

By:

Financial Supervisory Authority
Financial Instruments and Investments Sector

Bucharest Stock Exchange

CURRENT REPORT

In accordance with the provisions of Law no. 24/2017 on issuers of financial instruments and market operations and Regulation no. 5/2018, regarding the issuers of financial instruments and market operations

Report date: April 12th, 2022

Name of issuer: DN AGRAR GROUP SA

Headquarters: Alba-Iulia, Piața Iuliu Maniu, nr. 1, bl. 31DE, Județul Alba

Telephone: 0258.818.114, 0258.818.115

Fax: 0258.818.119

Tax identification code: RO24020501

Registration at Trade Register no./date: J01/730/2008

Subscribed and paid-in share capital: RON 10.606.281,60

The regulated market on which the issued securities are traded: Bucharest Stock Exchange - MTS AeRO Premium, market simbol: **DN**

Important events that need to be reported: In accordance with Art. 234, para. 1, letter (b), of the FSA Regulation no. 5/2018, the company DN AGRAR GROUP SA informs the investors that, following the request of AM ADVIES B.V. of 08.04.2022, as a shareholder holding 74.0904% of the company's share capital, by which he requested the completion of the OGMS and EGMS convening of 28.04.2022, and as a result of a material error, the points below were not mentioned in the current report no. 193 dated 11.04.2022.

Below are the points omitted from the request of the shareholder AM ADVIES B.V. and we attach it in full to this current report:

"IV. We request a new point on the OGMS, as follows:

Approval of the implementation of a "stock option plan" from the own shares held by the Company, to the administrators, directors and employees of the Company, by allocating a maximum of 1% of the total shares issued by the Company under the following conditions:

(a) The members of the Board of Directors have the right to participate in the "stock option plan", which represents additional remuneration according to art. 153[^]18 (2) of the Companies Law no. 31/1990, being assigned a maximum total number of 0.1% of the shares issued by the company.

b) The Board of Directors shall be mandated to take all necessary measures and to fulfill all the formalities required for the approval and implementation of the "stock option plan", such as, but not limited to, (i) the determination of the criteria on the basis of which the Company directors and staff shall be granted shares, (ii) the determination of the organizational chart positions for which the "stock option plan" will be applicable; (iii) the conditions for acquiring shares; (iv) preparation and publication of information documents in accordance with the law, etc.

V. We request a new point on EGMS:

Approval of the buy-back by the Company of its own shares, within the market where the shares are listed or by conducting public purchase bids, in accordance with the applicable legal provisions, under the following conditions: maximum 0.5% of the share capital,

■ DN AGRAR GROUP SA

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A. in case of buy-back on the market where the shares are listed, at a minimum price equal to the BVB market price at the time of acquisition and a maximum price equal to the lowest value between (i) RON 3 per share and (ii) the higher of the price of the last independent trade and the highest current independent purchase bid, in accordance with the provisions of art. 3 par. (2) of Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) no. Regulation (EC) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programs and stabilization measures.

B. in case of buy-back by conducting public purchase offers, at a minimum price equal to the applicable legal provisions.

The aggregate value of the buy-back program is up to RON 795,471. The program will run for a maximum period of 18 months from the date of publication of the Decision adopted in this regard in the Official Gazette of Romania, part IV, in order to implement the plan for allocating shares to Company employees and directors, as well as to members of the Board of Directors, approved by the Extraordinary General Meeting of Shareholders; granting a mandate to the Board of Directors to carry out this Decision. Buy-back trades may have as their object only fully paid-up shares and will be carried out only from the distributable profit or from the available reserves of the Company, entered in the last approved annual financial statement, except for legal reserves.

Authorization of the Board of Directors to adjust the details of the buy-back program so as to take into account the effects of the share capital increase proposed in article 2 of EGMS, as applicable.

*VI. To insert a clause regarding the questions to be addressed by the shareholders in EGMS, as well as OGMS
Each shareholder has the right to address written questions to the Board of Directors before the date of the general meeting, regarding the items on the agenda, according to art. 198-199 of the FSA Regulation no. 5/2018 until 28.04.2022. The answer is considered given if the requested information is published on the company's website."*

Following the request received, the Board of Directors gathered in meeting on 11.04.2022, gave effect to the request received from the shareholder AM ADVIES B.V. and decided, by decision no. 4 of 11.04.2022, **completing the agenda for the OGMS of 28.04.2022, with the following item:**

"15. Approval of the implementation of a "stock option plan" from the own shares held by the Company, to the administrators, directors and employees of the Company, by allocating a maximum of 1% of the total shares issued by the Company under the following conditions:

- (a) The members of the Board of Directors have the right to participate in the "stock option plan", which represents additional remuneration according to art. 153[^]18 (2) of the Companies Law no. 31/1990, being assigned a maximum total number of 0.1% of the shares issued by the company.*
- b) The Board of Directors shall be mandated to take all necessary measures and to fulfill all the formalities required for the approval and implementation of the "stock option plan", such as, but not limited to, (i) the determination of the criteria on the basis of which the Company directors and staff shall be granted shares, (ii) the determination of the organizational chart positions for which the "stock option plan" will be applicable; (iii) the conditions for acquiring shares; (iv) preparation and publication of information documents in accordance with the law, etc.*

and the completion of the agenda for the EGMS of 28.04.2022, with the following items:

"5. Approval of the guarantee by the Company, of all financial obligations (credit, interest, penalties, other costs), as personal guarantor, of the credit facilities granted by ING Bank N.V. Amsterdam – Bucharest Branch ("the Bank") according to the Credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, Credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively to the Credit facility agreements no. 16455, 16455/02 and 16455/05, concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions.

6. Approval of the guarantee by the Company, of all financial obligations (credit, interest, penalties, other costs), with movable mortgage on all its accounts opened with the Bank, of the credit facilities granted by ING Bank according to the Credit facility agreements no. 1484/04 and 1484/05, concluded between DN AGRAR GROUP SA and the Bank, Credit facility agreements

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no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, Credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR GOLDING SRL and the Bank, respectively to the Credit facility agreements no. 16455, 16455/02 and 16455/05, concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions.

7.Approval of the sale of shares transactions, according to the shares sale-purchase agreement concluded between DN AGRAR GARBOVA CV (as Seller) and DN AGRAR GROUP SA (as Buyer) dated 28.08.2021, as amended by Addendum no. 1 dated 01.11.2021, Addendum no. 2 dated 27.12.2021 and Addendum no. 3 dated 22.02.2022, amounting to EUR 6,815,000, as follows:

The Buyer will pay to the Seller the amount of **EUR 3,891,365** for the 612,837 shares representing 90% of **DN AGRAR APOLD S.R.L.**, nominal share capital amounting to RON 6,128,370;

The Buyer will pay to the Seller the amount of **EUR 1,075** for the 18 shares representing 90% of **DN AGRAR CALNIC S.R.L.**, nominal share capital in the amount of RON 180;

The Buyer will pay to the Seller the amount of **EUR 2,921,590** for the 460,100 shares representing 100% of **DN AGRAR HOLDING S.R.L.**, nominal share capital amounting to RON 4,601,000;

The Buyer will pay to the Seller the amount of **EUR 970** for the 99 shares representing 99% of **PRODAG GARBOVA S.R.L.**, nominal share capital amounting to RON 990;

as well as the approval of the repayment of the loans granted by DN AGRAR GARBOVA CV as follows:

- to the company **DN AGRAR APOLD SRL**, according to the Loan Unification Agreement no. 1 dated 31.10.2021, as amended by subsequent addenda (Addendum no. 1 of 31.12.2021; Addendum no. 2 of 21.02.2022; Addendum no. 3 of 22.02.2022), whose value is **EUR 2,173,473.85** (loan amount), plus the related interest until 28.02.2022, in the amount of **EUR 13,947.46**;

- to the company **DN AGRAR HOLDING SRL**, according to the Loan Unification Agreement no. 1 dated 31.10.2021, as amended by subsequent addenda (Addendum no. 1 of 31.12.2021; Addendum no. 2 of 17.02.2022; Addendum no. 3 of 22.02.2022), whose value is **EUR 826,879.45** (loan amount), plus the related interest until 28.02.2022, in the amount of **EUR 41,939.18**.

8.Approval of the guarantee by the Company of all financial obligations (credit, interest, penalties, other costs) arising from the credit facility agreements no. 1484/04 and 1484/05 concluded between DN AGRAR GROUP SA and the Bank, the credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, the credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively the credit facility agreements no. 16455, 16455/02 and 16455/05 concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions, with movable mortgage on a number of 612,837 shares that will be owned by DN AGRAR GROUP SA in the company DN AGRAR APOLD SRL, representing 90% of the share capital of the company DN AGRAR APOLD SRL, having a total nominal value of RON 6,128,370 (sixmilliononehundredtwentyeightthousandthreehundredseventy RON), and on the rights and receivables/ dividends attributable to all the shares that will be acquired, under the Credit facility agreement no. 1484/05 concluded between DN AGRAR GROUP SA and the Bank.

