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STATUTE of Exim Banca Românească S.A.

CHAPTER I

NAME, LEGAL STRUCTURE, OBJECT OF ACTIVITY, REGISTERED OFFICE AND DURATION OF OPERATION of Exim Banca Românească S.A.

Section 1 - Name

Art.1 (1) The name of the company is „Exim Banca Românească S.A.”.

(2) In all its official papers, Exim Banca Românească S.A. shall clearly identify itself through a minimum of information, such as: the name which is registered with the Trade Register, the legal structure, the registered office address, the share capital, the number and the date of registration with the Trade Register, the unique registration code, the number and the date of registration with the Register of credit institutions.

(3) The bank's emblem consists of the name of the bank - Exim Banca Românească - and a figurative graphic element. The word "Exim" is written in a special blue script, with the letter "E" written in capital letters and the letter "x" in three colors - blue to the left, yellow to the upper right and red to the bottom right. Under the word "Exim", along its entire length is inscribed, in smaller letters, the expression "Banca Românească", with capital letters at the beginning of the words, in blue color. The figurative element is placed to the left of the name and represents a square with rounded corners, positioned rhomboidally, with sides of blue color, inside of which are located three tricolor arrows (blue, yellow, red) on a white background.

The emblem of the Bank is presented in the graphic form provided in the annex which is an integral part of this Statute.

Section 2 – Legal structure

Art.2 (1) Exim Banca Românească S.A. is a Romanian legal entity that is legally formed as a joint stock company, with 51 % perpetual participation of the Romanian State in the share capital.

(2) The social liabilities of Exim Banca Românească S.A. are covered by its patrimony and the shareholders' personal liability is limited to the value of their subscribed and paid in share capital.

(3) Exim Banca Românească S.A. carries out its activities in accordance with Law no.96/2000 on the organization and operation of the Banca de Export-Import a Romaniei EximBank-S.A, republished, with banking legislation provisions, legislation on insurance and reinsurance companies and according to the provisions of Law No. 31/1990 concerning the companies, further republished, amended and supplemented, and to the present Statute.

(4) Exim Banca Românească S.A. is a specialized institution that performs operations for supporting the Romanian business environment and international transactions, through particular financial & banking and insurance instruments.

(5) Exim Banca Românească S.A. carries out its activity on its own behalf and on its account, performing, within the limits of the authorisation granted by the National Bank of Romania, banking operations for natural persons and legal entities.

(6) Exim Banca Românească S.A. carries out in the name and on behalf of the state, within the limits of the mandate granted by the Romanian Government, financing, guarantee and insurance activities, financial & banking operations and similar for resident and non-resident legal entities.

(7) For the insurance activity carried out in the name and on behalf of the state, Exim Banca Românească S.A. acts as an institution for the official support of export credits, Export Credit Agency.

(8) The general objective of Exim Banca Românească S.A. activities is:

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- a) management and development of financing activities and instruments intended specifically to provide the development of infrastructure, the development of public utilities, the regional development, to support the research and development activities, environmental protection, staff employment and training, to support the growth of small and medium enterprises, to stimulate the Romanian exports, to support the international transactions and the Romanian investments abroad, as well as any other specific objectives set by the Romanian Government;
- b) Exim Banca Românească S.A. co-operates with public authorities and public or public-related institutions based on specific agreements, to the extent of their competences according to law, and on mutual terms for the supply of information required both for the risk rating assessment and for the achievement of its object;
- c) Exim Banca Românească S.A. performs the recovery of the amounts paid from the State budget allocated funds, through debt recovery execution, pursuant to failure to apply or infringement of any contract provision by business operators benefiting from any support means provided by the Romanian government, through the Inter-Ministry Committee for Financing, guarantees and insurances, of the contractual conditions, through its own body of tax executors, which will carry out the enforcement activities according to the provisions of Law 207/2015 on the Fiscal Procedure Code, with subsequent amendments and completions;
- d) management and development of particular financing, co-financing, refinancing and guarantee activities, on its behalf and on its own account, intended to ensure the development of infrastructure, the development of public utilities, regional development, to sustain research and development activities, environmental protection, staff employment and training, to support the growth of small and medium enterprises, as well as the worldwide transactions;
 - d^1) management and development of the specific banking activities with a universal vocation, meant to increase the degree of financial intermediation and the access of natural persons to specialized financial-banking products;
- e) performing other banking operations, for the implementation of the specific object of activity, in accordance with the legal provisions in force;
- f) concluding agreements and conventions necessary for one's own activity, with similar organizations in the country and abroad;
- g) concluding in the name and on behalf of the state, letters of intent and other documents and ensuring the representation at the level of the supervisory and decision-making bodies of the entity through which the investment programs of the Three Seas Initiative Investment Fund are carried out, as well as of other entities through which investment or promotional programs are carried out, in accordance with the special mandates granted by the Romanian Government;
 - g^1) participation in actions initiated by the shareholders of the Three Seas Initiative Investment Fund, which contribute to increasing the visibility of joint projects of the countries in the region;
- h) assessment, as a financial and banking consultant, of commercial and country risks;
- i) provision of assistance for technical expertise and carrying out banking operations for the implementation of projects approved by the Inter-ministerial Committee for Financing, Guarantees and Insurance;
- j) collection, processing, storage and provision of specific credit information;
- k) carrying out of other operations according to the law.

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Section 3 – Object of activity

Art. 3 (1) (a) Exim Banca Românească S.A. has as main field of activity the management and development of specific activities of financing, co-financing, refinancing, guarantee, on its behalf and on its own account, intended to ensure the development of infrastructure, the development of public utilities, regional development, to sustain research and development activities, environmental protection, staff employment and training, to support the growth of small and medium enterprises, as well as the worldwide transactions; management and development of the specific banking activities with a universal vocation, meant to increase the degree of financial intermediation and the access of natural persons to specialized financial-banking products.

(b) The main field is "Monetary intermediation" - NACE Code 641.

(2) The main object of activity is:

Other monetary intermediation (NACE Code 6419).

