

**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. Sindicatelar 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,

Secretary,