

MERGER BY ABSORPTION

PROSPECTUS

Of

CALLPOINT NEW EUROPE S.R.L.

(in capacity of Absorbing Company)

And

COMPETENCE CALL CENTER S.R.L.

(in capacity of Absorbed Company)

Bucharest

18.01.2022

1. INTRODUCTION AND DEFINITIONS

1.1. Introduction

The merger envisaged under this Prospectus („**Merger Prospectus**“) establishes the merger conditions by and between CALLPOINT NEW EUROPE S.R.L., as the Absorbing Company and COMPETENCE CALL CENTER S.R.L., as the Absorbed Company, according to the provisions of Law no. 31/1990 on companies, as subsequently republished and amended (the "**Company Law**") and other relevant normative acts.

1.2. Definitions

Capitalized terms used in this Merger Prospectus shall have the meaning assigned to such terms below:

Effective Date	the date on which the Merger becomes effective, in accordance with the provisions of Chapter 10 of this Merger Prospectus;
Financial Statements Date or Merger Reference Date	the date of the financial statements of the Participating Companies taken into account upon drafting this Merger Prospectus, respectively the date of December 31, 2020 ;
Merger	the merger by absorption procedure, respectively the operation considered within this Merger Prospectus through which the Absorbed Company is absorbed by the Absorbing Company and dissolved without liquidation and shall transfer all its assets and liabilities to the Absorbing Company as per Article 238 para. (1) letter a) of the Company Law;
The Absorbing Company or "CallPoint"	CALLPOINT NEW EUROPE S.R.L. , a Romanian limited liability company organized and operating according to the laws of Romania, having its registered headquarter in Bucharest Municipality, District 6, 4G Vasile Milea Boulevard, AFI PARK 3 Building, floors 1, 2, 3, 4 and 5, Romania registered at the Trade Registry under no. J40/7327/2015, having sole registration code 21147668;
The Absorbed Company or "Competence Call Center"	COMPETENCE CALL CENTER S.R.L. , a limited liability company, duly formed and existing under the laws of Romania, with its registered office in Bucharest, District 3, 256 Basarabia Boulevard, 2 nd floor, Romania, registered with the Trade Registry under no. J40/9474/2007, sole identification code 21744364;
Participating Companies	the Absorbing Company and the Absorbed Company.

TELUS International Group

Group of companies in which the Participating Companies are part of.

Within the present Merger Prospectus, reference is made to the following applicable normative acts:

- Company Law;
- Accounting law no. 82/1991, republished, with the subsequent amendments ("**Law 82/1991**");
- Order of the Minister of Finance no. 897/2015 for approving the methodological norms regarding the accounting treatment of mergers, demergers, dissolution and liquidation of companies as well as for withdrawal and exclusion of shareholders from companies ("**Order 897/2015**");
- Law no. 227/2015 regarding the Fiscal Code, with its subsequent amendments ("**Fiscal Code**");
- Order no. 2861/2009 on the approval of the Rules on the organization and carrying out of the inventory of the elements of active nature, debts and own capitals ("**Order 2861/2009**");
- Order no. 1802/2014 on the approval of the accounting Regulations regarding the individual annual financial statements and the consolidated annual financial statements ("**Order 1802/2014**");
- Law no. 53/2003 concerning the Labour Code, with its subsequent amendments ("**Labour Code**");
- Law no. 67/2006 regarding the protection of the employees' rights in case of transfer of undertakings, units or part thereof ("**Law 67/2006**").

2. LEGAL FORM, NAME, HEADQUARTERS AND OTHER IDENTIFICATION ELEMENTS OF THE PARTICIPATING COMPANIES INVOLVED IN THE MERGER

