

## **Informative notes for the items on the agenda of the Ordinary General Meeting of Shareholders called for 26/27 April 2021 (“OGMS”)**

### **1. Individual financial statements for the financial year 2020**

Please see the individual financial statements of Norofert SA (the “Company”), the annual report of the Board of Directors as well as the audit report on the page dedicated to the investors: <https://norofert.ro/investitori/adunari-generale-ale-actionarilor/>

### **2. Allocation of the 2020 profit**

For the financial year ended on 31 December 2020, the Company registered, at individual level, a net accounting profit of 7,191,975.96 lei. The proposal for the allocation of the profit is as follows:

<b>Intended allocation of profit</b>	<b>Amount [RON]</b>
Net profit to be allocated:	7,191,975.96
<ul style="list-style-type: none"><li>• Legal Reserve</li></ul>	428,769
<ul style="list-style-type: none"><li>• Capitalization and use for granting shares to shareholders by way of a share capital increase operation</li></ul>	3,429,576
<ul style="list-style-type: none"><li>• Other reserves</li></ul>	0
Unallocated profit	3,333,630.96

### **3. Discharge of liability of the members of the Board of Directors for the activity in the financial year 2020**

The discharge of liability is proposed in accordance with the provisions of Law no. 31/1990 regarding companies and of the provisions of the articles of association of the Company, in consideration and on the basis of the annual report of the Board of Directors regarding the activity in 2020 and of the financial statements, which are made available on the page dedicated to the investors: <https://norofert.ro/investitori/adunari-generale-ale-actionarilor/>

### **4. 2021 Income and Expenditure budget**

Please see the proposed income and expenditure budget for 2021, which is available on the page dedicated to the investors: <https://norofert.ro/investitori/adunari-generale-ale-actionarilor/>

#### **Norofert S.A.**

J40/4222/2000; CUI 12972762

Sediu: Str. Petrache Poenaru nr. 26, camera 8, București sector 5, Romania

[www.norofert.ro](http://www.norofert.ro) | [investitori@norofert.ro](mailto:investitori@norofert.ro)

## **5. Resignation of Mrs Zuzanna Anna Kurek from the position of director**

Mrs Zuzanna Anna Kurek resigned from her position of director of the Company, effective immediately, on March 19<sup>th</sup>, 2021. Consequently, in accordance with the provisions of Law no. 31/1990 on companies, it is necessary to be revoked from the position of director of the Company.

## **6. Resignation of Mrs Iuliana Musat from the position of director**

Mrs Iuliana Musat resigned from her position of director of the Company, effective immediately, on March 21<sup>st</sup>, 2021. Consequently, in accordance with the provisions of Law no. 31/1990 on companies, it is necessary to be revoked from the position of director of the Company.

## **7. Appointment of two new directors**

Considering the resignations of Mrs Zuzanna Anna Kurek and Mrs Iuliana Musat from their positions of non-executive director and, respectively, independent director of the Company, as well as the requirement in the articles of association of Norofert SA that the company have a Board of Director composed of three members out of which one to be independent director, it is necessary to appoint two new directors and members of the Board of Directors.

The proposal of the President of Board of Directors of the Company is Mr Alexandru Cristescu and Mrs Marius Marian Alexe. The CVs of the proposed candidates are available on the page dedicated to the investors: <https://norofert.ro/investitori/adunari-generale-ale-actionarilor/>. The shareholders can propose candidates for the position of independent director according to the rules provides in the call notice. 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.

The proposal is that the term of the mandate of the new director be from the date of the appointment pursuant to the resolution of the OGMS until the expiry of the mandate of the other current director, which is 28.06.2021.

## **8. Appointment of a new board of directors for a 4-year term**

Considering the expiry of the 2-year mandate of the Board of Directors on 29.06.2021, it is necessary to appoint 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. In compliance with the provisions art. 13.6 of the Articles of Incorporation of the Company, the maximum duration of one's mandate is 4 (four) years.

The CVs of the proposed candidates are available on the page dedicated to the investors: <https://norofert.ro/investitori/adunari-generale-ale-actionarilor/>. The shareholders can propose candidates for the position of independent director according to the rules provides in the call notice. 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. Remuneration policy**

Please see the Remuneration policy on the page dedicated to the investors: <https://norofert.ro/investitori/adunari-generale-ale-actionarilor/>.

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**10. Signing of mandate contracts**

In order to avoid conflict of interest, the President of the Board will sign the mandate agreement with two Board members while one of two, will sign the mandate agreement with the President of the Board.

**11. Record Date and Ex-Date**

The Record Date and the Ex-Date are proposed in accordance with the provisions of Law no. 24/2017 on issuers of financial instruments and market operations and of the Financial Supervisory Authority Regulation no. 5/2018 on issuers of financial instruments and market operations.

**12. Empowerment of the President of the Board of Directors to perform any formalities related to the OGMS**

It is proposed that the President of the Board of Directors of the Company be empowered to perform all formalities necessary to implement and register the resolutions of the OGMS, including the formalities with the Trade Registry.