**Special power of attorney**

**for shareholders legal entities**

for the Ordinary General Shareholders Meeting (OGSM) 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 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

OR

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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 OGSM of the Company that will take place on April 26, 2021, at 10:00 (Romanian time) - the first convocation and, respectively April 27, 2021, at 10:00 (Romanian time) - exercise the voting right related to my holdings registered in the shareholders' register on the reference date, as follows:**

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.

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| FOR | AGAINST | ABSTENTION |
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1. 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:
	1. Legal reserves = **428,769 lei**
	2. Other reserves = **0 (zero) lei**.
	3. Capitalization and use for granting shares to shareholders, through a share capital increase operation **= 3,429,576** lei
	4. Profit left undistributed = **3,333,630.96** lei

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1. Approval of the discharge of duties of the members of the Board of Directors for the activity related to the financial year 2020;

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1. 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.

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1. 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.

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1. 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.

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1. 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.

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1. 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.

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1. 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. 921 from Law no. 24/2017 regarding the issuers of financial instruments and market operations;

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1. 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.

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1. Approval of the **registration date (proposal: 18.05.2021) and of the ex-date (proposal: 17.05.2021), according to the applicable law**.

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1. 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.

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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 OGSM 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 OGSM 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*