

**To:**

BUCHAREST STOCK EXCHANGE  
FINANCIAL SUPERVISORY AUTHORITY

## CURRENT REPORT 12/2024

**According to Law nr. 24/2017 regarding issuers of financial instruments and market operations, ASF regulation nr. 5/2018 regarding the issuers of financial instruments and market operations and/or the Bucharest Stock Exchange Rulebook for Multilateral Trading System.**

Date of report	<b>29.03.2024</b>
Name of the Company	<b>NOROFERT S.A.</b>
Registered Office	<b>Bucharest Str. Lt. Av. Șerban Petrescu Nr. 20, Ground Floor, Room 1 and 2, District 1</b>
Phone	<b>0753 157 858</b>
Email	<a href="mailto:investitori@norofert.ro"><b>investitori@norofert.ro</b></a>
Registration nr. with Trade Registry	<b>J40/4222/2000</b>
Fiscal Code	<b>RO12972762</b>
Subscribed and paid share capital	<b>6,952,486 lei</b>
Total number of shares	<b>17,381,215</b>
Market where securities are traded	<b>MTS AeRO Premium, symbol NRF for shares Bonds-SMT, symbol NRF25 for bonds</b>

**Important events to be reported:** The decision of the Board of Directors to convene the Ordinary and Extraordinary General Meetings of Norofert S.A. Shareholders for the date of 29.04.2024

On 26.03.2024, the Board of Directors of Norofert S.A., hereinafter referred to as the Company, decided to convene the Ordinary General Meeting of Shareholders (OGSM) and the Convocation of the Extraordinary General Meeting of Shareholders (EGSM) for 29.04.2024 (first call), respectively 30.04.2024 (second convocation), if the attendance quorum for the first meeting is not met, having the agenda provided in the convening notice attached to this current report.

The notice is accompanied by the background notes, the report of the Board of Directors, the audit report as well as the explanatory notes to the financial statements for the financial year 2023. Interested parties can consult all documents on the Company's website in the General Meetings section of Shareholders [www.norofert.ro/investors/general-shareholders-meeting/](http://www.norofert.ro/investors/general-shareholders-meeting/).

PRESIDENT OF THE BOARD OF DIRECTORS

Popescu Vlad Andrei

**Norofert S.A.**

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Issuer: The Board of Directors of NOROFERT SA, according to its decision no. 46 of 26.03.2024

**CONVOCACTION OF THE ORDINARY AND EXTRAORDINARY GENERAL MEETINGS  
OF NOROFERT S.A. SHAREHOLDERS for 29.04.2024/30.04.2024**

**The Board of Directors of NOROFERT S.A.**, a joint-stock company with headquarters in Bucharest, Sector 1, str. Lt. Av. Serban Petrescu no. 20, Ground floor, room 1 and 2, having the unique registration code RO12972762 and order number in the trade register J40/4222/2000 ("the Company"), in accordance with the provisions of the Company's constitutive act, valid on the date of the convening, of the Companies Law no. 31/1990, of Law no. 24/2017 regarding issuers of financial instruments and market operations and ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, with subsequent amendments and additions,

**SUMMONS**

**ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)**, for 29.04.2024, 09:00,

**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (EGMS)**, for 29.04.2024, at 09:30,

for all shareholders registered at the end of 04/19/2024 (reference date) in the Register of Shareholders held by Depozitarul Central S.A., both to be held at the Hilton Garden Inn, Doamnei Street no. 12, Sala Floreasca South, floor -1, in the municipality of Bucharest, sector 3, Romania, with the agenda below.

**I. OGMS agenda:**

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

**2. Approval of the individual financial statements of the Company for the financial year 2023**, based on the conclusions of the report of the financial auditor of the company on 31.12.2023 and the report of the board of directors regarding the activity of the company during the year 2023.

**3. Approval that the accounting loss related to the financial year 2023 be covered** from the future profits recorded by the company.

**4. The approval, as a consequence, of the discharge of management of the members of the board of directors** for the activity related to the financial year 2023, considering the individual financial statements.

**5. Approval of the Company's 2024 revenue and expenditure budget** and the 2024 investment program as part of the Company's revenue and expenditure budget.

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**6. Approval of the preparation of the annual financial statements in accordance with the requirements of accounting rules in Romania, namely Accounting Law no. 82/1991, republished and Order of the Minister of Public Finances ("OMFP") no. 2844/2016 for the approval of the Accounting Regulations compliant with the International Financial Reporting Standards, starting from 01.01.2025.**

**7. Extension of the mandate of the company's auditor of the audit firm – CONTEXPERT AUDIT&ADVISORY SRL for a 2-year mandate.**

**8. Establishing the registration date** (proposal: 17.05.2024), **ex-date date** (proposal: 16.05.2024) for the Resolutions of the Ordinary General Meeting.

**9. The authorization of the president of the board of directors**, with the right of substitution/delegate, in order 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.

## **II. EGMS agenda:**

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

**2. 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 in commercial companies of this type, within the cumulative value limit of 30,000,000 lei until December 31, 2025.

**3. Ratification of the transfer of subsidiary company Norofert USA LLC from the State of Ohio to the State of Delaware.**

**4. Ratification of the association of the subsidiary Norofert USA LLC Delaware (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 S.A..

**5. Approval of the issue (through one or more issue rounds) of corporate bonds** not convertible into shares, unguaranteed, 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 value of 10% per year, payable quarterly or semesterly. 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 Monitor of Romania of the EGMS decision approving the issue of bonds. The issue of bonds,

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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. Approval of the admission to trading on the multilateral trading system administered by Bucharest Stock Exchange S.A. 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. The authorization of the Board of Directors of the Company, 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

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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. Establishing the registration date** (proposal: 17.05.2024), **ex-date date** (proposal: 16.05.2023) for the Resolutions of the Extraordinary General Meeting.

