**RESOLUTION**

**OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF**

**HOLDE AGRI INVEST S.A**

#### **NO. [\_\_]/ [06]/[07].10.2025**

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. J2018009208408, 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 class “A” ordinary shares and 695,850 class “B“ preference shares with preferred dividend with no voting right (the “**Company**”), convened under the conditions of Law no. 31/1990 regarding the trading companies, republished with subsequent amendments, of Law no. 24/2017 on issuers of financial instruments and market operations, of ASF Regulation no. 5/2018 on issuers of financial instruments and market operations and of the Articles of Association, at the [first]/[second] summoning, in the session from **[06]/[07].10.2025**, at **15:45**, which was held at the address atthe registered office of the Company, adopted the following:

**RESOLUTION**

1. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the cast votes and \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, subject to the approval of item 1 on the agenda of the OGMS regarding the transfer of the amount of RON 768,482.65 from account 1491 - losses from the sale of equity instruments and the amount of RON 15,393,975 from account 1498 - other losses related to equity instruments, to account 1171 - deferred profit - retained profit/uncovered loss, there are hereby [not] approved the reduction of the Company's share capital as follows:
2. The reduction of the share capital by the amount of RON 33,956,603.52, from RON 121,273,584 to RON 87,316,980.48, according to the provisions of Article 207 para. (1) letter (b) of Law 31/1990, by reducing the nominal value of all shares issued by the Company (for avoidance of doubt, both of the class A ordinary shares and of the class B preferred shares with preferential dividend without voting rights) from the value of RON 1 per share to a nominal value of RON 0.72 per share (the "**Share Capital Reduction**”). The Share Capital Reduction is made to partially cover the Company's carried forward loss, in a total amount of RON 34,882,696.96.
3. Article 4.1 of the Articles of Association will be amended and will have the following content:

*"The share capital of the Company is in the total amount of RON 87,316,980.48, of which EUR 1,835,000 and RON 78,731,880.48, fully subscribed and paid. The share capital is divided into 121,273,584 registered shares, each with a nominal value of RON 0.72 and a total nominal value of RON 87,316,980.48, divided into two distinct classes of shares, as follows:*

*a) Class A – Class of ordinary shares, comprising a total number of 120,577,734 shares, each with a nominal value of RON 0.72 and having a total nominal value of RON 86,815,968.48, representing a total of 99.43% of the subscribed and paid-up share capital of the Company, and 100% of the voting rights;*

*b) Class B – Class of preferred shares with non-voting priority dividend, comprising a total number of 695,850 shares, each with a nominal value of RON 0.72 and a total nominal value of RON 501,012, representing 0.57% of the subscribed and paid-up share capital of the Company, and not having voting rights attached."*

1. Article 5.4 of the Articles of Association will be amended and will have the following content:

*"The Preferred Shares with a non-voting priority dividend (the "Preferred Shares") are issued under the conditions provided by Law 31/1990 and in accordance with the following terms:*

*a) The Preferred Shares will have a nominal value equal to that of the ordinary shares, respectively RON 0.72 (seventy-two bani);*

*b) The Preferred Shares shall not represent at any time more than 25 (twenty-five)% of the share capital;*

*c) The Preferred Shares entitle their holders to a priority dividend in the amount of RON 0.5 (fifty bani) per share (the "Priority Dividend");*

*d) The holders of the Preferred Shares shall be entitled to be paid the Priority Dividend by the Company each year, subject to the Company recording a net profit, in accordance with Law 31/1990;*

*e) The holders of the Preferred Shares are entitled to receive the Priority Dividend with priority, before any other payment, except for the Company's legal payment obligations, but before the payment of dividends to the holders of the ordinary shares;*

*f) The holders of the Preferred Shares have all the other rights provided by Law 31/1990, including, but not limited to, the right to participate in the General Meetings and the right to vote only in case the Company fails to pay the Priority Dividends. The Preferred Shares are equal to each other, which entitles their holders to the same Priority Dividend per share and the same rights;*

