**SPECIAL POWER OF ATTORNEY**

**for the extraordinary general meeting of NOROFERT SA shareholders convened for November 11/14, 2022**

The undersigned\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, based in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, registered in the Trade Register under no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, having CUI \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ , holder of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares issued by NOROFERT SA, registered in the Commercial Register under no. J40/4222/2000, having 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 NOROFERT SA shareholders, which will take place on November 11, 2022, at 17:30 at the DoubleTree Hotel by Hilton Cluj – City Plaza, str. Syndicatelar no. 9-13, postal code 400029, Sala Venetia, floor 5, in Cluj Napoca municipality, Cluj county, Romania, or on the date of the second meeting (November 14, 2022, at the same time and place), in the case in which the first one could not be held, as follows below.

1. Approval of a stock program option plan (SOP) for the period 2022 – 2023, through which the management and employees of the company NOROFERT SA can exercise the option to receive free of charge a number of shares issued by the company, which represent the equivalent value at the exchange rate on the date of issue the amount of 1,490,000 lei, according to the program proposed by the Board of Directors for the remuneration of employees and administrators, considering the condition that they have a continuity in office for at least one year from the date of the extraordinary general meeting.

for

against

abstention

1. Approval of participation in public auctions in order to obtain lease contracts, for agricultural areas of no more than 4,000 ha, at a lease value of no more than 2,200 lei/ha or equivalent to 1,700 kg of wheat/ha and empowering the board of directors to decide on participation at any such tenders may be announced.

for

against

abstention

1. Approval of the date of 29.11.2022 as " ***registration date*** " which serves to identify the shareholders on whom the effects of the decisions adopted by the extraordinary general meeting of shareholders will be reflected, the date of28.11.2022representing " ***ex-date"*** of the EGMS decision.

for

against

abstention

1. The empowering of Mr. Popescu Vlad Andrei, the President of the Board of Directors, to fulfill all the formalities and procedures in order to fulfill the EGMS decision and to sign all the necessary documents in relations with the Commercial Registry Office, the Official Gazette, the Financial Supervisory Authority, the Stock Exchange Bucharest and with any other institutions, or any other notices, documents or contracts required by law in order to fulfill this decision. He, in turn, will be able to delegate these duties to one or more persons he/she deems appropriate, including to lawyers.

for

against

abstention

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

Date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Name of the shareholder

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

Name of legal representative

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

Signature and stamp

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