

To: BURSA DE VALORI BUCUREȘTI S.A.
AUTORITATEA DE SUPRAVEGHERE FINANCIARĂ

CURRENT REPORT 15/2024

According to Law nr. 24/2017 regarding issuers of financial instruments and market operations, ASF regulation nr. 5/2018 regarding the issuers of financial instruments and market operations and/or the Bucharest Stock Exchange Rulebook for Multilateral Trading System.

Date of report	15.04.2024
Name of the Company	Holde Agri Invest S.A.
Registered Office	Intr. Nestorei nr. 1, Corp B, Etaj 10, Sector 4, Bucharest
Phone	+40 754 908 742
Email	investors@holde.eu
Trade Registry No.	J40/9208/2018
Fiscal Code	39549730
Subscribed and paid share capital	RON 121,273,584
Total number of shares	121,273,584 shares, of which 120,577,734 ordinary class "A" shares and 695,850 preferred class "B" shares
Market where securities are traded	MTS AeRO Premium, symbol HAI

Important events to be reported: Request for the addition to the agenda of the Ordinary and Extraordinary General Meetings of Shareholders of Holde Agri Invest S.A. for 29.04.2024

The management of Holde Agri Invest S.A. (hereinafter referred to as the "Company") informs the market that on 15.04.2024, VERTICAL SEVEN GROUP S.A., as a shareholder of the Company, holding a number of 11,375,110 shares with a nominal value of 1 leu each and a total value of 11,375,110 lei, representing 9.3797% of the total share capital, of which 11,375,010 ordinary shares (class A) with a nominal value of 1 leu each and a total value of 11,375. 010 lei and 100 preference shares with priority dividend without voting rights (class B) with a nominal value of 1 leu each and a total value of 100 lei, communicated to the Company the request to add four new items to the agenda of the Ordinary General Meeting of Shareholders of the Company (the "OGMS") and three new items to the agenda of the Extraordinary General Meeting of Shareholders of the Company (the "EGMS"), convened for 29/30 April 2024.

The request for the addition of new items to the agenda of the OGMS, EGMS respectively, is related to (i) the appointment of a member to the Board of Directors, in the context of the resignation of a member of the Board of Directors, namely Ms. Daniela-Camelia Nemoianu, respectively (ii) the approval of programmes for the repurchase by the Company of Class B shares and Class A shares respectively, for the purpose of cancelling them and reducing the share capital of the Company.

The request for the addition of new items to the agenda of the OGMS, EGMS respectively, submitted by the shareholder VERTICAL SEVEN GROUP S.A. is attached to this current report.

Holde Agri Invest S.A.

Trade Registry No: J40/9208/2018; CUI 39549730

Headquarters: Intr. Nestorei nr. 1, Corp B, Etaj 10, Sector 4, București, Romania

www.holde.eu | contact@holde.eu



The supplemented convening notice for the OGMS and EGMS will be published by the Board of Directors of the Company before the reference date (18 April 2024) in accordance with the applicable provisions.

Chairman of the Board of Directors

Iulian-Florentin Circiumaru

Holde Agri Invest S.A.

Trade Registry No: J40/9208/2018; CUI 39549730

Headquarters: Intr. Nestorei nr. 1, Corp B, Etaj 10, Sector 4, București, Romania

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To: **HOLDE AGRI INVEST S.A.**

1 Intr. Nestorei, Building B, 10th floor, District 4, Bucharest, Romania

In attention of: **Members of the Board of Directors of HOLDE AGRI INVEST S.A.**

Ref: **FOR THE EXTRAORDINARY AND ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 29/30 APRIL 2024 – the completion of the convening notice of the Ordinary and Extraordinary General Meeting of Shareholders HOLDE AGRI INVEST S.A. and proposal of resolution drafts**

