

**Policy regarding the Organization and Conduct of the General Meetings of Shareholders
of Cris-Tim Family Holding S.A.**

-Approved by the Decision of the Board of Directors of 11.05.2026

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1. PURPOSE

This policy (hereinafter referred to as the "Policy") establishes the framework for the organization and conduct of the general meetings of the shareholders of Cris-Tim Family Holding S.A., a company managed in a unitary system, registered and operating according to the laws of Romania, registered with the Bucharest Trade Register under number J2000000991296, unique registration code RO 13533870, with its registered office in Filipeștii de Pădure Commune, Filipeștii de Pădure Village, 661 Garii Street, Prahova County, having a subscribed and paid-up share capital of RON 80,600,000 (hereinafter referred to as "Cris-Tim", or the "Company").

2. SCOPE

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

2.1 Reference and related documents

The organization and conduct of the GSM is carried out according to the provisions:

- Law no. 24/2017 on issuers of financial instruments and market operations, republished, with subsequent amendments and completions;
- ASF Regulation no. 5/2018 on issuers of financial instruments and market operations, as subsequently amended and supplemented;
- Law no. 31/1990 on companies, republished, with subsequent amendments and completions;
- the Articles of Incorporation of Cris-Tim;
- This Policy, etc.

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

2.2 Specific definitions

- **Registration date** – the calendar date expressly specified, respectively dd/ml/year, established by the general meeting of shareholders, hereinafter referred to as the General Shareholders' Meeting, which serves to identify the shareholders who are to benefit from dividends or other rights and on whom the effects of the decisions of the General Shareholders' Meeting are reflected. The registration date is established in the case of the decisions of the General Shareholders' Meeting regarding corporate events;
- **Payment date** – the expressly specified calendar date, respectively dd/mm/year, at which the results of a corporate event, related to the holding of financial instruments, are due, respectively at which the debiting and/or crediting of sums of money and/or financial instruments must be made;
- **Reference date** - the calendar date expressly specified, respectively dd/mm/year, established by the Board of Directors, which serves to identify the shareholders who have the right to participate in the General Shareholders' Meeting and to vote in it. The reference date must be after the publication of the convening notice and prior to the GSM;
- **Ex-date** - the date prior to the date of registration with a settlement cycle minus one working day, from which the financial instruments subject to the decisions of the corporate bodies are traded without the rights deriving from that decision. Ex data is calculated taking into account the settlement cycle T + 2 working days;
- **Corporate events** – events relating to certain financial instruments, initiated by the issuer of those financial instruments as a result of a decision of the statutory bodies or by a bidder (e.g. cash distributions, distributions in financial instruments, mandatory or voluntary reorganizations, etc.);

- **The Company's headquarters** - Filipeștii de Pădure Commune, Filipeștii de Pădure Village, 661 Garii Street, Prahova County. The registration of documents is done from Monday to Friday, between 08:00-17:00 (Romanian time), except for public holidays and days declared non-working by the Collective Labor Agreement applicable at the level of the Company.
- **An electronic signature in accordance with the legal provisions in force on the date of signing a document** is an advanced or qualified electronic signature, according to Law no. 214/2024 on the use of electronic signatures, timestamps and the provision of trust services based on them and Regulation of the European Parliament and of the Council of the European Union no. 910/2014 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
- Board of Directors – Board of Directors

3. POLICY OBJECTIVES

The objective of this policy is to ensure the organization and conduct of the General Shareholders' Meeting of Cris-Tim Family Holding S.A. 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 share capital of the Company is held by shareholders registered in the Cris-Tim shareholders' register kept by Depozitarul Central S.A.

The General Meeting of Shareholders ("**GSM**") is the main corporate governance body, taking decisions on the elements listed in the Articles of Association and in the law, in this way the shareholders expressing their will in relation to Cris-Tim's activity.

General meetings of shareholders may be ordinary ("**OGMS**") or extraordinary ("**EGMS**"). For the purpose of this methodology, the EGMS and the OGMS are collectively referred to as the "**GSM**". The place of the General Shareholders' Meeting is established by the convening notice for that meeting, most of the time it is at the Company's registered office or at its secondary offices / work points.

The company accords equal treatment to all shareholders. Each share subscribed and paid in full by the shareholders, according to the law, gives the shareholders the right to a vote in 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 this Articles of Incorporation and by the legal provisions. Exceptions are actions whose voting rights are suspended.

