

**Issuer:** Board of directors of NOROFERT S.A.

**CONVENING NOTICE FOR  
THE ORDINARY AND EXTRAORDINARY GENERAL SHAREHOLDERS MEETINGS  
OF NOROFERT S.A.**

**The Board of Directors of NOROFERT S.A.**, a joint stock company headquartered 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 referred to as the "**Company**"),

in accordance with the provisions of the Articles of Incorporation of the Company valid on the date of convocation, the provisions of Companies Law no. 31/1990, the provisions of Law no. 24/2017 regarding the issuers of financial instruments and market operations and the F.S.A. (in Romanian "A.S.F.") Regulation no. 5/2018 regarding the issuers of financial instruments and market operations, with subsequent amendments and completions,

**HEREBY CONVENES:**

**THE ORDINARY GENERAL SHAREHOLDERS MEETING** (hereinafter referred to as "**OGSM**") for 26<sup>th</sup> April 2021, at 10:00, at the secondary office of the Company situated in Bucharest, 4<sup>th</sup> District, 63 Justitiei street,  
and

**THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING** (hereinafter referred to as "**EGSM**") for 26<sup>th</sup> April 2021, at 11:00, at the secondary office of the Company situated in Bucharest, 4<sup>th</sup> District, 63 Justitiei street.

If at the first calling the legal or statutory quorum of presence for holding the OGSM and EGSM meetings is not met, respectively, the OGSM shall be held on 27<sup>th</sup> April 2021, at 10:00, and the EGSM shall be held on 27<sup>th</sup> April 2021, at 11:00, in the same place and with the same agenda (second calling).

Only the Company's shareholders registered at the end of **15.04.2021** (hereinafter "**Reference Date**") in the register of shareholders kept by CENTRAL DEPOSITARY S.A. (in Romanian "Depozitarul Central S.A.") will be able to participate and vote at the meetings of the OGSM and EGSM. ("**Central Depository**"). This Reference Date is also valid for the second calling.

**The OGSM will have the following AGENDA:**

1. Approval of the individual financial statements of the Company for the financial year 2020, based on the report of the Sole Administrator regarding the activity of the Company during the year 2020 and the report of the financial auditor of the Company.
2. Approval of the manner distribution of the net profit pertain to the financial year 2020, in the amount of **7,191,975.96 lei**, as follows:
  - a) Legal reserves = **428,769 lei**

- b) Other reserves = **0 (zero) lei.**
  - c) Capitalization and use for granting shares to shareholders, through a share capital increase operation = **3,429,576 lei**
  - d) Profit left undistributed = **3,333,630.96 lei**
3. Approval of the discharge of duties of the members of the Board of Directors for the activity related to the financial year 2020;
  4. Approval of the income and expenditure budget of the Company for the financial year 2021 and of the Investment Program for 2021, as part of the income and expenditure budget of the Company.
  5. Revocation, following resignation, of the mandate of director and member of the Board of Directors of the Company of Mrs. KUREK ZUZANNA-ANNA and discharge of duties for the period during which she held her position of administrator.
  6. Revocation, following resignation, of the mandate of director and member of the Board of Directors of the Company of Mrs. MUSAT IULIANA and discharge of duties for the period during which she held her position of administrator.
  7. Electing and appointing, following the vacancy of two positions, of 2 (two) new directors and members of the Board of Directors, out of which at least one member shall meet the independence criteria provided by the law and the articles of incorporation of the Company and approving the duration of the mandates granted to the 2 (two) new directors, namely from the date of appointment by OGSM up until the expiry of the mandate held by the third director still in office and respectively until 28.06.2021.  
  
The deadline until which proposals can be made, according to art. 187 para. (8) of the FSA Regulation no. 5/2018, is **set for 31.03.2021, at 10.00.**
  8. Electing and appointing starting with 29.06.2021, following expiry of the mandates granted to all the members of the Board of Directors, of 3 (three) new directors and members of the Board of Directors, out of which at least one shall meet the independence criteria provided by law and the articles of incorporation of the Company and setting forth their mandate's duration, in compliance with the provisions art. 13.6 of the Articles of Incorporation of the Company, respectively with the observance of the maximum duration of one's mandate of 4 (four) years.  
  