*h) The payment of the Priority Dividend will begin in the third year after the Company's registration. Thus, the first Priority Dividend payment will be made in 2022 for the 2021 financial year."*

1. The Share Capital Reduction will enter into force two months after the date on which the EGMS approval decision is published in the Official Gazette of Romania, Part IV and the EGMS approval decision is registered with the Trade Register.
2. Setting the date of:

* 13 January 2026 as the registration date for the identification of the shareholders on whom the effects of the resolutions adopted by the EGMS approving the Share Capital Reduction are reflected, in accordance with the provisions of art. 87 para. (1) of Law 24/2017; and
* 12 January 2026 as "ex-date" calculated in accordance with the provisions of art. 2 para. (2) letter (l) of Regulation 5/2018.

1. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the cast votes and \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, subject to the approval of item 1 of the EGMS agenda regarding the Share Capital Reduction and the registration in the Trade Register of the Share Capital Reduction, it is hereby [not] approved of the increase of the share capital by the amount of up to RON 45,000,000 (nominal value), from the nominal value of RON 87,316,980.48 (the Company's share capital as a result of the Share Capital Reduction operation) to the nominal value of up to RON 132,316,980.48 (the "**Share Capital Increase**"), by issuing up to 62,500,000 new registered, dematerialized, ordinary class A shares, with a nominal value of RON 0.72 per share and a total nominal value of RON 45,000,000 (the "**New Shares**"), as follows:
2. During the first stage, the New Shares will be offered for subscription to Class A shareholders registered in the Company's shareholders' register maintained by Depozitarul Central S.A., with the registration date of 16 January 2026 ("**Registration Date**").
3. During the second stage, any New Shares remaining unsubscribed after the first stage, as described in paragraph (i) above, may be offered in a private placement to (i) certain institutional and professional investors in the European Economic Area ("**EEA**") (including Romania), who are "Qualified Investors" within the meaning of Article 2(e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published in the event of a public offering of securities or the admission of transferable securities to trading on a regulated market, and repealing Directive 2003/71/EC (the "**Prospectus Regulation**"); and/or (ii) fewer than 150 persons other than Qualified Investors per Member State; and/or (iii) investors to whom such private placements may lawfully be addressed and directed in accordance with the exceptions to Regulation S ("**Regulation S**") of the Securities Act of 1933 of the United States of America (the "**Securities Act**") and without there being an obligation to comply with any other formalities under any applicable law, to the extent and only if an investment in the New Shares does not constitute a violation of any applicable law by such investor (the "**Private Placement**"). Under the Private Placement, up to 55,000,000 New Shares will be used to offset certain, liquid and payable claims against the Company resulting from loan agreements concluded with shareholders of the Company.
4. Any New Shares that will remain unsubscribed at the end of the second stage will be cancelled by the decision of the Board of Directors stating the final results of the Share Capital Increase.
5. The subscription price for 1 (one) New Share will be equal to the nominal value, respectively RON 0.72.
6. The number of preference rights issued will be equal to the number of class A shares issued by the Company, as registered in the Company's shareholders' register kept by Depozitarul Central S.A., with the Registration Date.
7. Each class A shareholder registered in the Company's shareholders' register kept by Depozitarul Central S.A. with the Registration Date, will receive a number of preference rights equal to the number of class A shares held.
8. Preference rights will not be traded.
9. The period for exercising the preference rights will be at least 14 calendar days, but not less than 10 working days, being subsequent to the Registration Date.
10. In order to subscribe for a New Share, during the exercise of the preference rights, a person must hold 1.855042 preference rights (as the case may be, with any rounding applicable according to the regulations in force, including those developed by the Depozitarul Central).
11. A shareholder of the Company registered in the register of shareholders of the Company kept by Depozitarul Central S.A. on the Registration Date, may subscribe a maximum number of New Shares calculated by dividing the number of preference rights held by that shareholder by the number of preference rights necessary to subscribe for a New Share (1.855042) (as the case may be, with any applicable rounding according to the regulations in force, including those developed by Depozitarul Central).
12. If the maximum number of shares that can be subscribed during the period of exercise of the preference rights (resulting from the application of the above calculation) is not a natural number, the maximum number of shares that can actually be subscribed will be rounded down to the next lower calendar number.
13. Details regarding the subscription procedure, the subscription period, the subscription price, the procedure and method of payment, the validation of the subscription, the subscription form, etc. regarding the New Shares will be included in the prospectus that will be approved by the Financial Supervisory Authority in connection with the Share Capital Increase.
14. The share capital increase aims to ensure the necessary financing to support the Company's activity, including in order to ensure the necessary working capital.
15. Setting the date of:

