



COMPLY OR EXPLAIN STATEMENT

Principle/ Recommendation	Question	YES	NO	IF NOT, please explain
0	1	2	3	4
P 19	Is the Issuer managed under a dualist system?		✓	According to the By-Laws, the company is managed under a one-tier system, governed by a Board of Directors. According to Article 113, item m) of Law 31/1990 as subsequently amended and supplemented, and Article 12 paragraph (5), item p), the Articles of Incorporation may be amended by the Extraordinary General Meeting of Shareholders.
P1	R1	Has the Issuer drawn up the By-laws/Corporate Governance Rules to describe the main aspects of corporate governance? ✓		
		Are The By-laws/Corporate Governance Rules posted on the company's website, indicating the date of the last update? ✓		
	R2	Do the By-laws/Corporate Governance Rules define the corporate governance structures, positions, competencies and responsibilities of the Board of Directors and of the executive management? ✓		
	R3	Does the issuer's Annual Report provide for a chapter on corporate governance describing all relevant events related to corporate governance recorded during the previous financial year? ✓		
		Does the issuer disseminate on the company's website information on its corporate governance policy regarding to following aspects:		
	a)	description of its corporate governance structures? ✓		
	b)	the updated articles of incorporation? ✓		
	c)	Internal Operating Rules/ key aspects of such for each advisory commission/committee? ✓		

	d) "Comply or Explain" statement?	✓	
	e) list with the Board members mentioning the independent and/or non-executive members, the members of the executive management and the members of the advisory committees/commissions?	✓	
	f) a brief CV for each Board member and each member of the executive management?	✓	
P 2	Does the issuer respect the rights of holders of financial instruments issued by it, by providing them with equal treatment, and submitting to approval of such holders' special meetings any modification of their given rights?	✓	
P3	R4 Does the issuer publish on its website, in a dedicated section, details of the General Meeting of Shareholders (GMS)?		
	a) GMS convening notice?	✓	
	b) materials/documents related to the agenda as well as any information related to subjects on the agenda?	✓	
	c) special power of attorney?	✓	
	R6 Has the issuer prepared and proposed to the GMS procedures for a proper and efficient performance of GMS meetings but without any damage to the right of any shareholder to freely express its opinion on the debated topics?		✓ The procedure on organizing and conducting the GMS meetings has been prepared and is to be submitted for the GMS approval.
	R8 Does the issuer publish on its website, in a dedicated section, information related to the shareholders' rights as well as rules and procedures on attending the GMS?	✓	Such information is mentioned in the company's Articles of Incorporation, the Corporate Governance Rules and within the GMS convening notices.
	Does the issuer inform all shareholders in due time (upon conclusion of the GMS) by publishing in the dedicated section of its own website		
	a) the resolutions made at the GMS?	✓	
	b) the detailed result of the vote?	✓	
	Do the issuers publish in a special section of the own website, that is easy identifiable and accessible:		
	a) current reports/announcements?	✓	
	b) the financial calendar, annual, half year and quarterly reports?	✓	
	R9 Is there a special department/person within the company dedicated to investor	✓	



		relations?		
P4, P5	R10	Does the Board of Directors meet at least once every quarter in order to monitor the issuer's activity?	✓	
	R12	Does the issuer have a set of rules referring to the reporting conduct and obligations of transactions with shares or other financial instruments issued by the company (company's securities) made on own account by directors or by related parties?	✓	The Company proposed to prepare such set of rules during 2015.
		If a Board member or a member of the executive management or any other related party carries out on its own a transaction with the company's shares, is such transaction published on its website in accordance with the applicable Rules?	✓	
P6		Does the organization of the Issuer's Board provide a balance between executive and non-executive members (and especially non-executive independent directors) so that no person or group of persons may dominate, in general, the decision-making process of the Board?	✓	
P7		Does the organization of the Issuers' Board of Directors provide a sufficient number of independent members?	✓	
P8	R15	Does the Board have the support of advisory committees for analysing specific subjects chosen by the Board, and providing conciliation to it?	✓	
		Do the advisory committees submit activity reports to the Board of Directors on specific subjects assigned by it?	✓	
	R16	Does the Board of Directors use the evaluation criteria listed in Recommendation 16 to assess the independence of its non-executive members?	✓	
	R17	Do the Board members permanently improve their knowledge through training/formation in corporate governance?	✓	
P9		Are the Board members selected by a transparent procedure (objective criteria regarding the personal/professional qualification, etc.)?	✓	
P10		Does the Company have a Nominating Committee?	✓	
P11	R21	Does the Board of Directors review at least once a year the need to set up a Remuneration /Remuneration Policy Committee for the directors and for the members of the executive management?	✓	
		Is the remuneration policy approved by the GMS?	✓	The GMS has approved the form of



				the Mandate Contract to be concluded with the members of the Board, and such Mandate Contract also includes the Remuneration Policy for the members of the Board. The remuneration of the executive directors and the director general is established by the Board of Directors. The remuneration of the company's employees is set by the director general.
	R22	Does the Remuneration Committee consist exclusively of non-executive directors?	✓	
	R24	Is the company remuneration policy provided in the Corporate Governance Rules?	✓	See R21.
P12, P13	R25	Does the Issuer supply information, in the English language, which are provided by the reporting requirements as:		
		a) periodic information (periodical supply of information)?	✓	
		b) continuous information (continuous supply of information)?	✓	
		Does the Issuer prepare and provide financial reporting in accordance with IFRS as well?	✓	
	R26	Does the Issuer facilitates, at least once a year, meetings with financial analysts, brokers, rating agents and other market specialists, with the view of presenting financial elements that are relevant for making investment decisions?	✓	
	R27	Is there an Audit Committee within the Company?	✓	
R28	Does the Board of Directors or the Audit Committee, as the case may be, investigate on a regular basis the efficiency of the financial reporting, internal control and risk management system as adopted by the Company?	✓		
R29	Does the Audit Committee comprise exclusively non-executive directors and is there a sufficient number of independent directors?	✓		
R30	Does the Audit Committee meet at least twice a year, and are those meetings	✓		



		dedicated to preparing and providing the half-year and annual results to the shareholders and to the public?		
	R32	Does the Audit Committee make recommendations to the Board on the selection, appointment, re-appointment and replacement of the financial auditor, as well as on its remuneration terms and conditions?	✓	
P14		Has the BD adopted a procedure with the view of identifying and proper settlement of the conflicts of interest?	✓	Because the conflicts of interest are very well regulated by the relevant law; for every employee, and moreover the employees in management positions, the director general and the directors have to be aware of and to avoid such situations, the Company did not adopt a procedure in this respect.
P15	R33	Do the directors inform the BD on the conflicts of interest as they occur and do they refrain from the debates and the vote on those matters, in accordance with the relating legal provisions?	✓	
P16	R34/ R35	Has the BD adopted specific procedures in order to secure fair procedures (criteria for identifying material transactions, transparency criteria, objectivity criteria, non-competition criteria etc.) with the scope of identifying related-party transactions?	✓	
P17	R36	Has the BD adopted a procedure on the internal flow and disclosure of documents and information related to the Issuer to third parties, with an emphasis on information that can influence the price performance of the securities issued by the Issuer?	✓	
P18	R37/ R38	Does the Issuer undertake Corporate Social Responsibility activities?	✓	