

**DRAFT RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING OF NOROFERT S.A.****SHAREHOLDERS****NO. /April 29, 2024**

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, having CUI RO12972762, registered in the Trade Register under no. J40/4222/2000, met on **April 29, 2024, at 09:30**, at the Hilton Garden Inn Hotel, Room: Floreasca South, floor -1, Strada Doamnei, no. 12, Sector 3, Bucharest, Romania and presided by Mr. Popescu Vlad Andrei, the president of the board of directors, secretary being \_\_\_\_\_, shareholders representing \_\_\_\_\_ of the share capital participated, the quorum being met.

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

1. They voted for/against/abstained regarding the **Election of Meeting Secretary.**
2. They voted for/against/abstained regarding **the Mandate of the Board of Directors for prospecting with a view to the acquisition (or association) of businesses in the agricultural field**, complementary or competing with the activity of NOROFERT S.A. and the negotiation and conclusion of acquisitions of shares within the companies commercial of this type, within the cumulative value limit of 30,000,000 lei until December 31, 2025.
3. Voted for/against/abstained on the **Ratification of the transfer of subsidiary company Norofert USA LLC from the State of Ohio to the State of Delaware.**
4. Voted for/against/abstained on the **Norofert USA LLC Delaware Subsidiary Association Ratification (51%)** with Gary Lamb (49%) in the company Norofert Ag LLC South Dakota, with the purpose of building a factory in the United States of America, for the expansion in this market and the performance of the basic economic activity of Norofert SA.
5. Voted for/against/abstained regarding the **Approval of the issue (through one or more rounds of issue) of corporate bonds** not convertible into shares, unsecured, unconditional and with an option to redeem before maturity at the initiative of the Company, within the maximum limit of 3,500,000 EUR, each bond to be issued in RON, EUR or USD, with a nominal value of 100 RON and/or 100 EUR and/or 100 USD, with a maximum maturity of 5 years and a maximum interest amount of 10% per annum, payable quarterly or semi-annually. The issue/issues of bonds will/will take place during the period established by the Board of Directors of the Company, within an interval of 1 (one) year from the date of publication in the Official Gazette of Romania of the EGMS decision approving the issue of bonds. The issue of bonds, according to the

previously mentioned, may take place through one or more public offers and/or through one or more offers for which it is not necessary to publish a Prospectus (private placement).

6. They voted for/against/abstained regarding **the Approval of the admission to trading on the multilateral trading system administered by the Bucharest Stock Exchange of the bonds issued** in accordance with point no. 5 above and the undertaking by the Company of all necessary, useful and/or appropriate actions and formalities for this purpose.
7. They voted for/against/abstained regarding the **Authorization of the Company's Board of Directors, with the possibility of sub-delegation** (only regarding the signing of documents and the fulfillment of formalities), in order to carry out all the necessary and legal steps regarding the preparation, development and completion of the bond issue (or issues) in accordance with the above, as well as in order to admit them for trading on the multilateral trading system administered by the Bucharest Stock Exchange. In this sense, the Board of Directors is empowered, according to the following, the enumeration being exemplary and not limiting:
  - a) to decide on the opportunity, value, type of offer, method of subscription and subscription period of each issue and on all final details of the issue, as well as on all operations necessary to admit the bonds to trading;
  - b) to establish the way of determining the coupon (interest);
  - c) to adopt, amend and implement procedures and establish the terms and conditions of the subscription of bonds in accordance with the limits approved by EGMS;
  - d) to collaborate and negotiate contracts with intermediaries, consultants and/or other specialized companies that provide assistance in connection with the issuance of bonds and their admission to trading;
  - e) to ascertain the total number of bonds issued and the funds attracted by the Company following the issue;
  - f) to determine the destination of the funds raised following the issue/issues;
  - g) to draft and sign any document (including issue prospectuses and/or memoranda of admission to trading) and carry out any operations and formalities required in order to implement the issue of bonds and their admission to trading;
  - h) to operate the necessary registrations at the Company's Bond Register;
  - i) to undertake all the necessary measures and formalities for the purpose of registration and publicity related to the issuance and admission to trading of the bonds and to represent the Company before any authorities, bodies or companies in relation to the issuance and admission to trading of the bonds, including through the negotiation and conclusion of contracts with them;

- j) establishing minimum or maximum subscriptions, if applicable;
  - k) fulfilling the formalities regarding the preparation, execution and closing of the offer with the bonds as its object, as well as the preparation of the bond trading admission document including, but not limited to, the registration of financial instruments at the ASF, the signing of contracts with BVB and the Central Depository, representation before BVB Trading Admission Commission;
  - l) establishing the condition of success of the bond issue offer, if any, the allocation method in case of oversubscription and the revocability of the offer (if any);
  - m) the final maturity of the bonds (maturity) and the method of repayment of the bonds, respectively of the amortization plan (reduction of the principal through periodic payments), if applicable;
  - n) adopting any decision, drawing up documents, approving any changes to the related documentation and issuing any statements necessary for the preparation of the bond issue, including but not limited to the prospectus/offer document and/or admission to trading;
  - o) establishing any other details of the offer.
- 8.** They voted for/against/abstained regarding **the Establishment of the registration date** (proposal: 17.05.2024), **ex-date date** (proposal: 16.05.2023) for the Resolutions of the Extraordinary General Meeting.
- 9.** They voted for/against/abstained regarding **the Power of Attorney of the president of the board of directors**, with the right to substitute/delegate, in order to sign any documents (including the resolutions of the EGMS and the updated articles of incorporation of the Company) and the undertaking of any necessary formalities, including the representation The Company before any public authorities/individuals/legal entities, for the fulfillment of those decided by the EGMS.

Date

President,

Secretary,