Policy on the Organisation and Conduct of General Meetings of Shareholders of Cris-Tim Family Holding S.A. ( )

Mănânci bine,
te simți bine!

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1. PURPOSE

This policy (hereinafter referred to as the "Policy") establishes the framework for the organisation and conduct of general meetings of shareholders of Cris-Tim Family Holding S.A., a company managed under a unitary system, registered and operating under Romanian law, registered with the Bucharest Trade Register under number J2000000991296, unique registration code RO 13533870, with its registered office in Filipeștii de Pădure, Filipeștii de Pădure village, Gării Street, no. 661, Prahova County, with a subscribed and paid-up share capital of RON 75,000,000 (hereinafter referred to as "Cris-Tim" or "the Company").

2. SCOPE

This Policy is binding at all times on the Company, its shareholders, executive directors and members of the Board of Directors.

2.1 Reference and related documents

The organisation and conduct of the GSM shall be carried out in accordance with the provisions of:

- Law No. 24/2017 on issuers of financial instruments and market operations, republished, with subsequent amendments and additions;
- ASF Regulation No. 5/2018 on issuers of financial instruments and market operations, as amended and supplemented;
- Law No. 31/1990 on companies, republished, with subsequent amendments and additions;
- Cris-Tim's Articles of Association;
- This Policy, etc.

In the event of a conflict between this Policy and the Company's Articles of Association and any legal provisions or regulations, the latter shall prevail.

2.2 Specific definitions

- **Registration date** - the specific calendar date, i.e. dd/mm/yy, set by the general meeting of shareholders, hereinafter referred to as the GMS, which serves to identify the shareholders who are to receive dividends or other rights and who are affected by the decisions of the GMS. The registration date is set in the case of GMS decisions relating to corporate events;
- **Payment date** - the calendar date expressly specified, namely dd/mm/yy, on which the results of a corporate event related to the holding of financial instruments are due, namely on which the debiting and/or crediting of sums of money and/or financial instruments must be carried out;
- **Reference date** - the calendar date expressly specified, i.e. dd/mm/yy, set by the board of directors, which serves to identify the shareholders who are entitled to participate in the GSM and vote at it. The reference date must be after the publication of the convocation and before the GSM;
- **Ex-date** - the date prior to the registration date with a settlement cycle minus one working day, from which the financial instruments subject to the decisions of the company bodies are traded without the rights deriving from that decision. The ex-date is calculated taking into account the T + 2 working days settlement cycle;
- **Corporate events** - events relating to certain financial instruments, initiated by the issuer of those financial instruments as a result of a decision by the statutory bodies or by an offeror (e.g. cash distributions, distributions in financial instruments, mandatory or

voluntary reorganisation , etc.);

- **Company headquarters** - Filipeștii de Pădure Commune, Filipeștii de Pădure Village, Gării Street, no. 661, Prahova County. Documents are registered from Monday to Friday, between 09:00 and 17:00 (Romanian time), except for public holidays and days declared non-working days by the Collective Labour Agreement applicable at the level of the Company .
- **An electronic signature compliant with the legal provisions in force on the date of signing a document** is an advanced or qualified electronic signature, in accordance with Law no. 214/2024 on the use of electronic signatures, time stamps and the provision of trust services based on them, and Regulation (EU) No. 910/2014 of the European Parliament and of the Council on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC.

2.3 Abbreviations

- BVB – Bucharest Stock Exchange
- CA – Board of Directors

3. POLICY OBJECTIVES

The purpose of this policy is to ensure that the General Meetings of Cris-Tim Family Holding S.A. are organised and conducted in compliance with the provisions of Law No. 24/2017 on issuers of financial instruments and market operations, ASF Regulation No. 5/2018 and the Bucharest Stock Exchange Code.

4. POLICY PRINCIPLES

The Company's share capital is held by shareholders registered in the Cris-Tim shareholder register kept by Depozitarul Central S.A.

The General Meeting of Shareholders ("GMS") is the main corporate governance body, making decisions on the items listed in the Articles of Association and in the law, thus allowing shareholders to express their will regarding Cris-Tim's activity.

General meetings of shareholders may be ordinary ("AGOA") or extraordinary ("AGEA"). For the purposes of this methodology, AGEA and AGOA are collectively referred to as **"AGA"**. The venue of the GSM is determined by the notice of meeting for that meeting, most often being the Company's registered office or its secondary offices/places of business.

The Company treats all shareholders equally. Each share subscribed and paid in full by the shareholders, in accordance with the law, entitles the shareholders to one vote at the general meeting of shareholders, the right to elect the management bodies, the right to participate in the distribution of profits, as well as other rights provided for in these Articles of Association and the legal provisions. Shares whose voting rights are suspended are an exception.

5. RULES OF APPLICATION

5.1 Powers of the GSM

The AGM has the following main powers:

a. To approve the annual financial statements and determine the distribution of net profits;
b. To elect and dismiss members of the Board of Directors;
c. To appoint or dismiss the financial auditor and set the minimum duration of the financial audit contract;
d. To decide on the management of the Board of Directors;
e. To establish the income and expenditure budget and, where applicable, the activity programme for the following financial year;
f. To decide on the pledging, leasing or dissolution of one or more units of the Company.
g. To decide on any other matters established or left by law within its competence.

