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

**OF NOROFERT S.A.**

**NO. \_ / 23.06.2021**

**The Ordinary 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 amended individual financial statements of the Company for the financial year 2020, based on the report of the financial auditor of the Company on 31.12.2020 and on the report of the Board of Directors regarding the activity of the Company during the year 2020;
2. Votes for/against/abstain with regards to the approval, consequently, of the manner distribution of the net profit pertain to the financial year 2020, in the amount of RON 5,049,715, as follows: **a.** legal reserves = RON 302,461;

**b.** other reserves = RON 0;

**c.** capitalisation and use for granting shares to shareholders, through a share capital increase operation = RON 3,429,576;

**d.** profit left undistributed = RON 1,317,678;

1. Votes for/against/abstain with regards to the approval, consequently, of the discharge of duties of the members of the Board of Directors for the activity related to the financial year 2020, considering the amended individual financial statements;
2. Votes for/against/abstain with regards to the 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;
3. Votes for/against/abstain with regards to the election, starting with 29.06.2021, for a mandate of 4 years of the three members of the Board of Directors. The deadline until which proposals can be made is 18.06.2021. The list including information with regard to the name, the locality of residence and the professional qualification of the persons proposed for the position of administrator shall be available to the shareholders, who can consult and add to it;
4. Votes for/against/abstain with regards to the 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 members of the Board of Directors, in accordance with the provisions of art. 921 of Law no. 24/2017;
5. Votes for/against/abstain with regards to the empowerment of the President of the Board of Directors to negotiate and sign on behalf of the Company the administration agreements with the other two members and the empowerment of the latter to negotiate and sign on behalf of the Company the administration agreement with the President of the Board of Directors;
6. Votes for/against/abstain with regards to the approval of the registration date (proposal: 14.07.2021) and ex-date (proposal: 13.07.2021);
7. 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 OGSM resolutions and 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 OGMS.

Date Chair,

 Secretary,