Antibiotice
Știință și suflet

Draft Resolutions of
the Extraordinary General Meeting of Shareholders

The Extraordinary General Meeting of Shareholders of Antibiotice S.A., a trading company established and operating according to the Romanian law, registered at the Trade Register Office Iasi attached to the Court of Iasi, under the no. J1991000285223, unique registration code RO1973096, headquartered in 1 Valea Lupului St., Iasi, Romania, having subscribed and paid-up capital in the amount of 67,133,804 LEI divided in 671,338,040 ordinary registered shares, with a nominal value of 0.10 lei each,

convened by the announcement published in the Official Gazette of Romania, Part IV, no. 9055/13.11.2026 and in Evenimentul no. 10841 dated on 13.11.2026, (and republished in the Official Gazette of Romania, Part IV, no. ……/…… and in Evenimentul no. …… dated on ……)

according to the provisions of Law no. 31/1990 on trading companies, republished, with the subsequent amendments and completions, Law no. 24/2017 on issuers of financial instruments and market operations, republished, FSA Regulation no. 5/2018 on issuers of financial instruments and market operations, with the subsequent amendments and completions, Government Emergency Ordinance no. 109/2011 on corporate governance of public enterprises and provisions of the company's Articles of Association,

reunited on 17.12.2026 at 12 AM for an Extraordinary Meeting at Antibiotice headquarters, for the first reunion/second reunion, gathering shareholders representing …% of the share capital, respectively ……% of the total no. of voting rights, statutory and legally constituted,

following the debates,

DECIDES:

Resolution no.1: With the "for"/"against" votes representing …. % of the total votes held by the shareholders present and represented, the Extraordinary General Meeting of Shareholders approves/does not approve the amendment of the Company's Articles of Association, as follows:

a. Article 6, by removing one NACE code (No. 9130) from the Company's secondary activities, which the Company no longer carries out but which would require special authorisations in order to remain registered with the Trade Register;
b. Articles 27, 37, 38, 40, 43 and 45, by removing the position of Vice-Chairman of the Administration Board;
c. Article 27, by introducing provisions allowing General Meetings of Shareholders to also be held online, in accordance with Article 125^1 of Law No. 31/1990 on Companies;
d. Article 44, by aligning the Administration Board's authority to contract loans up to a limit of 20% of total non-current assets, excluding non-current receivables, with the new provisions of Law No. 24/2017 on issuers of financial instruments and market operations;

CURRENT WORDING OF ARTICLE 6
Article 6 – Company's Scope of Business Activities
The Company's main business activity, classified in accordance with the Romanian Classification of Economic Activities (CAEN), is:
2110 - Manufacture of basic pharmaceutical products / building code P10-8
The Company also carries out the following secondary business activities:
1039 - Other processing and preserving of fruit and vegetables n.e.c.
1071 - Manufacture of bread; manufacture of fresh pastry goods and cakes
1089 - Manufacture of other food products n.e.c.
1396 - Manufacture of other technical and industrial textiles
1423 - Manufacture of workwear

