

To:  
**BURSA DE VALORI BUCUREȘTI S.A.**  
**AUTORITATEA DE SUPRAVEGHERE FINANCIARĂ**

## CURRENT REPORT 34/2022

According to Law nr. 24/2017 regarding issuers of financial instruments and market operations, ASF regulation nr. 5/2018 regarding the issuers of financial instruments and market operations and/or the Bucharest Stock Exchange Rulebook for Multilateral Trading System.

Date of report	15.11.2022
Name of the Company	NOROFERT S.A.
Registered Office	Bucharest Str. Lt. Av. Șerban Petrescu Nr. 20, Ground Floor, Room 1 and 2, District 1.
Phone	031 860 21 01
Email	<a href="mailto:investitori@norofert.ro">investitori@norofert.ro</a>
Registration nr. with Trade Registry	J40/4222/2000
Fiscal Code	12972762
Subscribed and paid share capital	6,859,152 lei
Total number of shares	17,147,880
Market where securities are traded	SMT AeRO Premium, symbol NRF for shares Bonds-SMT, symbol NRF25 for bonds

**Important events to be reported:** Resolutions of the OGMS & EGMS dated 11.11.2022

On 11.11.2022, starting with 17:00 PM, at DoubleTree Hotel by Hilton Cluj – City Plaza, str. Sindicatelor no. 9-13, postal code 400029, Venetia Hall, floor 5, in Cluj Napoca, Cluj County, Romania, took place the Ordinary General Meeting of Shareholders of Norofert S.A. (the “Company”), and starting with 17:30 PM, at the same location, the Extraordinary General Meeting of Shareholders of the Company took place. For both meetings, the legal and statutory quorum was constituted at first convocation.

The resolutions of the Ordinary and Extraordinary General Meetings of Shareholders of the Company are attached to this current report.

PRESIDENT OF THE BOARD OF DIRECTORS

Popescu Vlad Andrei

**RESOLUTION OF THE ORDINARY GENERAL MEETING  
OF NOROFERT SA SHAREHOLDERS  
NO. 1/11 November 2022**

At the Ordinary General Meeting of the Shareholders of NOROFERT SA (*the Company*), with headquarters in Bucharest, Sector 1, str. Lt. Av. Șerban Petrescu no. 20, Ground floor, room 1 and 2, having CUI 12972762, registered in the Trade Register under no. J40/4222/2000, meeting at Hotel DoubleTree by Hilton Cluj – City Plaza, str. Sindicatelor no. 9-13, postal code 400029, Sala Venetia, floor 5, from the municipality of Cluj Napoca, Cluj county, Romania, at 5:00 p.m. presided by Mr. Popescu Vlad Andrei, the President of the Board of Directors, the secretary being Cristina Elena Mihalache, attended by shareholders holding 12,507,949 shares 72.9417% of the share capital, the quorum being met.

On the items listed on the agenda, the shareholders decided the following.

1. Voted for shareholders holding 12,309,743 shares, against shareholders holding 156,343 shares, and shareholders holding 32,850 shares abstained regarding the **revocation of the auditor of the company - DELOITTE AUDIT SRL, so that the revocation decision was adopted with 98.4863% of votes.**

2. Voted for shareholders holding 12,321,299 shares, against shareholders holding 71,249 shares, and shareholders holding 109,684 shares abstained regarding the **election as company auditor of the audit company - CONTEXPERT AUDIT&ADVISORY SRL for a 2-year mandate, so that the decision to elect the auditor with a 2-year mandate was adopted with 98.5528% of the votes.**

3. Voted for shareholders holding 12,323,756 shares, against shareholders holding 31,633 shares, and shareholders holding 146,843 shares abstained regarding the **approval of the auditor's fee according to his offer, so that his fee offer was approved, respectively 9,000 Euro/year without VAT, with 98.5724% of the votes.**

4. They voted for shareholders holding 12,457,116 shares, against shareholders holding 9,162 shares, and shareholders holding 35,954 shares abstained regarding the **establishment of the registration date** (proposal: 11/29/2022) and **ex-date** (proposal: 11/28/2022), so that **the proposal was approved with 99.6391%.**

