**RESOLUTION OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING**

**OF NOROFERT S.A.**

**NO. \_ / 26/27.04.2021**

**The Extraordinary General Meeting of Shareholders of** **NOROFERT S.A**., based in Bucharest, 5th District, 26 Petrache Poenaru Street, Room no. 8, having the sole registration code 12972762 and the Trade Registry registration number J40/4222/2000 (hereinafter refered to as the "**Company**"), was **held on 26/27.04.2021 at 11:00,** at the Company's secondary office in Bucharest, 4th District, 63 Justitiei street, and caired by **Mr. Popescu Vlad-Andrei** as Chairman of the Board of Directors of the Company, having as secretary elected Mr./Ms. [•] and as technical secretary Mr./Ms. [•]

According to the presence list of shareholders, Annex 1 to the Minutes of the Extraordinary General Shareholder Meeting of 26/27.04.2021, the meeting of the Extraordinary General Meeting of Shareholders (“**EGSM**”) was attended by shareholders representing [•]% of the share capital and [•]% of the number of existing voting rights, thus meeting the quorum necessary for the adoption of this Decision of the Extraordinary General Meeting of Shareholders.

**Whereas**

* The provisions of the Articles of Incorporation of the Company and of the Companies Law no. 31/1990, republished, with subsequent amendments and completions, Law no. 24/2017 regarding the issuers of financial instruments and market operations, ASF Regulation no. 5/2018 regarding the issuers of financial instruments and market operations;
* The fact that, in accordance with the Articles of Incorporation of the Company, the General Meeting was convened by the Sole Administrator, through the convening notice published in the Official Gazette Part IV, no. [•] from 24.03.2021, and in “Bursa” newspaper no. 58/24.03.2021
* The fact that, at the EGSM meeting of 26/27.04.2021 were present only the shareholders who held this quality until the reference date of 15.04.2021, inclusive;
* The fact that, during the EGMS meeting, the minutes were drawn up containing all the debates, objections and votes of the present shareholders and which was the basis for issuing this Decision of the Extraordinary General Meeting, in accordance with the Articles of Incorporation;
* The fact that all the conditions provided by the Articles of Incorporation have been met;

**The short agenda related to the EGMS meeting of 26/27.04.2021:**

1. Approval of the increase of the share capital of the Company operation with the maximum amount of **3,429,576 (three million four hundred twenty nine thousand five hundred and seventy six) LEI**, by issuing a number of **8,573,940 (eight million five hundred seventy three thousand nine hundred forty) new free shares.**
2. Approval of the special authorization of the Board of Directors to enact any decision and perform any acts and deeds necessary, useful and/or recommended for implementing the Share Capital Increase, as mentioned by point 1.
3. Approval of the purchase of a number of shares representing 100% of the share capital of AGROPROD CEV S.R.L..
4. Approval of the winding up, liquidation and deregistration of the company NOROFERT ORGANICS S.R.L, company in which NOROFERT S.A. holds a 99% participation.
5. Ratifying and approval of the investment credit amounting to 1,300,000 (one million three hundred thousand) LEI, contracted by the Company, granted by Banca Romaneasca SA,.
6. Approval of contracting by the Company, as a debtor, of certain loans (credit lines, factoring, working capital, leasing, etc.), in the maximum amount of 32,000,000 (thirty-two million) LEI.
7. Approval, for the above capital increase operation**, of the registration date (proposal: 19.08.2021), of the ex-date date (proposal: 18.08.2021) and of the payment date (proposal: 20.08.2021**).
8. Authorization and empowerment of the Chairman of the Board of Directors of the Company.

**The Shareholders present or represented, confirming the above-mentioned agenda, have enacted the following decisions:**

**Decision no. 1**

**increase of the share capital of the Company**

**In the presence of shareholders representing [•]% of the share capital and [•]% of the total voting rights, with the affirmative vote of the shareholders representing [•]% of the votes cast respectively [•]% of the total voting rights (existing [•] / no abstentions and [•] / no votes against):**

