

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF AGRIA GROUP HOLDING AD, Varna

Today, 9 May 2022, a meeting of the Board of Directors of Agria Group Holding AD, Varna, was held.

The meeting attended the following members of the Board of Directors: Emil Veselinov Raykov, Stanimir Rusev Buzhev, Deyan Rosenov Ovcharov, Daniela Dimitrova Taneva and Anna Dimitrova Belchinska.

The meeting of the Board of Directors was held in compliance with the requirements of the Commerce Act and the Articles of Association of the Company.

Board of Directors meeting agenda:

1. Adoption of a resolution to hold a regular attended Ordinary General Meeting of the shareholders of Agria Group Holding AD Varna, on 28 June 2022 at 11:00 am at 111 Knyaz Boris I Blvd, Primorski District, Varna, Business Center Dimyat, 9th floor.
2. Adoption of voting rules by proxy of the Ordinary General Meeting of Shareholders.

Following a discussion, the Board of Directors unanimously took the following resolutions.

Item 1

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.

In case of a lack of quorum, pursuant to the provision of Article 227 (3) of the Commerce Act, a new General Meeting of Shareholders shall be held on 15 July 2022 at 11.00 a.m. (Eastern European Time EET=UTC+3) or 8.00 (Coordinated Universal Time) at the same place and with the same agenda, and it shall be legal irrespective of the capital represented at the meeting. No items under the procedure of Article 223a of the Commerce Act may be included in the agenda of the new meeting.

The registration of the shareholders will take place on the day of the General Meeting of Shareholders from 10.00 a.m. until 10.30 a.m. To register and participate in the General Meeting of Shareholders, shareholders who are legal persons shall certify their identity by a Certificate of current legal status and an identification document of the legal representative of the company, and shareholders who are natural persons shall certify their identity by an identification document.

The total number of shares and voting rights in the General Meeting of Shareholders as at the date of the resolution of the Board of Directors to call a General Meeting of Shareholders (9 May 2022) herein is 6,800,000.

According to the provisions of Article 115b (1) of the Public Offering of Securities Act (POSA), the voting right in the General Meeting may be exercised by persons who have acquired shares and have been entered in the register of the Central Depository as shareholders 14 days prior to the date of the General Meeting at the latest, or respectively on 14 June 2022. Only persons entered as shareholders of the Company on this date (14 June 2022) shall have the right to participate in the General Meeting and exercise their voting right at the General Meeting. In case of a lack of quorum on the first announced date, the voting right in the General Meeting may be exercised by persons who have acquired shares and have been entered in the register of the Central Depository as shareholders 14 days prior to the second announced date (15 July 2022), or respectively on 01 July 2022. Only persons entered as shareholders of the Company on this date shall have the right to participate in the General Meeting and exercise their voting right at the General Meeting.

The written materials for the meeting are available to shareholders at the business address of the Company every business day from 10:00 to 16:00. The invitation, together with the printed materials under the agenda of the General Meeting will be published on the website of the Company - www.agriabg.com for the period from the promulgation of the invitation in the Company Register to the closing of the GM.

In accordance with the requirement of the provision of Article 116 (3) of POSA, the Board of Directors of Agria Group Holding AD presents a sample of a written power of attorney on a hard copy, together with the materials for the General Meeting. The text of the sample power of attorney can also be found on the website of the Company: www.agriabg.com.

All shareholders of the Company are invited to participate in person or via a representative in the General Meeting.

Persons holding jointly or severally at least 5 percent of the capital of Agria Group Holding AD, Varna, may request inclusion of issues into the agenda and propose resolutions regarding issues already on the agenda of the General Meeting under the procedure of Article 223a of the Commerce Act. These shareholders must present a list of items to be included in the agenda and draft resolutions for promulgation in the Commercial Register no later than 15 days prior to the opening of the General Meeting. Once promulgated in the Commercial Register, the issues shall be considered as included in the proposed agenda. On the next business day after the promulgation at the latest, the shareholders shall present the list of issues, draft resolutions, and written materials at the registered office and business address of the Company, as well as to the Financial Supervision Commission.

During the General Meeting, the Company's shareholders shall be entitled to pose questions on all items of the agenda, as well as questions regarding the economic and financial situation and the business activity of the Company, regardless of whether the latter are related to the agenda. The shareholders are entitled to make substantive propositions for resolutions under each item included in the agenda while complying with the law and

under the restriction of Article 118 (3) of POSA. The deadline for exercising that right is until the end of discussing the respective Item, before voting to pass the resolution by the General Meeting.

Item 2

The Board of Directors of Agria Group Holding AD adopts the following Rules on voting by proxy at the General Meeting of Shareholders to be held on 28 June 2022. The Rules are in compliance with the Articles of Association.

The General Meeting includes all shareholders holding shares in the Company. They shall participate in the General Meeting in person or by proxy. The right to vote in the General Meeting shall be exercised by the persons entered into the registers of Central Depository AD as shareholders of the Company 14 (fourteen) days before the date of the General Meeting.

Every shareholder shall have the right to authorize in writing a person to represent them at the General Meeting. The written power of attorney for representation of a shareholder in the General Meeting must be for a particular general meeting, must be an express power of attorney certified by a notary, and must have the content under Article 116 (1) of POSA. Reauthorization with the rights granted to the proxy in accordance with the received power of attorney shall be void. A power of attorney granted in breach of the provision of Article 116 (1) of POSA shall also be void.

To exercise their voting right at the General Meeting, shareholders who are natural persons shall prove their identity by an identification document, and if the natural person is acting via a proxy – by an identification document of the proxy and an express power of attorney certified by a notary for the particular GM, meeting the requirements of Article 116 (1) of POSA. Shareholders who are legal persons shall certify their identity by a Certificate of current legal status and an identification document of the legal representative of the company, and if the legal entity is not represented by the legal representative – by a Certificate of current legal status of the legal entity, an identification document of the proxy, and an express power of attorney certified by a notary for the particular GM meeting the requirements of Article 116 (1) of POSA. Should the shareholder be represented by proxy legal person, a Certificate of current legal status of the proxy company, an identification document of the representative of the proxy company, and an express power of attorney certified by a notary for the particular GM meeting the requirements of Article 116 (1) of POSA must be presented.

The Certificate of current legal status, as well as the power of attorney for representation at the General Meeting of Shareholders issued in a foreign language must be accompanied by a legalized translation into Bulgarian in accordance with the requirements of the existing legislation. In case of inconsistency between the texts, the Bulgarian translation shall prevail.

The Board of Directors of Agria Group Holding AD shall present a sample of a written power of attorney on a hard copy and in an electronic form together with the materials for the General Meeting. The sample power of attorney shall also be available on the website of the Company: www.agriabg.com. Upon request, a sample written power of attorney may also be presented after the convocation of the Ordinary General Meeting of Shareholders.

Each shareholder who has issued a power of attorney for participation in a GM must inform the Company about the authorization by the end of the business day before the Meeting.

Voting by correspondence or electronic means shall not be applicable to the Ordinary General Meeting of Shareholders in Agria Group Holding AD, convened for 28 June 2022.

Board of Directors:

Emil Raykov

Stanimir Buzhev

Deyan Ovcharov

Daniela Taneva

Anna Belchinska

