

To HAR GmbH, Group Management Board and Bosnia Supervisory Board

Letter of Intent

Dear Sirs,

Following last discussions in the Supervisory Board and conference call on April 27th, hereby, we reconfirm our interest for a MBO transaction. Considering all recent developments, beside the economic aspects of MBO offer, we reiterate that we strongly believe that the facts, risks and benefits presented in chapters A to D below, assure MBO as opportune, reliable and safest country exit strategy for HAR / Heta AG from Bosnia.

Having in mind all that happened in failed Vega project and for the interest of HAR / Heta AG (unacceptable low quality of investors invited in the process, disclosure of sensible information toward doubtful investors, consequent post Vega stressful events driven by specific approach of this kind of investors, etc.), we kindly ask you to limit the access to this material only for entitled persons, requesting strict confidentiality on the content.

A. Overview on local team

We believe that during last years, local team proved efficiency, honesty and full commitment in reaching owner's business objectives in Bosnia. For sure our accomplishments are well known to you, but we take the opportunity to restate some of them, as below:

- Significant amount of repayments to HAR, despite of a very specific and complex business and legal environment.

	YE 2015	YE 2016	YE 2017	YE 2018	MEUR 2019
Refi-lines	7,2	43,6	26,0	-	-
Dividends, capital repayment	-	-	-	17,3	5,8
Bolero	-	-	-	-	56,0
Total repayments	7,2	43,6	26,0	17,3	61,8
					155,9

Note: in addition, Heta BiH paid in 2019 the insurance premium fee in amount of EUR 0,7 mio

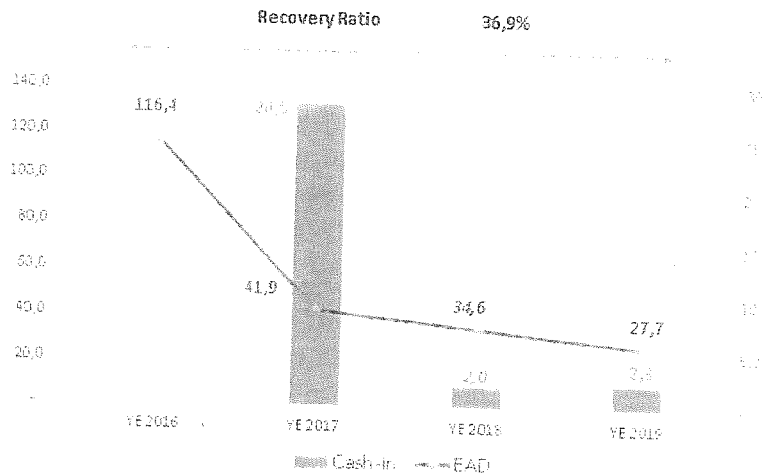
Wind-down strategy adjusted to local constraints which in the end allowed us to squeeze the portfolios in a timely and efficient way, but also to create positive track records for the one of the last major milestone of Heta business in Bosnia -> Bolero project.

And yes, Bolero project (share deal on Bora, portfolio sale on Heta) was a successful one considering:

- (i) Outstanding purchase price obtained (considering the quality and collectability of sold portfolios from time and cost perspective),
- (ii) The way of structuring the deal, allowing us to achieve full exit for the cleanest entity (Bora / in terms of passive lawsuits and issues that could have been negatively impacted the price), but

also to maximize the overall return (cash-in) for Heta BiH (residual entity) by a good selection of clients to be sold, which allowed us to further close the refi-lines and to pay consistent amount of dividends.

Heta Residual overview - Loans



Note:

- (i) Reference point - Bolero start -> Remaining residual portfolio out of Bolero scope was triggered by existing negotiation as of the end of 2016 (considered at that time as being 'safe cash, to be closed until YE 2017'), existing legal constraints (performing financing contracts), existing passive lawsuits with potential cash-out and exclusions made by the Bolero Buyer due to KYC reasons
- (ii) Most of remaining clients as of YE 2019 proved to be very complex cases with complicated and long lasting legal procedures (high concentrations – 87% of total remaining exposure relates to 4 clients). Difficult to estimate final outcome in terms of recovery rate and timing, especially considering actual context generated by COVID-19 crisis.

