

REGULATION OF THE NOMINATION AND REMUNERATION COMMITTEE OF CRIS-TIM FAMILY HOLDING S.A. (the „Company”)

Article 1. Preamble

- (1) The Board of Directors of the Company (**the Board**) adopted these Regulations (**the Regulation**) on 28.04.2025 in order to establish the rules for the organisation and operation of the Nomination and Remuneration Committee (**the Committee**).
- (2) The Regulation supplements the provisions of the Company's Articles of Incorporation (**the Articles of Incorporation**) regarding the role and functioning of the Committee. In the event of inconsistencies between this Regulation and the Articles of Incorporation, the latter shall prevail.

Article 2. Members

- (1) The members and the President of the Committee shall be elected by the Board from among its members.
- (2) The Committee is made up of 3 (three) non-executive directors, of which at least 2 (two) are independent, out of which one will also be the Chairperson of the Nomination and Remuneration Committee. The Board will discuss and amend the composition of the Committee on an annual basis, if necessary.
- (3) The Chairperson coordinates the work of the Committee and reports on its behalf to the Management Board.
- (4) The President of the Board may not hold the position of Chairperson of the Committee.

Article 3. Responsibilities

- (1) The Committee has an advisory role and assists the Board in exercising its prerogatives related to nomination and remuneration issues by making proposals and recommendations.
- (2) The Committee shall have the following responsibilities with regard to nomination matters:
 - (i) reviews and recommends to the Board a nomination policy, the size and composition of the Board of Directors, including a target profile of the Board, the process and the principles to be applied by shareholders when proposing candidates for the positions of directors of the Company;
 - (ii) reviews the implementation of the nomination policy, draw up a report to the Board on the implementation of this policy and present a summary of this report in the Directors' Report;
 - (iii) Identify persons qualified to become members of the Board of Directors and executive management, if requested;
 - (iv) evaluates candidates for executive management positions; evaluates the candidates proposed by the shareholders or members of the Board of Directors for positions of member of the Board of Directors and informs the General Meeting of Shareholders in detail;
 - (v) Together with the Board of Directors, they establish the selection criteria, such as relevant experience in management consulting or in management positions, respectively as a manager, as well as any other management positions within public companies or private sector companies;
 - (vi) recommends to the Board human resources policies, including on recruitment and dismissal, talent management and development, and succession planning in the Company and its subsidiaries (Group);
 - (vii) assists the Management Board in the development of succession plans for executive management, as well as emergency succession plans and the recruitment process of the

General Manager, as appropriate;

- (viii) oversees the annual evaluation process of the effectiveness of the Board and its advisory committees;
 - (ix) makes recommendations to the Board of Directors on appointments to committees (other than the Nomination and Remuneration Committee)
 - (x) makes recommendations to the Board on programmes for the continuous development of competences for Board members and directors with a mandate contract;
 - (xi) supervises the appointment process of general managers and executive directors in subsidiaries, in accordance with the Nomination and Remuneration Policy.
- (3) The Committee shall have the following responsibilities with regard to remuneration matters:
- (i) assists the Board of Directors in fulfilling its responsibilities related to the Company's remuneration policy;
 - (ii) formulates proposals for the remuneration of directors and managers, and supports the Board in evaluating its own performance as well as the performance of the executive management;
 - (iii) makes recommendations to the Board on the Company's remuneration, incentive and compensatory payment policies;
 - (iv) makes recommendations to the Board on the regular review of the Remuneration Policy for directors and managers;
 - (v) makes recommendations to the Board on the remuneration of members of the boards of directors of subsidiaries and the remuneration policy for managers within subsidiaries, if the case;
 - (vi) monitors remuneration trends in areas of interest to the Company;
 - (vii) supervises the remuneration process of general managers and executive managers in subsidiaries in accordance with the Nomination and Remuneration Policy;
 - (viii) prepares an annual report on the remuneration and other benefits granted to directors and directors;
 - (ix) coordinates the annual evaluation of the composition, activity and dynamics of the Board of Directors and its committees, shares the results of the Board of Directors evaluation with the entire Board of Directors and sets out follow-up actions if necessary;
 - (x) checks, at least once a year, the number of mandates held by members of the Board of Directors and members of the Executive Management in other companies in order to assess their independence;
 - (xi) supervises the annual evaluation process of the work of the Board of Directors.
 - (xii) organise training sessions for Board members.

