PREMIER ENERGY

PREMIER ENERGY PLC

CODE OF CORPORATE GOVERNANCE

CHAPTER I. Preamble

The Code of Corporate Governance (hereinafter referred to as the "**Code**") is intended to strengthen the corporate governance framework, establish the fundamental principles of management and oversight of the business of Premier Energy PLC (hereinafter also referred to as "**Premier Energy**" or the "**Company**"), the working methods, powers and responsibilities of the Company's governing bodies.

The primary objective of corporate governance is to protect the interests of shareholders and investors, which is why the Company is oriented to build long-term relationships with them based on trust and ongoing communication.

The Code is based on the principles that the Company's management structure is responsible for establishing, evaluating and regularly and systematically reviewing the way the Company's business is organised, the collective and individual duties and responsibilities, the way the implementation and application of the entire set of regulations is monitored, from the perspective of the assumed mission and vision, the fulfilment of the objectives set out in the business plans, the effective management of risks.

A good corporate governance structure is an effective system for setting objectives, making decisions and managing the implementation of the decisions taken to achieve the objectives through continuous control and monitoring.

Compliance with the provisions of this Code will contribute to effective corporate governance, which has the following purposes: 1) it facilitates the achievement of long-term objectives in a changing political, social and economic environment; 2) it is a mechanism for monitoring the Company's actions, policies and decisions; 3) it creates an ethical and compliance culture that enables the Company to mitigate its risks; 4) it promotes a socially responsible attitude in undertaking all activities; 5) it enables the Company to conduct its business in accordance with shareholders' expectations.

This Code is drafted in order to align the Company with the principles of the Corporate Governance Code of the Bucharest Stock Exchange, in compliance with the best international practices in the field.

CHAPTER II. Corporate governance principles promoted within the Company

Corporate governance principles are guidelines, a set of rules of good practice for the organisation of the Company and their relationship with third parties. Thus, the corporate governance principles promoted within the Company are:

(i) Corporate governance must be consistent with the rules of law

The Company's corporate governance framework promotes efficient and transparent markets, is in accordance with applicable law and clearly delineates the distribution of responsibilities among persons having authority to perform duties in an objective and professional manner.

(ii) Corporate governance protects and facilitates the exercise of shareholders' rights

The Company shall use its best endeavours, in compliance with the requirements of the relevant legislation, to facilitate the participation of shareholders in General Meetings and the full exercise of their rights.

(iii) Corporate governance shall ensure fair treatment of all shareholders, including minority shareholders

All shareholders holding shares of the same class shall be treated equally. In order to ensure equal treatment and the full and fair exercise of the rights of holders of shares, the Company shall provide them with all the information necessary for the objective presentation of items on the agenda and the approval of resolutions at General Meetings.

(iv) Corporate governance recognises the rights of stakeholders established by law or mutual agreement and encourages active cooperation between the Company and them

(v) Corporate Governance ensures the timely and accurate disclosure of information on all material matters concerning the Company, including the financial condition, performance, ownership and governance of the Company.

The Company's governance is transparent to shareholders and other stakeholders as well as to market participants. Transparency is essential for effective corporate governance. The objective of transparency in corporate governance is therefore to provide these stakeholders, in accordance with legislation and supervisory practices, with the key information necessary to enable them to assess the effectiveness of the work of the Company's governing bodies.

The principles of corporate governance are applied within the Company with the aim of ensuring maximum performance by taking appropriate risks so that shareholders' confidence in the Company is not impaired.

CHAPTER III. CORPORATE STRUCTURE

Premier Energy is a joint stock company, which has adopted a unitary system of management, fully in line with the objectives of good corporate governance, transparency of relevant corporate information, protection of the interests of the various categories of shareholders and efficient operation in the relevant market.

Basic rules on the organisation and operating of the Company's governing bodies are provided in the Articles of Incorporation.

1. GENERAL MEETING OF SHAREHOLDERS

(1) The Company's shareholders convene and exercise their rights in the General Meeting of

Shareholders (hereinafter referred to as the "**General Meeting**"), which is the supreme management and decision body of the Company.

