

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: 21.03.2023

AGRICOVER HOLDING SA

Head office: Cubic Center Office Building, 8th floor, Pipera Blvd.
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Registration number: J23/447/2018

CUI: 36036986

Equity: RON 189,067,106.30

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 Ordinary and Extraordinary General Meeting of the Shareholders of AGRICOVER HOLDING SA.**

AGRICOVER HOLDING SA informs investors that by the adoption of Decision no. AH15/21.03.2023, the Board of Directors, approved the following:

1. Convening the Ordinary General Meeting of Shareholders ("**OGMS**" or "**Meeting**") of the Company AGRICOVER HOLDING SA, for the date of 21st April, 2023, at 9,00 hours, for all the shareholders registered with the Shareholders' Register at the end of the day of 14th April, 2023, with the following agenda:

1.1. Approval of the annual IFRS separate financial statements (Romanian and English) of AGRICOVER HOLDING SA as at and for the financial year ended at 31.12.2022, distribution of the profit and discharge of the Board of Directors for 2022;

1.2. Approval of the annual IFRS consolidated financial statements (Romanian and

English) of AGRICOVER HOLDING SA as at and for the financial year ended at 31.12.2022 and discharge of the Board of Directors for 2022;

1.3. Approval of the revenue and expenditure budget and programme of activities for 2023 of AGRICOVER HOLDING SA;

1.4. Approval of the remuneration of the members of the Board of Directors of the Company in the gross amount of EUR 3,000/month, payable in RON or EURO as appropriate, for each member of the Board of Directors;

1.5. Approval of the aggregate amount of RON 8,000,000/year as the overall limit of (i) all additional gross remunerations that may be granted to the members of the Board of Directors and (ii) all remunerations of the executive directors of the Company and appointing the Board of Directors to determine the additional gross remunerations for each director and executive officer;

1.6. Approval of the draft mandate agreements to be concluded by the members of the Board of Directors with the Company, with the content made available to shareholders. Appointing of the Chairman of the Board of Directors to conclude on behalf of the Company the management agreements with the members of the Board of Directors, with the exception of the agreement with the Chairman of the Board of Directors to be concluded on behalf of the Company by the Chairman of the Nomination and Remuneration Committee;

1.7. Approval of the Company's remuneration policy, with the content made available to shareholders;

1.8. The approval of the authorisation of the Chairman of the Board of Directors of the Company to sign on behalf of the shareholders the resolutions of the OGSM and to carry out any act or formality required by law for the registration and execution of the resolutions of the OGSM, with the possibility to mandate other persons.

2. Convening the Extraordinary General Meeting of Shareholders (**“EGMS”** or **“Meeting”**) of the Company AGRICOVER HOLDING SA, for the date of 21st April, 2023, at 10,00 hours, for all the shareholders registered with the Shareholders' Register at the end of the day of 14th April, 2023, with the following agenda:

2.1. The approval of the allocation of 16,200,000 a maximum number of shares of AGRICOVER HOLDING SA for the financial year 2023 in order to implement the Multiannual

Stock Option Plan as approved by the Extraordinary General Meeting of Shareholders' Decision no. 6/10.12.2021, and the transfer of the shares to the eligible persons the earliest after a 12 month period from the date of allocation, subject to and within the limits of achieving the performance indicators established for the financial year 2023 and in compliance with all the requirements set out in the Multiannual Stock Option Plan.

2.2. The approval of the authorisation of the Chairman of the Board of Directors of the Company to sign on behalf of the shareholders the resolutions of the EGSM and to carry out any act or formality required by law for the registration and execution of the resolutions of the EGSM, with the possibility to mandate other persons.

Only persons who are registered as shareholders of the Company on 14th April, 2023, established as the Reference Date of the OGMS/EGSM, may participate in the Meeting and are entitled to exercise the right to vote, in person or by proxy, on the basis of a special proxy granted to another person, with the exception of members of the Board of Directors, managers or officers of the Company. Shareholders who are legal entities shall be represented by their legal representative or by the person to whom the legal representative has delegated this right, by special proxy.

Forms for special proxies can be obtained from the Company's registered office, starting from the date of publication of the convening notice of the Meeting in the Official Gazette of Romania - Part IV and on the Company's website (www.agricover.ro, section Investors Relations/OGMS/EGSM Agricover Holding of 21st April, 2023) and must be submitted to the Company in original not later than 48 hours before the meeting, together with a copy of the shareholder's or his legal representative's identity card. In case of legal entity shareholders, the certificate issued by the trade register or other equivalent public entity certifying the identity of the legal representative must also be submitted.

The informing documents and materials relating to the items included on the agenda of the OGMS/EGSM will be made available to shareholders from the date of the publication of the Meeting's convening notice in the Official Gazette of Romania, Part IV, at the Company's registered office and on the Company's website (www.agricover.ro, section Investors Relations/OGMS/EGSM Agricover Holding of 21st April, 2023).

If on 21st April, 2023 (the date of the first convening of the OGMS/EGSM) the legal and statutory conditions for meeting the OGMS/EGSM are not met, the OGMS/EGSM shall be

convened on 24th April, 2023, at the same place, at the same time and with the same agenda.

Liviu DOBRE

Chief Executive Officer