The EGMS decides on the following:

a. Change of legal form;
b. Relocation of the Company's registered office;
c. Change of the Company's main object of activity;
d. Reducing the share capital or replenishing it by issuing new shares;
e. Increasing the share capital;
f. Merger with other companies or division of the Company, including cross-border mergers and cross-border divisions;
g. Cross-border transformation;
h. Early dissolution of the Company;
i. Conversion of shares from one category to another;
j. Conversion of one category of bonds into another category or into shares;
k. Issuance of bonds;
l. Any other amendment to the articles of association or any other decision for which the approval of the extraordinary general meeting is required.

5.2 Convening the EGM

The AGOA meets at least once a year, no later than four months after the end of the financial year. Except in this case, the AGOA and AGEA meet whenever necessary, being convened by the Board of Directors of Cris-Tim. The AGM may also be convened by a shareholder who individually holds, or, as the case may be, shareholders who jointly hold, at least 5% of the share capital. In this case, the general meeting of shareholders shall be convened within a maximum of 30 days and shall meet within a maximum of 60 days from the date of receipt of the request.

The deadline for convening the GSM is at least 30 days from the date of publication of the convocation in the Official Gazette of Romania, Part IV, and in at least one national newspaper and on the Company's website. The convocation is also sent to the Financial Supervisory Authority and the Bucharest Stock Exchange.

The above-mentioned meeting date is required by the provisions of:

- Art. 117 para. (2) of Law 31/1990 – the notice period for the General Meeting of Shareholders may not be less than 30 days from the date of publication of the notice in the Official Gazette of Romania, Part IV;
- The reference date shall be at least 15 working days prior to the deadline for submitting

proxies for voting;

- Art. 105 para. (3) and para. (5). 5 of Law 24/2017, republished – shareholders holding at least 5% of the share capital have the right to add new items to the agenda within 15 days from the date of publication of the convocation;

The GSM convocation

The GSM convocation shall include, in accordance with the legal provisions in force and the Articles of Association, at least:

- The name of the Company;
- The place, date and time of the AGM for the first and second convocation;
- A clear and precise description of the procedures that shareholders must follow in order to participate and vote;
- The reference date and a mention that only persons who are shareholders on that date are entitled to participate and vote at the general meeting;
- The agenda, which shall explicitly mention all the issues to be discussed and a clear and precise description of the procedures that shareholders must follow in order to participate and vote at the general meeting of shareholders, namely information regarding:
    - The right of one or more shareholders representing, individually or jointly, at least 5% of the share capital to submit, within 15 days of the date of publication of the convocation, items on the agenda of the general meeting, provided that each item is accompanied by a justification or a draft resolution proposed for adoption by the general meeting; and to submit draft resolutions for the items included or proposed to be included on the agenda of the general meeting; the supplementary notice shall be published in accordance with the deadline provided for by law and the articles of association, together with all relevant documents relating to the agenda;
    - The procedure for direct voting, by proxy (through representation) and by correspondence or electronic means, as well as the fact that for voting by proxy based on a power of attorney, special or general power of attorney forms must be used, as applicable. The method of obtaining special proxy forms for representation at the GSM, the deadline and place where proxies are submitted/received, as well as the means by which the company may accept notification of the appointment of representatives by electronic means shall also be mentioned in the notice of meeting.
- The deadline by which proposals for candidates for the positions of directors may be made, if the election of directors is included on the agenda. The deadline shall be set so that the period during which proposals for candidates for directors' positions may be made is at least 3 working days after the publication of the notice of meeting/supplement to the notice of meeting, with the election of directors on the agenda;
- The place where the full text of the documents and draft decisions can be obtained, other information relating to the items on the agenda of the general meeting and the date from which they will be available, as well as the procedure to be followed in this regard;

- The website address where the information related to the agenda will be available;
- Proposal regarding the details of the corporate events subject to the GSM, respectively, as the case may be, without being limited to the registration date, ex date, payment date, guaranteed participation date, details regarding distribution, pre-emptive rights, allocation rights, subscription, cancellation, conversion, payment methods, option exercise period.

If the agenda of the GSM includes proposals to amend the Company's Articles of Association, the convocation shall contain the full text of the proposals.

Shareholders representing the entire share capital may, if none of them objects, hold a general meeting and take any decision within the competence of the meeting, without complying with the formalities required for convening it.

5.3 Identification requirements applicable to shareholders

The identification requirements applicable to natural person shareholders and/or their proxies and/or the legal representative/proxy of legal person shareholders are:

a) In the case of **natural person shareholders**:

(i) They must be accompanied by the identity document or, where applicable, a copy of the shareholder's identity document (ID card or passport for Romanian citizens or passport for foreign citizens), which allows their identification in the Company's register of shareholders kept by Depozitarul Central SA;

(ii) The status of proxy shall be established on the basis of a special power of attorney or general power of attorney issued by the shareholder; general power of attorney may only be granted to an "intermediary" within the meaning of capital market legislation or to a lawyer; general power of attorney shall be accepted without any additional documents relating to the shareholder concerned, if it is drawn up in accordance with the legal provisions in force, is signed by the shareholder and is accompanied by a statement on the legal representative's own responsibility given by the legal representative of the intermediary or by the lawyer who has received the power of representation through the general power of attorney, stating that:

- The power of attorney is granted by the respective shareholder, as a client, to the intermediary or, as the case may be, to the lawyer;
- The general power of attorney is signed by the shareholder, including by attaching an electronic signature in accordance with the legal provisions in force at the time of signing the documents, if applicable.

