

RESOLUTIONS OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF NOROFERT SA

NO. 1/29 April 2024

At the ordinary general meeting of shareholders of NOROFERT SA (the Company), with headquarters in Bucharest, Sector 1, Șerban Petrescu Street no. 20, ground floor, room 1 and 2, having VAT number RO12972762, registered with the Trade Registry under no. J40/4222/2000, held at Hilton Garden Inn, 12 Doamnei Street, Sala Floreasca South, floor -1, in Bucharest, sector 3, at 09:00, chaired by Mr. Popescu Vlad Andrei, chairman of the board of directors, with Mr. Dutu Mihai Dan as secretary, shareholders holding 11,549,454 shares, representing 66.44% of the share capital, attended, and the quorum was reached.

Upon the items on the agenda, the shareholders decided as follows:

1. Shareholders holding 11,547,612 shares, representing 66.43% of the share capital, voted, and the same number of votes were cast, out of which 11,544,975 were in favor and 2,637 abstained, thus Mr. Dutu Mihai Dan **was elected as secretary of the meeting**.
2. Shareholders holding 11,546,304 shares, representing 66.42% of the share capital, voted, and the same number of votes were cast, out of which 11,507,180 were in favor, 23,964 against, and 15,160 abstained, **thus the individual financial statements of the Company for the financial year 2023 were approved** based on the conclusions of the financial auditor's report of the Company as of 31.12.2023 and the board of directors' report on the Company's activities during the year 2023.
3. Shareholders holding 11,549,454 shares, representing 66.44% of the share capital, voted, and the same number of votes were cast, out of which 11,503,781 were in favor, 27,731 against, and 17,942 abstained, **thus it was approved, consequently, that the accounting loss for the financial year 2023 be covered from the future profits recorded by the company**.
4. Shareholders holding 11,549,454 shares, representing 66.44% of the share capital, voted, and the same number of votes were cast, out of which 2,992,595 were in favor, 24,664 against, and 8,532,195 abstained, **thus the discharge of the members of the board of directors for the activities related to the financial year 2023 was approved**, taking into account the individual financial statements.

5. Shareholders holding 11,549,454 shares, representing 66.44% of the share capital, voted, and the same number of votes were cast, out of which 11,536,090 were in favor, 12,864 against, and 500 abstained, **thus the revenue and expenditure budget for the financial year 2024 and the 2024 investment program were approved** as part of the Company's revenue and expenditure budget.
6. Shareholders holding 11,549,454 shares, representing 66.44% of the share capital, voted, and the same number of votes were cast, out of which 11,522,954 were in favor, 13,000 against, and 13,500 abstained, **thus the preparation of the annual financial statements in accordance with the requirements of the accounting regulations in Romania, namely Accounting Law no. 82/1991, republished, and Order of the Minister of Public Finance ("OMFP") no. 2844/2016 for the approval of the Accounting Regulations in accordance with the International Financial Reporting Standards, starting from 01.01.2025, was approved.**
7. Shareholders holding 11,549,454 shares, representing 66.44% of the share capital, voted, and the same number of votes were cast, out of which 11,515,006 were in favor, 14,758 against, and 19,690 abstained, **thus the extension of the mandate of the company's audit firm - CONTEXPERT AUDIT&ADVISORY SRL for a 2-year term was approved.**
8. Shareholders holding 11,549,454 shares, representing 66.44% of the share capital, voted, and the same number of votes were cast, **thus the setting of the registration date 17.05.2024 and the ex-date 16.05.2024 for the Resolutions of the Ordinary General Meeting was approved.**
9. Shareholders holding 11,549,454 shares, representing 66.44% of the share capital, voted, and the same number of votes were cast, out of which 11,538,310 were in favor, 10,964 against, and 180 abstained, **thus the empowerment of the President of the board of directors with the right of substitution/delegation, for the signing of any documents (including the resolutions of the OGMS and the updated articles of association of the Company) and undertaking any necessary formalities, including representing the Company before any public authorities/individuals/legal entities, for the implementation of the resolutions adopted by the OGMS, was approved.**

29.04.2024

President,

Popescu Vlad Andrei,

Secretary,

Dutu Mihai Dan,

RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF NOROFERT

NO. 1/29 April 2024

At the extraordinary general meeting of shareholders of NOROFERT S.A. (the Company), with headquarters in Bucharest, Sector 1, Șerban Petrescu Street no. 20, ground floor, room 1 and 2, having VAT number RO12972762, registered with the Trade Registry under no. J40/4222/2000, held at Hilton Garden Inn, 12 Doamnei Street, Sala Floreasca South, floor -1, in Bucharest, sector 3, at 09:30, chaired by Mr. Popescu Vlad Andrei, chairman of the board of directors, with Mr. Dutu Mihai Dan as secretary, shareholders holding 11,676,761 shares, representing 67.18% of the share capital, attended, and the quorum was reached.

