

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

CURRENT REPORT 11/2026

According to Law nr. 24/2017 regarding issuers of financial instruments and market operations, ASF regulation nr. 52018 regarding the issuers of financial instruments and market operations and/or the Bucharest Stock Exchange Rulebook for Multilateral Trading System.

Date of report	15.04.2026
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	investors@holde.eu
Trade Registry No.	J2018009208408
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: Supplementation of the agenda of the OGMS and EGMS convened for April 27/28, 2026

The management of Holde Agri Invest S.A. (hereinafter referred to as the "Company") informs investors that, following the request of the shareholder Vertical Seven Group S.A. to supplement the agenda of the Ordinary and Extraordinary General Meetings of Shareholders convened for April 27/28, 2026, the Board of Directors has analyzed the request and determined that it meets the conditions set out by the applicable legislation.

At the same time, considering the amendments made to the audit report for the 2025 financial year after the publication of the initial convening notice, the Board of Directors has deemed necessary to supplement the agenda of the OGMS by introducing a new item, with the corresponding renumbering of the existing items.

Consequently, the agendas of the OGMS and EGMS have been duly supplemented, as reflected in the supplemented convening notice. The supplemented convening notice is attached to this current report and will be published in accordance with the applicable legal provisions.

Chairman of the Board of Directors

Iulian-Florentin Circiumaru

Holde Agri Invest S.A.

Trade Registry No: J2018009208408; CUI 39549730

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

www.holde.eu | contact@holde.eu

**AMENDED AND SUPPLEMENTED CONVENING NOTICE OF THE ORDINARY AND EXTRAORDINARY
GENERAL MEETINGS**

OF THE SHAREHOLDERS OF HOLDE AGRI INVEST S.A.

The Board of Directors of **HOLDE AGRI INVEST S.A.**, a joint stock company, organized and operating under the laws of Romania, having its registered office at 1 Intr. Nestorei, Building B, 10th Floor, District 4, Bucharest, Romania, registered with the Trade Registry under no. J2018009208408, having unique registration code 39549730, having subscribed and paid-up share capital in the amount of 121,273,584 lei, divided into 121,273,584 registered shares, of which 120,577,734 ordinary shares class "A" and 695,850 preferred shares with preferential dividend without voting rights class "B" (the "**Company**") (the "**Board of Directors**"), in accordance with the provisions of the Company's articles of association (the "Articles of Association"), of the Companies Law no. 31/1990, republished, as subsequently amended and supplemented ("**Law 31/1990**"), of Law no. 24/2017 on issuers of financial instruments and market operations ("**Law 24/2017**") republished, as subsequently amended and supplemented, ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented ("**Regulation 5/2018**"),

WHEREAS:

- (A) on 27 March 2026, the convening notice of the Ordinary and Extraordinary General Meetings of the Company's Shareholders was published in the Official Gazette of Romania, Part IV, no. 1877 and in the Bursa newspaper no. 57, convened for 27 April 2026 (first call) and on 28 April 2026 (second call);
- (B) Vertical Seven Group S.A., in capacity as shareholder of the Company holding 13,600,010 shares representing 11.2790% of the subscribed share capital of the Company, has requested the Board of Directors to supplement the agenda of the OGMS and the EGMS (as defined below);
- (C) The Board of Directors determined that it is necessary to amend and supplement the agenda of the OGMS (as defined below) to reflect the changes made to the 2025 audit report following the publication of the convening notice, by adding a new item 1 on the OGMS agenda, resulting in the renumbering of the original item 1, which becomes item 1¹ on the OGMS agenda, as well as to amend and supplement the agenda of the EGMS,

Pursuant to Article 117¹ of Law 31/1990 and Article 105 of Law 24/2017,

AMENDS AND SUPPLEMENTS THE AGENDA OF

The Ordinary General Meeting of Shareholders ("**OGMS**") and the Extraordinary General Meeting of Shareholders ("**EGMS**") for **27 April 2026**, at **13:00**, and **13:45** respectively, at the address **1 Intr. Nestorei, Building B, 10th Floor, District 4, Bucharest**, for all shareholders of the Company registered at the end of **17 April 2026** in the shareholders' register held by the Depozitarul Central S.A., considered as the reference date.

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In the event that the required quorum is not met on the aforementioned date, pursuant to art. 118 of Law 31/1990, the second OGMS and the second EGMS are hereby supplemented and scheduled for **28 April 2026** starting at **13:00**, and respectively **13:45**, at the address **1 Intr. Nestorei, Building B, 10th Floor, District 4, Bucharest**, for all shareholders of the Company registered at the end of **17 April 2026** in the shareholders' register held by the Depozitarul Central S.A., considered as the reference date.