- Successful strategy implemented on passive lawsuits management in order to minimize the potential cash-out (steering the proceeding in Court, settlements where / when it was possible and opportune, etc.) which concretized in avoiding escalation of phenomena and significant decrease of stock (80% closed litigations in terms of claims in dispute)

HETA BIH - Passive lawsuits

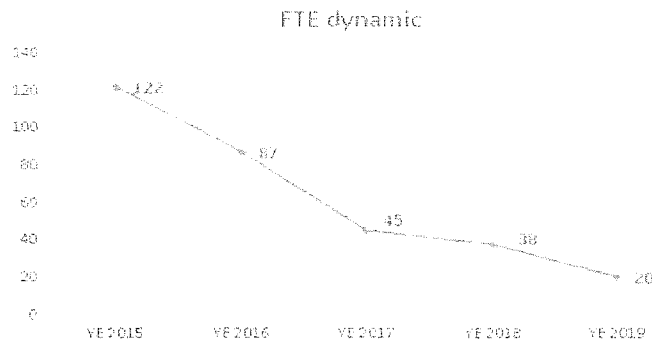
	YE 2015	YE 2016	YE 2017	YE 2018	YE 2019	March 2020
New lawsuits (started during the year)			5,5	13,7	12,5	2,3
Closed during the year		1,4	157,6	4,1	12,3	1,0
Correction factor (update of claims in Court, division of cases, case became known after, case became irrelevant)			6,3	1,5	4,0	-0,5
Total Value In dispute YE	163,6	178,5	36,0	48,7	38,4	37,3
Out of which, passive lawsuits with risk for Cash out						
- Heta Residual, related (*)						15,5
- Bolero related (**)						9,9

Note:

(*) legal penalties for cases with EoS < 50% in amount of more than EUR 3 mio not included. No provisions in BS for legal penalties

(**) legal penalties for cases with EoS < 50% in amount of more than EUR 2,4 mio not included. No provisions in BS for Bolero related passive lawsuits

- Clean and smoothly reorganisation process implemented with no impact on operational efficiency / business strategy implementation.



Managing to keep in-house the key people with deep knowledge on Heta BiH history (& related all sensible info) and creating in this way the premises for avoiding future risks for the owner on medium / long term.

B. Heta residual entity in a nut-shell (target)

HETA BH is currently non-regulated entity, but has long and very complex history. (established in 2001 with main business activity of granting loans / leasing financings, leasing licence was obtained in 2010 after Law on Leasing was passed, more than 16,000 loans/leasing contracts concluded, Brush transactions performed in 2014 & 2016, Drava portfolio sold in 2017, Bolero portfolio sold in 2017-2019, Vega project attempted in 2019).

All of the above amplify sensitivity in dealing with any country exit strategy and should be considered, especially in share-deal option (in terms of quality, reputation and trustfulness of potential share-deal partner)

B.1. Assets

- **Liquidity position** as of the end of March 2020: EUR 9.1 mio
- **Loans / leasing portfolio** of 29 clients with EUR 27.7 mio gross exposure (Net Exposure of EUR 2.8 mio).
As mentioned above, it is difficult to estimate the final outcome in terms of recovery rate and timing
 - o Recovery potential is mostly related to 4 clients (87% of total remaining exposure), but these are complex cases with complicated and long lasting legal procedures and some of them very influential local players. These cases were supposed to be solved by amicable settlements at least 2 years ago, but negotiations failed in time even considering low level of exit prices.

Recently proposed sale package deal (perimeter – receivables related to top 4 clients & 2 REOs) for a price of EUR 4.5 mio is on hold. In this specific context related to COVID-19 crisis, it is obvious that investors face out increased number of opportunities and try to maximize their negotiation power & return. For a

seller speed / being able to quickly close a transaction is more than important these times, but it is not Heta case and as expected, one month after submitting the binding offer the investor started to play with us (proposing to withdraw 2 clients from perimeter or to decrease the price, etc.). Still open negotiations but final outcome is uncertain.

