

To:
Bucharest Stock Exchange
Financial Supervisory Authority

CURRENT REPORT

In accordance with Law no. 24/2017 regarding issuers of financial instruments and market operations (republished) and ASF Regulation no. 5/2018 on issuers of financial instruments and market operations.

Report date:	27.04.2023
Name of issuer:	DN AGRAR GROUP SA
Headquarters:	Alba-Iulia, Piața Iuliu Maniu, nr. 1, bl. 31DE, Județul Alba
E-mail:	office@dn-agrar.eu
Telephone / Fax:	0258.818.114, 0258.818.119
Website:	www.dn-agrar.eu
Registration at Trade Register no./date:	J01/730/2008
Tax identification code:	RO24020501
Subscribed and paid-in share capital:	31.818.844,80 lei
Shares no.:	159.094.224
Market symbol:	DN
Trading market:	MTS AeRO Premium

Important events that need to be reported:

A. The Ordinary General Meeting of Shareholders from 27.04.2023, at the first convocation; Decisions adopted.

B. The Extraordinary General Meeting of Shareholders from 27.04.2023, at the first convocation; Decisions adopted.

A. The Ordinary General Meeting of Shareholders from 27.04.2023, at the first convocation; Decisions adopted.

The Ordinary General Meeting of Shareholders of DN AGRAR GROUP SA carried out its works at the first convocation, on 27.04.2023, at 10:00 o'clock, at the working point of the Company - PENSIUNEA CASA BUNA from Reciu village, Gârbova commune, Albele area, Alba County. According to the Convener, the persons having the capacity of shareholders registered at the end of the day of 13.04.2023, considered a Reference Date, in the Shareholders' Register kept by the

Central Depository S.A., were entitled to participate and vote. The meeting of the Ordinary General Meeting was chaired by Mr. Jan Gijsbertus de Boer, Chairman of the Board of Directors of DN AGRAR GROUP SA. The meeting is attended by 7 shareholders, who hold a number of 119,693,884 shares, representing 75.235% % of the share capital. In view of the presence of shareholders at the OGMS meeting holding 75.235% of the subscribed and paid-up share capital, the chairman of the meeting finds that the present meeting was legally convened. During the Ordinary General Meeting were debated and approved all the items on the agenda, the shareholders deciding the following:

1. Approval of the individual and consolidated financial statements of the Company for the financial year 2022, prepared on the basis of the Directors' Report and the Financial Auditor's Report for 2022.
2. Approval of the distribution of the net profit related to the financial year 2022 in the amount of 1,656,618.80 lei to the following destinations:
 - the amount of 82,831 lei (5% of the accounting profit) is distributed for the constitution of the legal reserve; and
 - the difference of 1,573,787.80 lei remains undistributed.
3. Approval of the discharge of the members of the Board of Directors for the activity related to the financial year 2022.
4. Approval of the remuneration of the members of the Board of Directors and the additional remuneration of the members of the Board of Directors having specific functions, for the financial year 2023 and until the first OGMS of the balance sheet in 2024.
5. Approval of the Company's income and expense budget for the financial year 2023.
6. Approval of the date of 25.05.2023 as the Registration Date for the identification of shareholders on whom the effects of the resolutions adopted by the OGMS will be reflected, and the date of 24.05.2023 as the date representing the "ex-date" of the OGMS resolution.
7. Approval of the mandate of the Chairman of the Board of Directors of the Company, Mr. Jan Gijsbertus de Boer, with the possibility of substitution, to carry out all procedures and formalities required by law for the implementation of the resolutions of the AGM, to file and take documents and to sign for this purpose on behalf of the Company, in relation to the Trade Register, the Official Gazette, the Financial Supervisory Authority, the Bucharest Stock Exchange, ING BANK and any other institutions.
8. Approval of the renewal of the mandate of financial auditor TGS ROMANIA ASSURANCE & ADVISORY BUSINESS SERVICES S.R.L., with its registered office in Bucharest, District 1, No. 239 Calea Dorobantilor, 3rd Floor, order number with the Bucharest Trade Register J40/26577/1994 (ROONRC.J40/26577/1994), sole registration code: RO6641616, legally represented by Daniela Florența Cornea (personal data), for a period of 2 years from the expiration date.