The deadline until which proposals can be made, according to art. 187 para. (8) of the FSA Regulation no. 5/2018, is **set for 31.03.2021, at 10.00.**
  9. Setting forth the general limits of the gross remuneration granted to the new members of the Board of Directors and granting of other rights, during their mandate's duration, and at the same time enactment of the Remuneration Policy of the Sole Administrator of NOROFERT S.A., in accordance with the provisions of art. 92<sup>1</sup> from Law no. 24/2017 regarding the issuers of financial instruments and market operations;
  10. Authorization of the Chairman of the Board of Directors of the Company, to negotiate and sign the Management Agreements of the other 2 (two) new directors, members of the Board of Directors, and authorization of any of the other 2 (two) new directors, to negotiate and sign the

Management Agreement due to be concluded with the Board member, that is to be appointed as Chairman of the Board of Directors, in the name and on behalf of the Company, their remuneration following to be negotiated within the general limits of gross remuneration granted to members of the Board of Directors established in accordance with the Remuneration Policy of the Board of Directors of NOROFERT SA, approved in accordance with item 9 of the agenda.

11. Approval of the **registration date (proposal: 18.05.2021) and of the ex-date (proposal: 17.05.2021), according to the applicable law.**
12. Authorization and empowerment of the Chairman of the Company's Board of Directors, with substitution/delegation rights, in view of signing any documents (including the **OGMS** resolutions and the Company's updated Articles of Association) and fulfilling any formalities required to implement, submit, register and publish the **OGMS** resolutions and/or the operations approved thereby, including representation of the Company before any authorities for this purpose.

**The EGSM will have the following AGENDA:**

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, 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**, 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.
2. 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:
  - (i) 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;**

- (ii) 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;
  - (iii) 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
  - (iv) 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.
3. Approval of the purchase 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.
  4. Approval of the winding up, liquidation and deregistration of the company NOROFERT ORGANICS S.R.L., a limited liability company, having its registered office in Bucharest, 6<sup>th</sup> 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.
  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, 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.
  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, 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.

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, 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.

#### **GENERAL INFORMATION REGARDING AGOA AND AGEA:**

***Note: In view of the measures imposed by the Romanian authorities in connection with the prevention of the spread of COVID-19, NOROFERT SA recommends and encourages its shareholders:***

- ***to access the informative materials and the forms for OGSM and EGSM in electronic format, from the dedicated website ([www.norofert.ro/investitori/](http://www.norofert.ro/investitori/)) avoiding, as much as possible, the collection of them from the registered office of Society,***
- ***To access and exercise their right to vote within the OGSM and the EGSM through the online platform, in accordance with the procedure presented below,***
- ***to vote by mail, according to the instructions below,***
- ***to use, as far as possible, e-mail communication with extended electronic signature to the detriment of the transmission of documents by post or courier and***
- ***to constantly check the page dedicated to investors [www.norofert.ro/investitori/](http://www.norofert.ro/investitori/) for news regarding the organization of OGSM and EGSM.***

1. **The right to introduce new items on the agenda. The right to present draft decisions for the items included or proposed to be included on the agenda.**

In accordance with Art. 117<sup>1</sup> alin. (1) of the Companies Law no. 31/1990 ("**Companies Law**"), art. 92. para. (3) of Law 24/2017 on issuers of financial instruments and market operations ("**Law on Issuers**"), art. 189 of Regulation no. 5/2018 regarding the issuers of financial instruments and market operations ("**Issuers Regulation**"), and art. 13.8 of the Articles of Incorporation of the Company, one or more shareholders representing, individually or together, at least 5% of the share capital has / have the right to:

- (i) introduce new items on the agenda of the OGSM and / or the EGSM, each item being accompanied by a justification or a draft decision proposed for approval by the general assembly;

and

- (ii) present draft decisions for the items included or proposed to be included on the agenda of the OGSM and / or the EGSM.