5. IMPLEMENTING RULES

5.1 Duties of the General Shareholders' Meeting

The OGMS has the following main attributions:

- a. to approve the annual financial statement and to establish the distribution of the net profit;
- b. elect and dismiss the members of the Management Board;
- c. appoint or dismiss the financial auditor and set the minimum duration of the financial audit contract;
- d. to rule on the management of the Management Board;
- e. to establish the income and expenditure budget and, as the case may be, the activity program, for the following financial year;

- f. decide to pledge, lease or dismantle one or more units of the Company.
- g. decides on any other issues established or left by law in its competence.

The EGMS decides the following:

- a. change of legal form;
- b. relocation of the Company's headquarters;
- c. change of the Company's main object of activity;
- d. reduction of the share capital or its reintegration through the issuance of new shares;
- e. increase of the share capital;
- f. merger with other companies or division of the Company, including cross-border merger and cross-border division;
- g. cross-border transformation;
- h. the early dissolution of the Company;
- i. conversion of shares from one category to another;
- j. conversion of a class of bonds into another class or shares;
- k. bond issuance;
- l. any other amendment to the articles of incorporation or any other decision for which the approval of the extraordinary general meeting is required.

5.2 Convening of the General Shareholders' Meeting

The OGMS shall meet at least once a year, within five months from the end of the financial year. Except in this case, the OGMS and the EGMS meet whenever necessary, being convened by the Board of Directors of Cris-Tim. The General Shareholders' Meeting may also be convened by a shareholder who owns individually 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 will be convened within 30 days and will meet within 60 days from the date of receipt of the request.

The term of the General Shareholders' Meeting is at least 30 days from the date of publication of the call in the Official Gazette of Romania, Part IV and in at least one national newspaper and on the Company's Website. The convening notice is also sent to the Financial Supervisory Authority and to the Bucharest Stock Exchange.

The above-mentioned term of meeting is necessary as a result of the provisions:

- Art. 117 paragraph (2) of Law 31/1990 – the term of the meeting of the General Meeting of Shareholders may not be less than 30 days from the date of publication of the call in the Official Gazette of Romania, Part IV;
- The reference date will be at least 15 working days before the deadline for submitting proxies for voting;
- Art. 105 para. (3) and para (5). 5 of Law 24/2017, republished – shareholders who hold 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 call;

Convening notice of the General Shareholders' Meeting

The convening notice of the General Shareholders' Meeting shall include, according to the legal provisions in force and of the Articles of Incorporation, at least:

- the name of the Company;
- the place, date and time of the holding of the General Shareholders' Meeting for the first and second call;

- a clear and precise description of the procedures that shareholders must follow in order to participate and vote;
- the reference date as well as the mention that only the persons who are shareholders on that date have the right to participate and vote at the general meeting;
- the agenda, which will 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, respectively information on:
 - o the right of one or more shareholders representing, individually or jointly, at least 5% of the share capital to introduce, within 15 days from the date of publication of the call, items on the agenda of the general meeting, provided that each item is accompanied by a justification or a draft decision proposed for adoption by the general meeting; and to present draft decisions for the items included or proposed to be included on the agenda of the general assembly; the supplemented convening notice will be published in compliance with the deadline provided by the legal and statutory provisions, together with all relevant documents related to the Agenda;
 - o the procedure of direct voting, by proxy (by representation) and by correspondence or by electronic means, as well as the fact that for voting by proxy based on a proxy must be used the forms of special and general power-of-attorney, respectively, as the case may be. The manner of obtaining the special power of attorney forms for representation in the General Shareholders' Meeting, the deadline and the place where the powers of attorney are submitted/received, as well as the means by which the company can accept the notification of the appointment of representatives by electronic means will also be mentioned in the convening notice.
- the deadline by which proposals for candidates for the positions of administrators can be made, if the election of administrators is included on the agenda. The deadline is set so that the period in which the proposals regarding the candidates for the positions of administrators can be made is at least 3 working days after the publication of the convening notice/supplement to the convening notice, having on the agenda the election of the administrators;
- the place where it is possible to obtain the full text of the documents and draft decisions, other information regarding the issues included 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 address of the website on which the information related to the agenda is to be available;
- the proposal regarding the details of the corporate events subject to the GSM, respectively, as the case may be, without limitation to the date of registration, ex dates, date of payment, date of guaranteed participation, details regarding distribution, preemptive rights, allocation rights, subscription, cancellation, conversion, payment methods, period of expression of options.

