

Structure and method of operation of directors bodies, management bodies and committees – EVERGENT Investments SA

1.1. General Shareholder's Meeting

The supreme government body of EVERGENT Investments is the General Meeting of Shareholders (GMS). The ordinary and extraordinary general meetings are convened by the Board of Directors in compliance with legal and statutory provisions. The proceedings of the meetings are recorded by the secretariat chosen by the GMS; the minutes are drafted in the special register.

The General Meeting of Shareholders adopts resolutions based on proposals made by the Board of Directors and/or shareholders. GMS resolutions, signed by the meeting president, are reported to FSA, BSE and made public through publication in the Official Gazette part IV, posting on the official website of the company and at its headquarters. The GMS resolutions are enforceable (applied immediately) from the moment they are adopted, if their contents or legal provisions do not foresee another time for their becoming enforceable.

1.2. Board of Directors

The company is managed by a Board of Directors comprised of 5 members, individuals, elected by the general meeting for a period of 4 years, with the possibility of being re-elected. The members of the Board of Directors are FSA approved.

In its activity, the Board of Directors adopts resolutions. The resolutions of the Board of Directors are valid if more than half its members were present and the resolutions are adopted with the majority of votes cast by present members. The president of the Board of Directors will have decisive vote in case there is a tie. The president of the Board of Directors who is also the company's CEO cannot have a decisive vote. Legally adopted resolutions are mandatory for the directors and other managers and enforceable at the time of written submission or from the time of the general notification, through the secretariat of the Board of Directors, if they do not stipulate a later term when they are to come into force in their wording.

The Board of Directors appoints a president and a vice-president from among its members.

The President of the Board of Directors has the following basic responsibilities:

- a) coordinates the activity of the Board of Directors;
- b) convenes the Board of Directors;
- c) establishes the agenda of the Board of Directors;
- d) oversees the adequate information of the members of the Board regarding the items on the agenda;
- e) chairs the meetings of the Board of Directors;
- f) ensures the representation of the Board of Directors in relation to the Directors by signing the director's and manager's contracts;
- g) follows the fulfillment of the resolutions of the Board of Directors;
- h) signs the minutes of the meeting of the Board of Directors together with another director, if he chaired the meeting;
- i) conducts the GMS works and submits to the debate and approval of the GMS the issues on the agenda;
- j) ensures the proper functioning of the company's bodies.

The President may have other attributions established by the Board of Directors of the company by decision or expressly provided in legal provisions.

The Vice President of the Board of Directors fulfills the attributions of the President, in his absence.

The vice-president may also have other attributions established by the Board of Directors of the company by decision or expressly provided in legal dispositions.

The members of the board of directors may be represented at the meetings of the board only by other members. A member present may represent a single absent member.

Prevederile statutare reglementeaza situatiile privind:

- a) administrarea societatii in perioada tranzitorie dintre data expirarii mandatelor vechilor administratori si data validarii noilor administratori de catre autoritatea competenta;
- b) procedura de completare a Consiliului, la vacantarea de locuri;
- c) organizarea si desfasurarea sedintelor Consiliului de administratie.

The president chairs the meetings. In case the president is not attending, the meetings are chaired by the vice-president.

The statutory provisions regulate the situations regarding:

- a) the administration of the company in the transitional period between the date of expiration of the mandates of the old directors and the date of validation of the new directors by the competent authority;
- b) the procedure for completing the Board, when vacancies appear;
- c) the organization and development of the meetings of the Board of Directors.

The Board of Directors has the following basic competencies, that cannot be assigned:

- a) setting the main activity and development directions of the Company;
- b) setting the accounting policies and financial control system, and approves financial planning;
- c) appointing and revocation of directors, setting their rights and obligations
- d) supervision of directors' activity
- e) preparing the annual report, organization of the general meeting of shareholders, and implementing its resolutions;
- f) submitting the request to open the company's insolvency procedure;
- g) proper fulfillment of the attributions set for the Board of Directors by the general meeting of shareholders
- h) setup/cancellation of subsidiaries and other secondary offices, without legal personality, or change of their headquarters;
- i) setting and approving the vote procedure during the general meeting of shareholders;
- j) setting up other companies or legal entities, including participation to the share capital of other companies, under the conditions foreseen by the law;
- k) pledging, rental, setup of real estate guarantees and mortgaging the company's property, under the following condition:
 - the purchase, sale, exchange or guarantee setup of certain assets in the fixed assets category of the issuer, whose value exceeds either individually or cumulated, 20% of total fixed assets value over one financial year, less liabilities, are concluded by the Board of Directors or directors of the company, only after being previously approved by the extraordinary general meeting of shareholders.
 - the rental of tangible assets, for a period over one year, whose individual or cumulated value with the same contracted party or individuals involved, or acting in a concert manner exceeds 20% of total tangible assets value, less liabilities on the date the legal document is signed, as well as associations over a period longer than one year, exceeding the same value, are to be previously approved by the extraordinary general meeting of shareholders.
- l) approval of the exceeding of the limit foreseen by Law no. 31/1990, with the approval of the competent authority, in compliance with the regulations issued by it, for the buy-back of own shares issued in compliance with art. 4 Law 133/1996, in the property of initial holders. The bought-back shares can be used, based on the resolution of the board of directors, with the approval of the competent authority for the purpose of diminishing the capital or regulating the course of own shares on the capital market.