(2) General Meetings are an opportunity for the members of the Board of Directors and the Executive Management to present to the shareholders the results achieved during their term of office on the basis of the responsibilities conferred on them.

(3) General Meetings are General Ordinary Meetings and General Extraordinary Meetings. The powers of the General Ordinary Meeting and General Extraordinary Meeting are provided in the Articles of Incorporation.

(4) The Company's shares are indivisible and give holders equal rights, each share entitling them to one vote at the General Meeting of Shareholders.

(5) Save for the exceptions provided by law and the Articles of Incorporation, the resolutions of the General Meeting are mandatory for all the Company's shareholders, directors, managers and employees of the Company.

(6) The Company shall make every effort, in compliance with the requirements of the relevant legislation, to facilitate the participation of shareholders in the work of General Meetings and the full exercise of their rights. Shareholders may attend and vote in person at General Meetings, but may also vote by proxy or by correspondence.

(7) General Meetings shall be run by the Chairman of the Board of Directors or, if the Chairman of the Board of Directors is temporarily unable to perform his duties, by the Chairman of the meeting.

(8) At General Meetings, dialogue between shareholders and members of the Board of Directors and/or Executive Management shall be permitted and encouraged.

(9) Each share of the Company held by the shareholder on the record date (determined in accordance with the specific regulations and approved by the General Meeting) entitles the shareholder to receive dividends for the previous financial year in the amount and on the conditions set by the General Meeting of Shareholders.

(10) The Company has established, will establish, implement and will implement procedures and regulations for the organization and conduct of the meetings of the General Shareholders' Meetings.

(11) The General Meetings shall be carried out in accordance with the provisions of the Articles of Incorporation and provisions of Rules of Procedures for the General Meetings.

(12) The Regulations for the conduct of the meetings of the General Meetings will establish the necessary rules to ensure:

(i) equal treatment of all shareholders in terms of participation and exercise of voting rights during meetings of the General Meetings;

(ii) proper information of all shareholders in connection with all aspects of matters on the General Meeting's agenda, so that each shareholder may exercise his voting rights in an informed manner;

(iii) facilitation to participate to the General Meetings and to avoid any restriction of the shareholders' voting right during General Meetings;

(iv) facilitation for the shareholders to exercise their voting rights in relation to all matters on the General Meetings agenda and avoidance of any limitation to the exercise of shareholders' voting right;

(v) participation to the General Meetings of all members of the Board of Directors also when their reports and the auditor's reports are presented.

(13) The Rules of Procedure of the General Meetings as well as any amendments thereto shall enter into force after 30 days from the date of publication on the Company's website.

2. BOARD OF DIRECTORS

(1) The management of the Company is entrusted to the Board of Directors consisting of 5 (five) directors, of which 3 (three) are non-executive members (non-executive directors) and 2 (two) executive members (executive directors).

(2) Directors are elected by secret vote of the Ordinary General Meeting for a term of 4 years and are eligible for re-election.

(3) The composition of the Board of Directors and its committees shall present a proper balance in terms of competence, experience, gender diversity, knowledge and independence of the members, allowing them to perform their duties and responsibilities effectively. All Board members must allocate sufficient time to the Company to properly carry out their attributions.

(4) The structure of the Board of Directors shall ensure a balance between executive and non-executive members so that no one person or small group of persons can dominate the decision-making process of the Board of Directors.

(5) The majority of the members of the Board of Directors are independent directors.

(6) The directors' independence shall be assessed based of the following criteria:

(i) whether he/she is a manager of the Company or of a company controlled by the Company or of he/she has held such office, within the last 5 years;

(ii) whether he/she is an employee of the Company or of a company controlled by the Company or whether he/she has had such an employment relationship within the last 5 years;

(iii) whether he/she receives or has received from the Company or from a company controlled by the Company any additional remuneration or other benefits other than those corresponding to the position of non-executive director;

(iv) whether he/she is a significant shareholder of the Company;

(v) whether he/she is, or has been since the previous calendar year, an employee of a significant shareholder of the Company or of a company controlled by such a shareholder;

(vi) whether he/she has or has had, since the previous calendar year, a contractual relationship with a significant shareholder of the Company or a company controlled by such a shareholder;

