

According to the resolution of the  
Extraordinary General Meeting of Shareholders  
dated ...

**Internal Rules**

**for the**

**Supervisory Board**

**of**

**OMV PETROM S.A.**

**applicable as of ...**

## Article 1: Responsibilities

(1) The Supervisory Board shall be responsible for the supervision of the management of the Company by the Executive Board and shall supervise the Executive Board in managing the Company and its activities in connection with the Group.

For the purposes hereof:

- (i) **"Group"** shall mean all companies, partnerships or corporations, to the extent the Company holds a controlling interest in such a company, partnership or corporation;
- (ii) **"control"** as used with respect to any person, means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such person, whether through the ownership of voting shares, by contract or otherwise;
- (iii) **"he/she"** shall be used alternatively and shall read as a reference to a person, regardless the gender; therefore, any reference to "he" shall include "she" and any reference to "she" shall include "he";
- (iv) **"Company"** shall mean OMV Petrom S.A.

(2) The powers and responsibilities of the Supervisory Board are listed in the Articles of Association and this Supervisory Board Internal Rules.

(3) To sustain the Company's long-term viability and success and ensure compliance with the principles of good corporate governance, the Supervisory Board shall among others:

- (i) oversee the development and approve the Company's strategy and ensure that it also integrates sustainability aspects, including environmental and social ("**E&S**") considerations and climate-related risks and opportunities; ensure that sustainability and E&S considerations are integrated in Company's operations, risk management and remuneration practices- and shall oversee their integration; ensure that Company's operations run according to the national and international E&S standards and Company's E&S policies are consistent with its long-term objectives;
- (ii) appoint the members of the Executive Board of the Company and the President thereof (hereinafter referred to as the "**CEO**") and ensure their succession planning; the Supervisory Board shall ensure that the Executive Board is comprised of persons with adequate knowledge, skills, diversity and experience to support successful Company performance and that there are measures in place to provide for the orderly succession of executive management; Members of the Supervisory Board cannot be members of the Executive Board;
- (iii) determine the Executive Board annual remuneration based on the recommendations of the Nomination and Remuneration Committee and in accordance with the Company's Remuneration Policy;
- (iv) oversee the Executive Board performance, its role in addressing material sustainability risks and opportunities and align the remuneration of Executive Board with the long-term interests and sustainability of the Company, according to the provisions of the Company's Remuneration Policy; For this purpose, an annual evaluation of the Executive Board's performance and the effectiveness of its cooperation with the Supervisory Board, including by reference to the information provided to the Supervisory Board, shall be performed with the support of the Nomination and Remuneration Committee;
- (v) ensure there is a sound framework for internal controls and risk management;
- (vi) ensure that the Company has in place procedures to enable effective communication with shareholders and other stakeholders;
- (vii) determine the nature and extent of the risks the Company is willing to take as necessary for the achievement of Company's strategic objectives (i.e., the Company's risk appetite) and ensure there are clear structures, policies and procedures in place that identify, evaluate, report, manage