- m) setting the relevant criteria for the monitoring of the activity of executive/higher management and the company as a whole, as well as annual evaluation of the way these criteria are applied;
- n) analysis of the adequacy, efficiency and update of the risk management system for an efficient management of held assets, as well as the management method for the risks the company is exposed to;
- o) insurance of the abidance by the requirements regarding outsourcing/assignment of certain operational activities or functions, both before their being carried out and over the entire duration of the outsourcing/assignment;
- p) analysis and setting of the remuneration policy so that it corresponds to the business strategies, objectives and long-term interests and include measures to prevent the occurrence of conflict of interests;
- q) insuring the development and application of ethical and professional standards in order to insure a professional and responsible conduct on the company's level to prevent the occurrence of conflict of interest;
- r) approval of the risk appetite and risk tolerance limits for the company, as well as of the procedure for the identification, evaluation, monitoring, management and reporting of the significant risks the company may be or is exposed to;
- s) drafting of plans to insure the continuity of the activity for emergency situations and their half-yearly evaluation".

Other attributions of the Board of Directors:

- a) drafting general investment policies;
- b) bank loan contracting;
- c) conclusion of contracts with the depository, auditor and the entity that keeps the shareholders' records;
- d) assigning the company representation right to other managers, setting the limitations of the mandate as well;
- e) approval of the company's internal regulations and compliance procedure, internal audit, risk management and legal assistance for employees, directors and members of the board of directors;
- f) negotiating the collective employment contract;
- g) approval of the setup/cancellation of the management committee, with the quorum of votes for resolutions as foreseen in the Memorandum of Association;
- h) approval of the organization of the company, organization chart, positions and remuneration limits;
- i) appointing the individual(s) to replace the manager;
- j) approval of the participation level to the benefit plan for managers and directors, paid including through share assignment or options to buy company shares, abiding by statutory provisions;
- k) making sure that the company has an IT system that allows the safe keeping of market price records for each asset in the portfolio, of the net assets, the unitary value of net assets for the regulated reporting periods, record of the calculation method for all commissions, taxes and fees due, and keeping the history of these operations over a maximum period of 5 years;
- l) approval of the activity reports for the internal audit, compliance and risk management departments;
- m) approval of the investigation plan for the compliance department;
- n) ordering measures to remove any law infringement situation, infringement of regulations applicable to be capital market or internal procedures by EVERGENT Investments or its employees, following the analysis of the suggestions submitted in writing by the compliance officer;
- o) notification to FSA and capital market institutions involved about the circumstances ascertained by the compliance officer regarding the infringements of the legal regiment applicable to capital market and about the measures adopted;
- p) approval of the multiannual and annual audit plan and necessary resources;
- q) approval of the internal audit reports and measure plans to implement recommendations;
- r) approval of the results of crisis simulations;
- s) approval of the quarterly risk reports of the risk management department;

- t) approval of the classification of information as *privileged and confidential information* categories and the measures taken to manage them;
- u) approval of the assets evaluation method in compliance with SEV Evaluation Standards and GEV Evaluation Guidelines that are mandatory according to legal provisions to carry out the evaluation activity in Romania, mainly:
 - market approach methods;
 - revenue approach methods;
 - cost approach methods.
- v) the approval and examination of each modification of the policies and procedures for assets evaluation;
- w) solving any other issues set by the general shareholders' meeting or legal regulations and provisions.

The main objective of the Board of Directors, on the average and long term is defined and determined by EVERGENT Investments particularities, and macroeconomic context it operates on, is insuring a balance between the continuation of the activity under optimum conditions and meeting shareholders' expectations.