The Bank may carry out, within the limit of the authorization granted by the National Bank of Romania, as well as subject to obtaining the other authorizations required by law, the following activities:

- (a) receiving of deposits and of other reimbursable funds (NACE Code 6419);
- (b) granting of credits, such as: consumption loans, mortgage loans, recourse and non-recourse factoring, financing of trade transactions, forfeiting included (NACE Code 6419);
- (c) payment operations as defined by art. 7 of the Law no. 209/2019 on payment services and for the change of some normative documents (NACE Code 6419);
- (d) issuance and management of payment instruments, such as: cheques, promissory notes and payment orders, in so far as it does not fall under point (c), including the issuance of electronic money (NACE Code 6419);
- (e) issuance of guarantees and undertaking commitments (NACE Code 6419);
- (f) trading on own account, according to the law, with (NACE Code 6419):
 - 1) money market instruments, such as: cheques, drafts, promissory notes, certificates of deposit;
 - 2) foreign currency
 - 3) futures agreements;
 - 4) instruments based on exchange rate and interest rate;
 - 5) securities and other transferable financial instruments;
- (g) trading on the customer's account, in accordance with the law, with (NACE Code 6419):
 - 1. foreign currency
 - 2. instruments based on exchange rate and interest rate;
 - 3. securities and other transferable financial instruments;
- (h) consultancy services on capital structure, business strategy and other trading business related issues, services related to mergers and acquisitions, and other consultancy services, (NACE Code 6619);
- (i) brokerage on the interbank market (NACE Code 6612);
- (j) custody and management of government securities (NACE Code 6419, 6619);
- (k) acquiring equity interests in other entities (NACE Code 6420);
- (l) acting as electronic archive operator for securities (NACE Code 6619);
- (m) renting movable and immovable assets to third parties (NACE Code 6820);
- (n) provision of services in favour of bank's customers, namely:
 - i. assessment of movable and immovable assets for the loan guarantee;
 - ii. expertise of technical and economic documents and of pre-feasibility and feasibility studies submitted by customers in view of loan granting;
 - iii. provision of internet banking services for accomplished banking operations;

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- iv. sale of specific bank forms to customers (NACE Code 6619);
- (o) operations with movable and immovable property (NACE Code 5510, 6810, 6820):
- 1) operations necessary to carry out the activity;
 - 2) operations with movable and immovable property intended for the improvement of the professional training of employees, the organization of rest and recreation areas or the provision of housing for employees and their families;
 - 3) operations with movable and immovable property acquired as a result of the enforced execution of the Bank's claims, including their capitalization to the bank's employees, under the conditions of the law;
- q) issuance of credit cards, money transfer services, operations with metals and precious stones and objects made from them, safe deposit box rental (NACE Code 6419);
- (p) issuance of bonds on the internal and external market, under the conditions of the law in order to attract the necessary sources for carrying out its activity (NACE Code 6499);
- (r) concluding agreements and conventions necessary for its own activity, with similar organizations in the country and abroad, as well as with financial institutions in the country and abroad, in order to set up funds to be used as attracted sources to support activities in their own name and on their own account (NACE Code 6419);
- (s) other operations under mandate (NACE Code 6419):
- i. acting within the syndicated credit agreement, participation in syndicated loans based on the mandate received from the other banks;
 - ii. carrying out operations on behalf of the clients who are legal persons, based on the mandate granted by them (e.g. administrative expenses, expenses to the local or state budget, expenses for insurance operations and payment of interest on the loans committed);
- (t) training and professional training activities of employees (NACE Code 8559);
- (u) preparation and provision of programs for own activity (NACE Code 5829);
- (v) services provision of data processing, database management or other similar services for third parties (NACE Code 6311);
- (w) performing other banking operations, for the implementation of the specific object of activity, according to the legal provisions in force (NACE Code 5829);
- (x) services provision regarding the supply of data and references in the field of credits (NACE Code 6419);
- (y) Operations under mandate (NACE Code 6420, 6612, 6619, 6622):
- 1) carrying out of activities as insurance broker based on the broker contracts;
 - 2) development of operations as broker /representative for other credit institutions and for other entities in the group to which the Bank belongs, in the frame of the financial-banking activity carried out by these ones;
- (z) non-financial transactions, in mandate or commission, in particular on behalf of other entities within the group to which the Bank belongs, namely: intermediation, marketing and assistance in the sale of products (NACE Code 6612, 6619);
- (aa) depositing the financial assets of privately managed and optional pension funds (NACE Code 6419);
- (bb) distribution of shares in investment funds and shares of investment companies (NACE Code 6419, 6619);
- (cc) storage of assets of investment funds and investment companies (NACE Code 6419);
- (dd) management of customers portfolio and consultancy related thereof (NACE Code 6499, 6619, 6630);
- (ee) auxiliary or connected services related to the developed activities, such as: owning and managing movable and immovable property necessary for the performance of the activity or for the use of employees and may perform any other activities or operations necessary for the achievement of the authorized object of activity (NACE Code 5510, 6820);

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(ff) operations under mandate in the name and on the state account, within the limits of the competences approved by the Inter-ministerial Committee for Financing, Guarantees and Insurance (NACE Code 6492):

- i. issuance of export guarantees;
- ii. carries out specific operations of financing, co-financing, refinancing, insurance, reinsurance and guarantee for supporting domestic key objectives and worldwide transactions;
- iii. performs the insurance and reinsurance, against political and commercial risks of export credits for goods and services, of Romanian investments made abroad, insurance of export guarantees, and of leasing export operations;
- iv. carries out operations aiming to stimulate complex exports and other operations for supporting Romanian exports, in compliance with the legislation in force;
- v. guarantees of credits for the performance of export intended goods and services, buyer credits and Romanian investments abroad;
- vi. managing funds set up, according to legislation in force, which are meant to ensure assistance for foreign trade operations, as well as infrastructure and public utilities development, regional development, research and development support, environmental protection, staff employment and training, assistance and development of small and medium enterprises and international transactions;
- vii. manages and develops specific activities of financing, co-financing, refinancing, insurance, reinsurance and guarantee activities for the State's account, approved by the Inter-Ministerial Committee for Financing, Guarantee and Insurance, intended to provide the development of infrastructure and public utilities, the regional growth, the R&D assistance, the environmental protection, the staff employment and training, and the assistance and support of small and medium size companies as well as the international transactions;
- viii. performs other operations provided by law;
- ix. uses specific supportive instruments for the Romanian business environment under authorized State aid schemes;

(3) The provisions of paragraph (1), (2) are construed and applies so that the listed activities to cover any operations, transactions, products and services which are within the field of these activities or can be assimilated thereof, including their auxiliary services.

Section 4 – Registered office

Art4 (1) Exim Banca Românească S.A. has the registered office in Romania, Bucharest Municipality, Sector 1, str. Barbu Delavrancea no. 6A, Buildings A1, A2, B1, B2a, B2b, C (1st floor and attic).

(2) The registered office of Exim Banca Românească S.A. can be changed only by resolution of the Extraordinary General Assembly of Shareholder.

(3) Exim Banca Românească S.A. carries out business at central level, territorial level and abroad, through secondary offices, branches, agencies, business centers and other similar.

Section 5 – Length of operation

Art.5 (1) Exim Banca Românească S.A. is set up for an indefinite period from the date of its registration with the Trade Register.



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CHAPTER II
Share capital and Shares

Art.6 (1) The Exim Banca Românească S.A. subscribed and paid-in share capital is of 772,511,952 lei

(2) The share capital is divided into 128,751,992 shares, each having a nominal value of 6 lei.

(3) The shares issued by the bank are nominative.

(4) The shares are held by: a number of 127,286,457 shares are held by the Romanian State through the Ministry of Public Finance, amounting to 763,718,742.00 Lei representing 98.86% of the share capital, S.I.F. BANAT - CRIȘANA S.A holds a number of 414,740 shares, of a total amount of 2,488,440.00, representing 0.32% of the share capital, S.I.F. MUNTENIA S.A. holds a number of 564,870 shares, of a total amount of 3,389,220.00 lei, representing 0.44% of the share capital, Shareholders of list type – legal entities hold a number of 15,220 shares, of a total amount of 91,320 lei, representing 0.01% of the share capital, Shareholders of list type – individuals hold a number of 470,705 shares, of a total amount of 2,824,230 lei, representing 0.37% of the share capital.

Art.7 (1) The share capital may only be increased by decision of the Extraordinary General Assembly of Shareholders, whether by creation of new shares or raising the nominal value of the existing shares. According to law, the subscribed capital shall be paid-in upon the date of its subscription.

(2) Besides new cash contributions Exim Banca Românească S.A. may increase the share capital, by using as well the following sources, in compliance with legislation in force:

a. issue or contribution premiums, as well as other capital-linked premiums, wholly collected, remained after the payment and the cover of non-redeemed expenses made with such operations, as well as the reserves set up for such premiums;

b. dividends from net profit due to shareholders, after the payment of legal tax on dividends, according to law;

c. reserves set up from net profit, existing in the balance of the latest annual financial statements;

d. other sources stipulated by law.

(3) The newly issued shares shall be subscribed and paid-up according to legislation in force.

(3^1) The shares issued to increase the share capital will be offered for subscription, primarily to existing shareholders, in proportion to the number of shares they own.

(3^2) The exercise of the right of preference can be done only within the term decided by the General Assembly. In all cases, the time allowed for exercising the preference rights may not be less than one month from the date of publication of the decision of the General Assembly in the Official Gazette of Romania, Part IV. After the expiry of this period, the shares may be offered for subscription to the public. The Extraordinary General Assembly of Shareholders may decide to limit or lift the right of preference of shareholders under the conditions provided by the legislation in force on the date of such a decision.

(6) The share capital may be decreased on the basis of resolution of the Extraordinary General Assembly of Shareholders, provided the minimum capital amount established through regulations by the National Bank of Romania is observed.

(7) In case of capital decrease, the legal provisions regarding the procedure and terms of decrease shall be observed.

Art.8 (1) The shares are registered, dematerialized, indivisible and will be entered in the register of shareholders that is duly numbered and sealed, which is kept at Exim Banca Românească S.A's premises.

(2) Upon shareholders request, Exim Banca Românească S.A. shall release the shareholder certificate,



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according to the law.

Art.9 (1) Each subscribed and paid-up share entitles the shareholder to a single vote in the General Meeting of Shareholders, the right to elect and to be elected in the management bodies, to receive dividends as well as the respective quota in case of bank liquidation.

(2) The holding of shares means acceptance by the shareholder of this Statute, including all its amendments.

(3) The rights and obligations resulting from the held share are transferred to the new owners in case of change of ownership, according to provisions of art. 10 of this Statute.

(4) The assets of Exim Banca Românească S.A. cannot be subject to any legal action in respect of personal liabilities of shareholders. The creditor of a shareholder can only claim that part of profit which is due to the latter, or his quota in case of bank's liquidation.

Art. 10 (1) The shares are indivisible for Exim Banca Românească S.A., which accepts only one shareholder for each share. The shares can be transferred between shareholders.

(2) The transfer of the nominative shares is made by statement in the shareholders' register of Exim Banca Românească S.A. signed by assignor and assignee or by their authorized representatives, upon authenticated power of attorney.

CHAPTER III

Management and administration of Exim Banca Românească S.A.

Section 1 General Assembly of Shareholders

Art.11 (1) The General Assemblies are ordinary and extraordinary.

(2) The Ordinary General Assembly of Shareholders has the following duties:

- a. appoints executive and nonexecutive directors; assigns responsibilities to these ones and revokes thereof. The executive directors are the executive chairman and executive vice-chairmen of the bank. Appoints the chairman of the Board of Directors from among the non-executive members;
- b. decides upon the remuneration for executive and non-executive members of the Board of Directors;
- c. examines, approves or amends the annual financial statements, based on the reports presented by the Board of Directors and the financial auditors, and establishes the dividend;
- d. decides on the management of the Board of Directors;
- e. approves the revenues and expenses budget and the business plan for the following year;
- f. decides to pledge, rent or liquidate one or more units of the company.

(3) The Extraordinary General Assembly of Shareholders has the following duties:

- a. decides on modifying of the statute and the name of the bank;
- b. decides on changing the address of the registered office;
- c. decides on changing the object of activities;
- d. decides upon the increase of the share capital;
- e. decides upon the decrease of the share capital or its replenishment by issuing new shares;
- f. decides upon the issuance of bonds;
- g. decides upon capital participation in financial or banking companies, according to the legal provisions;



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- h. decides upon liquidation and dissolution of Exim Banca Românească S.A.;
- i. decides on the acquisition, alienation, rental, exchange or establishment of guarantees with goods in the bank's patrimony, the value of which exceeds half of the accounting value of the bank's assets on the date of conclusion of the legal act;
- j. approves the merger with other companies or the division of the company;
- k. may delegate to the Board of Directors the exercise of certain powers within the limits and under the conditions provided by law;
- l. decides on any other aspects that fall to Exim Banca Românească S.A. according to the law, related to the activity thereof.

Art.12 (1) The General Assembly of Shareholders is convened by the Board of Directors in compliance with legal provisions.

(2) The meeting notice of the General Assembly of Shareholders will be published in the Official Gazette of Romania and in one of the widely spread newspapers, at least 30 days before the General Assembly is held, indicating precisely its date and venue. As a rule, the General Assembly of Shareholders is held at the headquarters of Exim Banca Românească S.A..

With the publication in the Official Gazette, the meeting notice will be posted on the website of Exim Banca Românească S.A. at the Section dedicated to relations with shareholders.

(3) The change of address of the shareholder cannot be opposed by the company if it was not notified by the shareholder.

(4) The convocation shall include the draft of the agenda mentioning the date when the documents to be submitted for examination are available, not later than 10 days before the meeting date

(5) In case the agenda includes proposals for the modification of Articles of Association, the convocation shall contain the full text of such proposals.

(6) The General Assembly of Shareholders may also be held without prior notice, if the shareholders present or the representatives own the entire share capital.

(7) The General Assembly of Shareholders can also be held by correspondence, respectively by electronic transmission of the vote, using the e-mail addresses specially created and made available to the shareholders by Exim Banca Românească S.A.

(8) The shareholders, their representatives including, are bound to keep professional secret as regards any fact, data, and information pertaining the activity of Exim Banca Românească S.A. and that are not meant to be published.

Art.13 (1) One or several shareholders representing, individually or together, at least 5% of the share capital, may request to supplement the agenda of the meeting with new items.

(2) The requests shall be submitted to the Board of Directors, no later than 15 days after the notification of the convocation, in order to bring them to the attention of the other shareholders. If the agenda includes the appointment of directors and shareholders wish to make proposals for candidatureship, the request will include information on the name, place of residence and professional qualification of the persons proposed for the respective positions.

(3) The agenda, completed with the items proposed by the shareholders, after the convocation, must be brought to the attention of the shareholders with the fulfillment of the requirements provided by the law and the Articles of Association for convening the General Assembly, at least 10 days before the date mentioned in the initial meeting notice.

Art.14 (1) The annual financial statements, the Annual Report of the Board of Directors, the proposal on dividend distribution as well as the upcoming business plan are made available to the shareholders at the

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bank's premises from the date of General Assembly convocation. Copies of such documents may be released upon shareholders' request.

(2) The new items inserted on the agenda upon shareholders' request according to Art. 13, as well as the documents listed at paragraph (1) are to be posted on the website of Exim Banca Românească S.A., where shareholders have free access.

Art.15(1) The General Assembly of Shareholders is chaired by the Chairman of the Board, or in case of his absence, by one of the non-executive independent members appointed by the Chairman.

(2) The General Assembly of Shareholders shall appoint from among the shareholders, 1 to 3 secretaries, to check the list of those attending the meeting, presenting the capital owned by each of them, and the fulfilment of all formalities for holding the meeting, required by law and the Statute, after which the meeting starts according to the agenda.

(3) The secretaries appointed by the General Assembly of Shareholders will be assisted by specialized personnel in drawing up the minutes of meeting.

(4) The minutes of the General Assembly of Shareholders shall include the way in which the formalities have been fulfilled, the date and place of the meeting, the list of the attending shareholders, the number of subscribed and paid-up shares, the summary of debates, the decisions taken, and upon shareholders' request, their declarations. The minutes shall be signed by the Chairman of the Board of Directors and the secretaries.

(5) The attending list of the shareholders and also the convocation of the meeting shall be attached to the minutes of meeting.

(6) The minutes of meeting shall be recorded in the book of the General Assembly of Shareholders.

Art.16 (1) For the validity of the proceedings of the Ordinary General Assembly of Shareholders, the presence of shareholders holding at least 1/4 of the total number of voting rights is required at the first meeting, and decisions are taken with the majority of votes cast.

(2) For the validity of proceedings of the Extraordinary General Assembly of Shareholders, the following requirements have to be met:

- a. Upon the first convocation, the shareholders attending the meeting shall represent not less than 1/4 of total voting rights, and the matters shall be decided by majority of votes held by shareholders present in person or by representatives;
- b. Upon the following convening, the attending shareholders should account for 1/5 of total voting rights, the decisions having to be made with majority of votes held by shareholders present in person or by representatives;
- c. The decision of modifying the main object of activity, of share capital increase or decrease, of legal structure change, of merger, division, or dissolution shall be made with a majority accounting for at least 2/3 of voting rights held by shareholders present in person or by representatives.

(3) The resolutions of the General Assembly of Shareholders are taken by open vote. The secret vote is compulsory for those decisions regarding the election of the Board of Directors, and of internal auditors, for their revoking or when the resolutions refer to responsibilities of the members of the Board, and of bank's control and management bodies.

(4) The shareholders may be represented only by other shareholders who shall be appointed by special power of attorney, under private signature; the shareholders who are legal persons participate through their legal representatives or other persons appointed by them by power of attorney under private signature.

(5) The power of attorneys shall be submitted in the original, at the headquarters of Exim Banca

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Românească S.A. at least 48 hours before the date of the General Assembly of Shareholders. In the case described at art. 12, paragraph (6), the powers of attorney shall be submitted at the beginning of the General Assembly of Shareholders.

(6) The resolutions of the General Assembly of Shareholders, taken in compliance with the Statute and the regulations in force, are binding even for the shareholders who voted against or were not present at the meeting.

(7) In order to be enforceable against third parties, the resolutions of the General Assembly will be submitted within 15 days to the Trade Register, to be mentioned in the register and published in the Official Gazette of Romania, Part IV.

(8) The results of the vote and the adopted resolutions will be published on the website of Exim Banca Românească S.A. within 15 days from the date of the General Assembly. The same advertising regime on the Bank's website will apply to the resolutions of the Bank's Board of Directors taken in the exercise of the duties delegated by the General Assembly.

(9) In case such a resolution involves the change of the Statute, the resolutions included the full text of the performed changes shall be published.

(10) The resolutions of the General Assembly of Shareholders taken by breach of the Statute provisions or of the legal stipulations, may be brought to Court within 15 days from their publication in the Official Gazette of Romania, by any shareholder who was not present at the meeting or who voted against and asked for the inclusion of his assertion in the minute of that General Assembly.

Section 2 – Board of Directors

Art.17 (1) Exim Banca Românească S.A. is headed by a Board of Directors appointed by The General Assembly of Shareholders, consisting of 9 members, of which 5 non-executive directors and 4 executive directors, respectively the Executive President of the bank and 3 executive vice-presidents. The Chairman of the Board of Directors is appointed by the Ordinary General Assembly of Shareholders from among the non-executive members.

(2) The Board of Directors is the joint management body of Exim Banca Românească S.A. performing the general management of bank's activities.

(3) The Board of Directors is convened by the Chairman of the Board.

(4) The meetings of the Board of Directors are headed by the Chairman of the Board of Directors and, in his absence, by another independent non-executive director appointed by the Chairman.

Art.18 (1) The Board of Directors has the following main duties:

- a. approves the Organization and Functioning Regulation of the Management Committee, as well as of the Audit, Credit, Asset and Liability Management Committees, of its own Body of Tax Executors, of the Risk Management Committee and other working bodies, as well as their structure, in order to carry out specific activities;
- b. analyzes, approves and submits for approval to the General Meeting of Shareholders the annual draft of the income and expenditure budget, the activity program as well as the annual financial statements;
- c. approves the application of the Regulations issued by the bank that are not included in the Operating Regulation and for which the approval of the Board of Directors is required by law or by the regulations of the National Bank of Romania;
- d. approves the internal norms regulating the activities within Exim Banca Românească S.A., the level of interests, commissions and of other fees used by the bank on its behalf and on its own account;
- e. appoints the management bodies of the internal structures both in the central and in the secondary

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- offices in the country and abroad of Exim Banca Românească S.A., establishes their remuneration, in compliance with the regulations in force, and decides on any changes in their employment relations;
- f. periodically approves and revises, at least on an yearly basis, the general strategies and policies regarding bank's activities;
 - g. periodically analyzes (in general, quarterly) the assessments of the internal control system made by the executive management, the internal audit and, as the case may be, the bank's financial auditor, and the National Bank of Romania;
 - h. is responsible for the fulfilment of the internal control objectives, related to outsourced activities;
 - i. in managing significant risks, the Board of Directors has at least the following duties:
 - (i^1) to approve and reconsider their risk profile;
 - (i^2) to ensure that the bank managers take the necessary measures to identify, evaluate, monitor and control risks, including for outsourced activities;
 - (i^3) to approve policies regarding the management of respective risks, to analyze them periodically, at least yearly, and to revise them, as the case may be;
 - (i^4) to approve procedures for establishing competences and responsibilities in risk management;
 - (i^5) to approve the outsourcing of some activities;
 - (i^6) to approve the training policies of the staff;
 - j. approves the leading principles regarding the bank activity including those related to loans, liquidity, treasury and risk management;
 - k. sets up advisory, specialised committees within the Board of Directors according to Law no. 31/1990, with subsequent amendments and additions, and of the incidental banking regulations;
 - l. coordinates, from a functional point of view, the internal audit activity and that of the Audit Committee, according to the legal provisions in force;
 - m. endorses capital investments into commercial, financial, banking and insurance companies in view of approval thereof by the General Assembly of Shareholders;
 - n. approves the registration, on account of the risk fund or other funds established according to the law, of the amounts impossible to recover or those whose recovery cannot be achieved in economic conditions and efficiently, as well as the losses caused by employees. consequence of the normal position- related risks;
 - o. draws up the Annual Report on Exim Banca Românească S.A. activities;
 - p. approves, controls and monitors the organization of the activity carried out in the mandate in the name and on the account of the Romanian state, ensuring the conditions of separation from the activity in the name and own account from an organizational and functional point of view;
 - q. approves current financing, guarantee, insurance and re-insurance operations, in Lei and foreign currency, carried out by Exim Banca Românească S.A. on its own name and account, which amount exceeds 10% of its equities;
 - r. approves the setting up or dissolution of one or more units of the bank;
 - s. perform any other duties, as particularly provided by the applicable legislation;
 - t. approves the mandates of Exim Banca Românească S.A. representatives. in order to participate in the meetings of the General Assembly of Shareholders of the entities in which the bank has shares of at least 5%.

(2) The Board of Directors may assign part of its duties mentioned at paragraph 1, to the Management Committee, as the case may be.

Art.19 (1) The members of the Board of Directors of Exim Banca Românească S.A. are appointed for four years and it's possible to have their mandate renewed.

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(2) In the event of vacancies of one or several positions within the Board of Directors, temporary appointments shall be made until the Ordinary General Meeting of Shareholders is convened. Vacancies are filled in through appointment of new members of the Board by the Ordinary General Assembly of Shareholders for the respective positions and only until the mandate of those replaced becomes due, in accordance with legal provisions in force.

(3) The activity of the Board of Directors is regulated by the legal provisions for commercial companies, the banking legislation, Law no.96/2000, republished, on the organization and operation of the Banca de Export-Import a Romaniei EximBank S.A., republished, and by the provisions of the present Statute, as well as of Exim Banca Românească S.A. rules on internal organization and operation duly approved by the General Assembly of Shareholders, in compliance with legal provisions in force.

(4) The members of Exim Banca Românească S.A.'s Board of Directors cannot represent, directly or indirectly, any financial interest or any interest whatsoever, that might place them in conflict with their duties and responsibilities towards Exim Banca Românească S.A.

(5) The signature specimens of the members of the Board are to be handed in at the Trade Register. Moreover, each member shall submit an insurance for professional liability equal to the equivalent of 500 shares.

(6) The members of the Board shall not disclose any confidential information and secrets of the bank, which are made available to by virtue of their manager capacity. They are liable to comply with the foregoing obligation even after termination of their mandate as member of the Board. Each member of the Board shall sign a Confidentiality Agreement made available by Exim Banca Românească S.A. in view of accomplishing this obligation.

Art.20 (1) The Board of Directors meets at least every three months. For the Board's decision to be valid, the presence of at least half of the members is required, and the decisions shall be passed by the majority of participants votes.

(2) The members of the Board of Directors may be represented in the meetings of the Board of Directors by other directors. A present director may represent only one absent member, based on a power of attorney under private signature.

(3) The proceedings of the Board of Directors are recorded in the minutes, signed by the members attending the meeting. The minutes are entered in chronological order in a register that also mentions the decisions taken by the Board of Directors, the members who attended the meeting, as well as the results of the votes.

(4) In emergency situations, the directors can decide, without the need for a meeting of the Board of Directors, on some materials subject to approval. The decisions will be valid with the unanimous written vote of the directors. This procedure cannot be used in the case of decisions of the Board of Directors regarding the annual financial statements or the authorized capital.

Art.21 (1) The Directors are lawfully liable to fulfil all obligations incumbent on them, in compliance with the rules of their mandate and to legal provisions.

(2) The directors bear a joint liability towards Exim Banca Românească S.A. with their close predecessors, for any irregularity made by the latter and brought to their knowledge, but not disclosed in writing to the financial auditors.

(3) The responsibility for acts committed or for omissions does not extend to the directors who caused their opposition to be recorded in the register of decisions of the Board of Directors and notified the financial auditor about this in writing.

(4) For the decisions taken in the meetings which the director did not attended, or attended and

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refrained from voting, he remains liable if, within one month from the date he became aware of them, he did not object in the forms shown in the previous paragraphs.

Section 3 - Operational management commissioned to Directors, Management Committee

Art.22 (1) The Board of Directors assigns the operational leadership of the bank to the executive President and executive Vice-Presidents of the Bank, who shall hold the positions of Managers, according to art. 143 of Law no. 31/1990, republished, subsequently amended and supplemented. They solely exert the duties of the position they were appointed for and join together into a Management Committee which ensures the operational leadership of the bank as well. The executive President is a General Manager, while executive Vice-Presidents are Deputy General Managers of the Bank.

(2) The Management Committee is composed of the bank's Executive President and at most 4 Executive Vice-Presidents.

(3) The Management Committee is chaired by the CEO & President of the Bank

(4) The Management Committee meets whenever necessary, usually once a week. The decisions of the Management Committee are valid with the voting consensus of the attending members.

(5) Abstention is not considered a valid vote, except in situations where it is necessary to avoid a potential conflict of interests.

(6) The members of the Management Committee may be represented in the meetings of the Management Committee by other members, executive directors. A present executive director may represent only one absent member on the basis of a power of attorney under private signature.

(7) The Management Committee is bound to submit monthly its book of minutes to each meeting of the Board of Directors, and to inform it on operations performed and steps undertaken.

(8) In emergency situations, the members of the Management Committee can decide, without the need to convene this body, on materials subject to approval. The decisions will be valid with the unanimous vote, in writing, of the members.

Art.23 The Management Committee has the following responsibilities:

- a. provides the operative leadership of Exim Banca Românească S.A. relying on duties assigned by the Board of Directors, under the supervision thereof;
- b. prepares the short, medium and long-term development strategy, according to Government's policy, and submits it for approval to the Board of Directors;
- c. submits to the Board of Directors information on the activity and patrimonial situation of Exim Banca Românească S.A. and makes proposals for approving the measures falling under the competence of the Board of Directors;
- d. approves current financing, guarantee, insuring and re-insuring operations of Exim Banca Românească S.A. carried out for its own account, up to the limit of 10% of the bank's equities;
- e. implements any decision established by the General Assembly of Shareholders and/or the Board of Directors;
- f. implements any decision of the Inter-Ministerial Committee for Financing, Guarantee and Insurance related to the activities of Exim Banca Românească S.A. as a State agent, on the State behalf and on its account;
- g. approves the procedures, instructions and operational framework pertaining to bank's activities, other than those requiring approval of the Board of Directors, as stipulated by the applicable law or

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Statute;

- h. approves the writing off from bank's account book of the inventory items and of fixed assets, other than buildings;
- i. establishes the regime of signatures and powers of attorney within Exim Banca Românească S.A;
- j. decides upon bank's involvement in activities with financial derivatives;
- k. approves the professional training of Bank's employees;
- l. exercises any other duties, except for those under the exclusive competence of the General Assembly of Shareholders or the Board of Directors.

Section 4 - Responsibilities of Chief Executive Officer and Executive Vice-Presidents

Art.24 Exim Banca Românească S.A. is legally bound by the signature of executives having the competences established by the applicable law or through its own regulations.

Art.25 (1) The Chief Executive Officer represents the bank in relation with third parties and accomplishes the executive management of the bank alongside with the executive vice-presidents, having the following responsibilities:

- a. approves the conclusion, modification or termination of the individual employees' labour contract;
- b. co-ordinates the activities entrusted to the departments, according to the organizational chart of the bank;
- c. implements or proposes, as the case may be, penalties, granting of bonuses and rewards to bank's employees;
- d. appoints the members of the specialized Committees of the Management Committee, which structure is approved by the Board of Directors.

(2) Convenes and chairs the meetings of the Board of Directors, decides upon the agenda, and ensures that the members of the Board have been adequately informed on the issues of the agenda.

(3) The Chief Executive Officer of the bank fulfils any duty assigned by the General Assembly of Shareholders, the Board of Directors, the Management Committee and the Inter- Ministerial Committee for Financing, Guarantee and Insurance.

Art.26 (1) The executive Vice Presidents perform the executive management of the bank along with the CEO.

(2) The executive Vice Presidents lead and co-ordinate the activities of departments entrusted to them, according to approved organization chart and the internal regulations.

(3) The Vice Presidents fulfil any duty set by the General Assembly of Shareholders, the Board of Directors, the Management Committee, the Chief Executive Officer and the Inter- Ministerial Committee for Financing, Guarantee and Insurance.

CHAPTER IV

Activity of Exim Banca Românească S.A. in the name and for the State's account

Art.27 The activity of Exim Banca Românească S.A. in the name and for the State's account, it is carried out through its own internal structures, within the limits of the competences established by Law no. 96/ 2000, republished, with subsequent amendments and additions, also by the Inter-Ministerial Committee for Financing, Guarantees and Insurance.

Art.28 The representation of the Inter-Ministerial Committee for Financing, Guarantees and Insurance

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before all state bodies and authorities, including before the courts, can be ensured by the authorized persons from the specialized structures of Exim Banca Românească S.A.



CHAPTER V
Financial activities

Art.29 (1) Each financial year starts on January 1st and ends on December 31st.

(2) The accounting of Exim Banca Românească S.A. it is carried out separately on operations carried out in the name and for the State's account and on operations carried out in the name and on its own account, both for banking activity and for insurance and reinsurance activities carried out according to the law.

(3) Exim Banca Românească S.A. prepares the annual financial statements for banking activities apart from insurance activities, on individual and consolidated basis, in compliance with specific legislation and the international accounting standards.

(4) The annual financial statements shall be prepared according to legal regulations in force in Romania.

(5) After due approval by the Ordinary General Assembly of Shareholders, the annual financial statements are forwarded to the National Bank of Romania, to the Specialized Territorial Department of the Ministry of Finance ("Directia de specialitate teritoriala a Ministerului de Finante") and to the Trade Register, and then published in the Official Gazette, in compliance with law.

(6) Every year, before the 31st of May, Exim Banca Românească S.A. submits to the Romanian Government its Activity Report for the previous year.

CHAPTER VI
Audit

Art.30 (1) Exim Banca Românească S.A. organizes the internal audit activity under the law, as a component of the monitoring activity of the internal control system.

(2) The internal audit activity is subordinated to the Board of Directors and is regulated by the Statute of internal audit.

(3) The Audit Committee, established by the Board of Directors, will operate in accordance with the applicable legal provisions and banking regulations.

Art.31 (1) To accomplish the audit of its financial statements, Exim Banca Românească S.A. concludes, upon the resolution of the Ordinary General Assembly of Shareholders, agreements with a financial auditor, a legal entity authorized by the Romanian Chamber of Financial Auditors and approved by the National Bank of Romania according to applicable law.

(2) The financial auditor shall:

- a. draw up an annual report presenting his opinion on whether the bank's financial statements reflect fairly the financial standing and performance of the bank, as well as bank's treasury flows and other information related to the activities carried out according to the Professional Standards published by the Romanian Chamber of Financial Auditors;
- b. analyse the practices and procedures applied by the internal control and internal audit and recommend adjusting measures in case of discrepancies;
- c. provide to the National Bank of Romania, upon request, any details, classifications, or

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explanations related to the financial statements.

(3) The report of the financial auditor alongside with his opinion shall be submitted to the General Assembly of Shareholders and shall be published together with the annual financial statements.

(4) While performing his duties the financial auditor is bound to inform the National Bank of Romania as soon as he gets knowledge of any deed or fact related to the bank or the entities included in banks' consolidated financial statement that:

- a. may constitute a significant infringement of law and/or of regulations, or documents issued in application thereof, related to the terms of authorization and of activities performed;
- b. may have a negative impact on bank's patrimony or bank's operational capacity;
- c. may determine the auditor to refuse to express his opinion about bank's financial statements or to express an opinion under reserve.

(5) The fulfillment in good faith by the financial auditor of the obligation to inform the National Bank of Romania does not constitute a violation of the obligation to preserve professional secrecy, which falls to him according to the law or the contractual clauses, and shall not result in any material liability on his side.

CHAPTER VII

Dissolution and liquidation of Exim Banca Românească S.A.

Section 1 – Dissolution of Exim Banca Românească S.A

Art.32 (1) The following situations result in the dissolution of Exim Banca Românească S.A. and give every shareholder the right to claim its liquidation:

- a. failure to accomplish its object of activity;
- b. resolution of the Extraordinary General Meeting of Shareholders;
- c. decrease of share capital below the limit established by law;
- d. bankruptcy.

(2) The dissolution of Exim Banca Românească S.A. shall be registered with the Trade Register and published in the Official Gazette of Romania;

(3) Upon decision of dissolution, the managers and directors can no longer undertake new operations, under the penalty of being personally and jointly liable for the actions undertaken. The dissolution has the effect of opening the liquidation procedure.

Section 2 – Liquidation of Exim Banca Românească S.A.

Art.33 (1) The Extraordinary General Assembly of Shareholders shall designate 3 liquidators for Exim Banca Românească S.A.'s voluntary liquidation and distribution of its assets, by majority of votes expressed by shareholders attending or duly represented.

(2) The document appointing the liquidators shall be transmitted to the Trade Register by liquidators' care, to be registered and published in the Official Gazette of Romania.

(3) The liquidators have to submit their signature sample at the Trade Register after fulfilling all the above-mentioned formalities, and only then they can start their activity.

(4) All documents issued by Exim Banca Românească S.A. shall bear clearly the mention that it is under liquidation.

Art.34 (1) The liquidators have the same rights and responsibilities as the members of the Board of

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Directors.

(2) The liquidators shall take the inventory together with the directors, shall draw up a report on the financial statements, the assets and liabilities of the bank, signed jointly with the directors.

(3) The liquidators shall receive and keep the patrimony of Exim Banca Românească S.A. as well as the registers and all other documents currently submitted by the members of the Board. They shall write down chronologically all operations in the liquidation register.

(4) The liquidators carry out their activities under financial auditors' control.

(5) In compliance with legal provisions in force and powers approved by the General Assembly of Shareholders, the liquidators can accomplish the followings:

- a. to take legal proceedings in court on behalf of Exim Banca Românească S.A.;
- b. to carry out and bring to an end the trading operations related to liquidation;
- c. to sell through public auction, the real estate and any transferable securities of Exim Banca Românească S.A.;
- d. to make transactions, liquidate and collect the receivables of Exim Banca Românească S.A.;
- e. to accept drafts, take mortgage-free loans and fulfil any other required procedure.

(6) The liquidators carrying out new commercial operations, not deemed necessary for purpose of liquidation, bear personal and joint liability for the enforcement of such operations.

(7) When the liquidation process is over, the liquidators draw up the final financial statements, presenting the quota due to each share from the distribution of company's assets.

(8) The annual financial statements signed by the liquidators, together with the financial auditors' report, shall be submitted to the Trade Register and then published in the Official Gazette of Romania, part IV.



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CHAPTER VIII
Final provisions

Art.35 (1) The shareholders and their authorized representatives, the members of the Board and financial auditors as well as the employees of Exim Banca Românească S.A. are obliged to maintain professional secrecy on any facts, data and information that they become aware of in the course of exercising their functions and that are not intended for publicity.

(2) The use in one's own interest of any information and data resulting from activities deployed with Exim Banca Românească S.A. is punished according to legal provisions and to stipulations of agreements concluded by Exim Banca Românească S.A. with the respective persons.

Art.36 (1) In the event of faulty money release, of non-registration or erroneous registrations in customers' accounts, Exim Banca Românească S.A. is liable up to the amount erroneously released, not registered or erroneously registered, as well as for the payment of penalties borne by the customer and paid up to the state budget, in cases stipulated by law, unless the faults prove to devolve upon the customers.

(2) The liability of the bank ceases if the bank is not notified by the account holders through complaint, before the expiry of the legal term set and announced in writing, according to law, about the non-registration or erroneous registration of account operations as shown in the statement of account or other banking documents.

(3) The claims towards Exim Banca Românească S.A. are subject to legal provisions.

Art.37 Any dispute related to the establishment, activity, dissolution and liquidation of Exim Banca Românească S.A., in the relationship with the shareholders, will be under the jurisdiction of the court in whose territorial area the bank is headquartered, unless the law provides otherwise.

Art.38 The provisions of this Statute are supplemented by the provisions of the normative documents in force.

Chief Executive Officer & President
Traian - Sorin Halalai

Signature illegible

Manager of Legal Department
Claudiu Ciocirlan

Signature illegible



Translation from Romanian

Annex

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The graphic form of the Exim Banca Românească S.A.'s emblem





Translation from Romanian

ROMANIA

National Union of Notaries Public

SIMION CRISTINA – DENISA INDIVIDUAL NOTARY OFFICE

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CERTIFIED DATE REPORT No. 2
Year 2024 month FEBRUARY day 27

Upon art. 12 letter f) of the Law of Notary Public and notarial activities No. 36/1995, republished, with subsequent changes, it is granted a certified date to this document, representing the “STATUTE OF EXIM BANCA ROMÂNEASCĂ S.A.”, signed by Traian Sorin Halalai - Executive Chairman –and Claudiu Ciocîrlan - Manager of the Legal Department, a document drafted in Romanian language, which is in a good state, has 20 (twenty) pages, issued in 1 (one) original copy.

The fee of 300 Lei and 57 Lei VAT was charged, upon invoice no. 8404.

NOTARY PUBLIC

Signature illegible

SEAL [Simion Cristina-Denisa – Notary Public - Bucharest - Romania]

Subsemnata, **Mirescu Florina Cătălina**, interpret și traducător autorizat pentru limbile străine engleză și franceză, în temeiul Autorizației nr. 1206, din data de 4 ianuarie 1999, eliberată de Ministerul Justiției din România, certific exactitatea traducerii efectuate din limba română în limba engleză, că textul prezentat a fost tradus complet, fără omisiuni, și că, prin traducere, înscrisului nu i-au fost denaturate conținutul și sensul.

Înscrisul a cărui traducere se solicită în întregime are, în integralitatea sa, un număr de 21 pagini, poartă denumirea de STATUT, a fost emis de EXIM BANCA ROMÂNEASCĂ S.A cu Încheiere de data certa nr 2 data de Simion Cristina-Denisa – Notar Public și mi-a fost prezentat în întregime.

Traducerea înscrisului prezentat are un număr de 20 pagini și a fost efectuată potrivit cererii scrise înregistrate cu nr. 04/01.03.2024, păstrate în arhiva subsemnatei.

S-a încasat onorariul de 24 lei, cu ordin de plată/2024.

I, the undersigned, **Mirescu Florina Cătălina**, sworn interpreter and translator for the foreign languages English and French, according to license no. 1206 as of 04.01.1999, issued by the Romanian Ministry of Justice, do hereby certify the accuracy of this translation from Romanian into English, that the text submitted to me was translated entirely, without omissions, and that, the translation did not distort the content and the meaning of the document.

The document, whose translation was requested in full has a total number of 21 pages, bears the title STATUTE, was issued by EXIM BANCA ROMÂNEASCĂ S.A with CERTIFIED DATE REPORT No. 2 by Simion Cristina-Denisa – Notary Public, Romania, and was submitted to me in whole.

The translation of the submitted document has 20 pages and was made based on the application no. 04/01.03.2024, kept in the archive of the undersigned.

A fee of Lei 24 was charged with PO/2024.

INTERPRET ȘI TRADUCĂTOR AUTORIZAT/ SWORN INTERPRETER AND TRANSLATOR

Mirescu Florina Cătălina

ROMÂNIA

Uniunea Națională a Notarilor Publici

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ROMÂNIA
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NOTARILOR PUBLICI DIN ROMÂNIA
BIROU INDIVIDUAL NOTARIAL
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ÎNCHIEIERE DE LEGALIZARE A SEMNĂTURII TRADUCĂTORULUI

NR.: 467

Anul 2024 luna 03 ziua 06

BARBU MONA EUGENIA
NOTAR PUBLIC

— notar public, în temeiul art. 12 lit. j) din Legea notarilor publici și a activității notariale nr. 36/1995, republicată, cu modificările ulterioare, legalizez semnătura de mai sus aparținând lui **Mirescu Florina Cătălina**, interpret și traducător autorizat, în baza specimenului de semnătură depus la biroul notarial, de pe cele..... exemplare ale înscrisului, care are ca parte integrantă o copie a actului tradus.

Înscrisul a cărui traducere se solicită este un înscris sub semnătură privată cu încheiere de data certă

S-a încasat onorariul de 24 lei cu chitanța nr. 8862/11024

AUTHENTICATION OF THE TRANSLATOR'S SIGNATURE

NO.: 467

Year 2024 Month 03 Day 06

BARBU MONA EUGENIA
NOTAR PUBLIC

— Notary Public, according to art. 12 letter j) of the Law on notaries public and the activity of notaries public no. 36/1995, republished, with subsequent amendments, I herewith authenticate the above signature of **Mirescu Florina Cătălina**, sworn interpreter and translator, based on the signature sample submitted to our office, on the..... copies of this translation, that also comprises a copy of the translated document as integral part thereof.

The document to be translated is a private deed bearing a certified date report.

The notary public charged a fee in amount of lei 24 with receipt no. 8862/11024

NOTAR PUBLIC/ NOTARY PUBLIC,