2.1. THE ABSORBING COMPANY

2.1.1.	Name	CALLPOINT NEW EUROPE S.R.L.	
2.1.2.	Headquarters	Bucharest Municipality, District 6, 4G Vasile Milea Boulevard, AFI PARK 3 Building, floors 1, 2, 3, 4 and 5, Romania	
2.1.3.	Trade registry registration number	J40/7327/2015	
2.1.4.	Sole registration code	21147668	
2.1.5.	Legal form	Limited liability company	
2.1.6.	Functioning period	Unlimited	
2.1.7.	Main field of activity	NACE GROUP 822 - Activities of telephone intermediation centres (call centre)	
2.1.8.	Main object of activity	NACE CODE 8220 - Activities of telephone intermediation centres (call centre)	
2.1.9.	Share capital	RON 3,400	
2.1.10.	Number of shares	100	
2.1.11.	Nominal value of a share	RON 34	
2.1.12.	The structure of the share capital		
	<i>Name of the shareholder</i>	<i>No. of shares</i>	<i>Holding</i>
	CALLPOINT NEW EUROPE EAD	100	100%
2.1.13.	Directors	Mr. Vigroux Novarino Gregoire-Emmanuel Renaud Mr. David Garth Lowther Mrs. Kristina Ivanova	

2.2. THE ABSORBED COMPANY

2.2.1.	Name	COMPETENCE CALL CENTER S.R.L.	
2.2.2.	Headquarters	Bucharest Municipality, District 3, 256 Bessarabia Boulevard, 2nd floor, Romania	
2.2.3.	Trade registry registration number	J40/9474/2007	
2.2.4.	Sole registration code	21744364	
2.2.5.	Legal form	Limited liability company	
2.2.6.	Functioning period	Unlimited	
2.2.7.	Main field of activity	NACE GROUP 822 - Activities of telephone intermediation centres (call centre)	
2.2.8.	Main object of activity	NACE CODE 8220 - Activities of telephone intermediation centres (call centre)	
2.2.9.	Share capital	RON 10,000	
2.2.10.	Number of shares	100	
2.2.11.	Nominal value of a share	RON 100	
2.2.12.	The structure of the share capital		
	<i>Name of the shareholder</i>	<i>No. of shares</i>	<i>Holding</i>
	CALLPOINT NEW EUROPE S.R.L.	100	100%
2.2.13	Directors	Mr. David Garth Lowther Mr. Gregoire – Emmanuel Renaud Vigroux Mr. Thomas Anthony Barry	

The structure of the share capital and the participation quotas of the shareholder to the share capital of the Absorbing Company and of the Absorbed Company on the Merger Reference Date and after the Merger are detailed in Annex 3 to this Merger Prospectus.

3. MEGER RATIONALE AND CONDITIONS. MERGER EFFECTS

3.1. Legal considerations

The Merger will take place through the absorption of Competence Call Center by CallPoint, in accordance with the provisions of the Company Law and other applicable legal provisions.

Following the Merger, Competence Call Center will cease to exist, will lose its legal capacity, will dissolve without liquidation and will be de-registered from the Trade Registry.

The Absorbing Company will take over all the rights and obligations existing at the Effective Date of the Merger in the patrimony of the Absorbed Company. Also, from an accounting perspective, the assets and liabilities of the Absorbed Company will be transferred in full to the Absorbing Company on the Effective Date of the Merger. For the avoidance of doubt, in the event that an asset or liability of the Absorbed Company is not mentioned in the Merger Prospectus for any reason (such as error, omission, regardless of fault or intent), that asset or liability item will be considered the property of the Absorbing Company and will be transferred further to the Merger, without any other compensation or consideration. Following the Effective Date of the Merger, the transactions of the Absorbed Company will belong to the Absorbing Company for accounting purposes.

Pursuant to Article 243⁴ of the Companies Law, which provides that, in case of a merger by absorption, by which one or more companies are dissolved without going into liquidation and transfer all their assets and liabilities to another company holding all their shares or other securities which confer voting rights in the general meeting, certain legal provisions will not be applicable, as mentioned below, the Participating Companies waive hereby and by the relevant corporate decisions the conclusion of the following documents, stipulation of the following mentions in the Merger prospectus and the performance of the following formalities:

- (i) mentioning in the Merger prospectus the information provided at Article 241 letters c) – e) of the Companies Law;
- (ii) drafting by the directors of the Participating Companies of the report provided at Article 243² para. (1) and communication of the information stipulated by Article 243² para. (4) of the Companies Law;
- (iii) drafting by an independent expert of the report regarding the exchange rate of the shares provided at Article 243³;
- (iv) fulfilling the requirements regarding the information of the shareholders provided at Article 244 para. (1) letters b) and f) of the Companies Law;
- (v) the provisions of Articles 245 and 250 para. (1), letter b) of the Companies Law shall not be applicable.