- and monitor significant and emerging risks, including risks related to sustainability, cybersecurity and the use of digital technologies;
- (viii) adopt a formal risk management policy, to ensure accurate, complete and timely identification, measurement and reporting of risks, adequate and feasible risk control measures as well as integration of an E&S risks into the risk management framework in support of the Company's strategy implementation;
  - (ix) understand emerging information technology and artificial intelligence (AI)-related changes so to mitigate cybersecurity risks; have the AI risks and opportunities and cybersecurity on the agenda of its meetings to ensure understanding of cyber protection;
  - (x) have a direct communication line with the risk management function, through the head of the risk department;
  - (xi) with the assistance of the Audit Committee, assess at least annually the adequacy and effectiveness of Company's risk management and internal control framework (including operational and compliance controls) and report to shareholders via the annual report. The assessment should consider the effectiveness and scope of the internal audit function, the adequacy of risk management and compliance, internal control reports, if they are required by applicable legislation, management's responsiveness and effectiveness in dealing with identified internal control failings or weaknesses;
  - (xii) approve the Executive Board Nomination Policy, including Executive Board profile and the Supervisory Board Nomination Policy, including Supervisory Board profile;
  - (xiii) with the assistance of the Nomination and the Remuneration Committee, conduct an annual evaluation of the composition, activity and dynamics of the Supervisory Board and its committees, individually and as a whole;
  - (xiv) approve the internal audit function's Charter, which includes amongst others the internal audit mandate, authority, composition, remuneration details, budget information, working procedures adequate to enable the internal audit function to provide independent and objective assurance on the effectiveness of risk management framework and internal control framework and to establish a functional reporting to the Supervisory Board via the Audit Committee;
  - (xv) appoint the head of the internal audit function upon nomination of the Company's Executive Board and dismiss the head of the internal audit function upon consultation with the Company's Executive Board; both the appointment and dismissal shall be done via the Audit Committee;
  - (xvi) ensure that there is a formal stakeholder identification process for Company's stakeholders including investors, creditors, clients, employees and suppliers, as well as targeted approaches for engaging with its priority stakeholders;
  - (xvii) develop a purpose statement and a vision statement as well as articulate Company's values, so the entire organisation understands the Company's strategic direction;
  - (xviii) adopt a Code of Conduct with clear provisions aimed at preventing and sanctioning fraud and bribery, ensure that the Code of Conduct policies are integrated into Company's practices and incorporated into the onboarding process for new hires and monitor implementation and compliance with the Code of Conduct.

(4) The management of the Company is exclusively under the responsibility of the Executive Board, which performs the necessary and useful acts for the achievement of the Company's object of activity. However, for the following decisions, transactions and measures, the Executive Board requires the approval of the Supervisory Board or a committee established and duly authorised by the same. The requirement to obtain such approval applies both to decisions, transactions and measures of the Company and of the Group companies (subject to contractual obligations towards co-shareholders or joint venture partners, in which case the President of the Supervisory Board shall be informed thereof if and to the extent reasonably practicable without undue delay before the decision is taken or the transaction or measure is decided) unless defined otherwise.

If an approval (with the exception of projects) is not made use of within 18 months after it has been granted, the implementation is permitted only if the basis for the relevant decision is materially unchanged. In any event, unused approvals shall expire 36 months after they have been granted. The approval of a project expires if the implementation of the said project has not commenced within 18 months after its approval. In this case, a new approval application must be submitted to the Supervisory Board, if the approval does not provide otherwise.

The items for which the Executive Board shall require Supervisory Board approval are:

1. The determination of general principles of business policy. This includes principles of strategy as well as of mid- and long-term development of the Group and significant changes of Group and segment structures.

For the following business year:

Financial plan

Budget

Investment program

2. The annual investment program of the Group (with descriptions and proof of economic efficiency including the presentation of the associated financing structure of the Group) for projects exceeding EUR 20 million.

Individual investments or exploration/appraisal projects or contractual obligations for individual investments or exploration/appraisal projects not approved with the budget (i) if the expenditure exceeds EUR 20 million or (ii) if such projects lead to an overrun of the approved respective budget of the business year of more than 10%, unless other thresholds were decided by the Supervisory Board for that business year.

3. The acquisition and the sale of companies or participating interests as well as the acquisition, the sale and the closure of companies and enterprises provided that the consideration or value (including financial indebtedness or debt for equity swap of the relevant company or enterprise and any contingent payments) in the event of an acquisition or sale exceeds EUR 20 million or, in the event of the closure of companies and enterprises, if the annual turnover during the business year preceding the closure exceeded EUR 20 million; in either case irrespective of the structure of the transaction.

Investments in investment funds, shares, bonds or other financial products to the extent that the sole purpose of these investments is the optimisation of the yield of the investments or the coverage of pending pension, severance pay or other social commitments and if they do not comprise any strategic interests, up to a total of EUR 500 million are not considered being participating interests; at each meeting, the Supervisory Board shall be presented a list of all validly existing and new investments.

Measures that result in an intra-Group transfer only and do not affect the extent of the participation (directly or indirectly) by the Company do not require approval. For intra-Group transfers, the Policy on Related Parties shall apply.

4. Acquisition of hydrocarbon reserves and exploration licenses as member of a consortium or by the Company or a Group company alone, as well as the establishment of a company in connection therewith, exceeding a consideration (including the minimum work program and future bonuses) of EUR 50 million (referred to the share of OMV Petrom and its Group companies); in either case irrespective of the structure of the transaction.