1812 - Other printing n.e.c.
2015 - Manufacture of fertilisers and nitrogen compounds
2020 - Manufacture of pesticides and other agrochemical products
2042 - Manufacture of perfumes and toilet preparations
2120 - Manufacture of pharmaceutical preparations / building codes P1-US, P9-C, P11-PP, P13-CSP, P14-CSC, P15-CSN, P35-TOP
2222 - Manufacture of plastic packing goods
2225 - Processing and finishing of plastic products
2433 - Manufacture of cold-formed sections
2511 - Manufacture of metal structures and parts of structures
2512 - Manufacture of doors and windows of metal
2522 - Manufacture of metal tanks, reservoirs and containers
2551 - Coating of metals
2552 - Heat treatment of metals
2553 - Machining
2592 - Manufacture of light metal packaging
3250 - Manufacture of medical and dental instruments and supplies
3311 - Repair and maintenance of fabricated metal products
3312 - Repair and maintenance of machinery
3314 - Repair and maintenance of electrical equipment
3319 - Repair and maintenance of other equipment
3320 - Installation of industrial machinery and equipment
3511 - Production of electricity from non-renewable sources
3512 - Production of electricity from renewable sources
3700 - Sewerage and wastewater treatment
3821 - Recovery of recyclable materials
3822 - Production of electricity or heat through waste treatment, including incineration
3823 - Other waste treatment activities
3831 - Incineration of waste without energy recovery
3832 - Landfill or permanent waste storage activities
3833 - Other waste disposal activities
4221 - Construction of utility projects for fluids
4321 - Electrical installation
4322 - Plumbing, heat and air-conditioning installation
4323 - Insulation work
4324 - Other construction installation
4332 - Joinery installation and carpentry work
4360 - Intermediation services for specialised construction activities
4611 - Agents involved in the sale of agricultural raw materials, live animals, textile raw materials and semi-finished goods
4612 - Agents involved in the sale of fuels, ores, metals and industrial chemicals
4613 - Agents involved in the sale of timber and building materials
4614 - Agents involved in the sale of machinery, industrial equipment, ships and aircraft
4615 - Agents involved in the sale of furniture, household goods and hardware
4616 - Agents involved in the sale of textiles, fur clothing, footwear and leather goods
4617 - Agents involved in the sale of food, beverages and tobacco
4618 - Agents specialised in the sale of other particular products n.e.c.
4619 - Agents involved in the sale of a variety of goods
4631 - Wholesale of fruit and vegetables
4632 - Wholesale of meat and meat products, fish and fish products, crustaceans and molluscs
4638 - Specialised wholesale of other food
4643 - Wholesale of electrical household appliances, radios and television sets
4646 - Wholesale of pharmaceutical and medical goods / building codes P7-D, P40-D
4647 - Wholesale of furniture, including office and shop furniture, carpets and lighting equipment
4649 - Wholesale of other household goods
4664 - Wholesale of other machinery and equipment

4683 - Wholesale of wood, construction materials and sanitary equipment
4685 - Wholesale of chemical products
4686 - Wholesale of other intermediate products
4711 - Non-specialised retail sale predominantly of food, beverages and tobacco
4712 - Non-specialised retail sale predominantly of non-food products
4721 - Retail sale of fresh fruit and vegetables
4722 - Retail sale of meat and meat products
4723 - Retail sale of fish, crustaceans and molluscs
4724 - Retail sale of bread, pastry goods and confectionery
4725 - Retail sale of beverages
4726 - Retail sale of tobacco products
4727 - Retail sale of other food
4740 - Retail sale of information and communication equipment
4754 - Retail sale of electrical household appliances and equipment
4755 - Retail sale of furniture, lighting equipment and other household articles n.e.c.
4773 - Retail sale of pharmaceutical products
4774 - Retail sale of medical and orthopaedic goods
4775 - Retail sale of cosmetic and perfumery products
4776 - Retail sale of flowers, plants and seeds; retail sale of pets and pet food
4778 - Other retail sale of new goods
4779 - Retail sale of second-hand goods
4782 - Retail sale of motor vehicle parts and accessories
4791 - Intermediation services for non-specialised retail sale
4792 - Intermediation services for specialised retail sale
4931 - Scheduled passenger land transport
4932 - Non-scheduled passenger land transport
4941 - Freight transport by road
4942 - Removal services
5210 - Warehousing and storage / building codes P4-D, P28-D, P29-D, P33-D, P34-D, P36-D, P37-D, P38-D, P7-D, P40-D
5221 - Service activities incidental to land transportation
5224 - Cargo handling
5231 - Intermediation services for freight transport
5232 - Intermediation services for passenger transport
5330 - Intermediation services for postal and courier activities
5540 - Intermediation services for accommodation
5590 - Other accommodation services
5621 - Event catering activities
5622 - Other food services n.e.c.
5640 - Intermediation services for food and beverage services
5821 - Publishing of computer games
5829 - Other software publishing
6020 - Television programming and broadcasting activities and video distribution activities
6039 - Other content distribution activities
6210 - Computer programming activities for customised software
6220 - Computer consultancy and computer facilities management activities
6290 - Other information technology service activities
6310 - Data processing, website administration and related activities
6820 - Renting and subletting of own or leased real estate
7020 - Business and management consultancy activities
7111 - Architectural activities
7112 - Engineering activities and related technical consultancy
7120 - Technical testing and analysis / building codes P2-CC, P16-CEM, P34-AP
7210 - Research and experimental development in natural sciences and engineering / building code P21-MKP
7220 - Research and experimental development in social sciences and humanities

