

**RESOLUTIONS OF THE ORDINARY GENERAL MEETING  
OF NOROFERT SA SHAREHOLDERS  
NO. 1/21 April 2023**

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 Palatul Cesianu Racovița, CA Rosetti 5, Bucharest city, Romania, at 17:00, presided by Mr. Popescu Vlad Andrei, the president of the board of directors, with Mr. Sebea Mihai as secretary, shareholders holding 12,711,569 shares participated, representing 74.13% of the share capital, the quorum being met.

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

1. Shareholders holding 12,459,481 shares, representing 72.66% of the share capital, voted, the same number of votes being cast, of which 12,450,504 were in favor, 500 against, 800 abstentions and 7,677 votes were cancelled, so that Mr. Sebea was **elected Mihai as meeting secretary with 99.9960%** .

2. Shareholders holding 12,658,012 shares, representing 73.82% of the share capital, voted, with the same number of votes cast, of which 11,739,150 were for, 184,120 against and 734,742 abstained, so that they **were approved the individual financial statements of the Company for the financial year 2022** , based on the conclusions of the report of the financial auditor of the Company on 31.12.2022 and the report of the board of directors regarding the activity of the Company during the year 2022.

3. Shareholders holding 12,711,569 shares, representing 74.13% of the share capital, voted, with the same number of votes cast, of which 11,644,988 were in favor, 231,472 against and 835,109 abstained, consequently approving the allocation **of the related net profit of 2022, in the amount of 9,396,397.18 lei**, as follows:

- legal reserves = 500,268.40 lei;
- other reserves = 0 lei;
- from the amount of 8,896,128.78 lei representing profit related to 2022, remaining after the allocation to legal reserves, the value of 7,523,459.66 lei will be allocated to cover the loss related to the result carried forward from the correction of accounting errors related to 2020-2021, remaining 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 lei, the year 2020 the value of 1,317,677.54 lei and the year 2021 the value of 6,665,941.71 lei 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;

**Norofert S.A.**

J40/4222/2000; CUI RO12972762

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District 1, Bucharest, Romania

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- the new dividend policy was approved.

4. Shareholders holding 12,711,539 shares, representing 74.13% of the share capital, voted, with the same number of votes cast, of which 11,793,444 were in favor, 177,945 against and 740,150 abstained, so that it was **approved the discharge of the members of the board of directors for the activity related to the financial year 2022**, considering the individual financial statements.

5. Shareholders holding 12,701,790 shares, representing 74.07% of the share capital, voted, with the same number of votes cast, of which 12,525,267 were in favor, 168,988 were against and 7,535 abstained, so that the Company's income and expenditure budget **for the 2023 financial year and the 2023 investment program**, as part of the Company's revenue and expenditure budget.

6. Shareholders holding 12,711,569 shares, representing 74.13% of the share capital, voted, with the same number of votes cast, of which 11,944,488 were in favor, 49,635 against and 717,446 abstained, so that 10.05.2023 was set as the registration date, **09.05.2023 as ex-date for the decisions of the ordinary general meeting, and for determining the shareholders who will benefit from the right to the dividend, 03.10.2023 as registration date, with 02.10.2023 as ex-date and 20.10.2023 as the dividend payment date.**

7. Shareholders holding 12,685,990 shares, representing 73.98% of the share capital, voted, the same number of votes being cast, of which 12,639,485 were in favor, 42,806 against and 3,699 abstained, **so that the president of the board of directors was empowered**, with the right to substitution/delegation, in order to sign any documents (including the resolutions 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, in order to fulfill those decided by the General Meeting of Shareholders.

21.04.2023

President,  
Popescu Vlad Andrei,

Secretary,  
Sebea Mihai,

**Norofert S.A.**

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