(vii) whether he/she has or has had, since the previous calendar year, a business relationship with the Company or a company controlled by it, either directly or as a client, supplier, partner, associate, shareholder, director, manager or employee of another legal entity, with or without patrimonial benefits that may have affected his/her objectivity because of their substantial nature;

(viii) whether he/she is or has been, within the last 3 years, an external or internal auditor;

(ix) whether he/she has or has had, within the last 3 years, a contractual relationship with the external auditor of the Company or of a company controlled by it;

(x) whether he/she is a manager of another company where a manager of the Company is a non-executive director;

(xi) whether he/she has been a non-executive director of the Company over a period exceeding 12 years;

(xii) whether he/she has a family relationship with a person finding his/herself in one of the situations referred to in (i), (v) or (vi);

(7) Each candidate for the position of director shall submit a file a statement of independence together with his/her candidacy and togheter with the mandate's acceptance as the case may be.

(8) Every time changes occur to the personal status of a director in relation with the statement of independence content, the director shall transmit to the Board of Directors' a new statement of independence.

(9) The statement of independence form together with the terms and conditions for completing and filing shall be established by Board of Directors' Internal Rules.

(10) Any member of the Board must disclose to the Board of Directors information concerning any relationship with a shareholder directly or indirectly holding shares representing more than 5% of all voting rights, within 15 days of the date he/she was informed or should

have been informed of the relation. This obligation relates to any type of relation that may affect the member's position on matters decided by the Board of Directors.

(11) The Board of Directors functions as a collective body on the basis of full and accurate information.

(12) The Board of Directors shall carry out all acts necessary and useful for achieving the Company's scope of business, except for those acts which are by law within the competence of the General Meeting.

(13) The members of the Board of Directors shall continuously update their skills and improve their knowledge of the Company's business and best practices of corporate governance in order to fulfil their role on the Board of Directors.

(14) The Nomination and Remuneration Committee shall coordinate the process of appointing members of the Board of Directors and make recommendations of candidates for the position of directors and for filling vacancies on the Board of Directors.

(15) Proposals for the appointment of new directors, accompanied by detailed and relevant information about their personal profile and professional qualifications, indicating, if applicable, the position of independent director, are made available to all shareholders together with the notice of the General Meeting, through reports submitted to the Bucharest Stock Exchange (BVB) and through publication on the Company's website.

(16) In the event of a vacancy of one or more directors, the Board of Directors shall appoint provisional directors until the first Ordinary General Meeting.

(17) The Board of Directors may delegate the powers of management of the Company under the conditions and within the limits provided by law and the Company's Articles of Incorporation.

(18) The Board of Directors shall use its best endeavours to ensure that, through the Articles of Incorporation, the resolutions of the General Meeting and internal regulations, a clear demarcation is achieved between: (i) the powers of the General Meeting of Shareholders, the Board of Directors and the Executive Management; (ii) the responsibilities of the Board of Directors and those of the Executive Management.

(19) The Company appoints a secretary to the Board of Directors responsible for supporting the Board's activities.

Powers of the Board of Directors

(20) The main assignments of the Board of Directors:

(i) establishment of main directions of activity and development of the Company;

(ii) establishment of accounting policies, the financial control system and financial planning;

(iii) appoints and revokes the General Manager of the Company and the other managers;

(iv) appoints and revokes of managers and establishment of their remuneration taking into consideration the specific duties and economic situation of the Company;

(v) establishes the number of managers and the organization of their activity;

(vi) determine which of the general powers of the Board of Directors are delegated to the Executive Management;

(vii) supervision the managers' activity;

(viii) organization of the meetings of the General Meetings and implementation of their resolutions;

(ix) preparation of the annual report;

(x) filing the petition for opening of insolvency proceedings against the Company;

(xi) approves the organisational structure and organisation chart of the Company;

(xii) approves the creation of the advisory committees, appoints their members and their assignments;

(xiii) establishment of the principles and policies of hiring and dismissal of the Company's staff, including managers;

(xiv) establishment the remuneration principles of hired staff, in accordance with their role and responsibilities within the Company;

(xv) approves the marketing strategy;

(xvi) defines the strategy for implementation of the approved budget;

(xvii) ensures shareholders' access to documents and information, within the limits of legal provisions;

(xviii) approves the conclusion in the Company name of any legal acts, except those requiring the approval of the General Meeting, in accordance with the law;

(xix) establishes the rules on ethical business conduct, on control of transactions with persons with whom the Company has tight relations, on transactions of insiders, on reporting of non-compliance, and any other rules that have effect in relation to shareholders, managers and/or officers of the Company.