I. The amended and supplemented agenda for the OGMS is the following

1. Approval of the amended 2025 Annual financial report, consisting of the audited annual financial statements (individual and consolidated), the audited consolidated annual financial statements being amended on 8 April 2026, the amended Annual report of the Board of Directors, the Remuneration Report, and the amended audit report.

(Item added to the agenda of the OGMS by the Board of Directors)

- 1¹. Approval of the Annual financial report for 2025, consisting of the audited annual financial statements (individual and consolidated), the Annual report of the Board of Directors, the Remuneration report, and the audit report. - **this item will no longer be put to a vote at the OGMS, as the Board of Directors has supplemented the OGMS agenda with item 1.**
2. Approval of the allocation of the loss realized in the financial year 2025, as follows: lei 37,632,723.44, representing the net loss for the financial year 2025, shall be allocated to account 1171 – retained earnings – undistributed profit/uncovered loss.
3. Approval of the transfer of the following amounts (i) lei 1,017,212.65 from account 1491 - losses from the sale of own equity instruments; and (ii) lei 15,393,975 from account 1498 - other losses related to equity instruments, to account 1171 – retained earnings – undistributed profit/uncovered loss.
4. Approval of the discharge of liability of the Board of Directors for the financial year ended on 31 December 2025.
5. Approval of the revenue and expenditure budget for the financial year 2026, in accordance with the OGMS presentation materials.
6. Approval of the investment plan for the financial year 2026, in accordance with the OGMS presentation materials.
7. Approval of the Remuneration Report of the Company's management for the financial year ended on 31 December 2025, in accordance with the OGMS presentation materials.
8. Acknowledgement of the termination of mandate as member in the Board of Directors of Mr. Robert Enrico Maxim, by way of resignation, starting with 12 November 2025.

(Item added at the request of the shareholder Vertical Seven Group S.A.)

9. Approval of the ratification of the Decision of the Board of Directors no. 1 dated 2 December 2025 regarding the appointment of Mr. Bogdan Serghiescu in capacity as provisional member of the Board of Directors until the date of appointment of a new member of the Board of Directors in the general meeting of shareholders of the Company, as well as the ratification of all subsequent decisions of the Board of Directors, which included a provisional member, from 2 December 2025 and until the date of the OGMS resolution.

(Item added at the request of the shareholder Vertical Seven Group S.A.)

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10. Approval of the appointment of one (1) member of the Board of Directors, for a mandate of four (4) years, starting with the date of the OGMS resolution. The candidate proposed by the shareholder Vertical Seven Group S.A. is Mr. Iulian Florentin Cîrciumaru.

(Item added at the request of the shareholder Vertical Seven Group S.A.)

11. Approval of the appointment of one (1) member of the Board of Directors, for a mandate of four (4) years, starting with the date of the OGMS resolution. The candidate proposed by the shareholder Vertical Seven Group S.A. is Mr. Alexandru-Leonard Leca.

(Item added at the request of the shareholder Vertical Seven Group S.A.)

12. Approval of the appointment of one (1) member of the Board of Directors, for a mandate of four (4) years, starting with the date of the OGMS resolution. The candidate proposed by the shareholder Vertical Seven Group S.A. is Mr. Bogdan-Cătălin Serghiescu.

(Item added at the request of the shareholder Vertical Seven Group S.A.)

13. Approval of the appointment of a new member of the Board of Directors, for a mandate starting from the date of the OGMS resolution until 15 December 2026. The candidate proposed by the Board of Directors is Bogdan-Cătălin Serghiescu.

(Item amended by the Board of Directors)

14. The approval of the monthly fixed remuneration level for each member of the Board of Directors in amount of RON 5,000 (net amount), payable in RON, and the empowerment of the Chairman of the Board of Directors (with respect to the other members of the Board of Directors) or any other member of the Board of Directors (with respect to the Chairman of the Board of Directors), in the name and on behalf of the Company, with full individual powers, to negotiate and conclude the management agreement to be concluded between each member of the Board of Directors (including the Chairman of the Board of Directors) and the Company in consideration of their position.

(Item added at the request of the shareholder Vertical Seven Group S.A.)

15. Approval of setting the date of:
- 15 May 2026 as the registration date for identifying the shareholders upon whom the effects of the resolutions adopted by the OGMS shall apply, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017; and
 - 14 May 2026 as the “ex-date” calculated in accordance with the provisions of art. 2 para. (2) letter (l) of Regulation no. 5/2018.

