

**CURRENT REPORT no. 12 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: 27.06.2023**

**AGRICOVER HOLDING SA**

**Head office:** Cubic Center Office Building, 8<sup>th</sup> floor, Pipera Blvd.  
1B, Voluntari, Ilfov, 077191, Romania

**Tel./fax number:** 021 336 4645

**E-mail:** elena.kurci@agricover.ro

**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: Decision no. 7/26.06.2023 of the Extraordinary General Shareholders' Meeting of AGRICOVER HOLDING S.A..**

AGRICOVER HOLDING S.A. informs investors that by the Decision no. 7/26.06.2023 of the Extraordinary General Shareholders' Meeting of AGRICOVER HOLDING S.A., have been approved the following:

- 1.** Ascertaining of the unsuccessful closure of the initial public offering of shares ("**IPO**"), with the consequence of not implementing the share capital increase, approved by the resolution of the extraordinary general shareholder's meeting no. 2/10.04.2023 and revocation of the resolution of the extraordinary general shareholder's meeting no. 3/10.04.2023 regarding the admission of the shares to trading and registration of shares with the Central Depository.

2. The approval of the additional allocation of 2,100,000 a maximum number of shares of AGRICOVER HOLDING SA for the financial year 2023 in order to implement the Multiannual Stock Option Plan (“**SOP**”) as approved by the resolutions of the extraordinary general shareholders' meeting no. 6/20.12.2021, 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.
3. Approval of changes of Schedule 1 and Schedule 2 of the SOP approved by the resolutions of the extraordinary general shareholders' meeting no. 6/20.12.2021.
4. Approval of the appointing Mr. Kanani Jabbar - Chairman of the Board of Directors of the Company sign on behalf of the shareholders the resolutions of the extraordinary general shareholders' meeting and to carry out any act or formality required by law for the registration and execution of the resolutions of the extraordinary general shareholders' meeting, with the possibility to mandate other persons.
5. This Decision has been drawn up this day, 26.06.2023, in Romanian language and in English language, in 1 (one) original copy. In case of discrepancies between the Romanian language version and the English language version, the Romanian language version shall prevail.

**f) Other events: Decision no. 8/26.06.2023 of the Extraordinary General Shareholders' Meeting of AGRICOVER HOLDING S.A..**

AGRICOVER HOLDING S.A. informs investors that by the Decision no. 8/26.06.2023 of the Extraordinary General Shareholders' Meeting of AGRICOVER HOLDING S.A., have been approved the following:

1. Approval of the amendment of the Articles of Association of the Company, in the form attached to this Decision and its execution by the Chairman of the Board of Directors.
2. Approval of the transfer of the Company's shareholders' register from the Company to Registrul Miorița S.A. with its registered office at no. 20A, Onisifor Ghibu, Cluj Napoca, Cluj County, sole registration number RO 9599222, registered with the trade registry under no. registered with the trade registry under no. J12/1267/1997.

3. Approval of the appointing Mr. Kanani Jabbar - Chairman of the Board of Directors of the Company sign on behalf of the shareholders the resolutions of the extraordinary general shareholders' meeting and to carry out any act or formality required by law for the registration and execution of the resolutions of the extraordinary general shareholders' meeting, with the possibility to mandate other persons.

4. This Decision has been drawn up this day, 26.06.2023, in Romanian language and in English language, in 1 (one) original copy. In case of discrepancies between the Romanian language version and the English language version, the Romanian language version shall prevail.

**g) Other events: Decision no. 9/26.06.2023 of the Extraordinary General Shareholders' Meeting of AGRICOVER HOLDING S.A..**

AGRICOVER HOLDING S.A. informs investors that by the Decision no. 9/26.06.2023 of the Extraordinary General Shareholders' Meeting of AGRICOVER HOLDING S.A., have been approved the following:

1. Approval of the increase of the Company's share capital by a maximum amount of RON 343,656.90, by issuing a maximum of 3,436,569 new, ordinary, nominative shares, issued in dematerialised form, each with a nominal value of RON 0.10/share (the "**Increase**") to be subscribed exclusively by the Company's and the Company's subsidiaries employees, directors and/or managers ("**SOP Beneficiaries**"), in accordance with the terms and conditions of the Multi-Year Stock Option Plan ("**SOP**") approved by the resolutions of the extraordinary general shareholders' meeting no. 6/20.12.2021, respectively no. 2/28.04.2022, within 30 days from the date of this Resolution.

2. Approval of the cancelation of the pre-emptive rights of the Company's existing shareholders to subscribe for new shares, in order to facilitate the completion of the SOP, so that the newly issued shares in the Increase will be offered exclusively to SOP Beneficiaries within the SOP.

3. Approval of the authorisation of the Board of Directors of the Company to decide on the following matters relating to the Increase:

**3.1.** Ascertaining the results of the Increase and to approving the final number of newly issued shares, respectively the level of the Increase;

**3.2.** Updating the Company's Articles of Association following the completion of the Increase and its execution by the Chairman of the Board of Directors;

**3.3.** Any other matters in connection with the Increase.

**4.** Approval of the appointing Mr. Kanani Jabbar - Chairman of the Board of Directors of the Company sign on behalf of the shareholders the resolutions of the extraordinary general shareholders' meeting and to carry out any act or formality required by law for the registration and execution of the resolutions of the extraordinary general shareholders' meeting, with the possibility to mandate other persons.

**5.** This Decision has been drawn up this day, 26.06.2023, in Romanian language and in English language, in 1 (one) original copy. In case of discrepancies between the Romanian language version and the English language version, the Romanian language version shall prevail.

**h) Other events: Decision no. 10/26.06.2023 of the Extraordinary General Shareholders' Meeting of AGRICOVER HOLDING S.A..**

AGRICOVER HOLDING S.A. informs investors that by the Decision no. 10/26.06.2023 of the Extraordinary General Shareholders' Meeting of AGRICOVER HOLDING S.A., have been approved the following:

**1.** Authorization of the acquisition by the Company, from the SOP Beneficiaries, of up to 3,436,569 own shares issued by the Company in accordance with the terms and conditions of the Multi-Year Stock Option Plan approved by the resolutions of the extraordinary general shareholders' meeting no. 6/20.12.2021, respectively no. 2/28.04.2022, for a period not exceeding 18 months from the date of registration this Decision in the trade registry, at a maximum buy-back price equal to 0.751 RON/share;

**2.** Approval of the appointing Mr. Kanani Jabbar - Chairman of the Board of Directors of the Company sign on behalf of the shareholders the resolutions of the extraordinary general shareholders' meeting and to carry out any act or formality required by law for the registration and execution of the resolutions of the extraordinary general shareholders' meeting, with the possibility to mandate other persons.

**3.** This Decision has been drawn up this day, 26.06.2023, in Romanian language and in English language, in 1 (one) original copy. In case of discrepancies between the Romanian

language version and the English language version, the Romanian language version shall prevail.

**Liviu DOBRE**

**Chief Executive Officer**