If the agenda of the General Shareholders' Meeting includes proposals for the amendment of the Company's Articles of Incorporation, the convocation will include the full text of the proposals.

The 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 observing the formalities required for its convening.

5.3 Identification requirements applicable to shareholders

The identification requirements applicable for the individual shareholder and/or his/her representative and/or for the legal representative/representative of the legal person shareholder are:

- a) in the case of **individual shareholders**:

- (i) to be accompanied by the identity document or, as the case may be, by a copy of the shareholder's identity document (ID or ID for Romanian citizens or passport for foreign citizens), which allows his identification in the register of shareholders of the Company kept by the Central Depository SA;
- (ii) the ascertainment of the quality of proxy will be made on the basis of the special power of attorney or the general power of attorney issued by the shareholder; general power of attorney can only be granted to an 'intermediary' within the meaning of capital market law or to a lawyer; The general power of attorney will be accepted without any additional documents relating to the respective shareholder, if it is drawn up in accordance with the legal provisions in force, is signed by the shareholder and is accompanied by a declaration on own responsibility given by the legal representative of the intermediary or by the lawyer who received the power of attorney through the general power of attorney, which shows 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 on the date of signing the documents, if applicable.

The signed and, as the case may be, stamped declaration will be sent in original, together with the general power of attorney.

If the shareholder is represented by a credit institution that provides custody services, it will be able to vote in the General Shareholders' Meeting on the basis of the 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 in the General Meeting of Shareholders exclusively in accordance with and within the limits of the instructions received from its customers as shareholders on the **Reference Date**.

If the shareholder is represented by a credit institution that provides custody services, the credit institution may participate and vote in the GSM under the conditions in which it submits a declaration on its own responsibility, signed by the legal representative of the credit institution, specifying:

- clearly, the name/name 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, as the case may be, stamped declaration shall be sent in original.

- (iii) copy of the identity document of the agent or representative of the natural person agent (ID or ID for Romanian citizens or passport for foreign citizens),
- (iv) in case of casting the vote through a legal person representative, the proof of the quality of representative of the natural person representing the legal person representative shall be made by means of a certificate of ascertainment of the representative (not older than 30 days before the date of the GSM)/documents similar to those mentioned above (not older than 30 days before the date of the GSM) or by a power of attorney issued by the legal representative of the legal person representative, as it appears registered with the Trade Register or similar bodies, accompanied by the certificate of ascertainment or similar documents (not older than 30 days before the date of the GSM);

AND

- (b) in the case of **shareholders who are legal persons**

- (i) the ascertainment/confirmation of the quality of legal representative is made based on the list of shareholders received from the Central Depository SA; however, if the shareholder/person who has this obligation has not informed the Central Depository SA in a timely manner regarding its legal representative (so that the register of shareholders on the Reference Date reflects this), then the certificate of ascertainment (not older than 30 days before the date of the GSM)/documents similar to those mentioned above (not older than 30 days before the date of the GSM) must prove the quality of the legal representative of the shareholder or, in the case of the Romanian State, a copy of the document proving the quality of legal representative of the person who represents it;
- (ii) The ascertainment of the quality of conventional representative/proxy will be made on the basis of the special power of attorney issued by the legal representative of the shareholder, identified according to letter (i) above or on the basis of the general power of attorney issued by the legal representative of the shareholder (the latter can be granted only to an "intermediary", within the meaning of the capital market legislation, or to 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 be granted only to an 'intermediary' within the meaning of capital market law or to a lawyer) granted in accordance with the standard procedure used by that organisation and accompanied by all supporting documents on the status of the signatories; The general power of attorney will be accepted without any additional documents relating to the respective shareholder, if it is drawn up in accordance with the legal provisions in force, is signed by the shareholder and is accompanied by a declaration on own responsibility given by the legal representative of the intermediary or by the lawyer who received the power of attorney through the general power of attorney, which shows 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 on the date of signing the documents, if applicable.

The signed and, as the case may be, stamped declaration shall be sent in original, together with the general power of attorney.

If the shareholder is represented by a credit institution that provides custody services, it will be able to vote in the General Shareholders' Meeting on the basis of the 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 in the General Meeting of Shareholders exclusively in accordance with and within the limits of the instructions received from its customers as shareholders on the **Reference Date**.