(xx) other powers which may not be delegated by law.

Convening and conducting meetings of the Board of Directors

(21) The Board of Directors shall meet as often as necessary, but at least once every three months in the presence of at least half the number of its members.

(22) Meetings of the Board of Directors shall be convened by the Chairman of the Board of Directors or at the motivated request of at least two directors.

(23) Meetings of the Board of Directors may also be held by teleconference or videoconference, under the conditions established by the Terms of Reference of the Board of Directors.

(24) The procedure for organising and holding meetings of the Board of Directors is set out in the Articles of Incorporation of the Company and in the Terms of Reference of the Board of Directors.

Internal Regulations of the Board of Directors

(25) Internal Regulations are issued by the Board of Directors and shall not contravene the provisions of the law and the Articles of Incorporation.

(26) Internal Regulations of the Board of Directors sets the necessary rules to ensure:
- (i) clearly set the role of the Board of Directors in governing the Company;
- (ii) ensure the meeting of the Board of Directors whenever necessary for efficiently fulfilling of its attributions;
- (iii) appropriately inform all Directors on all matters relating to the items on the agenda of the Board of Directors so that each Director is able to exercise his/her voting right in a prudent and diligent manner;
- (iv) attendance of all Directors and the Secretary at meetings of the Board of Directors;
- (v) ensure the participation at Board Meetings of the Company manager/managers. Of the economic department executive manager, of the head of legal department and the head of the internal audit department;
- (vi) ensure that alll Directors exercise of voting rights by all Directors on all matters submitted to the Board of Directors for discussion;
- (vii) avoid conflicts of interests and incompatibilities of Company directors, provided by law and by the Articles of Incorporation.

Establishment of specialised committees

(27) In order to develop and maintain good business management practices, the Board of Directors has set up an Audit Committee and a Nomination and Remuneration Committee to assist it in the performance of its duties.

(28) Delegation to the Committees in no way relieves the Board of Directors of its duties and responsibilities.

(29) The Board of Directors may set up other advisory committees.

(30) The Board of Directors shall appoint the members of each committee, nominating one of the Articles of Incorporation and by the internal rules of each advisory committee.

(31) All committees established in support of the Board of Directors shall consist of at least three members and shall be run by a non-executive member of the Board of Directors.

(32) Internal rules of advisory committee shall be issued by the Board of Directors, without violating the legal provisions and the Article of Incorporation.

(33) Independent members of the Board of Directors shall be actively involved in the committees.

Audit Committee

(34) The Audit Committee is established by the Board of Directors from among its members, the majority of whom, including the Chairman, are independent non-executive directors.

(35) At least one member of the Audit Committee shall have audit or accounting experience and the majority of the members, including the Chairman shall have adequate professional competencies related to the Committee's powers and responsibilities.

(36) The Audit Committee shall meet as often as necessary, but at least four times a year.

(37) The main assignments of the Audit Committee are:

(i) coordinates of internal audit activity;

(ii) monitors the financial reporting process;

(iii) monitor the effectiveness of internal control and audit systems;

(iv) monitors the implementation of legal standards and generally accepted internal auditing standards;

(v) recommends to the Board of Directors the criteria for the selection and appointment or dismissal of the internal auditor;

(vi) approves the terms of the internal audit contract;

(vii) oversees the relationship with the internal auditor and periodically evaluates the effectiveness, independence and objectivity of the internal auditor;

(viii) receives and evaluates the internal auditor's reports;

(ix) reviews policies on fraud detection, conflict of interest and related party transactions, equal treatment of shareholders, including with respect to transactions and agreements entered into by the Company with shareholders and their related parties;

(x) reviews conflicts of interest in transactions of the Company and its subsidiaries with related parties and provides advice to the Board of Directors on any related party transaction that equals or exceeds 5% of Premier Energy's net assets;

(xi) approves risk management reports and inform the Board of Directors of all key risk categories and monitor their management;

(xii) makes recommendations to the Board of Directors on selection criteria and the appointment, dismissal and remuneration of the Head of Risk Management.