As they are not applicable to this OGMS, shareholders will not decide on the other aspects described by art. 176 para. (1) of Regulation no. 5/2018, such as the payment date or the guaranteed participation date.

16. Approval of the empowerment of the General Manager of the Company to fulfill all formalities and procedures for the implementation of the OGMS resolution and the signing of all necessary documents (including any documents in relations with the Trade Registry Office attached to the Bucharest Tribunal, the Official Gazette, the Financial Supervisory Authority, the Bucharest Stock Exchange, and any other institutions), with the possibility of sub-delegating these duties to one or more persons as deemed appropriate.

II. The amended and supplemented agenda for the EGMS is the following

1. **Alternative item to item 2 on the amended and supplemented agenda of the EGMS:** Subject to the approval of items 2 and 3 on the OGMS agenda regarding the allocation of the amount of lei 37,632,723.44, representing the net loss for the financial year 2025 to account 1171 – retained earnings – undistributed profit/uncovered loss, and the transfer of the amount of lei 1,017,212.65 from account 1491 - losses from the sale of own equity instruments and of the amount of lei 15,393,975 from account 1498 - other losses related to equity instruments, to account 1171 – retained earnings – undistributed profit/uncovered loss, approval of the reduction of the Company's share capital as follows:

- (i) The decrease of the share capital by the amount of lei 72,764,150.40, from lei 121,273,584 to lei 48,509,433.6, in accordance with the provisions of article 207 para. (1) letter (b) of Law 31/1990, by decreasing the nominal value of all shares issued by the Company (for the avoidance of any doubt, both the ordinary shares class A and the preferred shares with preferential dividend without voting rights class B) from a value of leu 1 per share to a nominal value of lei 0.40 per share (the "**Share Capital Decrease**"). The Share Capital Decrease is carried out to partially cover the Company's reported loss, in the total amount of lei 72,764,150.40.
- (ii) The Share Capital Decrease shall be effective subject to the approval of the Share Capital Decrease by the special meeting of the holders of preferred shares with preferential dividend without voting rights class B, in accordance with the Articles of Association and the applicable law.
- (iii) Article 4.1 of the Articles of Association shall be amended and shall have the following content:

"The share capital of the Company amounts to a total of lei 48,509,433.6, of which EUR 734,000 and lei 45,075,393.6, subscribed and fully paid up. The share capital is divided into 121,273,584 registered shares, each having a nominal value of lei 0.40 and a total nominal value of lei 48,509,433.6, divided into two distinct classes of shares, as follows:

a) Class A – The ordinary shares class, comprising a total number of 120,577,734 shares, each with a nominal value of lei 0.40 and having a total nominal value of lei 48,231,093.6, 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 – The preferred shares class with priority dividend without voting rights, comprising a total number of 695,850 shares, each with a nominal value of lei 0.40 and a total nominal value of lei 278,340, representing 0.57% of the subscribed and paid-up share capital of the Company, and having no voting rights attached."

- (iv) Subject to the approval of the Share Capital Decrease by the special meeting of the holders of preferred shares with preferential dividend without voting rights class B, article 5.4 of the Articles of Association shall be amended and shall have the following content:

*"The Preferred shares with priority dividend without voting rights ("**Preferred Shares**") are issued under the conditions provided by Law 31/1990 and in accordance with the following terms:*

a) The Preferred Shares shall have a nominal value equal to that of the ordinary shares, i.e. lei 0.40 (forty 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 lei 0.2 (twenty bani) per share ("**Priority Dividend**");*
- d) *The holders of Preferred Shares shall have the right to be paid by the Company the Priority Dividend each year, subject to the Company recording net profit, in accordance with Law 31/1990;*
- e) *The holders of Preferred Shares have the right 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 ordinary shareholders;*
- f) *The holders of Preferred Shares have all 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 if the Company fails to pay the Priority Dividends. The Preferred Shares are equal among themselves, which entitles their holders to the same Priority Dividend per share and the same rights;*
- h) *The payment of the Priority Dividend shall begin in the third year from the Company's incorporation. Thus, the first payment of Priority Dividend shall be made in 2022 for the financial year 2021."*
- (v) The Share Capital Decrease shall enter into force two months after the date on which the EGMS resolution of approval is published in the Official Gazette of Romania, Part IV and the EGMS resolution of approval is registered with the Trade Registry.
- (vi) Setting the date of:
- 7 August 2026 as the registration date for identifying the shareholders upon whom the effects of the EGMS resolutions approving the Share Capital Decrease shall apply, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017; and
 - 6 August 2026 as the "ex-date" calculated in accordance with the provisions of art. 2 para. (2) letter (l) of Regulation no. 5/2018.