**[Approved] / [Rejected]:**

1. Conditioned by completion of the share capital in cash increase operation of the Company, with the amount of **220,000 (twenty two hundred thousand) LEI**, by issuing **550,000** (fifty five hundred thousand) new shares with the nominal value of 0.4 LEI/share, from **3,209,576** (three million two hundred and nine thousand five hundred seventy six) LEI, in cash, corresponding to **8,023,940** **(eight million twenty three thousand nine hundred and forty)** shares with the nominal value of 0.4 LEI/share, to **3,429,576 (three million four hundred twenty nine thousand five hundred and seventy six) LEI**, in cash, corresponding to **8,573,940 (eight million five hundred seventy three thousand nine hundred forty)** shares with the nominal value of 0.4 LEI/shares, by private placement, in accordance with point 2 of the Resolution of the Extraordinary Shareholder Meeting of Norofert S.A. dated as of 24.11.2020, the increase of the share capital of the Company operation with the maximum amount of **3,429,576 (three million four hundred twenty nine thousand five hundred and seventy six) LEI**, by issuing a number of **8,573,940 (eight million five hundred seventy three thousand nine hundred forty) new free shares,** each with a nominal value **of 0,4 lei / share,** in the benefit of all shareholders registered in the Register of Shareholders kept by the Central Depository on the **registration date** established by the EGSM. The distribution of the newly issued shares will be made according to the formula - 1 (one) newly issued shares for each share already held. The increase of the share capital will be achieved by using the following sources:

• capitalization of the amount of **3,429,576 lei** from the profit to be distributed related to year 2020.

**Decision no. 2**

**Special authorization of the Board of Director regarding the Share Capital increase**

**In the presence of shareholders representing [•]% of the share capital and [•]% of the total voting rights, with the affirmative vote of the shareholders representing [•]% of the votes cast respectively [•]% of the total voting rights (existing [•] / no abstentions and [•] / no votes against):**

**[Approved] / [Rejected]:**

1. Special authorization of the Board of Directors to enact any decision and perform any acts and deeds necessary, useful and/or recommended for implementing the Share Capital Increase, as mentioned by point 1, including the following:
2. Setting forth and confirming the final amount of the Share Capital Increase, depending on the result of completion of the share capital increase made by private placement, and carried out in accordance with point 2 of the **Resolution of the Extraordinary Shareholder Meeting of Norofert S.A. dated as of 24.11.2020;**
3. ensuring listing on the SMT-AeRo Multilateral Trading System of the newly issued shares and update of the Articles of Association in order to reflect the new share capital of the Company following completion of the Share Capital Increase;
4. approving and executing any documents related to the Share Capital Increase, including any certificates, statements, registers, notifications, addendums and any other acts and documents that are necessary, in order to fulfill any formalities and authorization and / or execution any other actions that are necessary in order to grant full effects to the Share Capital Increase; and
5. representing the Company before any competent authorities and institutions (such as the Trade Register Office, FSA, BVB, the Central Depository, etc.) in order to register the Share Capital Increase.

**Decision no. 3**

**Share purchasing from the share capital of AGROPROD CEV S.R.L.**

**In the presence of shareholders representing [•]% of the share capital and [•]% of the total voting rights, with the affirmative vote of the shareholders representing [•]% of the votes cast respectively [•]% of the total voting rights (existing [•] / no abstentions and [•] / no votes against):**

**[Approved] / [Rejected]:**

1. Purchasing of a number of shares representing 100% of the share capital of AGROPROD CEV S.R.L., a limited liability company having its registered office in Zimnicea, 21 Zorilor Street, Teleorman county, registered with the Trade Register Office under the Teleorman Tribunal under no. J34/155/2006, having sole fiscal registration no. RO 18469094, in accordance with the provisions of the Bilateral Share Promissory Assignment Agreement, certified by Lawyer Bianca Banu under no. 28/05.03.2021. The purchase price amounts to **1,880,000 (one million eight hundred and eighty thousand) EURO** that is to be paid in accordance with the provisions of the Bilateral Share Promissory Assignment Agreement, certified by Lawyer Bianca Banu under no. 28/05.03.2021, in cash, by bank transfer.

**Decision no. 4**

**Approval of the winding up, liquidation and deregistration of the company NOROFERT ORGANICS S.R.L.**

**In the presence of shareholders representing [•]% of the share capital and [•]% of the total voting rights, with the affirmative vote of the shareholders representing [•]% of the votes cast respectively [•]% of the total voting rights (existing [•] / no abstentions and [•] / no votes against):**

**[Approved] / [Rejected]:**

1. Winding up, liquidation and deregistration of the company NOROFERT ORGANICS S.R.L., a limited liability company, having its registered office in Bucharest, 6th district, 2 Crinul de Padure Street, ground floor, room 3, office 4, block F2, entrance A, apt. 2, registered with the Trade Register Office under the Bucharest Tribunal under no. J40/14744/2017, CUI 38131402, company in which NOROFERT S.A. holds a 99% participation. The Board of Directors is mandated to establish the manner and procedure suitable from an economic and legal point of view for carrying out the winding up and liquidation operations, which will be carried out the latest during the 4th trimester of 2021.

