

CURRENT REPORT no. 5 according to Law No. 24/2017 on issuers of financial instruments and market operations and ASF Regulation No 5/2018 on issuers of financial instruments and market operations

Date: 07.07.2021

AGRICOVER HOLDING SA

Head office:	Cubic Center Office Building, 6 th floor, Pipera Blvd 1B, Voluntari, Ilfov, 077191, Romania
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Registration number:	J23/447/2018
CUI:	36036986
Equity:	RON 216,396,807.50
Capital Market:	Bucharest Stock Exchange, "corporate bonds", market symbol "AGV26E".

Important events to report:

- a) Changes in control over the issuer – **N/A.**
- b) Substantial acquisitions or alienation of assets – **N/A.**
- c) Insolvency, judicial reorganization or bankruptcy proceedings – **N/A.**
- d) Transactions of the type listed in Article 82 of Law No 24/2017– **N/A.**
- e) Other events: **Convening of Extraordinary General Meeting of the Shareholders of AGRICOVER HOLDING SA.**

AGRICOVER HOLDING SA informs investors that by the adoption of Decision no. AH158/06.07.2021, the Board of Directors, approved the following:

1. Convening the Extraordinary General Meeting of Shareholders (“EGMS” or “Meeting”), for the date of August 11th, 2021, at 9:00 hours, at head office of the Company located in registered office, for all the shareholders registered with the Shareholders' Register hold Registrul Miorita S.A. at the end of the day of August 4th, 2021, the reference date for EGMS, with the following Agenda:

1.1. To approve the Project of partial and symmetrical Demerger of AGRICOVER HOLDING SA.

1.2. To approve the execution of partial and symmetrical Demerger of AGRICOVER

HOLDING SA.

1.3. To approve, according to the provisions of Article 243⁶ in the Company Law No. 31/1990, non-preparing of the report provided for in Article 243² of the Company Law No. 31/1990.

1.4. To approve, according to the provisions of Article 243⁶ in the Company Law No. 31/1990, non-designation of the expert provided for in Article 243³ of the Company Law No. 31/1990, for the examination of Demerger's project and non-preparing of the report provided for in Article 243³ of the Company Law No. 31/1990.

1.5. To approve, according to the provisions of Article 243⁶ in the Company Law No. 31/1990, failure to comply with the requirements for informing the shareholders referred to in Article 244 (1) letter (b), (d) and (e) of the Company Law No. 31/1990.

1.6. To approve the Demerger's financial statements on 31.12.2020 regarding partial and symmetrical Demerger of the Company AGRICOVER HOLDING SA (as set forth in the Demerger Project).

1.7. To approve to modify the Article 7 of the Articles of Incorporation of the Company AGRICOVER HOLDING SA, therefore after Demerger, registered subscribed and paid-up share capital of the Company is RON 189,067,106.30, of which RON 24,070,493.60 as contribution in cash and RON 164,996,612.70 as contribution in kind, divided into 1,890,671,063 nominative shares, each share having the nominal value of RON 0.10. The shareholders' contribution to the creation of the subscribed and paid-up share capital, the number of shares, the profit and loss share are as follows:

- Mr. KANANI JABBAR, CNP (Personal Numeric Code) XXX, born on XXX in XXX, domiciled in XXX, a Romanian citizen, identified by IC (Identity Card) series XXX no. XXX, issued XXX on XXX (the "Main Shareholder"), holds 1,649,966,127 nominal shares, with a nominal value of RON 0.10 each, amounting to RON 164,996,612.70, as contribution in kind, standing for 87.269% of the share capital of the Company;
- EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT, an international organisation formed by treaty ("EBRD"), holds 240,630,848 nominal shares, with a nominal value of RON 0.10 each, amounting to RON 24,063,084.80 as contribution in cash, standing for 12.727% of the share capital of the Company;
- OTHER SHAREHOLDERS that hold 74,088 nominal shares, with a nominal value of RON 0.10 each, amounting to RON 7,408.80 as contribution in cash, standing for 0.004% of

the share capital of the Company.

1.8. To approve the updated Articles of Incorporation of the Company AGRICOVER HOLDING SA and its execution by Mr. Kanani Jabbar – President of the Board of Directors.