Pursuant to Article 244 para. (2) of the Company Law, the drafting of the special financial statements provided at Article 244 para. (1) let. d) is not necessary, the shareholders of the Participating Companies deciding that, according to the aforementioned article.

This Merger Prospectus has been prepared and signed by the director of the Participating Companies, namely by Mr. **David Garth Lowther**, in compliance with the provisions of the

Company Law and other applicable laws.

This Merger Prospectus has been prepared in accordance with the provisions of the Company Law, based on the **Decision of the Sole Shareholder of CALLPOINT NEW EUROPE S.R.L. dated 18.01.2022** and the **Decision of the Sole Shareholder of COMPETENCE CALL CENTER S.R.L. no. 4/18.01.2022**, which decided to initiate the Merger, prepare the Merger Prospectus and all the documents and actions necessary to initiate the Merger.

In relation to the Merger, the Absorbing Company undertakes to:

- inform the contractual partners of the Absorbed Company regarding the Merger and the taking over of all the rights and obligations of the Absorbed Company;
- fulfill, in accordance with the legal provisions in force, all the formalities that the Merger implies, in the relations with the competent authorities;
- carry out, in accordance with the applicable legal provisions, all the formalities that the Merger implies in connection with the employees of the Absorbed Company.

After submission with the Trade Registry Office and after publication on the websites of the Participating Companies in accordance with Article 242 para. (2¹) of the Company Law, following the expiration of the legal opposition term, the Merger Prospectus will be submitted for final approval by the competent statutory bodies of the Participating Companies.

3.2. Economic rationale and the conditions of the Merger

The Absorbing Company, CallPoint, was founded in 2007 and is headquartered in Bucharest. CallPoint operates in the telephone intermediation centres (call centre) activities. It currently has a total number of 1,924 employees.

The Absorbed Company, Competence Call Center, was founded in 2007 and is headquartered in Bucharest. It carries out telephone intermediation centres (call centre) activities and has a total of 349 employees.

The Participating Companies are part of the same group, namely the TELUS International Group.

Given the fact that the Absorbing Company and the Absorbed Company are part of the same group, the Participating Companies will benefit as a result of the Merger from an unitary administration by eliminating expenses generated by the simultaneous management of the Participating Companies, having as effect a better management of resources and high efficiency of their use (human, technical and other resources). The savings can be redirected to promoting the growth of the business and attracting more customers through the combined resources and expanded capabilities that will result, including the ability to attract larger customers with more varied needs.

The Merger will also lead to:

- i. Reduction and simplification of reporting procedures both towards public authorities (such as accounting, financial, regulatory) and to Group affiliates, through combined reporting and disclosure;
- ii. Efficient administration of resources and funds necessary for the activities carried out and at the same time, the elimination of additional expenses by simplifying the

- Participating Companies' structure and the existence of a single company to carry out the management, operation and administration of the activities;
- iii. Improved operational efficiency by adopting best practices for the combined entity including shared tools, technical expertise and resources;
 - iv. Integration of human resources management tools and techniques for hiring employees, training, workforce management and other activities which improve customer service delivery and quality control;
 - v. Unification of the management and control processes of the activities currently carried out by CallPoint and Competence Call Center and, thus, the achievement of savings by reducing the parallel administrative and management structures and increasing the efficiency of the managerial decision act;
 - vi. Strengthening the financial position of the combined group by attracting larger and more diverse customers in order to increase turnover;
 - vii. Increasing the competitiveness on the relevant market in Romania.

3.3. The effects of the Merger

As an effect of the Merger, CallPoint will take over all the rights and obligations existing at the Effective Date in the patrimony of Competence Call Center, the latter being dissolved without entering into liquidation, in accordance with the provisions of Art. 233 of the Company Law.

