

Issuer: The Board of Directors of NOROFERT S.A., according to its decision of 06.10.2022

CONVENING NOTICE OF THE EXTRAORDINARY GENERAL MEETING AND THE ORDINARY GENERAL MEETING OF NOROFERT SA SHAREHOLDERS

The Board of Directors of NOROFERT SA, a joint-stock company with headquarters in Bucharest, Sector 1, str. Lt. Av. Șerban Petrescu no. 20, Ground floor, room 1 and 2, having the unique registration code 12972762 and order number in the commercial register J40/4222/2000 ("the Company"), in accordance with the provisions of the Company's constitutive act, valid on the date of the convening, of the Companies Law no. 31/1990, of Law no. 24/2017 regarding issuers of financial instruments and market operations and ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, with subsequent amendments and additions,

CONVENES

the **ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)**, for 11.11.2022, at 17:00., and

the **EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)**, for 11.11.2022, at 17:30,

in the case of both meetings for all shareholders registered at the end of 31.10.2022 (reference date) in the Register of Shareholders held by Depozitarul Central SA, both meetings to be held at the DoubleTree Hotel by Hilton Cluj – City Plaza, str. Sindicatelar no. 9-13, postal code 400029, Venetia Hall, floor 5, in Cluj Napoca, Cluj County, Romania, with the agenda below.

I. OGMS agenda:

- 1. Revocation of the auditor of the company – DELOITTE AUDIT SRL.**
- 2. The selection as company auditor of the audit company – CONTEXPERT AUDIT&ADVISORY SRL for a 2-year mandate.**
- 3. Approval of the auditor's fee according to its offer.**
- 4. Establishing the registration date** (proposal: 29.11.2022) and **ex-date** (proposal: 28.11.2022).
- 5. The empowering of the President of the board of directors**, with the right of substitution/delegate, to sign any documents (including the decisions of the General Meeting of Shareholders and the updated articles of association of the Company) and the undertaking of any necessary formalities, including the representation of the Company in front of any public authorities/natural persons/legal entities, for the fulfillment of those decided by OGMS.

II. EGMS agenda:

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.

Norofert S.A.

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2. Approval of participation in public auctions 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.

3. 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 of 28.11.2022 representing "**ex-date**" of the EGMS decision.

4. The empowering of Mr. Popescu Vlad Andrei, the President of the Board of Directors, to fulfill all the formalities and procedures 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 Bucharest Stock Exchange and with any other institutions, or any other notices, documents or contracts required by law 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.

If the quorum conditions are not met on the date of the first meeting(s), EGMS and/or OGMS will be convened again for 14.11.2022, at the same time, in the same place and with the same agenda. In the event of a new convening/s, the reference date established above for the participation of shareholders in the vote remains valid.

Shareholders' access to EGMS and OGMS works is granted by verifying the identity document, in the case of natural persons, and the special power of attorney, in the case of legal person shareholders and represented natural person shareholders.

One or more shareholders representing, individually or together, at least 5% of the share capital has/have the right:

- to introduce items on the EGMS and/or OGMS agenda, within 15 days at most from the publication of the convocation, until the end of 26.10.2022, provided that each item is accompanied by a justification, or a project resolution proposed for adoption by EGMS and/or OGMS.
- to present draft resolutions for the items included or proposed to be included on the EGMS and/or OGMS agenda.

The above rights can only be exercised in writing (sent by post/courier or e-mail with electronic signature). Shareholders can exercise these rights until the end of 26.10.2022.

If necessary, the Company will publish the new agenda by 28.10.2022 at the latest.

Each shareholder has the right to address questions to the board of directors regarding the items on the EGMS and/or OGMS agenda (by e-mail to investitori@norofert.ro or courier) until before the date of the general meetings of shareholders. The company has the obligation to answer questions on the website, prior to the meeting, or during the meeting.

Shareholders can exercise their right to vote on the items on the agenda:

- a. in person;
- b. through a representative, who will present the special power of attorney form completed by the represented shareholder or general power of attorney. The special power of attorney form

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will be displayed on the Company's website, together with the materials subject to debate and the other documents provided for by art. 188 of Regulation no. 5/2018. Special proxies can be received at the latest on the date of the meeting of the general meeting, accompanied by a copy of the identity document and verification certificate of the shareholder (legal entity) represented.

c. by correspondence, using the mail ballot available on the company's website, <https://norofert.ro/investors/>, and the vote is to be sent or received by e-mail, at the latest on the date of the meeting of the general meetings.

d. online, by accessing the link <http://nrf.evote.ro/login> from any device connected to the Internet.

For identification and online access to EGMS and/or OGMS, natural person shareholders provide their name and surname, CNP, e-mail address, copy of identity card and telephone number (optional), and legal person shareholders provide their name, CUI, surname, first name and CNP of the legal representative, e-mail address, copy of the identity card of the legal representative, copy of the ascertainment certificate issued by the Trade Register/equivalent document issued by the authority of the state in which the legal entity is registered, previously with the more than 30 days reference date and phone number (optional).

The electronic copy of these documents will be uploaded in the dedicated fields. The files that can be uploaded will be of type Jpg., pdf., png.

Shareholders can log in and vote whenever they want in the interval intended for voting by mail and/or live, the last voting option being the one registered. The identification made by the Company in the case of natural persons gives access to the EGMS and/or OGMS in the situation where the said natural person is a shareholder on the reference date. The identification made by the Company in the case of legal persons, special or general powers of attorney gives access to the EGMS and/or OGMS after each time proving the validity of the legal representative, respectively of the authorized person.

In the event that, following the identification process, there are inconsistencies between the data provided by the shareholder and those in the Register of Shareholders on the reference date, the shareholder will be notified and will be instructed to contact the Department of Investors Relations at the email investitori@norofert.ro or phone number 0753 157 858.

Holding meetings, voting by mail, as well as exercising the shareholders' right to information or formulating requests to complete the agenda will be done in compliance with Law no. 31/1990, of Law no. 24/2017 and ASF Regulation no. 5/2018. In order to communicate electronically, the email address investitori@norofert.ro will be used.

All documents related to the items on the agendas, including but not limited to the documents to be presented to the EGMS and OGMS and the draft resolutions will be made available to shareholders starting from 10.10.2022, every day, from Monday to Friday, between the hours of 9:00-17:00 at the address in Bucharest, str. Justitiei no. 63, sector 4. These documents will also be available on the Company's website, starting from 10.10.2022, at <https://norofert.ro/investors/>.

Shareholders will be able to request copies of these documents in writing, by e-mail, to investitori@norofert.ro or by courier to the address of the Company's headquarters, in the latter case paying the cost of photocopying.

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Regardless of the transmission method, the requests will be signed by the shareholders or their representatives and will be accompanied by documents bearing the mention of the original and the signature of the shareholder/representative, certifying the identity of the shareholders and, where applicable, the capacity of representative of the signatories.

The requests shall also indicate the postal address, e-mail address or fax number where the respective shareholder wishes to receive copies of the aforementioned documents.

Additional information regarding the convening and holding of meetings can be obtained at the company's headquarters, phone no. 0753 157 858 or by e-mail at investitori@norofert.ro.

Bucharest, 06.10.2022

PRESIDENT OF THE BOARD OF DIRECTORS

Popescu Vlad Andrei

Norofert S.A.

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