Sale of hydrocarbon reserves or transfer of exploration licenses exceeding a consideration of EUR 50 million (referred to the share of OMV Petrom and its Group companies); in either case irrespective of the structure of the transaction.

5. The decision to enter new lines of business and start new production types, or to abandon existing lines of business and production types.

6. The acquisition, sale and encumbrance of real estate if the consideration exceeds an amount of EUR 20 million or if the sum total of all encumbrances exceeds the value of EUR 20 million.

7. The issuance of bonds, loans, credit or other financing instruments (except transactions between Group companies) of a maturity exceeding three months provided that they exceed an amount of EUR 300 million individually or if their total during the business year exceeds EUR 750 million. For transactions between Group companies the Policy on Related Parties Transactions shall apply.

The raising of funds (loans and credits) in the money market with a maturity of up to three months provided that the total amount of net liabilities outstanding to non-Group companies exceeds at any time an amount of EUR 500 million plus the total of un-drawn committed credit lines already approved by the Supervisory Board.

Assuming liabilities (e. g. guarantees, sureties, assumptions of joint liability), by the Company or Group companies vis-à-vis non-Group companies, as well as requesting guarantees from third parties (e. g. banks) in favour of the Company or a Group company, in each case with the exception of the ones that serve as security for the consideration in connection with the purchase or sale of hydro carbons or their products, provided that they exceed an amount of EUR 200 million individually or if their total exceeds EUR 2 billion at any time whereby liabilities/guarantees approved by the Supervisory Board as well as guarantees for financing approved according to these internal rules are not counted against this total limit. At each meeting, the Supervisory Board shall receive a report on all liabilities/guarantees. Legally non-binding letters of comfort do not require approval.

8. The granting of loans and credits or any other financing (except to Group companies and shareholder loans) outside the scope of normal business activities (normal business activities comprise e. g. of usual supplier/customer credits) if an amount of EUR 300,000 is exceeded individually. The Policy on Related Parties Transactions shall be also applicable. Shareholder loans to non-Group companies are subject to approval if exceeding EUR 100 million in each single case.

9. Introduction and amendment of permanent social measures for the workforce if they have a long-term sustainable effect on the cost structure of the Company or Group company (e.g. establishment of benefit funds, granting of new payments in kind, award of pensions, participation in profits and sales).

The adoption of principles about the granting of a share in profits or sales and pension commitments to executive employees

10. Transactions, as well as their terms and conditions, between the Company or a Group company and members of the Executive Board as well as persons or companies close to them with the exception of daily business transactions.

11. The operation of an enterprise, the entry into transactions in the Company's line of business for the member's own account or for the account of others, or the participation in another company engaging in entrepreneurial activities as a personally liable shareholder, by members of the Executive Board of the Company.

12. The acceptance of a function as a supervisory (administrative, advisory) board member, executive board member or managing director of a non-Group company or an undertaking in which the Company does not have an entrepreneurial interest by members of the Executive Board of the Company.

Mandates in commercial organisations or associations and of mandates on boards thereof, in each case by members of the Executive Board of the Company as secondary professional engagement (i.e. without representing the Company or its interests in such organizations).

13. Granting of powers of attorney by the Executive Board, conferring upon their holder the general and unrestricted authority to represent the Company.

14. Increase of the share capital of the Company, if endorsed by the Executive Board on the basis of a delegation of powers granted by the General Meeting.

15. The granting of share options with respect to shares in the Company

16. The conclusion of contracts with members of the Supervisory Board through which they accept an obligation to provide a service to the Company or a subsidiary outside their activity in the Supervisory Board provided that it involves the payment of a more than a trivial consideration. The aforesaid also applies to contracts with companies in which a Supervisory Board member has a considerable economic interest.