(Item added at the request of the shareholder Vertical Seven Group S.A.)

2. **Alternative item to item 1 on the amended and supplemented agenda of the EGMS:** Subject to the approval of items 2 and 3 on the OGMS agenda regarding the allocation of the amount of lei 37,632,723.44, representing the net loss for the financial year 2025 to account 1171 – retained earnings – undistributed profit/uncovered loss, and the transfer of the amount of lei 1,017,212.65 from account 1491 - losses from the sale of own equity instruments and of the amount of lei 15,393,975 from account 1498 - other losses related to equity instruments, to account 1171 – retained earnings – undistributed profit/uncovered loss, approval of the reduction of the Company's share capital as follows:

- (i) The decrease of the share capital by the amount of lei 72,764,150.40, from lei 121,273,584 to lei 48,509,433.6, in accordance with the provisions of article 207 para. (1) letter (b) of Law 31/1990, by decreasing the nominal value of all shares issued by the Company (for the avoidance of any doubt, both the ordinary shares class A and the preferred shares with preferential dividend without voting rights class B) from a value of leu 1 per share to a nominal value of lei 0.40 per share (the "**Share Capital Decrease**"). The Share Capital Decrease is carried out to partially cover the Company's reported loss, in the total amount of lei 72,764,150.40.

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(Item amended by the Board of Directors)

- (ii) Article 4.1 of the Articles of Association shall be amended and shall have the following content:

"The share capital of the Company amounts to a total of lei 48,509,433.6, of which EUR 1,835,000 and lei 39,924,333.60, subscribed and fully paid up. The share capital is divided into 121,273,584 registered shares, each having a nominal value of lei 0.40 and a total nominal value of lei 48,509,433.6, divided into two distinct classes of shares, as follows:

a) Class A – The ordinary shares class, comprising a total number of 120,577,734 shares, each with a nominal value of lei 0.40 and having a total nominal value of lei 48,231,093.6, 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 – The preferred shares class with priority dividend without voting rights, comprising a total number of 695,850 shares, each with a nominal value of lei 0.40 and a total nominal value of lei 278,340, representing 0.57% of the subscribed and paid-up share capital of the Company, and having no voting rights attached."

(Item amended by the Board of Directors)

- (iii) Article 5.4 of the Articles of Association shall be amended and shall have the following content:

*"The Preferred shares with priority dividend without voting rights ("**Preferred Shares**") are issued under the conditions provided by Law 31/1990 and in accordance with the following terms:*

a) The Preferred Shares shall have a nominal value equal to that of the ordinary shares, i.e. lei 0.40 (forty 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 lei 0.5 (fifty bani) per share ("**Priority Dividend**");*

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

e) The holders of Preferred Shares have the right 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 ordinary shareholders;

f) The holders of Preferred Shares have all 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 if the Company fails to pay the Priority Dividends. The Preferred Shares are equal among themselves, which entitles their holders to the same Priority Dividend per share and the same rights;

h) The payment of the Priority Dividend shall begin in the third year from the Company's incorporation. Thus, the first payment of Priority Dividend shall be made in 2022 for the financial year 2021."