Data: 12.04.2024

Dear Sirs,

The undersigned, **VERTICAL SEVEN GROUP S.A.**, a joint-stock company organized and operating under the Romanian law, with its registered office located in Rosiori de Vede, 2 Piata Armelor, Teleorman County, Romania, registered with the Trade Registry under number J34/261/2014, EUID: ROONRC.J34/261/2014, having the sole registration code 33279778, represented by Iulian-Florentin Cîrciumaru, in his capacity as legal representative,

in its quality as shareholder of **HOLDE AGRI INVEST S.A.**, a joint-stock company, organized and operating under the Romanian laws, with its registered office at 1 Intr. Nestorei, Building B, 10th floor, District 4, Bucharest, Romania, registered with the Trade Registry under no. J40/9208/2018, European Unique Identifier (EUID): ROONRC. J40/9208/2018, sole registration code 39549730, with a subscribed and paid-up share capital of RON 121,273,584, divided into 121,273,584 registered shares, of which 120,577,734 ordinary shares and 695,850 preference shares with preferred dividend with no voting right (the “**Company**”),

holding a total of 11,375,110 shares with a par value of RON 1 each and a total value of RON 11,375,110, representing 9.3797% of the total share capital, of which 11,375,010 ordinary shares (class A) with a par value of RON 1 each and a total value of RON 11,375,010 and 100 cumulative preferred shares without voting rights (class B) with a par value of RON 1 each and a total value of RON 100,

WHEREAS:

Holde Agri Invest S.A.

Trade Registry No: J40/9208/2018; CUI 39549730

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- (A) Notice of the Ordinary General Meeting of Shareholders of the Company (the "OGMS") and the Extraordinary General Meeting of Shareholders of the Company (the "EGMS") dated 29/30 April 2024, published with the daily newspaper Bursa no. 61 dated 29 March 2024 and with the Official Gazette no. 1575 dated 29 March 2024;
- (B) According to current report no. 13/2024 regarding Holde Agri Invest S.A. dated 28 March 2024, the resignation of Ms. Daniela-Camelia Nemoianu from the position of member of the Company's Board of Directors was communicated, effective from 30 April 2024;
- (C) Following the resignation of Ms. Daniela-Camelia Nemoianu, there is a vacancy for the position of member of the Company's Board of Directors as of 30 April 2024;
- (D) The provisions of Article 137¹(2) of Law 31/1990 on companies, *candidates for the positions of director are nominated by the current members of the board of directors or by shareholders;*
- (E) The intention of the undersigned to introduce two new items on the agenda of the EGMS regarding the repurchase by the Company of some shares of Class A and Class B, respectively,

In accordance with the provisions of the Company's Articles of Association, Law no. 31/1990 on companies, Law no. 24/2017 on issuers of financial instruments and market operations, ASF Regulation no. 5/2018 on issuers of financial instruments and market operations,

we request the introduction of the following items on the agenda of the OGMS, respectively EGMS, to be held on 29 April 2024, at 6:00 p.m., respectively 7:00 p.m. first call, respectively 30 April 2024, at 6:00 p.m., respectively 7:00 p.m. second call and propose the following draft resolutions for the items on the agenda of the OGMS, respectively EGMS:

1. Completion of the OGMS agenda:

1.1. Insertion after item 8 of a new item 9 on the OGMS agenda, with the following content:

„9. Acknowledgement of the resignation request of Ms. Daniela-Camelia Nemoianu from the position of member of the Board of Directors of the Company, and consequently, the termination of her mandate as director of the Company, effective starting with 30 April 2024, the cessation of any powers/competencies granted to her according to the Company's Articles of Association and the management agreement, along with the discharge of liability of Ms. Daniela-Camelia Nemoianu as member of the Board of Directors for the activity related to the period 1 January 2024 – 30 April 2024.”

1.2. Insertion after item 9 above of a new item 10 on the OGMS agenda, with the following content:

„10. Election of a new member of the Board of Directors of the Company, following the termination of Ms. Daniela-Camelia Nemoianu’s mandate as director. The proposed candidate by the shareholder Vertical Seven Group S.A. is Mr. ENRICO-ROBERT MAXIM, [personal identification data], for a mandate valid from 30 April 2024, until 15 December 2026.”

