

REGULATION OF THE AUDIT AND RISK COMMITTEE OF CRIS-TIM FAMILY HOLDING S.A. (Company)

Article 1. Preamble

- (1) The Board of Directors of the Company (**the Board**) adopts these regulations (**Regulation**) at 28.04.2026 in order to establish the rules for the organization and functioning of the Audit and Risk Committee (**the Committee**).
- (2) These Regulations supplement 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 Chairperson of the Committee shall be elected by the Board from among its members.
- (2) The Committee is made up of at least 3 (three) non-executive directors, of which 2 (two) are independent. One of the independent members of the Committee will also be its Chairperson.
- (3) At least one member of the Board shall have competences in the field of statutory accounting and auditing. In order to certify competences, the member concerned must be authorised as a financial auditor and registered in the Electronic Public Register by the competent authority of Romania, another Member State, the European Economic Area or Switzerland or have at least 3 years' experience in statutory auditing acquired through participation in statutory audit missions in Romania or in audit committees formed at the level of the boards of directors or supervision of public-interest entities, proven with supporting documents.
- (4) The person referred to in paragraph 3 above may be appointed by the general meeting of shareholders in accordance with the legal provisions in force.
- (5) The Chairperson coordinates the work of the Committee and reports on its behalf to the Board of Directors.
- (6) The Chairperson of the Committee shall be an independent non-executive director. The President of the Board may not hold the position of Chairperson of the Committee.
- (7) The members of the Committee are appointed by a decision of the Board of Directors for a term of 4 (four) years.

Article 3. Responsibilities

- (1) The Committee has an advisory role and assists the Board in carrying out its tasks related to the supervision of financial reporting, the internal and external audit process, internal control and risk management, compliance and corporate governance.
- (2) The Board has the following responsibilities with regard to financial and non-financial reporting aspects:
 - (i) examining and monitoring the financial reporting process, the integrity of the annual and interim financial statements, individual or consolidated or the disclosures made by the Company;
 - (ii) reviewing press releases announcing the financial or operating results relating to or derived from such financial statements and any financial information or earnings results to be disclosed to financial analysts or rating agencies, analysing the correctness and appropriateness of the content and the presentation of such statements or information;
 - (iii) regularly reviewing the adequacy of the Company's accounting policies;
 - (iv) reviewing the Company's financial forecasting policy and recommending it to the

- Board for approval;
- (v) making recommendations to the Board on the content of the annual report and whether it represents, as a whole, a fair, balanced and easily understandable picture for shareholders and whether it provides them with the information necessary to assess the Company's performance.
 - (vi) Assists the Board of Directors in ensuring the integrity of financial and non-financial reporting.
- (3) The Board shall have the following responsibilities with regard to audit matters:
- (i) endorsing, for approval by the Board of Directors, the annual audit plan, based on the annual risk assessment, as well as any significant changes to the plan and receiving periodic reports on activities, material findings and follow-up of internal audit reports;
 - (ii) periodically reviewing the Charter and the Internal Audit Manual and submitting them to the Board for approval;
 - (iii) making recommendations to the Board on the appointment, dismissal and remuneration of the Head of the Internal Audit Department;
 - (iv) monitoring the adequacy, effectiveness and independence of the internal audit function;
 - (v) making recommendations to the Board regarding the appointment, rotation or dismissal of the Company's external auditor;
 - (vi) review of the external auditor's plan, activity and findings;
 - (vii) assessing the independence and objectivity of the external auditor and monitoring compliance with relevant ethical and professional rules, including requirements for audit partner rotation.
 - (viii) monitoring the application of legal standards and generally accepted internal auditing standards;
 - (ix) endorsing internal audit reports, recommendations made by internal auditors and action plans for the implementation of recommendations;
 - (x) carrying out any other activities laid down by the Board and by law.
 - (xi) ensuring the independence and reviewing the effectiveness of the Company's internal audit function and making recommendations to the Board of Directors.
 - (xii) Oversight of the internal audit function
- (4) The Committee shall have the following responsibilities with regard to internal control matters:
- (i) regularly review the adequacy and enforcement of key internal control policies, including fraud detection and bribery prevention policies;
 - (ii) review of transactions between affiliated parties, in accordance with a policy drawn up by the Committee and approved by the Board;
 - (iii) the analysis of the annual report prepared by the Internal Audit and/or Risk Management Departments that assesses the effectiveness of the internal control system within the Company.
 - (iv) reviewing the Company's internal controls and risk management framework.
 - (v) monitoring the development and implementation of the Company's policies on conflicts of interest and transactions with affiliated parties.
 - (vi) overseeing the framework for ensuring the Company's compliance with applicable legal and regulatory requirements, as well as with the Company's internal regulations (such as procedures for reporting violations of the law or the Company's Code of Conduct/Ethic)
- (5) The Board has the following responsibilities with regard to risk management issues:

- (i) periodic evaluation and improvement of risk management, internal control, anti-corruption, whistleblowing and governance processes
- (ii) periodically verifying the main risks to which the Company is exposed, recommending to the Board appropriate policies for identifying, mapping, managing and reducing risks;
- (iii) monitoring the main categories of risks that are recorded annually in a management report, in order to reduce them and evaluate the effectiveness of the risk management system within the Company;
- (iv) making recommendations to the Board on the financing of capital and debt, including proposals to contract any type of loans and securities associated with such loans;
- (v) making recommendations to the Board on significant economic transactions within the competence of the General Meeting of Shareholders and assessing the risks related to such transactions.
- (vi) the annual assessment of the adequacy and effectiveness of the Company's risk management and internal control framework (including operational and compliance controls) and the formulation of relevant recommendations.

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 shall be 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 convocation.
- (6) Meetings of the Audit and Risk Committee may take place in any administrative space of the Company or in another location. In addition, the meetings of the Audit and Risk Committee can be held via 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 order of deliberations, the decisions adopted, the number of votes cast, the contrary opinions and other matters/information considered important. The minutes shall be signed by all 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) ensure that the documents discussed, presented or otherwise connected with the meeting of the Committee are forwarded to the members in a timely manner;
 - (b) records correctly and fully the decisions taken by the Committee;
 - (c) ensures that the decisions of the Board are communicated to the Board as well as to other relevant persons within the Society.

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 shall be made available to all members of the Board through the Secretary of the Board.
- (2) The Committee submits regular (at least annual) reports to the Board on its meetings and work 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 names 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*); and
 - (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.

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.