

Issuer: The Board of Directors of NOROFERT SA, according to its decision of 08.04.2022

**NOTICE OF EXTRAORDINARY GENERAL MEETING AND ORDINARY GENERAL MEETING OF THE
SHAREHOLDERS OF NOROFERT SA**

The Board of Directors of NOROFERT SA, a joint stock company based in Bucharest, Sector 1, str. Lt. Av. Șerban Petrescu no. 20, Ground floor, rooms 1 and 2, with the unique registration code 12972762 and serial number in the trade register J40 / 4222/2000 ("Company"), in accordance with the provisions of the articles of incorporation of the Company, valid on the date of convocation, of the Companies Law no. 31/1990, of Law no. 24/2017 on issuers of financial instruments and market operations and of the FSA Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented,

SUMMONS

ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS), for 16.05.2022, at 10:00, and

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS), for 16.05.2022, at 11:00,

in the case of both meetings for all shareholders registered at the end of 03.05.2022 (reference date) in the Register of Shareholders kept by Depozitarul Central SA, both meetings will be held at the INTERNATIONAL Hotel in Iasi, str. Palat no. 5A, Magnum Hall ½ level -2, Iași County, with the agendas below.

I. OGMS agenda:

1. the approval of the individual financial statements of the Company for the financial year 2021, based on the conclusions of the report of the financial auditor of the company on 31.12.2021 and the report of the board of directors regarding the activity of the company during 2021.

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2. approving, consequently, the method of allocating the net profit for the year 2021, in the amount of RON 7,088,684, as follows:

- legal reserves = RON 422,742;
- other reserves = 0 RON;
- RON 6,665,942 representing undistributed profit.

3. approving, accordingly, the discharge of the members of the Management Board for the activity related to the financial year 2021, taking into account the individual financial statements;

4. approval of the Company's revenue and expenditure budget for the financial year 2022 and the 2022 investment program as part of the Company's revenue and expenditure budget;

5. approving the registration date (proposal: 03.06.2022) and **ex-date** (proposal: 02.06.2022);

6. empowering the Chairman of the Board of Directors, with the right of substitution / delegation, to sign any documents, including OGMS decisions, and to undertake any necessary formalities, including the representation of the Company before any public authorities / individuals / legal entities, to carry out decided by the OGMS.

II. EGMS agenda:

1. approval of the acquisition from MB TELECOM LTD SRL (CIF: 6612564) of an asset composed of the building (Norofert Factory) located in the built-up area of Dițești village no.425A2, Filipeștii de Pădure commune, plot 33, plots 936/18, 936/19, 936 / 20, 936/21, 936/22, 936/23, Prahova County, composed of the land with an area of 18,599 sqm. (from documents and cadastral measurements), having the category of use of yards-constructions, **cadastrally identified with no. 23722, registered in the Land Book no. 23722 of the commune of Filipeștii de Pădure, Prahova county, and of the constructions built on it**, respectively the **construction C1**, identified cadastrally with no. 23722-C1, having the destination of industrial and urban constructions (production hall), with a built and developed surface of 2,237 sqm., **Construction C2**, cadastrally identified with no.23722-C2, having the destination of industrial and urban constructions (warehouse no 1), with a built and developed surface of 204 sqm., **Construction C3**, cadastrally identified with no.23722-C3, having the destination of industrial and urban

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constructions (warehouse no.2), with a built and developed surface of 388 sqm., **construction C4**, cadastrally identified with no.23722-C4, having the destination of administrative and social cultural constructions (social group), with a built and developed surface of 126 sqm., **construction C5**, identified cadastral with no.23722-C5, having the destination of industrial and urban constructions (locksmith workshop and tool warehouse), with a built and developed surface of 143 sqm., **construction C6**, cadastrally identified with no.23722-C6, having the destination of industrial constructions and urban development (warehouse no. 3), with a built and developed surface of 65 sqm., **construction C7**, cadastrally identified with no.23722-C7, having the destination of administrative and social (P + 1E administrative building) with a built-up area of 156 sqm., and a developed area of 312 sqm., **construction C8**, cadastrally identified with no.23722-C8 with the annex construction destination (utility annex) with a built and developed area of 5 sqm., **construction C9**, cadastrally identified with no.23722-C9, having the destination of annex constructions (gate cabin), with a built and developed surface of 10 sqm., **together with all the endowments, installations, machinery, equipment and works of any kind, located in and on the building, incorporated / fixed / executed on the aforementioned building, in exchange for a price of not more than EURO 1,150,000** (one million one hundred and fifty), to be paid in full or in installments, **part of the company's funds and part of one or more bank loans to be contracted for the purpose of acquiring the asset described above;**

2. to this effect, approval of the conclusion, in genuine form, of a bilateral sale-purchase promise and a sale contract having as its material object the aforesaid asset, documents to be signed on behalf of the company by the President of the board of directors, POPESCU VLAD ANDREI;

3. approval of the contracting by the Company, as a debtor, of some loans (credit lines, factoring, working capital, leasing, operational financing, etc.), of maximum RON 70,000,000 or the equivalent in another currency, for a maximum duration of 20 years , 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 the Company's guarantee of financial obligations resulting from the contracting of loans, including by the establishment of mortgages and / or real estate on the Company's assets (real estate, fixed assets, receivables, insurance policies, etc.), as they will be requested / agreed by the lending entities in order to grant loans. Empowerment of the Board of Directors to negotiate with full powers and contract

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loans within the aforementioned debt limit, as well as to negotiate and grant loan guarantees, as requested / agreed by the lending entities. The power of attorney granted in this way is also valid for the conclusion of any additional acts of modification and / or supplementation of the granted loans;

4. approval of the date of registration (proposal: 03.06.2022) and **ex-date** (proposal: 02.06.2022);

5. empowering the President of the Board of Directors, with the right of substitution / delegation, to sign any documents, including EGMS decisions, and to undertake any necessary formalities, including the representation of the Company before any public authorities / individuals / legal entities, to carry out decided by the EGMS.