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

- clearly, the name/name 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, as the case may be, stamped declaration shall be sent in original.

- (iii) copy of the identity document of the legal representative/representative (ID or ID for Romanian citizens or passport for foreign citizens);
- (iv) in case of voting through a legal person representative: proof of the quality of representative

of the natural person representing the legal person representative; the proof will be made by a certificate of ascertainment of the representative (not older than 30 days before the date of the GSM) / documents similar to those mentioned above (not older than 30 days before the date of the GSM), or by a power of attorney issued by the legal representative of the legal person representative, as it appears registered with the Trade Register or similar bodies, accompanied by the certificate of ascertainment or similar documents (not older than 30 days before the date of the GSM).

The documents attesting the quality of legal/conventional/representative representative drawn up in a foreign language, other than English, will be accompanied by a translation, made by an authorized translator, in Romanian and/or English.

In order to ensure an additional level of security in identity verification, both for Cris-Tim and for the shareholder/shareholder's representative, Cris-Tim recommends, in case of using electronic means (either postal voting sent by email or voting through the online voting platform) that the identity document mentioned in this chapter be sent either in a copy conformed to the original and signed by handwritten by the holder of the document, either electronically signed by the holder of the document, with an electronic signature in accordance with the legal provisions in force on the date of signing, respectively an advanced or qualified electronic signature, according to Law no. 214/2024 on the use of electronic signatures, timestamps and the provision of trust services based on them and of the Regulation of the European Parliament and of the Council of the European Union no. 910/2014 on electronic identification and trust services for electronic transactions in the internal market and repealing Directive 1999/93/EC.

5.4 Shareholders' right to introduce new items on the agenda of the GSM meeting

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

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

- (a) be accompanied by documents attesting to the fulfilment of the identification requirements as referred to in subchapter 5.3. which are also applicable to the natural person shareholder and/or to the legal representative of the legal person shareholder who requests the introduction of new items on the agenda, which will be sent to the Company according to the provisions of letter (c) below;
- (b) each new item must be accompanied by a justification or a draft decision proposed for adoption at the GSM meeting. The respective shareholders also have the right to submit in writing draft resolutions for the items included or proposed to be included on the agenda of the General Shareholders' Meeting;
- (c) to be addressed to the Board of Directors of the Company and to be sent in writing, within the legal term, either (i) in physical format (in person or by mail/courier services with acknowledgement of receipt), 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 following e-mail address: aga@cris-tim.ro, so that they are received within 15 days from the publication of the convening notice 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 by the legal representatives of the legal entity shareholders.

If the election of the members of the Board of Directors is on the agenda, the shareholders of the Company (identified according to the provisions of subchapter 5.3), regardless of the number of voting rights held,

may propose candidates. The proposals will be accompanied by:

- (a) Curriculum Vitae of the candidate showing his/her 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:
 - not to be a director of the Company or of a company controlled by it and not to have performed such a function in the last 5 years.
 - not to have been an employee of the Company or of a company controlled by it or to have had such an employment relationship in the last 5 years.
 - not to receive or have received from the Company or from a company controlled by it any additional remuneration or other advantages other than those corresponding to his or her capacity as a non-executive director.
 - not to be a significant shareholder of the Company or not represent or have represented in any way a significant shareholder of the Company during the previous year. The same condition will apply to a shareholder who controls the significant shareholder of the Company.
 - not to have or have had in the last year business relations with the Company or with a company controlled by it, either personally or as an associate, shareholder, administrator, director or employee of a company that has such relations with the Company, if, by their substantial nature, they are likely to affect its objectivity.
 - not to be or have been for the last 3 years an associate or employee of the current or previous financial auditor of the Company or of a company controlled by it.
 - not to 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 3 mandates , but in no case more than 12 years.
 - not to have family relations with a person in one of the situations provided for in letters a) and d), and
 - not to have family relations with a person who:
 - a. is or has been for the last five (5) years a non-executive member of the Board or an employee of the Company;
 - 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 for 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 in a corporation where the members of the Company's executive management serve as members of the Board

The proposals will be sent either (i) 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, at the following address: aga@crisim.ro. These documents will be verified by the Nomination and Remuneration Committee constituted within the Board of Directors of the Company.