- o For the other remaining cases, collection potential is not material (some cases were excluded by Bolero Buyer due to KYC reasons, some cases will be closed without expectations for Cash-in / passive lawsuits to settle, some cases will be written off due to legal procedure termination, etc.)
- **REO** – no more REO after PURS de-recognition in December 2019 (*RE in Balance Sheet in the amount of EUR 0.6 mio represent assets to be transferred to Bolero Buyer until end of June 2020 - no additional cash-in as the price was already cashed*). There are only 4 assets in repossession process with status of NYOS (not yet on stock / not booked). For one asset (the biggest as preliminary MV – EUR 0,5 mio), the process started in 2017 but ownership was obtained only in 2019. Difficult to estimate how long physical possession procedure will take (influential former owner), especially considering actual context generated by COVID-19 crisis. The other NYOS assets are related to clients previously excluded by Bolero Buyer due to KyC reasons. Location (regions with very low marketability) and potential future obstacles (considering the influence of former owner) are to be considered for all NYOS assets.
- **Other assets:** EUR 0.13 mio of prepaid expenses and accruals.

B.2. Liabilities, booked in Balance Sheet

- **Provisions for existing passive lawsuits in amount of EUR 7.52 mio**

Heta BiH face out *passive lawsuits with EUR 21,6 mio* value of claims in dispute related to residual portfolio / entity, out of which *EUR 15,5 mio are with potential cash-out risk, without considering related legal penalties and costs in Court in case of losing the litigations (up to date EUR 3 mio / only for lawsuits with EoS < 50%)*. To be mentioned that *EUR 12,1 mio potential cash-out is related to clients with no active exposure (no potential for trade-off)*

This makes a very specific situations that require insight knowledge and proper approach / defence. Cash out could trigger non-liquidity of Heta BiH that could lead to claims against previous owner of the company. Bosnian law allows creditors to charge the owner under certain conditions (art. 5 Law on companies).

- **Provisions for potential passive lawsuits in the amount of EUR 0.4 mio.**
Provisions built in 2015 for potential passive cases with claims for overcharged interest. The level of provisions is related only to cases still active (*there are a lot of closed cases for which this risk still exist as status of limitation did not passed*)
- **Provisions for reorganisation process** (cash-out / severance payments) in amount of **EUR 0.50 mio**. To be utilized until Heta BiH will cease to exist, once the severance payments will be paid.

- *Other provisions* (Drava, etc) in amount of EUR 0.2 mio

B.3. Risks that can concretize in the future as liabilities

- *Bolero* related passive lawsuits where Heta is still active party – 38 cases with total value in dispute of EUR 15.8 mio, out of which EUR 9,9 mio with potential cash out, without considering related legal penalties and costs in Court in case of losing the litigations (up to date EUR 2.4 mio / only for lawsuits with EoS < 50%). No tools / potential for trade-off.

Risk assumed by the Buyer but even like this, Heta still face out potential liquidity risk -> if negative final verdict, Heta will have to pay immediately and then to collect the amount from Buyer (matter of liquidity, timing and willingness of Buyer to pay back / in the worst case scenario, legal procedure to collect the money will have to be initiated by Heta BiH).

Unfortunately, our worries expressed in the past on this topics (Bolero buyer to reject the reimbursement of potential cash out coming from related passive lawsuits), prove to be realistic and grounded.

Difficult to estimate the final outcome, but only for the first case rejected by the Buyer, currently Heta Bih face out the risk of future EUR 2 mio cash-out (enforcement proceeding started by Aran). Value of potential liabilities deriving from the other cases with EoS < 50% (claim + legal penalties) is Eur 1,9 mio (to be mentioned that Aran EoS was over 50%).

- *New passive lawsuits. Both residual portfolio and Bolero (portfolio sold to Bora) are potential sources for new passive lawsuits.*
 - ✓ *Potential sources related to residual Portfolio (remained clients, closed cases):*
 - *Overcharged interest (in 2014 Heta built more than Eur 5 mio provisions / status of limitation for potential plaintiff's claims is as following: 5y [ungrounded enrichment – FBiH] / 10y [ungrounded enrichment – RS] or there is no status of limitation, depending on what plaintiff claims)*
 - *Recently popped-up cases where the way of using BoEs is challenged (collections made based on not endorsed BoEs / Brush portfolios, damage claims based on ungrounded blockage of accounts, etc.). Difficult to estimate potential future impact*
 - *Future settlements with cash-out on existing passive lawsuits (risk for opening Pandora box - contamination / small market & specificity of Heta portfolio / multiple pools of clients which know well each other)*
 - ✓ *Potential sources related to Portfolio sold in Bolero:*
 - *Heta is still active side in more than 300 active legal cases (in some of them probably will be for years) and any counter-action of clients will inherently include Heta as a sued party*
 - *Amplitude of new passive lawsuits phenomena will highly depend on Bolero Buyer future approach on collection (more aggressive, more counter-actions from debtors).*
 - *To be mentioned that for any new passive lawsuits after Closing, the Bolero Buyer has the right not to assume it / risks remain on Heta BiH.*

Difficult to estimate potential future negative impact (as cash-out).