Upon the items on the agenda, the shareholders decided as follows:

1. Shareholders holding 11,671,789 shares, representing 67.15% of the share capital, voted, and the same number of votes were cast, out of which 11,669,273 were in favor and 2,516 abstained, **thus Mr. Dutu Mihai Dan was elected as secretary of the meeting.**
2. Shareholders holding 11,676,709 shares, representing 67.18% of the share capital, voted, and the same number of votes were cast, out of which 11,561,709 were in favor and 115,000 against, **thus the authorization of the Board of Directors for the exploration for the purpose of acquisition (or association) of businesses in the agricultural field, complementary or competitive with the activity of NOROFERT S.A. and the negotiation and conclusion of equity participations in companies of this type, up to the cumulative value of 30,000,000 lei until 31 December 2025, was approved.**
3. Shareholders holding 11,673,559 shares, representing 67.16% of the share capital, voted, and the same number of votes were cast, out of which 11,673,559 were in favor, **thus the transfer of the subsidiary company Norofert USA LLC from the Ohio Statute to the Delaware Statute was ratified.**
4. Shareholders holding 11,676,709 shares, representing 67.18% of the share capital, voted, and the same number of votes were cast, out of which 11,676,709 were in favor, **thus the association of the subsidiary Norofert USA LLC Delaware (51%) with Gary Lamb (49%) in the company Norofert Ag LLC South Dakota, for the purpose of building a factory in the United**

States of America, for the expansion into this market and the conduct of the core business activity of Norofert S.A., was ratified.

5. Shareholders holding 11,673,559 shares, representing 67.16% of the share capital, voted, and the same number of votes were cast, out of which 11,501,627 were in favor, 163,832 against, and 8,100 abstained, **thus the issuance (through one or more rounds of issuance) of non-convertible corporate bonds into shares, unsecured, unconditional, and with the option of redemption before maturity at the initiative of the Company, up to a maximum of 3,500,000 euros, 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 maturity of up to 5 years and a maximum interest rate of 10% per annum, payable quarterly or semi-annually, was approved.** The issuance of bonds, as mentioned above, may be carried out through one or more public offerings and/or through one or more offerings for which the publication of a Prospectus (private placement) is not required.
6. Shareholders holding 11,673,559 shares, representing 67.16% of the share capital, voted, and the same number of votes were cast, out of which 11,514,757 were in favor, 152,402 against, and 6,400 abstained, **thus the admission to trading on the multilateral trading system administered by the Bucharest Stock Exchange S.A. of the bonds issued in accordance with point no. 5 above and the undertaking by the Company of all actions and formalities necessary, useful, and/or opportune for this purpose, was approved.**
7. Shareholders holding 11,661,559 shares, representing 67.09% of the share capital, voted, and the same number of votes were cast, out of which 11,483,096 were in favor, 152,402 against, and 26,016 abstained, **thus the authorization of the Board of Directors of the Company was approved, 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 from above,** as well as for their admission to trading on the multilateral trading system administered by the Bucharest Stock Exchange SA. In this regard, the Board of Directors is empowered, in accordance with the following, the enumeration being illustrative and not exhaustive:
 - a) to decide on the opportunity, value, type of offer, subscription method, and subscription period of each issuance and on all final details of the issuance, as well as on all operations necessary for the admission of the bonds to trading;
 - b) to establish the method of determining the coupon (interest);
 - c) to adopt, modify, and implement procedures and establish the terms and conditions for the subscription of the bonds in accordance with the limits approved by the OGMA;

- d) to collaborate and negotiate a contract with intermediaries, consultants, and/or other specialized companies to provide assistance in connection with the bond issue and admission to trading thereof;
 - e) to ascertain the total number of bonds issued and the funds raised by the Company following the issuance;
 - f) to determine the destination of the funds raised following the issuance/issuances;
 - g) to draft and sign any document (including offering prospectuses and/or trading admission memoranda) and to perform any operations and formalities required for the implementation of the bond issue and admission to trading thereof;
 - h) to make the necessary entries in the Company's Bond Register;
 - i) to take all measures and formalities necessary for the registration and publicity of the issuance and admission to trading of the bonds and to represent the Company before any authorities, bodies, or companies in connection with the issuance and admission to trading of the bonds, including by negotiating and concluding contracts with them;
 - j) to establish minimum or maximum subscriptions, if applicable;
 - k) to fulfill the formalities regarding the preparation, conduct, and closing of the offer of the bonds, as well as the preparation of the document for the admission to trading of the bonds, including, but not limited to, the registration of financial instruments with ASF, the signing of the contract with BVB and the Central Depository, representation before the Admissions Committee to Trading of the BVB;
 - l) the determination of the success condition of the offer regarding the bond issue, if applicable, the method of allocation in case of oversubscription, and the revocability of the offer (if applicable);
 - m) the final maturity of the bonds (maturity) and the method of redemption of the bonds, respectively the amortization plan (reduction of the principal through periodic payments), if applicable;
 - n) the adoption of any decision, the preparation of documents, the approval of any changes to the documentation, and the issuance of any statement necessary for the preparation of the bond issue, including, but not limited to, the prospectus/offer document and/or admission to trading;
 - o) to establish any other details of the offer.
8. Shareholders holding 11,673,611 shares, representing 67.16% of the share capital, voted, and the same number of votes were cast, out of which 11,673,559 were in favor, and 52 against, **thus the setting of the registration date 17.05.2024 and the ex-date 16.05.2024 for the Resolutions of the Extraordinary General Meeting was approved.**

9. Shareholders holding 11,676,761 shares, representing 67.18% of the share capital, voted, and the same number of votes were cast, out of which 11,538,310 were in favor, 10,964 against, and 180 abstained, **thus the empowerment of the President of the board of directors**, with the right of substitution/delegation, for the signing of any documents (including the resolutions of the EGMS and the updated articles of association of the Company) and undertaking any necessary formalities, including representing the Company before any public authorities/individuals/legal entities, for the implementation of the resolutions adopted by the EGMS, was approved.

29.04.2024

President,

Popescu Vlad Andrei,

Secretary,

Dutu Mihai Dan,