



**To:**

BUCHAREST STOCK EXCHANGE  
FINANCIAL SUPERVISORY AUTHORITY

## CURRENT REPORT 25/2026

Prepared in accordance with Law no. 24/2017 on issuers of financial instruments and market operations, ASF Regulation no. 5/2018 on issuers of financial instruments and market operations and/or the Bucharest Stock Exchange Code for the Multilateral Trading System.

Report date	<b>29.04.2026</b>
Company name	<b>NOROFERT S.A.</b>
Registered office	<b>Bucharest, Lt. Av. Șerban Petrescu Street, No. 20, Ground Floor, Room 1 and 2, District 1</b>
Phone	<b>0753 157 858</b>
Email	<a href="mailto:investitori@norofert.ro">investitori@norofert.ro</a>
Trade Register No.	<b>J40/4222/2000</b>
Unique Registration Code	<b>RO12972762</b>
Subscribed and paid-up share capital	<b>8,342,983.20 RON</b>
Number of shares	<b>20,857,458</b>
Trading market	<b>Shares: MTS AeRO Premium, symbol NRF Bonds: Bonds-MTS, symbol NRF29</b>

**Important events to be reported:** Resolutions of the OGMS & EGMS dated 29.04.2026

The management of Norofert S.A., hereinafter referred to as the Company, informs the market that, on 29.04.2026, starting at 10:00, at Marshal Garden Hotel, Calea Dorobanților no. 50B, Ametist Room, 6th floor, Bucharest, District 1, Romania, the Ordinary General Meeting of the Company's Shareholders was held, and starting at 11:00, at the same location, the Extraordinary General Meeting of the Company's Shareholders took place. For both meetings, the legal and statutory quorum was constituted at the first convocation.

The Resolutions of the Ordinary and Extraordinary General Meetings of the Company's Shareholders are attached to this current report and may also be consulted on the Norofert website, at the section: <https://norofert.ro/investors/general-shareholders-meeting/>.

PRESIDENT OF THE BOARD OF DIRECTORS

Popescu Vlad Andrei



**NOROFERT S.A.**



Sediu: Str. Lt. Av. Șerban Petrescu, Nr. 20, București, România



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## RESOLUTION OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF NOROFERT S.A.

**No. 1 / 29 April 2026**

At the Ordinary General Meeting of Shareholders of NOROFERT S.A. (*the Company*), with registered office in Bucharest, District 1, Lt. Av. Șerban Petrescu Street no. 20, Ground Floor, Room 1 and 2, having Unique Registration Code RO12972762, registered with the Trade Register under no. J40/4222/2000, held on **29 April 2026, at 10:00**, at Marshal Garden Hotel, Calea Dorobanților no. 50B, Ametist Room, 6th floor, Bucharest, District 1, Romania, chaired by Mr. **Cristescu Alexandru-Victor**, President of the Board of Directors, with Ms. **Tanase Andreea-Cristina** acting as secretary, shareholders representing **53.1163%** of the share capital participated, the quorum being met.

Regarding the items on the agenda, the shareholders resolved as follows:

1. Shareholders holding 10,990,321 shares, representing 52.69% of the share capital, voted, with the same number of votes cast, of which 10,990,321 in favour, 0 against, 0 abstentions and 73,083 unexpressed votes, thus **Ms. Tanase Andreea-Cristina was elected as meeting secretary.**
2. Shareholders holding 11,055,326 shares, representing 53% of the share capital, voted, with the same number of votes cast, of which 11,053,526 in favour, 1,800 against, 8,078 abstentions and 0 unexpressed votes, thus **the Company's individual financial statements for financial year 2025 were approved**, based on the conclusions of the financial auditor's report on 31.12.2025 and the report of the Board of Directors on the Company's activity during 2025;
3. Shareholders holding 11,049,941 shares, representing 52.97% of the share capital, voted, with the same number of votes cast, of which 11,048,141 in favour, 1,800 against, 13,463 abstentions and 15,303 unexpressed votes, thus **the 2025 annual financial report was approved** in accordance with art. 65<sup>1</sup> of Law no. 24/2017.
4. Shareholders holding 11,059,274 shares, representing 53.02% of the share capital, voted, with the same number of votes cast, of which 11,012,134 in favour, 47,140 against, 19,433 abstentions and 0 unexpressed votes, thus **the manner of distribution of the net profit for financial year 2025 was approved**, in the amount of **2,622,510 RON**, as follows:
5. Legal reserves = **0 RON**;
6. Profit retained as reserves = **2,622,510 RON**;
7. Shareholders holding 1,721,808 shares, representing 8.25% of the share capital, voted, with the same number of votes cast, of which 1,721,808 in favour, 0 against, 9,356,899 abstentions and 0 unexpressed votes, thus **the discharge from liability of the members of the Board of Directors** for the activity related to financial year 2025 was approved, considering the individual financial statements.
8. Shareholders holding 11,049,398 shares, representing 52.97% of the share capital, voted, with the same number of votes cast, of which 11,045,625 in favour, 3,773 against, 14,006 abstentions and 15,303 unexpressed votes, thus **the Company's revenue and expenditure budget** for financial year 2026 and the 2026 investment programme, as part of the Company's revenue and expenditure budget, were approved.



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9. Shareholders holding 11,051,237 shares, representing 52.98% of the share capital, voted, with the same number of votes cast, of which 10,940,826 in favour, 110,411 against, 27,470 abstentions and 0 unexpressed votes, **extending the audit mandate of the Company with the audit firm CONTEXPERT AUDIT&ADVISORY SRL** for a 2-year mandate.
10. Shareholders holding 11,078,707 shares, representing 53.11% of the share capital, voted, with the same number of votes cast, of which 11,078,707 in favour, 0 against, 0 abstentions and 0 unexpressed votes, **approving the establishment of the registration date** (proposal: **28.05.2026**), **ex-date** (proposal: **27.05.2026**) for the Resolutions of the Ordinary General Meeting of Shareholders.
11. Shareholders holding 11,075,687 shares, representing 53.10% of the share capital, voted, with the same number of votes cast, of which 11,075,687 in favour, 0 against, 3,020 abstentions and 0 unexpressed votes, **approving the empowerment of the President of the Board of Directors**, with the right of substitution/delegation, to sign any documents (including the OGMS resolutions and the updated articles of association of the Company) and undertake any necessary formalities, including the representation of the Company before any public authorities/individuals/legal entities, in order to implement the resolutions of the OGMS.

Date 29.04.2026

President,  
Cristescu Alexandru-Victor

Secretary,  
Tanase Andreea-Cristina



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## RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF NOROFERT S.A.

No. 1 / 29 April 2026

At the Extraordinary General Meeting of Shareholders of NOROFERT S.A. (*the Company*), with registered office in Bucharest, District 1, Lt. Av. Șerban Petrescu Street no. 20, Ground Floor, Room 1 and 2, having Unique Registration Code RO12972762, registered with the Trade Register under no. J40/4222/2000, held on **29 April 2026, at 11:00**, at Marshal Garden Hotel, Calea Dorobanților no. 50B, Ametist Room, 6th floor, Bucharest, District 1, Romania, chaired by Mr. **Cristescu Alexandru-Victor**, President of the Board of Directors, with Ms. **Tanase Andreea-Cristina** acting as secretary, shareholders representing 53.05% of the share capital participated, the quorum being met.

