

REMUNERATION POLICY FOR DIRECTORS AND MANAGERS WITHIN CARBOCHIM SA

INTRODUCTION This Policy regulates the remuneration of the Directors and Managers of the Company. Any significant change to this Policy shall be subject to the approval of the Ordinary General Meeting of the Shareholders and shall be updated at least once every 4 years. The governance framework and the decision-making process are designed to match the remuneration of the Directors and Managers with both the interests of the Shareholders and with the strategy of the Company.

The aim of the Policy is to ensure the consistent and improved implementation of the requirements of Law 24/2017 on issuers of financial instruments and market operations.

The Remuneration Policy describes the general framework and the basic principles for determining the fixed and variable remuneration and is aligned with the applicable labor legislation and other specific provisions in force.

By applying the Remuneration Policy, the aim is to ensure consistency between the remuneration and business strategy, the risk policy, the long-term values and objectives of Carbochim SA.

By applying the Remuneration Policy, CARBOCHIM SA takes into account the attraction of management / administration with the highest professional, educational and moral level, motivation and encouragement so as to optimize individual and collective performance, to strengthen a culture based on the objective assessment of each individual's contribution and on rewarding performance, ensuring consistency between the remuneration and business strategy, risk policy, long-term values and objectives of the Company, policy on the Company's personnel (setting up new jobs, ensuring the salary negotiated between the parties and others).

The managers to whom the Remuneration Policy applies

The Remuneration **Policy**, on which Shareholders have the right to vote at the General Meeting of Shareholders, is addressed to the Leaders (decision-makers, defined below).

The Leaders targeted by the Remuneration Policy within Carbochim SA are:

Members of the Board of Directors

The Board of Directors consists of five (5) members who were elected at the General Meeting of Shareholders for a term of 4 years until February 26, 2026.

Chief Executive Officers

The management of Carbochim consists of four (4) Chief Executive Officers.

The General Manager, who is also the Chairman of the Board of Directors of the Company, has a mandate contract for a term of 4 years until February 26, 2026.

The Chief Executive Officers carry on their activity on the basis of individual employment contracts for indefinite period and are subordinated to the General Manager.

Remuneration Policy Principles

Carbochim SA wishes to ensure a competitive level of remuneration so as to be able to attract, retain and motivate persons with outstanding professional training and significant managerial experience to be part of the Company's management.

The remuneration policy of Directors and Executives Directors takes into account their motivation to channel their efforts and use their experience for the success of Carbochim SA and the development of the Company's business on medium and long term.



The remuneration is established separately for the members of the Board of Directors and for the Chief Executive Officers.

The remuneration system consists of fixed, variable and other forms of remuneration.

The Principles of Remuneration Policies are based on:

- Ensuring sustainability and profits;
- Promoting competitiveness and rewarding the achievement of objectives;
- Aligning the remuneration with the principles of good governance;
- Promoting transparency regarding the remuneration and the criteria for setting it;
- Ensuring the balance between the fixed allowance and the variable component of the remuneration.

When establishing the fixed allowance, the conditions of the labour market and the specificity of the activities carried out by CARBOCHIM SA were taken into account.

The performance criteria used to determine the amount of the variable allowance are established by the Income and Expenditure Budget (turnover and gross profit).

Remuneration of Directors and Chief Executive Officers.

Remuneration of Directors

The fixed remuneration shall be established at the General Meeting of Shareholders, at the latest at the annual meeting, based on the proposal made by the Board of Directors.

Carbochim undertakes to pay the Directors a fixed monthly remuneration approved by the General Meeting of Shareholders.

The remuneration of the Directors shall be subject to the tax regime established by the legislation under the conditions similar to the salary, being paid with a net amount after the deduction and direct payment by the Company to the State budget of taxes, duties and legal contributions.

The professional liability insurance policy is borne by the Company and is not part of the Remuneration.

The variable allowance is granted by the Company according to the specified criteria approved by the General Meeting of Shareholders for the fulfilment of the tasks and objectives (turnover, gross profit). Other forms of remuneration.

