

**To:**

BUCHAREST STOCK EXCHANGE
FINANCIAL SUPERVISORY AUTHORITY

CURRENT REPORT 5/2025

According to Law no. 24/2017 regarding issuers of financial instruments and market operations, ASF regulation no. 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	09.02.2026
Name of the Company	NOROFERT S.A.
Registered Office	Bucharest Str. Lt. Av. Șerban Petrescu Nr. 20, Ground Floor, Room 1 and 2, District 1
Phone	0753 157 858
Email	investitori@norofert.ro
Registration no. with Trade Registry	J2000004222400
Fiscal Code	RO12972762
Subscribed and paid share capital	6,952,486 lei
Total number of shares	17,381,215
Market where securities are traded	MTS AeRO Premium, symbol NRF for shares Bonds-SMT, symbol NRF29 for bonds

Important events to be reported: Publication of the Prospectus for the share capital increase operation

The management of Norofert S.A., hereinafter referred to as the Company, informs the market about the publication of the Prospectus for the share capital increase operation approved by EGM Resolution no. 1 dated October 9, 2025. The Financial Supervisory Authority approved the Prospectus on February 4, 2026, as stated in ASF Decision no. 147 dated February 6, 2026.

The Prospectus, the subscription forms and the withdrawal of subscription acceptance forms, as well as the ASF Decision approving the Prospectus, are available to investors on the Company's website at the following link: <https://norofert.ro/investors/corporate-operations/>, as well as on the Issuer's page on the Bucharest Stock Exchange website.

According to the provisions of the Prospectus, the subscription of preemptive rights will take place between **10th of February and 23rd of February 2026**. The price per share was settled at 2.7 lei/share. The price per share includes the share nominal value (0.4 RON).

According to EGSM resolution no. 1 from 09.10.2025, the Company will issue in the capital increase operation 3,476,243 new shares with a nominal value of RON 0.4/share. The capital increase operation will be organized in two stages. In the first stage, the investors will be able to purchase newly issued shares based on the number of preemptive rights. To subscribe to one new share, investors must hold 5 preemptive rights.



NOROFERT S.A.



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www.norofert.ro



If after the end of the first stage, there are unsubscribed shares, they will be offered for subscription in the second stage to a maximum of 149 investors, through a private placement. The Board of Directors of Norofert will determine the terms and conditions of this stage. The second stage will end no later than 10 business days from the date of closing of the first stage.

The new shares remaining unsubscribed after the completion of the second stage, as part of the private placement, will be cancelled by a decision of the Board of Directors, which will determine the results of the share capital increase and approve the amendment (update) of the Articles of Association.

The Company carries out the share capital increase to secure the funding required for the implementation of its development plan. The plan includes investments in its subsidiaries in the USA and Brazil, as well as THE increase in fertilizer production capacity at the Filipeștii de Pădure factory. The Company also aims to reduce its level of indebtedness.

PRESIDENT OF THE BOARD OF DIRECTORS
Popescu Vlad Andrei



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