In case of non-fulfillment of the quorum conditions at the date of the first / first meetings, the EGMS and / or the OGMS are convened again for 17.05.2022, at the same time, in the same place and with the same agenda. In the event of a new convocation (s), the reference date set out above for shareholders to vote remains valid.

The access of the shareholders to the EGMS and OGMS works is made by verifying the identity document, in the case of natural persons, and of the special power of attorney, in the case of the legal persons shareholders and of the represented natural persons shareholders.

One or more shareholders representing, individually or together, at least 5% of the share capital has / have the right:

- to enter items on the agenda of the EGMS and / or the OGMS, within a maximum of 15 days from the publication of the call, until the end of 25.04.2022, provided that each item is accompanied by a justification, or a draft decision proposed for adoption by the EGMS and / or the OGMS;

- to present draft decisions for the items included or proposed to be included on the agenda of the EGMS and / or the OGMS.

The rights set out above can only be exercised in writing (sent by post / courier or e-mail with electronic signature). Shareholders can exercise these rights until the end of 25.04.2022.

If necessary, the Company will publish the new agenda by 29.04.2022 at the latest.

Each shareholder has the right to ask questions to the board of directors regarding the items on the agenda of the EGMS and / or the OGMS (by e-mail to investitori@norofert.ro fax

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or courier) before the date of the general meetings of shareholders. The company has the obligation to answer questions on the website, before the meeting, or during the meeting.

Shareholders may exercise their right to vote on the items on the agendas:

- a. personal;
- b. through the representative, who will present the special power of attorney form completed by the represented shareholder or general power of attorney. The special power of attorney form will be displayed on the Company's website, together with the materials subject to debate and the other documents provided by art. 188 of Regulation no. 5/2018. Special proxies may be received at the latest at the date of the general meeting, accompanied by a copy of the identity document and a certificate of the shareholder (legal entity) represented;
- c. by mail, using the ballot paper by mail available on the company's website, www.norofert.ro/investors, and the vote is to be sent or received by e-mail, at the latest on the date of the general meeting;
- d. online, by accessing the link <https://nrf.evote.ro/login> from any device connected to the internet.

For identification and online access to the EGMS and / or OGMS, the individual shareholders provide the name and surname, CNP, e-mail address, copy of identity card and telephone number (optional), and the legal shareholders provide the name, CUI, name, surname and CNP of the legal representative, e-mail address, copy of the identity card of the legal representative, copy of the certificate issued by the Trade Register / equivalent document issued by the authority of the state in which the legal person is registered, prior to up to 30 days from the reference date and phone number (optional).

The electronic copy of these documents will be uploaded to the dedicated fields. Uploadable files will be .jpg, .pdf, .png.

Shareholders can log in and vote whenever they want within the voting and / or live voting interval, the last voting option being the registered one. The identification made by the Company in the case of natural persons gives access to the EGMS and / or the OGMS in case the respective natural person is a shareholder on the reference date. The identification made by the Company in the case of legal entities, special or general proxies gives access to the EGMS and / or the OGMS after proving each time the validity of the legal representative, respectively of the authorized person.

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If, as a result of the identification process, there are inconsistencies between the data provided by the shareholder and those in the Register of Shareholders at the reference date, the shareholder will be notified and will be directed to contact the Investor Relations Department at investitori@norofert.ro or at the phone number 0312253373.

The holding of meetings, voting by mail, as well as the exercise of the right to inform shareholders or the formulation of requests to complete the agenda will be done in compliance with Law no. 31/1990, of Law no. 24/2017 and the FSA Regulation no. 5/2018. In order to communicate electronically, the e-mail address investitori@norofert.ro will be used .

All documents related to the items on the agenda, including but not limited to the documents to be submitted to the EGMS and OGMS and the draft decisions will be made available to shareholders from 11.04.2022, every day, from Monday to Friday, between 9:00 and 17:00 at the address in Bucharest, str. Justiției no. 63, sector 4. These documents will also be available on the Company's website, starting with 08.04.2022, at www.norofert.ro/investors.

Shareholders will be able to request copies of these documents in writing, by e-mail to the address investitori@norofert.ro or by courier to the address of the Company's headquarters, in the latter case paying the cost of photocopying.

Regardless of the method of transmission, the requests will be signed by the shareholders or their representatives and will be accompanied by documents bearing the original and the signature of the shareholder / his representative, attesting the identity of the shareholders and, where applicable, the quality of representative signatories.

Requests will also indicate the postal address, e-mail address or fax number where the shareholder wishes to receive copies of the aforementioned documents.

Additional information regarding the convening and conduct of meetings can be obtained at the company's headquarters, by phone no. 031.225.33.73 or by e-mail, at investitori@norofert.ro.

Bucharest, 08.04.2022

The Chairman of the Management Board,
Popescu Vlad Andrei