

AUDIT COMMITTEE REGULATION

of BUCUR S.A.

Art. 1 – Role and Status of the Audit Committee

- (1) The Audit Committee is an advisory committee established at the level of the Board of Directors (“the Board”), without its own decision-making powers.
- (2) The Audit Committee supports the Board in fulfilling its responsibilities regarding the supervision of the internal control system, internal and external audit processes, financial reporting and the management of the company’s significant risks.
- (3) The Committee promotes transparency, financial integrity, the efficiency of control processes and compliance with applicable legislation and corporate governance principles.

Art. 2 – Regulatory Framework

- (1) The Audit Committee operates in accordance with the legislation applicable to companies admitted to trading on a regulated market, the BVB Corporate Governance Code, the Board of Directors Regulation and this Regulation.

Art. 3 – Composition and Independence

- (1) The Audit Committee consists of a minimum of 2 members of the Board.
- (2) The members of the Committee are non-executive directors, and the position of Chair of the Audit Committee may not be held by the Chair of the Board of Directors.
- (3) The composition of the Audit Committee shall be established by decision of the Board of Directors. The Board shall ensure that the Committee collectively possesses the necessary competencies in finance, accounting, audit and risk management in order to properly fulfill its responsibilities.
- (4) Members of the Committee shall not carry out activities incompatible with the Committee’s mission and shall declare any potential conflict of interest.

Art. 4 – Main Responsibilities

- (1) The responsibilities of the Audit Committee aim to support the Board of Directors in monitoring the financial reporting process, assessing the adequacy of accounting policies, overseeing the effectiveness of internal control and risk management systems, monitoring the statutory audit and the independence of the auditor and reviewing related-party transactions relevant from a financial perspective.
- (2) The performance of its duties results in the submission of analysis reports and recommendations to the Board of Directors on the following topics: financial reporting and internal control, internal audit and risk management, external audit.
- (3) With regard to financial reporting, the Committee:
 - a) oversees the integrity of the financial statements and the reporting process;
 - b) reviews interim financial statements before publication;
 - c) proposes and monitors compliance with the financial reporting calendar assumed by the Company;
 - d) reviews accounting policies and significant estimates;

- (5) with regard to the internal control system and risk management, the Committee:
- a) evaluates the efficiency of the internal control system;
 - b) analyzes risks that could affect the Company's activity, paying particular attention to emerging risks related to technology and cybersecurity, and evaluates the effectiveness of the risk management system;
- (6) with regard to internal audit, the Committee:
- a) oversees the internal audit function and its independence;
 - b) approves the annual internal audit plan and receives the related reports;
 - c) monitors the implementation of internal auditor recommendations;
 - d) proposes the appointment and dismissal of the head of internal audit;
 - e) annually evaluates the effectiveness of the internal audit function;
- (7) with regard to the related-party transactions policy, the Committee:
- a) evaluates and monitors the implementation of the policy regarding related-party transactions and conflicts of interest;
 - b) monitors compliance with legal obligations regarding Board approval, independent audit and reporting of related-party transactions qualifying as "significant" within the meaning of the law;
 - c) issues mandatory opinions on significant related-party transactions;
- (8) with regard to external audit, the Committee:
- a) makes recommendations regarding the appointment, remuneration and dismissal of the external auditor;
 - b) oversees the relationship with the external auditor and organizes dialogue with it;
 - c) agrees on the annual audit plan with the external auditor and reviews non-audit services;
 - d) reviews the audit conclusions, including significant matters, accounting judgments, the level of errors and the going-concern assumption;
 - e) annually evaluates the independence, competence and effectiveness of the external auditor;
- (9) The Audit Committee may also examine any other documents and information at the request of the Board of Directors and formulate opinions and recommendations accordingly.
- (10) The Committee reports to the Board of Directors after each meeting on significant matters and risks identified in the analysis of the effectiveness of internal control and risk management systems, internal and external audit processes and financial reporting practices and processes.

Art. 5 – Functioning

- (1) The Committee meets whenever necessary, but at least quarterly.
- (2) Meetings are convened by the Chair of the Committee and may take place with the physical presence of its members or by electronic means.
- (3) At the meetings of the Committee, without voting rights and at the request of the Chair, the Chief Financial Officer, the internal auditor, the external auditor and other invited persons may participate.

- (4) Quorum is ensured by the presence of at least 2 members, including the Chair, and decisions are adopted by consensus or by simple majority.
- (5) The Committee reports its conclusions and recommendations to the Board.
- (6) The Committee annually evaluates its performance, composition and operating regulation and proposes any amendments to the Board.

Approved by the Board of Directors on 23.02.2026

Chairman of the Board of Directors

Hrișcă Bogdan Iustin