(xiii) other powers as determined by the Board of Directors or by law.

Nomination and Remuneration Committee

(38) Members of the Nomination and Remuneration Committee shall be non-executive directors. In addition, the majority of the Nomination and Remuneration Committee members, including the Chairman, shall be independent directors.

(39) The Nomination and Remuneration Committee shall meet as often as necessary, but at least four times a year.

(40) The main assignments of the Nomination and Remuneration Committee are:

(i) identifies criteria for the selection of directors;

(ii) recommends to the Board of Directors candidates for the director's position ;

(iii) recommends to the Board of Directors candidates for the manager's position;

(iv) identifies the objective criteria necessary to establish the performance-based remuneration scheme;

(v) assess the independence of the members of the Board of Directors;

(vi) develops the remuneration policy for directors and managers;

(vii) other competences established by the Board of Directors.

3. EXECUTIVE MANAGEMENT

(1) The Board of Directors delegates the management of the Company to one or more managers, appointing one of them as General Manager.

(2) In order to ensure the most efficient management and a good coverage of the Company's areas of activity, each manager shall have authority over certain activities of the Company and shall directly coordinate structures within the Company, as determined by the Board of Directors.

(3) Managers shall provide the Board of Directors with regular and comprehensive information on all important aspects of the Company's business. In addition, any member

of the Board of Directors may request information from the executive management regarding the operational management of the Company.

(4) The manner in which the managers shall inform the Directors, considered individually, or, as the case may be, the Board of Directors, in relation to the operational management of the Company, shall be determined by the Internal Regulation of the Board of Directors.

Responsibilities of the Executive Management

(5) Among the assignments of the Executive Management shall include:

(i) establishment of the strategy and policies for the development of the Company, including the organisation chart of the Company and operational departments;

(ii) signing with third parties in the name and on behalf of the Company, subject to the matters reserved to the competence of the General Meeting of Shareholders or the Board of Directors;

(iii) hiring and firing, as well as determining the duties and responsibilities of the Company's personnel, in accordance with the Company's personnel policy;

(iv) taking all necessary and useful measures for the management of the Company for the day-to-day administration of each department;

(v) recommendations to the shareholders regarding the distribution of profits;

(6) Executive management members are active, have the independence to take decisions they deem appropriate, understand their role and are always in a position to defend their decisions before supervisory authorities or other interested parties entitled to obtain such information.

CHAPTER IV. INTERNAL AUDIT

(1) In order to evaluate and improve the effectiveness of risk management processes, the internal/managerial control system and corporate governance practices, the Company shall organise internal audit activity in accordance with the legal provisions in force and the applicable standards in the field of public internal audit activity.

(2) The scope of the internal public audit shall include all activities carried out within the Company in order to achieve its objectives, including the assessment of the internal/managerial control system.

(3) Internal audits will be carried out by a internal audit department which is organisationally subordinate to the Director General and functionally subordinate to the Board of Directors.

(4) The internal public audit department is sized in terms of the number of auditors on the basis of the volume of work and the size of the associated risks, so as to ensure that all

activities within the scope of internal public audit are audited.

(5) The general framework of professional competencies of internal auditors comprises the following areas: internal audit; risk management, internal control and governance; management; accounting; finance; information technology and legal.

(6) The Board of Directors decides on upon all organisational and functional measures necessary for thr performance of internal audit activity within the Company.

CHAPTER V. SHAREHOLDERS' RIGHTS

(1) The Company respects the rights of shareholders and ensures their equal and fair treatment.

(2) The Company establishes and implements procedures and regulations in order to efficiently conduct the General Meetings and to ensure the right of any shareholder to freely express his/her opinion on matters under discussion at General Meetings.

(3) The Company takes all necessary measures to support the shareholders to exercising their rights related to the Company in a fair manner.

