

## **AGENDA OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF AGRIA GROUP HOLDING AD, Varna**

The Board of Directors of Agria Group Holding AD, Pursuant to the provision of Article 223 (1) of the Commerce Act, calls a physically attended Ordinary General Meeting of Shareholders of Agria Group Holding AD, Varna, to be held on 28 June 2022 at 111 Knyaz Boris I Blvd, Primorski District, Varna, Business Center, 9th floor at 11:00 a.m. (Eastern European Time EET=UTC+3) or 8.00 (Coordinated Universal Time), having identification code AGR20220628RGOSA, ISIN code BG1100085072, with the following agenda and the following draft resolutions:

Item 1. Approval of the audited annual financial statement of the Company for 2021, prepared in accordance with Delegated Regulation (EU) 2019/815 and submitted to the Financial Supervision Commission (FSC), Bulgarian Stock Exchange AD (BSE) and the public

Draft Resolution: The General Meeting approves the audited annual financial statement of the Company for 2021, prepared in accordance with Delegated Regulation (EU) 2019/815 and submitted to the Financial Supervision Commission (FSC), Bulgarian Stock Exchange AD (BSE) and the public.

Item 2. Approval of the audited annual consolidated activity report of the Company for 2021, prepared in accordance with Delegated Regulation (EU) 2019/815 and submitted to the Financial Supervision Commission (FSC), Bulgarian Stock Exchange AD (BSE) and the public

Draft Resolution: The General Meeting approves the Audited annual consolidated activity report of the Company for 2021, prepared in accordance with Delegated Regulation (EU) 2019/815 and submitted to the Financial Supervision Commission (FSC), Bulgarian Stock Exchange AD (BSE) and the public.

Item 3. Passing a resolution regarding the distribution of the profit generated by the Company for 2021 and part of the undistributed profit of the Company for 2020.

Resolution: The General Meeting of Shareholders adopts a resolution to distribute the Company's generated net profit for 2021 amounting to BGN 2 086 000.43 as a cash dividend to the shareholders, together with a part of the Company's undistributed net profit for 2020 amounting to BGN 413 999.57, as the total amount of the dividend amounts to BGN 2 500 000.00. The persons entitled to receive dividend should be entered in the registers of the Central Depository as holders of dividend rights as of the 14th day following the General Meeting at which the Annual Financial Statements and the resolution on the distribution of profits are adopted. The General Meeting of Shareholders authorizes the Board of Directors of the Company to take all necessary factual and legal actions regarding the dividend pay-off, including selection of servicing bank, the initial and final date for the payment of the dividend.

Item 4. Passing a resolution to discharge from liability the members of the Board of Directors of the Company with regard to their activity in 2021.

Draft Resolution: The General Meeting discharges from liability the members of the Board of Directors of the Company with regard to their activity in 2021.

Item 5. Approval of the report of the Investor Relations Director of the Company for 2021

Draft Resolution: The General Meeting approves the report of the Investor Relations Director of the Company for 2021.

Item 6. Approval of the report on the activity of the Audit Committee of the Company for 2021

Draft Resolution: The General Meeting approves the report on the activity of the Auditing Committee of the Company for 2021.

Item 7. Passing a resolution for election of the Audit Committee of Agria Group Holding AD

Draft Resolution: The General Meeting passes a resolution for election of the Audit Committee of Agria Group Holding AD in the following composition: Simeon Parvanov Milev, Svetla Valentinova Gancheva and Milena Ivanova Gigova

Item 8. Determining the mandate of the Audit Committee of Agria Group Holding AD and the amount of the remuneration of its members

Draft Resolution: The General Meeting determines a mandate of 1 year for the Audit Committee of Agria Group Holding AD and remuneration of its members as follows: monthly remuneration for The Chairman of the Audit Committee amounting to BGN 1300 and monthly remuneration for all the members of Audit committee amounting to BGN 500.

Item 9. Election of a registered auditor of the Company for 2022

Draft Resolution: The General Meeting passes a resolution for election of a registered auditor of the Company for 2022 in accordance with the proposal presented by the Auditing Committee;  
Item 10. Approval of the report on the application of the Policy for remuneration of the members of the Board of Directors of Agria Group Holding AD for 2021

Draft Resolution: The General Meeting approves the report on the implementation of the Policy for remuneration of the members of the Board of Directors of Agria Group Holding AD for 2021.

Item 11. The General Meeting of Shareholders passes a resolution for buy-back of Company's own shares under the following conditions:

Draft Resolution: The General Meeting of Shareholders passes a resolution for buy-back of Company's own shares under the following conditions:

- Number of shares subject to buy-back – up to 3% of the total voting shares, issued by the company or up to 204 000 shares.
- Minimum buy-back price – BGN 28.00
- Maximum buy-back price – BGN 33.00
- Initial date of buy-back – 30th June 2022
- Final date of buy-back – not later than 30th June 2023
- Payment term of buy-back shares – according to the legislation in force.

The General Meeting of Shareholders authorizes the Board of Directors to conduct unlimited procedures for buy-back during the buy-back period; in the term of each procedure, depending on the market conditions, to change under their discretion the buy-back price within the price limits set by the General Meeting of shareholders; to determine an investment broker who shall be assigned to proceed the buy-back order; to determine all remaining parameters of the buy-back and take all necessary factual and legal actions pursuant to the resolution of the General Meeting.

Buy-back goal – increase in the liquidity of the Company's shares.

Item 12. Determining additional remuneration of the members of the Board of Directors of Agria Group Holding AD for 2021.

Draft Resolution: The General Meeting of Shareholders authorizes the Board of Directors of the Company to determine additional remuneration for 2021 for the members of the Board of Directors to a total amount of BGN 500 000 and to distribute additional remuneration to the members of the Board of Directors in the voted amount, in compliance with the approved Remuneration Policy for the members of the Board of Directors of Agria Group Holding AD.

Board of Directors: .....

Emil Raykov

Stanimir Buzhev

Deyan Ocharov

Daniela Taneva

Anna Belchinska

