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Independent Auditors' Report

(free translation¹)

To the Shareholders of ERB IT SHARED SERVICES SA

București Sectorul 2, B-dul DIMITRIE POMPEIU, Nr. 6A, PARTER (G1), ETAJ 1 (F1) SI PARTER (G2)
Unique Registration Code: 18972257

Opinion

1. We have audited the financial statements of ERB IT SHARED SERVICES SA ("the Company"), which comprise the condensed balance sheet as at 31 December 2022, the income statement for the year then ended, and notes, comprising significant accounting policies and other explanatory information.
2. The financial statements as at and for the year ended 31 December 2022 are identified as follows:
 - Negative net assets/Total equity, negative: Lei -103,919
 - Net loss for the year: Lei -7,497,407
3. In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 December 2022, and of its financial performance for the year then ended in accordance with the Order of Minister of Public Finance No. 1802/2014 for approval of accounting regulations regarding the annual separate financial statements and annual consolidated financial statements and related amendments ("OMPF no. 1802/2014").

Basis for Opinion

4. We conducted our audit in accordance with International Standards on Auditing ("ISAs") and Law no. 162/2017 ("the Law"). Our responsibilities under those standards and regulations are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with *International Ethics Standards Board for Accountants International Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code")* together with the ethical requirements that are relevant to our audit of the financial statements in Romania, including the Law and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We

¹ TRANSLATOR'S EXPLANATORY NOTE: The above translation of the auditors' report is provided as a free translation from Romanian which is the official and binding version.

believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter - Non-application of the principle of continuity of activity

5. We draw attention to Note 6 (3) of the financial statements, which describes the fact that the financial statements were not prepared based on the principle of continuity of activity, since on the date of approval of these financial statements, the Company operational activity was ceased in September 2023 and in the first part of 2024 is estimated to start the liquidation process of the Company. Our opinion is not modified regarding this aspect

Other information – Board of Directors' Report

6. The Board of Directors is responsible for the preparation and presentation of other information. The other information comprises the Board of Directors' Report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

With respect to the Board of Directors' Report we read and report whether the Board of Directors' Report is prepared, in all material respects, in accordance with OMPF no. 1802/2014, articles 489 – 492 of the accounting regulations regarding annual separate financial statements and annual consolidated financial statements.

Based solely on the work required to be undertaken in the course of the audit of the financial statements, in our opinion:

- a) The information given in the Board of Directors' Report for the financial year for which the financial statements are prepared is consistent, in all material respects, with the financial statements;
- b) The Board of Directors' Report has been prepared, in all material respects, in accordance with OMPF no. 1802/2014, articles 489 – 492 of the accounting regulations regarding annual separate financial statements and annual consolidated financial statements.

In addition, in light of the knowledge and understanding of the Company and its environment obtained in the course of our audit we are required to report if we have identified material misstatements in the Board of Directors' Report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

7. Management is responsible for the preparation of financial statements that give a true and fair view in accordance with OMPF no. 1802/2014 and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.
8. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
9. Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility for the Audit of the Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free

from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

11. As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Refer to the original signed Romanian version

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For and on behalf of KPMG Audit S.R.L.:

RIZEA POPP IOANA ZENaida

registered in the electronic public register of financial auditors and audit firms under no AF4419

KPMG Audit SRL

registered in the electronic public register of financial auditors and audit firms under no FA9

Bucharest, 23 November 2023

ERB IT SHARED SERVICES SA

ANNUAL INDIVIDUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED ON

December 31, 2022

**Prepared in accordance with the Order of the Minister of
Public Finance of Romania no. 1802/2014 as amended**

ERB IT SHARED SERVICES SA

ANNUAL INDIVIDUAL FINANCIAL STATEMENTS

December 31, 2022

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ERB IT SHARED SERVICES S.A.

