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MERGER PLAN

BY ABSORPTION

of

ELI 7 INDUSTRIAL PARK S.R.L.

(THE ABSORBED COMPANY)

by

TESLA ENERGY STORAGE S.R.L.

(THE ABSORBING COMPANY)

I. DEFINITIONS

The following terms have been used in this Merger Plan with the meanings given in the definitions below:

"Merger Effective Date"	Means: - The date of 30.06.2024, expressly agreed by all the Merging Companies, in compliance with the provisions of art. 249 letter b) of the Companies Act. - Subsequently, if, for any legal reason, the Merger cannot take place on 30.06.2024, it shall take place on the day on which the Trade Register Office approves the Merger, by registering the Decisions of the Shareholders of the Companies, on the date and as agreed by the Merging Companies, in compliance with the provisions of art. 249 letter b) of the Companies Act and the Cut-off Date.
"Merger Balance Sheet Date/Cut-off Date	Means 30.06.2024
"Merger Accounting Date"	Means Merger Effective Date
"Merger Plan Date"	The date on which the Merger Plan has been signed by the representative of the Merging Companies;
"Joint Merger Decision in Principle"	The joint decision of the Sole Shareholder of Eli 7 Industrial Park S.R.L. and the Sole Shareholder of Tesla Energy Storage S.R.L. dated 11.10.2024 on the approval in principle of the Merger by absorption;
"The Merger"	Means the Merger by absorption of the Absorbed Company by the Absorbing Company as described in this Draft;
"The Group"	Means the group to which the Companies, i.e. the Companies and their affiliates, belong, domestically and internationally, directly and/or indirectly, having common control;
"Trade Register Office"	Means the National Trade Register Office and the competent Trade Register Offices in order to carry out and complete the Merger operation;
"Merger Plan or Plan"	Means the present Merger Plan by absorption of the Absorbed Company by the Absorbing Company;
"The Companies"	Means, together, Tesla Energy Storage S.R.L. and Eli 7 Industrial Park S.R.L.
"The Absorbing Company" or **"Tesla"**	Means **TESLA ENERGY STORAGE S.R.L.**, a company organised and operating under the laws of Romania, having its registered office in 10 BUCURESTI NORD St., *Global City Business Park* – office building O.2.3, 6th floor, Voluntari, Ilfov County, registered with the Trade Register under no. J23/3203/2022, having the Tax Identification Number 46150332,

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"The Absorbed Company" or **"Eli 7"**	Means **Eli 7 Industrial Park S.R.L.**, a limited liability company, organised and operating under the laws of Romania, having its registered office in 10 BUCURESTI NORD St., *Global City Business Park* – office building O.2.3, 6th floor, Voluntari, Ilfov County, registered with the Trade Register under no. J23/6938/2023, having the Tax Identification Number42275899.

II. INTRODUCTION

This Merger Plan, together with its terms and conditions, has been prepared by Mr. **Dušan Lichardus**, the Director empowered by the Companies,

Pursuant to and in consideration of the following:

i) Joint Decision of 11.10.2024 (attached to this Plan), which approved in principle:

- the full merger of Eli 7 by absorption by Tesla, and
- the Merger Effective Date, Cut-off Date and Merger Accounting Date;
- the power of attorney of the signatory on behalf of both Companies, namely of Mr. **Dušan Lichardus**, Slovak citizen, born on 27.04.1975, in Liptovský Mikuláš, Slovakia, domiciled in Liptovský Mikuláš - Paludzka, Lesnicka 1094/2E, Slovakia, identified with identity card no. JE552885, issued by Liptovský Mikuláš on 03.08.2020 valid until 03.08.2030 - as director of the Merging Companies, granted to the latter in order to sign on behalf of and for the account of the Companies, as approved herein, all documents, statements and any other requests for meeting all formalities necessary for the fulfilment of this Decision, including in relation to the Trade Register. The proxy may in turn delegate this mandate to another person.