The rights mentioned above can be exercised only in writing, or by transmission to the secondary office of the Company in Bucharest, 4<sup>th</sup> District, 63 Justitiei street, by post or any form of courier with acknowledgment of receipt, whether registered in electronic form to which an extended electronic signature has been incorporated, attached or logically associated, according to Law no. 455/2001 regarding the electronic signature, at the address: [investitori@norofert.ro](mailto:investitori@norofert.ro), so that the requests are received until **09.04.2021, at 10:00**. The proposals will be accompanied by the following shareholder identification documents:

- A. **Natural person shareholder:** copy of the identity document (allowing its identification in the list of shareholders of the Company issued by the Central Depository);
- B. **Legal entity shareholder:** copy of the identity document of the legal representative of the legal person shareholder, accompanied by a certificate issued by the Trade Register or another document issued by a similar authority in the state where the shareholder is registered, issued no later than 30 days before the date of publication of the convening notice of the general meeting and within the validity term, which would allow the identification of the shareholder in the list of shareholders of the Company issued by the Central Depository and which, if the Central Depository was not informed in time about the change of legal representative of the shareholder, to prove the quality of legal representative of the person submitting the proposals.

The documents presented in a language other than Romanian or English will be accompanied by the translation made by an authorized translator, the legalization / apostille of the translation not being necessary. The agenda completed with the points thus proposed by the shareholders will be published at the latest on **14.04.2021**.

## **2. Informative materials and questions on the agenda**

Starting with the date of publication of the convocation and until the date established for the OGSM and EGSM, they can be obtained by shareholders from the registered office of the Company in Bucharest, 4<sup>th</sup> District, 63 Justitiei street or consulted online on the Company's website: [www.norofert.ro/investitori/](http://www.norofert.ro/investitori/), in Romanian and English, the following documents:

- (a) the convening notice of the OGSM and the EGSM,
- (b) the documents to be presented at the meetings of the OGSM and the EGSM (financial statements for 2020, accompanied by the report of the Board of Directors and the report of the auditor, other materials containing information on the items on the agenda),
- (c) the situation regarding the total number of shares issued and the voting rights at the date of convening,
- (d) the special powers of attorney for the OGSM and the EGSM,
- (e) voting forms by correspondence for the OGSM and the EGSM,
- (f) draft decisions proposed for approval by the OGSM and the EGSM.

Each shareholder, regardless of the participation held in the share capital of the Company, has the right to ask questions regarding the items on the agenda of the OGSM and the EGSM.

**The questions will be sent:**

- in writing at the registered office of the Company in Bucharest, 4<sup>th</sup> District, 63 Justitiei street or
- by electronic means to the e-mail address: [investitori@norofert.ro](mailto:investitori@norofert.ro), so that the requests are received by the Company until **26.04.2021, at 10:00**.

The shareholders who did not send the questions until **26.04.2021, at 10:00**, can address them directly within the OGSM or EGSM, in person or through the online platform for the meeting.

The Company will answer the questions asked by the shareholders within the OGSM or EGSM, as the case may be and / or by posting the answer on the Company's website [www.norofert.ro/investitori/](http://www.norofert.ro/investitori/) and will also be included in the Process Minutes of the meeting, completed in accordance with the legal provisions in force.

### **3. The right to propose candidacies for the position of member of the Board of Directors**

The shareholders of the Company may submit proposals for candidates for appointment as a member of the Board of Directors of the Company, in accordance with point 7 and 8 of the OGSM agenda.

In this regard, they will specify, in the proposal, information about the name, place of residence and professional qualification of the proposed persons, accompanied by (i) a copy of the valid identity document of the Company shareholder (in case of natural persons, identity card, book identity card, passport, residence permit, and, in case of legal entities, identity card, passport, residence permit of the legal representative), (ii) curriculum vitae of the person proposed for the position of member in the Board of Directors and (iii) in the case of proposing a candidate for the position of independent member, a declaration on the candidate's own responsibility regarding the fulfillment of all eligibility criteria.