9.Approval of the guarantee by the Company of all financial obligations (credit, interest, penalties, other costs) arising from the credit facility agreements no. 1484/04 and 1484/05 concluded between DN AGRAR GROUP SA and the Bank, the credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, the credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively the credit facility agreements no. 16455, 16455/02 and 16455/05 concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions, with movable mortgage on a number of 460,100 shares that will be owned by DN AGRAR GROUP SA in the company DN AGRAR HOLDING SRL, representing 100% of the share capital of the company DN

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AGRAR HOLDING SRL, having a total nominal value of RON 4,601,000 (fourmillionsixhundredonethousand RON), and on the rights and receivables/ dividends attributable to all the shares that will be acquired, under the Credit facility agreement no. 1484/05 concluded between DN AGRAR GROUP SA and the Bank.

10. Approval of the guarantee by the Company of all financial obligations (credit, interest, penalties, other costs) arising from the credit facility agreements no. 1484/04 and 1484/05 concluded between DN AGRAR GROUP SA and the Bank, the credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, the credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively the credit facility agreements no. 16455, 16455/02 and 16455/05 concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions, with movable mortgage on a number of 18 shares that will be owned by DN AGRAR GROUP SA in the company DN AGRAR CALNIC SRL, representing 90% of the share capital of the company DN AGRAR CALNIC SRL, having a total nominal value of RON 180 (onehundredeighty RON), and on the rights and receivables/ dividends attributable to all the shares that will be acquired, under the Credit facility agreement no. 1484/05 concluded between DN AGRAR GROUP SA and the Bank.

11. Approval of the guarantee by the Company of all financial obligations (credit, interest, penalties, other costs) arising from the credit facility agreements no. 1484/04 and 1484/05 concluded between DN AGRAR GROUP SA and the Bank, the credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, the credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively the credit facility agreements no. 16455, 16455/02 and 16455/05 concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions, with movable mortgage on a number of 99 shares that will be owned by DN AGRAR GROUP SA in the company PRODAG GARBOVA SRL, representing 99% of the share capital of the company PRODAG GARBOVA SRL, having a total nominal value of RON 990 (ninehundredninety RON), and on the rights and receivables/ dividends attributable to all the shares that will be acquired, under the Credit facility agreement no. 1484/05 concluded between DN AGRAR GROUP SA and the Bank.

12. Approval of the guarantee by the Company of all financial obligations (credit, interest, penalties, other costs) arising from the credit facility agreements no. 1484/04 and 1484/05 concluded between DN AGRAR GROUP SA and the Bank, the credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, the credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively the credit facility agreements no. 16455, 16455/02 and 16455/05 concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions, with movable mortgage on all receivables held or possibly to be held by DN AGRAR GROUP SA, due by DN AGRAR GARBOVA CV (registration no. 01129709), or by any other third party as a result of the failure to conclude the shares sale-purchase agreement and/ or related to the transaction of transferring shares that has not been completed or has been cancelled for any reason.

13. Approval of the guarantee of all financial obligations (credit, interest, penalties, other costs) arising from the credit facility agreements no. 1484/04 and 1484/05 concluded between DN AGRAR GROUP SA and the Bank, with promissory notes, with the amount and maturity in blank, stipulated without protest, issued by DN AGRAR GROUP SA in favour of the Bank and endorsed by Mr. Jan Gijsbertus de Boer, having the capacity of director of DN AGRAR GROUP SA. A separate promissory note will be issued for each credit facility in force.

14. For the negotiation of the terms of the credit facility, the signing of the credit agreement, the guarantee agreements (movable/ immovable), any additional documents deriving from these agreements (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, (personal data, anonymized at the company), as legal representative, his signature being fully opposable to the Company.

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.

In case of revocation of the mandate, the obligation to notify the Bank about its termination rests with the principal(s). The

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Bank will not be held liable in any way if it has not been properly informed.

15. Approval of the buy-back by the Company of its own shares, within the market where the shares are listed or by conducting public purchase bids, in accordance with the applicable legal provisions, under the following conditions: maximum 0.5% of the share capital,

A. in case of buy-back on the market where the shares are listed, at a minimum price equal to the BVB market price at the time of acquisition and a maximum price equal to the lowest value between (i) RON 3 per share and (ii) the higher of the price of the last independent trade and the highest current independent purchase bid, in accordance with the provisions of art. 3 par. (2) of Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) no. Regulation (EC) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programs and stabilization measures.

B. in case of buy-back by conducting public purchase offers, at a minimum price equal to the applicable legal provisions.

The aggregate value of the buy-back program is up to RON 795,471. The program will run for a maximum period of 18 months from the date of publication of the Decision adopted in this regard in the Official Gazette of Romania, part IV, in order to implement the plan for allocating shares to Company employees and directors, as well as to members of the Board of Directors, approved by the Extraordinary General Meeting of Shareholders; granting a mandate to the Board of Directors to carry out this Decision. Buy-back trades may have as their object only fully paid-up shares and will be carried out only from the distributable profit or from the available reserves of the Company, entered in the last approved annual financial statement, except for legal reserves.

Authorization of the Board of Directors to adjust the details of the buy-back program so as to take into account the effects of the share capital increase proposed in article 2, as applicable."

Attached below, the completed and revised agenda, both for the OGMS and for the EGMS, from 28.04.2022.

Jan Gijsbertus de Boer
Chairman of the Board of Directors

**Convening Notice for the Ordinary General Meeting of Shareholders of
DN AGRAR GROUP SA
(completed and final)**

Mr. Jan Gijsbertus de BOER, President of the Board of Directors of **DN AGRAR GROUP S.A.**, an open type joint-stock company, established and operating according to Romanian legislation, with its registered office in Alba Iulia, Alba County, 1 P-ța Iuliu Maniu Street, building 31DE, having trade registry number J1/730/2008, EUID ROONRC.J01/730/2008, sole registration code 24020501, fiscal attribute RO, subscribed and paid share capital RON 10,606,281.60 (hereinafter referred to as the "**Company**"), in accordance with the Decision of the Board of Directors no. 3 of 23.03.2022 and Decision 4 din 11.04.2022, the provisions of the Articles of Association of the Company valid on the convening date, as well as of the Companies Law no. 31/1990, as subsequently amended and supplemented,

CONVENES

The Ordinary General Meeting of Shareholders (hereinafter referred to as the OGMS), on 28.04.2022, at 10:00 o'clock, at the Company's work point - PENSIUNEA CASA BUNA from Reciu Village, Gârbova Commune, Albele Area, Alba County, for all shareholders registered by the end of 15.04.2022, considered the Reference Date, in the Register of Shareholders kept by Depozitarul Central SA, and, in case of non-fulfilment of the statutory conditions or any other conditions of validity, the OGMS will be held on 29.04.2022, at 10:00 o'clock, in the same place, for all shareholders registered in the Register of Shareholders on the same reference date, with the following

AGENDA:

1. Election of the OGMS secretary.

2. Approval of the guarantee by the Company, of all financial obligations (credit, interest, penalties, other costs), as personal guarantor, of the credit facilities granted by ING Bank N.V. Amsterdam – Bucharest Branch ("the Bank") according to the Credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, Credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively to the Credit facility agreements no. 16455, 16455/02 and 16455/05, concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions.

3. Approval of the guarantee by the Company, of all financial obligations (credit, interest, penalties, other costs), with movable mortgage on all its accounts opened with the Bank, of the credit facilities granted by ING Bank according to the Credit facility agreements no. 1484/04 and 1484/05, concluded between DN AGRAR GROUP SA and the Bank, Credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, Credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR GOLDING SRL and the Bank, respectively to the Credit facility agreements no. 16455, 16455/02 and 16455/05, concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions.

