



NOMINATION POLICY

OF CRIS-TIM FAMILY HOLDING S.A. (Company)

Approved in the meeting of the Board of Directors of the Company of 11.05.2026

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1. General framework

1.1 General provisions

The Nomination Policy for the Members of the Board of Directors (the "**Policy**") of CRIS-TIM FAMILY HOLDING S.A. ("**Cris-Tim**" or the "**Company**") is a document that sets out the framework, principles and criteria to be used by the Remuneration and Nomination Committee (the "**Committee**" or "**CRN**") for the identification, evaluation, selection and nomination of candidates for the position of member of the Board of Directors (the "**Board**" or "**Board of Directors**").

This Policy is intended to guide the Committee when recommending new members of the Board and/or when deciding whether to recommend the nomination of current members for a new term.

For the avoidance of doubt, nomination by the Committee is without prejudice to shareholders' rights to nominate or be nominated.

The terms "Administrator" and "Board Member" shall have the same meaning and shall be used interchangeably within this Policy.

This Policy should be read in conjunction with the Company's other corporate governance documents.

1.2 Policy Statement

The Company recognizes the importance of a qualified and competent Board of Directors to establish Cris-Tim's corporate and business strategy, to pursue and achieve its strategic objectives and to promote the Company's values as reflected in the policies guiding the Company's activity.

The Company believes that a Board with a balanced set of skills, experience, expertise and diversity of perspectives contributes to increasing its decision-making capacity and the overall efficiency of its work. The Board expresses its commitment to ensuring proper nomination and election processes for the selection and nomination of Directors.

While an incumbent administrator may not be subject to the same level of scrutiny as a new administrator, in the process of making nomination recommendations, the Committee will carefully consider the qualifications and contributions of any incumbent administrator before making a nomination recommendation for a new term.

1.3 Objectives

- Establish the general principles that provide guidance to the CRN in the process of identifying, selecting, evaluating and proposing candidates for the Board of Directors, as well as in terms of replacing or renewing the mandates of the existing members of the Board of Directors.
- Providing criteria for the selection and assessment of the suitability of candidates for the position of member of the Management Board.
- Establish a suitability assessment and nomination process that is transparent, efficient and time-consuming.
- Establish criteria for assessing the ongoing individual suitability of the members of the

Management Board, as well as the collective suitability of the Management Board, in particular in terms of good reputation, knowledge, skills, independence of thought, experience and availability of time necessary to carry out their responsibilities.

1.4 Responsibilities

In accordance with the regulations in force, and good practices, the Board of Directors, through CRN, is responsible for initiating, coordinating and supervising the suitability assessment and nomination process, without prejudice to the rights of shareholders.

CRN is responsible for the administration of the Policy, respectively for carrying out the process of identifying, evaluating, selecting and nominating suitable candidates for the position of director, to be proposed to the Board for analysis, in order to appoint and/or renew their mandates by the General Meeting of Shareholders ("GSM").

The CRN has an advisory role towards the Board of Directors, identifying candidates who, in its opinion, meet the relevant nomination criteria.

The CRN proposals, both in terms of the initial list of candidates published in the notice of convening the General Shareholders' Meeting, and in terms of the final list of candidates including the candidates proposed within the legal term by the shareholders, are submitted to the Board of Directors for analysis and subject to the approval of the General Shareholders' Meeting.

2. General principles

2.1 Complementarity with the law, the articles of incorporation and the internal regulations of the Company

The Policy is developed in accordance with the provisions of the Articles of Association and the Company's corporate governance framework. The provisions of this Policy are complementary to the provisions of the Board of Directors' Regulations regarding the organization and functioning of the Remuneration and Nomination Committee and those of the BVB Corporate Governance Code for companies listed on the main market, as well as in accordance with the applicable legislation and regulations in force

2.2 Suitability of nominated candidates

The NRC will propose candidates it deems suitable to become members of the Board of Directors, according to the criteria set out in this Policy.