17. Exercising any authorization to admit electronic participation of shareholders at the General Meeting or to publicly broadcast the General Meeting.
18. Exercising any authorization by the General Meeting to acquire treasury shares.
19. Any transfer with respect to the Campina Research and Technological Institute and the Ploiesti INCERP Institute, in accordance with the applicable regulations in force.
20. The conclusion of contracts for the purchase and the sale of oil and gas as well as contracts for the hedging of commodity price risks (unless qualifying under any other number of article 1 paragraph (4) number 1.- 19.), in each case excluding intra-Group transactions, irrespective of the duration, with an undiscounted obligation amounting to more than EUR 1,000 million (for the duration of the contract for fixed-term contracts or until the first ordinary termination possibility for unlimited-term contracts). For intra-Group transactions, the Policy on Related Parties Transactions shall apply.
21. Measures and transactions (unless qualifying under any other number of article 1 paragraph (4)), regardless of their nature but excluding intra-Group transactions, irrespective of the duration, with an undiscounted obligation amounting to more than EUR 500 million (for the duration of the contract for fixed-term contracts or until the first ordinary termination possibility for unlimited-term contracts). For intra-Group transactions, the Policy on Related Parties Transactions shall apply.
22. All such operations mentioned within this article shall be performed with the observance of the limitations imposed by law, especially:
  - i. the execution of any agreement for the acquisition, disposal, exchange or encumbrance of certain assets classified as fixed assets of the Company, the value of which exceeds, individually or cumulatively, over a fiscal year, 20% of the total fixed assets less the account receivables, shall be previously approved by the General Meeting.
  - ii. any leases of tangible assets for a period exceeding 1 year whose individual or cumulated value in connection with the same co-contractor or persons involved or acting in concert exceeds 20% of the total value of Company's fixed assets, less the account receivables, on the execution date of the agreement, and any associations for a period longer than 1 year, exceeding the same value, shall be previously approved by the General Meeting.
23. All matters the Executive Board wishes to bring before the General Meeting shall, to the extent legally permissible, be approved by the Supervisory Board first.
24. The Supervisory Board may designate further transactions and measures that require its approval.

## **Article 2: President**

- (1) The President of the Supervisory Board (hereinafter referred to as the “**President**”) will be elected by the members of the Supervisory Board.
- (2) The Supervisory Board shall appoint a Deputy President (hereinafter referred to as the “**Deputy**”) at the first meeting of the Supervisory Board.
- (3) If the seat of the President is vacant a new president has to be elected. Until such date the Deputy shall act as President. In the event that the seats of both the President and the Deputy are vacant, the eldest member of the Supervisory Board shall act as President.
- (4) The Deputy shall exercise the President's rights and duties in the absence of the latter. In case the Deputy is also absent, the Supervisory Board members participating to the meeting shall appoint another present member of the Supervisory Board to preside the meeting.
- (5) The President is primarily responsible for ensuring that the Supervisory Board functions properly and shall make such preparations as are necessary for the meetings of the Supervisory Board. The role and responsibilities of the President are mainly the following:



- (i) determine the agenda of the Supervisory Board meetings, chair such meetings and ensure that minutes are kept of such meetings;
- (ii) ensure the Supervisory Board receives accurate, timely, useful, succinct information to enable the Supervisory Board to make sound decisions;
- (iii) ensure the Supervisory Board has sufficient time for consultation and decision-making;
- (iv) enable the committees to function properly and that there is effective communication with Supervisory Board committees, including actionable, insightful reports of committees back to the full Supervisory Board;
- (v) ensure the performance of the Supervisory Board is evaluated and discussed at least once a year and disclosed via the Company's website;
- (vi) ensure that the Supervisory Board has proper working relationship with the Executive Board;
- (vii) communicate with the members of the Executive Board and discuss the strategy, the course of business and the risk management of the Company. The President of the Supervisory Board and the CEO shall meet regularly;
- (viii) address and manage internal disputes and conflicts of interest concerning Supervisory Board members.

### **Article 3: Secretary**

(1) The Supervisory Board shall appoint a corporate secretary (hereinafter referred to as the **"Secretary"**) who should assist the Supervisory Board in complying with its obligations under law, Supervisory Board internal regulation and other internal regulations and policies. The Secretary should be a senior officer in the Company.

