**SPECIAL POWER OF ATTORNEY**

**for the Extraordinary General Meeting of the Shareholders of NOROFERT S.A.**

**summoned for 23/24 November 2020**

The undersigned\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, headquartered\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, registered with the Trade Registry under no.\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, UIC \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, owner of\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares issued by NOROFERT S.A., registered with the Trade Registry under no. J40/4222/2000, UIC 12972762, representing \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_% of the total number of shares issued by NOROFERT S.A., which grants us a number of\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ voting rights in the General Meeting of the Shareholders, duly represented by\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, in his/her capacity as \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, we hereby grant the power of attorney to Ms./Mrs./Mr. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled in\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, identified with ID series \_\_\_\_ no. \_\_\_, PIC\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, to vote in our name and on our behalf on the matters on the agenda of the Extraordinary General Meeting of the Shareholders of NOROFERT S.A., which shall take place on 23 November 2020, 10:00, at the address of the Company’s secondary offices in Bucharest, Aleea Suter no. 17, 4th District, or on the date of the second meeting (24 November 2020, at the same time and in the same place), in case the first meeting could not be held, as follows below.

1. The approval of a Stock Option Plan (SOP) for the 2020-2022 period, through which the management and employees of NOROFERT S.A. may exercise the option to receive free of charge a number of shares issued by the company, representing a maximum of 2% of the total number of shares of the company, according to the program proposed by the Board of Directors of NOROFERT S.A.

for

against

abstention

1. The approval of a share capital increase by a capital contribution in cash with the amount of RON 220,000, by issuing 550,000 new shares with the nominal value of RON 0.4/share, from RON 3,209,576, in cash, corresponding to 8,023,940 shares with the nominal value of RON 0.4/share, to 3,429,576, in cash, corresponding to 8,573,940, shares with the nominal value of RON 0.4/share.

for

against

abstention

1. The authorisation of the Board of the Company to establish the characteristics of the share capital increase, as well as its unwinding, including, but not limited to:
2. the period of subscription and means of payment;
3. details regarding the trade of pre-emption rights on the relevant market of BSE;
4. setting the means for the unwinding of the private placement (via direct transfer or via the trading system of BSE);
5. the annulment of the unsubscribed shares;
6. the amendment of the Articles of Association following the acknowledgement of the results of the share capital increase;
7. any other necessary decision to implement the resolution of the share capital increase via a capital contribution in cash of point 2 on the agenda.

for

against

abstention

1. The delegation of attributions regarding the resolution of the share capital increase to the Board, by one or more issuances of shares, for a period of 3 years within the limit of RON 802,394, i.e. 2,005,985 shares with a nominal value of RON 0.4/share which represents 25% of the share capital at the date of the EGMS resolution summoned via this convocation, with the aim of unwind the programs of stimulation and loyalty of key persons or employees and to finance the acquisition of new businesses by using as little financial resources of the company as possible. Just for the share capital increase with the above mentioned aims and in the above mentioned conditions and for each of the share capital increases made up to the limit of the authorised capital, the Board is granted the competence to decide the restriction or the withdrawal of the pre-emption rights of existent shareholders at the date of the respective share capital increase, according to art. 87 of the Law no. 24/2017. The withdrawal of the pre-emption right, in the conditions provided by the law, shall be decided by this general meeting.

for

against

abstention

1. The approval of the date of registration, 11.12.2020, which serves to identify the shareholders onto which the resolutions of the EGMS shall produce effects, 10.12.2020, as ex-date of EGMS.

for

against

abstention

1. The approval of the credit date, 14.12.2020, in the financial instruments accounts opened with the system of the central depository of the pre-emption rights and the date of payment, according to art. 173 par. 9 and art. 178 par. 4 of the FSA Regulation no. 5/2018.

for

against

abstention

1. Granting the power of attorney to Mr. Popescu Vlad Andrei, the Chairman of the Board, for fulfilling all the formalities and proceedings necessary to accomplish the EGMS resolution and signing all the necessary documents in relation to the Trade Registry Office, Official Monitor, FSA, BSE and to any other institutions, including hiring a specialised company to draw up the Prospectus according to this resolution and obtaining all notices from FSA or any other notices, documents or contracts required by law for the fulfilment of this resolution. He shall be able to delegate these attributions to one or more persons he shall deem fit, including lawyers.

for

against

abstention

Date\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Name of the shareholder

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name of the legal representative

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature and stamp

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