Further details regarding the manner in which the rights and obligations of the Absorbed Company will be transferred to the Absorbing Company on the Effective Date are presented at Chapter 10 of this Merger Prospectus.

4. ESTABLISHMENT AND EVALUATION OF THE ASSETS AND LIABILITIES OF THE PARTICIPATING COMPANIES

4.1. Inventory and valuation of assets and liabilities

The assets and liabilities of each of the Participating Companies were subject to inventory, in accordance with the provisions of Law 82/1991 and with the accounting norms and regulations in force respectively, these elements being registered in the financial statements prepared on the Merger Reference Date.

4.2. Preparation of financial statements for the Merger

The Participating Companies have prepared the financial statements as of December 31, 2020 - the Merger Reference Date.

The patrimony of the Participating Companies, according to the financial statements at the Merger Reference Date is summarized in the following table (amounts in RON).

	CallPoint	Competence Call Center
Total assets	105,914,695	9,100,899
Total debt	68,022,927	7,906,718
Net assets	37,891,768	1,194,181

The financial statements at the Merger Reference Date of the Participating Companies are presented in Annex 1 of this Merger Prospectus.

4.3. Valuation of Participating Companies

The pro-forma balance sheet of the Absorbing Company as a result of the Merger is prepared based on the net asset valuation method. This assumes that the values used in the Merger operations are based on the net accounting assets. In this case, at the Merger operations, the balance sheet elements are taken over by the Absorbing Company at the value at which they were highlighted in the accounting of the transferring company

The pro-forma balance sheet of the Absorbing Company as a result of the Merger is presented in Annex 2 of this Prospectus.

4.4. The value of the Merger premium and determination of the Merger premium

In accordance with Order 897/2015, the Merger premium is computed as difference between the net contribution of the Absorbed Company and the total nominal value of the new shares issued by the Absorbing Company.

Considering that the Absorbing Company will not issue any new shares, the value of the resulting Merger premium is of RON 1,194,181.

4.5. Investment held by Call Point in Competence Call Center

The investment held by Call Point in Competence Call Center, amounting to RON **19,303,050** will be cancelled against the resulting Merger premium, retained earnings and reserves, as follows:

Merger premium	RON 1,194,181
Retained earnings	RON 18,108,869

Following the above mentioned transaction, the retained earnings will have a negative balance of RON 11,272,646, which will be netted off by the profit of the year 2020 amounting to RON 19,667,087, which is already transferred to retained earnings as of the date of this Merger Prospectus.

4.6. Fiscal aspects

i. The fiscal value of the transferred patrimonial elements

In accordance with the provisions of the fiscal legislation in force, the assets and liabilities

transferred by the Absorbed Company to the Absorbing Company as a result of the Merger will retain their existing fiscal value on the Effective Date. In this sense, the Absorbed Company will provide the Absorbing Company with a statement on its fiscal value as of the Effective Date through the handover-receipt protocol of the assets and liabilities.

The Absorbing Company will compute the tax depreciation based on the same rules which have been applied at the level of the Absorbed Company.

The provisions booked by the Absorbed Company will be taken over by the Absorbing Company in the same deduction conditions applied by the Absorbed Company.

The reserves booked by the Absorbed Company will be taken over by the Absorbing Company, within the limit of the merger premium, keeping the same tax treatment which would have been applied at the level of the Absorbed Company in case the merger would not have been performed.

ii. Fiscal attributes

In accordance with the provisions of Art. 31 para. 2) of the Fiscal Code, the fiscal losses and exceeding borrowing costs (if the case) registered by the Absorbed Company on the Effective Date, if applicable, will be recovered by the Absorbing Company which will take over the assets (assets and liabilities) of the Absorbed Company, according to this Merger Prospectus.

The obligations of the Absorbed Company will be taken over by the Absorbing Company, based on the Company Law, as well as the statement of the Absorbed Company regarding the manner in which it decided to settle its liabilities.