- KPMG performed tax review of HETA. Major risks identified & assessed:

Type of tax exposure <i>in thousands of EUR</i>	year of occurrence		
	2020	2021	2021
Withholding tax	54	59	72

Following tax risks have been confirmed by KPMG, but internally assessed:

VAT - BH service <i>in thousands of EUR</i>	year of occurrence		
	2020	2021	2022
best case	198	204	220
worst case	567	615	663

CPT - Risk of unregistered tax presence in RS <i>in thousands of EUR</i>	year of occurrence		
	2020	2021	2022
best case	188	207	226
worst case	2.517	2.729	2.941

VAT – BH service: In June 2015, HETA purchased real estates from BHSERVIS d.o.o. Vogošća ("BHSERVIS"). In accordance with provisions of the Contract, HETA is obliged to compensate the VAT amount in case that the ITA inspectors conclude that VAT base is incorrectly determined, i.e. the used VAT base is not in line with the market value of real estates.

CPT – Risk of unregistered tax presence in RS: HETA had a taxable presence in RS (2012 – 2017) commencing from the moment it assumed portfolio in the RS and in the spirit of RS tax legislation (even prior to amendments of RS CPT Law in January 2017 which clearly defined need for tax registration through Branch office), HETA should have been registered taxpayer in the RS from that moment onwards. Risk has been assessed by direct and key allocation of revenues and expenses attributable to RS.

Effects of both risks presented in tables above have been assessed from status of limitation perspective and effects of time passing have been taken into consideration in calculation of penalty interest.

- **Inadequate management of liquidity position** (see passive lawsuits with risk for cash-out and tax above) would endanger HAR / HETA AG position as former owner (in liquidation process, creditors / bankruptcy manager can challenge dividends payments made in 2018 (EUR 17,3 mio) as well as payment of difference in capital decreased in December 2019 (EUR 5,8 mio) or any decision that affected liquidity position in detriment of company creditors made in 3 years before such event).

B.4. Other obligations / risks to be mitigated

- **Bolero assumed obligations**
 - o Seller's assurance as by MSPA.
 - The Sellers shall use their best efforts (...) in order to perfect or protect Buyer's interest in the Purchased Assets (...) and reasonably facilitate the performance or exercise of any right or power exercisable by Buyer in accordance with the Agreement
 - o Post-closing conduct assumed by MSPA – Heta BiH has to ensure *Front running for active* (320 cases) and *passive legal proceedings at least for 2 years after Closing (max 5 years)*.

- Potential liability on Heta AG (primary obligor) – aggregated level of max 25% of the Signing Payment (100% for individual Sellers)

Related risks:

- Improper handling of assumed front-running obligations could result in Bolero buyer's claim towards HAR / Heta AG.
- Improper monitoring and handling of passive lawsuits with potential cash-out could lead to same risk mentioned above in point B.2. (Non-liquidity of Heta BiH and potential claims against HAR / Heta AG). As mentioned above, for any new passive lawsuits after Closing, the Buyer has the right not to assume it / risks remain on Heta BiH
- Improper handling of future expected Buyer's claim related to potential breach of W&R according to MSPA, could result in cash-out for HAR / Heta AG (note: Bora related ones, should be considered also)

