

**Informative notes on the items on the agenda of the General
Extraordinary Shareholders' Meeting scheduled for 11.11.2022 ("EGMS") at 17:30**

1. Approval of Stock Option Plan

- I. This share allocation plan (stock option plan/allocation of options) is intended to retain and reward employees, directors and administrators (beneficiaries) who complete at least one year in office from the date of the extraordinary general meeting of 11/14/11/2022, whereby the beneficiaries exercise their option granted after the assessment of meeting the granting conditions by the Board of Directors (CA) of Norofert SA (company/society) within the limits granted by this extraordinary general meeting (EGM) to receive free shares of the company.
- II. The share allocation plan will be carried out in the period 2022-2023, from the date of the general meeting by which it will be approved until November 15, 2023, and the amounts, according to the table below (point VII) that will be granted in the form of actions, will consider:
 - a) the eligibility of each beneficiary and whether they have met their allocation conditions;
 - b) the price at which the shares will be considered subscribed and paid will be the market price per share from the date of the share capital increase for the purpose of implementing this share allocation plan;
 - c) the entire program cannot exceed 5% of the company's share capital, the amount of the entire program is 1,490,000 lei. And any fractional value following the calculation between the beneficiary amount and the market price on that day will be rounded down.
- III. A salaried beneficiary cannot exercise or benefit from this program if there are disciplinary proceedings against him, related to violations of the employment contract or other actions having as object the patrimonial responsibility of the employee.
- IV. After the approval of the share allocation plan (stock option plan/allocation of options), a contract regarding this form of additional remuneration will be concluded with each of the beneficiaries.
- V. After the expiration of the evaluation period provided for in point II, the company will determine by decision of the Board of Directors whether the employees meet the conditions to benefit from the additional remuneration according to the share allocation plan (stock option plan/allocation of options).

VI. Share allocation plan table

Function	Remuneration (lei)
President CA	300,000
Non-executive CA member	250,000
Non-executive CA member	250,000
CEO	250,000
Director of Foreign Trade	50,000

Director of Research and Development	40,000
Logistics Department Manager	40,000
Flow management logistician	10,000
Flow management logistician	10,000
Product Manager	40,000
Commercial Director	50,000
Economist	30,000
Financial analyst	30,000
Economist	25,000
Financial analyst	25,000
Investor Relations	30,000
Lab chemist	10,000
Storekeeper	20,000
Electrician in Installations	30,000

VII. Other details regarding point 1 on EGMS 11/14.11.2022:

This share allocation plan was intended to be as simple as possible to understand, easy to apply and transparent. There are three settlement possibilities for it:

- a) through the authorized share capital approved by EGMS on 24.11.2020;
- b) through a share buyback plan to be approved at a later date;
- c) a share capital increase that will also be approved at a later date.

In our opinion, it is most efficient to use the authorized share capital because there is no payment made by the company.

Norofert is at the present date 3 years after the first funding received from shareholders and during all this time it has grown in financial results year after year even though there were 3 years full of uncertainties and difficulties, from the pandemic, server drought, logistical difficulties, a border war and now macroeconomic instability. The economic performance of the company is indisputable, and it would not have existed without the beneficiaries listed above.

The proposed remunerations are in value below the usages of the capital market, and the salaries within the company are kept at the most reasonable values sometimes even below the labor market. The non-executive members of the Board of Directors have not been remunerated until this moment, this plan being the only remuneration they receive. **In these 3 years, Norofert did not use any allocation program.**

2. Approval to participate in public tenders

At the beginning of 2022, Norofert concluded the first company acquisition, Agroprod Cev SRL, which was a loss-making farming operator. 6 months after the acquisition, Norofert managed to bring the company to profit, efficiently operating the 1,000ha. This quick turn-around is the merit of the

management and brought the shareholders a half-year net profit of over 1 million lei from the first crop harvested in S1 2022. Thus, the farm brought a yield of 10% in 6 months compared to the price of acquisition. In the 3rd and 4th quarter, the following crops are to be harvested and established, this period being also the part of the year in which most of the profit is made in vegetable farms. At the time of writing this document, the financial results for the 3rd quarter have not been published, but until the AGM on 11.11.2022, shareholders will have access to a more complete picture of what the Norofert farm means. This profit proves the company's ability to operate vegetable farms profitably and efficiently.

We aim to increase the area for plant production, provided we find areas that benefit from strategic and logistical efficiency. For the time being, no private farms have been identified that would provide a return for shareholders that would merit expansion in this business line that is not the company's core business.

We propose to the shareholders to grant a mandate, as a preparatory step, for possible future public tenders, to have in advance the necessary authorizations to satisfy the requirements of the specifications.

To leave no room for doubt, the area and price per hectare of lease presented in EGMS are the upper limits at which we can bid, being necessary, since we cannot anticipate the inflationary effects that the economy is facing. Instead, we will apply the financial rigor to the economic opportunity we demonstrated in the acquisition of our Zimnicea farm.

3. Approval of the date of 29.11.2022 as the "registration date " that 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 of 28.11.2022 representing the "ex-date" of the EGMS decision: According to legal requirements.

4. The empowering of Mr. Popescu Vlad Andrei, President of the Board of Directors, for the fulfillment of all formalities and procedures to implement the EGMS decision and to sign all necessary documents in relations with the Trade Registry Office, the Official Gazette, the Financial Supervisory Authority, the Bucharest Stock Exchange and any other institutions, or any other approvals, 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.