5. CONDITIONS OF ALLOCATION OF SHARES IN THE ABSORBING COMPANY. EXCHANGE RATIO AND THE AMOUNT OF POSSIBLE CASH PAYMENTS

5.1. Number of shares to be issued by the Absorbing Company

According to Article 250 para. (2) letter a) of the Companies Law, "*No share in the absorbing company may be exchanged for shares / shares issued by the absorbed company and which are held: a) by the absorbing company, directly or through a person acting in its own name , but on behalf of the company [...]*".

Given that the Absorbing Company is the sole shareholder of the Absorbed Company, it will not receive new shares, because the shares issued in its account would have been canceled.

5.2. The structure of the share capital of the Absorbing Company following the Merger

As a result of the Merger, the Absorbing Company will subsequently have a share capital of RON 3,400, fully subscribed and paid, divided into 100 shares, with a nominal value of RON 34 each.

Thus, the structure of the share capital of the Absorbing Company following the Merger will be the following:

The structure of the share capital		
<i>Shareholder's name</i>	<i>No. of shares</i>	<i>Holding</i>
CALLPOINT NEW EUROPE EAD	100	100%

6. THE DATE FROM WHICH THE SHARES TO BE ISSUED BY THE ABSORBING COMPANY GIVE THE OWNER THE RIGHT TO PARTICIPATE IN THE BENEFITS AND ANY SPECIAL CONDITIONS AFFECTING THIS RIGHT

As a result of the Merger, the Absorbing Company will not issue any new shares given the provisions of Article 250 para. (2) letter a) of the Company Law.

7. THE RIGHT TO DIVIDENDS

Considering the structure of the Merger and respectively the current financial conditions of the Participating Companies, as of the Effective Date of the Merger, the shareholder of the Absorbed Company will lose its right to dividends in this entity. The shareholder of the Absorbing Company will have the right to dividends in the Absorbing Company, pro-rata with its participation quota to the share capital of the Absorbing Company.

8. RIGHTS AND OTHER SPECIAL BENEFITS

No special rights and / or benefits are granted.

9. MERGER FINANCIAL STATEMENTS DATE

For the Participating Companies, the Financial Statements Date / Merger Reference Date is December 31, 2020 in accordance with the provisions of Art. 241 of the Company Law.

10. EFFECTIVE DATE OF MERGER

The Merger will produce effects from a legal, accounting and fiscal perspective (**Effective Date of the Merger**) as of the first calendar day of the month following the month in which the date of registration by the Trade Registry of the last sole shareholder decision approving the Merger takes place.

For the avoidance of doubt, the Participating Companies will continue to exist and operate separately until the Effective Date of the Merger. Starting with the Effective Date of the Merger, **at 00:00**, the Participating Companies will merge and continue their existence as a single legal entity, all assets and liabilities of the Absorbed Company will be transferred as a result of the Merger, by universal transfer, to the Absorbing Company.

The Effective Date of the Merger, as established in this Chapter 10, shall be deemed to have been approved by the shareholders of the Participating Companies by approving this Merger Prospectus, meeting the conditions imposed by the Company Law.

11. OTHER ELEMENTS OF INTEREST FOR THE MERGER

The value of the assets and liabilities of the Absorbed Company transferred to the Absorbing Company may change between the Merger Reference Date (presented in Annex no. 1) and the Effective Date of the Merger, provided in Chapter 10 above.

The patrimonial differences that may result following the activities carried out by the Absorbed

Company between the Merger Reference Date - **December 31, 2020** - and the Effective Date of the Merger will be regularized by adjustments on account of the result carried forward at CallPoint's level.

The articles of association of the Absorbing Company will be updated based on this Merger Prospectus and the decisions of the competent bodies of the Participating Companies regarding the final approval of the Merger and will be registered with the competent Trade Registry Office.

According to the provisions of the Labor Code and of Law no. 67/2006, the employees of the Absorbed Company will be by right employees of the Absorbing Company from the Effective Date of the Merger, all their rights and obligations being transferred to the Absorbing Company based on and under the conditions provided by Law no. 67/2006. Also, the transfer of the employees of the Absorbed Company will be made in accordance with the notification and registration formalities with the competent Territorial Labor Inspectorate.

