To: Board of Directors of Norofert SA

Attn.: Mr. Popescu Vlad-Andrei, President of the Board of Directors

**Re: Ordinary General Meeting of the Shareholders – ballot for voting by correspondence**

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

legally represented by [\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_],

(*Note: To be filled in with the name and surname of the legal representative of the shareholder natural person only for the shareholders natural persons without legal capacity or with limited legal capacity*)

identified with \_\_\_\_\_\_\_\_\_\_\_\_\_\_ (identity card/passport), series \_\_\_\_\_\_\_\_\_, number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, issued by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, personal identification number \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_,

shareholder at the reference date of 16.04.2020 of **NOROFERT S.A.**, a joint stock company headquartered in Bucharest, 5th District, 26 Petrache Poenaru Street, Room no. 8, having the registration number with the Trade Registry: J40/4222/2000 and the sole registration number 12972762 (the “**Company**”), owning a number of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ shares issued by the Company granting the undersigned \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ voting rights in the Ordinary General Meeting of the Shareholders of the Company,

considering and acknowledging the convening notice, including the agenda, for the Ordinary General Meeting of the Shareholders dated 28/29 April 2020 (the “**OGMS**”),

by the present voting ballot I hereby exercise my right to vote by correspondence for the aspects on the agenda of the OGMS, 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.

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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

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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.

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

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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.

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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.

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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

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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.

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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

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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.

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

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and

approval of the ex-date: 13.05.2020.

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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.

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I attach to this voting ballot form a copy of the identity card of the undersigned (allowing my identification in the Company’s shareholders’ list issued by the Central Depository at the Reference Date) and, if the case, a copy of the identity card of the legal representative (in the case of natural persons without legal capacity or with limited legal capacity) accompanied by proof of the capacity of 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 cast.*
2. *If the shareholder successively sends more than one ballot for voting by correspondence, the Company shall consider that the ballot with the most recent date prevails over all other ballots previously sent.*
3. *If the shareholder that has expressed his/her vote by correspondence participates in the OGMS in person or through a representative (subject to a special/general power of attorney having been transmitted with the observance of the conditions provided by the law and by the convening notice), the vote by correspondence expressed for that general meeting will be annulled and only the vote expressed in person or through a representative will be taken into consideration. If the person representing the shareholder by physical participation in the general meeting is other than the person expressing the vote by correspondence, in order for the vote to be valid, the latter person will present, at the general meeting, a written revocation of the vote by correspondence, signed by the shareholder or representative that has expressed the vote by correspondence.*
4. *The deadline for receipt by the Company of the ballots for voting by correspondence in the OGMS is 26.04.2020, 10:00. For details regarding the manner of transmission of the ballots for voting by correspondence and the accompanying documents, please consult the provisions of the convening notice.*

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

Name of the legal representative (if the case): \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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