The signed and, where applicable, stamped declaration shall be sent in original, together with the general power of attorney.

If the shareholder is represented by a credit institution providing custody services, it may vote at the GSM based on voting instructions received by electronic means of communication, without the need for the shareholder to draw up a special or general power of attorney. The custodian shall vote at the general meeting of shareholders exclusively in accordance with and within the limits of the instructions received from its clients who are shareholders on **the Reference Date.**

If the shareholder is represented by a credit institution providing custody services, the credit institution may participate and vote at the GSM provided that it submits a statement on its own responsibility, signed by the legal representative of the credit institution, specifying:

- Clearly, the name/designation of the shareholder on whose behalf the credit institution participates and votes at the GSM;
- The fact that the credit institution provides custody services for that shareholder.

The signed and, where applicable, stamped declaration shall be submitted in original.

(iii) A copy of the identity document of the proxy or representative of the proxy who is a natural person (ID card or passport for Romanian citizens or passport for foreign citizens),

(iv) In the case of voting by proxy through a legal entity, proof of the representative capacity of the natural person representing the legal entity proxy shall be provided by means of a certificate issued by the proxy (not older than 30 days prior to the date of the GSM)/documents similar to those mentioned above (not older than 30 days prior to the date of the GSM) or by a power of attorney issued by the legal representative of the legal entity proxy, as registered with the Trade Register or similar bodies, accompanied by the certificate of registration or similar documents (not older than 30 days prior to the date of the GSM);

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(b) In the case of **legal entity shareholders**

(i) The legal representative's status is verified/confirmed based on the list of shareholders received from Depozitarul Central SA; however, if the shareholder/person with this obligation has not informed Depozitarul Central SA in a timely manner about their legal representative (so that the register of shareholders on the Reference Date reflects this), then the certificate of good standing (not older than 30 days prior to the date of the GSM)/documents similar to those mentioned above (not older than 30 days prior to the date of the GSM) must prove the legal representative status of the legal entity shareholder or, in the case of the Romanian State, a copy of the document proving the legal representative status of the person representing it;

(ii) The status of conventional representative/proxy shall be established on the basis of a special power of attorney issued by the legal representative of the shareholder, identified in accordance with point (i) above, or on the basis of a general power of attorney issued by the legal representative of the shareholder (the latter may only be granted to an "intermediary" within the meaning of capital market legislation, or a lawyer), or, in the case of shareholders who are international organisations, on the basis of a special or general power of attorney (the latter may only be granted to an "intermediary" within the meaning of capital market legislation or to a lawyer) granted in accordance with the standard procedure used by that organisation and accompanied by all supporting documents regarding the capacity of the signatories; the general power of attorney shall be accepted without any additional documents relating to the shareholder concerned, if it is drawn up in accordance with the legal provisions in force, it is signed by the shareholder and accompanied by a sworn statement from the legal representative of the intermediary or the lawyer who has received the power of representation through the general power of attorney, stating that:

- The power of attorney is granted by the respective shareholder, as a client, to the intermediary or, as the case may be, to the lawyer;
- The general power of attorney is signed by the shareholder, including by attaching an electronic signature in accordance with the legal provisions in force at the time of signing the documents, if applicable.

The signed and, where applicable, stamped declaration shall be sent in original, together with the general power of attorney.

If the shareholder is represented by a credit institution providing custody services, it may vote at the GSM based on voting instructions received by electronic means of communication, without the need for the shareholder to draw up a special or general power of attorney. The custodian shall vote at the general meeting of shareholders exclusively in accordance with and within the limits of the instructions received from its clients who are shareholders on **the Reference Date.**

If the shareholder is represented by a credit institution providing custody services ( ), the credit institution may participate and vote at the GSM provided that it submits a statement on its own responsibility, signed by the legal representative of the credit institution, specifying:

- Clearly, the name/designation of the shareholder on whose behalf the credit institution participates and votes in the GSM;
- The fact that the credit institution provides custody services for that shareholder.

The signed and, where applicable, stamped declaration shall be submitted in original.

(iii) A copy of the identity document of the legal representative/proxy (ID card or passport for Romanian citizens or passport for foreign citizens);

(iv) In the case of voting by proxy through a legal entity: proof of the representative status of the natural person representing the legal entity proxy; proof shall be provided by means of a certificate of the proxy (not older than 30 days prior to the date of the GSM)/documents similar to those mentioned above (not older than 30 days prior to the date of the GSM), or by a power of attorney issued by the legal representative of the legal entity proxy, as registered with the Trade Register or similar bodies, accompanied by the certificate or similar documents (not older than 30 days prior to the date of the GSM).

Documents certifying the status of legal/conventional/mandatory representative drawn up in a foreign language other than English shall be accompanied by a translation into Romanian and/or English, performed by an authorised translator.

In order to ensure an additional level of security in identity verification, both for Cris-Tim and for the shareholder/shareholder representative, Cris-Tim recommends, in the case of using electronic means (either voting by correspondence sent by email or voting via the online voting platform) that the identity document mentioned in this chapter be sent either as a certified copy of the original and signed by the holder of the document, or signed electronically by the holder of the document, with an electronic signature in accordance with the legal provisions in force at the time of signing, namely an advanced or qualified electronic signature, in accordance with Law No. 214/2024 on the use of electronic signatures, the time stamp and the provision of trust services based on them, and Regulation (EU) No. 910/2014 of the European Parliament and of the Council on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC.