Overview on Front-running & Call option as of signed MSPA

- * **Front-running** obligations for pending legal Proceedings - 2 years after closing, max 5 years.
Specific procedure related to front-running assumed obligations and to a potential exit share-deal towards Bolero Buyer (conditions to be met)
 - ↳ If at or after the 2nd anniversary of the Closing Date a Proceeding related to purchased assets is still in pending, subject of reaching empty shell status, Heta BiH can withdraw it. The following apply:
 - Heta AG shall have the right, at its discretion, to notify the Buyer that Heta BiH wishes to withdraw, settle or acknowledge such proceeding
 - HAR GmbH irrevocably grants the Buyer the right to acquire upon receipt of the **Withdrawal notice** from Heta AG, 100% of the share capital of Heta BiH for a total consideration of EUR 1 plus the amount on a Eur-for-Eur basis of any cash or asset.
 - If the Buyer will not exercise his right to acquire Heta BiH capital share, Heta BiH is released of any front-running obligation
 - ↳ If not reaching empty shell status, front-running obligations remain for another maximum 3y, period in which starting liquidation is not an option (reaching 'empty shell' status is almost impossible considering the dynamic and risks related to passive lawsuits)

Note:

Empty shell status / cumulative conditions to be met:

- ✓ Heta should have no activities other than in relation with Bolero assets
- ✓ Heta should have no assets, cash or contractual relationships other than assets, the amount of cash and the contractual relationships which are necessary for conducting Bolero related proceedings and carrying-out the solvent voluntary liquidation of the company

- **Drava. Front running** for active legal proceedings related to portfolio sales. There were cross-country negotiations at Group Legal for all Drava cases and Resolution Agreement was signed in Q4 2019 – if any proceeding still active as of YE 2020 (up to date – 174 active cases) Heta BiH will have the right to withdraw / **eventual costs should be supported by the Buyer but is highly unlikely this to happen**
- **47 criminal cases to be properly managed** in order to not give opportunities for charges / reputational risks for HAR / Heta AG as well (active proceedings – 6 Bolero, 19 Drava and 18 Residual, passive proceedings – 4 Residual)

C. Already assessed alternatives to MBO & related risks

As mentioned above, Heta BiH has a long and very complex history which amplify sensitivity in dealing with any country exit strategy and should be considered, especially if share-deal option in terms of quality, reputation and trustfulness of potential share-deal partner.

(established in 2001 with main business activity of granting loans / leasing financings, leasing licence was obtained in 2010 after Law on Leasing was passed, more than 16,000 loans/leasing contracts concluded, Brush transactions performed in 2014 & 2016, Drava portfolio sold in 2017, Bolero portfolio sold in 2017-2019, Vega project attempted in 2019)

C.1. Bankruptcy 2y post Bolero closing

- ↪ *Time perspective* for final country exit → *uncertain, but at least 2-3y from starting the process*
- ↪ *Bolero constraints* (already addressed above)
- ↪ Risk that the process will not run in favour of the owner considering historical facts, bankruptcy Manager & stakeholder's pressure (in case of Bankruptcy of Heta BiH, HAR / Heta AG could be liable for obligations towards creditors. One could claim that HAR / Heta AG was a ruling company (art. 57 Law on Companies) and that by its decisions has harmed Heta BiH in detriment of creditor's interest).

C.2. Share-deal with third party investor

- ↪ Considering recent Vega experience with low level quality investors which remained in final bidding/negotiations stage, in the worst case scenario the below stated risks could materialize in case of malicious intention of new investor.
 - *Archive*. No guarantee that new investor will not use all available sensible info in the residual entity, in order to maximize their benefits. Some 'skeletons' in our archive can trigger damages for Heta AG difficult to estimate. No control after share deal transaction.
 - *Liquidity position*. Improper management (intentional or forced cash out could trigger non-liquidity of Heta BiH that could lead to claims against previous owner of the company).
 - *Bolero related*. Future owner have to assume all related obligations and occurrence of additional risks highly depend on investor's future approach (improper handling risks of assumed front-running obligations, of passive lawsuits with potential cash-out, etc. - already addressed above). In the worst case scenario would be that third party investor could challenge Bolero transaction considering small received price received for Heta BiH portfolio (aiming to reach parallel deals with company creditors / debtors)
 - *Challenging BRUSH agreements nullity*
Brush Agreement is ruled according to Bosnian Law and it contains certain clauses that one could claim are null and void (i.e. Heta taking over responsibility for existence of receivables). Brush Agreements were part of a bigger picture. However, regardless of the clauses in future share deal MSPA, some 3rd party could anyway claim nullity of such agreement against Addiko BiH and ask the paid money back.
This scenario would take much more time to analyse but it is possible – there is no statute of limitation for nullity claim.
Such scenario will lead to challenge of Bolero MSPA also (only for Heta Bih portfolio).