5.5 Publication of documents related to the General Shareholders' Meeting

All documents related to the General Shareholders' Meeting will be made available to shareholders, in Romanian and English languages, on the Company's Website, as follows:

- (1) From the date of the call and until (and inclusive) the date of the OGMS, respectively the EGMS, in

the first or second call:

- (a) the convening notice of the OGMS and/or the convening notice of the EGMS;
 - (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 the shareholders at the company's headquarters, from the date of the convening of the general meeting, if it appears on the agenda;
 - (c) The articles of association with the proposed amendments, if it appears on the agenda;
 - (d) Other information/documents regarding the topics included on the agenda of the OGMS, respectively the EGMS, if they have already been endorsed by the Board of Directors.
- (2) Subsequently, in compliance with the deadline provided by the legal and statutory provisions:
- (a) the proposals for the inclusion of new items on the agenda of the EGMS and/or OGMS accompanied by a justification and the draft resolutions of the EGMS and/or OGMS received within the legal term from the shareholders together hold at least 5% of the share capital;
 - (b) the list containing information on the name, domicile and professional qualification 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 OGMS;
 - (c) the total number of shares and voting rights on the date of the call;
 - (d) the full text of the draft decision proposed for approval by the OGMS, respectively the EGMS;
 - (e) the special proxy forms that can be used for proxy voting;
 - (f) postal voting forms;
 - (g) the rest of the documents to be presented to the OGMS, respectively the EGMS, not published on the date of the call.

The documents referred to in point 1. (a) and (d) and point 2. (c), (d), (e) and (f) and (g) will be updated and republished if new items are added to the agenda of the OGMS, respectively the EGMS.

In order to obtain physical copies of the documents mentioned in points 1 and 2 above, the shareholders shall send written requests in this regard to the Company's Headquarters or to the email address aga@crisstim.ro. The Company will make available to the shareholders, through the Company's Headquarters, the copies of the requested documents, within a maximum of 2 working days from the request.

5.6 Questions regarding the agenda/activity of the Company

The Company's shareholders, meeting the identification requirements set forth in subchapter 5.3 above, may ask written questions, in Romanian or English, regarding the topics on the agenda of the GSM meeting, the Company's activity, before the date of the GSM. These questions will be addressed to the Board of Directors of the Company and will be sent either (i) in physical format (in person or by mail/courier services with acknowledgement of receipt), 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 e-mail address aga@crisstim.ro, so that they are received by the Company until the day prior to the GSM, or (iii) in the section provided in the electronic means of participation and voting at the Cris-Tim General Meetings of Shareholders, both before and during the GSM.

As for the questions asked in physical format, they must be signed by the natural person shareholders or by the legal representatives of the legal person shareholders.

The company will answer these questions during the GSM meeting, being able to formulate a general answer for questions with the same content. It is also considered that an answer is given if the relevant information is available on the Company's website at cristim.ro, section "Investor Relations".

5.7 Shareholders' participation in the OGMS meeting

The shareholders registered on the Reference Date in the Company's shareholders' register, kept by the Central Depository SA, may participate and vote in the GSM:

- personally, by direct vote;
- through a representative with special or general power of attorney (the latter can only be granted to an 'intermediary' within the meaning of capital market law or to a lawyer) or through credit institutions providing custody services;
- by mail (physical or electronic mail).
- by electronic means, using a Platform developed for this purpose, if necessary.

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

- (a) **Personal vote** - natural person shareholders and legal person shareholders will be entitled to participate in the GSM, by simply proving their identity, respectively of the legal representatives, as the case may be, according to the identification requirements provided in subchapter 5.3.
- (b) **Voting by proxy with special or general power of attorney or by credit institutions providing custody services**

The representation of the shareholders in the General Shareholders' Meeting can be made by a representative/representative, who can be another shareholder or a third person, by filling in and signing the special power of attorney form. In the event of discussion during the GSM, in accordance with the legal provisions, of items not included on the published agenda, the proxy may vote on them according to the interest of the represented shareholder.

Also, a shareholder may grant a general power of attorney valid for a period **not exceeding 3 years if the parties have not expressly provided for a longer term**, allowing his representative to vote on all matters under discussion at the GSM, including acts of disposition, provided that the power of attorney is granted by the shareholder, as a client, an "intermediary" within the meaning of capital market law, or a lawyer. If the shareholder is represented by a credit institution providing custody services, it will be able to vote in the General Shareholders' Meeting 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 as shareholders on the Reference Date.