5.4 The right of shareholders to add new items to the agenda of the AGM

Shareholders representing, individually or jointly, at least 5% of the Company's share capital have the right, within a maximum of 15 days from the publication of the notice convening the GSM, to request, in writing, the inclusion of new items on the agenda of the meeting.

These requests made by shareholders must cumulatively meet the following conditions:

(a) They must be accompanied by documents certifying compliance with the identification requirements, as mentioned in subchapter 5.3. Which are also applicable to the individual shareholder and/or the legal representative of the legal entity shareholder requesting the introduction of new items on the agenda, which shall be submitted to the Company in accordance with the provisions of letter (c) below;

(b) Each new item shall be accompanied by a justification or a draft resolution proposed for adoption at the GSM meeting. The respective shareholders also have the right to submit in writing draft resolutions for items included or proposed to be included on the GSM agenda;

(c) They shall be addressed to the Company's Board of Directors and shall be submitted in writing, within the legal deadline, either (i) in physical format (in person or by post/courier service with confirmation of receipt), to the Company's registered office, or (ii) by e-mail, with an electronic signature in accordance with the legal provisions in force at the date of signing the documents, to the e-mail address:aga@cristim.ro , so that they are received within a maximum of 15 days from the publication of the convocation in the Official Gazette, Part IV.

(d) In the case of proposals submitted in physical format, they must be signed by the individual shareholders or the legal representatives of the legal entity shareholders.

If the election of the members of the Board of Directors is on the agenda, the Company's shareholders (identified in accordance with the provisions of subchapter 5.3), regardless of the number of voting rights held, may propose candidates. Proposals shall be accompanied by:

(a) The candidate's Curriculum Vitae, highlighting their experience and professional training;

(b) A copy of the candidate's identity document;

(c) In the case of proposals for independent candidates, supporting documents proving that they meet the following conditions:

- They are not a director of the Company or of a company controlled by it and have not held such a position in the last 5 years.
- They must not have been an employee of the Company or a company controlled by it, nor have had such an employment relationship in the last 5 years.
- Not receive or have received from the Company or a company controlled by it any additional remuneration or other benefits other than those corresponding to their status as non-executive directors.
- Not be a significant shareholder of the Company or represent or have represented in any way a significant shareholder of the Company during the previous year. The same condition shall apply to a shareholder who controls the significant shareholder of the Company.
- Not have or have had in the last year business relations with the Company or with a company controlled by it, either personally or as a partner, shareholder, director, manager or employee of a company that has such relations with the Company, if, due to their substantial nature, they are likely to affect their objectivity.
- Not be or have been in the last 3 years a partner or employee of the current or

previous financial auditor of the Company or of a company controlled by it.

- Not be a director in another company in which a director of the Company is a non-executive director.
- Not to have been a non-executive director of the company for more than three terms, but in no case for more than 12 years.
- Not be related to a person in one of the situations referred to in points A) and D), and
- Not have family ties with a person who:
    a. Is or has been a non-executive member of the Board or an employee of the Company in the last five (5) years;
    b. Has or has had in the last year a significant business relationship with the Company, either directly or as a partner, shareholder, member of the Board or employee of an entity that has such a relationship;
    c. Is or has been in the last three (3) years an external auditor (or employee of the external auditor) of the Company ;
    d. Is a member of the executive management of a company in which members of the Company's executive management serve as Board members

Proposals shall be submitted either (i) in physical form, at the Company's registered office, or (ii) by e-mail with an electronic signature in accordance with the legal provisions in force on the date of signing the documents, toaga@cristim.ro . These documents shall be verified by the Nomination and Remuneration Committee set up within the Company's Board of Directors.

5.5 Publication of documents relating to the GSM

All documents relating to the GSM shall be made available to shareholders, in Romanian and English, on the Company's Website, as follows:

(1) From the date of convocation until (and including) the date of the AGOA or AGEA, in the first or second convocation:

(a) The AGOA convocation and/or the AGEA convocation;

(b) The annual financial statements, the annual report of the board of directors, as well as the proposal regarding the distribution of dividends shall be made available to shareholders at the company's registered office, from the date of convening the general meeting, if this is included on the agenda;

(c) The articles of association with the proposed amendments, if this is on the agenda;

(d) Other information/documents relating to the items on the agenda of the AGOA or AGEA, if these have already been approved by the Board of Directors.

(2) Subsequently, in compliance with the deadline provided by legal and statutory provisions:

(a) Proposals for the inclusion of new items on the agenda of the EGMS and/or AGMS, accompanied by a justification and draft resolutions of the EGMS and/or AGMS received within the legal deadline from shareholders holding together at least 5% of the share capital;

(b) The list containing information on the names, domicile and professional qualifications of the persons proposed to be appointed as new members of the Board of Directors, if the election of the members of the Board of Directors is on the agenda of the AGOA;

(c) The total number of shares and voting rights on the date of the convocation;

(d) The full text of the draft resolution proposed for approval by the AGOA or AGEA;

(e) Special proxy forms that can be used for voting by proxy;

(f) Postal voting forms;

(g) The rest of the documents to be presented to the AGOA and AGEA, respectively, not published at the date of convocation.