The Company's shareholders will be able to submit proposals regarding the members of the Board of Directors (accompanied by documents proving the identity of the shareholder / Director, according to the section "Participation in OGSM and / or EGSM" described below), sending a written request to [investitori@norofert.ro](mailto:investitori@norofert.ro) , until **31.03.2021 at 10:00 at the latest, with the written mention:**

- for submitting a proposal for one of the two vacant positions within the Board of Directors, in accordance with **point 7** of the OGSM agenda: **"PROPOSAL OF CANDIDATES FOR THE POSITION OF MEMBER OF THE BOARD OF DIRECTORS – granting mandate until 28.06.2021"**.
- for submitting a proposal for one of the two vacant positions within the Board of Directors, in accordance with **point 8** of the OGSM agenda: **"PROPOSAL OF CANDIDATES FOR THE POSITION OF MEMBER OF THE BOARD OF DIRECTORS – granting mandate starting with 29.06.2021"**.

The list containing information on the name, place of residence and professional qualification of the persons proposed for the position of Director will be available to shareholders at [www.norofert.ro/investitori/](http://www.norofert.ro/investitori/)

#### **4. Participation in the OGSM and / or EGSM**

According to the legal provisions in force, only the persons who are registered as shareholders at the end of **15.04.2021** (reference date), according to the records kept by the Central Depository at that date, have the right to participate and vote in the Assembly.

Shareholders registered in the register of shareholders on the reference date may participate in the OGSM and / or EGSM:

- in person (physically or online),
- by correspondence,
- by representative on the basis of special / general power of attorney.

The access of shareholders entitled to participate in the OGSM and / or EGSM is allowed by verifying their identity, made in the case of individual shareholders with the identity document or in the case of legal entities and shareholders represented with representation documents as described in this procedure.

The shareholders may be present in person or may be represented in the OGSM and / or EGSM, either by their legal representatives, or by other representatives who have been granted a special / general power of attorney, under the conditions of art. 92 paragraph (10) of Law no. 24/2017 regarding the issuers of financial instruments and market operations.

The shareholders have the obligation to give, within the special power of attorney form, specific voting instructions to the person who represents him, for each item registered on the agenda of the Meeting.

The representation of the shareholders in the Meeting can also be done by other persons than shareholders, based on a special or general power of attorney, according to the legal regulations in force.

**The shareholders registered in the register of shareholders of the Company kept by the Central Depository, on the reference date, may participate in the Meeting and may vote as follows:**

##### **I. Personal voting,**

Which is exercised after the proof of identity by the shareholder, as follows:

- a) in the case of natural person shareholders, by the simple proof of identity made with the identity document (identity card, identity card, passport, residence permit);
- b) in the case of legal entities shareholders: unique registration code in original or copy in accordance with the original, identity document of the legal representative (identity card, identity card, passport, residence permit). The quality of legal representative is proved by a certificate issued by the trade register or any equivalent document issued by a competent



authority of the state in which the shareholder is legally registered, presented in original or in copy according to the original. The documents attesting the quality of legal representative of the legal person shareholder will be issued at most 30 days before the reference date. The documents presented in a language other than English will be accompanied by the translation made by an authorized translator in Romanian / English.

The shareholders physically present at the OGSM and / or the EGSM may choose to express their vote by means of paper ballots or using electronic means of voting.

