**SPECIAL POWER OF ATTORNEY**

**for the ordinary general meeting of NOROFERT SA shareholders**

**convened for April 21/24, 2023**

The undersigned\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, based in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, registered in the Trade Register under no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, having CUI \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, holder of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares issued by NOROFERT SA, registered in the Commercial Register under no. J40/4222/2000, having CUI 12972762 , representing \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_% of the total number of shares issued by NOROFERT SA, which gives us a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ voting rights in the general meeting of shareholders, legally represented by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, as \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, hereby o/we authorize \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, identified with CI series\_\_\_\_ no.\_\_\_, having CNP\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, to vote, in our name and on our behalf, on the items on the agenda of the ordinary general meeting of NOROFERT SA shareholders, which will take place on April 21, 2023, at 5:00 p.m. at the Cesianu Racoviță Palace, floor 1, CA Rosetti 5, in Bucharest, Romania, or on the date of the second meeting (April 24, 2023, at the same time and same place), in case the first one could not be held, as follows below.

1. **Election Secretary of the meeting.**

for

against

abstention

1. **Approval of the individual financial statements of the Company for the financial year 2022**.

for

against

abstention

1. **Approval, as a consequence, of the method of allocation of the net profit** related to the year 2022, in the amount of 9,396,397.18 RON, as follows:
   * legal reserves = RON 500,268.40;
   * other reserves = 0 RON;
   * from the amount of 8,896,128.78 RON representing the profit related to the year 2022 remaining after the allocation to legal reserves, the amount of 7,523,459.66 RON will be allocated to cover the loss related to the result carried forward from the correction of accounting errors related to 2020-2021, leaving a profit of 1,372,669.12 lei related to 2022 of which,
   * 1,200,000 lei will be distributed as gross dividends (from the result of 2022) 0.0699 lei/share, with payment date 20.10.2023, leaving a related undistributed profit for 2022 of 172,669.12 lei.
   * from the remaining profits to be distributed from the previous years - the year **2019** the value of 374,319.34 RON, the year **2020** the value of 1,317,677.54 RON and the year **2021** the value of 6,665,941.71 RON will be distributed to cover the loss related to the result carried forward from the correction accounting errors related to 2020-2021 in the amount of 8,357,938.59 lei.
   * the new dividend policy is approved;

for

against

abstention

1. **Approving, as a consequence, the discharge of the members of the board of directors** for the activity related to the financial year 2022, taking into account the individual financial statements;

for

against

abstention

1. **Approval of the Company's revenue and expense budget** for the financial year 2023 and the 2023 investment program as part of the Company's income and expenditure budget;

for

against

abstention

1. **Establishing the registration date** (proposal: 10.05.2023), **ex-date date** (proposal: 09.05.2023) for the Resolutions of the Ordinary General Meeting and for determining the shareholders who will benefit from the right to the dividend is proposed as the **registration date** (proposal: 03.10 .2023) with **ex-date date** (proposal: 02.10.2023), **dividend payment date** (proposal: 20.10.2023);

for

against

abstention

1. **The authorization 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.

for

against

abstention

Date \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Name of the shareholder

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

Name of legal representative

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

Signature and stamp

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