7311 - Advertising agency activities
7312 - Media representation services
7320 - Market research and public opinion polling
7330 - Public relations and communication activities
7430 - Translation and interpretation activities
7499 - Other professional, scientific and technical activities n.e.c.
7752 - Intermediation services for renting and leasing of other tangible goods and intangible assets, excluding financial assets
8009 - Other security activities n.e.c.
8110 - Combined facilities support activities
8210 - Office administrative and support activities
8220 - Activities of call centres
8240 - Intermediation services for business support activities n.e.c.
8292 - Packaging activities / building codes P1-US, P9-C, P11-CC, P13-CSP, P14-CSC, P15-CSN, P10-B, P35-TOP
8299 - Other business support service activities n.e.c.
8532 - Technical and vocational secondary education
8551 - Sports and recreation education
8552 - Cultural education, including music, theatre, dance and fine arts, etc.
8559 - Other education n.e.c.
8561 - Intermediation services for courses and tutors
8569 - Educational support service activities
8622 - Specialist medical practice activities / building codes P16-CEM, P25-MRU
8697 - Intermediation services for medical, dental and other human health services
9130 - Conservation, restoration and other support activities for cultural heritage
9531 - Repair and maintenance of motor vehicles
9540 - Intermediation services for repair and maintenance of computers, personal and household goods, motor vehicles and motorcycles
9640 - Intermediation services for personal services
9699 - Other personal service activities n.e.c.

AMENDED WORDING OF ARTICLE 6

Article 6 – Company's Scope of Business Activities
The Company's main business activity, classified in accordance with the Romanian Classification of Economic Activities (CAEN), is:
2110 - Manufacture of basic pharmaceutical products / building code P10-B
The Company also carries out the following secondary business activities:
1039 - Other processing and preserving of fruit and vegetables n.e.c.
1071 - Manufacture of bread; manufacture of fresh pastry goods and cakes
1089 - Manufacture of other food products n.e.c.
1396 - Manufacture of other technical and industrial textiles
1423 - Manufacture of workwear
1812 - Other printing n.e.c.
2015 - Manufacture of fertilisers and nitrogen compounds
2020 - Manufacture of pesticides and other agrochemical products
2042 - Manufacture of perfumes and toilet preparations
2120 - Manufacture of pharmaceutical preparations / building codes P1-US, P9-C, P11-PP, P13-CSP, P14-CSC, P15-CSN, P35-TOP
2222 - Manufacture of plastic packing goods
2225 - Processing and finishing of plastic products
2433 - Manufacture of cold-formed sections
2511 - Manufacture of metal structures and parts of structures
2512 - Manufacture of doors and windows of metal
2522 - Manufacture of metal tanks, reservoirs and containers
2551 - Coating of metals
2552 - Heat treatment of metals
2553 - Machining

