

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Towns Brian</u>  (Last) (First) (Middle) C/O AGRIFY CORPORATION 76 TREBLE COVE ROAD, BUILDING 3  (Street) BILLERICA MA 01862  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/01/2023	3. Issuer Name and Ticker or Trading Symbol <u>Agrify Corp [ AGFY ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP - Extraction Division	5. If Amendment, Date of Original Filed (Month/Day/Year)   6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Unit <sup>(1)</sup>	(2)	09/29/2032	Common Stock	5,000	(3)	D	

**Explanation of Responses:**

- Grant of restricted stock units under to the Agrify Corporation 2022 Omnibus Equity Incentive Plan.
- The restricted stock units will vest in three equal installments on September 29, 2023, September 29, 2024 and September 29, 2025, subject to the reporting person's continuous service through each applicable vesting date.
- Each restricted stock unit represents the right to receive, at settlement, one share of common stock of the issuer.

**Remarks:**

Exhibit List: Exhibit 24.1 - Power of Attorney

/s/ Josh Savitz, attorney-in-fact      06/14/2023  
 \*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY

I, Brian Towns (the "**Applicant/Filer**"), hereby appoint Chad Porter and Robert Petitt of Burns & Levinson LLP of Boston, Massachusetts, and other designated attorneys and paralegals of such firm, including Kathrine LeBlanc, as well as Joshua Savitz of Agrify Corporation, a Nevada corporation (the "**Company**"), and other designated agents of the Company, including its President, Chief Financial Officer, Controller and Chief Executive Officer, to each be the true and lawful attorney-in-fact (each, the "**Attorney-in-Fact**") in the Applicant/Filer's name and on the Applicant/Filer's behalf, including with the general legal authority to bind Applicant/Filer for purposes of opening an account in the Applicant/Filer name on EDGAR, to:

- (1) prepare, execute, acknowledge, deliver and file **SEC Form ID**'s and any other documents necessary with the United States Securities and Exchange Commission on behalf of the Applicant/Filer to obtain filing codes for the Applicant/Filer;
  - (2) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of the Company, with the United States Securities and Exchange Commission, any national securities exchanges and the Company, all as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "**Exchange Act**");
  - (3) seek or obtain, as the Applicant/Filer's representative and on the Applicant/Filer's behalf, if necessary or advisable in connection with performing the acts described in (1) above or under Section 16(a) of the Exchange Act, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the Applicant/Filer hereby authorizes any such person to release any such information to the Applicant/Filer and approves and ratifies any such release of information; and
  - (4) perform any and all other acts which in the discretion of such Attorney-in-Fact are necessary or desirable for and on behalf of the Applicant/Filer in connection with the foregoing.
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The Applicant/Filer acknowledges and agrees that:

(1) this Limited Power of Attorney authorizes, but does not require, such Attorney-in-Fact to act in their discretion on information provided to such Attorney-in-Fact without independent verification of such information and such Attorney-in-Fact may presume that any such information they receive is accurate and complete and they have no obligation to independently verify such information and is not responsible for any liability based on the inaccuracy or incompleteness of such information as it is provided by the Applicant/Filer;

(2) any documents prepared and/or executed by such Attorney-in-Fact on behalf of the Applicant/Filer pursuant to this Limited Power of Attorney will be in such form and will contain such information and disclosure as such Attorney-in-Fact, in their discretion, deems necessary or desirable;

(3) neither the Company nor such Attorney-in-Fact assumes (i) any liability for the Applicant/Filer's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the Applicant/Filer for any failure to comply with such requirements, or (iii) any obligation or liability of the Applicant/Filer for profit disgorgement under Section 16(b) of the Exchange Act;

(4) this Limited Power of Attorney does not relieve the Applicant/Filer from responsibility for compliance with the Applicant/Filer's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act; and

(5) The Applicant/Filer also hereby agrees that the Attorney-in-Fact shall not be liable for any error of judgment or for any act reasonably done or step reasonably taken or omitted in good faith, and that the Applicant/Filer agrees to indemnify, defend on a current basis, and hold harmless the Attorney-in-Fact from and against any and all claims, obligations, liabilities or causes of action asserted by any person relating to or arising out of, or as a consequence of, any such action or omission hereunder.

The Applicant/Filer hereby gives and grants the foregoing Attorney-in-Fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the Applicant/Filer might or could do if present, hereby ratifying all that such Attorney-in-Fact of, for an on behalf of the Applicant/Filer, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney. This Limited Power of Attorney shall remain in full force and effect until revoked by the Applicant/Filer in a signed writing delivered to such Attorney-in-Fact.

This Limited Power of Attorney may be filed with the United States Securities and Exchange Commission, any other federal, state or foreign securities regulators, and other entities as a confirming statement of the authority granted herein.

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IN WITNESS whereof this Limited Power of Attorney has been duly executed this 12th day of June, 2023.

/s/ Brian Towns  
Brian Towns

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