



**Turism Felix S.A. Baile Felix**  
**417500, Baile Felix, Sânmartin commune, Bihor county, Romania**  
**Trade Register: J05/132/1991**  
**Tax Code: RO 108526**  
**Subscribed and paid-up share capital: 49,614,945.60 lei**



## **RULES OF ORGANIZATION AND FUNCTIONING OF THE NOMINATION AND REMUNERATION COMMITTEE OF TURISM FELIX S.A.**

### **Art. 1. COMPOSITION OF THE COMMITTEE**

The Nomination and Remuneration Committee consists of at least two members of the Board of Directors, all of whom are non-executive directors.

They are appointed by the Board of Directors from among its members on a proposal from the President.

At least one member of the Nomination and Remuneration Committee must be an independent member of the Board of Directors.

### **Art. 2. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

The Nomination and Remuneration Committee reports to, advises and assists the Board of Directors in fulfilling its duties and responsibilities with respect to remuneration policy and, in particular, advises and monitors the remuneration, bonuses and benefits of directors, officers and staff, or nominates candidates for the various management positions.

The Committee performs any other duties established by the Board of Directors, in compliance with the provisions of the legislation in force, the company's Articles of Association and the BVB Corporate Governance Code)

The Remuneration Committee has the following main responsibilities:

- 1) Making proposals to the Board of Directors (and, through the Board, to the General Meeting of Shareholders, as appropriate) on the remuneration of each director, including, bonuses, incentives and stock options, based on the degree of achievement of established performance targets, if the remuneration policy provides for such benefits;
- 2) Reviewing and making proposals to the Board of Directors on the total annual variable remuneration package in the company, if the remuneration policy provides for such a variable component;
- 3) Reviewing and making proposals to the Board of Directors (and, through the Board, to the General Meeting of Shareholders, as appropriate) regarding stock option or stock grant programs, if the compensation policy provides for such benefits;
- 4) Proposing performance targets for the grant of cash compensation to be awarded based on such targets or proposing targets for the grant of shares or stock options;
- 5) Drawing up periodic proposals for revisions to compensation policy and other elements of compensation, including compensation payments and pension plans;
- 6) Making proposals to the Board of Directors on any policy in relation to remuneration;
- 7) Drawing up the succession plan at the executive level of the company;

8) Making recommendations on candidates for the executive management of the company (Directors with a mandate contract)

9) Any other matters which are the responsibility of the Committee under the law, the Company's Articles of Association and the Corporate Governance Code or at the express request of the Board of Directors;

10) Whenever necessary, the Committee shall submit reports to the Board of Directors for approval and information;

11) Members of the Nominating and Compensation Committee must notify the Nominating and Compensation Committee of any conflicts of interest that have arisen or may arise and refrain from participating in discussions (including by not attending, unless not attending would prevent the formation of a quorum) and from voting on the adoption of a recommendation/opinion/resolution on the matter giving rise to such conflict of interest.

### **Art. 3. CONVOCATION, DELIBERATION, RECOMMENDATIONS**

The Nomination and Remuneration Committee will meet as often as necessary. Meetings of the Nomination and Remuneration Committee shall be convened by the Chairman of the Committee.

The notice convening each meeting of the Nomination and Remuneration Committee shall specify the place, date and time of the meeting and the agenda. The notice of the meeting shall be sent to each member of the Committee and to any other person whose attendance is necessary in good time before the date of the meeting. Within the same time limit, information material shall be provided to the members of the Nomination and Remuneration Committee and to the other participants, if any. Documents may be sent by e-mail.

The Chairman of the Nomination and Remuneration Committee shall specify the agenda and the duration of the meetings and shall ensure the effective exercise of the Committee's duties.

The Nomination and Remuneration Committee will also meet if two members of the Committee request that a meeting be convened. Applicants should specify the date, place and time of the requested meeting and the proposed agenda, including supporting materials.

Meetings of the Nomination and Remuneration Committee shall be held prior to the discussion of matters falling within the remit of this Committee and placed on the agenda of the Nomination and Remuneration Committee at the meeting of the Board of Directors, in order to allow timely preparation of reports to the Board of Directors.

The Remuneration Committee may meet by means of remote video or teleconferencing if the Chairman of the Committee so decides. The Chairman of the Committee may also request the Nomination and Remuneration Committee to adopt recommendations on certain documents by an exchange of e-mails, faxes or letters.

The quorum requirement shall be deemed to be met and the Nomination and Remuneration Committee shall validly meet when at least two members are present (including the Chairman of the Committee).

A member's participation in a meeting by means of remote communication (video or audio) shall be considered valid for the purpose of determining a quorum.

The Nomination and Remuneration Committee will adopt recommendations by mutual agreement. If no agreement is reached, the recommendations shall be adopted by a simple majority of the votes of the members present. In the event of a tie, the Chairman of the Nomination and Remuneration Committee shall have the casting vote. Matters on which the Committee is unable to reach a decision shall be brought to the attention of the Board of Directors without delay.

Votes cast in writing, including electronically, shall be sent directly to the Secretary of the

Nomination and Remuneration Committee, or the person designated to look after the work of the secretariat, who shall inform all members of the Nomination and Remuneration Committee of the decision taken.

The Secretary of the Nomination and Remuneration Committee shall be appointed by the Chairman of the Board of Directors and this function shall generally be performed by the Secretary of the Board of Directors or a person nominated by him.

The Secretary of the Nomination and Remuneration Committee shall keep the minutes of the meetings and recommendations adopted, including lists of participants. The Secretary shall make the minutes available to each member of the Nomination and Remuneration Committee shortly after the conclusion of the meeting. The minutes shall be sent by e-mail in pdf. format to the members of the Nomination and Remuneration Committee at their e-mail addresses.

The Secretary of the Nomination and Remuneration Committee shall be responsible for the signing of minutes by the members and for submitting recommendations and reports of the Nomination and Remuneration Committee to the Board of Directors at the express request of the Chairman of the Board of Directors.

#### **Art.4. FINAL PROVISIONS**

The provisions of these Rules shall be supplemented by the applicable legal regulations, as well as by the decisions of the General Meeting of Shareholders and of the Board, as the case may be.

If, after the date of entry into force of these Rules, a legal provision/regulation amends/repeals provisions of these Rules, the legal provisions in force shall apply.

**Chairman of the Nomination and Remuneration Committee**  
**Ec. Moldovan Marius-Adrian**