## **II. Online Voting**

Electronic means of voting will be used according to art.197 of Regulation 5/2018 of the F.S.A. (in Romanian "A.S.F.") regarding the issuers of financial instruments and market operations by accessing the link <https://nrf.evot.ro/login> from any device connected to the internet. For identification and online access to the GMS, the shareholders provide the following information:

### **a) Natural Persons:**

- Name surname
- Personal Numeric Code (CNP)
- Email address
- Copy of identity document (identity card, identity card, passport, residence permit)
- Phone number (optional)

### **b) Legal entities:**

- Name of legal person;
- Unique registration code (CUI);
- Name First name legal representative;
- Personal Numeric Code (CNP) legally represented;
- Email address
- Legal representative identity card (identity card, identity card, passport, residence permit)
- Copy of the ascertaining certificate issued by the trade register or any equivalent document issued by a competent authority of the state in which the shareholder of the legal person is legally registered, presented in original or in copy according to the original. The documents attesting the quality of legal representative of the legal person shareholder will be issued at most 30 days before the reference date \*
- Phone number (optional)

The documents presented in a language other than English will be accompanied by the translation made by an authorized translator in Romanian / English.

The electronic copy of the above mentioned documents will be uploaded online in the dedicated fields.

File to be uploaded can have one of the following extensions: **.jpg, .pdf, .png.**

Shareholders can connect and vote whenever they want within the designated voting period by mail and / or live, the last voting option being the registered one.

The identification made by the Company in the case of natural persons gives access to the General Meetings of the Company in the situation in which the respective natural person is a shareholder at the afferent reference date.

The identification made by the Company in the case of legal entities, special or general power of attorney gives access to the General Meetings of the Company after proving each time the validity of the legal representative, respectively of the authorized person.

In the event that after the identification process there are discrepancies between the data provided by the shareholder and those in the Register of Shareholders at the reference date, the shareholder will be notified and will be directed to contact the Shareholder Relations Department at [investitori@norofert.ro](mailto:investitori@norofert.ro) or phone number 0312253373.

### **III. Voting by Power of attorney**

It is exercised after proving the identity by the shareholder, based on the above-mentioned documents, accompanied by the power of attorney.

The special power of attorney can be granted to any person for representation in a single General Shareholders Meetings and contains specific voting instructions from the shareholder, clearly specifying the voting option for each item on the agenda of the General Shareholders Meetings.

The representation of the shareholders in the Meeting can be done by proxy, only by completing and signing the corresponding special power of attorney form.

The representation will be possible both through other shareholders and through third parties. Shareholders without exercise capacity or with restricted exercise capacity may grant special power of attorney to other persons, in accordance with the law.

The special power of attorneys forms will be completed and signed by the shareholder in three original copies: one of the copies will be submitted to the Company, one copy will be handed to the representative and the third copy will remain with the represented shareholder.

The special / general Power of attorneys, in original or copy containing the mention according to the original under the representative's signature, under the sanction of losing the right to vote, will be submitted / sent to the Company's headquarters in Bucharest, 4<sup>th</sup> District, 63 Justitiei street, at least **48 hours** before the first Meeting, so that they will be received no later than **24.04.2021 at 10:00**.

Power of attorney not submitted in time will not be considered.

Power of attorneys can also be sent by e-mail until the deadline mentioned above, by a document signed with an extended electronic signature, according to Law no. 455/2001 regarding the electronic signature - by e-mail to the address: [investitori@norofert.ro](mailto:investitori@norofert.ro).

Regardless of the manner of transmission of the Power of attorneys of representation in the Meeting, this must contain the mention written on the envelope, clearly and in capital letters "*POWER OF ATTORNEY FOR THE GENERAL MEETING OF SHAREHOLDERS*".

If a shareholder is represented by a credit institution providing custody services, it may vote at the general meeting of shareholders on the basis of voting instructions received by electronic means of communication, without the need for a special power of attorney, or general information by the shareholder, subject to the submission to the Company by the above-mentioned custodian credit institution of a statement on its own responsibility, signed by the legal representative (s) of the credit

institution stating the name (s) of the shareholder (in clear ) in whose name the credit institution participates and votes in that GSM, and (ii) the fact that the credit institution provides custody services for that shareholder.

The above-mentioned declaration must be submitted in original, signed and stamped, or by e-mail with an extended electronic signature incorporated according to Law no. 455/2001 regarding the electronic signature, at the address [investitori@norofert.ro](mailto:investitori@norofert.ro), at the latest 48 hours before the respective GSM for which the credit institution votes.

