

## **BACKGROUND NOTE FOR THE APPROVAL IN THE OGMS OF 22.12.2025 OF PCT. (3) AND (4) OF THE AGENDA**

### **I. Regarding item 3 on the agenda:**

ARTEGO S.A., being a company listed on the BVB, falls into the category of public interest entities, as defined in art. 2 point 12 of Law no. 162/2017 on the statutory audit of annual financial statements and consolidated annual financial statements and amending certain regulatory acts. Therefore, in accordance with the provisions of art. 65 of the aforementioned law, the company must have an audit committee.

This note proposes to the General Meeting of Shareholders the approval of the establishment of the Audit Committee of ARTEGO S.A., a structure with an advisory role under the Board of Directors, in accordance with the provisions of Law no. 31/1990 on companies, and the specific legislation on the capital market.

The Audit Committee will be composed of three members, namely:

- two non-executive members of the Board of Directors,
- one external, independent member, authorized as a financial auditor and registered in the electronic public register by the competent authority in Romania.

#### **The establishment of the Audit Committee is based on:**

- Law no. 31/1990 on companies, republished;
- Law no. 162/2017 on the statutory audit of annual financial statements and consolidated financial statements;
- ASF Regulations.

These provisions require the existence of an audit committee with a role in supervising the financial reporting processes, internal control and the relationship with the statutory auditor.

#### **The establishment of the Audit Committee contributes to:**

- increasing the transparency and integrity of financial reporting;
- effective monitoring of internal control and risk management systems;
- ensuring an independent and professional relationship with the statutory auditor;
- compliance with corporate governance norms and international good practices.

Given the nature of the company's activity and the level of financial complexity, it is necessary to create a specialized body to support the Board of Directors in exercising its supervisory duties.

#### **The Audit Committee will mainly have the following responsibilities:**

##### **a) Informing the management bodies**

Informs the audited company's board of directors of the results of the statutory audit and, where applicable, the results of the sustainability reporting assurance engagement. Explains how the statutory audit and the sustainability reporting assurance engagement, respectively, contributed to the integrity of the financial reporting and the sustainability reporting, respectively, and what the role of the Audit Committee was in this process.

##### **b) Monitoring the financial reporting process and, where applicable, sustainability reporting**

Oversees the financial reporting process and, where applicable, sustainability reporting, including the electronic reporting process, as regulated by applicable accounting legislation. Submits recommendations or proposals to ensure the integrity of the audited entity.

##### **c) Monitoring the efficiency of internal control systems, risk management and internal audit**

Monitor the efficiency of the internal quality control and risk management systems and, where

applicable, the effectiveness of the internal audit, with regard to financial reporting and, where applicable, sustainability reporting, including electronic reporting. The exercise of these duties is without prejudice to the independence of the audited entity.

**d) Monitoring the statutory audit of financial statements**

Monitors the performance of the statutory audit of the annual financial statements, in particular its performance, taking into account the findings and conclusions of the competent authority, in accordance with art. 26 para. (6) of Regulation (EU) No. 537/2014.

**e) Assessment and monitoring of the independence of the statutory auditor or audit firm**

Supervises compliance with the requirements regarding the independence of the statutory auditor or audit firm, in particular with regard to the provision of non-audit services, in accordance with the provisions of Regulation (EU) No. 537/2014.

**f) Responsibility for the statutory auditor/audit firm selection procedure**

It is responsible for the selection procedure of the statutory auditor or audit firm and formulates recommendations regarding its appointment, in accordance with the provisions of art. 16 paragraph (8) of Regulation (EU) no. 537/2014.

The Audit Committee will be composed of the two non-executive members of the Board of Directors, namely Ms. Buse Diana-Loredana and Mr. Anglitoiu Florian, and an external, independent member, authorized as a financial auditor and registered in the electronic public register by the competent authority in Romania under no. AF 1081, namely Ms. Martin Liliana.

**The Audit Committee will operate on the basis of an Organization and Functioning Regulation.II. Referitor la pct. 4 de pe ordinea de zi:**

The two non-executive members of the Board of Directors, who will be part of the audit committee, will not have their compensation amount changed (they will remain with the compensation established by the OGMS of appointment).

The external, independent member, authorized as a financial auditor and registered in the electronic public registry by the competent authority in Romania, will have an compensation amounting to 2,000 lei net/month.