(2) The main responsibilities of the Secretary are: (a) assisting the Supervisory Board and its committees in organising their activities and in preparing for the meetings; (b) recording of the discussions in the Supervisory Board meetings by means of minutes; (c) drafting the decisions of the Supervisory Board, supervising their distribution throughout the Company and its subsidiaries, and monitoring their implementation; (d) convening meetings of the Supervisory Board and distributing the papers to be discussed; (e) holding the minutes of meetings of the Supervisory Board in safe keeping; (e) assisting the Supervisory Board and its committees for the annual Supervisory Board and committee performance evaluation and director training programs, if the case and (f) assisting the Supervisory Board and its committees with the development of the annual internal work plan. The Secretary may delegate his/her rights and duties while retaining responsibility for the delegated tasks.

### **Article 4: Annual internal work plan**

The Supervisory Board President, with the assistance of the Secretary shall develop an annual internal work plan identifying topics to address during the year before the end of the previous year. The plan should be approved by the Supervisory Board and should take into account decisions that need to be proposed to the general meeting of shareholders, reporting by management and internal control functions, the required frequency of Supervisory Board meetings.

### **Article 5: Convening of Meetings**

(1) The meetings of the Supervisory Board shall be convened as follows:

- (i) by the President (or a member of the Supervisory Board based on an authorization given by the President) whenever he considers necessary in his/her reasonable opinion, but in any event at least once every 3 months in accordance with the law;

(ii) by the President upon the request of any two members of the Supervisory Board or of the entire Executive Board, provided the request includes only issues that are part of the duties of the Supervisory Board;

(iii) by two members of the Supervisory Board or by the entire Executive Board, if the President fails to convene the Supervisory Board's meeting within 10 working days as of the lapse of the 3-month period indicated under point (i) above, respectively as of the date of submission of the request indicated under point (ii) above.

(2) The meetings of the Supervisory Board shall be convened by way of notice sent at least three days before the date of the proposed meeting. The three-day notice period shall lapse as follows: the day in which it is served and the day in which the meeting is to be held shall not be computed therein. The notice shall be transmitted in accordance with paragraph 3 hereinbelow to all the members of the Supervisory Board.

(3) The notice of a Supervisory Board meeting shall be delivered to each member of the Supervisory Board in writing, or by facsimile or electronic mail or other lawfully permissible means of notice sent to the address or facsimile number of the particular member of the Supervisory Board. Each member of the Supervisory Board has the duty to notify the Company in writing, or by facsimile or electronic mail or other lawfully permissible means of notice of any change in such Supervisory Board member's address, facsimile number and/or other contact details, as the case may be. Non-observance of the above duty shall result in the respective member of the Supervisory Board being deemed as properly invited, if the convening notice has been served by taking into consideration the most recently notified contact details of such member.

(4) Every Supervisory Board convening notice shall specify the day and hour of the meeting, as well as the fact that the meeting shall be held at the Company's headquarters (unless the members of the Supervisory Board choose to hold the meeting at a different location, in which case the address of such different location shall be specified in the notice). The convening notice shall also specify the agenda of the meeting.

No resolution upon issues not included on the agenda shall be taken by the Supervisory Board, except for urgent cases.

The President shall decide on whether issues are of an urgent nature.

(5) A Supervisory Board meeting may be convened at any time, but in any event shall take place at least once every three months. If the Supervisory Board meeting is called upon the request of two of its members or upon the request of the Executive Board, it shall take place no later than seven days after the receipt of the subject request.

(6) To the extent possible, in accordance with the Bucharest Stock Exchange Code of Corporate Governance recommendation, the Supervisory Board should meet not less than 6 times a year.

## **Article 6: Agenda**

(1) The agenda shall be determined by the President considering any motions of the Executive Board and the Supervisory Board members, as well as by reference to the annual internal work plan identifying topics to address during the year.

(2) If a meeting is convened by members other than the President or Deputy the agenda mentioned in the notice to convene a meeting of the Supervisory Board has to remain unchanged.



(3) Sufficient written documentation related to each individual item on the agenda shall be sent out in due time, and whenever possible at least one week before the respective meeting. The invitation, the agenda and the documentation may be transmitted as an adequately protected file by electronic mail.

#### **Article 7: Attendance, Chair, Representation**

(1) The Executive Board shall attend all meetings of the Supervisory Board and shall be consulted unless the President determines otherwise. Members of the Executive Board are not entitled to vote.

