**Special power of attorney**

**for shareholders natural persons**

for the Ordinary General Shareholders Meeting (OGSM) 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 OGSM of the Company that will take place on June 23, 2021, at 11:00 (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 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;

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

1. Approval of the manner distribution of the net profit pertain to the financial year 2020, in the amount of **5,049,715 lei**, as follows:
	1. Legal reserves = **302,461 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 = **1,317,678** lei

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

1. Approval 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;

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

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.

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

1. 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;

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

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 members of the Board of Directors, in accordance with the provisions of art. 921 of Law no. 24/2017;

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

1. 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;

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

1. Approval of the registration date (proposal: 14.07.2021) and ex-date (proposal: 13.07.2021);

|  |  |  |
| --- | --- | --- |
| 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 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.

|  |  |  |
| --- | --- | --- |
| 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 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 June 21, 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*