



НИС а.д. Нови Сад / NIS j.s.c. Novi Sad
Народног фронта 12 / Narodnog Fronta 12
ОДБОР ДИРЕКТОРА/ BOARD OF DIRECTORS
КОМИСИЈА ЗА НАКНАДЕ / REMUNERATION COMMISSION
Број (No): 85-2/OD-iz/XIII-3a
Датум (Date): 30.04.2018

Pursuant to the Article 413 of the Law on Commercial Entities (Official Gazette of the Republic of Serbia No 36/2011, No 99/2011, 83/2014 – other law and 5/2015), Article 9 Item 9.12 of Articles of Association of NIS j.s.c. Novi Sad (hereinafter referred to as the Company or NIS j.s.c. Novi Sad) No 70/SA-od/VI-11a, dated 30.06.2014 (consolidated text) and Articles 16 and 17 of Rules of Procedure of the Board of Directors and Commissions of the Board of Directors of NIS j.s.c. Novi Sad No 85/1-3a dated 25.06.2012, the Remuneration Commission of the Board of Directors (hereinafter referred to as the Remuneration Commission) hereby presents the following

REPORT
ON EVALUATION OF THE AMOUNT AND STRUCTURE OF REMUNERATION OF MEMBERS
OF THE BOARD OF DIRECTORS OF NIS J.S.C. NOVI SAD

The subject of this report is assessment of the conformity of the amount and structure of the remuneration of each member of the Board of Directors of NIS j.s.c. Novi Sad (hereinafter referred to as BoD or NIS BoD) to the principles, frames, criteria determined by the effective Remuneration policy of BoD members and BoD commissions members.

For the purposes of the analysis of the amount and structure of the remuneration of NIS BoD members, the data from the report of PricewaterhouseCoopers Consulting d.o.o. Belgrade (hereinafter referred to as - PWC) was used on the amount and structure of the remuneration of non-executive (inclusive of independent) directors of leading international petroleum companies.

Please find below a more detailed description of the companies participating in the survey:

Name of the company	Country	Total income in 2017 (EUR)	Correlation between X/ NIS
ROYAL DUTCH SHELL (ON)*	UK	226.756.310.330	132,4
BP	UK	203.848.571.271	119,0
TOTAL*	France	141.457.590.868	82,6
ENI*	Italy	70.980.000.000	41,4
STATOIL*	Norway	43.335.675.610	25,3
REPSOL YPF S.A.	Spain	37.433.000.000	21,9
OMV GROUP*	Austria	19.260.000.000	11,2
PKN ORLEN*	Poland	18.060.122.060	10,5
MOL*	Hungary	11.476.206.150	6,7
PGNIG*	Poland	7.586.000.000	4,4
PETROFAC*	UK	7.437.529.137	4,3
AMEC*	UK	6.325.967.450	3,7
NIS**	Serbia	1.712.817.416	1,0
TULLOW OIL PLC*	UK	1.140.238.495	0,7
CAIRN ENERGY***	UK	-	-

* Data from 2016 (lack of audited annuals results as of 28 February 2018).

** Data retrieved from EMIS.

*** Company did not report any operating income.

With a view of significant differences among the surveyed companies in terms of their size and geography, two subgroups were created. Statistical analysis of non-executive (independent) directors' remuneration was performed as per these groups, which resulted in a higher level of transparency and comparability:

Group 1: this group consists of petroleum companies (BP, ENI, REPSOL YPF S.A., Royal Dutch Shell (ON), TOTAL).

Group 2: this group consists of medium and small petroleum companies (Amec, CAIRN ENERGY, Petrofac, Statoil, Tullow Oil plc, MOL, OMV Group, PGING, PKN Orlen).

The structure of remuneration of non-executive BoD members of reference group is simple and usually equal to:

- Fixed amount of annual/monthly remuneration dependent on the size of the company and effective position (chairman, deputy, member);
- Additional payments for participation in committees dependent on the function performed (chairman or member of the committee), type of the committee (bigger remuneration for Audit committee). However, some organizations include these additional payments into a fixed amount of the remuneration from the outset;
- Other elements of the remuneration such as additional payments dependent on the number of meetings per year; retirement allowances, etc. are applied much less frequently.

Unfortunately, the companies of reference group in this survey have not provided a detailed description of the long-term motivation plan for non-executive BoD members in their annual reports. Therefore, it is impossible to obtain an accurate statistical analysis of this component.

It is not recommended by PWC to compare the data from this year analysis to the previous years results. Some companies' reports are in GBP and due to significant GBP exchange rate changes difference might be higher than expected.

Overview of the amount of annual short-term remuneration market ranges of non-executive members of the Board of Directors of petroleum companies(Q1 – Q3) for 2016 – 2017 (EUR, net)		
Groups:	2016	2017
Group 1	134,000 – 269,000	136,000 – 250,000
Group 2	43,000 – 110,000	39,000 – 89,000
NIS	Fixed part of remuneration for <u>BoD membership</u> is 80,000.	Fixed part of remuneration for <u>BoD membership</u> is 80,000.

An analysis of the reference group remuneration market shows that the amount of the annual fixed remuneration of the non-executive members of the NIS BoD is at the level of the cumulative remuneration received by the non-executive members of the boards of directors of companies such Amec, CAIRN ENERGY, Petrofac, Statoil, Tullow Oil plc, MOL, OMV Group, PGING, PKN Orlen.

The remuneration structure of the independent members of the NIS BoD is also consistent with the current market practices because it includes the main elements of fixed remuneration of a member of the Board of Directors.

Taking into consideration that NIS j.s.c. Novi Sad is a growing Company with ambitious plans in all areas of business, the objective of which is to attract and retain highly competent non-executive

directors with work experience with major international oil and gas companies, the main issue related to retention of such directors is a competitive size of remuneration.

Accordingly, the structure and amount of the remuneration received by members of the NIS BoD is consistent with the principles, framework and criteria that are laid down by the effective Remuneration Policy for the members of the BoD and Commissions of the BoD.

**Председник Комисије за накнаде /
Chairman of the Remuneration Commission**

Станислав Шекшња / Stanislav Shekshnya
(потпис и печат) / (signature and stamp)