2592 - Manufacture of light metal packaging
3250 - Manufacture of medical and dental instruments and supplies
3311 - Repair and maintenance of fabricated metal products
3312 - Repair and maintenance of machinery
3314 - Repair and maintenance of electrical equipment
3319 - Repair and maintenance of other equipment
3320 - Installation of industrial machinery and equipment
3511 - Production of electricity from non-renewable sources
3512 - Production of electricity from renewable sources
3700 - Sewerage and wastewater treatment
3821 - Recovery of recyclable materials
3822 - Production of electricity or heat through waste treatment, including incineration
3823 - Other waste treatment activities
3831 - Incineration of waste without energy recovery
3832 - Landfill or permanent waste storage activities
3833 - Other waste disposal activities
4221 - Construction of utility projects for fluids
4321 - Electrical installation
4322 - Plumbing, heat and air-conditioning installation
4323 - Insulation work
4324 - Other construction installation
4332 - Joinery installation and carpentry work
4360 - Intermediation services for specialised construction activities
4611 - Agents involved in the sale of agricultural raw materials, live animals, textile raw materials and semi-finished goods
4612 - Agents involved in the sale of fuels, ores, metals and industrial chemicals
4613 - Agents involved in the sale of timber and building materials
4614 - Agents involved in the sale of machinery, industrial equipment, ships and aircraft
4615 - Agents involved in the sale of furniture, household goods and hardware
4616 - Agents involved in the sale of textiles, fur clothing, footwear and leather goods
4617 - Agents involved in the sale of food, beverages and tobacco
4618 - Agents specialised in the sale of other particular products n.e.c.
4619 - Agents involved in the sale of a variety of goods
4631 - Wholesale of fruit and vegetables
4632 - Wholesale of meat and meat products, fish and fish products, crustaceans and molluscs
4638 - Specialised wholesale of other food
4643 - Wholesale of electrical household appliances, radios and television sets
4646 - Wholesale of pharmaceutical and medical goods / building codes P7-D, P40-D
4647 - Wholesale of furniture, including office and shop furniture, carpets and lighting equipment
4649 - Wholesale of other household goods
4664 - Wholesale of other machinery and equipment
4683 - Wholesale of wood, construction materials and sanitary equipment
4685 - Wholesale of chemical products
4686 - Wholesale of other intermediate products
4711 - Non-specialised retail sale predominantly of food, beverages and tobacco
4712 - Non-specialised retail sale predominantly of non-food products
4721 - Retail sale of fresh fruit and vegetables
4722 - Retail sale of meat and meat products
4723 - Retail sale of fish, crustaceans and molluscs
4724 - Retail sale of bread, pastry goods and confectionery
4725 - Retail sale of beverages
4726 - Retail sale of tobacco products
4727 - Retail sale of other food
4740 - Retail sale of information and communication equipment
4754 - Retail sale of electrical household appliances and equipment
4755 - Retail sale of furniture, lighting equipment and other household articles n.e.c.

4773 - Retail sale of pharmaceutical products
4774 - Retail sale of medical and orthopaedic goods
4775 - Retail sale of cosmetic and perfumery products
4776 - Retail sale of flowers, plants and seeds; retail sale of pets and pet food
4778 - Other retail sale of new goods
4779 - Retail sale of second-hand goods
4782 - Retail sale of motor vehicle parts and accessories
4791 - Intermediation services for non-specialised retail sale
4792 - Intermediation services for specialised retail sale
4931 - Scheduled passenger land transport
4932 - Non-scheduled passenger land transport
4941 - Freight transport by road
4942 - Removal services
5210 - Warehousing and storage / building codes P4-D, P28-D, P29-D, P33-D, P34-D, P36-D, P37-D, P38-D, P7-D, P40-D
5221 - Service activities incidental to land transportation
5224 - Cargo handling
5231 - Intermediation services for freight transport
5232 - Intermediation services for passenger transport
5330 - Intermediation services for postal and courier activities
5540 - Intermediation services for accommodation
5590 - Other accommodation services
5621 - Event catering activities
5622 - Other food services n.e.c.
5640 - Intermediation services for food and beverage services
5821 - Publishing of computer games
5829 - Other software publishing
6020 - Television programming and broadcasting activities and video distribution activities
6039 - Other content distribution activities
6210 - Computer programming activities for customised software
6220 - Computer consultancy and computer facilities management activities
6290 - Other information technology service activities
6310 - Data processing, website administration and related activities
6820 - Renting and subletting of own or leased real estate
7020 - Business and management consultancy activities
7111 - Architectural activities
7112 - Engineering activities and related technical consultancy
7120 - Technical testing and analysis / building codes P2-CC, P16-CEM, P34-AP
7210 - Research and experimental development in natural sciences and engineering / building code P21-MKP
7220 - Research and experimental development in social sciences and humanities
7311 - Advertising agency activities
7312 - Media representation services
7320 - Market research and public opinion polling
7330 - Public relations and communication activities
7430 - Translation and interpretation activities
7499 - Other professional, scientific and technical activities n.e.c.
7752 - Intermediation services for renting and leasing of other tangible goods and intangible assets, excluding financial assets
8009 - Other security activities n.e.c.
8110 - Combined facilities support activities
8210 - Office administrative and support activities
8220 - Activities of call centres
8240 - Intermediation services for business support activities n.e.c.
8292 - Packaging activities / building codes P1-US, P9-C, P11-CC, P13-CSP, P14-CSC, P15-CSN, P10-B, P35-TOP