1.3. Insertion after item 10 above of a new item 11 on the OGMS agenda, with the following content:

„11. Subject to the approval of item 10 on the OGMS agenda, approval of the key terms of the management agreement as presented during the OGMS, which will be concluded between the Company and Mr. Enrico-Robert Maxim in his capacity as a member of the Board of Directors and empowerment of the Chairman of the Board of Directors to negotiate and sign the management agreement, subject to the key terms.”

1.4. Insertion after item 11 above of a new item 12 on the OGMS agenda, with the following content:

„12. Subject to the approval of item 10 on the OGMS agenda, approval of the fixed remuneration level for Mr. Enrico-Robert Maxim as a member of the Board of Directors, specifically an amount of RON 5,000 per month (net amount), payable in RON, any additional variable remuneration (including that resulting from approved “stock option plans” programs at the Company level) may be added to this fixed remuneration.”

1.5. As a result of the insertion of items 9 - 12 on the OGMS agenda as provided above, the current items 9 - 14 on the OGMS agenda will be renumbered, becoming items 13 - 18 on the supplemented OGMS agenda.

2. Completion of the EGMS agenda:

2.1 Insertion after item 4 of a new item 5 on the EGMS agenda, with the following content:

“5. Subject to the adoption by the EGMS of item 10 on the agenda, approval of the amendment of the Company’s Articles of Association, by amending Articles 6.1. and 6.2. as follows:

6.1. The Company shall be managed on a unitary basis (in Romanian, Sistem Unitar) by a Board of Directors in accordance with the applicable legislation and the provisions of these Articles of Association. The Board of Directors shall consist of at least 5 members appointed by the EGM for terms of up to 4 years, with the possibility of being re-elected for subsequent terms.

6.2 The members of the Board of Directors are:

- **Iulian-Florentin Cîrciumaru**, [personal identification data], Chairman of the Board of Directors;
- **Liviu-Gabriel Zăgan**, [personal identification data], member of the Board of Directors;
- **Alexandru-Leonard Leca**, [personal identification data], member of the Board of Directors;
- **Enrico-Robert Maxim**, [personal identification data], member of the Board of Directors;
- **Mihai-Daniel Aniței**, [personal identification data], member of the Board of Directors.”

2.2 Insertion after item 5 above of a new item 6 on the EGMS agenda, with the following content:

*“6. Approval of the Board of Directors’ authorization to buy-back Class B shares (preferred shares with priority dividends and no voting rights) of the Company, through transactions executed by the Board of Directors with holders of Class B shares, in accordance with applicable law, under a buy-back program (the “**Class B Shares Buy-Back Program**”), with the following characteristics:*

- the maximum number of shares subject to the Class B Shares Buy-Back Program is 695,850 Class B shares, each with a nominal value of 1 (one) RON and a total nominal value of 695,850 RON, representing 0.574% of the subscribed and paid-up share capital of the Company;*
- the duration of the Buy-Back Program will be until 29 April 2026;*
- the price at which transactions will be carried out can not be less than 1 RON per share or greater than 4 RON per share;*
- the purpose of the Class B Shares Buy-Back Program is to reduce the Company’s share capital in accordance with the provisions of Article 207 paragraph (1) letter c) of the Companies Law;*
- the implementation of the Class B Shares Buy-Back Program will be done from own sources or by converting certain, liquid, and due receivables resulting from assignment agreements concluded between the Company and holders of Class B shares within the Class B Shares Buy-Back Program, into ordinary Class A shares of the Company, at a minimum conversion price of 1.485 RON per converted Class A share, adjusted to reflect any distributions of Class A shares free of charge, between the date of buy-back and the conversion date;*
- mandating the Board of Directors to carry out and fulfill any necessary, useful, and/or opportune steps regarding the Class B Shares Buy-Back Program, including:*
 - issuing any resolutions and performing all necessary, useful, and/or opportune legal acts and deeds in order to implement the resolutions to be adopted by the EGMS regarding the Class B Shares Buy-Back Program, including, but not limited to, negotiating, approving, and signing any documents related to the Class B Shares Buy-Back Program; and*
 - approving any agreements concerning or relating to the Class B Shares Buy-Back Program or any other arrangements, commitments, certificates, declarations, registers, notifications, additional acts and any other documents necessary, fulfilling any formalities, and authorizing and/or executing any other actions necessary to give full effect to the Class B Shares Buy-Back Program and empowering representatives of the Company to sign any such documents, fulfill any such formalities, and perform any such actions.”*

