



# THE POLICY RELATED TO SIGNIFICANT TRANSACTIONS WITH AFFILIATED PARTIES

## **I. GENERAL ASPECTS**

The policy on the transactions with affiliated parties regulates the way in which Antibiotice SA identifies, evaluates, approves and reports the transactions carried out with its affiliated parties, in order to ensure the transparency, integrity and the fair treatment among shareholders.

The document is prepared in accordance with the applicable legislative provisions in force: the Law no. 24/2017 on the issuers of financial instruments and market operations, the ASF Regulation no. 5/2018 on the issuers of financial instruments, as well as the Law no. 227/2015 on the Fiscal Code.

## **II. THE PURPOSE OF THE POLICY**

The purpose of this Policy is to regulate the Company's internal mechanisms for:

- Identifying, evaluating, approving and reporting significant transactions with related parties;
- Ensuring the approach in a fair and transparent manner of these transactions, so as to protect the interests of the Company and its shareholders who are not affiliated parties;
- Preventing and managing conflicts of interest that may arise as a result of transactions with affiliated parties;
- Creating a procedural framework for evaluating significant transactions with affiliated parties to which the provisions of Article 108 paragraph 9 of Law no. 24/2017 are applicable.

## **III. DEFINITIONS**

Within the framework of this Policy on transactions with affiliated parties, in accordance with the regulations in force, the terms and expressions below will have the following meanings:

- According to Article 7 point 26 of the Law no. 227/2015 on the Fiscal Code, the notion of "affiliated person" is defined as follows:

"A person is affiliated if their relationship with another person is defined by at least one of the following cases:

- a) *a natural person is affiliated with another natural person if they are spouses or relatives up to the third degree inclusive;*
- b) *a natural person is affiliated with a legal person if the natural person holds, directly or indirectly, including the holdings of affiliated persons, at least 25% of the value/number of shares or voting rights of a legal person or if he effectively controls the legal person;*
- c) *a legal person is affiliated with another legal person if at least the latter holds, directly or indirectly, including the holdings of affiliated persons, a minimum of 25% of the value/number of shares or voting rights in the other legal person or if it effectively controls that particular legal person;*
- d) *a legal person is affiliated with another legal person if a person holds, directly or indirectly, including the holdings of affiliated persons, at least 25% of the value/number of shares or voting rights in the other legal person or if he effectively controls that particular legal person."*

- According to Article 108 paragraph 3 of the Law no. 24/2017 on the issuers of financial instruments and market operations, the notion of "significant transaction" is defined as:

*"Any transfer of resources, services or obligations, whether or not it involves the payment of a price, the individual or cumulative value of which represents more than 5% of the issuer's net assets, according to the issuer's latest individual financial reports published."*

#### **IV. PRINCIPLES REGARDING THE MANAGEMENT OF SIGNIFICANT TRANSACTIONS WITH RELATED PARTIES**

Antibiotice S.A. is committed to respecting the following principles in managing transactions with affiliated parties:

- The transparency – all the transactions with affiliated parties are documented, evaluated and reported according to Article 108 of Law no. 24/2017.
- The fairness – the transactions with affiliated parties are carried out according to the market value principle, as described in Article 11 paragraph 4 of Law no. 227/2015.
- The prevention of conflicts of interest – the internal flow of evaluation and approval of transactions with affiliated parties does not allow the affiliated parties to participate in the approval, in the vote on the significant transaction involving the respective affiliated party, thus protecting the interest of the issuer and of shareholders who are not affiliated parties, including minority shareholders.
- The compliance with applicable legislation – the compliance with the provisions of Law no. 24/2017 on issuers of financial instruments and market operations, ASF Regulation no. 5/2018 on issuers of financial instruments, as well as Law no. 227/2015 on the Fiscal Code.

#### **V. THE INITIAL MANAGEMENT OF POTENTIAL SIGNIFICANT RELATED PARTY TRANSACTIONS**

In the process of evaluating related party transactions, the first stage is the assessment of the significant nature of the transaction. Within this, the Company, through the Finance Department, in collaboration with the Legal Department, will determine whether a transaction to be approved internally exceeds, in value, 5% of net assets or if, cumulatively, transactions with a related party in any 12-month period or in the current financial year are expected to exceed this threshold.