The directors' obligations and responsibilities are regulated by provisions regarding the mandate and those especially foreseen by Law no. 24/2017 regarding issuers and market operations, applicable FSA regulations and statutory provisions.

The members of the board of directors hold the knowledge, skills and experience to understand the activities of the company, especially the main risks associated to these activities, as well as the assets EVERGENT Investments invests in.

Advisory Committees of the Board of Directors

The Board of Directors may create advisory committees consisting of board members, charged with conducting investigations and making recommendations to the board, in areas such as auditing, remunerating the directors, managers and employees or nominating candidates for various management positions¹, etc. The Board of Directors establishes the internal rules of the constituted committees.

In applying the "EVERGENT Investments Corporate Governance Code", the advisory committees are usually composed of non-executive and independent members who oversee the specific activity of the effective management and the executive. In the current activity, a clear division of the supervisory and control responsibilities is ensured in relation to the attributions of the executive management.

The activity of the committees is coordinated by a chairman, chosen from among its members. The Board of Directors will be informed immediately regarding the election of the chairman. The Board of Directors may establish additional responsibilities for the chairmen of the committees, establishing at the same time the corresponding indemnity.

The advisory committees of the board of directors must be composed of at least 2 members², according to the legal and statutory provisions.

EVERGENT Investments complies with the legal requirements and recommendations of the BSE, which concern:

- ✓ at least one member of each committee must be an independent non-executive director;
- ✓ the audit committee and the remuneration committee consists only of non-executive directors;

¹ Law 31/1990 art. 140² paragraph (1) The Board of Directors may set up advisory committees consisting of at least 2 members of the Board and charged with conducting investigations and making recommendations to the Board in areas such as auditing, remunerating directors, managers, auditors and staff or nominating candidates for various management positions. The committees shall report regularly to the Board on their work.

² Memorandum of Association, art. 7, alin. 24 - The Board of Directors may set up advisory committees consisting of at least 2 members of the board, charged with conducting investigations and developing recommendations for the board, in compliance with the applicable legal framework.

- ✓ at least one member of the audit committee must have experience in applying accounting principles or financial audit;
- ✓ *the nomination-remuneration committee* consists of non-executive members, and the majority of members must be independent - BSE recommendation for the Premium category
- ✓ *the audit committee* must consist of at least three members and the majority of the members of the audit committee must be independent ”- BSE recommendation for the Premium category;

Audit Committee

The Audit Committee is a permanent committee, independent from SIF Moldova management, subordinated to the Board of Directors. The Audit Committee assists the Board of Directors in carrying out its responsibilities in the field of financial reporting, internal and external control and risk management. The Committee issues recommendations on various issues that are the subject of the decision-making process.

The members of the Audit Committee are appointed by the Board of Directors.

The Audit Committee is comprised by a number of 3 members elected from among non-executive managers. The majority of the members of the Committee will be independent non-executive directors (within the meaning of the provisions of Law no. 31/1990). The Chairman of the Committee shall be an independent non-executive director.

The audit committee must have the qualifications provided by law in the field in which the company operates. At least one member of the Audit Committee must have competences in the field of accounting and statutory audit, proven by qualification documents for the respective fields.

Attributions, responsibilities:

- a) informs the Board of Directors about the results of the statutory audit and explains how it contributed to the integrity of the financial reporting and what was the role of the Audit Committee in this process;
- b) monitors the financial reporting process and sends recommendations or proposals to ensure its integrity;
- c) approves the EVERGENT Investments Accounting Policy Manual;
- d) monitors the effectiveness of the company's internal quality control systems and risk management systems and of the internal audit regarding the financial reporting of EVERGENT Investments, without violating its independence;
- e) monitors the audit of the annual financial statements and of the consolidated annual financial statements, in particular its performance, taking into account the findings and conclusions of the competent authority, in accordance with the relevant regulations in force;
- f) analyzes the audit report and / or the opinion of the financial auditor regarding the essential aspects resulting from the financial audit, as well as regarding the financial reporting process and recommends the necessary measures;
- g) analyzes the findings and recommendations of the financial auditor regarding the significant deficiencies of the internal control, regarding the financial reporting process;
- h) is responsible for the selection procedure of the financial auditor or the audit firm and makes recommendations to the Board of Directors regarding its selection, appointment and replacement, subject to GMS approval, as well as its remuneration terms and conditions, in accordance with the regulations in force;
- i) evaluates and monitors the independence of the financial auditor or of the audit firm and, in particular, the opportunity to provide non-audit services, in accordance with the relevant regulations in force;
- j) evaluates the conflicts of interests in connection with the transactions of the company, of its subsidiaries, as well as of their directors, managers and employees with the affiliated parties;
- k) any transaction of the company with any of the companies with which it has close relations, whose value is equal to or greater than 5% of the company's net assets (according to the latest financial report) is approved by the Board following a mandatory opinion of the Audit Committee;
- l) approves the Internal Audit Charter and the internal audit and internal control procedures;

