

No.221/DP/14.07.2023

**REGULATIONS FOR ORGANIZING THE TENDER FOR THE SALE OF SHARES IN LOTUS
FELIX S.A. TOURISM.**

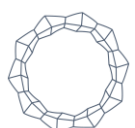
This Regulation establishes the steps, the organization and the sale process for the shares held by INFINITY CAPITAL INVESTMENTS S.A. in TURISM LOTUS FELIX S.A., a joint-stock company, with registered office in Sat Băile Felix, Comuna Sânmartin, Strada Victoria nr. 20, Hotel Lotus, CF nr. 52516 Sânmartin, land registry no. 438, County of Bihor, registered in the Trade Register under no. J5/1497/2009, Unique Registration Code 26261034 ("TURISM LOTUS FELIX" or the "Company").

The object of this regulation is the sale of **347,859,802** shares held by INFINITY CAPITAL INVESTMENTS S.A. in TURISM LOTUS FELIX S.A., representing **27.455%** of the share capital ("the Shares").

I. PRINCIPLES.

The principles underlying the selection of bidders and the allotment of Shares put up for public tender for sale are as follows:

- a) transparency, i.e. making available to all interested parties information on the application of the procedure for the sale of shares owned by the seller;
- b) equal treatment for all bidders, meaning that all selection criteria are applied in a non-discriminatory manner;
- c) free competition, i.e. ensuring the conditions so that any candidate, Romanian or foreign, natural or legal person, capable according to the law to acquire shares in companies with registered office in Romania, would have the right to participate in the tender organized for the sale of such goods
- d) proportionality, meaning that it ensures that a fair award procedure is defined and conducted in relation to the tenderers.



The Share sale process will comprise two stages:

1. Designation of the successful bidder/buyer of the shares;
2. Conclusion of the share purchase agreement ("**Sale and Purchase Agreement**" or "**SPA**").

II. DEFINITIONS.

TENDER - means a competitive Dutch-style open competitive bidding procedure, i.e. a sales procedure, open by submission of bids, in which an unlimited number of bidders may participate, used for the transparency of the transaction and to ensure equal treatment between bidders, whereby during the bidding session the bidders are entitled to bid in the established order for the same or a higher price (an ascending price);

SELLER or Infinity Capital Investments S.A - a joint-stock company with registered office in Craiova, str. Tufănele, nr. 1, jud. Dolj, registered at the Trade Register under no. J16/1210/1993, with CUI RO 4175676, with IBAN account no. RO54BTRL01701202470727XX, opened at Banca Transilvania, Sucursala Craiova;

BIDDER - Any natural or legal person who wishes to acquire the Shares set out in the Tender Specifications and who fulfils the conditions for participating in the tender set out in these Rules;

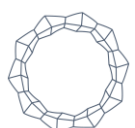
OBJECT OF THE TENDER ("SHARES") - the ownership of the Shares described in the Tender Specifications, the sale being made for all the Shares, not individually or fractionally;

SALE-PURCHASE AGREEMENT - the contract concluded under private signature between the Seller and the successful bidder for transferring the ownership of the Shares described in the Specifications, in the form attached to the Specifications as Annex 3 (*Sale-Purchase Agreement*);

STARTING PRICE - the price requested by the Seller for each Tender session, as indicated in the Tender Rules;

SPECIFICATIONS - The specifications contain the conditions for participating in the public tender organised for the sale of the Shares, i.e. the presentation of the Company;

GUARANTEE - In order to protect the Seller against the risk of misconduct by the Tenderer (e.g., without limitation, participation in the tender with the purpose of



influencing the sale price/participation in the tender without the intention of offering the starting price and/or concluding the contract, as well as any other act or fact contrary to the principle of good faith in negotiations, etc.), during the tender and until the conclusion of the Sale Contract (SPA), the Tenderer shall deposit a tender guarantee under the conditions described in the Specifications. At the written request of the participants (except the successful tenderer) in the Tender, the Guarantee shall be returned as from the first working day following the settlement of the disputes or after the expiry of the time limit laid down in the documentation for lodging disputes, if no disputes are lodged.

A non-refundable participation fee of 10,000 (ten thousand) Ron plus VAT is payable for participation in the TENDER and is to be paid by bank transfer to the account of Infinity Capital Investments S.A., IBAN account no. RO54BTRL01701202470727XX, opened at Banca Transilvania, Craiova Branch. The participation fee is non-refundable, regardless of the outcome of the tender.

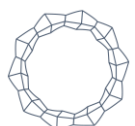
Information about the Company, the Tender and the Shares, other than the information referred to in the Tender Specifications, is available and/or made public on the Infinity Capital Investments S.A. website <https://www.infinitycapital.ro/ro/anunturi/2023/lotus.html>

TENDER COMMITTEE

Director Economic Directorate	Valentina Vlăduțoia	President
Legal adviser	Carmen Vasile	Member
Portfolio Directorate Employee	Antoneta Stegaru	Member

III. TENDER ROUNDS

The first tender will take place on 26.07.2023, at 1 p.m. at Infinity Capital Investments S.A. in Craiova, str. Tufănele, nr. 1, jud. Dolj, at the starting price requested by the seller, indicated in the Tender Regulations, brought to the bidder's attention and accepted by the bidder, in the amount of 12,522,953 Ron.



If no successful tender is registered, a new tendering session will be held at the same location and in accordance with the original conditions of participation, as follows:

No.	Meeting Date	Starting price	Maximum time limit for closing the SPA
1.	26.07.2023-1 p.m.	12,522,953 Ron	30 working days from the date of the tender meeting
2.	03.08.2023-1 p.m.	9,044,355 Ron	30 working days from the date of the tender meeting

2. The qualification documents referred to in the Tender Specifications must be submitted/transmitted within the deadline set out in Chapter III of the Tender Specifications, to the registered office of Infinity Capital Investments S.A. or by email to licitatie@infinitycapital.ro. If the documentation is sent by email, it must be signed with a qualified electronic signature as required by law.

3. If at the start of the TENDER there are two or more participants declared qualified, the tender will start with a price equal to or higher (a rising price) at the bidding step of 100,000 Ron.

If there is at least one participant opting to improve the submitted bid (i.e. by increasing the price) by at least a multiple/multiples of the bidding step(s) of 100,000 Ron, the participant offering the highest price will be declared the winner.

In the event that no participant declared qualified opts to improve the submitted bid, the winner shall be declared the participant who, on equal price offer with another participant, offers the best payment terms according to the following criteria in order: Shortest payment term of the total award price 2. The winner shall be declared the first participant registered in the TENDER according to the lowest participation number (received as per VI.3).

If there is only one bidder offering the minimum starting price, it is declared the winner, in the absence of other bids higher in value.



IV. PAYMENT CONDITIONS

The successful bidder will make the payment for the shares by bank transfer. The Purchase Price will be paid in a single instalment as follows:

Instalment	Percentage value of the tender price (%)	Payment deadline
	100%	On signing the SALE/PURCHASE AGREEMENT, which will be concluded within a maximum of 30 working days from the date of signing the award minutes, in full.
Total (%):	100%	

V. ORGANISATION OF THE TENDER

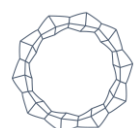
The tender will be organized and conducted by Infinity Capital Investments S.A., as seller, through the tender committee, with the bidders respecting the following rules:

1. The rules for the organisation of the tender are made available to bidders together with the Specifications on the website of Infinity Capital Investments S.A. <https://www.infinitycapital.ro/en/anunturi/2023/lotus.html>

2. The submission of the qualification documents shall be made in accordance with the conditions and within the deadlines set out in the Terms of Reference and in these Rules, in a sealed envelope, with a letter of transmittal, at the headquarters of Infinity Capital Investments S.A. or in electronic format by email, in which case the documents shall be sent with a qualified electronic signature (in accordance with legal provisions);

3. If no offers are registered that meet the conditions for award, a new round will be held as detailed in Chapter III;

4. The documents to be submitted by bidders to Infinity Capital Investments S.A. at the registered office by the deadlines detailed in Chapter III of the Tender Specifications are as follows:



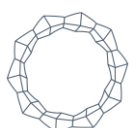
A) For the bidder natural person:

- 1) Copy of identity card (and original for identification) and special power of attorney in case of representation by proxy;
- 2) Proof of paying the tender guarantee (in original);
- 3) Declaration - agreement on the processing of personal data (GDPR) (model Annex 2 of the Specification);
- 4) Affidavit (model Annex 1 of the Specification); Know Your Customer Form (Annex 4 of the Specification), Declaration of Individuals on Publicly Exposed Person Status (Annex 5 of the Specification), Declaration on the Identity of the Real Beneficiary (Annex 6 of the Specification);
- 5) Proof of paying the tender fee;
- 6) Application to participate in the tender and the offer submitted in a sealed envelope.

B) For the bidder legal entity:

- 1) Power of attorney for representatives of legal entities in the tender (in original);
- 2) Valid identity card of the representative (and the person who has been empowered);
- 3) Certificate issued by the Trade Register Office (not older than 30 days) showing that there are no entries regarding the application of Law No. 85/2014 on insolvency prevention and insolvency proceedings (in original);
- 4) Proof of paying the tender guarantee (in original);
- 5) Declaration - agreement on the processing of personal data (GDPR) (model Annex 2 of the Specification);
- 6) Affidavit (model Annex 1 of the Specification); Know Your Customer Form (Annex 7 of the Specification), Declaration of the natural persons (legal representative) on the status of publicly exposed person (Annex 8 of the Specification), Declaration on the identity of the beneficial owner (Annex 9 of the Specification);
- 7) Proof of paying the participation fee;
- 8) Application to participate in the tender and the offer submitted in a sealed envelope.

For foreigners, all these documents will be accompanied by a certified translation into Romanian.



The absence of any of the documents listed above, or their submission in breach of the above-mentioned conditions, by the deadline for submitting the documents, shall result in automatic disqualification (exclusion) from participating in the tendering procedure, as well as the exclusion of their offer.

Only persons who accept the starting price of the tender will be allowed to participate in the tender. The tender will not take place if no potential buyer accepts the starting price.

In order to participate in the tender, bidders shall submit the documents required by these Rules and a Participation Guarantee which shall constitute part of the sale price. The guarantee, amounting to RON 2,500,000, shall be paid into the IBAN account no. RO54BTRL01701202470727XX, opened at Banca Transilvania, Craiova Branch, by the deadline for submission of the tender documents. The refund of the Participation Guarantee shall be made in accordance with the provisions of the Tender Specifications.

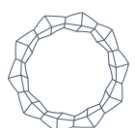
5. The tender will start on 26.07.2023, at 1 p.m., at Infinity Capital Investments S.A. headquarters in Craiova, Tufănele str., nr. 1, jud. Dolj and is open only to qualified participants. If no bids meeting the award conditions are registered on 26.07.2023, a new round will be organised as detailed in Chapter III.

6. Bidders shall comply with the regulations in force (legal or conventional) concerning the mandate of persons, the powers conferred by internal decision-making bodies, the consistency of the acquisition of the Shares subject to the tender with the bidder's own object of activity, competition regulations and any restrictions imposed by law or contract.

VI. CONDUCT OF THE TENDER

During the tendering procedure, natural persons participating in their own name or as a representative shall produce their identity card, a copy of which has been submitted in accordance with Chapter V, paragraph 1, of this Annex. 4 lit. A) and B).

1. Tenders will be held at the place, date and time announced in accordance with the schedule set out in Chapter III, until a successful tenderer is appointed (at a price



at least equal to the minimum level for the meeting at which the successful tenderer submitted his tender).

2. The tender session is opened and conducted by the Chairman of the Tender Committee, who announces how the tender will be conducted, presents the subject of the tender and the minimum starting price of the tender. The Tender Committee notes the registration/non-registration of any bids by the deadline specified for that tender. If, by the closing date for the submission of tenders, no bids meeting the conditions for the award of the contract for that tender session are registered, a minutes shall be drawn up containing, at least, the place, date and time of the tender, the composition of the tender committee and the fact that no bids were registered by the closing date at the minimum price specified for that tender session. The minutes of the tender session shall also explicitly state that a new round of bidding will be held on the immediately following date and at the minimum price for that round, as scheduled in Chapter III.

3. During the first round of the tender in which at least one potential tenderer participates (the tender sessions are described in point III), the chairperson ensures that each tenderer understands the procedure for conducting the tender (by signing Annex 1 of the Tender Specifications, which contains an express declaration to this effect). Before the start of the tender session, the successful tenderers are given vouchers with ascending identification numbers, in the order of submission of the tender documents.

4. The Chairman of the Tender Committee will announce that the only securities to be provided by the seller are those set out in the draft sale and purchase agreement attached as Annex 3 to the Tender Specifications, and the limits of liability in respect of these securities are those set out in the same document. The successful bidder assumes, by purchase at the tender price, all liabilities imposed by the holding of the Shares, in accordance with the law and the Tender Specifications;

5. Bidders may increase the offered prices by filling in a form during a bidding round of maximum 5 minutes. In a bidding round, the new prices are at least one bidding step higher (one bidding step has a value of 100,000 Ron) than the maximum price offered by any bidder in the previous round. At the end of each bidding round, participants are notified of the new offered prices and a new bidding round begins. The tender continues until no further changes to the offered price occur during a



round. Only the bid that fulfils all the conditions for participation and has offered the highest price (which is equal to or higher than the starting amount of the tender) will be declared the winner;

6. The award of the tender shall be made in accordance with the criteria set out in Chapter III, point 3.

7. Tenderers who do not wish to continue to participate in the tendering procedure, i.e. those who withdraw, shall explicitly announce this fact and refrain from any further remarks or observations during the course of the tendering procedure, otherwise they will be removed from the tender room. The waiver shall be explicitly recorded in the tender minutes.

8. Only natural persons bidding, persons with full power to represent the legal entity or their representatives/intermediaries, as the case may be, shall be admitted to the room where the tender will actually take place. The Committee will be able to stop the tender in case of suspicious behaviour of bidders.

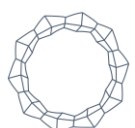
9. The chairman of the tender committee announces the successful tenderer, declares the tender session closed, after which the award minutes are drawn up and signed by the members of the tender committee and the tenderers in accordance with the provisions of the Tender Regulations and the Tender Specifications. A tenderer's refusal to sign the award minutes shall be expressly recorded and shall not affect its validity.

10. The conclusion of the Share Purchase Agreement, the signing of the shareholders registry and the transfer of Shares ownership shall be made in accordance with the conditions set out in the Terms and Conditions.

11. All expenses relating to the selling of the Shares, including the fees for the registration of changes with the Trade Registry, will be borne by the purchaser.

VII. INCIDENT. DISPUTES.

Any incidents and/or disputes will be dealt with in accordance with the provisions of the specifications.



The share purchase agreement will be signed with the successful bidder within 30 working days from the date of signing the award minutes.

Failure of the successful bidder to show up for signing the Share Purchase Agreement on the date and place specified in the invitation sent to the email address indicated by the bidder (which date shall be within 30 working days from the date of signing the award notice provided for in the Regulations) shall be deemed to be a waiver by the successful bidder of the Shares awarded and, implicitly, of the tender guarantee. In this case of non-appearance of the successful bidder for signing the sale-purchase contract, as well as for non-signing the sale-purchase agreement by the successful bidder for any reason whatsoever, the tender guarantee shall not be returned to the successful bidder.

The rights and duties of the parties are set out in the Framework Sales Contract which is annexed to the Specifications.

VIII. CANCELLATION OF THE TENDER.

1. The SELLER may cancel/suspend/terminate the tender at any time, at his own discretion, up to the date of signing the minutes by the successful tenderer. In this case, the tenderer is not bound by any obligation other than the return of the guarantee, except in the case where the tender is cancelled after the award, if the successful tenderer does not conclude the sale-purchase agreement within the agreed time limit - as provided for in the Specifications. Any other effects of the tender procedure do not apply to it.

2. If the SELLER chooses to cancel the tender, he may at any time restart a new tender procedure for the same asset.

