

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:	25.03.2025
Name of issuer:	DN AGRAR GROUP SA
Headquarters:	Alba-Iulia, Piața Iuliu Maniu, nr. 1, bl. 31DE, Județul Alba
E-mail:	<a href="mailto:investors@dn-agrar.eu">investors@dn-agrar.eu</a>
Telephone / Fax:	0258.818.114, 0258.818.119
Website:	<a href="http://www.dn-agrar.eu">www.dn-agrar.eu</a>
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: The Extraordinary General Meeting of Shareholders from 25.03.2025, at the first convocation; Decisions adopted.**

DN AGRAR Group ([DN](#)) informs shareholders about the resolutions adopted during the Extraordinary General Meeting of Shareholders (EGMS) on March 25<sup>th</sup>, 2025.

According to the provisions of article 191 of the Companies Law no. 31/1990 ("CL 31/1990") and of the provisions of art. 12.4 of the Articles of Association of the company DN AGRAR GROUP S.A., an open joint-stock company established and operating under Romanian law, with registered office in Alba-Iulia, Alba County, P-ța Iuliu Maniu nr. 1, block 31DE, having the trade register number J1/730/2008, EUID ROONRC.J01/730/2008, sole registration code 24020501, fiscal attribute RO, subscribed and paid-up share capital of RON 31,818,844.8 (hereinafter referred to as the "Company"), the shareholders met at the first convening within The Extraordinary General Meeting of Shareholders of DN AGRAR GROUP S.A., held on 25/03/2025, at 10:00, at the Company's place of business – Alba-Iulia Municipality, Piața Iuliu Maniu, block 31D,

Parter (ground floor), Alba County, for all shareholders registered at the end of the day of 14/03/2025, considered as the Reference Date, in the Register of Shareholders kept by Depozitarul Central S.A. (the Central Depository).

Following the debates, the EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS, on the items on the agenda, the shareholders approved the following:

1. Approval of the guarantee by DN AGRAR GROUP S.A., as a shareholder, for DN AGRAR STRAJA (J01/53/2012, CUI 29591860) of the credit line in the total amount of EUR 1,300,000, granted for a term of 24 months by Exim Banca Românească S.A. with the following guarantees:
  - Subsequent rank movable mortgage on all receivables held or possibly held by DN AGRAR GROUP S.A., owed by DN AGRAR GARBOVA CV (registration no. 01129709), or by any other third party as a result of the non-conclusion of the sale-purchase contract of the shares and/or related to the share transfer transaction that was not completed or was canceled for any reason;
  - Movable mortgage on a number of 460,100 shares held by DN AGRAR GROUP S.A. in the company DN AGRAR HOLDING SRL, representing 100% of the share capital of DN AGRAR HOLDING SRL, with a total nominal value of RON 4,601,000 and on the rights and receivables/dividends attributable to all acquired shares;
  - Movable mortgage on a number of 636,268 shares held by DN AGRAR GROUP S.A. in the company DN AGRAR APOLD SRL, representing 90% of the share capital of DN AGRAR APOLD SRL, with a total nominal value of RON 6,362,680 and on the rights and receivables/dividends attributable to all acquired shares.

Following the merger process by absorption between DN AGRAR APOLD SRL as the absorbing company and DN AGRAR HOLDING SRL as the absorbed company, the movable mortgages on the shares held by DN AGRAR GROUP S.A. in DN AGRAR HOLDING SRL and DN AGRAR APOLD SRL will be updated, respectively:

- Movable mortgage on a number of 652,885 shares held by DN AGRAR GROUP S.A. in the company DN AGRAR APOLD SRL, representing 100% of the share capital of DN AGRAR APOLD SRL, with a total nominal value of RON 6,528,850 (and on the rights and receivables/dividends attributable to all acquired shares).
2. It Approval of the signing by DN AGRAR GROUP S.A. of:
    - The fiduciary contract.
    - Movable mortgage on present and future current accounts (in lei and foreign currency) opened by DN AGRAR GROUP S.A. at Exim Banca Românească.
    - Promissory notes issued by DN AGRAR GROUP S.A., in favor of Exim Banca Românească S.A., endorsed by Jan Gijsbertus De Boer as administrator – President of the Board of Directors.
  3. Approval of the empowerment with full powers on behalf of the Company in relation to Exim Banca Românească S.A. for the signing in the name and on behalf of the

Company of all contractual documents (credit contracts/additional acts/guarantee contracts/creditor agreements) of all amendments to these contracts, as well as any other documents necessary or requested by the bank during the credit relationship to implement the decision of the extraordinary general meeting of shareholders (including but not limited to the documents mentioned above) of Mr. Jan Gijsbertus de Boer, as legal representative/mandate holder in relation to the bank and the notary public.