The documents mentioned in points 1. (a) and (d) and points 2. (c), (d), (e) and (f) and (g) will be updated and republished if new items are added to the agenda of the AGOA or AGEA.

To obtain physical copies of the documents mentioned in points 1 and 2 above, shareholders shall submit written requests to the Company's headquarters or to the email addressaga@cristim.ro . The Company shall make the requested copies of the documents available to shareholders through the Company's headquarters within a maximum of 2 working days from the request.

5.6 Questions regarding the agenda/activity of the Company

The Company's shareholders, upon fulfilling the identification requirements set out in sub-chapter 5.3 above, may submit questions in writing, in Romanian or English, regarding the items on the agenda of the GSM meeting and the Company's activity, prior to the date of the GSM meeting. These questions shall be addressed to the Company's Board of Directors and shall be sent either (i) in physical form (in person or by post/courier with confirmation of receipt) to the Company's registered office, or (ii) by e-mail, with an electronic signature in accordance with the legal provisions in force on the date of signing the documents, to the email addressaga@cristim.ro , so that they are received by the Company by the day before the GSM is held, or (iii) in the section provided for in the electronic means of participation and voting at Cris-Tim General Shareholders' Meetings, both before and during the GSM.

Questions submitted in physical format must be signed by individual shareholders or by the legal representatives of corporate shareholders.

The Company will answer these questions during the AGM, and may provide a general response to questions with the same content. A response is also considered to have been given if the relevant information is available on the Company's website at www.cristim.ro, in the "Investor Relations" section.

5.7 Shareholder participation in the AGM

Shareholders registered on the Reference Date in the Company's shareholders' register, kept by Depozitarul Central SA, may participate and vote at the AGM:

- In person, by direct vote;
- Through a representative with special or general power of attorney (the latter may only be granted to an "intermediary" within the meaning of capital market legislation or to a lawyer) or through credit institutions providing custody services;
- By correspondence (physical or electronic mail).
- By electronic means, using a platform developed for this purpose, if applicable.

A shareholder who, in a particular transaction, has an interest contrary to that of the Company, either personally or as a representative of another person, must abstain from deliberations on that transaction.

(a) **Personal vote -** individual shareholders and legal entity shareholders shall be entitled to participate in the GSM by simply proving their identity or that of their legal representatives, as the case may be, in accordance with the identification requirements set out in sub-chapter 5.3.

(b) Voting by proxy with special or general power of attorney or through credit institutions providing custody services

Shareholders may be represented at the GSM by a representative/proxy, who may be another shareholder or a third party, by completing and signing the special power of attorney form. In the event that items not included on the published agenda are discussed at the GSM, in accordance with the legal provisions, the proxy may vote on them in accordance with the interests of the shareholder represented.

A shareholder may also grant a general proxy valid for a period **not exceeding three years, unless the parties have expressly provided for a longer term,** allowing their representative to vote on all matters under discussion at the GSM, including acts of disposal, provided that the power of attorney is granted by the shareholder, as a client, to an "intermediary" within the meaning of capital market legislation, or to a solicitor. If the shareholder is represented by a credit institution providing custody services, it may vote at the GSM on the basis of voting instructions received by electronic means of communication, without the need to draw up a special or general power of attorney. The custodian shall vote exclusively in accordance with and within the limits of the instructions received from its clients who are shareholders on the Reference Date.

Votes cast through credit institutions providing custody services shall be accompanied by a sworn statement signed by the legal representative of the credit institution, specifying:
- Clearly, the name/designation of the shareholder on whose behalf the credit institution participates and votes in the GSM;
- The fact that the credit institution provides custody services for that shareholder.

A shareholder may appoint only one person to represent him at the GSM meeting. However, a shareholder may appoint by proxy one or more alternate representatives to represent him at the GSM, in case the appointed representative is unable to fulfil his mandate. If several alternate representatives are appointed by power of attorney, the shareholder shall also determine the order in which they shall exercise their mandate.

The general power of attorney given by a shareholder, as a client, to an intermediary, within the meaning of capital market legislation, or to a lawyer, shall be valid without requiring any additional documents relating to that shareholder, if the power of attorney is drawn up in accordance with Regulation No. 5/2018 on issuers of financial instruments and market operations, is signed by that shareholder and is **accompanied by a sworn statement** given by the legal representative of the intermediary or the lawyer who has received the power of representation by general power of attorney, stating that: (i) the power of attorney is granted by that shareholder, as a client, to the intermediary, within the meaning of capital market legislation, or, where applicable, to the lawyer, and (ii) the general power of attorney is signed by the shareholder, including by attaching an electronic signature in accordance with the legal provisions in force at the time of signing the documents, if applicable.

Shareholders may not be represented at the GSM on the basis of a general power of attorney by a person who is in a conflict of interest, according to Article 105, paragraph 15 of Law No. 24/2017 on issuers of financial instruments and market operations, republished. The proxy may not be replaced by another person unless this right has been expressly conferred on them by the shareholder in the power of attorney (without prejudice to the shareholder's right to appoint a substitute representative). Where the proxy is a legal person, it may exercise the mandate received through any person who is a member of the administrative or management body or any of its employees, in compliance with the identification requirements set out in subchapter 5.3.