- *Overcharged interest.* In 2009 MB increased margin with a sole explanation (in writing) to „increase profit“ of Heta. Leakage of this MB Decision and subsequent provisions made (2015 – up to date) could create a mass lawsuit (+criminal charge) against Heta that could spill over to HAR / Heta AG
- *Criminal charges* (improper handling risk - already addressed above)
- *Key people.* Loosing (control) on actual key people with deep knowledge on Heta BiH history (& related sensible facts) can turn against HAR / Heta AG in the future.

D. Why do we believe that MBO is the safest and most favourable option for HAR / Heta AG

- ✓ Trustful partner (team that already proved their competencies / historical track records) which will ensure appropriate corporate governance aiming for orderly discontinuation of Heta's operations in Bosnia, in order to silently liquidate Heta BiH after HAR / Heta AG ceased to exist
- ✓ Smooth, fast and clean country exit for economically justified payment
- ✓ Flexibility in transaction structuring
- ✓ Avoidance of all future legal / tax / regulatory / reputational risks for the benefit of HAR / Heta AG, considering that interest are in line with interests of the shareholders in acquiring company (see shareholder structure of acquiring company)
- ✓ No additional R&W assumed by HAR / Heta AG
- ✓ Avoidance of above mentioned potential risks in point C, related to any alternative country exit strategy (bankruptcy not well managed or initiated too soon, share-deal with doubtful investor).

Heta BiH financial equation is somehow "on the edge". Considering the timeline and running costs needed to close the entity, there is the risk that actual liquidity position and potential future cash-in will not cover future cash-out even for the best scenario related to passive litigations (and as discussed multiple times, the gap between BCS and WCS on passive lawsuits is objectively and inherently huge). Need specific knowledge of entity, closed and active portfolios (active / passive) and skills in order to be able to accomplish the mission (close the local entity and avoid negative financial post-closing impact on HAR / Heta AG), for which the local team is ready to commit.

No reason for a serious investor to deal with such risk, but this kind of "on the edge" opportunity can be interested for a small or inexperienced investor which at the first sign of trouble will run (and probably with Heta BiH money) with potential future negative exposure on HAR / Heta AG.

- ✓ Full support in dealing with potential Bolero Buyer's claims related to Bora's receivables, company taxes and any other potential liabilities arising from MSPA. Front-running costs (Heta BiH in-house costs) are to be assumed by Heta BiH, and all external costs related to lawyers and Court fees are to be supported by Heta AG. Support is to be provided for next 3 years (liability period according to MSPA).
- ✓ Full openness for potential future transaction at a fair price, if Heta AG intend to clean any remained portfolio residing in Bosnia or surrounding regions (receivables or REOs)

E. Revised MBO offer

- ↳ Initial MBO offer was submitted on June 27th, 2019
Our approach was to offer the maximum potential funds repatriation to the owner, without endangering future operations and obligations of local entity, with a final goal of orderly discontinuation of Heta's operations in Bosnia, aiming to silently liquidate Heta BiH after HAR / Heta AG ceased to exist.
- ↳ Considering some positive developments since that time (resolutions of PURS and some other small cases, payment of EUR 5.8 mio as a difference in capital decreased in December 2019) please find below the revised MBO offer which represents our current view on a feasible MBO deal, aiming both to maximize the HAR / Heta AG return but also to not endanger assumed mission by local team.

Offer for Management Buyout of Heta d.o.o. Sarajevo

1) Deal structure

- ↳ Share deal transaction via newly formed local company in Bosnia
- ↳ Ownership structure of acquiring company consist of core Heta BiH staff
 - i) Director (CEO)
 - ii) Executive Director (CFRO, COO)
 - iii) Head of Legal
 - iv) Head of Exit Management
- ↳ Full openness for including in the transaction any Heta AG residual portfolio residing in Bosnia or surrounding regions

2) Offer:

- ↳ Share deal for a Price of EUR 5.000 preceded by effective payment of EUR 2.3 as dividends for YE 2019.
- ↳ Heta BiH will provide a pledged deposit valid for 3 years after MBO Closing in favour of HAR / Heta AG, up to total amount of paid dividends (EUR 2.3 mio)
- ↳ Willingness to take over at fair price potential portfolio of receivables / assets which Heta AG would want to dispose / subject of further negotiations, considering liquidity position limitations.