The Company's Directors are entitled to the settlement of the expenses related to the execution of the mandate regarding the representation in the interest of the Company with: transport, daily allowance, accommodation expenses, both in the country and abroad, based on supporting documents, for the entire period of the mandate contract, their equivalent value being borne by the Company.

Remuneration of Managers

The Manager with a Mandate Contract is the person to whom the management of Carbochim has been delegated, by the Board of Directors and who has signed a mandate contract with the Company.

The Manager may unilaterally terminate the Mandate Contract by sending a written notice to the Company.

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The Manager's remuneration with a mandate contract consists of a fixed monthly remuneration and a variable remuneration.

The fixed remuneration consists of the gross monthly allowance.

The gross monthly allowance of the Manager with a mandate contract is established and approved by the Board of Directors.

The gross monthly allowance of the Manager with a mandate contract is granted for the period of validity of the term of office.



The variable remuneration is approved by the Board of Directors and is based on the achievement of the specific performance indicators and the achievement of the short-term and long-term objectives. The remuneration of the Manager with a mandate contract shall be subject to the tax regime established by the legislation under the conditions similar to the salary, being paid with a net amount after the deduction and direct payment by the Company to the State budget of taxes, duties and legal contributions. The professional liability insurance policy is borne by the Company and is not part of the Remuneration.

The Manager with a mandate contract are entitled to the settlement of the expenses related to the execution of the mandate regarding the representation in the interest of the Company with: transport, daily allowance, accommodation expenses, both in the country and abroad, based on supporting documents, for the entire period of the mandate contract, their equivalent value being borne by the Company.

The Chief Executive Officers who carry on their activity within Carbochim under an individual employment contract for an indefinite period are appointed by the General Manager and are under his/her subordination.

The Chief Executive Officers may unilaterally terminate the Individual Employment Contract by sending a written notice to the General Manager.

The General Manager may unilaterally terminate the Individual Employment Contract by sending a written notice to the Chief Executive Officer.

The Manager's remuneration with an Individual Employment Contract consists of a fixed monthly remuneration and a variable remuneration.

The fixed remuneration consists of the gross monthly allowance.

The fixed gross monthly indemnity of the Chief Executive Officers with an Individual Employment Contract is established by the General Manager and reflects: the complexity of the position, the experience of the manager, the responsibilities, the importance and the risks associated with his/her position.

The variable remuneration for the Chief Executive Officers is approved by the Board of Directors and reflects:

- The achievement of the short-term objectives of the Company (fulfillment of all legal and regulatory requirements, timely payment of taxes).
- The Achievement of the long-term objectives of the Company (increasing market share, increasing turnover, progress in research and development, achieving long-term sustainability objectives).

The Chief Executive Officers are entitled to the settlement of the expenses related to the travels regarding the representation in the Company's interest with: transport, daily allowance, accommodation expenses, both in the country and abroad, based on supporting documents, their countervalue being borne by the Company.

Management of conflicts of interest

As far as the Directors are concerned, they have the obligation to use their experience, professional knowledge and working capacity exclusively in the interest and for the benefit of CARBOCHIM SA.

They are obliged to keep the professional secrecy and confidentiality of all the operations of the Company, on the data and information related to the past, present and future of the Company, including for two years from the termination of their term of office.

The Chief Executive Officers are forbidden to carry out any activities for the benefit of competing companies, other companies with the same field of activity or companies that are in commercial relations with CARBOCHIM SA.

Throughout their term of office, they are required to keep the confidentiality of the data and information related to the Company's activity.

This obligation shall survive the termination of the Employment Contract for a period of two years.



The Remuneration Policy may be revised and/or updated whenever necessary, in compliance with the applicable legal regulations or in the event of mandatory regulations or legal provisions on the Remuneration Policy.

The Directors' and Chief Executive Officers' Remuneration Policy shall be published on the Company's website www.carbochim.ro and shall remain available to the public, free of charge, at least as long as it is applicable.

**CHAIRMAN OF THE BOARD OF DIRECTORS,
GENERAL MANAGER,
ENGINEER POPOVICIU VIOREL-DORIN**