Regarding the items on the agenda, the shareholders resolved as follows:

1. Shareholders holding 11,026,500 shares, representing 52.86% of the share capital, voted, with the same number of votes cast, of which 10,915,243 in favour, 0 against, 0 abstentions and 111,257 unexpressed votes, thus **Ms. Tanase Andreea-Cristina was elected as meeting secretary.**
2. Shareholders holding 11,065,714 shares, representing 53.05% of the share capital, voted, with the same number of votes cast, of which 10,931,607 in favour, 11,074 against, 4,400 abstentions and 118,633 unexpressed votes, **thus approving the empowerment of the Board of Directors to prospect for the acquisition (or association) of agricultural businesses** complementary or competing with the activity of NOROFERT S.A., and the negotiation and conclusion of acquisitions of stakes in such commercial companies, within a cumulative value limit of 30,000,000 RON until 31 December 2027.
3. Shareholders holding 11,065,714 shares, representing 53.05% of the share capital, voted, with the same number of votes cast, of which 10,837,800 in favour, 44,520 against, 56,153 abstentions and 127,241 unexpressed votes, **thus approving the contracting by the Company, as debtor, of loans (credit lines, factoring, working capital, leasing, operational financing, etc.), of a maximum of 70,000,000 RON or the equivalent in another currency, for a maximum duration of 20 years.**
4. Shareholders holding 11,065,714 shares, representing 53.05% of the share capital, voted, with the same number of votes cast, of which 10,954,610 in favour, 366 against, 7,408 abstentions and 103,330 unexpressed votes, **thus approving the ratification of the acquisition by NOROFERT SA of 60% of the share capital of EXPERT AGRIBUSINESS SRL.**
5. Shareholders holding 11,065,714 shares, representing 53.05% of the share capital, voted, with the same number of votes cast, of which 10,770,883 in favour, 173,716 against, 17,785 abstentions and 103,330 unexpressed votes, **thus approving the issuance (through one or more issuance rounds) of corporate bonds** non-convertible into shares, unsecured or secured, unconditional and with the option of redemption before maturity at the Company's initiative, up to a maximum limit of 3,500,000 EUR, 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 maximum 5 years and a maximum interest value of 11% per year, payable quarterly or semi-annually.



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6. Shareholders holding 11,065,714 shares, representing 53.05% of the share capital, voted, with the same number of votes cast, of which 10,781,646 in favour, 168,958 against, 11,780 abstentions and 103,330 unexpressed votes, **thus approving the admission to trading** on the multilateral trading system administered by Bucharest Stock Exchange S.A. of the bonds issued in accordance with item no. 5 above, and the undertaking by the Company of all actions and formalities necessary, useful and/or appropriate for this purpose.
7. Shareholders holding 11,065,714 shares, representing 53.05% of the share capital, voted, with the same number of votes cast, of which 10,921,291 in favour, 29,088 against, 9,899 abstentions and 105,436 unexpressed votes, **thus approving the empowerment of the Company's Board of Directors**, with the possibility of sub-delegation (only with regard to the signing of documents and the fulfilment of formalities), in order to carry out all the necessary and legal steps regarding the preparation, conduct and completion of the bond issuance (or issuances) in accordance with the above, as well as their admission to trading on the multilateral trading system administered by Bucharest Stock Exchange S.A.
8. Shareholders holding 11,065,714 shares, representing 53.05% of the share capital, voted, with the same number of votes cast, of which 10,852,990 in favour, 0 against, 0 abstentions and 212,724 unexpressed votes, **approving the registration date (28.05.2026) and ex-date (27.05.2026)**, within the meaning of capital market regulations.
9. Shareholders holding 11,065,714 shares, representing 53.05% of the share capital, voted, with the same number of votes cast, of which 10,845,970 in favour, 4,620 against, 2,400 abstentions and 212,724 unexpressed votes, **approving the empowerment of the President of the Board of Directors**, with the right of substitution/delegation, to sign any documents (including the EGMS resolutions and the modified/updated articles of association of the Company) and undertake any necessary formalities, including the representation of the Company before any public authorities/individuals/legal entities, in order to implement the resolutions of the EGMS.

Date 29.04.2026

President,  
Cristescu Alexandru-Victor

Secretary,  
Tanase Andreea-Cristina



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