**SPECIAL POWER OF ATTORNEY**

for representation in the Ordinary General Meeting of the Shareholders

of NOROFERT S.A.

convened for 28/29.04.2020, 10:00

The undersigned \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (name and surname of the shareholder natural person), identified with \_\_\_\_\_\_\_\_\_\_\_\_\_\_ (identity card/passport), series \_\_\_\_\_\_\_\_\_, number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, personal identification number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

owning, at the reference date established for 16.04.2020 (the “**Reference Date**”), a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares, representing \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ voting rights in the share capital of **NOROFERT S.A.**, a joint stock company headquartered in Bucharest, 5th District, 26 Petrache Poenaru Street, Room no. 8, having the sole registration number 12972762 and the registration number with the Trade Registry: J40/4222/2000 (the “**Company**”),

hereby empowers

Mr./Mrs. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ (name and surname of the attorney-in-fact natural person) identified with \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ series \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, PIN \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

or

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(name of the attorney-in-fact legal person), registered with the Trade Registry under no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, having the sole registration code \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, legally represented by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, in his/her capacity of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, identified with \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_series \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ no. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, PIN \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, domiciled in \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

as representative of the undersigned at the Ordinary General Meeting of the Shareholders of the Company that will take place on 28.04.2020 (respectively 29.04.2020, should the legal and statutory quorum requirements not be fulfilled with on the first convening), 10:00, at the Company’s secondary offices in Bucharest, 4th District, 17 Radu Vodă Street, 4th floor (the “**OGMS**”),

to participate at the OGMS and exercise the voting rights related to my participation registered in the Company’s Shareholders’ Registry at the Reference Date, as follows:

1. For item 1 of the agenda, namely approval of the Company’s individual financial statements for the financial year 2019, based on the report of the Board of Directors regarding the Company’s activity during the year 2019 and the report of the Company’s financial auditor.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. For item 2 of the agenda, namely approval of the manner of allocation of the net profit for the financial year 2019, amounting to Lei 2,927,181, as follows:
   * Legal reserves = Lei 146,360
   * Other reserves = 0
   * Capitalization and use for granting shares to the shareholders, by way of a share capital increase operation = Lei 2,407,182
   * Undistributed profit = Lei 373,639

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. For item 3 of the agenda, namely approval of the discharge of the members of the Board of Directors for the activity related to the financial year 2019.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. For item 4 of the agenda, namely approval of the income and expenditure budget for the financial year 2020.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. For item 5 of the agenda, namely revocation, following its resignation, of the mandate of director and member of the Board of Directors of the Company of Ivylon Management SRL, having Mr. Cristian-Ion Logofătu as permanent representative.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. For item 6 of the agenda, namely approval of the payment of an amount representing the equivalent in Lei of EUR 30,000 requested by Ivylon Management SRL as remuneration for the activity carried out by Ivylon Management SRL as independent director of the Company since its appointment and until its resignation and revocation hence the mandate of Ivylon Management SRL as director becoming remunerated.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. For item 7 of the agenda, namely election and appointment of a new director and member of the Company’s Board of Directors who fulfils the independence criteria provided by law and by the Company’s Articles of Association.

Proposal: Mrs. Iuliana Mușat

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. For item 8 of the agenda, namely approval of the term of the new independent director’s mandate: from the date of the OGMS and until expiry of the director mandates of the other two directors of the Company, namely until 28.06.2021.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. For item 9 of the agenda, namely approval of the remuneration for the new independent director and member of the Board of Directors, as follows: Lei 3.000 net per month

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

and

approval not to remunerate the current directors, Popescu Vlad-Andrei and Kurek Zuzanna-Anna, for their positions of directors and members of the Company’s Board of Directors.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. For item 10 of the agenda, namely approval of the record date: 14.05.2020

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

and

approval of the ex-date: 13.05.2020.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

1. For item 11 of the agenda, namely authorization and empowerment of the Chairman of the Company’s Board of Directors, with substitution/delegation rights, in view of signing any documents (including the OGMS resolutions and the Company’s updated Articles of Association) and fulfilling any formalities required to implement, submit, register and publish the OGMS resolutions and/or the operations approved thereby, including representation of the Company before any authorities for this purpose.

|  |  |  |
| --- | --- | --- |
| FOR | AGAINST | ABSTENTION |
|  |  |  |

I attach hereto my identity card (allowing my identification in the Company’s shareholders’ list issued by the Central Depository at the Reference Date) and the identity card of the attorney-in-fact. In case of an attorney-in-fact legal person, I also attach a Trade Registry certificate or another document issued by a similar authority from the state in which the attorney-in-fact is registered, issued with a maximum of 30 days before the date of publication of the convening notice for the OGMS and in its validity period, providing for the identity of its legal representative.

*Notes:*

1. *Indicate your vote by ticking an* “*X” in one of the boxes for the options* “*FOR”,* “*AGAINST” or* “*ABSTENTION”. In case more than one box or none of the boxes is ticked with an* “*X”, the vote is considered null/not having been casted.*
2. *This form shall be filled in in full.*
3. *If the shareholder successively sends more than one special power of attorney, the Company shall consider that the power of attorney with the most recent date revokes all other special powers of attorney previously sent.*
4. *The deadline for receipt by the Company of the special powers of attorney for the OGMS is 26.04.2020, 10:00. For details regarding the manner of transmission for the powers of attorney, please consult the provisions of the convening notice.*

Date of granting the special power of attorney: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name of the shareholder: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_