SHORT VERSION BALANCE SHEET on DECEMBER 31, 2022

Balance on 31 December 2022		(Code 10)		
	Row	Note	December 31, 2021	December 31, 2022
			(lei)	(lei)
A. FIXED ASSETS				
I. INTANGIBLE ASSETS	01			
II. TANGIBLE ASSETS	02			
III. FINANCIAL ASSETS	03			4.067.865
FIXED ASSETS - TOTAL	04		<u>0</u>	<u>4.067.865</u>
B. CURRENT ASSETS				
II. RECEIVABLES	06		2.555.004	960.600
IV. CASH AND BANK ACCOUNTS	08		22.842.951	8.041.433
CIRCULATING ASSETS - TOTAL	09		<u>25.397.955</u>	<u>9.002.033</u>
C. EXPENSES IN ADVANCE				
1. Amounts to be repaid within a period of up to 1 year	10		<u>9.218</u>	<u>871.596</u>
	11		9.218	871.596
D. DEBT: AMOUNTS TO BE PAID IN A PERIOD OF < 1 YEAR				
	13		778.983	862.347
E. NET CURRENT ASSETS/ NET CURRENT LIABILITIES				
	14		23.947.159	9.011.282
F. TOTAL ASSETS MINUS CURRENT DEBT				
	15		23.947.159	13.079.147
G. DEBTS: AMOUNTS TO BE PAID IN A PERIOD OF OVER 1 YEAR				
	16		19.796.800	0
H. PROVISIONS				
	17		16.553.670	13.183.066
I. INCOME IN ADVANCE				
2. Income recorded in advance - total of which:	18		<u>681.031</u>	<u>0</u>
of which:	22		681.031	0
Amounts to be repaid within a period of < 1 year	23		681.031	0
J. CAPITAL AND RESERVES				

ERB IT SHARED SERVICES S.A.

SHORT VERSION BALANCE SHEET on DECEMBER 31, 2022

I. CAPITAL	29		<u>41.268.500</u>	<u>61.065.300</u>
1. Subscribed and paid capital	30		41268500	61065300
IV. Reserves	37		1080484	1080484
		Row	Note	December 31, 2021
				December 31, 2022
				(lei)
V. PROFIT OR LOSS				(lei)
REPORTED	Balance C	41		
Balance <u>D</u>		42	49235836	54752296
VI. PROFIT OR LOSS OF FINANCIAL YEAR				
Balance <u>C</u>		43		
Balance <u>D</u>		44	<u>5.516.459</u>	<u>7.497.407</u>
CAPITAL - TOTAL		49	<u>(12.403.311)</u>	<u>(103.919)</u>

Authorized and signed on behalf of the Board of Directors on 23 November 2023 by:

ADMINISTRATORS

Name and surname Zafeiris Konstantinos

Name and surname Psychogios Spyros

Signatures _____

Stamp

PREPARED BY,

ABH EXPERT SRL

Position Accountant

Signature _____

Registration number with the professional body

CECCAR Authorization no. 11942/2017

ERB IT SHARED SERVICES SA

PROFIT AND LOSS ACCOUNT

(Code 20)

For the Financial year ended on 31.12.2022

	Row	Note	2021	2022
			(lei)	(lei)
1. Net turnover	01		<u>2.753.572</u>	<u>2.721.670</u>
Sold production	02		2753572	2721670
7. Other operating income	13		<u>-</u>	<u>2.336</u>
OPERATING INCOME - TOTAL	16		2753572	2724006
8. a) Expenditure on raw materials and consumables	17			
Other material expenses	18		-	32.999
B) Other external expenditure (energy and water)	19		1039374	2166935
9. Cost of labour, of which:	22		<u>70.340</u>	<u>73.284</u>
A) Salaries and allowances	23		68.860	71.606
b) Expenditure on insurance and social protection	24		1.480	1.678
10. a) Value adjustments on tangible and intangible assets	25		<u>0</u>	<u>0</u>
a.1) Expenses	26		525.920	463.872
a.2) Income	27		525.920	463.872
b) Value adjustments on current assets	28		<u>31.743</u>	-
b.1) Expenses	29		31.743	-
b.2) Income	30		-	-
11. Other operating expenses	31		<u>11.288.467</u>	<u>11.223.864</u>
11.1 Expenditure on external benefits	32		11285824	11223864
11.6 Expenses with indemnifications donations and assigned assets	37		2.643	-
Adjustments for provisions	39		<u>(4.117.785)</u>	<u>(4.126.021)</u>
1) Expenses	40		0	-
- Income	41		<u>4.117.785</u>	<u>4.126.021</u>
OPERATING EXPENSES – TOTAL	42		<u>8.312.139</u>	<u>9.371.061</u>
PROFIT OR LOSS FROM EXPLOITATION				
- Loss	44		<u>5.558.567</u>	<u>6.647.055</u>

Notes 1 to 10 form an integral part of the financial statements.

ERB IT SHARED SERVICES SA

PROFIT AND LOSS ACCOUNT

	Row	Note	2021	2022
			(lei)	(lei)
13. Income from interests	47		598	8.269
- of which, income earned from affiliated entities	48			
15. Other income	50		<u>285.013</u>	<u>304.970</u>
FINANCIAL INCOME - TOTAL	52		285.611	313.239
17. Interest Expenses	56		31.399	31.411
-of which expenses in relation to affiliated entities	57		31.399	31.411
Other financial expenses	58		212.104	1132180
FINANCIAL EXPENSES -TOTAL	59		<u>243.503</u>	<u>1.163.591</u>
Net Profit or Financial loss				
- Profit	60		42.108	-
- Loss	61		-	850.352
TOTAL INCOME	62		<u>3.039.183</u>	<u>3.037.245</u>
TOTAL EXPENSES	63		<u>8.555.642</u>	<u>10.534.652</u>
18. Gross profit or loss				
- Loss	65		<u>5516459</u>	<u>7497407</u>
22. PROFIT OR LOSS OF THE FINANCIAL YEAR (NET)				
- Loss	70		<u>5516459</u>	<u>7.497.407</u>

Authorized and signed on behalf of the Board of Directors on 23 November 2023 by:

ADMINISTRATORS

Name and surname Zafeiris Konstantinos

Name and surname Psychogios Spyros

Signatures _____

Stamp

PREPARED BY,

ABH EXPERT SRL

Position Accountant

Signature _____

Registration number with the professional body

CECCAR Authorization no. 11942/2017

Notes 1 to 10 form an integral part of the financial statements.

ERB IT SHARED SERVICES SA

NOTES TO THE ANNUAL INDIVIDUAL FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2022

REPORTING ENTITY

These financial statements are presented by ERB IT SHARED SERVICES SA (the "Company").

1 FIXED ASSETS

a) Intangible assets

	Concessions, patents, licenses trademarks, rights and values similar and other resources fixed assets <u>intangible</u> (lei)
Gross value	
Balance at January 1, 2022	42803848
Balance at 31 December 2022	42803848
Cumulative depreciation	
Balance at January 1, 2022	42803828
Depreciation recorded during the year	=
Provisions for DEPRECIATION	=
Balance at 31 December 2022	42803828
Net book value on January 1, 2022	<u>0</u>
Net book value on December 31, 2022	<u>0</u>

b) Tangible assets

	Technical facilities and machinery <u>(lei)</u>	Other installations machinery and furniture <u>(lei)</u>	<u>Total</u> (lei)
Gross value			
Balance at January 1, 2022	53.648.595	7.006.177	60.654.772
Assignments, transfers and other reductions	0	-	-
Balance at 31 December 2022	53.648.595	7.006.177	60.654.772
Cumulative depreciation			
Balance at January 1, 2022	53.648.595	7.006.177	60.654.772
Assignments, transfers and other reductions	-	-	-
Depreciation recorded			
during the financial year	-	463.872	463.872
Provisions for Depreciation		(463.872)	(463.872)
Balance at 31 December 2022	53.648.595	7.006.177	60.654.772
Net book value at January 1, 2022	<u>0</u>	<u>0</u>	<u>0</u>
Net book value at December 31, 2022	<u>0</u>	<u>0</u>	<u>0</u>

c) Financial assets

	<u>Financial assets</u> (lei)	<u>Total</u> (lei)
Gross value		
Balance at January 1, 2022	0	0
Increases during the year	4.067.865	4.067.865
Balance at 31 December 2022	4.067.865	4.067.865

The VAT to be recovered (RON 4,067,865) has been claimed for refund and is estimated to be recovered by the end of 2024.

Assets depreciation

NOTES TO THE ANNUAL INDIVIDUAL FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2022

On December 31, 2022, the company recorded a depreciation adjustment for the fixed assets held. The Company reanalysed the net accounting value and considering the Company's activity, which decreased significantly and the decrease in the purpose of the contract with Accenture, for which these fixed assets were use.

During 2022, the depreciation adjustment decreased with the amortization recorded in the year.

Tangible assets pledged and restricted

The Company does not own pledged or restricted tangible assets.

Tangible assets used under lease agreements in which the Company is a lessee

There are no financial lease contracts in which the Company is a lessee.

2 PROVISIONS

On December 31, 2018, provisions were made for the depreciation of long-term assets and a provision for the lease agreement with SEFERCO in the amount of RON 28,829,845. The value of this provision includes the value of future rents in relation to SEFERCO, considering that the Company is bound by the rent contract until the end of 2025. If the Company decides to close the contract, the penalty presented in the rental contract consists of paying the rent in full until the date of closing the contract.

The value of the provision decreased over the course of 2022 with the rent recorded in the year. On December 31, 2022, the balance was 13.183.066 RON, which represents the value of future rents until the contract with Seferco is closed.

3 DISTRIBUTION OF PROFIT

In 2022, the Company recorded a loss in the amount of 7.497.407 lei. The result of the Company will be incorporated in the carried forward result of the Company.

4 DEBTS

On December 31, 2022, the Company has debts due in more than 1 year.

<u>Debts</u>	Balance at December 31, 2022 (lei)	Maturity < 1 year (lei)
Trade payables - Suppliers	252.843	252.843
Amounts owed to entities in the group	608.289	608.289

ERB IT SHARED SERVICES SA

NOTES TO THE ANNUAL INDIVIDUAL FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2022

Other debts, including tax debts and social security debts	1.218	1.218
Total	<u>862.350</u>	<u>862.350</u>

<u>Debts</u>	<u>Balance at December 31, 2022 (lei)</u>	<u>Maturity >1 year (lei)</u>
Amounts owed to the associations in connection with the increase of the social capital	-	-
Total	=	=

On December 31, 2021, the Company has debts due in more than 1 year.

<u>Debts</u>	<u>Balance at December 31, 2021 (lei)</u>	<u>Maturity < 1 year (lei)</u>
Trade payables - Suppliers	247.852	247.852
Amounts owed to entities in the group	528.220	528.220
Other debts, including tax debts and social security debts	2.913	2.913
Total	<u>778.985</u>	<u>778.985</u>

<u>Debts</u>	<u>Balance at December 31, 2021 (lei)</u>	<u>Maturity >1 year (lei)</u>
Amounts owed to the associations in connection with the increase of the social capital	19.796.800	19.796.800
Total	<u>19.796.800</u>	<u>19.796.800</u>

Loans

The company has no loans contracted in 2022 or loans previously contracted in balance.

5 RECEIVABLES

On January 31 and December 31, 2022, the Company's receivables are as follows:

Description	December 31, 2021	December 31, 2022	Liquidity Term	
			<1 year	> 1 year
Commercial receivables	61.254	969.689	969.689	-
Value adjustments for trade receivables	(31.473)	(31.743)	(31.743)	-
Trade receivables, net	29.511	937.946	937.946	-
VAT to be recovered	2510947	0	-	-
Receivables from social contributions	11.182	11.636	11.636	-
Other trade receivables	3.364	11.018	11.018	-
Total receivables	2555004	960.600	960.600	-

PRINCIPLES, POLICIES AND ACCOUNTING POLICIES

The main accounting policies adopted in the preparation of these financial statements are presented below.

A Basis of financial statements**(1) General information**

These financial statements have been prepared in accordance with:

- (i) Accounting Law 82/1991 republished in November 2012 ("Law 82"); and
- (ii) The accounting regulations regarding the individual annual financial statements and the consolidated annual financial statements, approved by the Order of the Minister of Public Finance of Romania 1802/2014 with subsequent amendments and completions ("OMF 1802").

Depending on the size criteria presented in the OMFP 1802, the Company falls into the category of medium and large entities.

These financial statements have been prepared on the basis of the historical cost convention, except as set out below in accounting policies.

(2) use of estimates

NOTES TO THE ANNUAL INDIVIDUAL FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2022

The preparation of financial statements requires the Company's management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the presentation of contingent assets and liabilities at the date of preparation of the financial statements and the income and expenses reported for that period. Although these estimates are made by the management of the Company on the basis of the best information available at the date of the financial statements, the results achieved may differ from those estimates..

(3) Continuity of activity

These financial statements have not been prepared on a going concern basis, which assumes that the Company will continue in business for the foreseeable future, based on the following:

Based on the partners' plans for the Company, at the date of approval of these financial statements, the Company ceased its operational activity in September 2023 (being the last month from which revenues will be earned from the contract with Accenture) and in the first part of 2024 to start the liquidation process of the Company, following the obtaining of a final decision from the National Tax Administration Agency on the acceptance of the refund of the VAT remaining to be recovered, a decision expected in the first quarter of 2024. .

During 2023 according to the budget the Company needs capital infusion to support the liquidation operations. The shareholders approved a share capital increase in the amount of EUR 2,600,000 / RON 12,919,400 received in October 2023 to cover the liquidation and dissolution of the company and the payment of the penalty resulting from the contract with SEFERCO.

At the end of 2022, the Company recorded a loss of lei 7.497.407 (December 31, 2021: 5.516.459 lei). On December 31, 2022, the Company's current assets exceeded its current liabilities by 13.079.147 lei (in 2021: the Company's current assets exceeded its current liabilities by 23.947.159 lei).

(4) The currency of financial statements

The accounting is kept in Romanian language and in the national currency. The items included in these financial statements are presented in Romanian Lei.

B Conversion of foreign currency transactions

Transactions of the Company in foreign currency are recorded at the exchange rates communicated by the National Bank of Romania ("NBR") for the transaction date. At the end of each month, monetary balances denominated in a foreign currency are converted into RON at the exchange rates communicated by the NBR for the last banking day of the month. Gains and losses resulting from the settlement of transactions in a foreign currency and from the translation of foreign currency assets and liabilities are recognized in the income statement in the income statement. Advances are not monetary items and are not subject to exchange rate valuation. The currency in which the transactions of the Greek branch are

NOTES TO THE ANNUAL INDIVIDUAL FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2022

registered is the euro, the amounts outstanding on December 31 being converted into lei at the official closing rate of the NBR, the turnovers of income and expenses being converted using the average exchange rate for the financial year.

C Intangible assets

(i) *Payments in advance and other intangible assets*

Advances and other intangible assets are recorded as advances to intangible assets suppliers, software programs created by the entity or purchased from third parties for their own use needs and other intangible assets.

Elements such as other intangible assets are depreciated on a straight line for a 5-year period.

The expenses that allow intangible assets to generate future economic benefits above the initially planned performance are added to the original cost thereof. Such expenses are capitalized as intangible assets if they are not an integral part of the tangible assets.

Tangible assets

(1) Cost / evaluation

Tangible assets are initially measured at acquisition cost.

The cost of a tangible asset includes the initially estimated costs of dismantling and moving it for disposal, as well as the restoration of the location where the asset is, when these amounts can be estimated credibly and the Company has the obligation to dismantle and move the asset and to restore the location.

The maintenance and repair of tangible assets are considered expenses when they occur, and significant improvements in tangible assets which increase the value of life span thereof or significantly increase their capacity to generate economic benefits are capitalized.

(2) Depreciation

Depreciation is calculated at the input value using the linear method over the estimated life span of the assets as follows:

<u>Asset</u>	<u>Years</u>
IT equipment	4
Vehicles	6
Other installations, machinery and furniture	4-10
Capitalized relocation costs (design, wiring, and support)	
- duration of the rental contract	15

Depreciation is calculated from the month following commissioning and until full recovery

of their input value.

(3) Sale / disposal of tangible assets

Tangible assets that are scrapped or sold are removed from the balance sheet together with the appropriate cumulative depreciation. Any profit or loss resulting as difference between the income generated and non-depreciated value, including costs generated by this operation are included in the profit and loss account in "Other operating income" or "Other operating expenses", as applicable.

When the Company recognizes the book value of a partial replacement in the carrying amount of a tangible asset (replacing a component), the book value of the replaced part with the related depreciation is removed from the records.

(4) The costs of indebtedness

The expenses with the interests related to all loans are considered expenses at the time they are incurred.

D Assets depreciation

At year end, the value of tangible and intangible elements is reconciled with the inventory results. In this regard the net book value is compared to the value set based on the inventory value. The negative differences between the inventory value and the net book value of elements is recorded based on additional impairment in case of depreciable assets for which depreciation is irreversible or if an adjustment is made for depreciation or value loss when depreciation is reversible. The inventory value is determined by the utility of the asset, its status and the market price.

E Financial assets

At 31 December 2022 their balance was 4,067,865 lei and at 31 December 2021 their balance was zero.

F Commercial receivables

Commercial receivables are recorded at the invoiced amount less the provision for the impairment of these receivables. The provision for impairment of trade receivables is established if there is objective evidence that the Company will not be in a position to collect all amounts at the original terms.

G Cash and cash equivalents

Cash and cash equivalents are stated in the balance sheet at cost. In the balance sheet, the overdraft is shown in debt to be paid over a period of one year - due to credit institutions.

I Share capital:

Joint actions are classified in equity.

Expenditures related to the issuance of equity instruments are reflected directly in equity by the equity related losses.

Company's shares buy-back, the amount paid will reduce its own capital. When these shares are subsequently re-issued, the amount received (net of transaction costs) is recognized in equity.

Exchange rate differences between the time of subscription of shares and the payment of their consideration are not gains or losses related to the issue, redemption, sale, disposal or cancellation of the entity's equity instruments, which are recognized in income or expenses as appropriate .

J Dividends

Dividends on ordinary shares are recognized in equity during the period in which they are stated.

K Loans

Short and long term loans are initially recorded at the amount received. Differences between the amounts received and the redemption amount are recognized in the income statement during the loan agreement.

Bank fees and commissions for long-term borrowing are recognized on account of accrued expenses. Advance payments are to be recognized at current, deferred expense, during the repayment period of the loans.

If the Company has an unconditional right to postpone the settlement of its loans for at least twelve months after the end of the reporting period, then the debts in question will be classified as long-term liabilities. Other loans will be presented as short-term liabilities.

The short-term portion of long-term loans is classified as "Debt: Amounts to be paid up to one year "and included with interest accrued at the balance sheet date in" Amounts owed to credit institutions "in current liabilities.

L The accounting of lease contracts in which the Company is a lessee

- (1) Financial lease contracts

Leases for tangible assets in which the Company assumes all risks and benefits related to property are classified as finance leases. Financial leases are capitalized at the estimated updated value of the parties.

Each payment is divided between the capital and interest element to obtain a constant interest rate during the reimbursement. The amounts payable are included in short or long term debts. The interest element is transferred to the profit and loss account over the life of the contract. Assets held under finance leases are capitalized and amortized over their useful life span.

Operational lease contracts

Leasing contracts with a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under such a contract (net of any facilities granted by the lessor) are recognized in the income statement on a straight-line basis over the life of the contract.

M Trade payables

Trade payables are recorded at the amount of the amounts to be paid for the goods or services received.

N Provisions

The provisions for decommissioning, restructuring, litigation, and other provisions for risks and expenses are recognized when the Company has a legal or implicit obligation generated from a previous event, when an outflow of resources is necessary and when a credible estimation of the obligation value is possible.

There are no provisions recognized for future operational losses.

In the case of contracts for pecuniary interest (contracts where the unavoidable costs of meeting contractual obligations exceed the expected economic benefits to be achieved), the current contractual obligation stipulated in the contract is recognized and evaluated as a provision. Before any separate provision for a contract for pecuniary interest, it is recognized any loss from the impairment of assets assigned to the contract.

O Employees benefits

Pensions and other benefits after retirement

In the normal course of business, the Company pays health, pension and state unemployment benefits on behalf of its employees at statutory rates. All employees of the Company are members of the mandatory pension plan of the Romanian state. These costs are recognized in the income statement with the recognition of salaries.

The Company does not operate any other retirement or retirement benefit plan and therefore

has no other obligations regarding pensions.

P Taxation

Current income tax

The Company records current income tax on the taxable profit in tax returns under the relevant tax laws.

Recognition of revenue

Income refers to the services provided. The Company's revenues are made from application monitoring, database storage and processing. Amounts are determined as a fixed tariff for a set volume of transactions, and for transactions that exceed this volume, a charge per transaction is charged. The Company also receives income from implementation and maintenance projects required for various banking operations.

Revenues for implementation and maintenance services are recognized on the basis of the completion stage, percentage of the total revenue related to the service contract. The percentage is determined as the ratio between the total services to be rendered and the services rendered up to the balance sheet date.

The income from interest is periodically recognized, proportionally, as the respective revenue is generated, respectively, based on the accrual basis.

In these financial statements, income and expenses are presented at gross value. In the balance sheet, debts and claims from the same partners are presented at net value when there is a clearing right.

Q Turnover

The turnover represents the invoiced amounts and the amounts to be invoiced, without VAT and discounts, for delivered goods and provided services

R Operating expenses

The operating expenses are recognized in the period to which they relate.

S Financial expenses

The financial expenses are recognized in the period to which they relate.

6 PARTICIPATIONS AND SOURCES OF FINANCING

NOTES TO THE ANNUAL INDIVIDUAL FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2022

a) Share capital:

The amount of authorized capital at 31 December 2022 was 61.065.300 lei equivalent to 13.030.334,82 Euro at the historical exchange rate, representing 610.653.000 shares. All shares are ordinary and all the capital is paid on December 31, 2022 (at December 31, 2021 the paid-up capital was 41.268.500 lei). All shares have the same voting rights and have a face value of 0.1 lei / share.

The shareholding structure at 31 December 2022 is presented as follows:

	<u>No. of shares</u> <u>(thousand)</u>	<u>Amount</u> <u>(lei)</u>	<u>Percenta</u> <u>ge</u> <u>(%)</u>
ERB NEW EUROPE HOLDING BV	608795105	60879510.5	99,7
ERB EUROBANK ERGASIAS SA	<u>1.857.895</u>	<u>185.789.5</u>	<u>0.3</u>
Total	<u>610653000</u>	<u>61065300</u>	<u>100</u>

b) Issued bonds

The Company had no bonds issued on 31 December 2022 and 31 December 2021.

7 INFORMATION ABOUT EMPLOYEES AND MEMBERS OF THE ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES

a) Allowances for the members of administration, management and surveillance bodies

During the financial years 2021 and 2022, the Company did not grant allowances to members of the administrative, management and supervisory bodies.

b) Employees

The average number of employees during the year was the following:

	<u>2021</u>	<u>2022</u>
Administrative personnel	1	1
Production personnel	-	-
Total	<u>1</u>	<u>1</u>
	<u>2021</u> <u>(lei)</u>	<u>2022</u> <u>(lei)</u>

ERB IT SHARED SERVICES SA

NOTES TO THE ANNUAL INDIVIDUAL FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2022

Total expenses with employees salaries	<u>67.209</u>	<u>66.694</u>
	<u>December 31, 2021</u> (lei)	<u>December 31, 2022</u> (lei)
Salaries to be paid at the end of the period	<u>0</u>	<u>0</u>

Expenses with employee salaries includes directors' allowances but also the cost of meal vouchers as follows:

	<u>2021</u> (lei)	<u>2022</u> (lei)
Cost of meal tickets	<u>3.131</u>	<u>4.912</u>

8 FURTHER INFORMATION:

a) Information on Company Presentation

ERB IT Shared Services SA was established in 2006 as a subsidiary of ERB EUROBANK ERGASIAS SA being a joint-stock company and having as its object the activity of computer data processing. The headquarters of the company is at 6A Dimitrie Pompeiu Street where the activity is conducted.

The company carries out computer data processing activities. The core business is the management / monitoring of banking operations / banking transactions of banks / companies within Eurobank Ergasias SA, which is also the shareholder company.

The majority shareholder at the end of 2022 and 2021 is ERB New Europe Holding BV.

b) Information on the entity's relationships with subsidiaries, associates or other entities in which strategic holdings are held

The company has no equity. The company has a branch office in Greece. The financial statements of the subsidiary are consolidated in the Company's financial statements.

Details on transactions with affiliated parties and the nature of relations with them are provided in Note 8 j).

c) Turnover

	<u>2021</u> (lei)	<u>2022</u> (lei)
Services provided	<u>2753572</u>	<u>2721670</u>

d) Events after the balance sheet date

Other events

In September 2023 the share capital was increased by RON 12.919.400.

e) Expenses with rents and installments paid under an operating lease

The company operates in a leased premises from affiliated parties, part of a 15-year contract. Expenditures for the year 2022 were RON 4.482.685 (December 31, 2021: 4.347.466 lei).

f) Fees paid to auditors / censors

In 2022, the company paid to auditors the fees according to the contract in the amount of 0 lei including VAT.

g) Unmatured commercial effects expected

The company does not have expected business effects.

h) Probable liabilities and commitments

The company does not have commitments at the end of 2022.

i) Commitments received

The company has no commitments received by the end of 2022.

j) Transactions with affiliated parties / related parties

Affiliated entities include those entities and persons that have control or significant influence over the Company's business.

Related entities include entities that:

- a. Directly or indirectly through one or more entities, controls or is controlled by the other entity or is under common control of the other entity (this includes parent companies, subsidiaries or member subsidiaries);
- b. Is a member of key management personnel of the entity or its parent.

ERB IT SHARED SERVICES SA

NOTES TO THE ANNUAL INDIVIDUAL FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2022

The company included in the list of related entities as of December 31, 2022:

- Seferco Development SA – supplier;
- Eurobank Ergasias SA - Parent company (controlling entity) - client;
- EUROBANK LEASING – leasing lender

(1) Sales of services and interest

	<u>2021</u> (lei)	<u>2022</u> (lei)
<i>Service Sales</i>		
a) the parent company	0	0
b) other affiliated parties	<u>0</u>	<u>0</u>
	<u>0</u>	<u>0</u>
<i>Income from interests</i>		
a) the parent company	0	0
b) other affiliated parties	<u>0</u>	<u>0</u>
	<u>0</u>	<u>0</u>

(2) Purchases of services and interest expenses

	<u>2021</u> (lei)	<u>2022</u> (lei)
Service purchases		
a) the parent company	0	0
b) other affiliated parties	<u>5.386.840</u>	<u>6.649.620</u>
	<u>5.386.840</u>	<u>6.649.620</u>
Expenses with interest		
a) other affiliated parties	31.399	31.411

(3) Balances resulting from the sale / purchase of goods / services

	<u>December 31, 2021</u> (lei)	<u>December 31, 2022</u> (lei)
Commercial receivables		
a) the parent company	0	0
b) other affiliated parties	<u>0</u>	<u>0</u>
	<u>0</u>	<u>0</u>
Available at the bank		
a) the parent company	10.754	0
b) other affiliated parties	<u>0</u>	<u>0</u>
	<u>10.754</u>	<u>0</u>
	<u>December 31, 2021</u> (lei)	<u>December 31, 2022</u> (lei)

NOTES TO THE ANNUAL INDIVIDUAL FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED ON 31 DECEMBER 2022

Credit balance with affiliated parties		
Suppliers	(1.413)	0
Loans	528.220	608.289

9 CONTINGENCIES

(a) Actions in court

The company is not the subject of court proceedings.

(b) Taxation

The tax system in Romania has undergone several changes in recent years and it is in a continuous process of upgrading and modernization. As a result, still there are different interpretations of tax legislation. In certain situations, the tax authorities may treat different aspects differently by calculating additional taxes and interest and related late payment penalties (currently totalling 0,01% per day of delay). In Romania, the fiscal exercise remains open for fiscal verification for 5 years. The Company's management believes that the tax liabilities included in these financial statements are appropriate.

(c) Transfer price

Romanian tax legislation includes the principle of "market value", according to which transactions between affiliated parties must be carried out at market value. Taxpayers conducting transactions with affiliated parties must prepare and make available to the tax authorities in Romania, upon their written request, the transfer pricing file. Failure to submit the transfer pricing file or submission of an incomplete file may result in penalties for non-compliance; In addition to the content of the transfer pricing file, tax authorities may interpret transactions and circumstances different from management's interpretation and, as a result, may impose additional tax obligations resulting from the adjustment of transfer pricing. The management of the Company believes that it will not suffer any losses in the event of a fiscal check to verify the transfer prices. However, the impact of different interpretations of tax authorities can not be estimated reliably. This may be significant for the Company's financial position and / or operations. There are affiliated parties in Romania, Greece, Ukraine, Serbia, Turkey, Luxemburg, Bulgaria.

DIRECTORS


Name and surname Zafeiris Konstantinos

Name and surname Psychogios Spyros

Signatures _____

Stamp

TITĂ CLAUDIA ANDREEA
 TRADUCĂTOR ȘI INTERPRET
 AUTORIZAT
 ENGLEZĂ-ITALIANĂ
 Aut. Nr. 12665/03.08.05



PREPARED BY,

Name and surname

ABH EXPERT SRL

Position Accountant

Signature _____

Registration number with the professional body

CECCAR Authorization no. 11942/2017