4. Approval of the sale of shares transactions, according to the shares sale-purchase agreement concluded between DN AGRAR GARBOVA CV (as Seller) and DN AGRAR GROUP SA (as Buyer) dated 28.08.2021, as amended by Addendum no. 1 dated 01.11.2021, Addendum no. 2 dated 27.12.2021 and Addendum no. 3 dated 22.02.2022, amounting to EUR 6,815,000, as follows:

- The Buyer will pay to the Seller the amount of **EUR 3,891,365** for the 612,837 shares representing 90% of **DN AGRAR APOLD S.R.L.**, nominal share capital amounting to RON 6,128,370;
- The Buyer will pay to the Seller the amount of **EUR 1,075** for the 18 shares representing 90% of **DN AGRAR CALNIC S.R.L.**, nominal share capital in the amount of RON 180;
- The Buyer will pay to the Seller the amount of **EUR 2,921,590** for the 460,100 shares representing 100% of **DN AGRAR HOLDING S.R.L.**, nominal share capital amounting to RON 4,601,000;
- The Buyer will pay to the Seller the amount of **EUR 970** for the 99 shares representing 99% of **PRODAG GARBOVA S.R.L.**, nominal share capital amounting to RON 990;

as well as the approval of the repayment of the loans granted by DN AGRAR GARBOVA CV as follows:

- to the company **DN AGRAR APOLD SRL**, according to the Loan Unification Agreement no. 1 dated 31.10.2021, as amended by subsequent addenda (Addendum no. 1 of 31.12.2021; Addendum no. 2 of 21.02.2022; Addendum no. 3 of 22.02.2022), whose value is **EUR 2,173,473.85** (loan amount), plus the related interest until 28.02.2022, in the amount of **EUR 13,947.46**;

- to the company **DN AGRAR HOLDING SRL**, according to the Loan Unification Agreement no. 1 dated 31.10.2021, as amended by subsequent addenda (Addendum no. 1 of 31.12.2021; Addendum no. 2 of 17.02.2022; Addendum no. 3 of 22.02.2022), whose value is **EUR 826,879.45** (loan amount), plus the related interest until 28.02.2022, in the amount of **EUR 41,939.18**.

5.Approval of the guarantee by the Company of all financial obligations (credit, interest, penalties, other costs) arising from the credit facility agreements no. 1484/04 and 1484/05 concluded between DN AGRAR GROUP SA and the Bank, the credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, the credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively the credit facility agreements no. 16455, 16455/02 and 16455/05 concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions, with movable mortgage on a number of 612,837 shares that will be owned by DN AGRAR GROUP SA in the company DN AGRAR APOLD SRL, representing 90% of the share capital of the company DN AGRAR APOLD SRL, having a total nominal value of RON 6,128,370 (sixmilliononehundredtwentyeightthousandthreehundredseventy RON), and on the rights and receivables/ dividends attributable to all the shares that will be acquired, under the Credit facility agreement no. 1484/05 concluded between DN AGRAR GROUP SA and the Bank.

6.Approval of the guarantee by the Company of all financial obligations (credit, interest, penalties, other costs) arising from the credit facility agreements no. 1484/04 and 1484/05 concluded between DN AGRAR GROUP SA and the Bank, the credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, the credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively the credit facility agreements no. 16455, 16455/02 and 16455/05 concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions, with movable mortgage on a number of 460,100 shares that will be owned by DN AGRAR GROUP SA in the company DN AGRAR HOLDING SRL, representing 100% of the share capital of the company DN AGRAR HOLDING SRL, having a total nominal value of RON 4,601,000 (fourmillionsixhundredonethousand RON), and on the rights and receivables/ dividends attributable to all the shares that will be acquired, under the Credit facility agreement no. 1484/05 concluded between DN AGRAR GROUP SA and the Bank.

7.Approval of the guarantee by the Company of all financial obligations (credit, interest, penalties, other costs) arising from the credit facility agreements no. 1484/04 and 1484/05 concluded between DN AGRAR GROUP SA and the Bank, the credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, the credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively the credit facility agreements no. 16455, 16455/02 and 16455/05 concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions, with movable mortgage on a number of 18 shares that will be owned by DN AGRAR GROUP SA in the company DN AGRAR CALNIC SRL, representing 90% of the

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share capital of the company DN AGRAR CALNIC SRL, having a total nominal value of RON 180 (onehundredeighty RON), and on the rights and receivables/ dividends attributable to all the shares that will be acquired, under the Credit facility agreement no. 1484/05 concluded between DN AGRAR GROUP SA and the Bank.

8.Approval of the guarantee by the Company of all financial obligations (credit, interest, penalties, other costs) arising from the credit facility agreements no. 1484/04 and 1484/05 concluded between DN AGRAR GROUP SA and the Bank, the credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, the credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively the credit facility agreements no. 16455, 16455/02 and 16455/05 concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions, with movable mortgage on a number of 99 shares that will be owned by DN AGRAR GROUP SA in the company PRODAG GARBOVA SRL, representing 99% of the share capital of the company PRODAG GARBOVA SRL, having a total nominal value of RON 990 (ninehundredninety RON), and on the rights and receivables/ dividends attributable to all the shares that will be acquired, under the Credit facility agreement no. 1484/05 concluded between DN AGRAR GROUP SA and the Bank.

9.Approval of the guarantee by the Company of all financial obligations (credit, interest, penalties, other costs) arising from the credit facility agreements no. 1484/04 and 1484/05 concluded between DN AGRAR GROUP SA and the Bank, the credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, the credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively the credit facility agreements no. 16455, 16455/02 and 16455/05 concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions, with movable mortgage on all receivables held or possibly to be held by DN AGRAR GROUP SA, due by DN AGRAR GARBOVA CV (registration no. 01129709), or by any other third party as a result of the failure to conclude the shares sale-purchase agreement and/ or related to the transaction of transferring shares that has not been completed or has been cancelled for any reason.

10.Approval of the guarantee of all financial obligations (credit, interest, penalties, other costs) arising from the credit facility agreements no. 1484/04 and 1484/05 concluded between DN AGRAR GROUP SA and the Bank, with promissory notes, with the amount and maturity in blank, stipulated without protest, issued by DN AGRAR GROUP SA in favour of the Bank and endorsed by Mr. Jan Gijsbertus de Boer, having the capacity of director of DN AGRAR GROUP SA. A separate promissory note will be issued for each credit facility in force.

11.For the negotiation of the terms of the credit facility, the signing of the credit agreement, the guarantee agreements (movable/ immovable), any additional documents deriving from these agreements (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, (personal data, anonymized at the company), as legal representative, his signature being fully opposable to the Company.

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.

In case of revocation of the mandate, the obligation to notify the Bank about its termination rests with the

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principal(s). The Bank will not be held liable in any way if it has not been properly informed.

12. Approval of the individual and consolidated financial statements of the Company for the financial year 2021, prepared on the basis of the Directors' Report and the Financial Auditor's Report for 2021.

13. Approval of the discharge of the members of the Board of Directors for the activity related to the financial year 2021.

14. Approval of the Company's income and expense budget for the financial year 2022.

15. Approval of the implementation of a "stock option plan" from the own shares held by the Company, to the administrators, directors and employees of the Company, by allocating a maximum of 1% of the total shares issued by the Company under the following conditions:

(a) The members of the Board of Directors have the right to participate in the "stock option plan", which represents additional remuneration according to art. 153¹⁸ (2) of the Companies Law no. 31/1990, being assigned a maximum total number of 0.1% of the shares issued by the company.

b) The Board of Directors shall be mandated to take all necessary measures and to fulfill all the formalities required for the approval and implementation of the "stock option plan", such as, but not limited to, (i) the determination of the criteria on the basis of which the Company directors and staff shall be granted shares, (ii) the determination of the organizational chart positions for which the "stock option plan" will be applicable; (iii) the conditions for acquiring shares; (iv) preparation and publication of information documents in accordance with the law, etc.

16. Approval of the date of 17.05.2022 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 16.05.2022 as the date representing the "ex-date" of the OGMS resolution.

17. Approval for mandating the Chairman of the Board of Directors of the Company, Mr. Jan Gijsbertus de Boer, with the possibility of being substituted, to perform all procedures and formalities provided by law for the implementation of the OGMS resolutions, to submit and receive documents and 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.

Jan Gijsbertus de Boer
Chairman of the Board of Directors

**Convening Notice for the Extraordinary General Meeting of Shareholders of
DN AGRAR GROUP SA
(completed and final)**

Mr. Jan Gijsbertus de BOER, President of the Board of Directors of **DN AGRAR GROUP S.A.**, an open type joint-stock company, established and operating according to Romanian legislation, with its registered office in Alba Iulia, Alba County, 1 P-ța Iuliu Maniu Street, building 31DE, having trade registry number J1/730/2008, EUID ROONRC.J01/730/2008, sole registration code 24020501, fiscal attribute RO, subscribed and paid share capital RON 10,606,281.60 (hereinafter referred to as the "**Company**"), in accordance with the Decisions of the Board of Directors no. 3 of 23.03.2022 and no 4 of 11.04.2022, the provisions of the Articles of Association of the Company valid on the convening date, as well as of the Companies Law no. 31/1990, as subsequently amended and supplemented,

CONVENES

The Extraordinary General Meeting of Shareholders (hereinafter referred to as the EGMS), on 28.04.2022, at 11:00 o'clock, at the Company's work point - PENSIUNEA CASA BUNA from Reciu Village, Gârbova Commune, Albele Area, Alba County, for all shareholders registered by the end of 15.04.2022, considered the Reference Date, in the Register of Shareholders kept by Depozitarul Central SA, and, in case of non-fulfilment of the statutory conditions or any other conditions of validity, the EGMS will be held on 29.04.2022, at 11:00 o'clock, in the same place, for all shareholders registered in the Register of Shareholders on the same reference date, with the following

