

DRAFT
Addendum to the MANAGEMENT AGREEMENT
of COMCM S.A. Constanta
made on [X]. [X].202[X]

PREAMBLE

Considering the provisions of Companies Act no. 31/1990, republished in 2004 with amendments and additions, regarding the necessity and obligation of establishing some minimum clauses in the management agreement and the provisions of the **Resolution of the Ordinary General Meeting of Shareholders of 28/26.10.2022** adopted under the terms of the Companies Act and the Company's Articles of Incorporation, by approval of this addendum, the parties agree on the conclusion hereof.

CONTRACTING PARTIES

A. Company [X] S.A. [X], with registered address in [X], str. [X], no. [X], county [X], business number J[X]/ [X]/ [X] in the Trade Register attached to the Court [X], tax identification number [X].

and

B1. Mr./Ms. - Romanian citizen domiciled in..... born on.....in....., County of..... PIN..... identified with ID card series..... no....., profession.....,

B2. Mr./Ms. - Romanian citizen domiciled in..... born on.....in....., County of..... PIN..... identified with ID card series..... no....., profession.....,

B3. Mr./Ms. - Romanian citizen domiciled in..... born on.....in....., County of..... PIN..... identified with ID card series..... no....., profession.....,

B4. Mr./Ms. - Romanian citizen domiciled in..... born on.....in....., County of..... PIN..... identified with ID card series..... no....., profession.....,

B5. Mr./Ms. - Romanian citizen domiciled in..... born on.....in....., County of..... PIN..... identified with ID card series..... no....., profession.....,

as temporary and revocable Directors, hereinafter referred to as **DIRECTORS**.

Considering the provisions of OGMS Resolution dated 28/29.10.2022, the parties agree on the modification of Management Agreement no. ___/___/2021, as follows:

1. Article 15 of the Management Agreement are amended and will have the following content:

"Art. 15 - DIRECTORS mainly have the following obligations:

- (i) establish the main directions and development of the Company, adopting the decisions that may be required for the implementation of management plan;
- (ii) establish accounting policies and the financial control system, and approve financial planning;
- (iii) approve the organizational structure of the Company and the number of positions, as well as the rules governing the establishment of functional departments;

- (iv) appoint and revoke managers with powers delegated by the Board of Directors and establish their remuneration, in accordance with the applicable legal provisions;
- (v) supervise the activity of managers with duties delegated by the Board of Directors;
- (vi) prepare the half-yearly and annual report, organize the general meetings of the shareholders and implement their decisions;
- (vii) submit the application for opening the insolvency procedure, according to the provisions of laws in force;
- (viii) participate in the meetings of the Board of Directors and in adopting decisions by vote;
- (ix) establish and participate in the meetings of the advisory committees established by the Board of Directors, as well as when adopt the proposals/recommendations of these committees by vote;
- (x) comply with all legal and statutory obligations throughout the term of office regarding incompatibilities, conflicts of interest and refrain from deliberations when they know that such situations exist or may arise;
- (xi) create and monitor together with the other members of the Board of Directors the Company's development strategy;
- (xii) develop and approve the Regulation on the organization and operation of the Board of Directors, at the latest within 30 days from the election by the general meeting of shareholders;
- (xiii) approve the conclusion of contracts within the limits provided by the Articles of Incorporation or by resolutions of the Board of Directors or the general meeting of shareholders;
- (xiv) convene/or, as the case may be, approve the convening of the general meeting of shareholders, organize the general meetings of shareholders, participate in the meetings of the general meeting of shareholders and implement the resolutions of the general meetings of shareholders, inform all the shareholders regarding any act or event of the nature of having a significant influence on the situation of the Company;
- (xv) make recommendations regarding the distribution of profit;
- (xvi) approve the draft income and expenditure budget of the Company for the current year;
- (xvii) present to the Company's General Meeting of Shareholders, within the statutory period, all the reports provided by the applicable legal framework;
- (xviii) check compliance of Company's management operations with the law, with the Articles of Incorporation and with the decisions of the General Meeting;
- (xix) fulfill their duties with loyalty, with the prudence and diligence of a good director always pursuing the interests of the Company, and not to assume any special obligations towards one or another shareholder of the Company in connection with the Company's activity. Director does not breach the obligation provided above if, at the time of making a business decision, he is reasonably entitled to consider (*) that he is acting in the interest of the Company and (**) made the decision based on adequate information;
- (xx) take all necessary measures in order to protect the Company's assets;
- (xxi) avoid and inform the Board of Directors and the shareholders, in writing, the conflicts of interest in relation to the Company and refrain from participating in the debates and voting on the issues in relation to which he is in a Conflict of Interest;

- (xxii) not to conclude legal acts with the Company, except under the conditions established by the applicable Legal Framework;
- (xxiii) fulfill the non-competition obligations towards Company;
- (xxiv) loyally defend the image of the Company and its bodies, as well as to refrain from any act or fact that may harm Company's image or legal interests.
- (xxv) not to publicly make assessments inconsistent with reality in relation to the Company's activity, its policies and strategies or draft regulations or individual acts;
- (xxvi) not to make unauthorized judgments in relation to the disputes that are being settled and in which the Company is a party;
- (xxvii) not to provide assistance and consultancy to natural or legal persons in order to promote legal or other actions against the Company;
- (xxviii) within their relation with the Company, Directors, shareholders and Company's employees and other members of the Board of Directors, Director undertakes to behave with respect, good faith, fairness and kindness, not to harm their honor, reputation and dignity, as well as the natural and legal persons with whom he comes into contact in fulfilling his duties or, by using offensive expressions, making slanderous claims or complaints or revealing aspects of his private life or participating in the meetings of the Board of Directors in a state of intoxication;
- (xxix) ensure equal opportunities and treatment for the Company's employees and Managers, not to facilitate or hinder access or promotion within the Company based on discriminatory criteria, kinship, affinity or other criteria inconsistent with the applicable legal framework;
- (xxx) participate and vote in any and all meetings of the Board of Directors, at the registered address of the Company or in another place established by the chairman of the Board of Directors or remotely, at the established time and until the exhaustion of debates and voting on the issues listed on the agenda of the respective meeting;
- (xxxi) sign the minutes of the meetings of the Board of Directors in which he participates personally or as a proxy, drawn up by the Secretariat of the meeting;
- (xxxii) make available to the Company, in the form and at the time specified by it, the documents and information requested by the Company for fulfilling of various legal or statutory obligations regarding the Director.

COMPANY
by conventional proxy

DIRECTORS