1.9. To approve setting up of the beneficiary Company CCI CARDINAL EQUITY SA with its headquartered in Ilfov County, Voluntari Town, 1B Pipera Blvd., Cubic Center Office Building, 6th floor, registered subscribed and paid-up share capital of RON 27,329,700.90, divided into 273,297,009 nominative shares, each share having the nominal value of RON 0.10. The shareholders' contribution to the creation of the subscribed and paid-up share capital, the number of shares, the profit and loss share are as follows:

- Mr. KANANI JABBAR, CNP (Personal Numeric Code) XXX, born on XXX in XXX, domiciled in Buc XXX, a Romanian citizen, identified by IC (Identity Card) series XXX no. XXX, issued by XXX on XXX (the "Main Shareholder"), holds 238,503,047 nominal shares, with a nominal value of RON 0.10 each, amounting to RON 23,850,304.70, as contribution in cash, standing for 87.269% of the share capital of the Company;

- EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT, an international organisation formed by treaty ("EBRD"), holds 34,783,253 nominal shares, with a nominal value of RON 0.10 each, amounting to RON 3,478,325.30 as contribution in cash, standing for 12.727% of the share capital of the Company;

- OTHER SHAREHOLDERS that hold 10.709 nominal shares, with a nominal value of RON 0.10 each, amounting to RON 1,070.90 as contribution in cash, standing for 0.004% of the share capital of the Company.

1.10. To approve appointment Mr. KANANI JABBAR, CNP (Personal Numeric Code) XXX, born on XXX in XXX, domiciled in XXX, a Romanian citizen, identified by IC (Identity Card) series XXX no. XXX, issued by XXX on XXX, as Sole Director and General Manager of the Company CCI CARDINAL EQUITY SA, with full powers, for a period of 2 years.

1.11. To approve appointment the Company KPMG AUDIT SRL, with its headquartered in Romania, București, 1st District, Bucuresti-Ploiesti Street, no. 69-71, ground floor, 2nd room, sole registration number 12997279, registered with the trade registry under no. J40/4439/2000, member of the Chamber of Financial Auditors of Romania according to the authorisation no. 9/11.07.2001, as Financial Auditor of the Company CCI CARDINAL EQUITY SA, for a period of 2 years.

1.12. To approve Articles of Incorporation of the Company CCI CARDINAL EQUITY SA.

1.13. To approve appointing Mr. Kanani Jabbar - Sole Directors of the Company CCI CARDINAL EQUITY SA to sign Articles of Incorporation of the Company CCI CARDINAL EQUITY SA and wherever it's necessary to incorporation of the Company CCI CARDINAL EQUITY SA.

1.14. To approve that, following the Demerger of AGRICOVER HOLDING SA, EBRD's special shareholder rights, as set forth in the Shareholders Agreement (dated 12.10.2017) and the Subscription Agreement (dated 12.10.2017), shall continue to apply with regard to AGRICOVER HOLDING SA, but shall not apply with regard to CCI CARDINAL EQUITY SA and its subsidiary. EBRD's rights as a shareholder in CCI CARDINAL EQUITY SA, shall be governed by its Constitutive Act and the provisions of the Company Law no. 31/1990.

1.15. The approval of the mandates for the General Manager of the Company AGRICOVER HOLDING SA to carry out the decisions adopted by the Extraordinary General Meeting of Shareholders, with its possibility to appoint any other person.

Only the shareholders registered on 04.08.2021, the reference date of EGMS, will be able to participate in the Meeting and may vote, directly or by representation, based on special power of attorney entrusted to another person, except for the members of the Board of Directors, managers or employees. The shareholders-companies may be represented by their legal representative or by the person to whom the legal representative has delegated this right by means of special power of attorney.

The powers of attorney can be obtained from the Company's headquarters starting with the date of publishing the convene in the Romanian Official Journal – Part IV and shall be sent/submitted to the Company according to the legal provisions.

The documents regarding the agenda can be consulted by the shareholders at the head office of the Company starting with the date of publishing the convene in the Romanian Official Journal – Part IV.

If on 11.08.2021 (the first convening of EGMS), the legal and statutory quorum of EGMS is not met, the EGMS will take place on 12.08.2021, at the above mentioned venue, the same hour and the same agenda.

Liviu DOBRE

Chief Executive Officer