B. The Extraordinary General Meeting of Shareholders from 27.04.2023, at the first convocation; Decisions adopted.

The Extraordinary General Meeting of Shareholders of DN AGRAR GROUP SA carried out its works at the first convocation, on 27.04.2023, at 11:00 o'clock, at the working point of the Company - PENSIUNEA CASA BUNA from Reciu village, Gârbova commune, Albele area, Alba county. According to the Convener, the persons having the capacity of of shareholders registered at the end of the day of 13.04.2023, considered a Reference Date, in the Shareholders' Register kept by the Central Depository S.A., were entitled to participate and vote. The Extraordinary General Meeting meeting was chaired by Mr. Jan Gijsbertus de Boer, Chairman of the Board of Directors of DN AGRAR GROUP SA. The meeting is attended by 7 shareholders, who hold a number of 119,693,884 shares, representing 75.235% of the share capital. Taking into account the presence of shareholders at the OGMS meeting holding 75.235% of the subscribed and paid-up share capital, the chairman of the meeting finds that the present meeting was legally convened. During the Extraordinary General Meeting, all the items on the agenda were debated and approved, the shareholders deciding the following:

1. Approval of the amendment of Article 13, point 4 of the Company's Articles of Incorporation, in the sense that the it will be updated according to the law. Therefore, Article 13, point 4, shall be read as follows: "As an exception from art. 13.2, convening of the meeting may also be given by registered letter or by letter sent by electronic means, with an embedded, attached or logically associated electronic signature, sent at least 30 days before the date of the meeting to the address of the shareholder written in the register of shareholders. The change of address may not be opposed to the company unless it has been communicated to it in writing by the shareholder."
2. Approval of the amendment of Article 13 point 8 of the Company's Articles of Incorporation, by introducing the possibility of convening and holding the General Meeting of Shareholders by electronic means of direct remote communication. Article 13 point 8 shall therefore read as follows: "The General Meeting of Shareholders shall be convened and held at the registered office of the Company, at any other place in the country or abroad indicated in the notice of meeting or by electronic means of direct remote communication, such as teleconference or videoconference, with due regard for the confidential nature of the vote, if appropriate, and the right to vote by correspondence."
3. Approval of the remove of Article 13 point 10 of the Articles of Incorporation, with the following content: "The shareholders representing the entire share capital may, if none of them objects, hold a general meeting and take any resolution within the competence of the meeting, without observing the formalities required for its convocation, if all the shareholders are present or represented."
4. Whereas the economic interest of the Company, it is approved to guarantee the loans in the current amount of EUR 1,041,000, contracted by DN AGRAR Holding S.R.L., from ING Bank NV Amsterdam Bucharest Branch ("ING Bank"/"Bank"), under Contract no. 1484/02 dated 11/03/2022. The guarantee structure already in place to guarantee the credit facility is maintained and is supplemented up to the new contracted amount of EUR 1,250,000.
5. Whereas the economic interest of the Company, it is approved to guarantee the loans in the current amount of EUR 416,000, contracted by LACTO AGRAR S.R.L., from ING Bank NV Amsterdam Bucharest Branch ("ING Bank"/"Bank"), under Contract no. 16455 dated 30/06/2016. The guarantee structure already in place to guarantee the credit facility is maintained and is



supplemented up to the new contracted amount of EUR 625,000.

6. Within the framework of the credit facilitation contracts mentioned in the above paragraphs, DN AGRAR GROUP S.A. has been appointed as guarantor, the guarantee amount will be increased up to the increased amounts of each individual contract.

7. The guarantee of all financial obligations (credit, interest, penalties, other costs) arising from the credit facilities granted under Contract no. 1484/02 dated 11/03/2022, with any subsequent amendments and additions, and Contract no. 16455 dated 30/06/2016, with any subsequent amendments and additions, will be made with movable mortgage on all accounts of DN AGRAR GROUP S.A., real estate and/or movable mortgages on any of the assets of DN AGRAR GROUP S.A., as they will be requested by / agreed with the Bank for granting the credit.

8. For the negotiation of the terms of the credit facility, the signing of the credit contract, the guarantee contracts (movable/ immovable), any additional documents deriving from these contracts (e.g. addenda for reduction or extension of the credit facility), as well as any other documents, including promissory notes that the Bank will request from the Company in order to grant the loan, we empower Mr. Jan Gijsbertus de BOER, (persona data), as legal representative, his signature being fully opposable to the Company.

9. This mandate is valid for a period of 1 (one) year from the date of granting and will be automatically renewed with successive periods of 1 (one) year each, unless express revocation of the mandate granted according to this power of attorney occurs.

10. In case of revocation of the mandate, the obligation to notify the Bank about its termination rests with the principal(s). The Bank will not be held liable in any way if it has not been properly informed.

11. Approval of the mandate of the Chairman of the Board of Directors of the Company, Mr. Jan Gijsbertus de Boer, with the possibility of substitution, to carry out all procedures and formalities required by law for the implementation of the resolutions of the EGM, to file and take documents and to sign for this purpose on behalf of the Company, in relation to the Trade Register, the Official Gazette, the Financial Supervisory Authority, the Bucharest Stock Exchange, ING BANK and any other institutions.

12. Approval of 25.05.2023 as the Record Date, which serves to identify the shareholders on whom the effects of the resolutions adopted by the EGMS will be passed, and of 24.05.2023 as the "ex-date" of the EGM resolution.

Jan Gijsbertus de Boer

Chairman of the Board of Directors