The contracts in force on the Effective Date of the Merger concluded by the Absorbed Company will be transferred to the Absorbing Company, which will be subrogated in all rights and obligations resulting from or in connection with these contracts, including, but not limited to, the right to collect the due receivables and the obligation to pay the due debts that the Absorbed Company owes based on these contracts to its creditors.

All cases pending before the courts in which the Absorbed Company is a party, insofar as there are such cases, will continue by the Absorbing Company taking over its procedural capacity.

Also, the Absorbing Company will take over all the licenses, permits, authorizations and any other certificates which are held or issued in favor of the Absorbed Company, an indicative list of them being presented in Annex no. 4.

The current registered office of the Absorbing Company remains the same and will be included as such in the updated articles of association of CallPoint.

The working units of the Absorbed Company will be transferred to the Absorbing Company given that the Absorbed Company holds four working units at the addresses mentioned below and it is envisaged the continuation of its activity after the implementation of the Merger and consequently, four new working units of CallPoint will be set-up at the following addresses:

- at Bucharest, 3rd District, 256 Basarabia Boulevard;
- at Bucharest, 3rd District, 256 Basarabia Boulevard, 3rd floor;
- at Bucharest, 3rd District, 256 Basarabia Boulevard, 1st floor;
- at Brasov Municipality, 2 Nicolae Titulescu Street, Space A and Space B, 2nd floor, Brasov county.

As a result of the Merger, the Absorbing Company will not change its main object of activity, it will keep its legal form and name: CallPoint New Europe SRL. Also, the secondary object of activity of the Absorbing Company will be extended with the NACE codes related to the activities carried out by the Absorbed Company.

Regarding the management of the Absorbing Company, it will not be affected by this Merger, the mandate granted to the directors remaining in force and producing legal effects.

The mandate of the directors of the Absorbed Company will end starting with the Effective Date of the Merger, and the directors of the Absorbed Company will be discharged of liability in accordance with the law.

The Absorbed Company will fulfill its fiscal declaratory obligations to all relevant authorities before de-registration from their records. However, the declaratory obligations not fulfilled by the Absorbed Company before the de-registration will be taken over by the Absorbing Company, starting with the Effective Date of the Merger.

All property titles, files, archives, records, registers or other documents related to the transferred elements will be handed over to the Absorbing Company.

The Absorbing Company will be responsible for keeping and archiving the supporting documents and accounting records of the Absorbed Company.

The Absorbing Company and the Absorbed Company will conclude a handover-receipt protocol, which will take effect on the Effective Date of the Merger, in which the assets and liabilities transferred as a result of the Merger will be mentioned.

This Merger Prospectus was drafted in English and Romanian language. In case of discrepancies the English version shall prevail. This Merger Prospectus was drafted and signed by the directors of the Participating Companies, appointed in this respect by the relevant decisions mentioned in the preamble of this document, today, **18.01.2022**, in 4 original copies.

The following Annexes form an integral part of this Merger Prospectus:

Annex 1 - Balance Sheet of the Participating Companies as of **December 31, 2020**

Annex 2 - Pro-forma balance sheet of the Absorbing Company as a result of the Merger;

Annex 3 - The structure of the share capital and the participation quotas of the shareholders in the capital of the Absorbing Company and of the Absorbed Company;

Annex 4 - List of significant authorizations/certificates/licences/permits or alike regulatory documents, including registers lodged with authorities transferred to CallPoint;


Annex 5 - List of Transferred Contracts;

Annex 6 - List of Transferred litigations.

Mr. David Garth Lowther

In capacity as director
on behalf of

CALLPOINT NEW EUROPE S.R.L.



Mr. David Garth Lowther

In capacity as director
on behalf of

COMPETENCE CALL CENTER S.R.L.