8299 - Other business support service activities n.e.c.
8532 - Technical and vocational secondary education
8551 - Sports and recreation education
8552 - Cultural education, including music, theatre, dance and fine arts, etc.
8559 - Other education n.e.c.
8561 - Intermediation services for courses and tutors
8569 - Educational support service activities
8622 - Specialist medical practice activities / building codes P16-CEM, P25-MRU
8697 - Intermediation services for medical, dental and other human health services
9531 - Repair and maintenance of motor vehicles
9540 - Intermediation services for repair and maintenance of computers, personal and household goods, motor vehicles and motorcycles
9640 - Intermediation services for personal services
9699 - Other personal service activities n.e.c.

CURRENT WORDING OF ARTICLE 27

Article 27 – Conduct of General Meetings

The General Meeting of Shareholders shall be chaired by the Chairman of the Administration Board or, in his absence, by the Vice-Chairman of the Administration Board.

The General Meeting shall elect two secretaries from among the shareholders present, who shall verify the shareholders' attendance list, indicating the share capital represented by each shareholder, the minutes drawn up by the technical secretary, and compliance with all formalities required by law and the Articles of Association for holding the General Meeting.

The Chairman of the Administration Board shall appoint a secretary from among the Company's employees to draw up the minutes of the General Meeting.

The minutes of the General Meeting shall be recorded in a sealed and duly certified register. The minutes shall be signed by the person who chaired the meeting and by the secretary who prepared them.

Representatives of the employees may also be invited to attend Ordinary and Extraordinary General Meetings of Shareholders at which matters concerning employment relations with the Company's personnel are discussed.

AMENDED WORDING OF ARTICLE 27

Article 27 – Conduct of General Meetings

The General Meeting of Shareholders shall be chaired by the Chairman of the Administration Board.

The General Meeting shall elect two secretaries from among the shareholders present, who shall verify the shareholders' attendance list, indicating the share capital represented by each shareholder, the minutes drawn up by the technical secretary, and compliance with all formalities required by law and the Articles of Association for holding the General Meeting.

The Chairman of the Administration Board shall appoint a secretary from among the Company's employees to draw up the minutes of the General Meeting.

The minutes of the General Meeting shall be recorded in a sealed and duly certified register. The minutes shall be signed by the person who chaired the meeting and by the secretary who prepared them.

Representatives of the employees may also be invited to attend Ordinary and Extraordinary General Meetings of Shareholders at which matters concerning employment relations with the Company's personnel are discussed.

Shareholders, either in person or through their representatives, may participate and vote at General Meetings by means of remote electronic communication.

The means of remote electronic communication must meet the technical requirements necessary to identify the participants, ensure their effective participation and the continuous transmission of the proceedings, enable shareholders to address the General Meeting and exercise their voting rights during the General Meeting, in such a manner as to allow the identification of shareholders, subsequent verification of how votes were cast, and the possibility for each shareholder to verify their own vote.

Resolutions adopted at General Meetings held by means of remote electronic communication shall be signed either by handwritten signature or by electronic signature.

CURRENT WORDING OF ARTICLE 37

Article 37 – Chairman and Vice-Chairman of the Administration Board
The Administration Board shall elect from among its members a Chairman of the Administration Board and a Vice-Chairman. The Chairman of the Administration Board and the Vice-Chairman may also be appointed by the Ordinary General Meeting of Shareholders. The Chairman and the Vice-Chairman shall be appointed for a term that may not exceed their respective terms of office as members of the Administration Board.
The Chairman and the Vice-Chairman may only be removed from office by the Administration Board. If the Chairman or the Vice-Chairman was appointed by the General Meeting of Shareholders, they may only be removed from office by that General Meeting.
The Chairman shall coordinate the activities of the Administration Board and report thereon to the General Meeting of Shareholders. The Chairman shall oversee the proper functioning of the Company's governing bodies. The Chairman shall represent the Administration Board in relations with third parties. The Administration Board may delegate additional duties to the Chairman. The Vice-Chairman shall automatically act in place of the Chairman of the Administration Board in the Chairman's absence.