AGENDA:

1. Election of the EGMS secretary.
2. Approval of the increase of the share capital with the amount of RON 21,212,563.20 (representing share premiums), from the current value of RON 10,606,281.60 to the value of **RON 31,818,844.80**, by issuing a number of 106,062,816 new shares, with a nominal value of 0.2 RON/ share, which will be allocated free of charge to the Company's shareholders registered in the shareholder register kept by Depozitarul Central SA on the registration date (each shareholder will receive free of charge a number of two newly issued shares for each share held on the date of registration) by incorporating the share premiums.
3. For the purpose and subject to the approval of item 2 of the EGMS agenda, to set the date of:
 - a. **15.07.2022** as the Registration Date for the identification of the shareholders affected by the effects of decision no. 2 above, from the EGMS agenda, in accordance with the provisions of art. 87 (1) of Law no. 24/2017;
 - b. **14.07.2022** as "ex-date" calculated in accordance with the provisions of art. 2 par. (2) let. (I) of Regulation no. 5/2018;
 - c. **18.07.2022** as the date of payment calculated in accordance with the provisions of art. 178 para. (4) of Regulation no. 5/2018.
4. Approval for mandating the Board of Directors of the Company to carry out the Share Capital Increase, as well as to prepare and sign any and all documents necessary for the Share Capital Increase, including for updating the Company's Articles of Association.
5. Approval of the guarantee by the Company, of all financial obligations (credit, interest, penalties, other costs), as personal guarantor, of the credit facilities granted by ING Bank N.V. Amsterdam – Bucharest Branch ("the Bank") according to the Credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, Credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively to the Credit facility agreements no. 16455, 16455/02 and 16455/05, concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions.
6. Approval of the guarantee by the Company, of all financial obligations (credit, interest, penalties, other costs), with movable mortgage on all its accounts opened with the Bank, of the credit facilities granted by ING Bank according to the Credit facility agreements no. 1484/04 and 1484/05, concluded between DN AGRAR GROUP SA and the Bank, Credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, Credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR GOLDING SRL and the Bank, respectively to the Credit facility agreements no. 16455, 16455/02 and 16455/05, concluded between LACTO AGRAR SRL and the

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Bank, with all subsequent amendments and completions.

7.Approval of the sale of shares transactions, according to the shares sale-purchase agreement concluded between DN AGRAR GARBOVA CV (as Seller) and DN AGRAR GROUP SA (as Buyer) dated 28.08.2021, as amended by Addendum no. 1 dated 01.11.2021, Addendum no. 2 dated 27.12.2021 and Addendum no. 3 dated 22.02.2022, amounting to EUR 6,815,000, as follows:

*The Buyer will pay to the Seller the amount of **EUR 3,891,365** for the 612,837 shares representing 90% of **DN AGRAR APOLD S.R.L.**, nominal share capital amounting to RON 6,128,370;*

*The Buyer will pay to the Seller the amount of **EUR 1,075** for the 18 shares representing 90% of **DN AGRAR CALNIC S.R.L.**, nominal share capital in the amount of RON 180;*

*The Buyer will pay to the Seller the amount of **EUR 2,921,590** for the 460,100 shares representing 100% of **DN AGRAR HOLDING S.R.L.**, nominal share capital amounting to RON 4,601,000;*

*The Buyer will pay to the Seller the amount of **EUR 970** for the 99 shares representing 99% of **PRODAG GARBOVA S.R.L.**, nominal share capital amounting to RON 990;*

as well as the approval of the repayment of the loans granted by DN AGRAR GARBOVA CV as follows:

- to the company **DN AGRAR APOLD SRL**, according to the Loan Unification Agreement no. 1 dated 31.10.2021, as amended by subsequent addenda (Addendum no. 1 of 31.12.2021; Addendum no. 2 of 21.02.2022; Addendum no. 3 of 22.02.2022), whose value is **EUR 2,173,473.85** (loan amount), plus the related interest until 28.02.2022, in the amount of **EUR 13,947.46**;

- to the company **DN AGRAR HOLDING SRL**, according to the Loan Unification Agreement no. 1 dated 31.10.2021, as amended by subsequent addenda (Addendum no. 1 of 31.12.2021; Addendum no. 2 of 17.02.2022; Addendum no. 3 of 22.02.2022), whose value is **EUR 826,879.45** (loan amount), plus the related interest until 28.02.2022, in the amount of **EUR 41,939.18**.

8.Approval of the guarantee by the Company of all financial obligations (credit, interest, penalties, other costs) arising from the credit facility agreements no. 1484/04 and 1484/05 concluded between DN AGRAR GROUP SA and the Bank, the credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, the credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively the credit facility agreements no. 16455, 16455/02 and 16455/05 concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions, with movable mortgage on a number of 612,837 shares that will be owned by DN AGRAR GROUP SA in the company DN AGRAR APOLD SRL, representing 90% of the share capital of the company DN AGRAR APOLD SRL, having a total nominal value of RON 6,128,370 (sixmilliononehundredtwentyeightthousandthree-hundredseventy RON), and on the rights and receivables/ dividends attributable to all the shares that will be acquired, under the Credit facility agreement no. 1484/05 concluded between DN AGRAR GROUP SA and the Bank.

9.Approval of the guarantee by the Company of all financial obligations (credit, interest, penalties, other costs) arising from the credit facility agreements no. 1484/04 and 1484/05 concluded between DN AGRAR GROUP SA and the Bank, the credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, the credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively the credit facility agreements no. 16455, 16455/02 and 16455/05 concluded between LACTO AGRAR SRL and the

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Bank, with all subsequent amendments and completions, with movable mortgage on a number of 460,100 shares that will be owned by DN AGRAR GROUP SA in the company DN AGRAR HOLDING SRL, representing 100% of the share capital of the company DN AGRAR HOLDING SRL, having a total nominal value of RON 4,601,000 (fourmillionsixhundredonethousand RON), and on the rights and receivables/ dividends attributable to all the shares that will be acquired, under the Credit facility agreement no. 1484/05 concluded between DN AGRAR GROUP SA and the Bank.

10. Approval of the guarantee by the Company of all financial obligations (credit, interest, penalties, other costs) arising from the credit facility agreements no. 1484/04 and 1484/05 concluded between DN AGRAR GROUP SA and the Bank, the credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, the credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively the credit facility agreements no. 16455, 16455/02 and 16455/05 concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions, with movable mortgage on a number of 18 shares that will be owned by DN AGRAR GROUP SA in the company DN AGRAR CALNIC SRL, representing 90% of the share capital of the company DN AGRAR CALNIC SRL, having a total nominal value of RON 180 (onehundredeighty RON), and on the rights and receivables/ dividends attributable to all the shares that will be acquired, under the Credit facility agreement no. 1484/05 concluded between DN AGRAR GROUP SA and the Bank.

11. Approval of the guarantee by the Company of all financial obligations (credit, interest, penalties, other costs) arising from the credit facility agreements no. 1484/04 and 1484/05 concluded between DN AGRAR GROUP SA and the Bank, the credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, the credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively the credit facility agreements no. 16455, 16455/02 and 16455/05 concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions, with movable mortgage on a number of 99 shares that will be owned by DN AGRAR GROUP SA in the company PRODAG GARBOVA SRL, representing 99% of the share capital of the company PRODAG GARBOVA SRL, having a total nominal value of RON 990 (ninehundredninety RON), and on the rights and receivables/ dividends attributable to all the shares that will be acquired, under the Credit facility agreement no. 1484/05 concluded between DN AGRAR GROUP SA and the Bank.

12. Approval of the guarantee by the Company of all financial obligations (credit, interest, penalties, other costs) arising from the credit facility agreements no. 1484/04 and 1484/05 concluded between DN AGRAR GROUP SA and the Bank, the credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, the credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively the credit facility agreements no. 16455, 16455/02 and 16455/05 concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions, with movable mortgage on all receivables held or possibly to be held by DN AGRAR GROUP SA, due by DN AGRAR GARBOVA CV (registration no. 01129709), or by any other third party as a result of the failure to conclude the shares sale-purchase agreement and/ or related to the transaction of transferring shares that has not been completed or has been cancelled for any reason.

13. Approval of the guarantee of all financial obligations (credit, interest, penalties, other costs) arising from the credit facility agreements no. 1484/04 and 1484/05 concluded between DN AGRAR GROUP SA and the Bank, with promissory notes, with the amount and maturity in blank, stipulated without protest, issued by DN AGRAR GROUP SA in favour of the Bank and endorsed by Mr. Jan Gijsbertus

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de Boer, having the capacity of director of DN AGRAR GROUP SA. A separate promissory note will be issued for each credit facility in force.