ANNEX 1

The balance sheet of the Participating Companies as of December 31, 2020

	31-Dec-20	31-Dec-20
	CALLPOINT NEW EUROPE S.R.L.	COMPETENCE CALL CENTER S.R.L.
Intangible assets	865,091	68,080
Property, plant and equipment	12,537,982	2,187,756
Financial assets	-	471,839
Total non-current assets	13,403,073	2,727,675
Inventories	9,544	-
Receivables	66,641,138	5,000,889
Cash	24,038,806	1,342,902
Total current assets	90,689,488	6,343,791
Prepayments	1,822,134	29,433
Total assets	105,914,695	9,100,899
Short term liabilities	61,975,216	6,974,359
Provisions	6,047,711	932,359
Total liabilities	68,022,927	7,906,718
Share capital	3,400	10,000
Reserves	15,243,117	2,000
Retained earnings (w/o CY profits)	6,836,223	1,142,862
Profit for the year	19,667,087	39,319
Appropriation of profit	(3,858,059)	
Total equity	37,891,768	1,194,181
Total equity and liabilities	105,914,695	9,100,899

ANNEX 2

The pro-forma balance sheet of the Absorbing Company as a result of the Merger

	CALLPOINT NEW EUROPE S.R.L.
Intangible assets	933,171
Property, plant and equipment	14,725,738
Financial assets	471,839
Total non-current assets	16,130,748
Inventories	9,544
Receivables	71,642,027
Cash	25,381,708
Total current assets	97,033,279
Prepayments	1,851,567
Total assets	115,015,594
Short term liabilities	88,252,625
Provisions	6,980,070
Total liabilities	95,232,695
Share capital	3,400
Reserves	15,243,117
Retained earnings (w/o CY profits)	(11,272,646)
Profit for the year	19,667,087
Appropriation of profit	(3,858,059)
Total equity	19,782,899
Total equity and liabilities	115,015,594

ANNEX 3

The structure of the share capital and the participation quotas of the shareholders in the capital of the Absorbing Company and of the Absorbed Company

Table 1: Share capital structure at the Merger Reference Date (December 31, 2020)

Share capital structure at the Merger Reference Date	CALLPOINT NEW EUROPE S.R.L.		
	%	Number of shares	Nominal value (RON)
CALLPOINT NEW EUROPE EAD	100%	100	34
TOTAL	100%	100	3,400

Share capital structure at the Merger Reference Date	COMPETENCE CALL CENTER S.R.L.		
	%	Number of shares	Nominal value (RON)
CCC HOLDING GMBH	100%	100	100
TOTAL	100%	100	10,000

Table 2: Share capital structure following the Merger Reference Date (following 31 December 2020)

Share capital structure following the Merger Reference Date	CALLPOINT NEW EUROPE S.R.L.		
	%	Number of shares	Nominal value (RON)
CALLPOINT NEW EUROPE EAD	100%	100	34
TOTAL	100%	100	3,400

Share capital structure following the Merger Reference Date	COMPETENCE CALL CENTER S.R.L.		
	%	Number of shares	Nominal value (RON)
CALLPOINT NEW EUROPE S.R.L. (acquired from CCC HOLDING GMBH)	100%	100	100
TOTAL	100%	100	10,000

As per the Table 2 above, the share capital structure of the Absorbed Company changed following the Merger Reference Date as a result of a share transfer. On 1st of October 2021, the Absorbing Company acquired all of the shares of the Absorbed Company from CCC Holding GmbH, resulting in the current ownership structure of the Absorbed Company.

Table 3: Structure of the share capital of CallPoint following the Merger

Share capital structure following the Merger	CALLPOINT NEW EUROPE S.R.L.		
	%	Numar de parti sociale	Valoare nominala (RON)
CALLPOINT NEW EUROPE EAD	100%	100	34
TOTAL	100%	100	3,400

ANNEX 4

List of the most important authorizations/certificates / licences / permits or alike regulatory documents, including registers lodged with authorities transferred to CallPoint

Crt - No.	Authorization/ Certificate type	No. of authorization/certificate	Date of issue	Issuing Authority/Entity
1	Certificate ISO	15.19.7806.15138.D	04.01.2019	DAkKS - Deutsche Akkreditierungsstelle - First Quality Certification
2	Certificate of registration in the Journal of Brokerage Assistants	RAJ 505575 (sole registration code in the Register of Intermediaries of AMSTERDAM BROKER DE ASIGURARE SRL)	6.12.2019	AMSTERDAM BROKER DE ASIGURARE SRL