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- (iv) The Share Capital Decrease shall enter into force two months after the date on which the EGMS resolution of approval is published in the Official Gazette of Romania, Part IV and the EGMS resolution of approval is registered with the Trade Registry.
- (v) Setting the date of:
- 7 August 2026 as the registration date for identifying the shareholders upon whom the effects of the EGMS resolutions approving the Share Capital Decrease shall apply, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017; and
 - 6 August 2026 as the "ex-date" calculated in accordance with the provisions of art. 2 para. (2) letter (I) of Regulation no. 5/2018.
3. Subject to the approval of item 1 or item 2 on the amended and supplemented EGMS agenda regarding the Share Capital Decrease and the registration with the Trade Registry of the Share Capital Decrease, approval of the increase of the share capital by the amount of up to lei 100,000,000 (nominal value), from a nominal value of lei 48,509,433.60 (the Company's share capital following the Share Capital Decrease) to a nominal value of up to lei 148,509,433.60 lei (the "**Share Capital Increase**"), through the issuance of up to 250,000,000 new registered, dematerialized, ordinary class A shares, with a nominal value of 0.40 lei per share and a total nominal value of lei 100,000,000 (the "**New Shares**"), as follows:
- (i) During the first stage, the New Shares will be offered for subscription to the Class A shareholders registered in the Company's shareholders' register held by the Depozitarul Central S.A., with the registration date of 19 August 2026 (the "**Registration Date**").
- (ii) During the second stage, any New Shares remaining unsubscribed after the first stage, as described in point (i) above, may be offered within a private placement addressed to certain (i) institutional and professional investors from 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 when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the "**Prospectus Regulation**"); and/or (ii) a number of fewer than 150 persons, other than Qualified Investors per Member State; and/or (iii) investors to whom such private placements may be legally addressed and directed, in accordance with the exceptions of Regulation S ("**Regulation S**") of the United States Securities Act of 1933 (the "**Securities Act**") and without any obligation to comply with any other formalities under any applicable law, to the extent that and only if an investment in the New Shares does not constitute a breach of any applicable law by such investor (the "**Private Placement**"). Within the Private Placement, up to 55,000,000 New Shares will be used to offset certain, liquid and due receivables against the Company resulting from loan agreements concluded with shareholders of the Company.
- (iii) Any New Shares that remain unsubscribed at the end of the second stage shall be cancelled by the decision of the Board of Directors ascertaining the final results of the Share Capital Increase.
- (iv) The subscription price for 1 (one) New Share shall be equal to the nominal value, i.e. lei 0.40.
- (v) The number of preference rights issued shall be equal to the number of class A shares issued by the Company, as registered in the Company's shareholders' register held by the Depozitarul Central S.A., as of the Registration Date.

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- (vi) Each class A shareholder registered in the Company's shareholders' register held by the Depozitarul Central S.A. as of the Registration Date shall receive a number of preference rights equal to the number of class A shares held.
 - (vii) The preference rights shall not be traded.
 - (viii) The preference rights exercise period shall be at least 14 calendar days, but no less than 10 business days, subsequent to the Registration Date.
 - (ix) For the subscription of one New Share, during the exercise of preference rights, a person must hold 0.482310936 preference rights (as applicable, with any rounding applicable in accordance with the regulations in force, including those developed by the Central Depository).
 - (x) A shareholder of the Company registered in the Company's shareholders' register held by the Depozitarul Central S.A. as of 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 required to subscribe one New Share (0.482310936) (as applicable, with any rounding applicable in accordance with the regulations in force, including those developed by the Central Depository).
 - (xi) In the event that the maximum number of shares that can be subscribed during the preference rights exercise period (resulting from the application of the above calculation) is not a natural number, the maximum number of shares that can be effectively subscribed shall be rounded down to the next lower natural number.
 - (xii) Details regarding the subscription procedure, subscription period, subscription price, payment procedure and method, subscription validation, subscription form, etc. regarding the New Shares shall be included in the prospectus to be approved by the Financial Supervisory Authority in connection with the Share Capital Increase.
 - (xiii) The Share Capital Increase aims to ensure the necessary financing to support the Company's activity, including to ensure the working capital requirements.
 - (xiv) Setting the date of:
 - 19 August 2026 as the registration date for identifying the Class A shareholders upon whom the effects of the EGMS resolution approving the Share Capital Increase shall apply, in accordance with the provisions of art. 87 para. (1) of Law no. 24/2017; and
 - 18 August 2026 as the "ex-date" calculated in accordance with the provisions of art. 2 para. (2) letter (l) of Regulation no. 5/2018.
 - 17 August 2026 as the guaranteed participation date, in accordance with the provisions of art. 2 para. (2) letter j) of Regulation no. 5/2018; and
 - 20 August 2026 as the payment date, in accordance with the provisions of art. 2 para. (2) letter h) and art. 178 of Regulation no. 5/2018.
4. Approval of the empowerment of each member of the Board of Directors and of the Company's managers (the "**Representatives**"), acting individually and not jointly, the signature of any of the Representatives being validly binding on the Company, to perform the following acts and deeds on behalf of the Company, being also empowered to represent the Company before any competent

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authorities and institutions (such as the Trade Registry Office, the Financial Supervisory Authority, the Bucharest Stock Exchange, the Depozitarul Central S.A.), in the relationship with investors, as well as any person of private or public law, any notary public, any bank and/or any third party, including, without limitation, with respect to the following matters:

- (i) selection of intermediaries for the Share Capital Increase, ensuring the drafting and publication of any offering prospectus, offering document, as well as the negotiation, approval and signing of any documents related to the Share Capital Increase, as the case may be, negotiation and signing of any contracts with intermediaries and consultants, performance of any legal acts and deeds necessary, useful or appropriate in connection with the above; to file and/or receive on behalf of the Company any necessary documents requested for the implementation of the above;
- (ii) approval of any contracts regarding the Share Capital Increase or any other arrangements, commitments, offering prospectuses, offering documents, any subscription, sale, stabilization, agency, consultancy contracts, certificates, declarations, registers, notifications, addenda and any other necessary acts and documents; and
- (iii) performance of all necessary or useful actions and formalities for the implementation of the resolutions adopted herein or to give full effect to the matters decided herein (including the publication of this resolution 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 deem appropriate, to different persons or to the same person.