4. Approval of contracting from ING BANK NV Amsterdam, Bucharest Branch ("ING BANK") by DN AGRAR APOLD SRL of an investment credit in the amount of EUR 505,000 for a term of 7 years for the implementation of the project "Establishment of a capacity to produce energy from renewable sources by DN AGRAR APOLD SRL", within the Modernization Fund - Aid scheme for supporting investments in new capacities to produce electricity from renewable sources for the self-consumption of enterprises in the agricultural sector and the food industry.
5. Approval of contracting from ING BANK by DN AGRAR SERVICE SRL of an investment credit in the amount of EUR 460,000 for a term of 7 years for the implementation of the project "Establishment of a capacity to produce energy from renewable sources by DN AGRAR SERVICE SRL", within the Modernization Fund - Aid scheme for supporting investments in new capacities to produce electricity from renewable sources for the self-consumption of enterprises in the agricultural sector and the food industry.
6. Approval of contracting from ING BANK by LACTO AGRAR SRL of an investment credit in the amount of EUR 700,000 for a term of 7 years for the implementation of the project "Establishment of a capacity to produce energy from renewable sources by LACTO AGRAR SRL", within the Modernization Fund - Aid scheme for supporting investments in new capacities to produce electricity from renewable sources for the self-consumption of enterprises in the agricultural sector and the food industry.
7. Approval of contracting from ING BANK by LACTO AGRAR SRL of an investment credit in the amount of EUR 1,700,000 for a maximum period of 7 years, for the implementation of an investment project regarding the establishment of a composting line. For the realization of the new investment regarding the composting of manure, Land book no. 60965 with an area of 25,800 sqm owned by LACTO AGRAR SRL will be unified with Land book no. 66344 with an area of 4,000 sqm owned by Alionescu Aurelia and with Land book no. 65326 with an area of 7,000 sqm owned by LACTO AGRAR SRL. The land with Land book no. 66344 with an area of 4,000 sqm owned by Mrs. Alionescu Aurelia will be purchased after the completion of the procedure of law 17/2014 submitted in January 2025 at the Romos Commune City Hall, Hunedoara County. The Land book resulting from the unification of the above-mentioned Land books will have an area of 36,800 sqm and will be partially used for the realization of the new investment regarding the composting of manure



8. Approval of the guarantee by DN AGRAR GROUP S.A. of all credit facilities mentioned in points 4-7 by:
  - Extending the existing real estate mortgages and maintaining the current rank, including on the improvements/investments brought to the mortgaged properties, properties registered in Land book 84256, Land book 60037, Land book 74687 and Land book resulting from the merger of Land book 60965, Land book 66344 and Land book 65326.
9. Approval of the empowerment for negotiating the terms of the Credit Contracts with Exim Banca Românească S.A. and ING BANK, signing the Credit Contracts with Exim Banca Românească S.A. and ING BANK, the additional acts to the intercreditor contract concluded between Exim Banca Românească S.A., ING BANK and DN AGRAR GROUP S.A., DN AGRAR APOLD SRL, DN AGRAR HOLDING SRL, LACTO AGRAR SRL, DN AGRAR CUT SRL, DN AGRAR SERVICE SRL, DN AGRAR STRAJA SRL of the guarantee contracts (movable/immovable and any amendments to the existing mortgage contracts or new mortgage contracts on photovoltaic panels, if necessary), any additional acts arising from these contracts mentioned above (e.g., additional acts for reducing or extending the credit facility), as well as any other documents, including promissory notes that ING BANK and Exim Banca Românească S.A. will request from the Company for the granting/guaranteeing of the credit, we empower Mr. Jan Gijsbertus de Boer, as legal representative/mandate holder in relation to the bank, his signature being fully opposable to the Company. The above-mentioned person will individually exercise the representation rights mentioned above, in relation to ING BANK and Exim Banca Românească S.A. 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, unless the express revocation of the mandate granted by the principal intervenes. In case of revocation of the mandate, the obligation to notify ING BANK and Exim Banca Românească S.A. about its termination lies with the principal(s). ING BANK and Exim Banca Românească S.A. will not be held responsible in any way if they were not properly informed.

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10. Approval of the date of 11.04.2025 as the Registration Date, which serves to identify the shareholders on whom the effects of the resolutions adopted by the EGMS will be passed and of the date of 10.04.2025 as the "ex-date" of the EGMS resolution.

## **DN AGRAR GROUP SA**

Alba-Iulia, str. Piața Iuliu Maniu, nr. 1, bl. 31DE (imobil)

Judet Alba, CP: 510094

The signatures of the present shareholders will be mentioned in the annexed table of the minute.

**Jan Gijsbertus de Boer**

Chairman of the Board of Directors