In this case, the credit institution shall vote through any person in its administrative or management bodies or in its employees; a proof / declaration attesting that the respective persons have this quality will be submitted together with the statement of the credit institution mentioned above.

The custodian votes in the general meeting of shareholders exclusively in accordance with and within the limits of the instructions received from his clients having the quality of shareholders at the reference date.

The company accepts a general power of attorney given by a shareholder, as a client, an intermediary or a lawyer, without requesting additional documents relating to that shareholder, if the general power of attorney is signed by that shareholder and is accompanied by a statement on his own responsibility by the legal representative of the intermediary or by the lawyer who received the power of attorney through the general power of attorney, stating that:

- a) the shareholder is the client of the agent;
- b) the general power of attorney is signed by the respective shareholder (including by attachment of electronic signature, if applicable).

The statement described above must be submitted in original to the Company (at the same time as the general power of attorney form and at the same contact details indicated in the call), signed, and stamped (if applicable) by the intermediary / lawyer (without completing other formalities regarding its form)

#### IV. Voting by correspondence

The shareholders registered in the company's shareholders register on the reference date have the possibility to vote by correspondence, before the OGSM and / or EGSM by using the voting form by mail made available to them starting with **25.03.2021** on the Company's website: [www.norofert.ro/investitori/](http://www.norofert.ro/investitori/)

- through the electronic voting platform, accessing the link <https://nrf.evot.ro/login>
- at the company's headquarters in Bucharest, 4<sup>th</sup> District, 63 Justitiei street.

Voting forms by correspondence can be sent in original at the company's headquarters in Bucharest, 4<sup>th</sup> District, 63 Justitiei street, so that they can be received no later than **24.04.2021 at 10:00** or electronically by electronic means of voting as detailed below.

Voting forms by mail can be sent by e-mail until the deadline mentioned above, by a document signed with an extended electronic signature, according to Law no. 455/2001 regarding the electronic signature - at the address: [investitori@norofert.ro](mailto:investitori@norofert.ro).

The voting forms by correspondence in original or email in the above conditions will be accompanied by the documents proving the quality of shareholder, respectively:

- a) in the case of individual shareholders: copy of the identity document (identity card, identity card, passport, residence permit) according to the original.
- b) in the case of legal entities shareholders: copy of a unique registration code according to the original, copy of the identity document of the legal representative (identity card, identity card, passport, residence permit) according to the original. The quality of legal representative is proved by a certificate issued by the trade register or any equivalent document issued by a competent authority of the state in which the legal person shareholder is legally registered, submitted in original or in copy according to the original. The documents attesting the quality of legal representative of the legal person shareholder will be issued at most 30 days before the reference date. The documents presented in a language other than English will be accompanied by the translation made by an authorized translator in Romanian / English.

Voting forms by correspondence can be sent electronically by electronic means of voting according to art.197 of Regulation 5/2018 of the A.S.F. regarding the issuers of financial instruments and market operations.

The identification and expression of the vote by electronic correspondence is done by accessing the link: <https://nrf.evot.ro/login>.

Voting forms can be sent at any time from the beginning of the voting by correspondence until the live session of the general meeting of shareholders, the last voting option being the registered one.

In case the shareholder who expressed his vote by correspondence participates in the general meeting personally or by representative (provided that a special / general power of attorney was sent in compliance with the conditions mentioned in this call), the vote by correspondence expressed for that OGSM and / or the EGSM will remain valid only if the shareholder does not express personally or through a representative another voting option during the meetings of the OGSM and / or the EGSM.

If the person representing the shareholder by personal participation in the general meeting is other than the one who expressed the vote by correspondence, then for the validity of the vote or he presents at the meeting a written revocation of the vote by correspondence signed by the shareholder or the representative who expressed the vote by correspondence.

For additional documents and information, please contact the Company at the e-mail address [investitori@norofert.ro](mailto:investitori@norofert.ro).

**Board of Directors of NOROFERT S.A.**  
**By Chairman of the Board of Directors**  
Popescu Vlad-Andrei

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