AMENDED WORDING OF ARTICLE 37

Article 37 – Chairman of the Administration Board
The Administration Board shall elect from among its members a Chairman of the Administration Board. The Chairman of the Administration Board may also be appointed by the Ordinary General Meeting of Shareholders. The Chairman shall be appointed for a term that may not exceed their term of office as a member of the Administration Board.
The Chairman may only be removed from office by the Administration Board. If the Chairman was appointed by the General Meeting of Shareholders, the Chairman may only be removed from office by that General Meeting.
The Chairman shall coordinate the activities of the Administration Board and report thereon to the General Meeting of Shareholders. The Chairman shall oversee the proper functioning of the Company's governing bodies. The Chairman shall represent the Administration Board in relations with third parties. The Administration Board may delegate additional duties to the Chairman.

CURRENT WORDING OF ARTICLE 38

Article 38 – Main Responsibilities of the Chairman and Vice-Chairman
The Chairman or, as applicable, the Vice-Chairman shall convene the Administration Board whenever necessary, but at least once every three months; chair the meetings of the Administration Board, ensuring compliance with the procedures laid down by law, the Company's Articles of Association and the regulations of the Bucharest Stock Exchange; maintain a close and constructive relationship with the Company's executive directors; and make proposals regarding the establishment of Board Committees, their composition and the setting of the agenda for Administration Board meetings.

AMENDED WORDING OF ARTICLE 38

Article 38 – Main Responsibilities of the Chairman
The Chairman shall convene the Administration Board whenever necessary, but at least once every three months; chair the meetings of the Administration Board, ensuring compliance with the procedures laid down by law, the Company's Articles of Association and the regulations of the Bucharest Stock Exchange; maintain a close and constructive relationship with the Company's executive directors; and make proposals regarding the establishment of Board Committees, their composition and the setting of the agenda for Administration Board meetings.

CURRENT WORDING OF ARTICLE 40

Article 40 – Nomination and Remuneration Committee
The members of the Nomination and Remuneration Committee shall be elected upon the proposal of the Chairman/Vice-Chairman.
The Chairman or Vice-Chairman of the Administration Board shall be included among the members of the Committee but shall not be entitled to serve as Chairman of this Committee.
The Nomination and Remuneration Committee shall have the following responsibilities:
- Make proposals for positions as members of the Administration Board, develop and submit to the Administration Board the procedure for selecting candidates for director positions and other management positions, recommend candidates for these positions to the Administration Board, and make proposals regarding the remuneration of directors and other management personnel.

- Assess, at least once a year, the independence of the members of the Administration Board;
- Verify the number of mandates held by members of the Administration Board in other companies;
- Perform other duties related to the appointment or removal of members of the Administration Board, as instructed by the Administration Board;
- Propose candidates to the Administration Board for appointment, reappointment or removal from office as members of the Administration Board. The Committee may reject candidates who do not meet the eligibility criteria for serving as members of the Administration Board;
- Ensure that candidates for membership of the Administration Board possess the necessary qualifications and experience to fulfil their duties;
- Prepare an annual report on the remuneration and other benefits granted to members of the Administration Board and directors during the financial year. This report shall be presented by the Administration Board to the General Meeting of Shareholders responsible for approving the annual financial statements.

The annual report shall be made available to shareholders, including on the Company's website, and shall contain at least the following information:
- The remuneration structure, explaining the proportion of variable and fixed remuneration components;
- The performance criteria underlying the variable remuneration component and the relationship between actual performance and remuneration;
- The considerations justifying any annual bonus schemes or non-cash benefits;
- Any supplementary or early retirement pension schemes;
- Information regarding the duration of contracts, the agreed notice period and the amount of compensation payable in the event of removal from office without just cause.

The Nomination and Remuneration Committee shall perform any other duties assigned to it under these Articles of Association, by law or by decision of the Administration Board.

AMENDED WORDING OF ARTICLE 40

Article 40 – Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee shall be elected upon the proposal of the Chairman.

The Chairman of the Administration Board shall be included among the members of the Committee but shall not be entitled to serve as Chairman of this Committee.