Following this initial assessment, the Company will determine whether the transaction will be approved according to the procedure dedicated to significant transactions with affiliated parties and whether there is any reporting obligations related to it.

The second stage of the evaluation process consists of verifying whether the transaction before approval is in one of the cases exempted from reporting according to Article 108 paragraph 9 and 10 of Law no. 24/2017. In order to establish these, it will be considered that the transactions concluded in the normal course of business under normal market conditions are those transactions directly correlated with the Company's object of activity, with a frequent nature, which are concluded respecting the market value. The responsibility for carrying out this evaluation stage lies with the Finance Department, the Management Board having the responsibility to annually assess compliance with the legislation within this process.

#### **VI. THE APPROVAL AND REPORTING OF SIGNIFICANT TRANSACTIONS WITH AFFILIATED PARTIES**

Following the completion of the aforementioned evaluation stages, the transactions with affiliated parties that have been marked as significant will be subject to approval by the Management Board in accordance with the provisions of Law no. 24/2017.

After the approval of these transactions by the Management Board and at the latest at the time of their conclusion, in the event that they are not part of the cases exempted from the provisions of Law no. 24/2017, they will be reported to the Bucharest Stock Exchange through a current report, to the Financial Supervisory Authority and it will be published on the company's website.

The report shall include at least information on the nature of the relationship with the affiliated party, the name of the affiliated party, the date and nature of the transaction, the description of its object, the value of the transaction, the mutual debts, the guarantees provided, the payment terms and methods, as applicable, as well as any other essential information necessary to determine the effects of the respective transaction on the financial situation of the company, that is to be able to assess the economic fairness of the transaction from the perspective of the issuer and the shareholders who are not affiliated parties, including minority shareholders.

The Company will also report, according to the same procedure, the cumulative transactions with an affiliated party that exceed 5% of net assets in any 12-month period or in the current financial year, without being included in the calculation of the threshold the transactions previously presented as exempt from reporting.

The company will submit to the Financial Supervisory Authority and it will publish on the platform of the Bucharest Stock Exchange, within 24 hours, the report of the financial auditor provided for in Article 108 paragraph 5 of Law no. 24/2017.

The transactions with related parties that do not exceed the threshold by which they can be considered significant are approved according to the internal decision-making flow of the Company, with the aim of complying with the legal obligation to apply the market value principle.

## **VII. THE PREVENTION OF CONFLICTS OF INTEREST**

Transactions with the related parties are evaluated from the perspective of potential conflicts of interest by the Company's Audit Committee, and if such potential conflicts are identified, measures will be taken so that they do not end up negatively impacting the transaction and the interests of the Company as well as of the shareholders who are not related parties.

The related parties involved in a transaction subject to review or approval must declare their conflict of interest and they will not participate in discussions, deliberations or decision-making regarding the transaction in question.

The administrators and the shareholders who have any interest in transactions subject to approval have the obligation to abstain from debates and voting for the approval of that transaction.

## **VIII. REPORTING AND MANAGEMENT OF NON-COMPLIANCES**

Any suspicion regarding the violation of this Policy can be sent to the Company through the specific channels, so that the potential non-conformities are resolved expeditiously. If, following the completion of a transaction, non-conformities are identified, they may attract the sanctioning of the responsible persons, according to internal procedures. Also, an evaluation of the consequences of the non-conformities will be carried out under the coordination of the Management Board, after which the appropriate measures will be decided to resolve the situation.

## **IX. RESPONSIBILITIES**

- The legal department – verifies the legal compliance of transactions;
- The financial department – provides price analysis and market documentation;
- The Audit Committee – evaluates conflicts of interest related to the Company's transactions with related parties;
- The Management Board – approves significant transactions with related parties.

## **X. FINAL PROVISIONS**

This policy was approved by the Management Board of the Company on December 18, 2025, and its implementation is mandatory for all administrators, directors, employees of the Company and parties affiliated with the Company. In the event that there are changes in the current situation, internal flows or in the legislation that require the modification of the provisions of the Policy, it can be modified by the decision of the Management Board.



Antibiotice **a+**