ANNEX 5

Transferred contracts

No.	Contract number	Contract Date [dd-mm-yyyy]	Name of the Contract	Counterparty (Capacity)
1.	1	15.06.2016	Lease agreement	East Property Services SRL - third floor
2.	2	15.07.2017	Lease agreement	GM Trade Enterprises SRL - demisol
3.	2	15.06.2016	Lease agreement	GM Trade Enterprises SRL - second floor
4.	415	08.05.2014	Lease agreement	Carpatex SA
5.		16.10.2017	Platform for identity checks	Idnow GmbH
6.		15.09.2019	Television - broadcast satellite pay TV	M7 Group S.A.
7.		01.04.2019	Clothing Supply	Za Giyim İthalat İhracat Ve Ticaret Limited Şirketi (ZARA) (ITX MERKEN B.V)
8.		29.10.2012	E-commerce Services	eBay Marketplaces GmbH
9.		29.03.2012	Banking Services	ING Bank NV Amsterdam (Service provider)
10.		01.10.2014	Broker services	Amsterdam Broker de Asigurare SRL
11.		01.10.2017	Banking Services	NN Asigurari de Viata S.A.
12.		01.08.2014	IT Equipment Supply	Bechtle GmbH (Service provider)
13.	35	29.10.2018	Taxi services	Clever Tech SRL (Service provider)
14.	M4388	27.02.2013	Medical insurance	Med Life SA (Service provider)
15.		14.05.2012	Communication	Telekom Romania Communications S.A. (Service provider)
16.	TMEC2020PS999 2	14.04.2020	Employee well-being	UP Romania S.R.L. (Service provider)
17.		30.10.2021	Subscription service (leisure, sport, wellness)	Benefit Seven (Service provider)
18.		19.05.2014	Technology service	Colt (Service provider)
19.	EXPM 204	02.07.2018	Marketing	Expo Media Agency (Service provider)
20.		30.05.2017	IT & C Service Provider	GTS (Service provider)
21.	191	01.10.2013	Accounting services	In.To.Co (Service provider)
22.	72399	13.08.2014	Sale-purchasing of food	Metro (Service provider)
23.		27.05.2021	Logistics Services	TCE Delivering Happiness SRL (Service provider)
24.		10.12.2012	Communication	Vodafone (Service provider)
25.	53	27.08.2015	Water delivery	Waterpure Office Systems (Service provider)
26.		06.03.2020	Contract for the calls in	4Voice Tavkozlesi Kft

			Brasov county for the customer	(Service provider)
27.		01.03.2015	Office Supply in Brasov county	Echo Plus SRL (Service provider)
28.	2736	25.11.2008	Delivery Services	Fan Courier (Service provider)
29.	212	12.05.2016	Health and Safety Consulting Services	Hset Pro Consulting SRL (Service provider)
30.		16.11.2012	Maintenance of electric generators	Marro Electric Systems SRL (Service provider)
31.		01.07.2015	Accomodation Services	Mister Rares Food SRL (Service provider)
32.		03.09.2015	Fruit delivery in Brasov county	Naticom SRL (Service provider)
33.	37	03.09.2014	Professional destruction of confidential data	S.D.A. - Servicii de depozitare si arhivare (Service provider)
34.	S16074 Initial contract: S2949 15000414	10.03.2014 27.07.2015	IT/Software service - for salary software; for accounting software	Wizrom Software SRL (Service provider)
35.	85	06.05.2011	Professional destruction of confidential data	Next Doc Confidential (Service provider)

ANNEX 6**Transferred litigations**

No. of File	Party (Capacity)	Counterparty (Capacity)	Description
File no. 295/3/2019	Competence Call Center SRL (Complainant)	Calinoiu Adrian Razvan (Defendant)	Labour dispute - litigation in respect of a settlement against a former employee on the role of Bucharest Court of Appeal;
File no. 1733/62/2020*	Competence Call Center SRL (Defendant)	SINDICATUL INOVATIS (Complainant)	Labour dispute - appeal regarding the decision of dismissal of eight former employees of Competence Call Center SRL on the role of Brasov Tribunal.