**SPECIAL POWER OF ATTORNEY**

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

The undersigned\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, identified with CI series\_\_\_\_ no.\_\_\_, having CNP \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 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 me a number of\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ voting rights in the general meeting of shareholders, I hereby authorize \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled in\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, identified with CI series\_\_\_\_ no.\_\_\_, having CNP\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, to vote, in my name and on my behalf, on the items on the agenda of the extraordinary general meeting of NOROFERT SA shareholders, which will take place on November 11, 2022 , 5:30 p.m. at DoubleTree by Hilton Hotel 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 option plan (SOP) program 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, representing the value equivalent to the exchange rate from the date of issuance of 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 of function 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. Power of attorney for 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 Trade 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

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

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Signature and stamp

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