

**ORGANIZATION AND FUNCTIONING  
REGULATIONS  
OF THE NOMINATION COMMITTEE**

**Chapter I - GENERAL DISPOSITIONS**

The nomination committee is governed by the following regulations:

- Company law no. 31/1990, with subsequent amendments and completions
- The articles of incorporation of the Company Farmaceutica REMEDIA - S.A., updated
- BSE Corporate Governance Code.

The existence of a Nomination Committee is a requirement for all listed companies.

**Chapter II - MISSION / OBJECTIVES / AUTHORITY**

The purpose of the Nominating Committee is to assist the Board of Administrators, by establishing the principles for selecting candidates for the position of member of the Board of Administrators, selecting candidates for election or re-election to the position of member of the Board of Administrators and formulating proposals to be subject to the decision of the Board of Administrators. The Nomination Committee may be assisted in the above steps by an independent expert specializing in the recruitment of human resources.

The Nominating Committee is authorized to:

- Make proposals for the position of administrator, including the position of Chairman of the Board of Administrators;
- Develop and propose the procedure for selecting candidates for director positions, as well as recommend candidates for director positions;
- Request any necessary information from employees or third parties;
- Organize and hold meetings with employees or consultants, as appropriate.

**Chapter III - COMPOSITION OF THE COMMITTEE**

The Board of Administrators will appoint the members of the Nomination Committee, one of whom will be appointed chairman of the Nomination Committee.

The Nomination Committee consists of at least two members, appointed by the Board of Administrators, of which at least one member is independent and non-executive.

During the exercise of their mandate, the members of the Nomination Committee will not hold positions, qualities and will not carry out transactions that could be considered incompatible with the mission of the Nomination Committee.

Membership of the Nomination Committee shall not prevent members from participating in the work of other Committees of the Board of Administrators. Termination of membership in the Nomination Committee takes place by revocation, by resignation and in case of termination of the administrator's mandate. In the event of termination of membership or



chairman of the Nomination Committee, the Board of Administrators shall appoint another administrator to fill the vacancy.

#### **Chapter IV - ATTRIBUTIONS**

The Committee has an advisory role and assists the Board in exercising its prerogatives on nomination issues.

The Committee has the following responsibilities regarding nomination attributions:

- (a) recommend to the Board a nomination policy, including a target profile of the Board, the process and principles to be applied by shareholders when nominating candidates for administrators of the Company and make recommendations to the Board regarding the appointment of temporary administrators, in compliance with the policy;
- (b) assist the Board in the appointment and removal of the General Director, make recommendations regarding the appointment and removal of the directors with a mandate of the Company after consultation with the General Director;
- (c) recommend to the Board human resources policies, including on recruitment and dismissal;
- (d) oversee the annual evaluation of the effectiveness of the Board and its advisory committees;
- (e) regularly assesses the size, composition and structure of the Committee and makes recommendations to the Board on any changes;
- (f) make recommendations to the Board on programs for the continuous development of competencies for members of the Board and for directors with a mandate contract;
- (g) oversee the process of appointing directors.

#### **Chapter V - ORGANIZATION AND FUNCTIONING**

The Nominating Committee shall meet regularly, at least four times a year, and exceptionally, as appropriate.

The meetings of the Nominating Committee shall be convened by the chairman of the Nominating Committee, indicating at least the place and date of the meeting, the starting time, and the items on the agenda of the meeting.

The agenda shall be forwarded to each member of the Nominating Committee and to any other person whose participation is required at least five working days before the date of the meeting. Within the same period, information materials will be provided to the members of the Nominating Committee and to the other participants, as appropriate. Documents can be sent by e-mail.

The Chairman of the Nomination Committee will chair the meetings of the Nomination Committee and will represent the Nomination Committee in relation to the Board of Administrators.

If he is unable to exercise his powers, the chairman of the Nominating Committee will be able to empower another person to exercise his powers, including the right to vote, on the basis of a special mandate.

The meetings of the Nomination Committee may take place in any administrative space of the Company or in another location. In addition, meetings of the Committee may be held by telephone or video conference.

A quorum for the meetings and decisions of the Committee shall be a majority of the members of the Committee.

The minutes of the meeting shall include the names of the participants, the agenda and the order of deliberations, the decisions taken, the number of votes cast, contrary opinions and

any other issues / information considered important. The minutes shall be signed by all members of the Committee who attended the meeting.

The minutes and documents of the meetings of the Committee shall be made available to all members of the Board.

The Committee shall submit regular reports to the Board on its meetings and activities through the Chairman of the Committee. The report shall include a summary of the issues discussed and the measures taken by the Committee

#### **Chapter VI - FINAL DISPOSITIONS**

The provisions of these Rules of Procedure shall be reviewed and supplemented by law with all regulations and norms related to the Nomination activity and the relevant standards at the proposal of the Nomination Committee and with the approval of the Board of Administrators.

#### **Board of Administrators**

**Chairman,**

**Member,**

„TARUS” – Valentin Norbert TARUS e.U.

Valentin – Norbert TARUS

Adrian-Marcel PÂRVU

11.09.2020