

Autonom Services S.A. Remuneration policy

Preamble

This Remuneration Policy (hereinafter referred to as the "Policy") describes the procedure used by Autonom Services S.A. (hereinafter referred to as the "Company") in order to determine the remuneration of its management, namely the remuneration of the members of the Board of Directors and of the Executive Officers with a mandate contract (hereinafter collectively referred to as the "Management"), in accordance with the provisions of Law no. 24/2017 on issuers of financial instruments and market operations (Legea nr. 24/2017 privind emitenții de instrumente financiare și operațiuni de piață), as amended by Law no. 158/2020 amending, supplementing and repealing certain legal acts and establishing certain measures for the implementation of Regulation (EU) 2017/2402 of the European Parliament and of the Council of 12 December 2017 laying down a general framework for securitization and creating a specific framework for simple, transparent and standardized securitization, and amending Directives 2009/65/EC, 2009/138/EC and 2011/61/EU and Regulations (EC) No 1060/2009 and (EU) No 648/2012 [Legea nr. 158/2020 pentru modificarea, completarea și abrogarea unor acte normative, precum și pentru stabilirea unor măsuri de punere în aplicare a Regulamentului (UE) 2017/2402 al Parlamentului European și al Consiliului din 12 decembrie 2017 de stabilire a unui cadru general privind securitizarea și de creare a unui cadru specific pentru o securitizare simplă, transparentă și standardizată și de modificare a Directivelor 2009/65/CE, 2009/138/CE și 2011/61/UE, precum și a Regulamentelor (CE) nr. 1.060/2009 și (UE) nr. 648/2012]

1. Principles and objectives of the Remuneration policy

The main goals and objectives of the policy are to comply with the principle of fairness and transparency in relation to the guidelines on the remuneration of the persons responsible for the management of the company, and to contribute to the business strategy of Autonom Services S.A., as well as to the company's sustainability and long-term interests.

The remuneration of the Management of the Company reflects the application of the principle of proportionality: its amount depends on the Company's size, nature, internal organization and scope, as well as the complexity of its activities.

This Policy aims to regulate a transparent and objective way of evaluating and remunerating the members of the Board of Directors and the Managing Director of the Company in a manner that would ensure competitiveness on the market and grant investors the possibility to access information on the internal management structure of the Company.

2. Regulatory framework

The Policy was drawn up in accordance with:

- a) Company Law no. 31/1990, republished;
- b) Legea nr. 24/2017 privind emitenții de instrumente financiare și operațiuni de piață (Law no. 24/2017 on issuers of financial instruments and market operations), as amended by Law no. 158/2020;
- c) Guide on the implementation of the remuneration policy drawn up by ARIR (the Romanian association for relations with stock exchange investors) in February 2021;
- d) Management Contracts of the members of the Board of Directors, approved by the Shareholders' General Meeting no. 4941 of 11.01.2022;
- e) Mandate Contract of the Managing Director – approved by the Shareholders' General Meeting no. 4941 of 11.01.2022.

3. Internal structures responsible for the implementation of the policy

According to the Company's Articles of Incorporation, the Board of Directors is responsible for carrying out all the actions which are necessary and useful for the objects of the company, with the exception of those reserved by law to the Shareholders' General Meeting. Among the duties provided for at the level of its internal structure, the Board of Directors is responsible for determining the remuneration of managers and for supervising the activity of directors. Therefore, the implementation of this Policy and the supervision of its implementation shall remain the exclusive responsibility of the Board of Directors.

The Human Resources Department's duties include providing the Management of the Company with the human resources necessary in order to fulfill strategic objectives and establishing a fair and competitive remuneration and reward system.

4. Management's remuneration

Considering the unified system applicable at company level, regulated by the provisions of Article 137 of Company Law no. 31/1990, this Policy shall apply exclusively to the Management of the Company with respect to their status as members of the Board of Directors/Managing Directors, as mentioned in the articles of incorporation, without being applicable in any way to another employee of the Company holding the position of Director according to the Romanian job classification system (COR code).