The Nomination and Remuneration Committee shall have the following responsibilities:
- Make proposals for positions as members of the Administration Board, develop and submit to the Administration Board the procedure for selecting candidates for director positions and other management positions, recommend candidates for these positions to the Administration Board, and make proposals regarding the remuneration of directors and other management personnel.
- Assess, at least once a year, the independence of the members of the Administration Board;
- Verify the number of mandates held by members of the Administration Board in other companies;
- Perform other duties related to the appointment or removal of members of the Administration Board, as instructed by the Administration Board;
- Propose candidates to the Administration Board for appointment, reappointment or removal from office as members of the Administration Board. The Committee may reject candidates who do not meet the eligibility criteria for serving as members of the Administration Board;
- Ensure that candidates for membership of the Administration Board possess the necessary qualifications and experience to fulfil their duties;
- Prepare an annual report on the remuneration and other benefits granted to members of the Administration Board and directors during the financial year. This report shall be presented by the Administration Board to the General Meeting of Shareholders responsible for approving the annual financial statements.

The annual report shall be made available to shareholders, including on the Company's website, and shall contain at least the following information:
- The remuneration structure, explaining the proportion of variable and fixed remuneration components;
- The performance criteria underlying the variable remuneration component and the relationship between actual performance and remuneration;
- The considerations justifying any annual bonus schemes or non-cash benefits;

- Any supplementary or early retirement pension schemes;
- Information regarding the duration of contracts, the agreed notice period and the amount of compensation payable in the event of removal from office without just cause.

The Nomination and Remuneration Committee shall perform any other duties assigned to it under these Articles of Association, by law or by decision of the Administration Board.

CURRENT WORDING OF ARTICLE 43

Article 43 – Functioning of the Administration Board

The Administration Board shall meet at least once every three months or whenever necessary, with remuneration being paid on a monthly basis.

The Chairman or Vice-Chairman shall convene the Administration Board, set the agenda, ensure that the members of the Administration Board are adequately informed of the items on the agenda, and chair the meeting.

The Administration Board shall also be convened upon a reasoned request submitted by at least two of its members or by the General Director. In such cases, the agenda shall be established by those submitting the request. The Chairman shall be obliged to comply with such a request.

Minutes shall be drawn up for each meeting, recording the names of the participants, the order of deliberations, the decisions adopted, the number of votes cast and any dissenting opinions.

For the decisions of the Administration Board to be valid, the presence of at least half of its members is required. Members of the Administration Board may be represented at Board meetings only by other members of the Administration Board. A member present may represent only one absent member. The minutes shall be signed by the Chairman of the meeting and at least one other member of the Administration Board.

In exceptional circumstances, justified by the urgency of the situation and the interests of the Company, decisions of the Administration Board may be adopted by the unanimous written vote of its members, without the need to convene a meeting of the Administration Board.

This procedure may not be used for decisions of the Administration Board concerning the annual financial statements or authorised share capital.

The Administration Board may, by unanimous agreement of its members, authorise certain members to carry out specific transactions or categories of transactions.

The Administration Board may engage experts and advisers to examine and resolve specific matters.

AMENDED WORDING OF ARTICLE 43

Article 43 – Functioning of the Administration Board

The Administration Board shall meet at least once every three months or whenever necessary, with remuneration being paid on a monthly basis.

The Chairman shall convene the Administration Board, set the agenda, ensure that the members of the Administration Board are adequately informed of the items on the agenda, and chair the meeting.

The Administration Board shall also be convened upon a reasoned request submitted by at least two of its members or by the General Director. In such cases, the agenda shall be established by those submitting the request. The Chairman shall be obliged to comply with such a request.

Minutes shall be drawn up for each meeting, recording the names of the participants, the order of deliberations, the decisions adopted, the number of votes cast and any dissenting opinions.

For the decisions of the Administration Board to be valid, the presence of at least half of its members is required. Members of the Administration Board may be represented at Board meetings only by other members of the Administration Board. A member present may represent only one absent member. The minutes shall be signed by the Chairman of the meeting and at least one other member of the Administration Board.

In exceptional circumstances, justified by the urgency of the situation and the interests of the Company, decisions of the Administration Board may be adopted by the unanimous written vote of its members, without the need to convene a meeting of the Administration Board.

This procedure may not be used for decisions of the Administration Board concerning the annual financial statements or authorised share capital.