The votes cast by credit institutions that provide custody services will be accompanied by a declaration on their own responsibility, signed by the legal representative of the credit institution, which states:

- clearly, the name/name 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.

A shareholder may appoint only one person to represent him or her at the GSM meeting. However,

a shareholder may designate by power of attorney one or more alternate representatives to ensure representation in the General Shareholders' Meeting, if the designated representative is unable to fulfill his mandate. If several alternate representatives are appointed by power of attorney, the shareholder will also establish the order in which they will exercise their mandate.

The general power of attorney given by a shareholder, as a client, to an intermediary, within the meaning of capital market law, or to a lawyer, is 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 declaration on own responsibility** given by the legal representative of the intermediary or by the lawyer who has received the power of attorney by general power of attorney, which shows that: (i) the power of attorney is granted by the respective shareholder, as a client, to the intermediary, within the meaning of the capital market legislation, or, as the case may be, 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 on the date of signing the documents, if applicable.

The shareholders may not be represented in the General Shareholders' Meeting on the basis of a general power of attorney by a person who is in a situation of conflict of interest, according to art. 105, para. 15 of Law no. 24/2017 on issuers of financial instruments and market operations, republished. The trustee may not be replaced by another person unless this right has been expressly conferred on him by the shareholder in power of attorney (without prejudice to the shareholder's right to appoint an alternate representative). Provided that the trustee is a legal person, it may exercise the mandate received through any person who is part of the administrative or management body or any of its employees, in compliance with the identification requirements provided in subchapter 5.3.

Special power of attorney form:

- (a) will be made available to shareholders by the Company within the deadline provided in the convening notice, on the Company's website at cristim.ro, section "Investor Relations";
- (b) the special power of attorney form will be updated by the Company if new items are added to the agenda of the General Shareholders' Meeting and will be published, in updated form, on the Company's website at cristim.ro, section "Investor Relations", on the date provided in the convening notice. If the agenda will be completed/updated, and the shareholders do not send the completed special powers, the special powers sent prior to the completion/update of the agenda will be taken into account only for the items in them that were on the initial agenda;
- (c) shall be completed by the shareholder in 3 (three) original copies: one for the shareholder, one for the agent and one for the Company.

The Company accepts the notification of the appointment of representatives by electronic means at the following 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** – The expression of the shareholders' vote within the General Shareholders' Meeting can be done by correspondence, by filling in, signing and sending the corresponding voting form by correspondence.

The postal voting form, completed and signed by the shareholders or by the shareholders' representatives, appointed according to the legal provisions, will be sent in writing either (i) in original in physical format (in person or by mail/courier services with acknowledgement of receipt), 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 e-mail address: aga@crisim.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 other formalities in relation to the form of these documents.

The postal voting forms will be accompanied by the documents attesting the fulfillment of the applicable identification requirements provided in subchapter 5.3 and the transmission of the related powers of attorney/declarations.

The postal ballots thus received are valid for both the first convening of the General Shareholders' Meeting and the second convocation of the General Shareholders' Meeting, if the legal and/or statutory quorum conditions provided for holding the General Shareholders' Meeting at the first convocation have not been met.

Postal ballot form:

- A)** will be made available to shareholders by the Company, no later than 30 days before the GSM meeting, on the Company's website at crisim.ro, section "Investor Relations";
- B)** will be updated by the Company if new items are added to the agenda of the GSM and will be published, in updated form, on the Company's website at crisim.ro, section "Investor Relations", on the date provided in the convening notice. If the agenda will be completed/updated, and the shareholders or their representatives, as the case may be, do not send the completed postal voting forms, the postal voting forms submitted prior to the completion/update of the agenda will be taken into account only for the items among them that are on the initial agenda.

- (d) Electronic voting** - Shareholders registered in the Register of Shareholders of the Company kept by Depozitarul Central S.A. on the Reference Date who are or are not physically present at the meeting, may participate and vote at the GSM also by using electronic means of voting, according to art. 197 paragraph (1)-(6) of ASF Regulation no. 5/2018, from any device connected to the internet, through the electronic means of participation and voting at the Cris-Tim General Meetings of Shareholders. Cris-Tim is not and cannot be held responsible for the impossibility of participation and voting by shareholders by electronic means, if the shareholder does not have the appropriate technical means, respectively 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.