Special proxy form:

(a) It will be made available to shareholders by the Company within the time limit specified in the notice of meeting, on the Company's website at www.cristim.ro, in the "Investor Relations" section;

(b) The special proxy form will be updated by the Company if new items are added to the agenda of the GSM and will be published, in its updated form, on the Company's website at address www.cristim.ro, section "Investor Relations", on the date specified in the convocation notice. If the agenda is supplemented/updated and the shareholders do not send the completed special powers of attorney, the special powers of attorney sent prior to the supplementation/update of the agenda will be taken into account only for the items that were on the initial agenda;

(c) It shall be completed by the shareholder in 3 (three) original copies: one for the shareholder, one for the proxy and one for the Company.

The Company accepts notification of the appointment of representatives by electronic means to the e-mail address:aga@cristim.ro , with an electronic signature in accordance with the legal provisions in force on the date of signing the documents.

(c) **Voting by correspondence** – Shareholders may cast their votes at the GSM by correspondence, by completing, signing and sending the voting by correspondence form.

The postal voting form, completed and signed by the shareholders or by the shareholders' representatives, appointed in accordance with the legal provisions, shall be sent in writing either (i) in original physical format (in person or by post/courier service with confirmation of receipt) to the Company's registered office, or (ii) by e-mail, with an electronic signature in accordance with the legal provisions in force on the date of signing the documents, to the e-mail address:aga@cristim.ro , so that they are received at least 2 (two) working days before the date of the GSM meeting, under penalty of losing the right to vote at the GSM meeting, signed, without fulfilling any other formalities regarding the form of these documents.

Postal voting forms shall be accompanied by documents certifying compliance with the applicable identification requirements set out in sub-chapter 5.3 and the transmission of the relevant powers of attorney/declarations.

Postal voting ballots received in this manner shall be valid for both the first and second convocations of the GSM, if the legal and/or statutory quorum requirements for holding the GSM at the first convocation have not been met.

Postal voting ballot form:

A) It will be made available to shareholders by the Company no later than 30 days before the GSM meeting, on the Company's website at www.cristim.ro, in the "Investor Relations" section.

B) It will be updated by the Company if new items are added to the AGM agenda and will be published, in its updated form, on the Company's website at www.cristim.ro, in the "Investor Relations" section, on the date specified in the notice of meeting. If the agenda is supplemented/updated and the shareholders or their representatives, as the case may be, do not send the completed postal voting forms, the postal voting forms sent prior to the supplementation/update of the agenda will only be taken into account for the items on the initial agenda.

(d) **Electronic voting -** Shareholders registered in the Company's Shareholders' Register kept by Depozitarul Central S.A. on the Reference Date, whether or not they are physically present at the meeting, may participate and vote in the GSM using electronic voting means, in accordance with Article 197(1)-(6) of ASF Regulation No. 5/2018, from any device connected to the internet, via electronic means of participation and voting at Cris-Tim General Shareholders' Meetings. Cris-Tim is not and cannot be held responsible for the inability of shareholders to participate and vote by electronic means if the shareholder does not have the appropriate technical means, namely an internet connection and one of the following electronic devices: computer, laptop, smartphone or tablet. Cris-Tim does not provide its shareholders with the necessary electronic devices mentioned above.

Additional information can be found in *the Procedure for the use of electronic means of participation and voting at Cris-Tim General Shareholders' Meetings*, available on the Cris-Tim website, in the "Investor Relations" section.

The special power of attorney, the statement of the legal representative of the intermediary or, as the case may be, of the lawyer or credit institution providing custody services, the general power of attorney (before first use) or the postal voting form, completed and signed by the shareholders, shall be sent in writing either (i) in original (in the case of the special power of attorney and the statement of the legal representative of the intermediary or, as the case may be, of the lawyer and the credit institution providing custody services) or in copy bearing the mention of conformity with the original under the signature of the representative (in the case of the general power of attorney), in physical format, at the Company's headquarters or (ii) by e-mail, with an electronic signature in accordance with the legal provisions in force on the date of signing the documents, to the addressaga@cristim.ro , so that they are received by the date specified in the notice of meeting (i.e. at least 2 (two) working days before the date of the AGM on first call), under penalty of losing the right to vote at the AGM, signed without any other formalities regarding the form of these documents.

For identification purposes, special and general powers of attorney and postal voting forms shall be accompanied by documents certifying compliance with the identification requirements set out in sub-chapter 5.3. These documents are valid for both the first and second convocations of the GSM. Special or general powers of attorney or documents certifying the status of legal representatives shall be retained by the Company and shall be mentioned in the minutes of the meeting.

For technical and administrative reasons, as well as upon request for validation of identification documents received from shareholders, Cris-Tim reserves the right to open special proxies and postal voting forms, in accordance with legal provisions, with the confidentiality of the information being maintained until the date of the GSM. Special proxies and postal voting forms that do not contain the shareholder's identification details and/or are not signed are null and void. After the AGM, the Investor Relations Department will confirm the validity of the special proxies and postal voting forms to shareholders/custodians/intermediaries who have submitted the documents and expressly requested confirmation of their validity.

Access to the meeting room

Shareholders shall be allowed **access to the meeting room** on the date set for the meeting (i) in the case of natural person shareholders or the legal representative of a legal person shareholder, upon simple proof of identity, consisting of the presentation of the original identity document, and (ii) in the case of legal entity shareholders and represented natural person shareholders, by the power of attorney given to the person representing them and the presentation of the original identity document of the representative/proxy.

