

## Nomination and Remuneration Committee Terms of Reference

### 1. PREAMBLE

The present Terms of Reference (“**ToR**”) set out the main rules and principles guiding the activity, role and functioning of the Supervisory Board Nomination and Remuneration Committee (the “**Nomination and Remuneration Committee**” or “**NRC**”) of OMV Petrom S.A. (“**OMV Petrom**” or the “**Company**”).

### 2. COMPOSITION

- 2.1 The Nomination and Remuneration Committee shall be composed of a number of members to be determined by the Supervisory Board and shall include a President and a Deputy President of the NRC, all appointed by decision of the Supervisory Board from amongst Supervisory Board members.
- 2.2 The Deputy shall exercise the President's rights and duties in the absence of the latter.
- 2.3 Being a member of the Nomination and Remuneration Committee does not preclude its members from being members in other Supervisory Board committees.

### 3. MAIN ROLES AND ATTRIBUTIONS

The NRC shall have the following main roles and attributions:

- 3.1 The NRC shall be involved in certain matters concerning **the Executive Board**. To this end, NRC shall:
    - 3.1.1 lead the annual **evaluation of the Executive Board's performance** and the effectiveness of its cooperation with the Supervisory Board, taking into account the information provided to the Supervisory Board; the NRC will make recommendations to the Supervisory Board regarding the Executive Board annual remuneration, target achievement and any other matter concerning the remuneration of Executive Board members. The NRC will also make proposals for the annual and long-term KPIs to the Supervisory Board in line with the Company's Remuneration Policy.
    - 3.1.2 develop and review jointly with the President of the Supervisory Board the **professional development plans** for the Executive Board members.
    - 3.1.3 lead the development of **succession plans** for Executive Board members, as well as the emergency succession plans and Executive Board members' (including CEO) recruitment process;
    - 3.1.4 identify individuals qualified to become Executive Board members and evaluate the candidates for Executive Board positions; NRC will have full responsibility on the **selection process** of candidates for appointment in Executive Board (*only those candidates vetted by NRC will be submitted for appointment by the full Supervisory Board*).
    - 3.1.5 lead the development and periodical review of the **Executive Board Nomination Policy**, including Executive Board profile;
- The NRC will submit motions to the Supervisory Board for matters 3.1.1 to 3.1.5 above, where and as applicable. The President of the NRC is specifically authorized to conclude, amend and terminate mandate contracts with Executive Board members in line with the relevant Supervisory Board decision.
- 3.2 The NRC shall be involved in certain matters concerning the **Supervisory Board**. To this end, NRC shall:

- 3.2.1 review and recommend to the Supervisory Board the size and composition of the Supervisory Board;
- 3.2.2 monitor the nomination process of candidates for the position of Supervisory Board member, identify individuals qualified to become Supervisory Board members, evaluate the candidates proposed by the shareholders or by the Supervisory Board members and inform the general meeting of shareholders, accordingly; make recommendations to the Supervisory Board concerning committee appointments (other than the Nomination and Remuneration Committee);
- 3.2.3 lead the development and periodical review of the **Supervisory Board Nomination Policy**, including Supervisory Board profile;
- 3.2.4 coordinate an **annual evaluation of the composition, activity and dynamics of the Supervisory Board and its committees**, individually (including the President of the SB) and as a whole. NRC shall share the results of the annual evaluation with the whole Supervisory Board and will set follow up actions, if any, including professional development and training plans for the Supervisory Board to fill gaps.
- 3.2.5 Based on the results of the annual Supervisory Board evaluation, NRC shall develop jointly with the President of the Supervisory Board, **professional development programmes** focusing on areas where capability should be built among Supervisory Board members. Likewise, NRC will oversee the implementation of any individual and ongoing training programs for Supervisory Board members (as per Supervisory Board decisions).
- 3.2.6 NRC will carry out the **assessment of independency of Supervisory Board members**. NRC shall assess the independency of the candidates for the position as Supervisory Board member by considering their personal evaluation and by examining whether there are any business or other personal relationships that could materially affect the independence and objectivity of the candidates for the position as Supervisory Board member and his/her ability to act in the best interests of the Company, its shareholders and stakeholders. Same assessment is to be performed by NRC also when a Supervisory Board member becomes independent due to some changes of circumstances brought to the attention of the Supervisory Board.
- 3.3 NRC shall have an active role and responsibility in relation to the **Supervisory Board and Executive Board compensation framework**, namely NRC shall:
  - 3.3.1 lead the development and periodical review of the **Remuneration Policy** for the Supervisory Board and Executive Board members that is later submitted for approval to the General Meeting of Shareholders;
  - 3.3.2 coordinate the preparation of the annual **Remuneration Report** for the Supervisory Board and Executive Board members, that is later submitted for consultative vote to the General Meeting of Shareholders;
  - 3.3.3 oversee the administration of the compensation and benefits plans of the Executive Board and Supervisory Board.
- 3.4 NRC will report on its activity on a regular basis to the Supervisory Board.
- 3.5 For the performance of its activity, NRC may seek the professional advice of the OMV Petrom's auditors, specialists or consultants and may, for the avoidance of doubt, also engage external support if and to the extent such support is deemed reasonable or necessary by NRC to fulfil its responsibilities.
- 3.6 Disputes regarding competence based on the allocation of responsibilities of Executive Board members shall be decided by the NRC.