Suitability is determined according to these criteria and the Company's needs regarding the composition of the Board.

For the purposes of this Policy, suitability is defined as the extent to which an individual is considered to have, individually and collectively, together with the other directors, good standing, knowledge, skills and experience sufficient to perform his or her duties, as well as a clear understanding of the culture, values and overall strategy of the Company. Suitability also includes each member's honesty, integrity, and independence of thought and their ability to allocate sufficient time to perform their duties.

The CRN will periodically review the suitability of the members of the Board of Directors, using

assessments of the Board's work and any other relevant information available.

2.3 Continuity and stability of the Company's management

The process of identifying and evaluating the suitability of candidates will aim to ensure continuity and stability in the Company's management. In this regard, the internal process of identifying candidates for the position of member of the Board will take into account the candidacies of the members of the Board of Directors in office on the date of the start of the process of identifying and assessing the suitability of candidates.

2.4 Integration and training of Board members

The Company provides a process for the integration of the members of the Board of Directors, in order to facilitate a clear understanding of the applicable legal regulations, the structure, business model, risk profile and governance framework of the Company, as well as the role of the members within the Board.

The process also supports the understanding of the international, European and national economic and regulatory context relevant to the economic sectors in which the Company is active and their impact on the Company, contributing to the continuous development of the skills, knowledge and competencies necessary to fulfill responsibilities.

The Company can provide relevant general training programs, as well as, where appropriate, personalized trainings for each member.

2.5 Succession planning

The Board of Directors shall ensure that there is an adequate succession planning process in place for the effective continuity of the Company's management and governance after the termination of the term of office/retirement of a member of the Board, in particular in the case of an executive member and/or a member of a committee.

CRN supports the Board of Directors in establishing the necessary conditions for an efficient succession and ensuring continuity, in accordance with its Operating Regulations.

3. Suitability and nomination criteria

3.1 General provisions

In order to be considered a suitable candidate by the Board of Directors and CRN, the proposed candidate must meet the minimum general requirements, meet the requirements of individual and collective suitability, not be in a conflict of interest with the Company, have no impediments regarding the exercise of the function of director according to the applicable legislation and be able to allocate sufficient time to the activity of the Board of Directors.

3.2 Qualifications of the nominated candidates

The main objectives of the Committee are to ensure an appropriate composition of the Board to meet fiduciary obligations to the Company and shareholders, as well as to make recommendations to the Board on qualified candidates for nomination as directors. In carrying out its duties, the Committee will take into account several criteria in determining the qualifications of any candidate and will regularly review the skills and characteristics required of the members as well as the overall

composition of the Council.

After consulting the Council, the Committee will ensure that each proposed candidate meets the following minimum criteria:

- to demonstrate its commitment to the long-term success of the Company, in accordance with the highest standards of responsibility and ethics,
- represent the interests of all shareholders, and not those of an individual shareholder or group of shareholders
- to devote themselves seriously to preparation, participation and active involvement in the meetings of the Board and relevant committees and not to have any other personal or professional commitments that could interfere with the proper exercise of responsibilities towards the Company and shareholders

The evaluation of candidates will include considerations of integrity, experience and achievements, skills and knowledge, commitment, diversity, independence in accordance with applicable standards and rules, as well as the general needs of the Council:

Integrity and Judgment:

Directors must have a high level of integrity, ethics and the ability to exercise sound and mature judgment in business matters in accordance with the Company's values, as well as the ability to collaborate effectively with other members of the Board

Experience and achievements:

Administrators must have significant professional and personal experience with proven track record in relevant areas; This experience can come from business, government, academia, or non-profit organizations.

Knowledge:

Directors must be familiar with financial matters and have a solid understanding of business strategy, corporate governance, and the functioning of a board of directors.