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

The special power of attorney, the declaration of the legal representative of the intermediary or, as the case may be, of the lawyer or of the credit institution providing custody services, the general power of attorney (before the 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 declaration of the legal representative of the intermediary or the as the case may be, of the lawyer and of the credit institution providing custody services) or in copy containing the mention of compliance with the original under the signature of the representative (in the case of 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 at the address aga@crisim.ro, so that they are received by the date provided in the convening notice inclusive (respectively at least 2 (two) working days

before the date of the GSM meeting at the first call), under penalty of losing the right to vote at the GSM meeting, signed without fulfilling other formalities in relation to the form of these documents.

For identification purposes, special and general powers of attorney and postal voting forms shall be accompanied by documents attesting to the fulfilment of the identification requirements set out in subchapter 5.3. These documents are valid for both the first convening of the General Shareholders' Meeting and the second convening of the General Shareholders' Meeting. The special or general powers of attorney or the documents attesting to the quality of legal representatives will be retained by the Company and will be mentioned in the minutes of the meeting.

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

Access to the meeting room

The access of shareholders to the meeting room, on the date set for its meeting, is allowed (i) in the case of natural person shareholders or the legal representative of the legal person shareholder, by simple proof of identity, which consists in the presentation of the original identity document, and (ii) in the case of legal person shareholders and represented natural person shareholders, with the power of attorney given to the person representing them and the presentation in original of the identity document of the representative/representative.

The verification and validation of the special/general powers submitted, as well as the centralization, verification, validation and recording of votes by correspondence will be done by a commission established within the Company, the members of this commission being to keep the documents as well as the confidentiality of the votes thus expressed. The powers will also be verified by the technical secretariat of the General Shareholders' Meeting.

As regards the **access of other persons to the meeting room**, any specialist, consultant, expert or financial analyst may participate in the GSM based on a prior invitation from the Board of Directors. Accredited journalists may also participate in the general meeting of shareholders, unless the Chairman of the Meeting decides otherwise. They will be able to participate based on their identity card and a card attesting to the quality of journalist, and for specialists, consultants, experts or financial analysts also with the invitation of the Board of Directors.

5.8 General quorum requirements

Required quorum and majorities required for the adoption of OGMS resolutions

For the validity of the deliberations of the OGMS held at the first call, the presence of shareholders holding at least one quarter (1/4) of the total number of voting rights is required. The OGMS will adopt resolutions by a majority of the votes cast by the shareholders present or validly represented at the meeting. Abstentions do not represent votes cast.

In the case of the OGMS, if the quorum is not duly met at the first call, at the second call, the ordinary general meeting of shareholders may deliberate on the items on the agenda of the first meeting, regardless of the quorum assembled, 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 to be elected as members of the Board of Directors obtain the same number of cumulative votes, the person who has been voted by a greater 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.

Required quorum and majorities required for the adoption of EGMS resolutions

For the validity of the EGMS deliberations, the quorum and majority requirements provided for by the Articles of Association and the legislation regulating commercial companies and listed commercial companies, including the specific provisions of the capital market, will apply, depending on the issues under debate.

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

5.9 Holding of the GSM meetings

Shareholders who have submitted special powers of attorney or voting forms by correspondence, as well as shareholders who have voted by using electronic means of participation and voting at the Cris-Tim General Meetings of Shareholders may modify their initial voting option or the means of expressing their vote, the last valid vote being considered valid.

If a shareholder who has used another voting method participates directly in the General Shareholders' Meeting, the previously transmitted vote shall be annulled. If the person representing the shareholder by personal participation in the general meeting is other than the one who cast the vote by mail or voted by electronic means of participation and voting at the Cris-Tim General Meetings of Shareholders, then for the validity of his vote, he shall present at the meeting a written revocation of the vote previously cast, signed by the shareholder or by the representative who cast the vote by mail or by means of electronic voting platform. This is not necessary if the shareholder or his legal representative is present at the general meeting.

The GSM is held in Romanian, and for the non-Romanian speaking participants, simultaneous translation from Romanian into English will be provided throughout the meeting, and similar, simultaneous translation from English to Romanian, when the English speakers will address the plenary, if necessary.

The GSM is recorded on audio, in order to facilitate the drafting of the minutes of the meeting, if no shareholder objects.

The General Shareholders' Meeting is open and chaired by the Chairman of the Board of Directors or by his designee ("**Chairman**").

