

**CURRENT REPORT no. 7 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: 12.08.2021**

**AGRICOVER HOLDING SA**

<b>Head office:</b>	Cubic Center Office Building, 6 <sup>th</sup> floor, Pipera Blvd. 1B, Voluntari, Ilfov, 077191, Romania
<b>Tel./fax number:</b>	021 336 4645
<b>E-mail:</b>	elena.kurci@agricover.ro
<b>Registration number:</b>	J23/447/2018
<b>CUI:</b>	36036986
<b>Equity:</b>	RON 216,396,807.50
<b>Capital Market:</b>	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: The Decision no.3/11.08.2021 of the Extraordinary General Meeting of the Shareholders.**

On the 11th of August 2021, the Extraordinary General Shareholders' Meeting of AGRICOVER HOLDING SA took place.

At the Extraordinary General Shareholders' Meeting shareholders representing 99.996% of the total number of shares with voting right, were present, either in person or by power of attorney.

Following the debates, The Extraordinary General Shareholders' Meeting has adopted the following decisions regarding the points included on the agenda, in accordance with the published Convening notice:

1. To approve the Project no. 1/26.05.2021 of partial and symmetrical Demerger of AGRICOVER HOLDING SA.

2. To approve the execution of partial and symmetrical Demerger of AGRICOVER HOLDING SA.
3. To approve, according to the provisions of Article 243<sup>6</sup> in the Company Law No. 31/1990, non-preparing of the report provided for in Article 243<sup>2</sup> of the Company Law No. 31/1990.
4. To approve, according to the provisions of Article 243<sup>6</sup> in the Company Law No. 31/1990, non-designation of the expert provided for in Article 243<sup>3</sup> of the Company Law No. 31/1990, for the examination of Demerger's project and non- preparing of the report provided for in Article 243<sup>3</sup> of the Company Law No. 31/1990.
5. To approve, according to the provisions of Article 243<sup>6</sup> 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.
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).
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 by XXX district 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.

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.

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, 6<sup>th</sup> 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 XXX, a Romanian citizen, identified by IC (Identity Card) series XXX no. XXX, issued by XXX district 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.

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 district on XXX, as **Sole Director and General Manager of the Company CCI CARDINAL EQUITY SA**, with full powers, for a period of 2 years.

11. To approve appointment **the Company KPMG AUDIT SRL**, with its headquartered in Romania, București, 1<sup>st</sup> District, Bucuresti-Ploiesti Street, no. 69-71, ground floor, 2<sup>nd</sup> 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, through its **permanent representative GIURCANEANU AURA STEFANA**, CNP (Personal Numeric Code) XXX, born on XXX, domiciled in XXX, a Romanian citizen, identified by IC (Identity Card) series XXX no. XXX, issued by XXX on XXX, as **Financial Auditor of the Company CCI CARDINAL EQUITY SA**, for a period of 2 years.

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

**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.

**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.

**15.** Appointing Mr. Dobre Liviu, as a General Manager of the Company, to implement this Decision, as well as complying with all legal formalities for mentioning this Decision in Trade Registry and publishing it the Official Journal. Mr. Dobre Liviu is hereby authorized to appoint any other person to carry out the mandate hereby granted.

**16.** This Decision has been passed up this day, 11.08.2021, in Romanian and in English, in 3 (three) original copies.

**Liviu DOBRE**

**Chief Executive Officer**