- m) analyzes and approves the multiannual plan and the annual internal audit plan, the significant interim changes and the necessary resources related to this activity;
- n) analyses and approves the annual investigation plan for internal audit and its modifications;
- o) makes sure that the internal audit and internal control analysis and reports drafted are compliant with the audit and control plans approved by the Board of Directors;
- p) monitors the application of legal standards and generally accepted internal audit standards. The audit committee receives and evaluates the reports of the internal audit team, analyzes and approves the findings and recommendations of the internal audit and the plan of measures for their implementation.
- q) receives the report of the compliance officer, analyses and approves the ascertainments and recommendations suggested and the measure plan for their implementation;
- r) analyses and approves the annual report regarding internal audit activity;
- s) analyses and approves the annual report regarding the compliance activity;
- t) analyses and approves the annual report regarding the risk management activity;
- u) analyses and approves the risk policy, risk procedures and risk management methodologies;
- v) analyses and approves risk reports from the risk management department;

Appointing and Remuneration Committee

The Appointing-Remuneration Committee is a permanent committee with a consultative function, independent from the executive management of EVERGENT Investments, subordinated to the Board of Directors.

The committee assists the Board of Directors in fulfilling its responsibilities in the field of appointing and remunerating the members for management positions, as well as their remuneration.

The Committee consists of at least 2 non-executive members, of which at least one is an independent member, in the sense that it respects the principle of independence provided in art. 18 of the *FSA Regulation no. 1/2019 on the evaluation and approval of the members of the management structure and of the persons holding key positions within the entities regulated by the Financial Supervisory Authority*.

Attributions, responsibilities:

- a) elaborates recommendations regarding the nomination policy of the directors and managers of the company in order to be submitted to the approval of the Board of Directors.
- b) approves, prior to the approval by the board of directors, and monitors the observance of the remuneration policy of the directors, managers and employees of the company, drawn up and applied by the executive management of the company. If they notice irregularities in the elaboration or application of the remuneration policy, the members of the committee immediately communicate in writing to the executive management the situations found and follow their correction, informing accordingly the members of the board of directors. The executive management has the obligation to provide a written answer to the committee within 3 working days from the moment of receiving the notification, which in turn will inform the members of the board of directors. If the executive management unjustifiably refuses or postpones the application of the amendments requested by the committee, the board of directors has the obligation to submit to the FSA of a report regarding the deviations identified within the remuneration policy of EVERGENT Investments SA. The report shall be sent within 10 working days from the date of the written communication made by the nomination-remuneration committee.
- c) can elaborate recommendations regarding the remuneration policy for the EVERGENT Investments Group;
- d) presents to the Board of Directors the annual report on the remuneration and other benefits granted to the directors and managers within the financial year;
- e) takes note of the documentation that is made available to the financial auditor for the analysis of the reported transactions according to art. 82 of Law no. 24/2017 regarding the legal acts concluded with

- the directors and managers and, following the audit report, will recommend the measures that must be taken, if applicable;
- f) elaborates recommendations regarding the filling of vacancies within the Board of Directors, in compliance with the GMS decisions and the incident legislation;
 - g) elaborates recommendations regarding the adoption of the decision of the Board of Directors and / or the executive management for the appointment, hiring, dismissal, respectively dismissal of department directors and staff with key and control functions, as well as for establishing the level of remuneration as well as their rights and duties;
 - h) periodically evaluates the level of acquisition and application of the specialized knowledge and makes recommendations regarding the process of continuous updating of the professional competencies of the directors, managers;
 - i) makes recommendations for the improvement of the knowledge regarding the company's activity in order to apply the best corporate governance practices;
monitors the observance of the requirements and obligations of transparency, information and reporting regarding the information from this activity segment.

1.3. Executive management

The executive management of the company is insured, in compliance with the Memorandum of Association, the resolutions of the Board of Directors and applicable regulations, by the CEO and Deputy CEO, who act as directors of the company as per Law 31/1990 regarding companies. The directors meet the legal requirements for their position; have a good reputation and sufficient experience in compliance with FSA regulations, including experience with the investment strategies of IFM managed by AIFM.