**9. The authorization of the president of the board of directors**, with the right of substitution/delegate, in order to sign any documents (including EGMS decisions and the updated articles of incorporation 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 the EGMS.

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If the quorum conditions are not met on the date of the first meeting(s), OGMS and/or EGMS will be convened again for 30.04.2024, at the same time, in the same place and with the same agenda. In the

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event of a new convening/s, the reference date established above for the participation of shareholders in the vote remains valid.

Shareholders' access to the OGMS and/or EGMS works is done by verifying the identity document, in the case of natural persons, and the special power of attorney, in the case of legal person shareholders and represented natural person shareholders.

One or more shareholders representing, individually or together, at least 5% of the share capital has/have the right:

- to insert items on the agenda of the OGMS and/or EGMS, within 15 days at most from the publication of the convocation, until the end of 15.04.2024, provided that each item is accompanied by a justification or a draft resolution proposed for adoption by OGMS and/or EGMS;
- to present draft resolutions for the items included or proposed to be included on the OGMS and/or EGMS agenda.

The above rights can only be exercised in writing (sent by post/courier or e-mail with electronic signature). Shareholders can exercise these rights until the end of 04/15/2024.

If necessary, the Company will publish the new agenda by 18.04.2024 at the latest.

Each shareholder has the right to address questions to the board of directors regarding the items on the OGMS and/or EGMS agenda (by e-mail to [investitori@norofert.ro](mailto:investitori@norofert.ro), or courier) until before the date of the general meetings of shareholders. The company has the obligation to answer questions on the website, prior to the meeting, or during the meeting.

Shareholders can exercise their right to vote on the items on the agenda:

**a. personal;**

**b. through a representative,** who will present the special power of attorney form completed by the represented shareholder or general power of attorney. The special power of attorney form will be displayed on the Company's website, together with the materials subject to debate and the other documents provided by art. 188 of Regulation no. 5/2018. Special proxies can be received at the latest on the date of the meeting of the general meeting, accompanied by a copy of the identity document and verification certificate of the shareholder (legal entity) represented;

**c. by mail,** using the mail ballot available on the company's website, [www.norofert.ro/investors/](http://www.norofert.ro/investors/) and the vote is to be sent or received by e-mail, at the latest on the date of the meeting of the general meetings;

**d. online,** by accessing the link <http://nrf.evot.ro/login> or they can connect directly using the access credentials generated following identification through the Investor Registration Platform developed by Depozitarul Central: <https://www.roclear.ro/Inrolare-Investitori>.

For identification and online access to OGMS and/or EGMS, natural person shareholders provide their name and surname, CNP, e-mail address, copy of identity document and telephone number (optional), and legal person shareholders provide their name, CUI, surname, first name and CNP of the legal representative, e-mail address, copy of the identity card of the legal representative, copy of the ascertainment certificate issued by the Trade Register/equivalent document issued by the authority of the

state in which the legal entity is registered, previously with the more than 30 days reference date and phone number (optional).

The electronic copy of these documents will be uploaded in the dedicated fields. The files that can be uploaded will be of type .jpg, .pdf, .png.

Shareholders can log in and vote whenever they want during the interval intended for postal and/or live voting, the last voting option being the registered one. The identification made by the Company in the case of natural persons gives access to the OGMS and/or EGMS in the situation where the said natural person is a shareholder on the reference date. The identification made by the Company in the case of legal persons, special or general powers of attorney gives access to the OGMS and/or EGMS after each time proving the validity of the legal representative, respectively the authorized person.

In the event that, following the identification process, there are inconsistencies between the data provided by the shareholder and those in the Shareholder Register on the reference date, the shareholder will be notified and directed to contact the Shareholder Relations Department at [investitori@norofert.ro](mailto:investitori@norofert.ro) or at phone number 0753.157.858.

Holding meetings, voting by mail, as well as exercising the shareholders' right to information or formulating requests to complete the agenda will be done in compliance with Law no. 31/1990, of Law no. 24/2017 and ASF Regulation no. 5/2018. In order to communicate electronically, the e-mail [investitori@norofert.ro](mailto:investitori@norofert.ro) will be used.

All documents related to the items on the agendas, including, but not limited to, the documents to be presented to the OGMS and/or EGMS and the draft resolutions will be made available to shareholders starting from 29.03.2024, every day, from Monday until Friday, between the hours of 9:00-17:00 at the address in Bucharest, str. Justitiei no. 63, sector 4. These documents will also be available on the Company's website, starting from 03.29.2024, at [www.norofert.ro/investors/](http://www.norofert.ro/investors/).

Shareholders will be able to request copies of these documents in writing, by e-mail to [investitori@norofert.ro](mailto:investitori@norofert.ro) or by courier to the address of the Company's headquarters, in the latter case paying the cost of photocopying.

Regardless of the transmission method, the requests will be signed by the shareholders or their representatives and will be accompanied by documents bearing the mention of the original and the signature of the shareholder/representative, certifying the identity of the shareholders and, where applicable, the capacity of representative of the signatories.

The requests shall also indicate the postal address or e-mail address where the respective shareholder wishes to receive copies of the aforementioned documents.

Additional information regarding the convening and holding of meetings can be obtained at the company's headquarters, phone no. 0753.157.858 or by e-mail at [investitori@norofert.ro](mailto:investitori@norofert.ro).

Bucharest, 26.03.2024

PRESIDENT OF THE BOARD OF DIRECTORS

Popescu Vlad Andrei

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