(4) The Company has created a section on its website dedicated to investor relations aimed at facilitating access by shareholders to, among other things, but not limited to:

(i) convening of General Meetings of Shareholders;

(ii) the procedure and formalities for access to and participation in the General Meeting of Shareholders (exercise of voting rights, how to complete the agenda, special proxy for representation, special proxy for postal voting);

(iii) current reports;

(iv) annual, half-yearly and quarterly financial statements;

(v) financial calendar.

(5) Under the terms of the law and the Articles of Incorporation, each shareholder of the Company has the following rights:

(i) to participate in the General Meeting of shareholders;

(ii) to get information on the Company's business, including information required to exercise the voting rights, as well as information about the results of voting in the general meeting of shareholders;

(iii) to receive the payment of due dividends;

(iv) equal treatment related to the other shareholders;

(v) preference right for subscription of new shares;

(vi) oher rights provided by law or by Articles of Incorporation.

(6) Shareholders shall exercise their rights in good faith and in compliance with the legitimate rights ans interests of the Company and of the other shareholders.

CHAPTER VI. REMUNERATION POLICY

(1) The Company's main objective in the area of remuneration is to respect the principle of equity, without encouraging excessive risk-taking and promote a viable and efficient risk management, taking into account the following aspects:

(i) business strategy;

(ii) the risk strategy of the Company;

(iii) culture and corporate values;

(iv) the long-term interests of the Company;

(v) measures used to avoid conflicts of interest;

(2) The Company's remuneration policy aims to retain and develop employees with potential for professional development in order to motivate and increase their confidence and commitment to achieving the objectives set and approved by the Company's development strategy, as measured by individual and collective performance.

(3) The internal structures responsible for remuneration are:

(i) **Board of Directors** is responsible for adopting and maintaining the remuneration policy in the Company and monitoring its implementation to ensure that it is fully functional.

(ii) **Remuneration and Nomination Committee** has main responsibility with regard to the remuneration policies and ensures that the general principles and policies of staff remuneration and benefits correspond with the Company's business strategy, objectives, values and long-term interests;

(iii) **Human Resources Department** holds attributions regarding, among other things, providing human resources necessary to accomplish the strategic objectives of the Company and a competitive and fair remuneration and reward system.

Remuneration of members of the Board of Directors and Directors of the Company

(4) The amount and criteria for remuneration of the Company's Board members and managers are in accordance with the provisions of the law and corporate governance practices and are based on their responsibilities and contributions to the Company's performance and results.

(5) The remuneration policy for Directors and Managers(s) shall be developed by the Nomination and Remuneration Committee and shall mainly include:

(i) the principles and arguments underlying the Directors and manager/managers remuneration policy;

(ii) a description of the components of directors' and managers remuneration (such as salary, annual bonuses, long-term incentives linked to share value, benefits in kind, pension and others) and the scope, principles and assumptions that are the basis of each component (including the general performance criteria for each variable remuneration form):

(iii) a description of the process management and the decision making manner on the directors and manager/managers remuneration

(6) The Company shall take all reasonable steps to ensure that shareholders have access to the policy adopted by the Company with respect to the determination of remuneration and bonuses of the members of the Company's Board of Directors and Executive Management, as well as information on the annual remuneration and variable incentives received by these members.

CHAPTER VII. CONFLICTS OF INTEREST

(1) The Company has established and implements internal policies which regulate the identification of existing or potential conflicts of interests and the taking of any preventive measures in this respect.

(2) According to these policies, a conflict of interests intervenes in the case or circumstances in which the personal direct or indirect interest of an employee or a person who works for the Company (including without limitation to the members of corporate bodies) contravenes the interests of the Company and this situation endangers the capacity of those persons to act accordingly.