2.3 Insertion after item 6 above of a new item 7 on the EGMS agenda, with the following content:

*“7. Approval of the Board of Directors’ authorization to buy-back Class A ordinary shares of the Company, through transactions carried out on the Bucharest Stock Exchange - Multilateral Trading System - AERO Premium segment, in accordance with applicable law, under a buy-back program (the **“Ordinary Shares Buy-Back Program”**), with the following characteristics:*

- i. the maximum number of shares to be subject to the Ordinary Shares Buy-Back Program is 5,000,000 Class A ordinary shares, each with a nominal value of 1 (one) RON and a total nominal value of RON 5,000,000, representing 4.123% of the Company’s subscribed and paid-up share capital;*
- ii. the execution period of the Ordinary Shares Buy-Back Program will be until 29 April 2026;*
- iii. the price at which the transactions will be carried out may not be less than 0.1 RON per share or more than 2 RON per share;*
- iv. the purpose of the Ordinary Shares Buy-Back Program is to reduce the Company’s share capital in accordance with the provisions of Article 207 paragraph (1) letter c) of the Companies Law, republished, with subsequent amendments and completions; and*
- v. the implementation of the Ordinary Shares Buy-Back Program will be financed from own resources;*
- vi. mandating the Board of Directors to carry out and fulfill any necessary, useful and/or opportune actions in connection with the Ordinary Shares Buy-Back Program, including:*
 - a) issuing any resolutions and taking all necessary, useful and/or opportune legal acts and deeds to carry out the resolutions to be adopted by the EGMS regarding the Ordinary Shares Buy-Back Program, including, but not limited to, negotiating, approving and signing any acts related to the Ordinary Shares Buy-Back Program; and*
 - b) approving any agreements relating to or in connection with the Ordinary Shares Buy-Back Program or any other arrangements, commitments, certificates, statements, registers, notices, additional acts and any other necessary acts and documents, fulfilling any formalities and authorizing and/or executing any other necessary actions to give full effect to the Ordinary Shares Buy-Back Program and empowering representatives of the Company to sign any such documents, fulfill any such formalities and perform any such actions.”*

2.4 As a result of the insertion of items 5 - 7 on the EGMS agenda as provided above, the current items 5 - 8 on the EGMS agenda will be renumbered, becoming items 8 - 11 on the supplemented EGMS agenda.

3. Proposal of draft resolutions following the completion of the convening notice and in what regards items 9 – 12 on the OGMS agenda

3.1. In accordance with legal provisions, we have attached the draft resolutions for items 9-12 proposed to be included on the OGMS agenda - Schedule no. 1 to this document.

4. Proposal of draft resolutions following the completion of the convening notice and in what regards items 5 – 7 on the EGMS agenda

4.1. In accordance with legal provisions, we have attached the draft resolutions for item 5 proposed to be included on the EGMS agenda - Schedule no. 2 to this document.

In support of this request, we have attached an extract from the Trade Registry regarding the undersigned, a copy of the representative's identity document, and we request that you arrange for the completion of the EGMS agenda by introducing the proposed new items, as well as modifying the special power of attorney forms and voting ballots in accordance with the completed agenda.

In accordance with the provisions of Law no. 31/1990 on companies, Law no. 24/2017 on issuers of financial instruments and market operations, ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, you have the obligation to publish the agenda completed with the items proposed by the shareholders, after the convening, with the fulfillment of the requirements provided by the applicable legislation and/or the articles of association for the convening of the OGMS.

Shareholder,

VERTICAL SEVEN GROUP S.A.

Through Iulian-Florentin Cîrciumaru,
in his quality as legal representative

Holde Agri Invest S.A.

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Schedule 1

Draft resolutions for items 9 – 12 on the agenda

of the Ordinary General Meeting of Shareholders HOLDE AGR I INVEST S.A.