The chairman of the meeting appoints one to three technical secretaries of the meeting who will take part in the execution of the administrative operations related to the conduct of the General Shareholders' Meeting, in accordance with the provisions of the law.

Persons from Cris-Tim or from collaborators/consultants are invited to participate in the meeting, if deemed necessary. Mandatory, the external auditors will be present at the GSM when the annual financial statements are submitted for approval.

In order to correctly record their attendance at the meetings of the General Shareholders' Meeting, the shareholders physically present are asked not to leave the room until the closing of the meeting. However, if a shareholder has to leave the room temporarily, he must announce, in order to update the records of those present in the room. The exit of a shareholder from the room during the GSM determines the recalculation of the quorum. Also, when leaving the space delimited for the meeting and subsequently, when re-entering this space, each of the shareholders must present their identity document.

Shareholders who participate in the GSM meetings remotely, through the dedicated electronic means of

participation and voting, are asked not to disconnect until the close of the meeting. If one or more shareholders disconnect during the meeting, the quorum will be recalculated. For reconnection, the authentication data obtained from the registration process presented in subchapter 5.7, letter (d) will be used.

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

Conditions for validating the votes cast

(a) Voting during the GSM with physical presence in the hall

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

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

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

Each person who has previously logged in and participates in the GSM through the electronic voting platform can express his/her option to vote for each item on the agenda, except for those related to the election of the members of the Board of Directors by cumulative vote, by selecting one of the options "FOR", "AGAINST" or "ABSTAIN", within the allotted and displayed time. The platform does not allow the selection of several variants, but allows you to change the option at any time during the allotted time, and the option that appears to be selected at the end of it will be taken into account. If no option has been selected, the vote is considered uncast, but it will be taken into account for the establishment of the attendance quorum.

In the following cases, the votes cast are annulled:

- more than one box is ticked on the ballot paper;
- they are illegible;
- are expressed subject to one condition;
- votes by correspondence that are not submitted in original or under electronic signature in accordance with the legal provisions in force on the date of signing the documents, or which are not accompanied by the documents mentioned in subchapter 5.3;
- postal votes submitted in original 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 number of cumulative 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 GSM meeting, uncast votes are considered if the shareholder is present, but does not tick any option on the ballot paper or does not insert the ballot paper into the ballot box.

Cancelled votes are taken into account for the establishment of the attendance quorum.

Cumulative vote

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

The number of cumulative votes that a shareholder has is obtained by multiplying the voting rights held by him by the number of directors that make up the Board of Directors of Cris-Tim (five).

Votes may be distributed to one or more candidates. For this, the voting form is filled in by mentioning the number of votes given to each candidate. Shareholders may choose not to distribute any votes to a candidate.

Debates during the sitting

During the sitting, debates may take place on the agenda only. Shareholders can intervene in debates. If they wish the mentioned to be included in the minutes, at the time of taking the floor they shall say their full names and shall request the recording of what has been said in the minutes of the meeting.

In the case of participation in the meeting through the electronic means of participation and voting at the General Meetings of Cris-Tim Shareholders, the participants may ask questions or submit observations in the dedicated sections, which will be addressed in plenary by the chairman of the meeting and will be recorded in the minutes, only following the express request of the addressee, written next to the question/comment formulated.

Questions that were submitted before the GSM and that are not related to the items on the agenda will be addressed at the end of that meeting, after discussing all the items on the agenda.

Adoption and publication of decisions

In general, decisions are taken by open vote. The secret ballot is mandatory for the appointment or dismissal of the members of the Board of Directors, for the appointment, dismissal or dismissal of the financial auditors and for the taking of decisions regarding the liability of the 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 not later than 48 hours after the end of the GSM meeting. The decision of the General Shareholders' Meeting will be available on the company's website and will be filed with the Trade Register to be published in the Official Gazette within 15 days from the date of the meeting.

After the GSM meeting, a report is drawn up, which is signed by the chairman of the meeting and the secretary of the meeting and by the members of the technical secretariat. It includes mentions regarding the completion of the convening formalities, the date and place of the General Shareholders' Meeting, the shareholders present, the number of shares, the summary of the debates together with the statements of the shareholders who wish to mention them in the minutes, the decisions taken and the closing time of the meeting. The minutes are attached to the documents relating to the convocation, the agenda, as well as the lists of attendance of the shareholders.

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