(3) The main duties of the members of the Board of Directors / Executive management of the Company are:

(i) shall only act in the best interest of the Company and shall make decisions without being influenced by any interests of their own that can occur while performing their duties;

(ii) no member of the Board of Directors/Executive Management shall use in their own interest the business opportunities they become aware of in the normal course of their business;

(iii) the member of the Board of Directors/Executive Management who, in a certain operation, whether directly or indirectly, has interests that are contrary to the interests of the Company shall notify the members of the Board of Directors in this respect, by written statements as per the law and shall not take part in any deliberation regarding the said operation;

(iv) the members of the management body shall abstain when the agenda of the Board of Directors includes decisions on third parties with whom they are in a conflict of interest by nature;

(v) the obligation to respect professional secrecy with regard to confidential information to which they have access, debates and decisions in which they have participated and which have not yet become public;

(vi) members of the management body must not take part in any deliberations on any matter in respect of which they are or may be in a conflict of interest or in which their objectivity or ability to perform their duties properly might otherwise be compromised. To avoid the occurrence of conflicts of interests, the Company has established a set of rules of conduct to be complied with both by the members of the Board of Directors and by the members of the Executive Management of the Company;

CHAPTER VIII. TRANSAPARENCY AND FINANCIAL REPORTING

(1) The Company opts for a prompt and accurate publication of information on its website on all important and relevant aspects of the Company in order to provide stakeholders with the information necessary to enable them to assess the effectiveness of the Company's Board of Directors as well as the executive management in the process of managing the Company.

(2) The Company's communication strategy is based on principles such as:

(i) equal access to information for all shareholders and immediate availability of relevant information;

(ii) timeliness in the publication of results;

(iii) transparency and consistency of the information provided.

(3) For the aim of properly informing investors, the Executive Management shall take all necessary measures to establish and operate, on a continuous basis, an investor relations department.

(4) In addition to the information required by law, the Company will include on its website a section dedicated to investor relations, in Romanian and English, with all information of interest to investors, including:

(i) The main corporate regulations: the Articles of Incorporation, Corporate

Governance Code, Rules of Conduct of the General Meeting of Shareholders, Internal Regulations of the Board of Directors and the Resolution of the Board of Directors on delegating the powers to management to the manager(s);

(ii) Policy on the annual distribution of dividends or other benefits to shareholders;

(iii) The remuneration policy of the Board of Directors and the Executive Management members of the Company;

(iv) Policy of forecasts;

(v) Professional CVs and the declarations of independence of the members of the Company's governing bodies and any other professional commitments of board members, including executive and non-executive positions on boards of non-profit companies or institutions;

(vi) current and periodical reports (quarter, half-year and annual), including current reports on detailed information related to non-compliance with the provisions required to be observed in accordance with the Corporate Governance Code of the Bucharest Stock Exchange. The quarterly and half-yearly financial reports will include information in both Romanian and English on key factors influencing changes in the level of sales, sales volume and sales revenue, operating profit, net profit and other relevant financial indicators, both quarter-on-quarter and year-on-year.

(vii) information related to General Meetings of Shareholders: agenda and supporting materials; procedure of electing the members of the Board of Directors; arguments sustaining the proposal of candidates for election to the Board of Directors, together with their professional CVs; shareholders' questions related to the agenda items and the Company's answers, including adopted resolutions;

(viii) information on corporate events such as payment of dividends and other distributions to the shareholders or other events leading to gaining or limiting shareholders' rights, including terms and principles applied to such operations. The respective information shall be published in a time limit allowing investors to make investment decisions;

(ix) Company presentations (e.g. investor presentation, presentation of quarterly results etc.), financial statements (quarterly, half-year, annual), audit reports and annual reports;

(x) name and contact details of the person who is authorised to provide, upon request, relevant information.

(5) The Directors' Annual Report shall include, in a distinct section:

(i) statement on the Directors' and Managers Remuneration Policy prepared and implemented for the financial year to which the report relates;

(ii) a report on implementing the Directors' and Managers Remuneration Policy prepared and implemented for the financial year to which the report relates.

(6) Also, the Directors' Annual Report shall include, in a distinct section a corporate governance statement.

(7) The content of the corporate governance statement shall be in compliance with to companies trading securities on the regulated market and the provisions of the Rulebook of Bucharest Stock Exchange.

(8) The Board of Directors will present to the annual General Meeting a brief assessment of the systems of internal control and significant risk management, as well as opinions on matters to be decided by the General Meeting.

(9) Any essential change occurring in connection with the information published according to article (3) shall be published on the Company's website in due time.

