**SPECIAL POWER OF ATTORNEY**

**for the Extraordinary General Meeting of Shareholders of NOROFERT SA convened for 16/17 May 2022**

Subscribed\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, with headquarters in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, registered in the Trade Register under no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, having CUI \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, holder of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares issued by NOROFERT SA, registered in the Trade Register under no. J40 / 4222/2000 , with CUI 12972762 , representing \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_% of the total number of shares issued by NOROFERT SA, which gives us a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ voting rights in the general meeting of shareholders, legally represented by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, as \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, hereby o / we authorize\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, identified with CI series\_\_\_\_ no .\_\_\_, having CNP\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, to vote, in our name and on our behalf, on the items on the agenda of the extraordinary general meeting of shareholders of NOROFERT SA, which will take place on December 27, 2021, at 11:00 at the company's office, located in Bucharest, str. Justiției no. 63, sector 4, or on the date of the second meeting (December 28, 2021, at the same time and place), if the first could not be held, as follows below.

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 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**;

for

against

abstention

1. **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;**

for

against

abstention

1. **approval of the contracting by the Company, as a debtor, of some loans (credit lines, factoring, working capital, leasing, operational financing, etc.), of maximum 70,000,000 RON 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 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;

for

against

abstention

1. **approval** **of the** **registration date** (proposal: 03.06.202 2) and **ex-date** (proposal: 02.06.202 2);

for

against

abstention

1. **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.

for

against

abstention

The shareholder assumes full responsibility for the correct completion and safe transmission of this ballot paper.

Date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Shareholder name

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

Name of legal representative

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Signature and stamp

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