



To: BUCHAREST STOCK EXCHANGE S.A.
FINANCIAL SUPERVISORY AUTHORITY

CURRENT REPORT 35/2024

According to Law nr. 24/2017 regarding issuers of financial instruments and market operations, ASF regulation nr. 5/2018 regarding the issuers of financial instruments and market operations and/or the Bucharest Stock Exchange Rulebook for Multilateral Trading System.

Date of report	30.08.2024
Name of the Company	Agroland Business System S.A.
Registered Office	Timisoara, 14 Garii Street, Timis County, Romania
Phone/Fax	+40 754 908 742
Email	investitor@agroland.ro
Trade Registry No.	J35/405/2009
Fiscal Code	RO 25165241
Subscribed and paid share capital	8,997,899.20 RON
Total number of shares	89,978,992
Market where securities are traded	MTS AeRO Premium / Bonds-SMT
The main characteristics of the securities issued by the issuer	Shares AG symbol Corporate Bonds AGR25 symbol

Important events to be reported: BoD decision regarding bond issuance

The management of Agroland Business System S.A. (hereinafter referred to as the "Company") informs investors about the decision of the Company's Board of Directors approving the terms and conditions of the bond offering to be issued by the Company. The Board's decision is attached to this current report.

The offering involves the issuance of up to 150,000 nominative, dematerialized, unconditional, unsecured, and non-convertible corporate bonds with a total value of up to RON 15 million, a nominal value of RON 100 per bond, and a maturity of 48 months (4 years) from the issuance date. The bonds have a coupon rate of 9.75%, with coupon payments made semi-annually. The bonds can be paid back early, only in full, at the Company's initiative starting from the second year of the bond's life, in which case the Company will pay the holders a "clean" redemption price of 101%.

The capital raised in this new issue of corporate bonds will be used for the strategic purchase of grain and other raw materials for combined feed factories, in the context of anticipating a significant increase in their prices. This investment will allow the Company to protect its profit margins in retail and egg production, including in the organic segment, while ensuring a competitive advantage in the market by maintaining optimized costs and secure supply.

The offering of the new corporate bonds is brokered by Tradeville S.A. The offer will be conducted through a private placement addressed to a maximum of 149 retail investors.

CEO

Horia Dan Cardos



Decision of the Board of Directors

AGROLAND BUSINESS SYSTEM SA

Order Number in the Trade Register J35/405/2009

Unique Registration Code R025165241

Registration code for VAT purposes RO25165241

Headquarters Timisoara, str. GARII, no. 14

Nr. 79/30.08.2024

Cardos Horia Dan, [*personal data*],

Leca Alexandru Leonard, [*personal data*]

Ovari Gyorgy, [*personal data*]

as members of the Board of Directors of the of AGROLAND BUSINESS SYSTEMS S.A., headquartered in Timișoara, str. Gării no. 14, Timiș County, Romania, with correspondence address in Timișoara, bd. Cetății no. 5-7-9, 2nd floor, Timiș County, having the tax registration code: RO 25165241, and the registration number in the Trade Register: J35/405/2009 (hereinafter referred to as the “Company”),

Considering the Resolution of the Extraordinary General Meeting of Shareholders of the Company no. 1 / 29.04.2022 regarding the approval of the issuance of bonds by the Company and the delegation to the Board of Directors related to determining the type of offer as well as the timing, tranches, number of bonds, interest rate, repayment conditions, and any other necessary features, Given that the conditions for conducting the meeting and adopting decisions with respect to the provisions of Company Law no. 31/1990, republished with subsequent amendments and completions (“Company Law”), the Articles of Incorporation of the Company (“Articles of Incorporation”), Law no. 24/2017 regarding issuers of financial instruments and market operations, ASF Regulation no. 5/2018 regarding issuers of financial instruments and market operations, and all applicable legal provisions have been met, with the unanimous waiver by the members of the Board of the formalities of convening,

DECIDES:

1. Approval of the launch of a bond sale offer by the Company through the private placement method with the following characteristics and under the following conditions:

- a) Type of bonds: nominative, dematerialized, unconditional, unsecured, and non-convertible bonds;
- b) Type of offer: private placement sale offer (an offer addressed to fewer than 150 individuals or legal entities other than qualified investors per EU member state);
- c) Currency of issuance: RON;
- d) Number of bonds issued: up to 150,000 bonds;

- e) Total offer value: up to 15,000,000 (fifteen million) RON;
- f) Nominal value: 100 RON/bond;
- g) Price: 100 RON/bond;
- h) Offer period: the offer will run for 10 working days with the possibility of early closure at the initiative of the issuer through a separate decision of the Board of Directors;
- i) Coupon rate: fixed annual nominal rate of 9.75% over the bond's life;
- j) Coupon payment frequency: semi-annual;
- k) Bondholder register: initially held by the Company and later, after fulfilling the necessary formalities, by the Central Depository;
- l) Success condition: subscription of a minimum of 5,000,000 RON;
- m) Maturity of the bonds: 4 years (48 months) from the successful closing of the private placement;
- n) Principal repayment: full at bond maturity or at the date of redemption according to the early redemption mechanism;
- o) Possibility of early repayment: YES. The bonds are repayable in full but not in part at the Company's initiative starting from the second year of the bond's life, in which case the Company will pay the holders a "clean" redemption price of 101% for each bond held on the reference date;
- p) Allocation method: The allocation ratio until reaching the maximum number of bonds offered for subscription is 1:1 (1 newly subscribed bond = 1 allocated bond). If more bonds than the maximum number offered for subscription are subscribed during the offer period, the allocation mechanism will be pro-rata according to the Offer Document;
- q) Choice of intermediary for the sale offer: TRADEVILLE S.A. SSIF, headquartered in Bucharest, sector 3, Phoenix Tower, Calea Vitan no. 6A, Bl. B, Section B, 3rd floor, having the tax registration code RO 8694021 and the registration number in the Trade Register J40/5868/1996, authorized to carry out financial investment services activities by CNVM Decision no. 2225/15.07.2003, registered in the ASF Register under no. PJR01SSIF400033 since 17.05.2006.

2. Trading of the bonds issued as described above on the Multilateral Trading System (SMT) operated by the Bucharest Stock Exchange, for which all necessary, useful, and/or appropriate actions and formalities will be undertaken, including but not limited to the registration of financial instruments with the ASF, signing contracts with the Bucharest Stock Exchange, the Central Depository, representation before the BVB Admission to Trading Committee.

3. In light of the above, the content of the intermediation service contract no. 1448 dated 14.08.2024 concluded between the Company and SSIF Tradeville S.A. is hereby ratified

4. Mr. Horia Dan Cardoso is empowered with the right of sub-delegation to carry out the above, in which the agent is authorized to represent the Company, sign all documents, and establish any



additional details (including but not limited to the actual sale offer period) for the successful conduct of the operations detailed above, and represent the Company before public or private authorities, bodies, or companies, including ASF, BVB, and the Central Depository in connection with the issuance and admission to trading of the bonds whose characteristics are detailed above.

This decision was drafted in 3 (three) original copies today 30.08.2024.