

DN AGRAR GROUP SA
Alba-Iulia, str. Piata Iuliu Maniu, nr. 1, bl. 31DE (imobil)
Judet Alba, CP: 510094

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Reg. Number: 193 / 11.04.2022

By:

Financial Supervisory Authority
Financial Instruments and Investments Sector

Bucharest Stock Exchange

CURRENT REPORT

In accordance with the provisions of Law no. 24/2017 on issuers of financial instruments and market operations and Regulation no. 5/2018, regarding the issuers of financial instruments and market operations

Report date: April 11th, 2022

Name of issuer: DN AGRAR GROUP SA

Headquarters: Alba-Iulia, Piața Iuliu Maniu, nr. 1, bl. 31DE, Județul Alba

Telephone: 0258.818.114, 0258.818.115

Fax: 0258.818.119

Tax identification code: RO24020501

Registration at Trade Register no./date: J01/730/2008

Subscribed and paid-in share capital: RON 10.606.281,60

The regulated market on which the issued securities are traded: Bucharest Stock Exchange - MTS AeRO Premium, market simbol: **DN**

Important events that need to be reported: In accordance with Art. 234, paragraph 1, letter (b), of the FSA Regulation no. 5/2018, the company DN AGRAR GROUP SA informs the investors regarding the request received on 08.04.2022, from the shareholder AM ADVIES B.V., for completing the convening notice of the OGMS and EGMS dated in 28.04.2022.

The request of the shareholder, who is entitled to complete the convening notice of the GENERAL MEETING OF SHAREHOLDERS, as he holds 74.0904% of the share capital of the company, is attached to this current report.

The Board of Directors of DN AGRAR GROUP SA will gather in meeting and will decide on the completion of the agenda of the GENERAL MEETING OF SHAREHOLDERS.

This current report, as well as the request of the shareholder AM ADVIES B.V., can be accessed at the following link: <https://dn-agrar.eu/en/rapoarte-curente-2/>

Jan Gijsbertus de Boer
Chairman of the Board of Directors

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To: Board of Directors of DN AGRAR GROUP S.A.

Regarding: Request to complete the Convenes of EGMS and OGMS

Date: 08.04.2022

The undersigned **A.M. ADVIES B.V.** Limited liability company, registered at the Trade Register from Noordwest, The Netherlands, under no. 04087152, with its seat in Langedijk 5, 7958 PJ Koekange, The Netherlands, represented by Jan Gijsbertus de Boer, Dutch citizen, (personal data, anonymized to the company), as shareholder of **DN AGRAR GROUP S.A.**, an open type joint-stock company, established and operating according to Romanian legislation, with its registered office in Alba Iulia, Alba County, 1 P-ța Iuliu Maniu Street, building 31DE, having trade registry number J1/730/2008, EUID ROONRC.J01/730/2008, sole registrationcode 24020501, fiscal attribute RO, subscribed and paid share capital RON 10,606,281.60 (hereinafter referred to as the "**Company**"), holding 39,291,200 shares, representing 74.0904% of share capital.

We hereby request to complete the Convenes of the Convening Notice for the Extraordinary General Meeting of Shareholders and Ordinary General Meeting of the Shareholders of the Company as of 28.04.2022 with the following points:

I. By mistake, the points were inserted in the ordinary meeting of the shareholders and will be inserted in the extraordinary meeting:

1. Approval of the guarantee by the Company, of all financial obligations (credit, interest, penalties, other costs), as personal guarantor, of the credit facilities granted by ING Bank N.V. Amsterdam – Bucharest Branch ("the Bank") according to the Credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, Credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively to the Credit facility agreements no. 16455, 16455/02 and 16455/05, concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions.

2. Approval of the guarantee by the Company, of all financial obligations (credit, interest, penalties, other costs), with movable mortgage on all its accounts opened with the Bank, of the credit facilities granted by ING Bank according to the Credit facility agreements no. 1484/04 and 1484/05, concluded between DN AGRAR GROUP SA and the Bank, Credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, Credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR GOLDING SRL and the Bank, respectively to the Credit facility agreements no. 16455, 16455/02 and 16455/05, concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions.