Members of the Board of Directors are remunerated by means of **a fixed remuneration and a variable remuneration**.

The **fixed remuneration** is set out in the Mandate Contract signed with the Company. The amount of the fixed remuneration is determined based on the activity of the members of the Board of Directors, the Company's annual strategic objectives, the level of responsibility, and the tasks they have to fulfill within the Board of Directors.

The fixed remuneration is different for each member of the Board of Directors, depending on the duties and tasks they fulfill. The monthly fixed remuneration shall be revised annually by the Shareholders' General Meeting and approved by an Ordinary Decision.

The **variable remuneration** is granted in the form of multi-year bonuses, private health insurance, private pensions, benefits granted by Autonom for members of the Board of Directors for each member of the Board of Directors and is based on:

1. an individual performance review for each member;
2. the performance of the operational unit in which they operate;
3. the general results achieved by the Company during a predefined period;
4. the achievement of the objectives set by the Company.

Each member of the Board of Directors shall be made aware of the evaluation criteria for granting variable remuneration, as they are different depending on the specific duties within the Board. The performance review shall be carried out in a multiannual framework, in order to ensure that the evaluation process is based on long-term performance and that the actual payment of remuneration components based on performance is spread over a period that takes the business cycle of the company and the activity-specific risks into account.

The Managing Director is remunerated by means of a fixed remuneration and a variable remuneration.

The Managing Director shall be made aware of the evaluation criteria for granting variable remuneration. The performance review shall be carried out in a multiannual framework, in order to ensure that the evaluation process is based on long-term performance and that the actual payment of remuneration components based on performance is spread over a period that takes the business cycle of the company and the activity-specific risks into account.

5. Duration of administration/mandate contracts

According to the Articles of Incorporation, the Board of Directors is made up of 3 administrators appointed for a period of 4 years, each of whom has Administration Contracts signed with the Company. In case of the unilateral termination of the contracts, the notice period shall be 45 days for the Administrators and 45 days for the Company.

Administrators may be removed from their position by the Shareholders' Ordinary General Meeting at any time. If the removal takes place without due cause, the administrators concerned are entitled to the payment of damages.

Directors may be removed from their position by the Board of Directors at any time. If the removal takes place without due cause, the directors concerned are entitled to the payment of damages.

6. Measures to avoid conflicts of interest

If, in a certain operation, an administrator has direct or indirect interests which are contrary to the interests of the company, they shall inform the other administrators and the auditors or internal auditors about it and shall not take part in any deliberations concerning this operation. The same obligation shall apply if, in a certain operation, an administrator is aware of the interest of their spouse or their relatives by consanguinity or by affinity, up to and including the fourth degree.

Administration/Mandate Contracts include terms relating to conflicts of interest, and each member of the Management undertook not to find themselves in any of the cases mentioned in the contract and guaranteed that there was no case of incompatibility with the position held within the Company.

Each member of the Management shall fulfill their obligations in accordance with the principle of good faith, loyalty and diligence of a good administrator, while abstaining from any action or lack of action that would be contrary to the Company' interests.

Each member of the Management declared that they were aware that any act which involves them receiving goods or other benefits from any other person whose interests are contrary to the objectives of the Company or from a competitor is punishable in accordance with the relevant legal provisions.

7. Conditions for the review of the remuneration policy

- 7.1.** The Policy shall be submitted to the Shareholders' General Meeting for review at least every 4 years in accordance with Article 106(7) of Law no. 24/2017.
- 7.2.** Should there be any significant changes in the structure of the company, its general financial and/or operational performance, or the sector or industry it operates in, the Company may opt for reviewing of the Policy before 4 years have passed.
- 7.3.** Any significant amendment of the Policy shall be approved by the Shareholders' General Meeting.