**Special power of attorney**

**for shareholders legal entities**

for the Extraordinary General Shareholders Meeting (EGSM) NOROFERT SA

from 26/27 April 2021

The underwritten, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*\* It will be completed with the name of the shareholder legal entity*

with the registered office located in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, registered at the Trade Register / similar entity for non-resident legal entities under no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, unique registration code / equivalent registration number for non-resident legal entities \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

legally represented by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*\* To be filled in with the name and surname of the legal representative of the shareholder legal person, as they appear in the documents proving the quality of representative*

as a shareholder **of NOROFERT S.A.,** 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 refered to as the "**Company**"),

we hereby mandate: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

*\* To be filled in with the name and surname of the authorized natural person to whom this power of attorney is granted*

identified with B.I./C.I./passport series \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, CNP \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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*\* It will be filled in with the name of the shareholder legal entity*

with the registered office located in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, registered at the Trade Register / similar entity for non-resident legal entities under no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, unique registration code / equivalent registration number for non-resident legal entities \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

legally represented by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*\* To be filled in with the name and surname of the legal representative of the shareholder legal person, as they appear in the documents proving the quality of representative*

**as my representative in** **the EGSM of the Company that will take place on April 26, 2021, at 11:00 (Romanian time) - the first convocation and, respectively April 27, 2021, at 11:00 (Romanian time) - exercise the voting right related to my holdings registered in the shareholders' register on the reference date, as follows:**

1. For agenda item no. 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.

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1. For agenda intem no. 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:
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.

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1. For agenda intem no. 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.

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1. For agenda intem no. 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, 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.

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1. For agenda intem no.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.

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1. For agenda intem no. 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.

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1. For agenda intem no. 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**).

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1. For agenda intem no. 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.

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*Note: Indicate the vote cast by checking with an "X" one of the spaces for "FOR", "AGAINST" or "ABSTENTION". If more than one space is ticked with an "X" or no space is ticked, the respective vote is considered null / not considered exercised.*

**This special power of attorney:**

1. is valid only for the EGSM for which it was requested, and the representative has the obligation to vote in accordance with the instructions formulated by the shareholder who appointed him, under the sanction of annulment of the vote by the secretaries of the EGSM meeting;

2. the deadline for the registration of special proxies at the Company is April 24, 2021, at 10:00 (Romanian time);

3. it is drafted in 3 original copies, of which: one copy remains with the principal, one copy will be handed to the proxy and one copy will be communicated to the Company;

4. is signed and dated by the mandating shareholder; in the case of collective shareholders, it is signed by all collective shareholders;

5. will be completed by the mandating shareholder in all registered fields;

6. contains information in accordance with the Articles of Association of the Company, Law no. 31/1990, Law no. 24/2017.

**We attach to this special power of attorney:**

- the certificate of verification, in original or copy conforming to the original, issued by the Trade Register or any other document, in original or in copy conforming to the original, issued by a competent authority of the State in which the subscriber is legally registered, 30 days before the reference date and allowing the identification of the subscriber in the register of shareholders of NOROFERT SA, on the reference date (15.04.2021), issued by Depozitarul Central SA. has not been informed in time about the name of the subscriber's legal representative (so that the shareholders' register at the reference date reflects this), the finding certificate / similar documents mentioned above will have to prove the subscriber's legal representative, and

- copy of the identity document of the authorized natural person (BI or CI for Romanian citizens, or passport, residence permit for foreign citizens).

**OR**

- in the case of the authorized legal person, we also attach its certificate of verification, in original or copy conforming to the original, issued by the Trade Register or any other document, in original or in copy conforming to the original, issued by a competent authority of the State of origin, indicating, among others, the identity of its legal representative, with a maximum of 30 days before the reference date.

**Date of granting the special power of attorney**: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*\* In the event that the shareholder successively transmits more than one special power of attorney, the Company will consider that the special power of attorney having a later date revokes the previous special power of attorney (s).*

**Name of shareholder legal entity**: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name and surname of legal representative**: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*\* To be filled in with the name of the shareholder legal entity and with the name and surname of the legal representative, in clear, capital letters*

**Signature**: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*\* It will be filled in with the signature of the legal representative of the legal entity shareholder and will be stamped, if applicable*