5. Approval of the amendment of the Articles of Association by deleting Art. 6.2. of the Articles of Association, resulting in the renumbering of the subsequent articles.

(Item added at the request of the shareholder Vertical Seven Group S.A.)

6. Approval of the empowerment of the General Manager of the Company to fulfill all formalities and procedures for the implementation of the EGMS resolution and the signing of all necessary documents (including the updated Articles of Association) in relations with the competent Trade Registry Office, the Official Gazette, the Financial Supervisory Authority, the Bucharest Stock Exchange, and any other institutions, with the possibility of sub-delegating these duties to one or more persons as deemed appropriate.

CLARIFICATIONS REGARDING THE EGMS AND OGMS MEETINGS

- (1) One or more shareholders representing, individually or together, at least 5% of the share capital have/has the right within no more than 15 days from the publication of the convocation, i.e. until 13 April 2026:
 - a) to introduce items on the agenda of the General Meetings, provided that each proposed item is accompanied by a justification or a draft resolution proposed for adoption by the General Meetings;
 - b) to submit draft resolutions for items proposed to be included on the agenda of the General Meetings.

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Proposals regarding the introduction of new items on the agenda of the General Meetings, accompanied by a copy of the valid identity document of the shareholder (in the case of individuals, identity card/passport, and in the case of legal entities/entities without legal personality, identity card/passport of the legal representative), as well as a justification or a draft resolution proposed for approval by the General Meetings, may be submitted as follows:

- (i) by filing at the Company's registry or by mail or courier with acknowledgment of receipt to the Company's registry, in a sealed envelope, clearly marked in capital letters: "FOR THE EXTRAORDINARY AND/OR ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2026", or
- (ii) by e-mail with an extended electronic signature incorporated in accordance with Law no. 214/2024 on the use of electronic signatures, time stamps and the provision of trust services based thereon, to the e-mail address: investors@holde.eu, mentioning in the subject: "FOR THE EXTRAORDINARY AND/OR ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2026".

If applicable, the Company will publish the updated agenda before the reference date of the OGMS/EGMS (i.e. 17 April 2026).

Shareholders may exercise their right to address questions regarding the items on the agenda of the General Meetings, only accompanied by a copy of the valid identity document of the shareholder (in the case of individuals, identity card/passport, and in the case of legal entities/entities without legal personality, identity card/passport of the legal representative). Written questions may be submitted, if applicable, by 22 April 2026, at 17:00, as follows:

- (i) by filing at the Company's registry or by mail or courier with acknowledgment of receipt to the Company's registry, in a sealed envelope, clearly marked in capital letters: "FOR THE EXTRAORDINARY AND/OR ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2026", or
- (ii) by e-mail with an extended electronic signature incorporated in accordance with Law no. 214/2024 on the use of electronic signatures, time stamps and the provision of trust services based thereon, to the e-mail address: investors@holde.eu, mentioning in the subject: "FOR THE EXTRAORDINARY AND/OR ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2026".

The Company will publish the answers to the questions addressed under the conditions of this convocation on the Company's website – www.holde.eu

- (2) The right to propose candidacies for the position of member of the Board of Directors

The Company's shareholders may submit candidacy proposals for appointment as a member of the Board of Directors. In this regard, they shall specify, in the proposal, information about the name, place of residence and professional qualification of the proposed persons, accompanied by:

- (i) a copy of the valid identity document of the Company's shareholder (in the case of individuals, identity card, passport, residence permit, and in the case of legal entities, identity card, passport, residence

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permit of the legal representative);

- (ii) curriculum vitae of the person proposed for the position of member of the Board of Directors;
- (iii) in the case of proposing a candidate for the position of independent member, a declaration on own responsibility of the candidate regarding the fulfillment of all eligibility criteria (indicative template available in the informative materials); and
- (iv) the consent form and information note for the collection and processing of personal data, completed and signed by the candidate (indicative template available in the informative materials).