9. With a number of _____ votes in favour, amounting _____ % from the cast votes and _____ % from the share capital represented in the meeting, respectively _____ % of the Company's total voting rights, a number of _____ votes against and _____ refraining votes, it is hereby [not] approved the acknowledgement of the resignation request of Ms. Daniela-Camelia Nemoianu from the position of member of the Board of Directors of the Company, and consequently, the termination of her mandate as director of the Company, effective starting with 30 April 2024, the cessation of any powers/competencies granted to her according to the Company's Articles of Association and the management agreement, along with the discharge of liability of Ms. Daniela-Camelia Nemoianu as member of the Board of Directors for the activity related to the period 1 January 2024 – 30 April 2024.
10. With a number of _____ votes in favour, amounting _____ % from the cast votes and _____ % from the share capital represented in the meeting, respectively _____ % of the Company's total voting rights, a number of _____ votes against and _____ refraining votes, it is hereby [not] approved the election of a new member of the Board of Directors of the Company, following the termination of Ms. Daniela-Camelia Nemoianu's mandate as director. The proposed candidate by the shareholder Vertical Seven Group S.A. is Mr. ENRICO-ROBERT MAXIM, [personal identification data], for a mandate valid from 30 April 2024, until 15 December 2026.
11. With a number of _____ votes in favour, amounting _____ % from the cast votes and _____ % from the share capital represented in the meeting, respectively _____ % of the Company's total voting rights, a number of _____ votes against and _____ refraining votes, there are hereby [not] approved the key terms of the management agreement as presented during the OGMS, which will be concluded between the Company and Mr. Enrico-Robert Maxim in his capacity as a member of the Board of Directors and empowerment of the Chairman of the Board of Directors to negotiate and sign the management agreement, subject to the key terms, following the approval of item 10 on the agenda.
12. With a number of _____ votes in favour, amounting _____ % from the cast votes and _____ % from the share capital represented in the meeting, respectively _____ % of the Company's total voting rights, a number of _____ votes against and _____ refraining votes, it is hereby [not] approved the fixed remuneration level for Mr. Enrico-Robert Maxim as a member of the Board of Directors, specifically an amount of RON 5,000 per month (net amount), payable in RON, any additional variable remuneration (including that resulting from approved "stock option plans" programs at the Company level) may be added to this fixed remuneration, following the approval of item 10 on the agenda.

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Schedule 2

Draft resolutions for item 5 on the agenda

of the Extraordinary General Meeting of Shareholders HOLDE AGRI INVEST S.A.

5. With a number of _____ votes in favour, amounting _____ % from the cast votes and _____ % from the share capital represented in the meeting, respectively _____ % of the Company's total voting rights, a number of _____ votes against and _____ refraining votes, it is hereby [not] approved the amendment of the Company's Articles of Association, following the approval of item 10 on the OGMS agenda, by amending Articles 6.1. and 6.2. as follows:

"6.1. The Company shall be managed on a unitary basis (in Romanian, Sistem Unitar) by a Board of Directors in accordance with the applicable legislation and the provisions of these Articles of Association. The Board of Directors shall consist of at least 5 members appointed by the EGM for terms of up to 4 years, with the possibility of being re-elected for subsequent terms.

6.2 The members of the Board of Directors are:

- **Iulian-Florentin Cîrcumaru**, [personal identification data], Chairman of the Board of Directors;
- **Liviu-Gabriel Zăgan**, [personal identification data], member of the Board of Directors;
- **Alexandru-Leonard Leca**, [personal identification data], member of the Board of Directors;
- **Enrico-Robert Maxim**, [personal identification data], member of the Board of Directors;
- **Mihai-Daniel Aniței**, [personal identification data], member of the Board of Directors."