The verification and validation of the special/general powers of attorney submitted, as well as the centralisation, verification, validation and recording of votes by correspondence shall be carried out by a committee established within the Company, the members of this committee being responsible for keeping the documents safe and ensuring the confidentiality of the votes thus expressed . The powers of attorney will also be verified by the technical secretariat of the AGM.

With regard to **access to the meeting room by other persons**, any specialist, consultant, expert or financial analyst may attend the AGM upon prior invitation from the Board of Directors. Accredited journalists may also attend the general meeting of shareholders, unless the Chair of the Meeting decides otherwise. They may participate on the basis of their identity card and a card certifying their status as journalists, and for specialists, consultants, experts or financial analysts, with an invitation from the Board of Directors.

5.8 General quorum requirements

Quorum and majorities required for the adoption of AGOA resolutions

For the deliberations of the AGOA convened at the first call to be valid, shareholders holding at least one quarter (1/4) of the total number of voting rights must be present. The AGOA shall adopt resolutions by a majority of the votes cast by shareholders present or validly represented at the meeting. Abstentions do not constitute votes cast.

In the case of the AGOA, if the quorum is not duly met at the first convocation, at the second convocation, the ordinary general meeting of shareholders may deliberate on the items on the agenda of the first meeting, regardless of the quorum, taking decisions by a majority of the votes cast by the shareholders present or validly represented at the meeting.

In the event that two or more persons proposed for election as members of the board of directors obtain the same number of cumulative votes, the person who has been voted for by a larger number of shareholders shall be declared elected as a member of the board of directors.

There are no quorum requirements for the election of the secretary of the meeting.

Quorum and majorities required for the adoption of EGM resolutions

For the deliberations of the EGMS to be valid, the following is required:

a) At the first convocation, the presence of shareholders representing one quarter (1/4) of the total number of voting rights, and decisions must be taken by a majority of the votes held by shareholders present or validly represented at the meeting. Exceptions are:

   (i) Responsibilities relating to investment projects exceeding EUR 10,000,000 for each project; any amendment to the Articles of Association not specifically mentioned in the Articles of Association of the Company, approval of eligibility and independence criteria for Board members; approval of the Company's corporate governance strategy, including the corporate governance action plan; donations exceeding EUR 2,000,000 for each donation or any donation which, together with previous donations, exceeds the limit of EUR 3,000,000 in one year – in which case the decisions shall be adopted by a vote in favour of at least 55% of the total number of voting rights; and

(ii) Powers relating to the merger and division of the Company; change of the main object of activity; increase in share capital, as well as reduction, under the conditions of the law; change of legal form; merger, division, separation, dissolution of the Company – in which case decisions shall be adopted by a majority of at least two thirds (2/3) of the voting rights held by the shareholders present or represented, but not less than 55% of the total voting rights.

b) At the second and subsequent meetings, the EGMS may deliberate on the items on the agenda of the first meeting in the presence of shareholders holding one fifth (1/5) of the total number of voting rights, taking decisions by a majority of the votes held by the shareholders present or validly represented at the meeting, with the exception of:

(i) The powers provided for in point a) i) above, in which case decisions shall be adopted with the favourable vote of at least 55% of the total number of voting rights, and

(ii) The powers set out in point a) ii) above, in which case decisions shall be adopted with at least two-thirds (2/3) of the voting rights held by the shareholders present or represented, but not less than 55% of the total voting rights,

In other cases specifically provided for by law, the provisions of the capital market legislation shall apply.

There are no quorum requirements for the election of the meeting secretary.

5.9 Conduct of GSM meetings

Shareholders who have submitted special proxies or postal voting forms, as well as shareholders who have voted using electronic means of participation and voting at Cris-Tim General Shareholders' Meetings, may change their initial voting option or means of voting, with the last valid vote cast being considered valid.

If a shareholder who has used another voting method participates directly in the GSM, the previously cast vote shall be cancelled. If the person representing the shareholder by personal participation in the general meeting is other than the one who cast the vote by correspondence or voted by electronic means of participation and voting at the General Meetings of Shareholders of Cris-Tim, then for the validity of their vote, they shall submit to the meeting a written revocation of the vote previously cast, signed by the shareholder or the representative who cast the vote by correspondence or through the electronic voting platform. This is not necessary if the shareholder or their legal representative is present at the general meeting.

The GSM is held in Romanian, and for participants who do not speak Romanian, simultaneous translation from Romanian into English and, similarly, simultaneous translation from English into Romanian will be provided throughout the meeting when English speakers address the plenary, if applicable.

The AGM is recorded on audio media to facilitate the drafting of the minutes of the meeting, unless any shareholder objects.

The AGM is opened and chaired by the Chairman of the Board of Directors or by the person appointed by him (**"Chair of the** meeting").

The Chair of the meeting shall appoint one to three technical secretaries who shall take part in the administrative operations related to the conduct of the AGM, in accordance with the provisions of the law.

Persons from Cris-Tim or from among its collaborators/consultants are invited to attend the meeting, if deemed necessary. External auditors must be present at the GSM when the annual financial statements are submitted for approval.

