**Informative notes for the items on the agenda of the Ordinary General Meeting of Shareholders called for 23 June 2021 (“OGMS”) 11:00 am**

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/>

1. **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:

Intended allocation of profits [RON]

Net profit to be allocated: **5.049.715 RON**

* Legal Reserve **302.461 RON**
* Capitalization and use for granting shares to shareholders by way of a share capital increase operation **3.429.576 RON**
* Other reserves 0
* Unallocated profit **1.317.678 RON**

1. **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/>

1. **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/>

1. **Appointment of two new directors**

Considering the expiration, on 29.06.2021, of the two year mandate and the provisional mandate of the Board of Directors it is necessary to name three new directors to the Board of Directors, as per the law and Articles of Association. Conforming to the provisions of art. 13.6 of the Articles of Association, the maximum duration of a mandate is of four years. CVs of the proposed candidates are available on the company website dedicated to 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 18.06.2021.

1. **Remuneration Policy**

As per legal requirements, art. 92^1 from the Law nr. 24/2017, Norofert SA has published a remuneration policy put forth to shareholders and can be found on the website dedicated to investors: <https://norofert.ro/investitori/adunari-generale-ale-actionarilor/>.

1. **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.

1. **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.

1. **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.