

**ADDITIONAL ACT no. 3**  
to the MANDATE CONTRACT no. \_\_\_\_\_ / \_\_\_\_\_

**Considering the provisions of:**

- Government Emergency Ordinance no. 109/2011 regarding corporate governance of public enterprises, with subsequent amendments and additions ("GEO no. 109/2011")
- Government Decision no. 639/2023 for the approval of the methodological norms for applying GEO no. 109/2011 regarding corporate governance of public enterprises ("GD no. 639/2023")
- Decision of the General Meeting of Shareholders of OIL TERMINAL S.A. no. \_\_\_\_/\_\_\_\_\_ by which it was approved:
  - (i) the key financial and non-financial performance indicators of non-executive directors, resulting from the Management Plan of OIL TERMINAL S.A., in accordance with the minimum level established per company by AMEPIP according to Presidential Order no. 651/24.12.2025 and which will constitute an annex to the mandate contract concluded with the members of the Board of Directors of OIL TERMINAL S.A.
  - (ii) the form and content of the Additional Act to the mandate contract to be concluded with the members of the Board of Directors

Therefore,

**The contracting parties:**

**A. OIL TERMINAL S.A.**, registered office in Constanța, 2 Caraiman Street, Constanța county, registered with the Trade Register Office attached to the Prahova Tribunal under no. \_\_\_\_/\_\_\_\_/\_\_\_\_\_, Tax ID Code \_\_\_\_\_, IBAN code \_\_\_\_\_ opened at \_\_\_\_\_, represented by the Ministry of Energy in the General Meeting of Shareholders, acting as **principal ("The Company")**

and

**B. Mr./Ms.** \_\_\_\_\_, citizen of \_\_\_\_\_, domiciled at (in) \_\_\_\_\_, identified by \_\_\_\_\_ issued on \_\_\_\_\_, having Personal Identification Number \_\_\_\_\_, acting as **director or agent ("Director/Agent")**

Hereby agree to complete Mandate Contract no. \_\_\_\_\_ / \_\_\_\_\_ as follows:

**Art. 1 - Object of the Additional Act**

Art. 1.1 in Additional Act no. 1 to the Mandate Contract no. \_\_\_\_\_ dated \_\_\_\_\_ is amended and will have the following content:

**1.1. The key financial and non-financial performance indicators**, hereinafter referred to as "KPPs", for the members of the Board of Directors of **OIL TERMINAL S.A.**, approved by the **Ordinary General Meeting of Shareholders Resolution no. \_\_\_\_\_ dated \_\_\_\_\_**, based on the integrated management plan of the company and which are in accordance with the minimum level established by **AMEPIP**, according to AMEPIP President Order no. 651/24.12.2025 **are provided in Annex no. 1 to the present Additional Act.**

**Art. 2** All other provisions in Additional Act no. 1 to Mandate Contract no. \_\_\_\_\_ / \_\_\_\_\_, respectively in Mandate Contract no. \_\_\_\_\_ / \_\_\_\_\_, remain valid and unchanged.

Concluded today \_\_\_\_\_ in three original copies in Romanian, of which 2 (two) copies for the principal and 1 (one) copy for the agent.

**PRINCIPAL,  
OIL TERMINAL S.A.**

By: \_\_\_\_\_

Authorized by OGMS Resolution no. \_\_\_\_\_

dated \_\_\_\_\_

**AGENT,**

\_\_\_\_\_

**Key Performance Indicators for the 2023-2027 Mandate Period  
2025 Updating after negotiation - NON-EXECUTIVE DIRECTORS**

Performance indicators					Performance Indicator Target Values		
Indicator name	Category GD 639/2023 art. 6 para. 2 letter	Percentage %	Verification instrument	Formula	2025	2026	
<b>FINANCIAL INDICATORS</b>					<b>50%</b>		
1	Capital Expenses Rate	a) Investment Policy	10	Annual audited financial Statements - Statement of financial position; Annual budget execution - Annex no.4	$(\text{Capital Expenses} / \text{Total Assets}) * 100$	4,18%	4,18%
2	Current ratio	b) Financing	10	Annual audited financial statements - Statement of financial position	$(\text{Current Assets} / \text{Current Liabilities})$	1	1
3	Asset Turnover Ratio	c) Operations	10	Annual audited financial Statements - Statement of financial position; Annual budget execution - Annex no.2	$\frac{\text{Net Turnover}}{\text{Total assets average value}}$ <p>where:                      Total assets average value= [Total assets at period start (T0) + Total assets at period end(T1)]/2;                      Total Assets = Fixed assets + Current assets + Expenses in advance</p>	0,34	0,34
4	Return on Equity (ROE)	d) Profitability	10	Annual audited financial statements - Statement of financial position	$(\text{Net Profit} / \text{Equity Value}) * 100$	0,84%	0,84%
5	Dividend Payout Ratio	e) Dividend Profit Distribution Rate	10	Annual audited financial Statements - Statement of	$\frac{\text{Paid dividends (year x)}}{\text{Net profit (year x)}} * 100$	50%	50%

				financial position; Annual budget execution - Annex no.1	Net profit: net profit represents profit to be distributed after deducting the legal reserve and other reserves (acc.to art. 1 para. 1 letter a) and letter b) of GO no. 64/2001), supplemented by the provision for employee profit sharing from the previous year's profit		
<b>OPERATIONAL INDICATORS</b>		<b>25%</b>					
6	Establishment of an employee safety system	Employees	10	Activity report of the Head of the Quality Department and Head of the SMSU (Safety, Health, and Environment)		YES	YES
7	Customer satisfaction score	Clients	15	Annual customer satisfaction evaluation report	$\frac{\text{Total number of evaluations of 4 and 5}(T_0)}{\text{Total number of evaluations}(T_{-1})} * 100$	89,00%	89,00%
<b>GOVERNANCE INDICATORS</b>		<b>25%</b>					
8	Rate of independent members on the Board of Directors	Governance	5	Annexed statements Board's Organization and Operation Regulations	$\left( \frac{\text{Total number of non-executive and independent member of the Board of Directors}_t}{\text{Total number of members of the Board of Directors}_t} \right) * 100$	>50%	>50%
9	Number of Board of Directors meetings	Governance	10	Board of Directors' Meeting(s) Minutes	Number of Board of Directors meetings during the year_t	4	4
10	Attendance rate at Board of Directors meetings	Governance	10	Board of Directors' Meeting(s) Minutes	$\frac{\sum_{i=1}^{N_t} \text{Number of attendees at Board of Directors meetings}}{\text{Total number of Board of Directors members} * N_t} * 100$ where Nt = Number of Board of Directors meetings	100%	100%