In order to accurately record attendance at AGM meetings, shareholders who are physically present are requested not to leave the room until the meeting has closed. However, if a shareholder needs to leave the room temporarily, they must notify the chair so that the attendance record can be updated. The departure of a shareholder from the room during the AGM will result in the quorum being recalculated. In addition, when leaving the area designated for the meeting and subsequently re-entering this area, each shareholder must present their identity document.

Shareholders participating in the GSM meetings remotely, through dedicated electronic means of participation and voting, are requested not to disconnect until the meeting is closed. If one or more shareholders disconnect during the meeting, the quorum will be recalculated. To reconnect, the login details obtained during the registration process described in sub-chapter 5.7, letter (d) shall be used.

The shareholders shall appoint the Secretary of the AGM in accordance with the provisions of the law. Any of the shareholders or representatives of shareholders present during the meeting, both physically and through electronic means of participation and voting at the General Meetings of Cris-Tim Shareholders, may propose a Meeting Secretary from among the shareholders or representatives of shareholders present at the meeting. The role of the Secretary of the Meeting is to verify the attendance list of shareholders and the fulfilment of the formalities required by law and the articles of association for holding the general meeting, while also signing the minutes of the meeting.

Conditions for validating votes cast

(a) Voting during the AGM with physical presence in the room

Each participant in the meeting who has the right to vote receives one ballot paper for each item on the agenda for which a vote is required.

For each item on the agenda, except for those relating to the election of members of the Board of Directors by cumulative vote, shareholders shall express their choice on the ballot paper by marking with an "X" only one of the boxes for the options "FOR", "AGAINST" or "ABSTAIN". The ballot paper is signed and placed in the ballot box.

(b) Voting during the GSM, using electronic means of participation and voting at Cris-Tim General Shareholders' Meetings

Each person who has previously logged in and participates in the GSM via the electronic voting platform may cast their vote for each item on the agenda, except for those relating to the election of members of the Board of Directors by cumulative voting, by selecting one of the options "FOR", "AGAINST" or "ABSTAIN" options during the allotted and displayed time. The platform does not allow the selection of multiple options, but it does allow the option to be changed at any time during the allotted time, with the option selected at the end of that time being taken into account. If no option has been selected, the vote is considered not cast, but will be taken into account for determining the attendance quorum.

In the following cases, votes cast are cancelled:

- More than one box is ticked on the ballot paper;
- They are illegible;
- They are cast subject to a condition;
- Postal votes that are not submitted in original or under an electronic signature in accordance with the legal provisions in force at the time of signing the documents, or that are not accompanied by the documents mentioned in subchapter 5.3;
- Postal votes submitted in original form that are not signed or are not accompanied by the documents

mentioned in subchapter 5.3;

- In the case of cumulative voting, if the number of votes cast by a shareholder on the ballot paper is greater than the number of votes due to that shareholder;
- In the case of cumulative voting, if the number of votes cast by a shareholder on the ballot paper is less than the cumulative number of votes of that shareholder, the votes cast shall be taken into account and the difference in votes shall be cancelled.

In the case of physical presence at the AGM, votes shall be considered unexpressed if the shareholder is present but does not tick any option on the ballot paper or does not place the ballot paper in the ballot box.

Cancelled votes are taken into account when determining the attendance quorum.

Cumulative voting

When the members of the board of directors are elected by cumulative voting, the directors in office until the date of the AGOA are automatically included on the list of candidates for election to the new Board of Directors.

The number of cumulative votes to which a shareholder is entitled is obtained by multiplying the voting rights held by that shareholder by the number of directors forming the Board of Directors of Cris-Tim (five).

Votes may be distributed to one or more candidates. To this end, the voting form shall be completed by indicating the number of votes given to each candidate. Shareholders may choose not to distribute any votes to a candidate.

Debates during the meeting

During the meeting, debates may take place only on the agenda. Shareholders may intervene in the debates. If they wish to have their comments included in the minutes, they shall state their full name when taking the floor and request that their comments be recorded in the minutes of the meeting.

When participating in the meeting via electronic means of participation and voting at Cris-Tim General Shareholders' Meetings, participants may ask questions or submit comments in the dedicated sections, which will then be addressed in plenary by the chair of the meeting and recorded in the minutes, only upon the express request of the sender, written next to the question/comment.

Questions submitted prior to the AGM that are not related to the items on the agenda will be addressed at the end of the meeting, after all items on the agenda have been discussed.

Adoption and publication of resolutions

In general, decisions are taken by open vote. A secret ballot is mandatory for the appointment or dismissal of members of the Board of Directors, for the appointment, dismissal or removal of financial auditors, and for decisions relating to the liability of members of the company's administrative, management and control bodies.

The results of the vote will be published on the platforms of the Financial Supervisory Authority and the Bucharest Stock Exchange and on the Company's website as soon as possible, but no later than 48 hours after the end of the AGM. The GMS decision will be available on the company's website and will be submitted to the Trade Register for publication in the Official Gazette within 15 days of the date of the meeting.

After the GSM meeting, minutes are drawn up and signed by the chair of the meeting, the secretary of the meeting and the members of the technical secretariat. These minutes include references to the fulfilment of the formalities for convening the meeting, the date and place of the GSM, the shareholders present, the number of shares, a summary of the discussions together with the statements of shareholders who wish to have them mentioned in the minutes, the decisions taken and the closing time of the meeting. The minutes shall be accompanied by the documents relating to the convocation, the agenda and the attendance lists of the shareholders.

6. ANNEXES

N/A