14.For the negotiation of the terms of the credit facility, the signing of the credit agreement, the guarantee agreements (movable/ immovable), any additional documents deriving from these agreements (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, (personal data, anonymized at the company), as legal representative, his signature being fully opposable to the Company.

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.

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.

15. Approval of the buy-back by the Company of its own shares, within the market where the shares are listed or by conducting public purchase bids, in accordance with the applicable legal provisions, under the following conditions: maximum 0.5% of the share capital,

A. in case of buy-back on the market where the shares are listed, at a minimum price equal to the BVB market price at the time of acquisition and a maximum price equal to the lowest value between (i) RON 3 per share and (ii) the higher of the price of the last independent trade and the highest current independent purchase bid, in accordance with the provisions of art. 3 par. (2) of Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) no. Regulation (EC) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programs and stabilization measures.

B. in case of buy-back by conducting public purchase offers, at a minimum price equal to the applicable legal provisions.

The aggregate value of the buy-back program is up to RON 795,471. The program will run for a maximum period of 18 months from the date of publication of the Decision adopted in this regard in the Official Gazette of Romania, part IV, in order to implement the plan for allocating shares to Company employees and directors, as well as to members of the Board of Directors, approved by the Extraordinary General Meeting of Shareholders; granting a mandate to the Board of Directors to carry out this Decision. Buy-back trades may have as their object only fully paid-up shares and will be carried out only from the distributable profit or from the available reserves of the Company, entered in the last approved annual financial statement, except for legal reserves.

Authorization of the Board of Directors to adjust the details of the buy-back program so as to take into account the effects of the share capital increase proposed in article 2, as applicable.

16.Approval for empowering the Chairman of the Board of Directors of the Company, Mr. Jan Gijsbertus de Boer, with the possibility of being substituted, to perform all procedures and formalities provided by law for the implementation of the EGMS resolutions, to submit and receive documents and sign for this purpose on behalf of the Company all the documents related to share capital increase, to represent the Company in relation to the Trade Register, the Official Gazette, the Financial Supervisory Authority, the

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Bucharest Stock Exchange, ING BANK and any other institutions.

Jan Gijsbertus de Boer
Chairman of the Board of Directors





<p>Catre Consiliul de Administratie al DN AGRAR GROUP S.A.</p> <p>Ref: Solicitare completare ordinea de zi AGEA si AGOA</p> <p>Data: 08.04.2022</p>	<p>To: Board of Directors of DN AGRAR GROUP S.A.</p> <p>Regarding: Request to complete the Convenes of EGMS and OGMS</p> <p>Date: 08.04.2022</p>
<p>Subscrisa A.M. ADVIES B.V. societate cu raspundere limitata, înregistrata în Registrul Comerțului din Noordwest, Olanda, sub nr. 04087152, cu sediul în Langedijk 5, 7958 PJ Koekange, Olanda, reprezentata prin Jan Gijsbertus de Boer, cetățean olandez, [REDACTED], [REDACTED], [REDACTED], [REDACTED], [REDACTED], ca actionar al DN AGRAR GROUP S.A., societate pe acțiuni de tip deschis, înființată și funcționând conform legislației române, cu sediul social în Alba Iulia, jud. Alba, Str. P-ța Iuliu Maniu nr. 1, bloc 31DE, având număr de ordine în registrul comerțului J1/730/2008, EUID ROONRC.J01/730/2008, cod unic de înregistrare 24020501, atribut fiscal RO, capital social subscris și vărsat 10.606.281,60 lei (denumită în cele ce urmează „Societatea”), detinand 39.291.200 de actiuni, reprezentand 74,0904% din capitalul social</p> <p>Prin prezenta solicitam completarea Ordinii de zi a Adunarii Generale Extraordinare Actionarilor Societatii si Adunarii Ordonare a Actionarilor din data de 28.04.2022 cu urmatoarele puncte:</p>	<p>The undersigned A.M. ADVIES B.V. Limited liability company, registered at the Trade Register from Noordwest, The Netherlands, under no. 04087152, with its seat in Langedijk 5, 7958 PJ Koekange, The Netherlands, represented by Jan Gijsbertus de Boer, Dutch citizen, [REDACTED], [REDACTED], [REDACTED], [REDACTED], [REDACTED], as shareholder of DN AGRAR GROUP S.A., an open type joint-stock company, established and operating according to Romanian legislation, with its registered office in Alba Iulia, Alba County, 1 P-ța Iuliu Maniu Street, building 31DE, having trade registry number J1/730/2008, EUID ROONRC.J01/730/2008, sole registration code 24020501, fiscal attribute RO, subscribed and paid share capital RON 10,606,281.60 (hereinafter referred to as the “Company”), holding 39,291,200 shares, representing 74.0904% of share capital</p> <p>We hereby request to complete the Convenes of the Convening Notice for the Extraordinary General Meeting of Shareholders and Ordinary General Meeting of the Shareholders of the Company as of 28.04.2022 with the following points:</p>

I. Pe ordine de zi, in mod gresit, au fost introduse in atributiile adunarii generale ordinare a actionarilor urmatoarele puncte care vor fi trecute la adunarea extraordinara:

1. Aprobarea garantării de către Societate a tuturor obligațiilor financiare (credit, dobânzi, penalități, alte costuri), în calitate de fidejutor, a facilităților de credit acordate de ING Bank N.V. Amsterdam – Sucursala București („Banca”) conform Contractelor de facilitare de credit nr. 1484 și 1484/01, încheiate între DN AGRAR APOLD SRL și Banca, Contractelor de facilitare de credit nr. 1484/02 și 1484/03, încheiate între DN AGRAR HOLDING SRL și Banca, respectiv Contractelor de facilitare de credit nr. 16455, 16455/02 și 16455/05, încheiate între LACTO AGRAR SRL și Banca, cu toate modificările și completările ulterioare.

2. Aprobarea garantării de către Societate a tuturor obligațiilor financiare (credit, dobânzi, penalități, alte costuri), cu ipotecă mobilă asupra tuturor conturilor sale deschise la Bancă, a facilităților de credit acordate de ING Bank conform Contractelor de facilitare de credit nr. 1484/04 și 1484/05 încheiate între DN AGRAR GROUP SA și Bancă, Contractelor de facilitare de credit nr. 1484 și 1484/01, încheiate între DN AGRAR APOLD SRL și Bancă, Contractelor de facilitare de credit nr. 1484/02 și 1484/03, încheiate între DN AGRAR HOLDING SRL și Bancă, respectiv Contractelor de facilitare de credit nr. 16455, 16455/02 și 16455/05 încheiate între LACTO AGRAR SRL și Bancă, cu toate modificările și completările ulterioare.

3. Aprobarea tranzacțiilor de vânzare părți sociale, conform contractului de vânzare-cumpărare părți sociale încheiat între DN AGRAR GARBOVA CV (în calitate de Vândător) și DN AGRAR GROUP SA (în

I. By mistake, the points were inserted in the ordinary meeting of the shareholders and will be inserted in the extraordinary meeting

1. Approval of the guarantee by the Company, of all financial obligations (credit, interest, penalties, other costs), as personal guarantor, of the credit facilities granted by ING Bank N.V. Amsterdam – Bucharest Branch (“the Bank”) according to the Credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, Credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively to the Credit facility agreements no. 16455, 16455/02 and 16455/05, concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions.

2. Approval of the guarantee by the Company, of all financial obligations (credit, interest, penalties, other costs), with movable mortgage on all its accounts opened with the Bank, of the credit facilities granted by ING Bank according to the Credit facility agreements no. 1484/04 and 1484/05, concluded between DN AGRAR GROUP SA and the Bank, Credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, Credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively to the Credit facility agreements no. 16455, 16455/02 and 16455/05, concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions.

3. Approval of the sale of shares transactions, according to the shares sale-purchase agreement concluded between DN AGRAR GARBOVA CV (as Seller) and DN AGRAR GROUP SA (as Buyer) dated 28.08.2021, as amended by Addendum no. 1 dated

calitate de Cumpărător) din data de 28.08.2021, astfel cum a fost modificat prin Actul adițional nr. 1 din data de 01.11.2021, Actul adițional nr. 2 din data de 27.12.2021 și Actul adițional nr. 3 din data de 22.02.2022, în valoare de 6.815.000 EUR, astfel:

- Cumpărătorul va plăti Vânzătorului suma de **3.891.365 EUR** pentru cele 612.837 părți sociale reprezentând 90% din **DN AGRAR APOLD S.R.L.**, capital social nominal în valoare de 6.128.370 lei;
- Cumpărătorul va plăti Vânzătorului suma de **1.075 EUR** pentru cele 18 părți sociale reprezentând 90% din **DN AGRAR CALNIC S.R.L.** capital social nominal în valoare de 180 lei;
- Cumpărătorul va plăti Vânzătorului suma de **2.921.590 EUR** pentru cele 460.100 părți sociale reprezentând 100% din **DN AGRAR HOLDING S.R.L.** capital social nominal în valoare de 4.601.000 lei;
- Cumpărătorul va plăti Vânzătorului suma de **970 EUR** pentru cele 99 părți sociale reprezentând 99% din **PRODAG GARBOVA S.R.L.** capital social nominal în valoare de 990 lei;

precum și aprobarea restituirii împrumuturilor acordate de către DN AGRAR GARBOVA CV astfel:

- societății **DN AGRAR APOLD SRL**, conform Acordului de unificare împrumuturi nr. 1 din data de 31.10.2021, astfel cum a fost modificat prin actele adiționale ulterioare (Actul adițional nr. 1 din 31.12.2021; Actul adițional nr. 2 din 21.02.2022; Actul adițional nr. 3 din 22.02.2022), a cărui valoare este de **2.173.473,85 EUR** (valoare împrumut), la care se adaugă dobânzile aferente până la data de

01.11.2021, Addendum no. 2 dated 27.12.2021 and Addendum no. 3 dated 22.02.2022, amounting to EUR 6,815,000, as follows:

- *The Buyer will pay to the Seller the amount of **EUR 3,891,365** for the 612,837 shares representing 90% of **DN AGRAR APOLD S.R.L.**, nominal share capital amounting to RON 6,128,370;*
- *The Buyer will pay to the Seller the amount of **EUR 1,075** for the 18 shares representing 90% of **DN AGRAR CALNIC S.R.L.**, nominal share capital in the amount of RON 180;*
- *The Buyer will pay to the Seller the amount of **EUR 2,921,590** for the 460,100 shares representing 100% of **DN AGRAR HOLDING S.R.L.**, nominal share capital amounting to RON 4,601,000;*
- *The Buyer will pay to the Seller the amount of **EUR 970** for the 99 shares representing 99% of **PRODAG GARBOVA S.R.L.**, nominal share capital amounting to RON 990;*

as well as the approval of the repayment of the loans granted by DN AGRAR GARBOVA CV as follows:

- to the company **DN AGRAR APOLD SRL**, according to the Loan Unification Agreement no. 1 dated 31.10.2021, as amended by subsequent addenda (Addendum no. 1 of 31.12.2021; Addendum no. 2 of 21.02.2022; Addendum no. 3 of 22.02.2022), whose value is **EUR 2,173,473.85** (loan amount), plus the related interest until 28.02.2022, in the amount of **EUR 13,947.46**;

28.02.2022, în sumă de **13.947,46 EUR**;

- societății **DN AGRAR HOLDING SRL**, conform Acordului de unificare împrumuturi nr. 1 din data de 31.10.2021, astfel cum a fost modificat prin actele adiționale ulterioare (Actul adițional nr. 1 din 31.12.2021; Actul adițional nr. 2 din 17.02.2022; Actul adițional nr. 3 din 22.02.2022), a cărui valoare este de **826.879,45 EUR** (valoare împrumut), la care se adaugă dobânzile aferente până la data de 28.02.2022, în sumă de **41.939,18 EUR**.

4. Aprobarea garantării de către Societate a tuturor obligațiilor financiare (credit, dobânzi, penalități, alte costuri) decurgând din contractele de facilitare de credit nr. 1484/04 și 1484/05 încheiate între DN AGRAR GROUP SA și Bancă, contractele de facilitare de credit nr. 1484 și 1484/01, încheiate între DN AGRAR APOLD SRL și Bancă, contractele de facilitare de credit nr. 1484/02 și 1484/03, încheiate între DN AGRAR HOLDING SRL și Bancă, respectiv contractele de facilitare de credit nr. 16455, 16455/02 și 16455/05 încheiate între LACTO AGRAR SRL și Bancă, cu toate modificările și completările ulterioare, cu ipotecă mobilă asupra unui număr de 612.837 părți sociale care vor fi deținute de DN AGRAR GROUP SA în societatea DN AGRAR APOLD SRL, reprezentând 90% din capitalul social al societății DN AGRAR APOLD SRL, având o valoare nominală totală de 6.128.370 RON (șase milioane unsut douăzeci și opt mii treisut e- șaptezeci lei), și asupra drepturilor și creanțelor/ dividendelor atribuite tuturor părților sociale care vor fi achiziționate, în baza Contractului de facilitare de credit nr. 1484/05

- to the company **DN AGRAR HOLDING SRL**, according to the Loan Unification Agreement no. 1 dated 31.10.2021, as amended by subsequent addenda (Addendum no. 1 of 31.12.2021; Addendum no. 2 of 17.02.2022; Addendum no. 3 of 22.02.2022), whose value is **EUR 826,879.45** (loan amount), plus the related interest until 28.02.2022, in the amount of **EUR 41,939.18**.

4. Approval of the guarantee by the Company of all financial obligations (credit, interest, penalties, other costs) arising from the credit facility agreements no. 1484/04 and 1484/05 concluded between DN AGRAR GROUP SA and the Bank, the credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, the credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively the credit facility agreements no. 16455, 16455/02 and 16455/05 concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions, with movable mortgage on a number of 612,837 shares that will be owned by DN AGRAR GROUP SA in the company DN AGRAR APOLD SRL, representing 90% of the share capital of the company DN AGRAR APOLD SRL, having a total nominal value of RON 6,128,370 (sixmilliononehundredtwentyeightthousandthree hundredseventy RON), and on the rights and receivables/ dividends attributable to all the shares that will be acquired, under the Credit facility agreement no. 1484/05 concluded between DN AGRAR GROUP SA and the Bank.

încheiat între DN AGRAR GROUP SA și Bancă.

5. Aprobarea garantării de către Societate a tuturor obligațiilor financiare (credit, dobânzi, penalități, alte costuri) decurgând din contractele de facilitare de credit nr. 1484/04 și 1484/05 încheiate între DN AGRAR GROUP SA și Bancă, contractele de facilitare de credit nr. 1484 și 1484/01, încheiate între DN AGRAR APOLD SRL și Bancă, contractele de facilitare de credit nr. 1484/02 și 1484/03, încheiate între DN AGRAR HOLDING SRL și Bancă, respectiv contractele de facilitare de credit nr. 16455, 16455/02 și 16455/05 încheiate între LACTO AGRAR SRL și Bancă, cu toate modificările și completările ulterioare, cu ipotecă mobilă asupra unui număr de 460.100 părți sociale care vor fi deținute de DN AGRAR GROUP SA în societatea DN AGRAR HOLDING SRL, reprezentând 100% din capitalul social al societății DN AGRAR HOLDING SRL, având o valoare nominală totală de 4.601.000 RON (patru milioane șase sute unii lei) și asupra drepturilor și creanțelor/ dividendelor atribuibile tuturor părților sociale care vor fi achiziționate, în baza Contractului de facilitare de credit nr. 1484/05 încheiat între DN AGRAR GROUP SA și Bancă.

6. Aprobarea garantării de către Societate a tuturor obligațiilor financiare (credit, dobânzi, penalități, alte costuri) decurgând din contractele de facilitare de credit nr. 1484/04 și 1484/05 încheiate între DN AGRAR GROUP SA și Bancă, contractele de facilitare de credit nr. 1484 și 1484/01, încheiate între DN AGRAR APOLD SRL și Bancă, contractele de facilitare de credit nr. 1484/02 și 1484/03, încheiate între DN AGRAR HOLDING SRL și Bancă, respectiv contractele de facilitare de credit nr. 16455, 16455/02 și 16455/05 încheiate între LACTO AGRAR SRL și Bancă, cu toate modificările și completările ulterioare, cu ipotecă mobilă

5. Approval of the guarantee by the Company of all financial obligations (credit, interest, penalties, other costs) arising from the credit facility agreements no. 1484/04 and 1484/05 concluded between DN AGRAR GROUP SA and the Bank, the credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, the credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively the credit facility agreements no. 16455, 16455/02 and 16455/05 concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions, with movable mortgage on a number of 460,100 shares that will be owned by DN AGRAR GROUP SA in the company DN AGRAR HOLDING SRL, representing 100% of the share capital of the company DN AGRAR HOLDING SRL, having a total nominal value of RON 4,601,000 (four millions six hundred one thousand RON), and on the rights and receivables/ dividends attributable to all the shares that will be acquired, under the Credit facility agreement no. 1484/05 concluded between DN AGRAR GROUP SA and the Bank.