3. Approval of the sale of shares transactions, according to the shares sale-purchase agreement concluded between DN AGRAR GARBOVA CV (as Seller) and DN AGRAR GROUP SA (as Buyer) dated 28.08.2021, as amended by Addendum no. 1 dated 01.11.2021, Addendum no. 2 dated 27.12.2021 and Addendum no. 3 dated 22.02.2022, amounting to EUR 6,815,000, as follows:

- *The Buyer will pay to the Seller the amount of **EUR 3,891,365** for the 612,837 shares representing 90% of **DN AGRAR APOLD S.R.L.**, nominal share capital amounting to RON 6,128,370;*
- *The Buyer will pay to the Seller the amount of **EUR 1,075** for the 18 shares representing 90% of **DN***

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AGRAR CALNIC S.R.L., nominal share capital in the amount of RON 180;

- The Buyer will pay to the Seller the amount of **EUR 2,921,590** for the 460,100 shares representing 100% of **DN AGRAR HOLDING S.R.L.**, nominal share capital amounting to RON 4,601,000;
- The Buyer will pay to the Seller the amount of **EUR 970** for the 99 shares representing 99% of **PRODAG GARBOVA S.R.L.**, nominal share capital amounting to RON 990;

as well as the approval of the repayment of the loans granted by DN AGRAR GARBOVA CV as follows:

- to the company **DN AGRAR APOLD SRL**, according to the Loan Unification Agreement no. 1 dated 31.10.2021, as amended by subsequent addenda (Addendum no. 1 of 31.12.2021; Addendum no. 2 of 21.02.2022; Addendum no. 3 of 22.02.2022), whose value is **EUR 2,173,473.85** (loan amount), plus the related interest until 28.02.2022, in the amount of **EUR 13,947.46**;
- to the company **DN AGRAR HOLDING SRL**, according to the Loan Unification Agreement no. 1 dated 31.10.2021, as amended by subsequent addenda (Addendum no. 1 of 31.12.2021; Addendum no. 2 of 17.02.2022; Addendum no. 3 of 22.02.2022), whose value is **EUR 826,879.45** (loan amount), plus the related interest until 28.02.2022, in the amount of **EUR 41,939.18**.

4. Approval of the guarantee by the Company of all financial obligations (credit, interest, penalties, other costs) arising from the credit facility agreements no. 1484/04 and 1484/05 concluded between DN AGRAR GROUP SA and the Bank, the credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, the credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively the credit facility agreements no. 16455, 16455/02 and 16455/05 concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions, with movable mortgage on a number of 612,837 shares that will be owned by DN AGRAR GROUP SA in the company DN AGRAR APOLD SRL, representing 90% of the share capital of the company DN AGRAR APOLD SRL, having a total nominal value of RON 6,128,370 (sixmilliononehundredtwentyeightthousandthreehundredseventy RON), and on the rights and receivables/ dividends attributable to all the shares that will be acquired, under the Credit facility agreement no. 1484/05 concluded between DN AGRAR GROUP SA and the Bank.

5. Approval of the guarantee by the Company of all financial obligations (credit, interest, penalties, other costs) arising from the credit facility agreements no. 1484/04 and 1484/05 concluded between DN AGRAR GROUP SA and the Bank, the credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, the credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively the credit facility agreements no. 16455, 16455/02 and 16455/05 concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions, with movable mortgage on a number of 460,100 shares that will be owned by DN AGRAR GROUP SA in the company DN AGRAR HOLDING SRL, representing 100% of the share capital of the company DN AGRAR HOLDING SRL, having a total nominal value of RON 4,601,000 (fourmillionsexhundredonethousand RON), and on the rights and receivables/ dividends attributable to all the shares that will be acquired, under the Credit facility agreement no. 1484/05 concluded between DN AGRAR GROUP SA and the Bank.

