**DRAFT RESOLUTION OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING**

**OF NOROFERT S.A.**

**NO. \_ / 23.06.2021**

**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 23.06.2021 at 10:00,** 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. [•], 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 necessary quorum.

With regards to the points put forth for debate the shareholders have enacted the following decisions:

1. Votes for/against/abstain with regards to the approval of the increase of the share capital of the Company with the maximum amount of RON 3,429,576, from the profit of the year 2020 to be distributed, by issuing 8,573,940 new free shares, each with a nominal value of RON 0.4, for the benefit of all shareholders registered in the Registry held by Central Depository S.A. at the registration date. The distribution of the newly issued shares will be made according to the formula: one newly issued share for each share already held;
2. Votes for/against/abstain with regards to the empowerment of the Board of Directors to enact any decision and perform any deeds necessary, useful and/or recommended for implementing the increase of the share capital mentioned in point 1;
3. Votes for/against/abstain with regards to the approval of the purchase of a number of shares representing 100% of the share capital of AGROPROD CEV S.R.L., headquartered in Zimnicea, 21 Zorilor Street, Teleorman County, having sole registration code 18469094, registered in the Trade Registry under no. J34/155/2006, according to the bilateral shares assignment agreement certified by lawyer Bianca Banu under no. 28/05.03.2021, at the price of EUR 1,880,000;
4. Votes for/against/abstain with regards to the approval of the winding up, liquidation and deregistration of the company NOROFERT ORGANICS S.R.L., headquartered in Bucharest, 2 Crinul de Pădure Street, ground floor, room 3, office 4, block F2, entrance A, apt. 2, 6th District, having sole registration code 38131402, registered in the Trade Registry under no. J40/14744/2017, company in which NOROFERT S.A. holds a 99% participation. The empowerment of the Board of Directors 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. Votes for/against/abstain with regards to the ratifying and approval of the investment credit amounting to RON 1,300,000, granted by Banca Românească S.A. within the IMM invest program, as well as the approval of the guaranteeing by Company of the financial obligations resulting from contracting the loan, with movable mortgage 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 bank in order to guarantee the loan;
6. Votes for/against/abstain with regards to the approval of contracting by the Company, as a debtor, of certain loans (credit lines, factoring, working capital, leasing etc.), in the maximum amount of RON 32,000,000, 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 assets of the Company (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 empowerment of the Board of Directors to negotiate with full powers and contract the loans within the 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. Votes for/against/abstain with regards to the modification of art. 13.2 of the Articles of Incorporation, which shall have the following content: *The Board of Directors shall watch over the compliance with the Principles of Corporate Governance form AeRo;*
8. Votes for/against/abstain with regards to the modification of art. 13.3 of the Articles of Incorporation, which shall have the following content: *The members of the Board of Directors must have the appropriate balance of skills, experience, knowledge and independence to enable them to perform effectively their responsibilities. The Board should be supplied in a timely manner with information in a form and of a quality appropriate to enable it to perform its duties*;
9. Votes for/against/abstain with regards to the modification of art. 13.5 of the Articles of Incorporation, which shall have the following content: *The meetings of the Board of Directors shall usually take place at the headquarters of the Company or at another place indicated in the convocation, but they may also take place via means of communication at distance, such as conference call or video conference (under the condition that these means allow the identification of the participants, their actual participation at the meeting and the retransmission of the deliberations without interruptions) and shall be validly held with the participation of the majority of the members of the Board of Directors. The decisions of the Board of Directors shall be validly adopted with the vote of the majority of the members of the Board of Directors present at the meeting, with the exception of the election of the Chairman of the Board of Directors, in which case the decisions are adopted with the vote of the majority of the members of the Board of Directors. For clarity, in case only two members participate at the meeting of the Board of Directors, the decisions can be adopted only with the unanimous vote of the present members, except the situation where one of the present members is the Chairman of the Board of Directors, in which case the vote of the Chairman is decisive if unanimity is not reached. The vote of the Chairman of the Board of Directors is also decisive if there is parity of votes in adopting any decisions of the Board of Directors*;
10. Votes for/against/abstain with regards to the approval, for the increase of the share capital, of the registration date (proposal: 07.09.2021), ex-date (proposal: 06.09.2021) and of the payment date (proposal: 08.09.2021);
11. Votes for/against/abstain with regards to the empowerment of the President of the Board of Directors, with the right of substitution/delegation, in order to sign any documents (including EGSM resolutions and modified/updated Articles of Incorporation of the Company) and to undertake any necessary formalities, including the representation of the Company before any public authorities/natural/legal persons, for the fulfilment of those decided by the EGMS.

Date Chair,

 Secretary,