(2) Persons who are neither members of the Supervisory Board nor members of the Executive Board shall not be permitted to attend Supervisory Board meetings except as required by law or allowed by the Supervisory Board. By resolution of the Supervisory Board any person may be called upon for the purpose of providing advice and information on particular matters. The financial auditors shall attend all meetings of the Audit Committee relating to the adoption and preparation of the financial statements of the Company and the auditing thereof, as well as the meetings of the Supervisory Board, when invited. Union representatives shall be invited by the President to attend the meetings in accordance with the provisions of the collective bargaining agreement and the applicable law.

(3) The Supervisory Board meeting is chaired by the President of the Supervisory Board or, in his/her absence, by the Deputy or by another member, according to article 2 para (4). The Supervisory Board may hold meetings by telephone or video conference or other communication equipment by means of which all persons participating in the meeting can hear each other, and participation in such meeting shall constitute presence in person at such meeting for the purpose of fulfilling the requirements regarding the quorum and voting conditions.

Any member of the Supervisory Board may delegate to another member the power to vote in a specific meeting of the Supervisory Board by way of a special power of attorney. An attending member may represent only one absent member.

The right to chair a meeting shall only be exercised by: (i) the President; (ii) the Deputy, if the seat of the President is vacant; or (iii) the eldest member if both the seats of the President and the Deputy are vacant.

#### **Article 8: Meetings and Resolutions**

(1) Provided that all Supervisory Board members have been duly convened, at least 5 of the Supervisory Board members must be present for resolutions to be validly passed.

(2) The decisions of the Supervisory Board shall be validly passed by the affirmative vote of the majority of the members present or represented at such Supervisory Board meeting. In the event of parity of votes, the President of the Supervisory Board or the person empowered by him/her to chair the meeting shall have a casting vote.

(3) In urgent cases, the Supervisory Board may take decisions by circulation, without an actual meeting being held, by the majority of votes. The President shall decide on whether issues are of an urgent nature.

In order to pass a valid resolution by circulation, the resolution proposal shall be communicated three days prior to the approval date to all members of the Supervisory Board, in writing or by facsimile or electronic mail or other lawfully permissible means of notice to the address or the facsimile number of particular members of the Supervisory Board. The resolution proposal shall include the approval date.

(4) The voting procedure shall be determined by the President unless the Supervisory Board determines otherwise.

#### **Article 9: Minutes**

(1) The Supervisory Board's deliberations shall be recorded in the minutes of the meeting, which shall be sealed and stamped by the President. The minutes shall be signed by the person presiding over the meeting and the Secretary. Such minutes shall contain the names of the persons present, the agenda and the resolutions passed as well as the major issues raised during the Supervisory Board's deliberations.

The minutes shall be held in safe keeping by the Secretary.

(2) If a member so requests, his/her opinion dissenting from a resolution passed shall be recorded in the minutes. If the President so requires, the said member shall set forth their opinion in writing to be enclosed to the minutes.

(3) A copy of the minutes shall be delivered to each member no later than five working days after a meeting, and the minutes shall be submitted to the next meeting for approval.

#### **Article 10: Binding Statements on behalf of the Supervisory Board**

All binding statements, reports and information notes of the Supervisory Board shall be signed in its name by the President or the Deputy.

#### **Article 11: Committees, General**

(1) The Supervisory Board may assign limited issues to certain of its members, acting individually or as part of special committees, and may also resort to experts to study certain issues. The task of the committees is to formulate recommendations for the purpose of preparing resolutions to be passed by the Supervisory Board itself, without thereby preventing the entire Supervisory Board from dealing with matters assigned to the committees.

(2) The chairpersons of the committees shall report quarterly to the Supervisory Board. Each committee shall elect a chairperson and deputy chairperson at its first meeting.

(3) Any absent member of a committee may delegate to another member of the respective committee the power to participate and vote/ express his/her opinion in a specific committee meeting, if so authorized in writing by such absent committee member, by way of a special power of attorney. In the absence of the president of a committee, the right to chair a meeting shall only be exercisable by the respective deputy.

(4) At the invitation of the chairperson of a committee, members of the Supervisory Board who are not members thereof may attend.

