**Special power of attorney**

**for shareholders natural persons**

for the Extraordinary General Shareholders Meeting (EGSM) NOROFERT SA

from 23/24 June 2021

**The undersigned**, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

*\* To be filled in with the name and surname of the natural person shareholder*

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

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**"),

I 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*

*\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_*

*\* To 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 legal person shareholder, 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 June 23, 2021, at 10:00 (Romanian time) - the first convocation and, respectively June 24, 2021, at 11:00 (Romanian time),** at the office of the Company situated in Bucharest, str. Justiției nr. 63, sector 4 **- exercise the voting right related to my holdings registered in the shareholders' register on the reference date, as follows:**

1. Approval to capitalize of the amount of **3,429,576 lei** from the profit to be distributed related to year 2020. 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;

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. Empowerment of the Board of Directors to enact any decision and perform any deeds necessary, useful and/or recommeneded for implementing the increase of the share capital mentioned in point 1;

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. 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;

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. 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;

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. 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 guaranteeing by the 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;

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. 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;

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. 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;

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. 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, Norofert S.A. J40/4222/2000; CUI 12972762 Str. Petrache Poenaru nr. 26, camera 8, Bucharest sector 5, Romania www.norofert.ro | investitori@norofert.ro 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;

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |
|  |  |  |

1. 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;

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. 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);

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. 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.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

*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.

I enclose to this special power of attorney a copy of the identity document allowing my identification in the shareholders register of NOROFERT S.A., on the reference date (**15.06.2021**), kept by CENTRAL DEPOSITORY S.A. and a 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 a legal person, we also attach his certificate, in original or a 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, inter alia, the identity of its legal representative, not more than 30 days before the reference date.

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

*\* In the event that the shareholder will successively submit 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 and surname:*** *\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_*

*\* To be filled in with the name and surname of the shareholder, in capital letters)*

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

*\* In the case of collective shareholders, it will be signed by all shareholders*