6. Approval of the guarantee by the Company of all financial obligations (credit, interest, penalties, other costs) arising from the credit facility agreements no. 1484/04 and 1484/05 concluded between DN AGRAR GROUP SA and the Bank, the credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, the credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively the credit facility agreements no. 16455,

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16455/02 and 16455/05 concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions, with movable mortgage on a number of 18 shares that will be owned by DN AGRAR GROUP SA in the company DN AGRAR CALNIC SRL, representing 90% of the share capital of the company DN AGRAR CALNIC SRL, having a total nominal value of RON 180 (onehundredeighty RON), and on the rights and receivables/ dividends attributable to all the shares that will be acquired, under the Credit facility agreement no. 1484/05 concluded between DN AGRAR GROUP SA and the Bank.

7. Approval of the guarantee by the Company of all financial obligations (credit, interest, penalties, other costs) arising from the credit facility agreements no. 1484/04 and 1484/05 concluded between DN AGRAR GROUP SA and the Bank, the credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, the credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively the credit facility agreements no. 16455, 16455/02 and 16455/05 concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions, with movable mortgage on a number of 99 shares that will be owned by DN AGRAR GROUP SA in the company PRODAG GARBOVA SRL, representing 99% of the share capital of the company PRODAG GARBOVA SRL, having a total nominal value of RON 990 (ninehundredninty RON), and on the rights and receivables/ dividends attributable to all the shares that will be acquired, under the Credit facility agreement no. 1484/05 concluded between DN AGRAR GROUP SA and the Bank.

8. Approval of the guarantee by the Company of all financial obligations (credit, interest, penalties, other costs) arising from the credit facility agreements no. 1484/04 and 1484/05 concluded between DN AGRAR GROUP SA and the Bank, the credit facility agreements no. 1484 and 1484/01, concluded between DN AGRAR APOLD SRL and the Bank, the credit facility agreements no. 1484/02 and 1484/03, concluded between DN AGRAR HOLDING SRL and the Bank, respectively the credit facility agreements no. 16455, 16455/02 and 16455/05 concluded between LACTO AGRAR SRL and the Bank, with all subsequent amendments and completions, with movable mortgage on all receivables held or possibly to be held by DN AGRAR GROUP SA, due by DN AGRAR GARBOVA CV (registration no. 01129709), or by any other third party as a result of the failure to conclude the shares sale-purchase agreement and/ or related to the transaction of transferring shares that has not been completed or has been cancelled for any reason.

9. Approval of the guarantee of all financial obligations (credit, interest, penalties, other costs) arising from the credit facility agreements no. 1484/04 and 1484/05 concluded between DN AGRAR GROUP SA and the Bank, with promissory notes, with the amount and maturity in blank, stipulated without protest, issued by DN AGRAR GROUP SA in favour of the Bank and endorsed by Mr. Jan Gijsbertus de Boer, having the capacity of director of DN AGRAR GROUP SA. A separate promissory note will be issued for each credit facility in force.

10. For the negotiation of the terms of the credit facility, the signing of the credit agreement, the guarantee agreements (movable/ immovable), any additional documents deriving from these agreements (e.g. addenda for reduction or extension of the credit facility), as well as any other documents, including promissory notes that the Bank will request from the Company in order to grant the loan, we empower Mr. Jan Gijsbertus de BOER, (personal data, anonymized at the company), as legal representative, his signature being fully opposable to the Company.

This mandate is valid for a period of 1 (one) year from the date of granting and will be automatically renewed with successive periods of 1 (one) year each, unless express revocation of the mandate granted according to this power of attorney occurs.

In case of revocation of the mandate, the obligation to notify the Bank about its termination rests with the principal(s). The Bank will not be held liable in any way if it has not been properly informed.

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II. Additionally, there will be some adjustments to the way of organizing and inserting the powers to be granting to the President of Board of Directors, as follows, in the OGMS there will be:

PENULTIMATE POINT ON THE CONVENING NOTICE: Approval of the date of 17.05.2022 as the Registration Date, which serves to identify the shareholders who will be affected by the decisions adopted by the OGMS and the date of 16.05.2022 as the date representing "ex-date" of the OGMS decision.