The Administration Board may, by unanimous agreement of its members, authorise certain members to carry out specific transactions or categories of transactions.

The Administration Board may engage experts and advisers to examine and resolve specific matters.

CURRENT WORDING OF ARTICLE 44

Article 44 – Main Responsibilities of the Administration Board

The Administration Board shall be responsible for carrying out all acts necessary and useful for achieving the Company's scope of business activities, except for those reserved by law to the General Meeting of Shareholders.

The Administration Board shall have the following fundamental powers, which may not be delegated to the executive directors:

- Establishing the main directions of the Company's activities and development;
- Establishing accounting policies and the financial control system, as well as approving financial planning;
- Contracting loans and refinancing facilities and securing them with the Company's assets, up to a limit of 20% of the value of the Company's assets (20% of total non-current assets, excluding non-current receivables), and executing addenda to loan agreements, all such decisions being subject to ratification at the next General Meeting of Shareholders;
- Appointing and removing executive directors and determining their remuneration;
- Supervising the activities of the executive directors;
- Preparing the annual report, organising the General Meeting of Shareholders and implementing its resolutions;
- Filing a petition for the commencement of the Company's insolvency proceedings, in accordance with Law No. 85/2014 on insolvency prevention and insolvency proceedings;
- Performing other duties imposed by law, the Company's Articles of Association and the Rules of Procedure of the Administration Board.

AMENDED WORDING OF ARTICLE 44

Article 44 – Main Responsibilities of the Administration Board

The Administration Board shall be responsible for carrying out all acts necessary and useful for achieving the Company's scope of business activities, except for those reserved by law to the General Meeting of Shareholders.

The Administration Board shall have the following fundamental powers, which may not be delegated to the executive directors:

- Establishing the main directions of the Company's activities and development;
- Establishing accounting policies and the financial control system, as well as approving financial planning;
- Approving transactions involving the acquisition, disposal, exchange or pledging as collateral of assets classified as non-current assets of the Company, where their value does not exceed, individually or cumulatively during a financial year, 20% of total non-current assets, excluding non-current receivables;
- Appointing and removing executive directors and determining their remuneration;
- Supervising the activities of the executive directors;
- Preparing the annual report, organising the General Meeting of Shareholders and implementing its resolutions;
- Filing a petition for the commencement of the Company's insolvency proceedings, in accordance with Law No. 85/2014 on insolvency prevention and insolvency proceedings;
- Performing other duties imposed by law, the Company's Articles of Association and the Rules of Procedure of the Administration Board.

CURRENT WORDING OF ARTICLE 45

Article 45 – Other Responsibilities of the Administration Board

The Administration Board shall approve, as appropriate, on a monthly, quarterly or annual basis, the policies relating to the marketing strategy, taking into account the specific characteristics of the domestic and international markets.

The Administration Board shall represent the Company in relations with third parties and before the courts through the Chairman or the Vice-Chairman.

The Administration Board shall retain the authority to represent the Company in its relations with the executive directors.

The Administration Board shall register with the Trade Register the names of the persons authorised to represent the Company. These persons shall submit their specimen signatures to the Trade Register.
The members of the Administration Board shall perform their duties with loyalty and in the best interests of the Company, in accordance with the law.
The members of the Administration Board shall be responsible for fulfilling all their obligations in accordance with the law.

AMENDED WORDING OF ARTICLE 45

Article 45 – Other Responsibilities of the Administration Board
The Administration Board shall approve, as appropriate, on a monthly, quarterly or annual basis, the policies relating to the marketing strategy, taking into account the specific characteristics of the domestic and international markets.
The Administration Board shall represent the Company in relations with third parties and before the courts through the Chairman.
The Administration Board shall retain the authority to represent the Company in its relations with the executive directors.
The Administration Board shall register with the Trade Register the names of the persons authorised to represent the Company. These persons shall submit their specimen signatures to the Trade Register.
The members of the Administration Board shall perform their duties with loyalty and in the best interests of the Company, in accordance with the law.
The members of the Administration Board shall be responsible for fulfilling all their obligations in accordance with the law.

This decision shall be signed today 17.12.2026.

President of the Management Board,
Ionuț-Sebastian IAVOR