Article 4. Functioning of the Committee

- (1) The Chairperson of the Committee, in consultation with its members, shall determine the timing and frequency of the meetings of the Committee, provided that they are held at least 4 (four) times a year.
- (2) If the Chairperson of the Committee is unable to perform his/her duties at a meeting, the members present at the meeting of the Committee shall designate another member to chair that meeting.
- (3) The Chairperson of the Committee, with the support of the Secretary of the Board, sets the annual agenda for the functioning of the Committee, ensuring that it effectively fulfils its responsibilities throughout the year.

- (4) The Chairperson of the Committee shall set the agenda for each meeting of the Committee, after consulting the members of the Committee.
- (5) The convening of each meeting, indicating the place, time and date and agenda, shall be sent to the members of the Committee at least 7 (seven) days before the date of the meeting. The supporting documents will be sent to the members of the Committee together with the convening.
- (6) Meetings of the Nomination and Remuneration Committee may be held in any administrative space of the Company or in another location. In addition, meetings of the Committee can be conducted by telephone or video conference.
- (7) The quorum for the meetings and decisions of the Committee shall consist of a majority of the members of the Committee.
- (8) The decisions of the Committee shall be taken by a majority of votes of the members present. In case of a tie, the decision shall not be adopted.
- (9) The Chairperson of the Committee may invite other persons to attend the meetings of the Committee, in whole or in part, without the right to vote. The Chairperson of the Committee may decide at any time that the guests must leave the meeting.
- (10) The minutes of the meeting shall include the names of the participants, the agenda and the agenda of the deliberations, the decisions adopted, the number of votes cast, the contrary opinions and any other matters/information considered important. The minutes shall be signed by all the members of the Committee who participated in the meeting.
- (11) The meetings can also be held electronically, by e-mail. A decision confirmed electronically by all members of the Committee is considered valid and takes effect in all cases as a decision taken at a meeting of the Committee. For the avoidance of doubt, in order for a decision to be taken in the electronic meeting, the composition of the Committee must be complete and the Committee's decision is adopted by unanimous vote.
- (12) The functioning of the Committee is supported by the Secretary of the Board. The Secretary of the Board:
 - (a) ensures that the documents discussed, presented or otherwise connected with the meeting of the Committee are transmitted to the members in a timely manner;
 - (b) records correctly and fully the decisions taken by the Committee;
 - (c) ensure that the Committee's decisions are communicated to the Board as well as to other relevant persons within the Group.

Article 5. Authority

- (1) The Committee is authorized to request the information it needs from the management and staff of the Company in order to carry out its duties.
- (2) The Committee may ask the Board to appoint experts to assist the Committee in carrying out specific tasks.

Article 6. Reporting to the Board

- (1) The minutes and documents of the Committee's meetings are made available to all members of the Board of Directors through the Secretary of the Board.
- (2) The Committee shall submit regular reports on its meetings and work to the Board through the Chairperson of the Committee. The report includes a summary of the issues discussed and the measures taken by the Committee.
- (3) The Committee shall draw up a report which shall form part of the Company's annual report and shall contain at least the following:
 - (a) the name of the Chairperson of the Committee and all its members, the number of meetings of the Committee, the presence of each member of the Committee (in person

or *in absentia*);

- (b) a description of the Committee's roles and responsibilities and the actions taken by the Committee to carry out its tasks during the year;
- (c) a description of the Company's nomination and remuneration policy and practices.

Article 7. Self-assessment and revision of the Statute

- (1) The effectiveness of the Committee will be assessed as part of the Board's annual evaluation process.
- (2) The Committee will regularly assess the adequacy of this Regulation and submit recommendations to the Board for approval on any amendments deemed necessary.