LAST POINT ON THE CONVENING NOTICE: Approval of the mandate of the Chairman of the Board of Directors of the Company, Mr. Jan Gijbertus de Boer, with the possibility of substitution, to carry out all procedures and formalities provided by law for the execution of OGMS decisions, to submit and take documents and to sign for this purpose on behalf of the Company, in relation to the Trade Register, the Official Gazette, the Financial Supervisory Authority, the Bucharest Stock Exchange, ING BANK and any other institutions.

III. With regards to point 5 of EGMS of the convening notice it should be changed and inserted in the end:

Approval for empowering the Chairman of the Board of Directors of the Company, Mr. Jan Gijbertus de Boer, with the possibility of being substituted, to perform all procedures and formalities provided by law for the implementation of the EGMS resolutions, to submit and receive documents and sign for this purpose on behalf of the Company all the documents related to share capital increase, to represent the Company in relation to the Trade Register, the Official Gazette, the Financial Supervisory Authority, the Bucharest Stock Exchange, ING BANK and any other institutions.

IV. We request a new point on the OGMS, as follows:

Approval of the implementation of a "stock option plan" from the own shares held by the Company, to the administrators, directors and employees of the Company, by allocating a maximum of 1% of the total shares issued by the Company under the following conditions:

(a) The members of the Board of Directors have the right to participate in the "stock option plan", which represents additional remuneration according to art. 153[^]18 (2) of the Companies Law no. 31/1990, being assigned a maximum total number of 0.1% of the shares issued by the company.

b) The Board of Directors shall be mandated to take all necessary measures and to fulfill all the formalities required for the approval and implementation of the "stock option plan", such as, but not limited to, (i) the determination of the criteria on the basis of which the Company directors and staff shall be granted shares, (ii) the determination of the organizational chart positions for which the "stock option plan" will be applicable; (iii) the conditions for acquiring shares; (iv) preparation and publication of information documents in accordance with the law, etc.

V. We request a new point on EGMS:

Approval of the buy-back by the Company of its own shares, within the market where the shares are listed or by conducting public purchase bids, in accordance with the applicable legal provisions, under the following conditions: maximum 0.5% of the share capital,

A. in case of buy-back on the market where the shares are listed, at a minimum price equal to the BVB market price at the time of acquisition and a maximum price equal to the lowest value between (i) RON 3 per share and (ii) the higher of the price of the last independent trade and the highest current independent purchase bid, in accordance with the provisions of art. 3 par. (2) of Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) no. Regulation (EC) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programs and stabilization measures.

B. in case of buy-back by conducting public purchase offers, at a minimum price equal to the applicable legal provisions.

The aggregate value of the buy-back program is up to RON 795,471. The program will run for a maximum period of 18 months from the date of publication of the Decision adopted in this regard in the Official Gazette of Romania, part IV, in order to implement the plan for allocating shares to Company employees and directors, as well as to members of the Board of Directors, approved by the Extraordinary General Meeting of Shareholders; granting a mandate to the Board of Directors to carry out this Decision. Buy-back trades may have as

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their object only fully paid-up shares and will be carried out only from the distributable profit or from the available reserves of the Company, entered in the last approved annual financial statement, except for legal reserves.

Authorization of the Board of Directors to adjust the details of the buy-back program so as to take into account the effects of the share capital increase proposed in article 2 of EGMS, as applicable.

VI. To insert a clause regarding the questions to be addressed by the shareholders in EGMS, as well as OGMS

Each shareholder has the right to address written questions to the Board of Directors before the date of the general meeting, regarding the items on the agenda, according to art. 198-199 of the FSA Regulation no. 5/2018 until 28.04.2022. The answer is considered given if the requested information is published on the company's website.

Adopted in 2 (two) originals, in Romanian and English language. In case of any inconsistencies between the English and the Romanian version, the Romanian version shall control.

Please complete the Convening Notice and publish a new Convening notice with the new convenes until 15.04.2022, the Reference Date.

With kind regards,

Jan Gijsbertus de BOER
Director/ Administrator