* 16 January 2026 as the registration date for the identification of Class A shareholders on whom the effects of the decision adopted by the EGMS approving the Share Capital Increase are reflected, in accordance with the provisions of art. 87 para. (1) of Law 24/2017; and
* 15 January 2026 as "ex-date" calculated in accordance with the provisions of art. 2 para. (2) letter (l) of Regulation 5/2018.
* 14 January 2026 as the date of guaranteed participation, in accordance with the provisions of art. 2 para. (2) letter j) of Regulation 5/2018; and
* 19 January 2026 as the date of payment, in accordance with the provisions of art. 2 para. (2) letter h) and art. 178 of Regulation 5/2018.

1. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the cast votes and \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, it is hereby [not] approved the power of attorney of each of the members of the Board of Directors and of the directors of the Company (the "**Representatives**"), acting individually and not jointly, the signature of any of the Representatives validly binding and binding on the Company, to perform the following acts and deeds in the name and on behalf of the Company, being also empowered to represent the Company before any competent authorities and institutions (such as the Office Trade Register, Financial Supervisory Authority, Bucharest Stock Exchange, Depozitarul Central S.A.), in relation to investors, as well as any person governed by private or public law, any notary public, any bank and/or any third party, including, without limitation, on the following matters:
2. selecting the intermediaries for the Share Capital Increase, ensuring the drafting and publication of any offer prospectus, offer document, as well as negotiating, approving and signing any documents related to the Share Capital Increase, as the case may be, negotiating and signing any contracts with intermediaries and consultants, performing any necessary, useful or opportune legal acts and facts in relation to the above; to submit and/or receive in the name and on behalf of the Company any necessary documents required for the implementation of the above;
3. approval of any contracts regarding the Share Capital Increase or any other arrangements, commitments, offer prospectuses, offer documents, any subscription, sale, stabilization, agency, consultancy, certificates, statements, registers, notifications, addenda and any other necessary acts and documents; and
4. the performance of all actions and formalities necessary or useful for the implementation of the decisions taken herein or to give full effect to the matters decided herein (including the publication of this decision in the Official Gazette of Romania, Part IV),

The appointed representatives may, acting individually, sub-delegate any and all powers granted to them, as they see fit, to different persons or to the same person.

1. With a number of \_\_\_\_\_\_\_ votes in favour, amounting \_\_\_\_\_\_ % from the cast votes and \_\_\_\_\_\_ % from the share capital represented in the meeting, respectively \_\_\_\_\_\_ % of the Company’s total voting rights, a number of \_\_\_\_\_votes against and \_\_\_\_\_\_ refraining votes, it is hereby [not] approved the power of attorney of the General Manager of the Company to carry out all formalities and procedures in order to carry out the EGMS decision and to sign all the necessary documents (including the updated Articles of Association) in relations with the competent Trade Register Office, the Official Gazette, the Financial Supervisory Authority, the Bucharest Stock Exchange, and with any other institutions, with the possibility of sub-delegation of these attributions to one or more many people as he sees fit.

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 [06]/[07].10.2025 and, therefore, this Resolution is made and signed.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Chairman of the meeting Secretary