**General power of attorney for legal person shareholders**

for the Ordinary General Meetings of NOROFERT SA Shareholders

Subscribed, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*\*To be completed with the name of the legal person shareholder*

with registered office located in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, registered at the Trade Register/similar entity for non-resident legal entities under no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, unique registration code/equivalent registration number for non-resident legal entities \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

legally represented by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*\*It will be completed with the name and surname of the legal representative of the legal entity shareholder, as they appear in the documents proving the quality of representative*

as a shareholder of **NOROFERT SA** , a joint-stock company based in Bucharest, Sector 1, str. Serban Petrescu no. 20, approx. 1&2, registered at the Trade Registry Office next to the Bucharest Court under the number: J40/4222/2000, with the unique registration code 12972762, Romania ( **Company** ),

we hereby authorize: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

*\*It will be completed with the name and surname of the authorized natural person to whom this power of attorney is granted*

identified with BI/CI/passport series \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ on the date of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, CNP \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled in\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

***OR***

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*\*To be completed with the name of the legal person shareholder*

with registered office located in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, registered at the Trade Register/similar entity for non-resident legal persons under no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, unique registration code/equivalent registration number for non-resident legal entities \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

legally represented by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*\*It will be completed with the name and surname of the legal representative of the legal entity shareholder, as they appear in the documents proving the quality of representative*

as our representative in the Ordinary General Meetings that the Company will organize during this mandate, having the discretionary right to decide on any point that will be on the agenda of these meetings, as it deems appropriate, including with regarding disposition documents, for the entire holding that the subscriber will have on the reference date of that meeting.

**The duration of the general mandate granted by this power of attorney expires on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.**

*\** ***The term of office cannot exceed 3 years***

By signing this power of attorney both by the principal and the trustee, they declare that the trustee is not in a conflict of interest, such as:

1. is a majority shareholder of NOROFERT SA, or of another entity controlled by the respective shareholder;
2. is a member of an administrative, management or supervisory body of NOROFERT SA, of a majority shareholder or of an entity controlled by that shareholder;
3. is an employee or an auditor of NOROFERT SA or of a majority shareholder or of an entity controlled by that shareholder;
4. is the spouse, relative or next of kin up to the fourth degree inclusive of one of the natural persons provided above.

This general power of attorney:

1. before the first use, it will be sent to NOROFERT SA 48 hours before the general meeting, in a copy, including the statement of conformity with the original under the signature of the trustee. Certified copies of the powers of attorney will be retained by NOROFERT SA, mentioning this in the minutes of the general meeting;
2. it is signed and dated by the principal shareholder; the proxy's signature will certify the absence of conflict of interest;
3. it will be completed by the principal shareholder in all the fields entered;
4. creates a mandate *intuitu personae* , the trustee not being able to be substituted by another person. If the trustee is a legal person, it can exercise the mandate received through any person who is part of the administrative or management body or among its employees.

The following is attached to this general power of attorney:

* the ascertaining certificate, in the original or a copy conforming to the original, issued by the Trade Register or any other document, in the original or a copy conforming to the original, issued by a competent authority in the state in which the subscriber is legally registered, with an age of no more than 30 days before the reference date and which allows the identification of the subscription in the register of NOROFERT SA shareholders issued by Depozitarul Central SA. If Depozitarul Central S..A was not informed in time regarding the name of the legal representative of the subscription (so that the shareholders' register reflects this), the ascertaining certificate/similar documents mentioned above will have to prove the legal representative of the subscription;
* copy of the identity document of the authorized natural person (BI or CI for Romanian citizens, or passport for foreign citizens).

***OR***

* in the case of the authorized legal person, we also attach his certifying certificate, in the original or a copy conforming to the original, issued by the Trade Register or any other document, in the original or a copy conforming to the original, issued by a competent authority in the country of origin, indicating, among other things, the identity of its legal representative, with an age of no more than 30 days before the reference date.
* proof that the trustee has the capacity either as an intermediary (in accordance with the provisions of Art. 2 para. (1) point ( 20 ) of Law no. 2 4 /20 17 ) or as a lawyer, and the shareholder is the client of the trustee.

**Date of granting the general power of attorney: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

*\*In the situation where the shareholder will successively submit more than one general power of attorney, the general power of attorney having a later date revokes the previous general power of attorney(s)*

Name **SHAREHOLDER** legal person:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name and surname of legal representative **SHAREHOLDER**: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*\*It will be completed with the name of the legal person shareholder and the name and surname of the legal representative, clearly, in capital letters*

**SHAREHOLDER** signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*\*It will be completed with the signature of the legal representative of the legal entity shareholder and will be stamped*

**Name and surname of the MANAGER**: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*\*In the case of the legal person's representative, the name and the name of the legal person's representative will be filled in*

**Signature of ATTORNEY** : \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_