**General power of attorney**

**for individual shareholders**

for the Ordinary General Meeting of Shareholders (OGMS) NOROFERT SA.

The undersigned, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

*\* To be filled in with the name and surname of the individual shareholder*

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

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

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

*\* To be filled in with the name and surname of the authorized 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 filled in with the name of the legal entity shareholder*

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 persons\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

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 my representative in the Ordinary General Meetings that the Company will hold during this term, having the discretionary right to decide on any item that will be on the agenda of these meetings, as it deems appropriate, including with regarding the disposition documents, for the entire holding that I will have on the reference date of the respective assembly.

**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 a majority shareholder of the Company, or of another entity, controlled by that shareholder;
2. is a member of a management, management or supervisory body of the Company, of a majority shareholder or of an entity controlled by that shareholder;
3. is an employee or auditor of the Company 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 the Company 48 hours before the general meeting, in copy, including the mention of conformity with the original under the signature of the agent.
2. Certified copies of the powers of attorney will be retained by the Company, and this will be mentioned in the minutes of the general meeting;
3. is signed and dated by the principal shareholder; in the case of collective shareholders it is signed by all collective shareholders; the signature of the trustee will certify the absence of the conflict of interests;
4. will be completed by the mandating shareholder in all registered fields;
5. 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:

* copy of the identity document allowing my identification in the register of shareholders of NOROFERT SA issued by Depozitarul Central SA
* 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 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. 24/2017) or a lawyer, and the shareholder is the client of the agent;

**Date of issue of 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).*

**Name and surname SHAREHOLDER**: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*\* To be filled in with the name and surname of the natural person shareholder, in clear capital letters*

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

*\* In the case of collective shareholders, it will be signed by all shareholders*

**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**: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_