6. Approval of the guarantee by the Company of all financial obligations (credit, interest, penalties, other costs) arising from the credit facility agreements no. 1484/04 and 1484/05 concluded between DN AGRAR GROUP SA and the Bank, the credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, the credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively the credit facility agreements no. 16455, 16455/02 and 16455/05 concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions, with movable mortgage on a number of 18 shares that will be owned by DN

asupra unui număr de 18 părți sociale care vor fi deținute de DN AGRAR GROUP SA în societatea DN AGRAR CALNIC SRL, reprezentând 90% din capitalul social al societății DN AGRAR CALNIC SRL, având o valoare nominală totală de RON 180 (unasutăoptzeci lei) și asupra drepturilor și creanțelor/ dividendelor atribuibile tuturor părților sociale care vor fi achiziționate, în baza Contractului de facilitare de credit nr. 1484/05 încheiat între DN AGRAR GROUP SA și Bancă.

7. Aprobarea garantării de către Societate a tuturor obligațiilor financiare (credit, dobânzi, penalități, alte costuri) decurgând din contractele de facilitare de credit nr. 1484/04 și 1484/05 încheiate între DN AGRAR GROUP SA și Bancă, contractele de facilitare de credit nr. 1484 și 1484/01, încheiate între DN AGRAR APOLD SRL și Bancă, contractele de facilitare de credit nr. 1484/02 și 1484/03, încheiate între DN AGRAR HOLDING SRL și Bancă, respectiv contractele de facilitare de credit nr. 16455, 16455/02 și 16455/05 încheiate între LACTO AGRAR SRL și Bancă, cu toate modificările și completările ulterioare, cu ipotecă mobilă asupra unui număr de 99 părți sociale care vor fi deținute de DN AGRAR GROUP SA în societatea PRODAG GARBOVA SRL, reprezentând 99% din capitalul social al societății PRODAG GARBOVA SRL, având o valoare nominală totală de RON 990 (nouăsutenuăzeci lei) și asupra drepturilor și creanțelor/ dividendelor atribuibile tuturor părților sociale care vor fi achiziționate, în baza Contractului de facilitare de credit nr. 1484/05 încheiat între DN AGRAR GROUP SA și Bancă.

8. Aprobarea garantării de către Societate a tuturor obligațiilor financiare (credit, dobânzi, penalități, alte costuri) decurgând din contractele de facilitare de credit nr. 1484/04 și 1484/05 încheiate între DN AGRAR

AGRAR GROUP SA în the company DN AGRAR CALNIC SRL, representing 90% of the share capital of the company DN AGRAR CALNIC SRL, having a total nominal value of RON 180 (onehundredeighty RON), and on the rights and receivables/ dividends attributable to all the shares that will be acquired, under the Credit facility agreement no. 1484/05 concluded between DN AGRAR GROUP SA and the Bank.

7. Approval of the guarantee by the Company of all financial obligations (credit, interest, penalties, other costs) arising from the credit facility agreements no. 1484/04 and 1484/05 concluded between DN AGRAR GROUP SA and the Bank, the credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, the credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively the credit facility agreements no. 16455, 16455/02 and 16455/05 concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions, with movable mortgage on a number of 99 shares that will be owned by DN AGRAR GROUP SA in the company PRODAG GARBOVA SRL, representing 99% of the share capital of the company PRODAG GARBOVA SRL, having a total nominal value of RON 990 (ninehundredninty RON), and on the rights and receivables/ dividends attributable to all the shares that will be acquired, under the Credit facility agreement no. 1484/05 concluded between DN AGRAR GROUP SA and the Bank.

8. Approval of the guarantee by the Company of all financial obligations (credit, interest, penalties, other costs) arising from the credit facility agreements no. 1484/04 and 1484/05 concluded between DN AGRAR GROUP SA and the Bank, the credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, the credit

GROUP SA și Bancă, contractele de facilitare de credit nr. 1484 și 1484/01, încheiate între DN AGRAR APOLD SRL și Bancă, contractele de facilitare de credit nr. 1484/02 și 1484/03, încheiate între DN AGRAR HOLDING SRL și Bancă, respectiv contractele de facilitare de credit nr. 16455, 16455/02 și 16455/05 încheiate între LACTO AGRAR SRL și Bancă, cu toate modificările și completările ulterioare, cu ipoteca mobilă asupra tuturor creanțelor deținute sau posibil a fi deținute de către DN AGRAR GROUP SA, datorate de către DN AGRAR GARBOVA CV (nr. de înregistrare 01129709), sau de către orice altă terță parte ca urmare a neîncheierii contractului de vânzare-cumpărare a părților sociale și/ sau legate de tranzacția de transfer de părți sociale care nu s-a finalizat sau s-a anulat din orice motiv.

9. Aprobarea garantării tuturor obligațiilor financiare (credit, dobânzi, penalități, alte costuri) decurgând din contractele de facilitare de credit nr. 1484/04 și 1484/05 încheiate între DN AGRAR GROUP SA și Bancă, cu bilete la ordin în alb la sumă și scadență, stipulate fără protest, emise de DN AGRAR GROUP SA în favoarea Băncii și avalizate de către dl. Jan Gijsbertus de Boer, având calitatea de administrator al DN AGRAR GROUP SA. Pentru fiecare facilitare de credit în vigoare se va emite un bilet la ordin distinct.

10. Pentru negocierea termenilor facilității de credit, semnarea contractului de credit, a contractelor de garanție (mobilă/imobilă), a oricăror acte adiționale ce decurg din aceste contracte (ex. acte adiționale pentru micșorare sau prelungire de facilitare de credit), precum și a oricăror altor documente, inclusiv bilete la ordin pe care Banca le va solicita Societății în vederea acordării creditului, împuternicim pe dl. Jan Gijsbertus de BOER, [REDACTED]

facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively the credit facility agreements no. 16455, 16455/02 and 16455/05 concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions, with movable mortgage on all receivables held or possibly to be held by DN AGRAR GROUP SA, due by DN AGRAR GARBOVA CV (registration no. 01129709), or by any other third party as a result of the failure to conclude the shares sale-purchase agreement and/ or related to the transaction of transferring shares that has not been completed or has been cancelled for any reason.

9. Approval of the guarantee of all financial obligations (credit, interest, penalties, other costs) arising from the credit facility agreements no. 1484/04 and 1484/05 concluded between DN AGRAR GROUP SA and the Bank, with promissory notes, with the amount and maturity in blank, stipulated without protest, issued by DN AGRAR GROUP SA in favour of the Bank and endorsed by Mr. Jan Gijsbertus de Boer, having the capacity of director of DN AGRAR GROUP SA. A separate promissory note will be issued for each credit facility in force.

10. For the negotiation of the terms of the credit facility, the signing of the credit agreement, the guarantee agreements (movable/ immovable), any additional documents deriving from these agreements (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, [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED] as legal representative, his signature being fully opposable to the Company.

██████████
██████████
██████████
██████████ în calitate de reprezentant legal, semnătura acestuia fiind deplin opozabilă Societății.

Prezentul mandat este valabil pe o perioadă de 1 (un) an de la data acordării și se va reînnoi automat cu perioade succesive de câte 1 (un) an, dacă nu intervine revocarea expresă a mandatului acordat conform prezentei împuterniciri.

În caz de revocare a mandatului, obligația de a notifica Banca despre încetarea acestuia revine mandantului/ mandanților. Banca nu va fi ținută răspunzătoare în niciun fel în cazul în care nu a fost informată corespunzător.

II. De asemenea, propunem ajustări la modul în care vor fi inserate în convocatoare puterile care vor oferite Consiliului de Administratori al Societății, mai exact în AGOA va fi:

PENULTIMUL PUNCT DE PE CONVOCATOR:
Aprobarea datei de 17.05.2022 ca Dată de Înregistrare, care servește la identificarea acționarilor asupra cărora se vor răsfrânge efectele hotărârilor adoptate de AGOA și a datei de 16.05.2022 ca dată reprezentând "ex-date" a hotărârii AGOA.

ULTIMUL PUNCT DE PE CONVOCATOR:
Aprobarea mandatării Președintelui Consiliului de Administrație al Societății, domnul Jan Gijsbertus de Boer, cu posibilitate de substituie, să efectueze toate procedurile și formalitățile prevăzute de lege pentru ducerea la îndeplinire a hotărârilor AGOA, să depună și să preia acte și să semneze în acest scop în numele Societății, în relația cu Registrul Comerțului, Monitorul Oficial, Autoritatea de Supraveghere Financiară, Bursa de Valori București, ING BANK și cu orice alte instituții.

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.

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.

II. Additionally, there will be some adjustments to the way of organizing and inserting the powers to be granting to the President of Board of Directors, as follows, in the OGMS there will be:

PENULTIMATE POINT ON THE CONVENING NOTICE: Approval of the date of 17.05.2022 as the Registration Date, which serves to identify the shareholders who will be affected by the decisions adopted by the OGMS and the date of 16.05.2022 as the date representing "ex-date" of the OGMS decision .

LAST POINT ON THE CONVENING NOTICE: 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 provided by law for the execution of OGMS decisions, to submit 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.