6. With a number of _____ votes in favour, amounting _____ % from the cast votes and _____ % from the share capital represented in the meeting, respectively _____ % of the Company's total voting rights, a number of _____ votes against and _____ refraining votes, it is hereby [not] approved the Board of Directors' authorization to buy-back Class B shares (preferred shares with priority dividends and no voting rights) of the Company, through transactions executed by the Board of Directors with holders of Class B shares, in accordance with applicable law, under a buy-back program (the "**Class B Shares Buy-Back Program**"), with the following characteristics:

- i. the maximum number of shares subject to the Class B Shares Buy-Back Program is 695,850 Class B shares, each with a nominal value of 1 (one) RON and a total nominal value of 695,850 RON, representing 0.574% of the subscribed and paid-up share capital of the Company;
- ii. the duration of the Buy-Back Program will be until 29 April 2026;
- iii. the price at which transactions will be carried out can not be less than 1 RON per share or greater than 4 RON per share;
- iv. the purpose of the Class B Shares Buy-Back Program is to reduce the Company's share capital in accordance with the provisions of Article 207 paragraph (1) letter c) of the Companies Law;
- v. the implementation of the Class B Shares Buy-Back Program will be done from own sources or by converting certain certain, liquid, and due receivables resulting from assignment

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agreements concluded between the Company and holders of Class B shares within the Class B Shares Buy-Back Program, into ordinary Class A shares of the Company, at a minimum conversion price of 1.485 RON per converted Class A share, adjusted to reflect any distributions of Class A shares free of charge, between the date of buy-back and the conversion date;

- vi. mandating the Board of Directors to carry out and fulfill any necessary, useful, and/or opportune steps regarding the Class B Share Buy-Back Program, including:
 - a) issuing any resolutions and performing all necessary, useful, and/or opportune legal acts and deeds in order to implement the resolutions to be adopted by the EGMS regarding the Class B Shares Buy-Back Program, including, but not limited to, negotiating, approving, and signing any documents related to the Class B Shares Buy-Back Program; and
 - b) approving any agreements concerning or relating to the Class B Shares Buy-Back Program or any other arrangements, commitments, certificates, declarations, registers, notifications, additional acts and any other documents necessary, fulfilling any formalities, and authorizing and/or executing any other actions necessary to give full effect to the Class B Shares Buy-Back Program and empowering representatives of the Company to sign any such documents, fulfill any such formalities, and perform any such actions.
- 7. With a number of _____ votes in favour, amounting _____ % from the cast votes and _____ % from the share capital represented in the meeting, respectively _____ % of the Company's total voting rights, a number of _____ votes against and _____ refraining votes, it is hereby [not] approved the Board of Directors' authorization to buy-back Class A ordinary shares of the Company, through transactions carried out on the Bucharest Stock Exchange - Multilateral Trading System - AERO Premium segment, in accordance with applicable law, under a buy-back program (the "**Ordinary Shares Buy-Back Program**"), with the following characteristics:
 - i. the maximum number of shares to be subject to the Ordinary Shares Buy-Back Program is 5,000,000 Class A ordinary shares, each with a nominal value of 1 (one) RON and a total nominal value of RON 5,000,000, representing 4.123% of the Company's subscribed and paid-up share capital;
 - ii. the execution period of the Ordinary Shares Buy-Back Program will be until 29 April 2026;
 - iii. the price at which the transactions will be carried out may not be less than 0.1 RON per share or more than 2 RON per share;
 - iv. the purpose of the Ordinary Shares Buy-Back Program is to reduce the Company's share capital in accordance with the provisions of Article 207 paragraph (1) letter c) of the Companies Law, republished, with subsequent amendments and completions; and
 - v. the implementation of the Ordinary Shares Buy-Back Program will be financed from own resources;
 - vi. mandating the Board of Directors to carry out and fulfill any necessary, useful and/or opportune actions in connection with the Ordinary Shares Buy-Back Program, including:
 - a) issuing any resolutions and taking all necessary, useful and/or opportune legal acts and deeds to carry out the resolutions to be adopted by the EGMS regarding the Ordinary

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Shares Buy-Back Program, including, but not limited to, negotiating, approving and signing any acts related to the Ordinary Shares Buy-Back Program; and

- b) approving any agreements relating to or in connection with the Ordinary Shares Buy-Back Program or any other arrangements, commitments, certificates, statements, registers, notices, additional acts and any other necessary acts and documents, fulfilling any formalities and authorizing and/or executing any other necessary actions to give full effect to the Ordinary Shares Buy-Back Program and empowering representatives of the Company to sign any such documents, fulfill any such formalities and perform any such actions.