

To:  
*BURSA DE VALORI BUCUREȘTI S.A.*  
*AUTORITATEA DE SUPRAVEGHERE FINANCIARĂ*

## CURRENT REPORT 07/2023

According to Law nr. 24/2017 regarding issuers of financial instruments and market operations, ASF regulation nr. 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	13.03.2023
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	0785 087 780
Email	<a href="mailto:investitori@norofert.ro">investitori@norofert.ro</a>
Registration nr. with Trade Registry	J40/4222/2000
Fiscal Code	12972762
Subscribed and paid share capital	6,859,152 lei
Total number of shares	17,147,880
Market where securities are traded	MTS AeRO Premium, symbol NRF for shares Bonds-SMT, symbol NRF25 for bonds

**Important events to be reported:** The decision of the Board of Directors to convene the Ordinary General Meeting of Norofert S.A. Shareholders for the date of 21.04.2023

On 13.03.2023, the Board of Directors of Norofert SA (hereinafter referred to as the "Company") decided to convene the Ordinary General Meeting of Shareholders (OGMS) of the Company for 21.04.2023 (the first convocation), respectively 24.04.2023 (the second convocation), in case the attendance quorum for the first meeting is not met, having the agenda provided in the convening notice attached to this current report.

The convening notice is accompanied by the informative notes related to the points on the OGMS agenda as well as the explanatory notes to the financial statements related to fiscal year 2022. Interested parties can consult these documents on the Company's website [www.norofert.ro](http://www.norofert.ro) in the section General Meetings of Shareholders.

PRESIDENT OF THE BOARD OF DIRECTORS

Popescu Vlad Andrei

Norofert S.A.

J40/4222/2000; CUI 12972762

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**CONVENING NOTICE OF THE ORDINARY GENERAL MEETING OF NOROFERT SA SHAREHOLDERS  
from 21.04.2023 ("OGMS") at 17:00**

**The Board of Directors of NOROFERT SA**, a joint-stock company with headquarters in Bucharest, Sector 1, str. Lt. Av. Șerban Petrescu no. 20, Ground floor, room 1 and 2, having the unique registration code 12972762 and order number in the trade register J40/4222/2000 ("the Company"), in accordance with the provisions of the Company's constitutive act, valid on the date of the convocation, of the Companies Law no. 31/1990, of Law no. 24/2017 regarding issuers of financial instruments and market operations and ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, with subsequent amendments and additions,

**CONVENES**

**ORDINARY GENERAL MEETING OF SHAREHOLDERS (OGMS)**, for 21.04.2023, 17:00, for all shareholders registered at the end of 06.04.2023 (reference date) in the Register of Shareholders held by Depozitarul Central SA, AGMA to be held takes place at Palatul Cesianu Racovita, CA Rosetti 5, in Bucharest, Romania, with the agenda below.

**I. OGMS agenda:**

**1. Election of the Secretary of the meeting;**

**2. Approval of the Company's individual financial statements for the financial year 2022**, based on the conclusions of the company's financial auditor's report on 12.31.2022 and the board of directors' report on the company's activity during 2022;

**3. Approval, as a consequence, of the method of allocation of the net profit** related to the year 2021, in the amount of 9,396,397.18 RON, as follows:

- legal reserves = RON 500,268.40;
- other reserves = 0 RON;
- from the amount of 8,896,128.78 RON representing the profit related to the year 2022 remaining after the allocation to legal reserves, the amount of 7,523,459.66 RON will be allocated to cover the loss related to the result carried forward from the correction of accounting errors related to 2020-2021, leaving a profit of 1,372,669.12 lei related to 2022 of which,
  - 1,200,000 lei will be distributed as gross dividends (from the result of 2022), respectively 0.0699 lei/share, with the payment date 20.10.2023, leaving an undistributed profit related to 2022 of 172,669.12 lei.
  - from the remaining profits to be distributed from the previous years - the year **2019** the value of 374,319.34 RON, the year **2020** the value of 1,317,677.54 RON and the year **2021** the value of 6,665,941.71 RON will be distributed to cover the loss related to the result carried forward from the correction accounting errors related to 2020-2021 in the amount of 8,357,938.59 lei.
- the new dividend policy is approved;

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**4. Approval, as a consequence, the discharge of management of the members of the board of directors** for the activity related to the financial year 2022, considering the individual financial statements;

**5. Approval of the Company's revenue and expense budget** for the financial year 2023 and the 2023 investment program as part of the Company's income and expense budget;

**6. Establishing the registration date** (proposal: 10.05.2023), **ex-date date** (proposal: 09.05.2023) for the Resolutions of the Ordinary General Meeting and for determining the shareholders who will benefit from the right to the dividend is proposed as the **registration date** (proposal: 03.10.2023) with **ex-date** (proposal: 02.10.2023), **dividend payment date** (proposal: 20.10.2023);

**7. The authorization of the President of the board of directors**, with the right of substitution/delegate, in order to sign any documents (including the decisions of the General Meeting of Shareholders and the updated articles of association 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 OGMS.

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If the quorum conditions are not met on the date of the first meeting(s), EGMS and/or OGMS will be convened again for 24.04.2023, at the same time, in the same place and with the same agenda. In the event of a new convening/s, the reference date established above for the participation of shareholders in the vote remains valid.

