**SPECIAL POWER OF ATTORNEY FOR LEGAL PERSONS**

**for EGMS NOROFERT SA, convened for April 29/30, 2024**

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 RO12972762 , 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, on our behalf and on our behalf, on the items on the agenda of the extraordinary general meeting of NOROFERT shareholders SA, which will take place 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, or on the date of the second meeting (April 30, 2024 at the same time in the same place), if the first could not be held, as follows below:

1. **Election of Meeting Secretary.**

for

against

abstention

1. **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 SA 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.

for

against

abstention

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

for

against

abstention

1. **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 SA.

for

against

abstention

1. **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 annum, 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 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).

for

against

abstention

1. **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.

for

against

abstention

1. **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:
	* 1. 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;
		2. to establish the way of determining the coupon (interest);
		3. 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;
		4. 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;
		5. to ascertain the total number of bonds issued and the funds attracted by the Company following the issue;
		6. to determine the destination of the funds raised following the issue/issues;
		7. 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;
		8. to operate the necessary registrations at the Company's Bond Register;
		9. 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;
		10. establishing minimum or maximum subscriptions, if applicable;
		11. 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;
		12. 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);
		13. 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;
		14. 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;
		15. establishing any other details of the offer.

for

against

abstention

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

for

against

abstention

1. **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.

for

against

abstention

The shareholder assumes full responsibility for the correct completion and safe transmission of this ballot.

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

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

Name of legal representative

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

Signature and stamp

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