Competences:

It is desirable for administrators to have expertise in one or more areas such as: corporate governance, strategy, management, international business, accounting and finance, ESG, technology, compensation, industry knowledge and general business aspects.

Interaction in the Council:

Directors must prioritise collective performance over individual performance, show respect for other members and contribute to the overall performance of the Board. They must also be willing and able to allocate the necessary time to understand the work of the Company and to be actively involved in the decision-making process.

Long-term commitment:

Candidates must have the ability and determination to serve for the entire term for which they have

been elected.

Diversity:

The company aims to ensure an appropriate balance between skills, experience, gender, age and other relevant elements in the composition of the Board and executive management.

Candidates must be able to reflect the diversified nature of the Company's operations. In addition, they must contribute to the overall diversity of the Council, understood in a broad sense: different personal and professional experience, education, opinions, perspectives and backgrounds.

When nominating and evaluating candidates, the diversity of gender, age, professional experience, skills, as well as other elements relevant to the proper functioning of the Board will be taken into account.

Independence:

Candidates who are not and have not been members of the executive management must comply with both the spirit and the specific provisions of the applicable independence standards. They must also be independent in thought and judgment so that they can represent the long-term interests of the Company. The Company aims for at least 3 directors within the Board to be independent and non-executive.

The above criteria apply to the Board as a whole, as a corporate body that must have a balanced and diversified composition. Thus, although all the criteria must be taken into account, it is not necessary for each candidate to meet all of them — the essential aspect being that the entire composition is balanced and that the candidate complements the set of skills and qualities of the other members.

These criteria are indicative and are not intended to be exhaustive or decisive. The Council will consider the benefits of a diversified composition in the candidate selection process.

3.3 Evaluation of candidates and Board of Directors members

The Committee will review all the candidates identified and assess each one, including those already in office, on the basis of the same criteria, at least once a year or whenever requested by the General Manager.

An external audit may be carried out, at the request and initiative of the General Manager, regarding the then current members of the Board of Directors.

This approach also applies to candidates proposed by shareholders, to the extent that the legal deadlines and those set out in the convening notice allow it.

4. Identification of candidates

4.1 Internal identification process

The Committee has two main internal methods of identifying candidates.

The first consists of soliciting proposals from current Board members, executive management, and through research outside the company.

The second involves hiring, at the expense of the Company, one or more companies specialized in recruitment, which will identify suitable candidates, interview them and facilitate communication between the candidates, the Board and the Committee in the evaluation process, but also subsequently, for consultation.

Following the process of internal identification and evaluation of the suitability of the candidates, the CRN will propose to the Board the initial list of candidates, which will be included in the announcement regarding the convening of the General Shareholders' Meeting, which includes on the agenda the election or appointment of one or more members of the Board.

4.2 Candidates proposed by shareholders

According to the legal provisions in force, any shareholder may propose one or more candidates for the position of director of the Company by submitting a written notification to the Company and/or to the Committee.

In order to facilitate the CRN's assessment of their suitability, the notification shall be submitted within a reasonable time before the General Assembly, but no later than the deadline set out in the convening notice and in the applicable law.

Therefore, in addition to candidates identified through internal processes, the Committee will also evaluate candidates proposed by shareholders in accordance with this Policy.

All candidates (either identified internally or proposed by shareholders) who are recommended by the Committee and endorsed by the Board will be submitted to shareholders for appointment or election at the General Meeting in the form of a final list of candidates to be published after the expiry of the legal term within which shareholders are entitled to make proposals, but no later than one working day before the reference date of the General Shareholders' Meeting.

5. Policy Review

This Policy is designed to provide a set of flexible guidelines to enable the Company's nomination processes to be conducted efficiently. The Committee initiates the revision of the Policy if the Company's needs and circumstances evolve or in the event that changes in the applicable legislative framework, BSE standards, recommendations or good practices require it to be updated.

This document has been drafted in English and Romanian. In case of discrepancies between the two versions, the Romanian version shall prevail.