**Attorney General**

**for shareholders legal entities**

for the Extraordinary General Meetings of the Shareholders of NOROFERT SA

Subscribed, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*\* To be completed 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 entity shareholder, as they appear in the documents proving the quality of representative*

as a shareholder of **NOROFERT SA**, a joint stock company based in Bucharest, Sector 1, str. Șerban Petrescu no. 20, Chamber 1 & 2, registered at the Trade Register Office attached to the Bucharest Tribunal under number: J40/4222/2000, with the unique registration code 12972762, Romania (**Company**),

We hereby authorize: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

*\* To be filled in with the name and surname of the authorized natural person to whom this power of attorney is granted*

identified with BI / CI / passport series \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, CNP \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

***OR***

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*\* To be completed 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 entity shareholder, as they appear in the documents proving the quality of representative*

as our representative in the Extraordinary General Meetings that the Company will hold during this term, having the discretion to decide on any item that will be on the agenda of these meetings, as it deems appropriate, including with regarding the dispositions, for the entire holding that he has subscribed will have on the reference date of the respective meeting.

**The duration of the general mandate granted by this power of attorney expires on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.**

*\** ***The term of office may not exceed 3 years***

By signing this power of attorney by both the principal and the trustee, they declare that the trustee is not in a conflict of interest, such as:

1. is the majority shareholder of NOROFERT SA, or of another entity, controlled by the respective shareholder;
2. is a member of the management, management or supervisory body of NOROFERT SA, of a majority shareholder or of an entity controlled by that shareholder;
3. is an employee or auditor of NOROFERT SA or of a majority shareholder or of an entity controlled by that shareholder;
4. is the husband, relative or brother-in-law up to and including the fourth degree of one of the natural persons listed above.

This general power of attorney:

1. before the first use, it will be sent to NOROFERT SA 48 hours before the general meeting, in copy, including the mention of conformity with the original under the signature of the agent. Certified copies of the proxies will be retained by NOROFERT SA, mentioning this in the minutes of the general meeting;
2. is signed and dated by the principal shareholder; the signature of the trustee will certify the absence of the conflict of interests;
3. will be completed by the mandating shareholder in all registered fields;
4. creates an *intuitu personae mandate*, the agent cannot be replaced by another person. If the agent is a legal person, he may exercise his mandate received through any person who is part of the administrative or management body or among its employees.

Attached to this general power of attorney are:

* the certificate of verification, 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 in which the subscriber is legally registered, not more than 30 days before the reference date and allowing the identification of the subscriber in the register of shareholders of NOROFERT SA issued by Depozitarul Central SA. If the Central Depository S..A has not been informed in time about the name of the legal representative of the subscriber (so that the register of shareholders reflects this), the ascertaining certificate / similar documents mentioned above will have to prove the legal representative of the subscriber;
* copy of the identity card of the authorized natural person (BI or CI for Romanian citizens, or passport 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 a copy conforming to the original, issued by a competent authority of the State of origin, indicating, among other things, the identity of its legal representative, not more than 30 days before the reference date.
* proof that the agent has the quality of either an intermediary (in accordance with the provisions of Art. 2 paragraph (1) point ( 20 ) of Law no. 2 4/20 ) or a lawyer, and the shareholder is the client of the agent.

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

*\* In case the shareholder will successively send more than one general power of attorney, the general power of attorney having a later date revokes the previous general power of attorney (s).*

**Shareholder** name legal entity: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name and surname of legal representative **SHAREHOLDER**: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*\* To be filled in with the name of the shareholder legal entity and with the name and surname of the legal representative, in clear, capital letters*

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

*\* It will be completed with the signature of the legal representative of the legal entity shareholder and will be stamped*

**Name and surname MANDATE**: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*\* In the case of the legal person's representative, the name and the name of the legal person's representative will be filled in*

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