3) Buyer R&W

- ↳ Assuming all future obligations (according to existing MSPAs) related to Bolero and Drava transactions (front running, potential liquidity risk related to passive lawsuits related to Bolero portfolio, etc.).
- ↳ Full support in dealing with potential Bolero Buyer's claims related to Bora's receivables, company taxes and any other potential liabilities arising from MSPA. Front-running costs (Heta BiH in-house costs) are to be assumed by Heta BiH, and all external costs related to lawyers and Court fees are to be supported by HAR / Heta AG. Support is to be provided for next 3 years (liability period according to MSPA).

- ✦ Assuming all inherent risks pertaining to Heta / Hypo Leasing operations in Bosnia (existing & potential future lawsuits, tax risks, regulatory risks,)
- ✦ Keeping liquidity position at appropriate level for next 3 years post price / capital decrease related payment in order to not endanger HAR / Heta AG interest.
- ✦ Pledged deposit. In case of any enforcement on current assets in excess of available liquidity in the future, the pledged deposit will be utilised accordingly.
- ✦ Appropriate corporate governance in order to ensure orderly discontinuation of Heta's operations in Bosnia, aiming to silently liquidate Heta BiH after HAR/ Heta AG ceased to exist

4) Seller R&W

- ✦ None in addition to existing ones. Our understanding is that Heta AG assume the risk of potential future cash-out related to Bolero, no matter if it is related to Bolero Buyer claims or lost litigation for which Bolero Buyer do not assume responsibility (capped to purchase price of EUR 4,7 mio for Heta BiH portfolio, according to Bolero MSPA). Indemnity Agreement was already signed (*insurance premium fee of TEUR 742 was paid by Heta BiH in December 2019*), but need to be amended for sake of clarity (including cash-out towards third parties).

To be mentioned that local team was against this position (as of now, Indemnity Agreement do not cover cash-out to third parties), as in case of potential future share-deal with a doubtful investor there is huge risk for a potential fraud scheme.

5) Transaction timeline

- ✦ Beginning of June 2020 – acquiring company fully established
- ✦ Mid of June 2020 - MSPA to be signed (share deal price and dividends to be paid in the same day)
- ✦ End of June 2020 – Closing Memorandum

Depending on green light for the MBO transaction, the timeline can be adjusted.

6) Benefits for Seller

- ✦ Trustful partner (team that already proved their competencies / historical track records)
- ✦ Smooth, fast and clean country exit for economically justified payment
- ✦ Flexibility in transaction structuring
- ✦ Avoidance of all future legal / tax / regulatory / reputational risks for the benefit of HAR / Heta AGA, considering that interest are in line with interests of the shareholders in acquiring company (see shareholder structure of acquiring company)
- ✦ No additional R&W assumed by Heta AG
- ✦ Avoidance of above mentioned potential risks in point C, related to any alternative country exit strategy (bankruptcy not well managed or initiated too soon, share-deal with doubtful investor)
- ✦ Full support in dealing with potential Bolero Buyer's claims related to Bora
- ✦ Opportunity to clean Heta AG portfolio, if the case

As we hope it was already proved and as it has to be, we have always follow to protect and maximize the owner interest. Attached offer was made in the same spirit, and it is to be considered valid if HAR / Heta AG will decide to immediately and exclusively start negotiation for MBO transaction implementation.

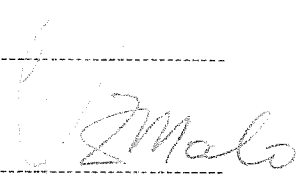
Contrary, if a new public tender will be organised in the future, we reserve our rights to revise and submit a new offer adjusted for a real market price (investor perspective, inherently more conservative).

We hope that our MBO offer will be taken into consideration and we are looking forward to discuss with you details on implementation process.

May 04th, 2020

Petru Bindila

Zerin Hodo

A handwritten signature in cursive script, appearing to read 'Z. Hodo', is written over a horizontal dashed line. The signature is positioned to the right of the printed name 'Zerin Hodo'.