III. In ceea ce priveste AGEA, punctul 5 de pe ordinea de zi ar trebui sa fie modificat si introdus ultimul din convocator:

Aprobarea mandatării Președintelui Consiliului de Administrație al Societății, domnul Jan Gijsbertus de Boer, cu posibilitate de substituie, să efectueze toate procedurile și formalitățile prevăzute de lege pentru ducerea la îndeplinire a hotărârilor AGEA, să depună și să preia acte și să semneze în acest scop în numele Societății actele în legătură cu majorarea de capital social, în relația cu Registrul Comerțului, Monitorul Oficial, Autoritatea de Supraveghere Financiară, Bursa de Valori București, ING BANK și cu orice alte instituții.

IV. Cerem introducerea unui nou punct pe ordinea AGOA, mai exact:

Aprobarea implementării unui program de tip “stock option plan” din acțiunile proprii deținute de Societate, către administratorii, directorii și salariații Societății, prin alocare a maxim 1% din totalul acțiunilor emise de societate în condițiile următoare:

(a) Membrii Consiliului de Administrație au dreptul de a participa la programul de tip „stock option plan”, aceasta reprezentând remunerație suplimentară conform art. 153¹⁸ (2) din Legea societăților nr. 31/1990, fiindu-le repartizat un număr maxim total de 0,1% din acțiunile emise de societate.

(b) Consiliului de Administrație va fi imputernicit să adopte toate măsurile necesare și să îndeplinească toate formalitățile cerute pentru aprobarea și implementarea planului de tip „stock option plan”, cum ar fi, dar fără a se limita la (i) determinarea criteriilor în baza cărora vor fi acordate acțiunile directorilor și personalului Societății, (ii) determinarea pozițiilor din organigrama pentru care programul de tip „stock option plan” va fi aplicabil; (iii) condițiile pentru dobândirea de acțiuni; (iv) întocmirea și

III. with regards to point 5 of EGMS of the convening notice it should be changed and inserted in the end:

Approval for empowering the Chairman of the Board of Directors of the Company, Mr. Jan Gijsbertus de Boer, with the possibility of being substituted, to perform all procedures and formalities provided by law for the implementation of the EGMS resolutions, to submit and receive documents and sign for this purpose on behalf of the Company all the documents related to share capital increase, to represent 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.

IV. We request a new point on the OGMS, as follows:

Approval of the implementation of a “stock option plan” from the own shares held by the Company, to the administrators, directors and employees of the Company, by allocating a maximum of 1% of the total shares issued by the Company under the following conditions:

(a) The members of the Board of Directors have the right to participate in the “stock option plan”, which represents additional remuneration according to art. 153¹⁸ (2) of the Companies Law no. 31/1990, being assigned a maximum total number of 0.1% of the shares issued by the company.

b) The Board of Directors shall be mandated to take all necessary measures and to fulfill all the formalities required for the approval and implementation of the “stock option plan”, such as, but not limited to, (i) the determination of the criteria on the basis of which the Company directors and staff shall be granted shares, (ii) the determination of the organizational chart positions for which the “stock option plan” will be applicable; (iii) the conditions for acquiring shares; (iv)

<p><i>publicarea documentelor de informare in conditiile legii etc.</i></p> <p>V. Solicitam un nou punct sa fie introdus pe ordinea AGEA:</p> <p><i>Aprobarea rascumpararii de catre Societate a propriilor actiuni, in cadrul pietei unde actiunile sunt listate sau prin desfasurarea de oferte publice de cumparare, in conformitate cu prevederile legale aplicabile, in urmatoarele conditii: maximum 0.5 % din capitalul social,</i></p> <p><i>A. in cazul rascumpararii in cadrul pietei unde actiunile sunt listate, la un pret minim egal cu pretul de piata de la BVB din momentul efectuarii achizitiei si un pret maxim egal cu valoarea cea mai mica dintre (i) 3 lei per actiune si (ii) valoarea cea mai mare dintre pretul ultimei tranzactii independente si pretul cel mai ridicat din momentul respectiv al ofertei de achizitionare, in conformitate cu prevederile art.3 alin. (2) din Regulamentul Delegat (UE) 2016/1052 al Comisiei din 8 martie 2016 de completare a Regulamentului (UE) nr. 596/2014 al Parlamentului European si al Consiliului in ceea ce priveste standardele tehnice de reglementare pentru conditiile aplicabile programelor de rascumparare si masurilor de stabilizare.</i></p> <p><i>B. in cazul rascumpararii prin desfasurarea de oferte publice de cumparare, la un pret minim egal cu prevederile legale aplicabile.</i></p> <p><i>Valoarea agregata a programului de rascumparare este de pana la 795.471 lei. Programul se va desfasura pentru o perioada de maxim 18 luni de la data publicarii Hotararii adoptate in acest sens in Monitorul Oficial al Romaniei, partea a IV-a, in vederea implementarii planului de alocare a actiunilor catre salariatii si directorii Societatii, precum si catre membrii Consiliului de Administratie aprobat de Adunarea Generala Extraordinara a Actionarilor; acordarea unui mandat Consiliului</i></p>	<p><i>preparation and publication of information documents in accordance with the law, etc.</i></p> <p>V. We request a new point on EGMS:</p> <p><i>Approval of the buy-back by the Company of its own shares, within the market where the shares are listed or by conducting public purchase bids, in accordance with the applicable legal provisions, under the following conditions: maximum 0.5% of the share capital,</i></p> <p><i>A. in case of buy-back on the market where the shares are listed, at a minimum price equal to the BVB market price at the time of acquisition and a maximum price equal to the lowest value between (i) RON 3 per share and (ii) the higher of the price of the last independent trade and the highest current independent purchase bid, in accordance with the provisions of art. 3 par. (2) of Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) no. Regulation (EC) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programs and stabilization measures.</i></p> <p><i>B. in case of buy-back by conducting public purchase offers, at a minimum price equal to the applicable legal provisions.</i></p> <p><i>The aggregate value of the buy-back program is up to RON 795,471. The program will run for a maximum period of 18 months from the date of publication of the Decision adopted in this regard in the Official Gazette of Romania, part IV, in order to implement the plan for allocating shares to Company employees and directors, as well as to members of the Board of Directors, approved by the Extraordinary General Meeting of Shareholders; granting a mandate to the Board of Directors to carry out this Decision. Buy-back trades may have as their object only fully paid-up</i></p>
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<p><i>de Administratie pentru aducerea la indeplinire a acestei Hotarari. Tranzactiile de rascumparare pot avea drept obiect doar actiuni platite integral si vor fi efectuate doar din profitul distribuibil sau din rezervele disponibile ale Societatii, inscrise in ultima situatie financiara anuala aprobata, cu exceptia rezervelor legale.</i></p> <p><i>Autorizarea Consiliului de Administratie pentru a ajusta detaliile programului de rascumparare astfel incat sa tina cont de efectele majorarii de capital social propuse la articolul 2 din AGEA, dupa cum este cazul.</i></p> <p>VI. Sa insereze clarificare ref intrebarile adresate de actionari atat in AGEA, cat si in AGOA dupa cum urmeaza:</p> <p><i>Fiecare acționar are dreptul să adreseze Consiliului de Administrație întrebări în scris înaintea datei de desfășurare a adunării generale, privind punctele de pe ordinea de zi, conform art 198-199 din Regulamentul ASF nr. 5/2018 pana la data de 28.04.2022. Raspunsul se consideră dat dacă informația solicitată este publicată pe pagina de internet a societății.</i></p> <p>Adoptat în 2 (două) exemplare originale, în limba română și în limba engleză. În caz de neconcordanțe între varianta în limba engleză și cea în limba română, varianta în limba română va prevala.</p> <p>Va rugam sa completati Convocatorul si sa publicati noul convocator cu noua ordine de zi completa pana la data de 15.04.2022, Data de Referinta.</p> <p>Cu respect,</p>	<p><i>shares and will be carried out only from the distributable profit or from the available reserves of the Company, entered in the last approved annual financial statement, except for legal reserves.</i></p> <p><i>Authorization of the Board of Directors to adjust the details of the buy-back program so as to take into account the effects of the share capital increase proposed in article 2 of EGMS, as applicable.</i></p> <p>VI. To insert a clause regarding the questions to be addressed by the shareholders in EGMS, as well as OGMS</p> <p><i>Each shareholder has the right to address written questions to the Board of Directors before the date of the general meeting, regarding the items on the agenda, according to art. 198-199 of the FSA Regulation no. 5/2018 until 28.04.2022. The answer is considered given if the requested information is published on the company's website.</i></p> <p>Adopted in 2 (two) originals, in Romanian and English language. In case of any inconsistencies between the English and the Romanian version, the Romanian version shall control.</p> <p>Please complete the Convening Notice and publish a new Convening notice with the new convenes until 15.04.2022, the Reference Date.</p> <p>With kind regards,</p>
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Jan Gijsbertus de BOER
 Director/ Administrator

