

ITEM 10 ON THE OGM AGENDA

Approval of the form of the Management Agreement to be entered into by the Company with the members of the Board of Directors, for the duration of their term of office as directors of the Company

The management agreement submitted for approval by the general meeting under item 10 of the agenda has been drafted in full compliance with the applicable legal framework. Its provisions are consistent with the requirements of Companies Law no. 31/1990, as republished and subsequently amended, as well as with the Company's Articles of Association and internal regulations.

The Board of Directors recommends the execution of management agreements with its members in order to establish a clear and transparent legal framework governing the exercise of their mandate. Given that the law does not exhaustively regulate all aspects of the director's role, such agreements serve to define, with greater precision and in greater detail, the rights and obligations of the directors, the boundaries of their authority, and the applicable performance and remuneration criteria — thereby contributing to the efficient and accountable management of the Company's affairs.

The management agreement also constitutes an essential instrument for ensuring legal compliance, safeguarding the interests of both the shareholders and the Company, and strengthening investor confidence in the Company's governance.

The agreement shall be entered into for the duration of the director's term of office and shall take effect upon approval by the Ordinary General Meeting of Shareholders and signing by both parties. It should be noted that, in accordance with regulations issued by the Financial Supervisory Authority, the exercise of duties pertaining to the role of director (administrator) may only commence following the issuance of the relevant authorisation or approval decision by that authority, under the conditions prescribed by law.

The Board of Directors hereby recommends and submits for shareholder approval the form of the management agreement to be entered into by the Company with the members of the Board of Directors for the duration their term of office as directors of the Company.

Bogdan-Alexandru DRĂGOI
Chairman of the Board of Directors

This is an English translation of the Informative materials for the OGM Agenda, approved by the Board of Directors. The Company provides this translation for shareholders' reference and convenience. If the English version of this informative material differs from the Romanian version, the latter prevails.