#### 4. FUNCTIONING

- 4.1. The Nomination and Remuneration Committee shall meet at least once per year, and on an extraordinary basis if necessary.
- 4.2. NRC 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 deliberation conditions.
- 4.3. Any member of the NRC may delegate to another member of the NRC the power to participate and vote/express his/her opinion in a specific meeting of the NRC by way of a special power of attorney. An attending member may represent only one absent member.
- 4.4. Meetings of NRC shall be called by the President at his/her initiative or upon the request of two NRC members. The President of NRC shall determine the agenda of meetings. NRC meetings are chaired by the President or, in his/her absence, by the Deputy President or by another member, by virtue of a mandate from the President.
- 4.5. Provided that all NRC members have been duly convened, for resolutions to be validly passed, it is necessary that the majority of NRC members attend.
- 4.6. The decisions of NRC shall be validly passed by the affirmative vote of the majority of the members present or represented at such NRC meeting. In the event of parity of votes, the President of NRC or the person empowered by him/her to chair the meeting shall have a casting vote. However, the President of NRC shall endeavor to achieve that, to the extent possible, resolutions are passed with a consensus among its members.
- 4.7. In urgent cases, NRC may take decisions also 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
- 4.8. Only at the invitation of the President of NRC, other members of the Supervisory Board who are not members of NRC as well as the Executive Board or members thereof, or any other persons may attend NRC meetings without voting right, as he/she deems appropriate to assist the NRC in performing its tasks.
- 4.9. The NRC's deliberations shall be recorded in the minutes of the meeting, which shall be signed by the person presiding over the meeting and the minutes-taker. The minutes-taker shall be appointed by the President of the NRC. Such minutes shall contain the names of the persons attending, the agenda and the resolutions passed as well as, if the case, the major issues raised during the NRC's deliberations. The minutes shall be kept at the Company's headquarters.
- 4.10. NRC shall develop before the end of the year, an **annual internal work plan** identifying topics to address, key activities and priorities, as well as frequency of NRC meetings, for the next year.

#### 5. APPROVAL AND REVIEW OF NOMINATION AND REMUNERATION COMMITTEE TOR

- 5.1. These ToR shall come into force on 23 October 2025 and may be amended by resolution of Supervisory Board at any time.
- 5.2. The present ToR supplements the provisions in the Internal Regulation for the Supervisory Board. In the event of conflict between the ToR, the Internal Regulation for the Supervisory Board and any laws or regulations, the latter shall prevail.
- 5.3. The present ToR shall be published on the Company's website.

Initially approved by Supervisory Board on 23 June 2017 and revised by the Supervisory Board on 21 November 2017, on 14 March 2019 and on 16 September 2025.