

**FUNDAMENTAL NOTES REGARDING THE ITEMS ON THE AGENDA of EGMS of NOROFERT S.A.,  
convened for April 29/30, 2024, 09:30**

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

**2. Mandate of the Board of Directors for prospecting for the acquisition (or association) of businesses in the agricultural field.**

Given our growing presence in the agricultural field, there are multiple opportunities to consolidate and expand the business model as well as to streamline operations. We propose the prospecting, with a view to the acquisition, of some businesses in the agricultural field, complementary or competing, and the negotiation and conclusion of acquisitions of shares in commercial companies of this type, within the cumulative limit of 30,000,000 lei until December 31, 2025. In this mandate, certain partnerships or associations can be made to help us strengthen society.

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

Norofert USA LLC was incorporated in the State of Ohio on the advice of the United States Attorney. At the time of writing, the subsidiary is in the process of being transferred to the State of Delaware. As such, the subsidiary will be governed by the laws of the State of Delaware, which is known to be the best jurisdiction for holding companies, especially if they are owned by foreign entities, as is our case. Norofert SA fully owns Norofert USA LLC, which thus becomes a holding company for the United States market. This structure gives us fiscal and legal clarity. Thus, any subsidiary of Norofert USA LLC is more likely to qualify for federal or state grants and/or funds because it is a US company with a US domiciled partner.

**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 aim of building a factory in the United States of America, for the expansion in this market and carrying out the basic economic activity of Norofert SA.**

The project to access the US market by the company began in 2020, during which important steps were taken such as the homologation of a range of products, certified field tests and the creation of a product portfolio with growth potential in the US market. We also explored various market entry routes, including participation in agricultural fairs as well as discussions with local representatives and distributors. In the end, attracting a local partner proved to be the strategic decision through which we can reduce our operational risks and which will generate the most benefits for Norofert shareholders.

The assembly of the production line in the American market and the collaboration with Mr. Lamb come as a result of a process of negotiation and due diligence of more than a year. Mr. Gary Lamb is an entrepreneur with over 30 years of Midwestern agribusiness experience with extensive knowledge of the market and farmers in the area. He will manage the activity of the new entity in South Dakota, lead sales, territorial expansion and administration of the company. Norofert will export from the laboratory in Filipeștii de Pădure concentrated strains of bacteria for use in production in the USA, thus considerably reducing transport costs in the case of finished products. We provide the recipes, our brand, method and production line for this project. Through the contract signed with Mr. Lamb, our intellectual property is protected and there is also an exit mechanism for both parties, if they wish, after at least 4 years.

**4. 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). **Points 5, 6 and 7 of AGEA.**

In the past, the company accessed capital through corporate bonds that was directed to the growth of the business, especially the assets, thus maintaining a level of indebtedness suitable for a growing company. Norofert's management proposes, every year, to obtain a mandate for corporate bonds to ensure the company's liquidity. The authorization of this way of financing is meant to be additional to the finances generated from the core activity and bank financings. These bonds can be tradable and the Board of Directors is empowered to take all the necessary and legal steps regarding the preparation, development and completion of the bond issue.

**8. Establishing the registration date** according to the legal provisions in the matter.

**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.