5. Voted for the shareholders holding 12,463,565 shares, against the shareholders holding 1,248 shares, and the shareholders holding 36,855 shares abstained regarding the **Power of Attorney for the President of the board of directors**, with the right of substitution/delegation, in order to sign any documents (including OGMS decisions and the updated constitutive act of the Company) and the enterprise of any necessary formalities, including the representation of the Company in front of any public authorities/natural persons/legal persons, in order to fulfill those decided by the OGMS, so that **the proposal was approved with 99.6952% of the votes.**

The minutes of the meeting can be accessed at this link: <https://norofert.ro/wp-content/uploads/2022/11/Proces-verbal-AGOA.pdf>.

Date 11.11.2022

PRESIDENT OF THE BOARD OF DIRECTORS,

Secretary,

**Norofert S.A.**

J40/4222/2000; CUI 12972762

HQ: Str. Lt. Av. Șerban Petrescu, Nr. 20, Ground Floor, Room 1 and 2

District 1, Bucharest, Romania

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**RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING OF NOROFERT SA SHAREHOLDERS  
NO. 1/11 November 2022**

At the Extraordinary General Meeting of the Shareholders of NOROFERT SA (*the Company*), with headquarters in Bucharest, Sector 1, str. Lt. Av. Șerban Petrescu no. 20, Ground floor, room 1 and 2, registered in the Trade Register under no. J40/4222/2000, meeting at the Hotel DoubleTree by Hilton Cluj – City Plaza, str. Sindicatelor no. 9-13, postal code 400029, Sala Venetia floor 5, from the municipality of Cluj Napoca, Cluj county, Romania, at 5:30 p.m. presided by Mr. Popescu Vlad Andrei, the President of the Board of Directors, secretary being Cristina Elena Mihalache, attended by shareholders holding 12,526,331 shares, representing 73.0489% of the share capital, the quorum being met.

On the items listed on the agenda, the shareholders decided the following.

1. Voted for shareholders holding 12,218,691 shares, against shareholders holding 125,708 shares, and shareholders holding 74,318 shares abstained regarding the 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, which represent the value equivalent at the exchange rate on the date of issue of the amount of 1,490,000 lei, according to the program proposed by the Board of Directors for remuneration employees and managers considering the condition that they have a continuity in function for at least one year from the date of the extraordinary general meeting **so that the stock option plan (SOP) program was approved with 98.3893% of the votes.**

2. Voted for shareholders holding 12,418,318 shares, against no shareholder, and shareholders holding 400 shares abstained regarding the 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 the equivalent of 1,700 kg wheat/ha and empowering the board of directors to decide to participate in any such auctions that would be announced, **so that the proposal was approved with 99.9967% of the votes.**

3. Shareholders holding 12,414,217 shares voted for, against shareholders holding 4,200 shares, and shareholders holding 300 shares abstained on 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 and the date of 28.11.2022 representing the "**ex-date**" of the EGMS decision, **so that the proposal was approved with 99.9637% of the votes.**

4. They voted for the shareholders holding 12,419,367 shares, against no shareholder, and the shareholders holding 300 shares abstained regarding the Power of Attorney for Mr. Popescu Vlad Andrei, the President of the Board of Directors for the fulfillment of all formalities and procedures in order to fulfill the the EGMS decision and the signing of 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 notices, documents or contracts required by law in order to fulfill this decision. He, in return, will be able to delegate these duties to one or more persons he/she deems appropriate, including to lawyers **so that the proposal was approved with 99.9975% of the votes.**

The minutes of the meeting can be accessed at this link: <https://norofert.ro/wp-content/uploads/2022/11/Proces-verbal-AGEA.pdf>.

Date 11.11.2022

PRESIDENT OF THE BOARD OF DIRECTORS,

Secretary,

**Norofert S.A.**

J40/4222/2000; CUI 12972762

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