(10) Each year, the Company shall organize at least two meeting/conference calls with analysts and investors. The information presented during these events will be published at the "Investor Relations" section of the Company's webpage on the date of meetings/conference calls.

(11) Any specialist, consultant, expert or financial analyst may participate the General Meetings upon prior invitation by the Board. Accredited journalists may also attend the general meeting of shareholders, unless the Chairman of the Board of Directors decides otherwise.

(12) Shareholders/investors may address their requests to the Company, either by e-mail or by telephone, to the contact details dedicated to them on the website. In addition to the dialogue with shareholders at General Meetings, the Company uses various means of communication (website, press releases and/or press conferences, etc.) to inform shareholders and investors accurately and promptly.

CHAPTER IX. TRANSACTIONS WITH RELEVANT PERSONS

(1) The Company will ensure that all related party transactions are objectively judged on their own merits in a manner that ensures independence and the protection of the Company's interests, with due regard for the restrictions contained in the legislation and fairly genedisclosed to shareholders and potential investors. The definition of related parties is harmonised with that in International Accounting Standard.

(2) No shareholder may be given preferential treatment over other shareholders in connection with transactions and agreements entered into by the Company with

shareholders and their affiliates.

(3) Any transaction of the Company with any of the companies with which it has close relations whose value is equal to or greater than 5% of the Company's net assets shall be approved by the Board of Directors following a binding opinion of the Audit Committee. and properly disclosed to shareholders and potential investors, to the extent that such transactions fall within the category of events subject to reporting requirements.

(4) The Company will maintain a register of all related parties and their interests. This register is updated at least once a year as soon as a new information arises. To this end, related parties affiliated to the Company shall periodically communicate to it information on their related party relationships.

(5) Apart from the observance of the legal provisions with the general character, the Company has established and implemented internal policies which regulate in detail the internal procedure regarding the disclosure of transactions between affiliates.

CHAPTER X. CORPORATE INFORMATION REGIME

(1) The Directors of the Company and members of the Executive Management shall maintain the confidentiality of documents and information received during their term of office and shall comply with the procedure adopted by the Company regarding the internal circulation and disclosure to third parties of such documents and information.

(2) The members of the executive management are obliged to propose to the Board of Directors the adoption of a procedure on the internal circuit and disclosure to third parties of documents and information relating to the Company, giving particular importance to information that may influence the evolution of the market price of securities issued by the Company.

(3) The Company has established, will establish, implements and will implement procedures regarding the internal circuit and disclosure to third parties of privileged and/or classified documents and information relating to the Company.

CHAPTER XI. SOCIAL RESPONSIBILITY

(1) Premier Energy aims to be a responsible player in the energy market, considering social involvement as an integral part of its strategy. In accordance with the principles of corporate social responsibility the Company aims to achieve economic success in an ethical manner, with respect for its employees, the community and the environment.

(2) Social responsibility is for the Company a business culture that includes business ethics, customer rights, economic and social equity, environmentally friendly technologies, fair treatment of the workforce, transparent relations with public authorities, moral integrity

and community investment.

(3) The company aims to have an active communication with public authorities, companies and civil society, which will ensure that present and future difficulties can be overcome.

(4) The Company consistently seeks to increase the level of involvement of its employees and external stakeholders in the development and implementation of the Company's social responsibility practices.

CHAPTER XII. FINAL PROVISIONS

(1) The Company voluntarily adheres to and applies the provisions of the Corporate Governance Code of the Bucharest Stock Exchange.

(2) The Company annual report shall include the statement of compliance or non-compliance with the provisions of the Corporate Governance Code issued by the Bucharest Stock Exchange. In case of non-compliance with the provisions of the Corporate Governance Code issued by the Bucharest Stock Exchange, the Company shall provide full explanations.

(3) The provisions of this Code shall be binding for the members of the Company's governing bodies, key persons, employees of the Company, and shareholders of the Company.

(4) The Code shall be revised whenever necessary. The review will be carried out in the light of developments in the relevant legislative framework and, if necessary, the Code will be adapted to include legislative changes and to be in line with the latest international standards and best practices in corporate governance.