**Decision no. 5**

**Ratifying and approval of the investment credit granted by Banca Romaneasca SA**

**In the presence of shareholders representing [•]% of the share capital and [•]% of the total voting rights, with the affirmative vote of the shareholders representing [•]% of the votes cast respectively [•]% of the total voting rights (existing [•] / no abstentions and [•] / no votes against):**

**[Approved] / [Rejected]:**

1. Ratifying and approval of the investment credit amounting to 1,300,000 (one million three hundred thousand) LEI, contracted by the Company, granted by Banca Romaneasca SA, within the IMM Invest program, as well as the approval of guaranteeing by the Company of the financial obligations resulting from contracting the loan, with movable mortgage guarantee on the existing fixed assets owned by the company, even if their value exceeds, during a financial year, 20% of the total fixed assets, as they were requested / approved by the creditor bank in order to guarantee the loan.

**Decision no. 6**

**Approving a loaning threshold**

**In the presence of shareholders representing [•]% of the share capital and [•]% of the total voting rights, with the affirmative vote of the shareholders representing [•]% of the votes cast respectively [•]% of the total voting rights (existing [•] / no abstentions and [•] / no votes against):**

**[Approved] / [Rejected]:**

1. The possibility of contracting by the Company, as a debtor, of certain loans (credit lines, factoring, working capital, leasing, etc.), in the maximum amount of 32,000,000 (thirty-two million) LEI, from banking institutions, credit institutions and / or other banking or non-banking financial institutions, or any other institutions permitted by law, as well as the approval of granting guarantees by the Company for its financial obligations resulting from contracting said loans, including by granting immovable or movable mortgages on the company's assets (real estate, fixed assets, receivables, insurance policies, etc.), as they will be requested / agreed by the crediting entities in order to grant the loans. The Board of Directors is mandated in order to negotiate with full powers and contract the loans within the aforementioned indebtedness limit, as well as in order to negotiate and grant the guarantees related to the loans, as they will be requested / agreed by the crediting entities. The power of attorney thus granted is also valid for concluding any altering addendums and/or supplementation addendums of the granted loans.

**Decision no. 7**

**Establishing the registration date, the ex-date and the payment date**

**In the presence of shareholders representing [•]% of the share capital and [•]% of the total voting rights, with the affirmative vote of the shareholders representing [•]% of the votes cast respectively [•]% of the total voting rights (existing [•] / no abstentions and [•] / no votes against):**

**[Approved] / [Rejected]:**

1. Setting forth for the above capital increase operation**, of the registration date 19.08.2021, of the ex-date date 18.08.2021 and of the payment date 20.08.2021**.

**Decision no. 8**

**Authorization and empowerment of the Board of Directors**

**In the presence of shareholders representing [•]% of the share capital and [•]% of the total voting rights, with the affirmative vote of the shareholders representing [•]% of the votes cast respectively [•]% of the total voting rights (existing [•] / no abstentions and [•] / no votes against):**

**[Approved] / [Rejected]:**

1. Authorization and empowerment of the Chairman of the Board of Directors of the Company, with the right of substitution / sub delegation, in order to sign any documents (including EGSM decisions and updated articles of incorporation of the Company that reflect the amendments approved according to the decisions of ordinary and extraordinary general meetings of 26/27 April, 2021) and to undertake any necessary formalities in order to implement, submit, register and publish the EGSM decisions and / or the operations approved by it, including the representation of the Company before any authorities for this purpose.

This resolution was adopted, in accordance with the legal provisions in force, as well as with the provisions of the Articles of Association of the Company.

Written and signed today, 26/27 / 04.2021, in 4 (four) original copies.

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| **Chairman of the Board of Directors/Chairman**  Mr. Popescu Vlad-Andrei  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | **Secretary**  Mr./Mrs. [•]  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
|  | Mr./Mrs. [•]  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |