binding offer for the purchase of shares in the selection process

(hereinafter as the „Binding offer”)

For:

**Ing. Lee Louda, Ph.D.**, ID: 69326681, with registered office at Vodičkova 791/41, 110 00 Praha, Nové Město, Czech republic (hereinafter as the “**Insolvency practitioner**“)

as the Insolvency practitioner in the insolvency proceedings conducted by the Municipal court in Prague under file No. MSPH 98 INS 723/202 in the case of the bankruptcy of the debtor

**Arca Investments, a.s., v reštrukturalizácii**, ID: 359 75 041, with registered office at Plynárenská 7/A, 821 09, Bratislava, Slovakia (hereinafter as the “**Debtor**“)

who announced the Selection process (hereinafter as the "**SP**") in order to find a purchaser - buyer – of the shares registered in the Debtor's insolvency estate, under item “V. Other assets”, item No. 8., namely 495 460 pcs. of shares in book-entry form with a nominal value of 2.27 EUR issued by Wiener Privatbank SE, Parkring 12, 1010 Vienna, Republic of Austria, ISIN: AT0000741301 (hereinafter as the "**Shares**"), to whom the Shares will be transferred under the terms and conditions set out in the Conditions of the SP (hereinafter as the "**Conditions**").

In accordance with the Conditions, the person named below (hereinafter as the "**Participant**") submits to the Insolvency practitioner the following

Binding offer pursuant to Article 5.1 of the Conditions

for the purchase of Shares:

Name of the Participant: Click or tap here to enter text.

Registered office / residence: Click or tap here to enter text.

ID / birth number: Click or tap here to enter text.

TAX ID[[1]](#footnote-2): Click or tap here to enter text.

Authorized person(s)[[2]](#footnote-3): Click or tap here to enter text.

Position of the authorized person(s)[[3]](#footnote-4): Click or tap here to enter text.

Contact person: Click or tap here to enter text.

Name of the contact or other person: Click or tap here to enter text.

Registered office / mailing address

of the Participant: Click or tap here to enter text.

To the hands of: Click or tap here to enter text.

Phone number: Click or tap here to enter text.

E-mail: Click or tap here to enter text.

The Participant hereby declares that he/she has read the Conditions, understands them and accepts them, including the rights and obligations arising from the Conditions, without reservation.

Introduction of the Participant or the group to which it belongs (if it belongs to a business group):

Click or tap here to enter the description.

**The Participant hereby offers the following purchase price for the Shares:**

**Click or tap here to enter the numeric amount EUR**

**(in words: Click or tap here to enter the amount in words euros)**

The Participant understands that VAT may be applied to the purchase price (the price will be increased by VAT) under the terms of applicable law.

Sources of financing (if self-financed or in combination with a loan): Click or tap here to enter the description.

Indication of the necessary regulatory approvals and notifications, if any, to be obtained by the Participant in order to carry out the transaction, in particular the approval/notification of the Austrian Financial Market Authority (FMA): Click or tap here to enter the description

Indication of any necessary merger control notification or approval, which may need to be obtained by the Participant in order to carry out the transaction: Click or tap here to enter the description

Indication of the necessity of a mandatory takeover bid to the other shareholders of Wiener Privatbank SE in accordance with the provisions of the Austrian Takeover Act by the Participant: Click or tap here to enter the description

Together with this Binding offer, the Participant submits two (2) dully signed Deposit agreements.

Unless otherwise defined in this Binding offer, the meaning of all terms defined in the Conditions and used in this Binding offer shall be as defined in the Conditions.

The Participant hereby agrees that data related to its participation in the SP may be disclosed to third parties at the discretion of the Insolvency practitioner. The Participant represents and warrants to the Insolvency practitioner that this Binding offer, the statements made herein and the documents attached hereto are complete, correct and not misleading.

The participant hereby declares that

* he/she/it is acting as principal for his/her/its own account and not as broker or agent for, or in concert with an undisclosed third party;
* [the Participant is acting in concert with the following persons/entities*:* Click or tap here to enter the description.
* The Participant is acting in concert on the basis of explicit shareholder agreements / on the basis of implicit agreements or concerted practicesClick or tap here to enter the description.];
* is not bankrupt, is not subject to insolvency proceedings pursuant to Czech Act No. 182/2006 Coll., the insolvency act, as amended, bankruptcy proceedings or settlement proceedings pursuant to Czech Act No. 328/1991 Coll., on bankruptcy and settlement, nor similar proceedings under foreign law;
* no bankruptcy petition has been filed against him, which would be rejected due to lack of assets;
* no execution or judicial enforcement of a judgement has been issued on his property, nor have execution proceedings or proceedings of judicial enforcement of a judgement or similar proceedings under foreign law been initiated against him;
* if it is a legal person, it is not in liquidation or in any other similar position under foreign law;
* is not a person who may not acquire property from the insolvency of the Debtor pursuant to Article 295 of Czech Act No. 182/2006 Coll., the insolvency act, as amended;
* at the time of signing the Share transfer agreement, the entire amount of the purchase price is (will be) secured;
* neither the Participant nor the members of its statutory body have been convicted of a deliberate crime or a crime of an economic nature;
* there is no legal impediment preventing him from entering into the Share transfer agreement;
* has all consent and approvals necessary to acquire the Shares;
* is not a person against whom the Czech Republic applies sanctions pursuant to Czech Act No. 69/2006 Coll., on the implementation of international sanctions.

The Participant furthermore undertakes to provide the Intermediary with all assistance requested by the Intermediary and all documents requested by the Intermediary to the extent and in a form satisfactory to the Intermediary in connection with the performance of the Intermediary’s obligations arising from Czech Act No. 253/2008 Coll., on certain measures against the legalization of the proceeds from crime and the financing of terrorism, as amended, and further states that its ultimate beneficial owner pursuant to Czech Act No. 37/2021 Co.., on the register of ultimate beneficial owners, as amended, are

Ultimate beneficial owner: Click or tap here to enter text.

Ultimate beneficial owner: Click or tap here to enter text.

Ultimate beneficial owner: Click or tap here to enter text.

Ultimate beneficial owner: Click or tap here to enter text.

and attaches to this Binding offer originals or certified copies of documents certifying the Participant’s ultimate beneficial owners.

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| In \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | |
|  | |
| On behalf of **[Business name / full name of the Participant]** | |
|  | |
| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  Name: Click here to fill in  Position: Click here to fill in | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  Name: Click here to fill in  Position: Click here to fill in |
| \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  Name: Click here to fill in  Position: Click here to fill in | \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  Name: Click here to fill in  Position: Click here to fill in |

1. Non-payers of VAT do not fill in. [↑](#footnote-ref-2)
2. Person(s) authorized to act on behalf of the Participant. [↑](#footnote-ref-3)
3. If the authorization of the person(s) authorized to act on behalf of the Participant does not follow from the attached document certifying the legal capacity of the Participant or from the extract from the Czech Commercial register available on the website of the Ministry of Justice of the Czech republic (<https://or.justice.cz/ias/ui/rejstrik>), please attach the original or an officially certified copy of the power of attorney or other document authorizing the authorized person(s) to act on behalf of the Participant. [↑](#footnote-ref-4)