there are 5,996,973 abstentions and 29,000 votes which were not expressed), it is hereby approved the discharge of liability of Mr. Enrico-Robert Maxim, as member of the Board of Directors for the activity related to the financial year 2024.
11. In the presence of shareholders representing 50.8694524% (61,337,233 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 25.4212855% (30,652,410 votes) of the total voting rights meaning 99.4978077% of the valid votes cast, with the votes "against" of the shareholders representing 0.1283081% (154,711 votes) of the total voting rights (there are 30,493,394 abstentions and 36,718 votes which were not expressed), with respect to discharge of liability of Mr. Leca Alexandru-Leonard, as member of the Board of Directors for the activity related to the financial year 2024, (OGMS) could not adopt a resolution due to the failure to meet the required majority conditions, and, in accordance with the provisions of Article 112 paragraph (2) of the Companies Law, the OGMS shall be reconvened on second call in respect of this agenda item.
12. In the presence of shareholders representing 50.8694524% (61,337,233 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 37.8302349% (45,614,840 votes) of the total voting rights meaning 99.6619783% of the valid votes cast, with the votes "against" of the shareholders representing 0.1283081% (154,711 votes) of the total voting rights (there are 15,530,964 abstentions and 36,718 votes which were not expressed), it is hereby approved the discharge of liability of Mr. Circiumaru Iulian-Florentin, as chairman of the Board of Directors for the activity related to the financial year 2024.

13. In the presence of shareholders representing 50.8694524% (61,337,233 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 50.7668738% (61,213,546 votes) of the total voting rights meaning 99.8599318% of the valid votes cast, with the votes "against" of the shareholders representing 0.0712080% (85,861 votes) of the total voting rights (there are 1,108 abstentions and 36,718 votes which were not expressed), it is hereby approved setting of the date of 16.05.2025 as "*registration date*" for the identification of the shareholders in respect to whom the resolutions adopted by the OGMS shall produce their effects, in accordance with the provisions of art. 87 of Law no. 24/2017.
14. In the presence of shareholders representing 50.8694524% (61,337,233 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 50.7668738% (61,213,546 votes) of the total voting rights meaning 99.8599318% of the valid votes cast, with the votes "against" of the shareholders representing 0.0712080% (85,861 votes) of the total voting rights (there are 1,108 abstentions and 36,718 votes which were not expressed), it is hereby approved setting of the date of 15.05.2025 as "*ex-date*", in accordance with the provisions of art. 187 point 11 of the Regulation no. 5/2018.
15. In the presence of shareholders representing 50.8694524% (61,337,233 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 50.7668738% (61,213,546 votes) of the total voting rights meaning 99.8599318% of the valid votes cast, with the votes "against" of the shareholders representing 0.0712080% (85,861 votes) of the total voting rights (there are 1,108 abstentions and 36,718 votes which were not expressed), it is hereby approved the empowerment of the Board of Directors and/ or any member of the Board of Directors and/ or the General Manager of the Company, jointly or individually, to fulfil all formalities and procedures with a view to carrying out the OGMS resolution and executing all the necessary documents (including the OGMS resolution, the updated Articles of Association and any document in relation to the Trade Registry Office attached to the Bucharest Tribunal, the Official Gazette, the Financial Supervisory Authority, the Bucharest Stock Exchange, and to any other institutions), with the possibility to sub-delegate such duties to one or several persons as they deem appropriate

This is the will of the Ordinary General Meeting of the Shareholders of the Company, expressed by valid vote cast in a legally convened session, that took place on 28.04.2025 and, therefore, this Resolution is made and signed.

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Chairman of the meeting

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Secretary

**RESOLUTION**  
**OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF**  
**HOLDE AGRI INVEST S.A**  
**NO. 2/28.04.2025**

The Extraordinary General Meeting of the Shareholders of HOLDE AGRI INVEST S.A., a joint-stock company, organized and operating under the Romanian laws, with its registered office at 1 Intr. Nestorei, Building B, 10th floor, District 4, Bucharest, Romania, registered with the Trade Registry under no. J40/9208/2018, European Unique Identifier (EUID): ROONRC. J40/9208/2018, sole registration code 39549730, with a subscribed and paid-up share capital of RON 121,273,584, divided into 121,273,584 registered shares, of which 120,577,734 ordinary shares and 695,850 preference shares with preferred dividend with no voting right (the "**Company**"), convened under the conditions of Law no. 31/1990 regarding the trading companies, republished with subsequent amendments, of Law no. 24/2017 on issuers of financial instruments and market operations, of ASF Regulation no. 5/2018 on issuers of financial instruments and market operations and of the Articles of Association, at the first summoning, in the session from **28.04.2025**, at **03:45 P.M.**, which was held at the address at the registered office of the Company, adopted the following:

**RESOLUTION**

1. In the presence of shareholders representing 49.5892135% (59,793,550 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 49.2604356% (59,397,117 votes) of the total voting rights meaning 99.3369971% of the valid votes cast, with the votes "against" of the shareholders representing 0.1702843% (205,325 votes) of the total voting rights (there are 1,108 abstentions and 190,000 votes which were not expressed), there are hereby approved 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.
2. In the presence of shareholders representing 49.5892135% (59,793,550 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 49.4078799% (59,574,902 votes) of the total voting rights meaning 99.6343285% of the valid votes cast, with the votes "against" of the shareholders representing 0.1638279% (197,540 votes) of the total voting rights (there are 1,108 abstentions and 20,000 votes which were not expressed), it is



hereby approved the amendment and update of the Company's Articles of Association following to the approval of item 1 on the EGMS agenda, 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 Cîrcumaru**, [personal identification data], Chairman of the Board of Directors;

**Alexandru-Leonard Leca**, [personal identification data], member of the Board of Directors;

**Enrico-Robert Maxim**, [personal identification data], 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. In the presence of shareholders representing 49.5892135% (59,793,550 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 47.8823478% (57,735,450 votes) of the total voting rights meaning 96.5579900% of the valid votes cast, with the votes "against" of the shareholders representing 0.0776644% (93,646 votes) of the total voting rights (there are 1,944,454 abstentions and 20,000 votes which were not expressed), it is hereby approved, 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), 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. In the presence of shareholders representing 49.5892135% (59,793,550 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 47.8888042% (57,743,235 votes) of the total voting rights meaning 96.5710097% of the valid votes cast, with the votes "against" of the shareholders representing 0.0712080% (85,861 votes) of the total voting rights (there are 1,944,454 abstentions and 20,000 votes which were not expressed), it is hereby approved, following 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.

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377/17.04.2024), respectively (ii) to update/amend the provisions of articles 3.2. of the Articles of Association of the Company.

5. In the presence of shareholders representing 49.5892135% (59,793,550 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 48.6362955% (58,644,543 votes) of the total voting rights meaning 98.0783763% of the valid votes cast, with the votes "against" of the shareholders representing 0.9257729% (1,116,276 votes) of the total voting rights (there are 12,731 abstentions and 20,000 votes which were not expressed), it is hereby approved 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.
6. In the presence of shareholders representing 49.5892135% (59,793,550 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 47.0310414% (56,708,964 votes) of the total voting rights meaning 94.8412730% of the valid votes cast, with the votes "against" of the shareholders representing 0.8537306% (1,029,409 votes) of the total voting rights (there are 1,992,577 abstentions and 62,600 votes which were not expressed), it is hereby approved 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.
7. In the presence of shareholders representing 49.5892135% (59,793,550 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 48.8277413% (58,875,384 votes) of the total voting rights meaning 98.4644397% of the valid votes cast, with the votes "against" of the shareholders representing 0.7343877% (885,508 votes) of the total voting rights (there are 12,658 abstentions and 20,000 votes which were not expressed), it is hereby approved or ratified, 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.



8. In the presence of shareholders representing 49.5892135% (59,793,550 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 49.5004998% (59,686,581 votes) of the total voting rights meaning 99.8211028% of the valid votes cast, with the votes "against" of the shareholders representing 0.0712080% (85,861 votes) of the total voting rights (there are 1,108 abstentions and 20,000 votes which were not expressed), it is hereby approved setting of the date of **16.05.2025** as "**registration date**" for the identification of the shareholders in respect to whom the resolutions adopted by the EGMS shall produce their effects, in accordance with the provisions of art. 87 of Law no. 24/2017.
9. In the presence of shareholders representing 49.5892135% (59,793,550 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 49.5004998% (59,686,581 votes) of the total voting rights meaning 99.8211028% of the valid votes cast, with the votes "against" of the shareholders representing 0.0712080% (85,861 votes) of the total voting rights (there are 1,108 abstentions and 20,000 votes which were not expressed), it is hereby approved setting of the date of 15.05.2025 as "**ex-date**", in accordance with the provisions of art. 187 point 11 of the Regulation no. 5/2018 on issuers of financial instruments and market operations, issued by the Financial Supervisory Authority,
10. In the presence of shareholders representing 49.5892135% (59,793,550 voting rights) of the total voting rights, with the votes "for" of the shareholders representing 48.7618502% (58,795,934 votes) of the total voting rights meaning 98.3315659% of the valid votes cast, with the votes "against" of the shareholders representing 0.7343877% (885,508 votes) of the total voting rights (there are 1,108 abstentions and 111,000 votes which were not expressed), it is hereby approved the empowerment of the Board of Directors and/ or any member of the Board of Directors and/ or the General Manager of the Company, jointly or individually, to fulfil all formalities and procedures with a view to carrying out the 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.

This is the will of the Extraordinary General Meeting of the Shareholders of the Company, expressed by valid vote cast in a legally convened session, that took place on 28.04.2025 and, therefore, this Resolution is made and signed.

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Chairman of the meeting

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Secretary

**Holde Agri Invest S.A.**

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