The Company's shareholders may submit proposals regarding the members of the Board of Directors (accompanied by the documents proving the identity of the shareholder/candidate), by sending a written request to the address investors@holde.eu, no later than 22 April 2026 at 23:59, with the mention "Candidacy proposals for the position of member of the Board of Directors".

The list containing information regarding the name, place of residence and professional qualification of the persons proposed for the position of member of the Board of Directors will be updated daily until 14 April 2026, at 18:00 and will be published on the Company's website, in the section dedicated to investor relations (<https://holde.eu/investitori/adunarea-general-a-actionarilor/>).

- (3) Shareholders registered on the reference date may exercise their right to participate and vote in the General Meetings:
 - a) in person;
 - b) through a legal representative or a designated representative to whom a special or general power of attorney has been granted. The special power of attorney may be granted to any person for representation at a single general meeting and contains specific voting instructions from the shareholder, with a clear indication of the voting option for each item on the agenda of the general meeting. The general power of attorney may be granted by the shareholder, in the capacity of client, only to an intermediary as defined in art. 2 para. (1) point 20 of Law no. 24/2017 on issuers of financial instruments and market operations, or to a lawyer. The special power of attorney form will be published on the Company's website (<https://holde.eu/>) together with the materials subject to discussion and the other documents provided in art. 188 of ASF Regulation no. 5/2018. The special powers of attorney, in Romanian or English, shall be submitted to the Company, in original, accompanied by a copy of the valid identity document of the shareholder (in the case of individuals, identity card/passport, and in the case of legal entities/entities without legal personality, identity card/passport of the legal representative), as follows:

- (i) **for the OGMS, no later than 48 hours before the date of the first OGMS convocation:**

- by filing at the Company's registry or by mail or courier with acknowledgment of receipt to the Company's registry at the registered office of the Company (i.e. Intr. Nestorei no. 1, Building B, Floor 10,

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Sector 4, Bucharest, Romania), in a sealed envelope, clearly marked in capital letters: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2026", or

- by e-mail with an extended electronic signature incorporated in accordance with Law no. 214/2024 on the use of electronic signatures, time stamps and the provision of trust services based thereon, to the e-mail address: investors@holde.eu, mentioning in the subject: "FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2026".

(ii) for the EGMS, no later than 48 hours before the date of the first EGMS convocation:

- by filing at the Company's registry or by mail or courier with acknowledgment of receipt to the Company's registry at the registered office of the Company (i.e. Intr. Nestorei no. 1, Building B, Floor 10, Sector 4, Bucharest, Romania), in a sealed envelope, clearly marked in capital letters: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2026", or
- by e-mail with an extended electronic signature incorporated in accordance with Law no. 214/2024 on the use of electronic signatures, time stamps and the provision of trust services based thereon, to the e-mail address: investors@holde.eu, mentioning in the subject: "FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2026".

A shareholder may designate by proxy one or more alternate representatives to ensure their representation at the General Meetings, in the event that the agent designated by the power of attorney is unable to fulfill their mandate. In the event that more than one alternate representative is designated by the power of attorney, the order in which they shall exercise their mandate shall be specified.

- (b) by correspondence, using the correspondence ballot available on the Company's website (<https://holde.eu/>). The correspondence ballots in Romanian or English, completed and signed, accompanied by a copy of the valid identity document of the shareholder (in the case of individuals, identity card/passport, and in the case of legal entities/entities without legal personality, identity card/passport of the legal representative) shall be submitted to the Company, in original, as follows:

(i) for the OGMS, no later than 48 hours before the date of the first OGMS convocation:

- by filing at the Company's registry or by mail or courier with acknowledgment of receipt to the Company's registry at the registered office (i.e. Intr. Nestorei no. 1, Building B, Floor 10, Sector 4, Bucharest, Romania), in a sealed envelope, clearly marked in capital letters: "CORRESPONDENCE VOTE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2026", or
- by e-mail with an extended electronic signature incorporated in accordance with Law no. 214/2024 on the use of electronic signatures, time stamps and the provision of trust services based thereon, to the e-mail address: investors@holde.eu, mentioning in the subject: "CORRESPONDENCE VOTE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2026".