Executive management is appointed by the Board of Directors, according to statutory provisions, the identity of the individuals being immediately made known to FSA.

The executive management:

- is authorized to manage and coordinate the daily activity of the company, according to the activities coordinated by each director;
- is responsible for the application of the general investment policy, for insuring the abidance by internal regulations and work procedures;
- notifies the Board of Directors regarding the activity carried out between its periodical meetings.

In the field of risk management, executive management is responsible for:

- a) making sure that the Risk management policy, the procedures and methodologies for the identification, evaluation, monitoring, management and reporting of significant risks to which the company is or could be subjected to, approved by the Board of Directors are properly implemented;
- b) adopting measures, proper and efficient processes and techniques for the monitoring and control of all relevant risks in compliance with the risk management policy;
- c) insuring the resources necessary for the implementation of the risk management system;
- d) setting the competencies and responsibilities for risk management on the level of each line of activity;
- e) proper and efficient application and abidance by the risk limits taken on, including in case of emergency situations, as well as abidance by the risk profile approved by the Board of Directors;
- f) making sure crisis simulations are carried out;
- g) setting and maintaining a proper system for risk exposure reporting;
- h) half-yearly evaluation of the plan to insure activity continuity and for the emergency situations in order to eliminate or minimize risks;
- i) development of an integrated risk culture on the level of SIF Moldova, based on a full understanding of the risk the company is confronted with, the way these are managed, taking into consideration the risk tolerance/appetite of the company;

In the field of compliance insurance, the directors are responsible for:

- a) approving the compliance policy (can be an integrated document or a combination of distinct internal regulations);
- b) the analysis of the compliance policy and its method of implementation in SIF Moldova, at least once a year;
- c) providing the resources necessary to implement the compliance policy;
- d) ordering measures for the control of compliance risk.

CEO

The CEO enforces the resolutions of the Board of Directors, and for this purpose he issues written resolutions and orders. The decisions and orders are immediately enforceable from the time they are submitted to the individuals who have the authority to fulfill them.

The CEO has the following responsibilities:

- a) direct and actual management of the company's activity, in compliance with the objectives set by GMS;
- b) implementation of the company's general investment policy;
- c) management of the company's patrimony within the limitations set by the law, the Memorandum of Association, GMS resolutions or the resolutions of the Board of Directors;
- d) patrimonial engagement of the company in its relationship with third parties, through his own signature;
- e) conclusion of contracts, with the exception of those that are the exclusive competence of the Board of Directors;
- f) approval of the measures regarding the protection of the integrity of tangible and intangible assets in the company's patrimony;
- g) trading and/or negotiation responsibilities regarding the goods or rights of the company within the limits foreseen by the law, Memorandum of Association, GMS resolution or those of the Board of Directors;
- h) representation of the company in relationship with third parties and in court;
- i) collaboration with the auditors of the company, the company's depositary and with the entity that keeps the records of shareholders, as well as those with other control or supervision bodies of the company;
- j) approval of the content of the information reports for the market and shareholders regarding any action that is the object of a legal reporting obligation;
- k) Internal (functional) organization of the company, taking into consideration the legal provisions, the provisions of the Memorandum of Association, internal regulations, the company's organizational chart as well as the resolutions of the Board of Directors;
- l) employment, promotion and lay-off of company's employees with the exception of department directors and the individuals holding key-positions that are appointed by the Board of Directors, as well as application of disciplinary actions for the company's employees, in compliance with legal norms and internal regulations.
- m) periodical information of the company's employees as well as negotiating with these the individual employment contracts and work conditions;
- n) gratification of employees within the limits set by the collective employment contract and /or Board of Directors;
- o) verification and control responsibilities for the way the company's employees or other individuals in contractual relationship with the Company carry out their tasks;
- p) notification of the Board of Directors of the company regarding the activity carried out, in compliance with applicable law;
- q) other responsibilities set by the company's Board of Directors through resolution or expressly foreseen by legal provisions.

The CEO coordinates the entire activity of the Company in compliance with the attribution of executive staff and organizational chart. He coordinates the daily activity of the following departments: Internal

Audit, Compliance, Risk Management, Financial Department, Legal, Corporate Governance Service, the activity regarding labor safety and health and fire prevention and extinction activity.

The CEO leads and coordinates the Management Committee.