Shareholders' access to EGMS and OGMS works is done by verifying the identity document, in the case of natural persons, and the special power of attorney, in the case of legal person shareholders and represented natural person shareholders.

One or more shareholders representing, individually or together, at least 5% of the share capital has/have the right:

- to introduce items on the EGMS and/or OGMS agenda, within 15 days at most from the publication of the convocation, until the end of 04/03/2023, provided that each item is accompanied by a justification or a project resolution proposed for adoption by EGMS and/or OGMS;

- to present the draft resolutions for the items included or proposed to be included on the EGMS and/or OGMS agenda.

The above rights can only be exercised in writing (sent by post/courier or e-mail with electronic signature). Shareholders can exercise these rights until the end of 04/03/2023.

If necessary, the Company will publish the new agenda by 04/05/2023 at the latest.

Each shareholder has the right to address questions to the board of directors regarding the items on the EGMS and/or OGMS agenda (by e-mail to [investitori@norofert.ro](mailto:investitori@norofert.ro) or by courier) until before the date of the general meetings of shareholders. The company has the obligation to answer questions on the website, prior to the meeting, or during the meeting.

Shareholders can exercise their right to vote on the items on the agenda:

**a. in person;**

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b. **through a representative**, who will present the special power of attorney form completed by the represented shareholder or general power of attorney. The special power of attorney form will be displayed on the Company's website, together with the materials subject to debate and the other documents provided for by art. 188 of Regulation no. 5/2018. Special proxies can be received at the latest on the date of the meeting of the general meeting, accompanied by a copy of the identity document and verification certificate of the shareholder (legal entity) represented;

c. **by mail**, using the mail ballot available on the company's website, [www.norofert.ro/investitori/](http://www.norofert.ro/investitori/), and the vote is to be sent or received by e-mail, at the latest on the date of the meeting of the general meetings;

d. **online**, by accessing the link <http://nrf.evot.ro/login> or they can connect directly using the access credentials generated following identification through the Investor Registration Platform developed by Depozitarul Central: <https://www.roclear.ro/Inrolare-Investitori>.

For identification and online access to EGMS and/or OGMS, natural person shareholders provide their name and surname, CNP, e-mail address, copy of identity card and telephone number (optional), and legal person shareholders provide their name, CUI, surname, first name and CNP of the legal representative, e-mail address, copy of the identity card of the legal representative, copy of the ascertainment certificate issued by the Trade Register/equivalent document issued by the authority of the state in which the legal entity is registered, previously with the more than 30 days reference date and phone number (optional).

The electronic copy of these documents will be uploaded in the dedicated fields. The files that can be uploaded will be of type .jpg, .pdf, .png.

Shareholders can log in and vote whenever they want during the interval intended for postal and/or live voting, the last voting option being the registered one. The identification made by the Company in the case of natural persons gives access to the EGMS and/or OGMS in the situation where the said natural person is a shareholder on the reference date. The identification made by the Company in the case of legal persons, special or general powers of attorney gives access to the EGMS and/or OGMS after each time proving the validity of the legal representative, respectively of the authorized person.

In the event that, following the identification process, there are inconsistencies between the data provided by the shareholder and those in the Shareholder Register on the reference date, the shareholder will be notified and directed to contact the Shareholder Relations Department at [investitori@norofert.ro](mailto:investitori@norofert.ro) or at phone number 0753.157.858.

Holding meetings, voting by mail, as well as exercising the shareholders' right to information or formulating requests to complete the agenda will be done in compliance with Law no. 31/1990, of Law no. 24/2017 and ASF Regulation no. 5/2018. In order to communicate electronically, the e-mail address [investitori@norofert.ro](mailto:investitori@norofert.ro) will be used.

All documents related to the items on the agendas, including but not limited to the documents to be presented to the EGMS and OGMS and the draft resolutions will be made available to shareholders starting from 15.03.2023, every day, from Monday to Friday, between the hours of 9:00-17:00 at the address in Bucharest, str. Justitiei no. 63, sector 4. These documents will also be available on the Company's website, starting from 15.03.2023, at [www.norofert.ro/investitori/](http://www.norofert.ro/investitori/).

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Shareholders will be able to request copies of these documents in writing, by e-mail, to [investitori@norofert.ro](mailto:investitori@norofert.ro) or by courier to the address of the Company's headquarters, in the latter case paying the cost of photocopying.

Regardless of the transmission method, the requests will be signed by the shareholders or their representatives and will be accompanied by documents bearing the mention of the original and the signature of the shareholder/representative, certifying the identity of the shareholders and, where applicable, the capacity of representative of the signatories.

The requests shall also indicate the postal address or e-mail address where the respective shareholder wishes to receive copies of the aforementioned documents.

Additional information regarding the convening and holding of meetings can be obtained at the company's headquarters, phone no. 0753.157.858 or by e-mail at [investitori@norofert.ro](mailto:investitori@norofert.ro).

Bucharest, 13.03.2023

PRESIDENT OF THE BOARD OF DIRECTORS

Popescu Vlad Andrei

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