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(ii) **for the EGMS, no later than 48 hours before the date of the first EGMS convocation:**

- by filing at the Company's registry or by mail or courier with acknowledgment of receipt to the Company's registry at the registered office (i.e. Intr. Nestorei no. 1, Building B, Floor 10, Sector 4, Bucharest, Romania), in a sealed envelope, clearly marked in capital letters: "CORRESPONDENCE VOTE FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2026", or
- by e-mail with an extended electronic signature incorporated in accordance with Law no. 214/2024 on the use of electronic signatures, time stamps and the provision of trust services based thereon, to the e-mail address: investors@holde.eu, mentioning in the subject: "CORRESPONDENCE VOTE FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF 27/28 APRIL 2026".

Correspondence ballots that are not received in the form and within the deadline stipulated in this convocation shall not be taken into account for determining the quorum of presence and voting as well as for counting the votes in the General Meetings.

- (c) By online voting. Thus, electronic voting means shall be used in accordance with art. 197 of ASF Regulation 5/2018 on issuers of financial instruments and market operations, by accessing the link <https://hai.evot.ro/login> from any internet-connected device.

For identification and online access to the General Meetings, shareholders provide the following information:

(i) Individuals:

- First Name Last Name;
- Personal Identification Number (CNP);
- E-mail address;
- Copy of identity document (identity card, national ID card, passport, residence permit);*
- Phone number (optional).

(ii) Legal entities:

- Name of legal entity;
- Unique registration code (CUI);
- First Name Last Name of legal representative;

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- Personal Identification Number (CNP) of legal representative;
- E-mail address;
- Identity document of legal representative (identity card, national ID card, passport, residence permit);
- Copy of certificate of good standing issued by the trade registry or any equivalent document issued by a competent authority from the state in which the legal entity shareholder is legally incorporated, presented in original or in a copy certified as true to the original. Documents attesting the capacity of legal representative of the legal entity shareholder shall be issued no more than 30 days before the reference date *
- Phone number (optional).

Documents presented in a language other than English shall be accompanied by a translation made by an authorized translator into Romanian/English.

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

*Files that can be uploaded may have one of the following extensions: **.jpg, .pdf, .png**. Shareholders may connect and vote online as many times as they wish starting from the reference date, 17 April 2026, and until the closing of the voting round announced by the meeting chairman during each of the general meetings of shareholders.

The identification made by the Company in the case of individuals grants access to the Company's General Meetings provided that the respective individual is a shareholder at the relevant reference dates. The identification made by the Company in the case of legal entities, special or general powers of attorney grants access to the Company's General Meetings upon verification each time of the validity of the legal representative, respectively of the empowered person.

In the event that discrepancies arise between the data provided by the shareholder and those in the Shareholders' Register on the reference date as a result of the identification process, the shareholder will be notified and directed to contact the Shareholder Relations Department at the address investors@holde.eu or the phone number +40 754 908 742.

- (4) The conduct of the General Meetings, the exercise of the vote through a representative or by correspondence, the shareholders' right to information and the submission of requests to supplement the agenda shall be carried out in compliance with Law 31/1990, Law 24/2017 and ASF Regulation no. 5/2018.
- (5) Only shareholders registered in the Company's shareholders' register held by the Depozitarul Central, on the reference date of 17 April 2026, have the right to participate and vote at the EGMS and OGMS.
- (6) On the date of the EGMS/OGMS, at the entrance to the general meeting room, shareholders -

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individuals, in the case of personal attendance at the EGMS/OGMS, and shareholders - legal entities/entities without legal personality, in the case of attendance through their legal representative, and agents must present the original of the identity card/passport for identity verification by the representatives responsible for organizing the EGMS/OGMS session on behalf of the Company.

- (7) All documents regarding the agenda required by law shall be made available to shareholders starting from March 27, 2026, from Monday to Friday, between 09:00 and 17:00 at the registered office of the Company at Intr. Nestorei no. 1, Building B, Floor 10, Sector 4, Bucharest, Romania. These documents shall also be available on the Company's website - <https://holde.eu/>.
- (8) Shareholders may request in writing copies of the documents referred to in point 6 above, by e-mail or by courier to the registered office of the Company, in the latter case paying the related costs. Furthermore, requests shall indicate the postal address, e-mail address or fax number where the requesting shareholder wishes to receive copies of the respective documents.
- (9) Regardless of the method of submission, requests shall be signed by the shareholders or their representatives and shall be accompanied by documents attesting the identity of the shareholders and, where applicable, the representative capacity of the signatories.
- (10) All requests and any additional information regarding the convocation and conduct of the EGMS/OGMS shall be submitted or obtained at the Company's registered office, by phone - +40 754 908 742 or by e-mail - investors@holde.eu.

Bucharest, 15 April 2026

Iulian-Florentin Cîrciumaru
Chairman of the Board of Directors