

REMUNERATION POLICY DN AGRAR GROUP SA

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REMUNERATION POLICY - OBJECTIVE AND APPLICATION

OBJECTIVE

DN AGRAR GROUP's main objective regarding remuneration is to respect the principle of fairness, emphasizing the company's business strategy, culture and values, and the long-term interests of the company and its shareholders.

The general remuneration framework supports DN AGRAR GROUP in achieving its established business objectives, taking into consideration that the remuneration is competitive with that of other companies, and both the Company's performance and individual contributions are recognized and rewarded. Also, the rewards are balanced between short-term success and long-term value creation.

APPLICABILITY

The remuneration policy applies to personnel whose professional activity has a significant impact on DN AGRAR GROUP, respectively:

1. Members of the Board of Directors;
2. The Company's executive management.

In accordance with Law no. 31 of 1990, the GENERAL MEETING OF SHAREHOLDERS approves the REMUNERATION POLICY and the compensations of the members of the board of directors, as well as the general limits of the supplementary remuneration of the members of the board of directors.

The company commits to evaluate all shareholder proposals for the revision of the Remuneration Policy.

The BOARD OF DIRECTORS endorses the remuneration policy and monitors its implementation.

BENEFITS PACKAGE

FIXED REMUNERATION

Remuneration is set at a competitive level to attract, retain, and motivate the Company's management team, in the shareholders' best interests.

The fixed benefits package reflects the complexity of the positions and the beneficiaries' skills.

VARIABLE REMUNERATION

The value of the variable remuneration is based on:

1. Individual performance;
2. Department performance;
3. Company and group results.

Performance evaluation is carried out within a multi-year framework, thus ensuring that the evaluation process is based on long-term performance, and that the current payment of performance-based remuneration components is distributed over a period that takes into account the group's economic cycle and specific risks.



Variable remuneration is granted in cash and/or in DN AGRAR GROUP shares.

The share bonus is granted based on a Stock Option Plan and depends on financial performance criteria, as well as the achievement of strategic operational objectives.

The bonus is granted based on a three-year performance reference period to promote medium- and long-term value creation. This bonus also aims to prevent the assumption of excessive risks and to encourage employee retention.

OTHER BENEFITS

The members of the Board of Directors will be reimbursed for expenses related to the fulfillment of their mandate, respectively: hotel/accommodation, transportation, company car, telephone.

REMUNERATION OF THE BOARD MEMBERS

The remuneration plan includes the following component:

1. Fixed remuneration

The fixed remuneration of the members of the Board of Directors is established by the Resolution of the General Meeting of Shareholders, annually. The General Meeting of Shareholders is also the one that can approve the granting of DN AGRAR GROUP shares to the members of the Board of Directors.

REMUNERATION OF THE DN AGRAR GROUP MANAGEMENT TEAM

The remuneration plan for the Executive Management includes the following components:

1. **Fixed part**, represented by the compensation according to the mandate contract;
2. **Bonus as DN AGRAR GROUP SA shares**, based on a Stock Option Plan, în baza unui Stock Option Plan, based on performance criteria, as well as the achievement of operational and strategic objectives.

The value is established by evaluating the results of the last 3 years.

The shares become the property of the beneficiaries three years after granting. During the three-year period, withholdings may apply due to unfavorable events generated by transactions carried out during the evaluation period, the effect of which materialized during the three-year period between the granting and the transfer of ownership.

EXCEPTIONS REGARDING BONUSES GRANTED BEFORE THE ADOPTION OF THIS POLICY

Bonuses granted before the approval and implementation of this Policy remain unaffected by these provisions.

