

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:	10.12.2024
Name of issuer:	DN AGRAR GROUP SA
Headquarters:	Alba-Iulia, Piața Iuliu Maniu, nr. 1, bl. 31DE, Județul Alba
E-mail:	investors@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: The Extraordinary General Meeting of Shareholders from 10.12.2024, 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 December 10th, 2024.

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 10/12/2024, 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 28/11/2024, 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. Approved the voting approach (in favor) in the general meeting of associates in the two companies in which the Company is shareholder, more precisely in DN AGRAR APOLD S.R.L - a fully privately owned company - Romanian legal entity organized as a limited liability company, registered at the Alba Trade Register Office, with Trade Register number no. J1/689/2008, having sole registration code 23971851, with registered office in Gârbova village, Gârbova commune, no. 1, County Road 106F, Alba County and in DN AGRAR HOLDING S.R.L - a wholly privately owned company - Romanian legal entity organized as a limited liability company, registered with Alba Trade Register Office, with the Trade Register number no. J1/483/2008, having sole registration code 23668743, with registered office in Gârbova village, Gârbova Commune, no. 1, County Road 106F, Alba County with the following agenda:

i) The approval, in principle, of the merger and the merger project of DN AGRAR APOLD S.R.L - a fully privately owned company - Romanian legal entity organized as a limited liability company, registered at the Alba Trade Register Office, with Trade Register number no. J1/689/2008, having sole registration code 23971851, with registered office in Gârbova village, Gârbova commune, no. 1, County Road 106F, Alba County represented by Mr. Jan Gijsbertus de Boer - administrator, by absorption with DN AGRAR HOLDING S.R.L - a wholly privately owned company - Romanian legal entity organized as a limited liability company, registered with Alba Trade Register Office, with the Trade Register number no. J1/483/2008, having sole registration code 23668743, with registered office in Gârbova village, Gârbova Commune, no. 1, County Road 106F, Alba County represented by Jan Gijbertus De Boer - administrator.

As a result of the merger, DN AGRAR HOLDING S.R.L will be absorbed by DN AGRAR APOLD S.R.L, dissolved without liquidation and deregistered from the Trade Registry.

The merger project will be published in the Official Gazette of Romania Part IV at least one month before the date on which the shareholders are to decide on the merger.

ii) Approval, pursuant to Article 243 index 2 para. 5 of the Companies Law no. 31/1990 republished, as subsequently amended and supplemented, that the shareholders of DN AGRAR HOLDING waive the preparation of the report provided for in paragraph 1 of Article 243 index 2 of the Companies Law no. 31/1990 - republished, as subsequently amended and supplemented, and the communication of the information provided for in paragraph 2 of Article 243 index 2 of the Companies Law no. 4 of Article 243 index 2 of the Companies Law no. 31/1990 - republished, as subsequently amended and supplemented.

iii) Approval, pursuant to Article 243 index 3 para. 5 of the Companies Law no. 31/1990 - republished, with subsequent amendments and additions, that the shareholders of DN AGRAR HOLDING S.R.L. waive the examination of the merger project by experts and the preparation of the report provided for in para. 1 of art. 243 index 3 para. 5 of the Companies Law no. 31/1990 - republished, as subsequently amended and supplemented.

iv) Approval, pursuant to Article 243 index 2 para. 5 of the Companies Law no. 31/1990 republished, as subsequently amended and supplemented, that the shareholders of DN AGRAR APOLD S.R.L. waive the preparation of the report provided for in paragraph 1 of Article 243, index 2 of the Companies Law no. 31/1990 - republished, as subsequently amended and supplemented, and the communication of the information provided for in paragraph 2 of Article 243, index 2 of the Companies Law no. 4 of Article 243 index 2 of the Companies Law no. 31/1990 - republished, as subsequently amended and supplemented.

v) Approval, pursuant to Article 243 index 3 para. 5 of the Companies Law no. 31/1990 - republished, with subsequent amendments and additions, that the shareholders of DN AGRAR APOLD S.R.L. waive the examination of the merger project by experts and the preparation of the report provided for in para. 1 of Art. 243 index 3 para. 5 of the Companies Law no. 31/1990 - republished, as subsequently amended and supplemented.

vi) The approval that the assets and liabilities of DN AGRAR HOLDING S.R.L. as the absorbed company will be fully taken over by DN AGRAR APOLD S.R.L., as the absorbing company, according to the merger project made available to the shareholders as of 01.07.2024.

vii) Approval, as an effect of the merger, that DN AGRAR APOLD S.R.L. takes over the credit contracts granted by ING BANK N.V Amsterdam, Bucharest Branch to the absorbed company, respectively:

- Credit agreement no. 1484/02 dated 11.03.2022, with any subsequent amendments granted to DN AGRAR HOLDING S.R.L.
- Credit agreement no. 1484/03 dated 11.03.2022, with any subsequent amendments, granted to DN AGRAR HOLDING S.R.L.

viii) Approval as the reference date of the financial statement for the merger DN AGRAR HOLDING S.R.L., which will be used to determine the conditions of the merger, the date of 31.03.2024.

ix) Approval that within the merger project, the value and the exchange rate between the shares of the merging companies will be determined according to the net asset method, as provided for by MFP Order no. 897/2015.

x) Approval that the effective date of the merger be established in accordance with art. 249 para. 1 lit. b) of the Companies Law no. 31/1990 - republished, with subsequent amendments and additions, and the merger will take place and will take effect as from the date of registration with the Trade Register Office of the last AGM Decision of the companies involved in the merger, which approved the merger.

xi) To appoint Mr. Jan Gijsbertus de BOER, as legal representative, in order to:

- to sign solely in the name of and on behalf of the shareholders of DN AGRAR HOLDING S.R.L the General Meeting Resolution containing the matters mentioned in this convening notice and to fulfill on behalf of the Company all formalities required by law, before the competent authorities, for the fulfillment of this resolution and its registration wherever necessary, including but not limited to, the Trade Register Office and the Official Gazette of Romania.

- to sign solely in the name and on behalf of and for the account of the shareholders of DN APOLD SRL the General Meeting Resolution and the updated version of the Articles of Incorporation of DN AGRAR APOLD S.R.L. containing the matters mentioned in this convening notice and to and to fulfill on behalf of the Company all formalities required by law, before the competent authorities, for the fulfillment of this resolution and its registration wherever necessary, including but not limited to, the Trade Register Office and the Official Gazette of Romania.

- for negotiating the terms of the Credit Agreements signed with Exim Banca Romaneasca SA and ING BANK NV AMSTERDAM Bucharest Branch.

- to sign the amendments to the Credit Agreements signed with Exim Banca Romaneasca SA no. 16ATM/28.08.2017 as amended by subsequent addenda, no. 4ATM/20.03.2019, no. 6ATM/20.03.2019 as amended by subsequent addenda, no.19-CAFTM/19.03.2024, no. 20CAFTM/19.03.2024, no. 21CAFTM/19.03.2024.

- to sign the amendments to Credit Agreements 1484/02/02/11.03.2022 and 1484/03/03/11.03.2022 as amended by subsequent addenda, or any other documents requested by ING BANK NV AMSTERDAM Bucharest Branch, in order for DN Agrar Apold SRL to take over the above-mentioned credit agreements.

-to sign the amendments to the intercreditor contract concluded between Exim Banca Romaneasca SA, DN AGRAR APOLD SRL, DN AGRAR GROUP SA, DN AGRAR HOLDING SRL, LACTO AGRAR SRL, DN AGRAR CUT SRL, DN AGRAR SERVICE SRL, DN AGRAR STRAJA SRL, DN AGRAR PRODLACT S.R.L and ING BANK NV AMSTERDAM, Bucharest Branch

- to sign the guarantee contracts (movable/immovable) /amendments thereto in relation to the above mentioned loans, granted by Exim Banca Romaneasca SA and ING BANK NV AMSTERDAM Bucharest Branch, if applicable.

-to sign any contracts/additional deeds deriving from these Contracts listed above (e.g. additional deeds for the reduction or extension of credit facility, guarantee agreements, etc.), as well as any other documents, including promissory notes that Exim Banca Romaneasca SA and ING BANK NV AMSTERDAM Bucharest Branch may request from the Company in order to grant the credit, his signature being fully binding on the Company.

This mandate shall be valid for a period of one (1) year from the date of granting and shall be automatically renewed for successive periods of one (1) year, unless the mandate granted under this authorization is expressly revoked.

DN AGRAR GROUP SA

Alba-Iulia, str. Piața Iuliu Maniu, nr. 1, bl. 31DE (imobil)
Judet Alba, CP: 510094

In case of revocation of the mandate, the obligation to notify Exim Banca Romaneasca SA and ING BANK NV AMSTERDAM Bucharest Branch about its termination is incumbent on the principal/principals. Exim Banca Romaneasca S.A. and ING BANK NV AMSTERDAM Bucharest Branch shall not be held liable in any way if they have not been duly informed.

2. Approved the date of 30/12/2024 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 27/12/2024 as the "ex-date" of the EGMS resolution.

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