In case of absence, the attributions assigned by the Board of Directors will be the competence of the Deputy CEO and the actual management of the company will be insured by the Deputy CEO and one of the individuals assigned as replacements, and FSA notified.

Deputy CEO

The Deputy CEO has the following attributions:

- a) implementation of the board of directors' resolutions;
- b) direct and actual management of the company's activity in compliance with the general objectives set by GMS;
- c) management of the company's patrimony within the limitations set by the law, the Memorandum of Association, resolutions of the general meeting of shareholders or of the Board of Directors;
- d) patrimonial engagement of the company in its legal relationship with third parties, through own signature, in compliance with the provisions of internal regulations and within the set competence limits;
- e) conclusion of contracts, with the exception of those that are the exclusive competence of the Board of Directors and/or General Manager;
- f) approves the measures regarding the protection of the integrity of tangible and intangible assets in the property of the company;
- g) trading and/or negotiating with third parties regarding the goods or rights of the company, within the limitations set by the law, Memorandum of Association, GMS Resolutions and those of the Board of Directors;
- h) company representation before third parties and the court;
- i) collaboration with the auditors of the company, the company's depository and with the entity that keeps the records of shareholders, as well as those with other control or supervision bodies of the company;
- j) approves the content of information reports for the market and the shareholders regarding any action that is object of a reporting-related obligation;
- k) internal (functional) organization of the company, taking into account legal provisions, the company's memorandum of association, internal regulations, company organizational chart, and the resolutions of the company's Board of Directors;
- l) control and promotion of employees in compliance with legal norms and internal regulations;
- m) gratifications for the employees within the limits set by the the collective labor contract and/or Board of Directors;
- n) verification and control responsibilities for the way in which the employees of the company or other individuals in contractual relationship with the company, fulfill their tasks;
- o) informing the Board of Directors of the company regarding the activity carried out, in compliance with applicable law;
- p) other attributions set by the Board of Directors of the company through resolution or expressly foreseen by legal provisions.

The adjunct General Manager insures the daily coordination of departments: "CORE" Portfolio, "SELL" Portfolio, "Majority Holdings" Portfolio, "Transactions" office. The components of the financial instruments portfolios are set through Bord resolution.

In case of absence, the responsibilities assigned by the Board of Directors will be the competence of the CEO, and the actual management of the company will be insured by the CEO and one of the individuals appointed as replacement and notified to FSA.

1.4. Management Committee

The members of the Management Committee are decided through the resolution of the Board of Directors.

The management committee insures the supervision of the company's activity between the meetings of the Board of Directors within the limitations of the assigned responsibilities.

Each director of the company coordinates the daily activity of some departments, according to the organizational chart and adopts individual resolutions on their specific areas of activity, and together they adopt decisions within the collective work body, the Management Committee, in the application of legal requirements, so that the directors insure the actual management of the company.

For this purpose, the Committee adopts decisions regarding:

- the implementation of the investment strategy set by the Board of Directors;
- the implementation of Board of Directors' resolution that target assigned competencies
- the issues that fall under the competence area of the Board of Directors, and are to be subjected to debate and approval, regarding assigned responsibilities
- issues that, given their importance might impact all lines of activity (business, support, compliance)
- issues, that require the full understanding and harmonization of business and compliance aspect, in order to adopt a resolution.

The meetings of the Management Committee represent at the same time the internal framework for the full and reciprocal information of directors about the problems specific for the coordinated areas.

The competence limits of the Board of Directors, CEO, Deputy CEO are set taking into consideration the basic responsibilities of the Board of Directors that can be assigned (provisions of art. 7 line 19 letter a-k of the Memorandum of Association).

Organization and carrying out of the Management Committee's activity

In the interval between the meetings of the Board of Directors, the Management committee carries out its activity within the competence limitations set. The decisions of the Management Committee will be reported on a monthly basis to the Board of Directors and will be presented before the Board of Directors for validation in the first meeting.

The legally adopted decisions are mandatory for the directors and employees and enforceable at the time of their communication in writing if they do not stipulate in their wording another term, following the notification. The resolutions of the Management Committee are adopted unanimously. In case there is no unanimity and the Board considers it is necessary, the issue is presented for Board analysis and/or approval. Otherwise, it is considered that the resolution has not been adopted.

The CEO leads and coordinates the Management Committee, and in this quality:

- a) convenes every time necessary the Management Committee in order to present for debate and approval issues that fall under its competence;
- b) follows-up the fulfillment of Management Committee's resolutions ;
- c) informs the Board of Directors about adopted resolution in each meeting of the Board of Directors.