(5) The internal rules of the Supervisory Board shall apply to the activities of committees by extension unless separate internal rules resolved by the Supervisory Board provide otherwise.

#### **Article 12: Audit Committee**

(1) An Audit Committee will be established by resolution of the Supervisory Board and it shall consist of members whose number shall be determined by the Supervisory Board including the President and/or the Deputy.

(2) The Audit Committee's main role shall be to oversee the financial and sustainability reporting, internal control and risk management frameworks, internal and external audit processes, as well as the framework for ensuring the Company's compliance with applicable laws and regulations.

(3) The attributions and responsibilities of the Audit Committee are further detailed in the Audit Committee's Terms of Reference as approved by the Supervisory Board.

#### **Article 13: Nomination and Remuneration Committee**

(1) If a Nomination and Remuneration Committee will be established by resolution of the Supervisory Board, it shall consist of members whose number shall be determined by the Supervisory Board including the President and/or the Deputy.

(2) The main responsibilities of the Nomination and Remuneration Committee include: being involved in the succession planning for the Executive Board, coordinate the annual evaluation of the Supervisory Board and its committees, being involved in the development of professional development programmes, carrying out the assessment of independency of Supervisory Board members, having an active role and responsibilities in relation to the Supervisory Board and Executive Board compensation framework.

(3) The attributions and responsibilities of the Nomination and Remuneration Committee are further detailed in the Nomination and Remuneration's Terms of Reference, as approved by the Supervisory Board.

#### **Article 14: Obligation to maintain confidentiality; issuer compliance**

Members of the Supervisory Board shall maintain strict confidentiality towards third parties with regard to the deliberations of the Supervisory Board and all matters relating to the Company and the Group of which they become aware in their capacity as Members of the Supervisory Board. It is also the obligation of the members and any third parties involved by them to comply with the laws and regulations governing stock exchange transactions and the corporate rules of the Company, including the treatment of insider trading and directors' dealings (issuer compliance).

#### **Article 15: Duties of members of the Supervisory Board**

(1) Members of the Supervisory Board have a duty of care and a duty of loyalty to the Company. Such duties must be discharged with due regard for the interests of all shareholders.

(2) Unless otherwise provided for herein or in the Articles of Association, the provisions governing the "independence of the Supervisory Board members" as stipulated under the Company Law and capital markets regulations shall apply accordingly.

#### **Article 16: Rules governing conflicts of interest**

(1) Members of the Supervisory Board shall not assume any function in the decisional bodies of companies other than companies within the Group, which are competitors of the Company or of the Company's majority shareholder.

(2) In the event of a conflict of interest, Members of the Supervisory Board shall immediately disclose such conflict to the President. In the event that the President becomes aware of a conflict of interest, he shall immediately disclose this to the Deputy.

(3) The granting of loans by the Company to members of the Supervisory Board is prohibited.

(4) The conclusion of contracts with members of the Supervisory Board having as object the performance for the Company or a company within the Group of a service outside of their responsibilities in the Supervisory Board shall require the consent of the Supervisory Board, unless subject to a token value consideration while the token value is to be assessed on a case by case basis by reference to the nature of the performance subject to such consideration. This shall also apply to contracts with companies in which a member of the Supervisory Board has a considerable economic interest.

#### **Article 17: Induction and ongoing training programmes**

(1) Orientation (induction) programmes are required for newly appointed Supervisory Board/Executive Board members, that shall be ensured by internal staff of the Company.

(2) Also, if needed, as per the Supervisory Board resolution, orientation and ongoing trainings programmes for Supervisory Board/Executive Board members (ongoing director education program) shall be implemented.

#### **Article 18: Language and Translation**

The meetings of the Supervisory Board shall be held in the English language and shall be simultaneously translated into the Romanian language. The minutes and the other documents related to the Supervisory Board's meetings shall be drafted in English and in Romanian as well. In the event of differences between the English and the Romanian versions, the English version shall prevail.

These Rules are drawn-up in Romanian and in English. In the event of differences between the English and the Romanian versions, the English version shall prevail.

#### **Article 19: Entry into Force**

These internal rules shall enter into force on ... and shall supersede any previous internal rules.

The present Internal rules shall be published on the Company's website.