ii) Companies Law no. 31/1990, republished, as amended and supplemented to date ("Companies Law");

iii) Accounting Law no. 82/1991, republished, as amended and supplemented to date ("Accounting Law");

iv) Order no. 897/2015 of the Minister of Public Finance for the approval of the Methodological Norms on the reflection in the accounts of the main operations of merger, division, dissolution and liquidation of companies, as well as the withdrawal or exclusion of certain shareholders from companies ("Order 897/2015");

v) Order no. 1802/2014 of the Minister of Public Finance for the approval of the Accounting Regulations on individual annual financial statements and consolidated annual financial statements ("Order 1802/2014");

vi) Order no. 2861/2009 of the Ministry of Public Finance for the approval of the Norms on the organisation and performance of the inventory of assets, liabilities and equity items ("Order no. 2861/2009");

vii) Law no. 227/2015 on the Fiscal Code, as republished and amended ("Fiscal Code");

viii) Law 287/2009 on the Civil Code, as amended and supplemented ("Civil Code");

The merger which is the subject of this Plan will be performed in the legal form of a merger by absorption, in compliance with the provisions of art. 238 para. (1) letter a), **through the universal transfer of assets and liabilities of the Absorbed Company to the Absorbing Company.**

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The Absorbed Company will be dissolved without going into liquidation.

The Merger will be effected by the Absorbing Company absorbing the assets and liabilities of the Absorbed Company in their entirety (including, without limitation, all assets, equity items, and all rights and obligations that belonged to the Absorbed Company), in exchange for the distribution of shares to the shareholder of the Absorbed Company in the Absorbing Company, which will be cancelled in compliance with the related provisions, as detailed in this Plan.

Accordingly, this Merger transaction represents an internal reorganisation of the Group and is aimed at concentrating the activity around the *Project for the establishment of a new production facility for electricity storage systems* in Romania into a single existing company, namely Tesla, in view of the economic, operational, strategic and legal considerations set forth below. As a result of this reorganisation, the Absorbing Company will increase its assets, fully and universally taking over the assets of the Absorbed Company, i.e. all the rights and obligations of the Absorbed Company.

The structure of the post-Merger share capital of the Absorbing Company shall be as set out in Section VI, under the conditions set out in art. 32 para. (1) letter a, section 1 of the Fiscal Code.

This Merger Plan shall be published in the Official Gazette of Romania, Part IV, as expressly approved by the Statement of the Parties regarding the manner of publication (attached hereto), and after the expiration of the term provided for in art. 242 para. (2^1) of the Companies Law, to proceed with the registration of the Merger in compliance with the provisions of the law.

III. IDENTIFICATION DATA OF THE ABSORBING COMPANY AND OF THE ABSORBED COMPANY

1. Identification data of the Absorbing Company

Name	TESLA ENERGY STORAGE S.R.L.
Legal form	Limited liability company
Registered office	Voluntari, 10 BUCUREȘTI-NORD St., Global City Business Park, office building O.2.3, 6th floor, Ilfov County
Places of business	Brăila, perimeter II of the Autonomous Directorate ADMINISTRAȚIA ZONEI LIBERE BRĂILA, Land Book 85217, with an area of 115,300 sq. m., Brăila County
Number of registration with the Ilfov Trade Register	J23/3203/2022
European Unique Identifier (EUID)	ROONRC.J23/3203/2022
Tax Registration Number	RO46150332
Tax attribute	RO
Share capital registered at the date of this Plan	Subscribed share capital: RON 23,260,130, fully paid-up, structured as follows: Total foreign participation in RON: 23,260,130

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Name	TESLA ENERGY STORAGE S.R.L.
	EUR equivalent of total foreign participation: 4,676,248.97 Foreign participation in RON: 23,260,130 Number of shares: 2,326,013 Value per share: RON 10
Number of shares	2,326,013
Nominal value per share	RON 10
Main object of activity	NACE Code 2720 - Manufacture of accumulators, primary cells and primary batteries
Structure of the share capital at the date of this Plan, as per the Sole Shareholder Decision dated 30.06.2024, ratified by the Sole Shareholder Decision as of 23.09.2024	TESLA GLOBAL S.E. – Sole shareholder REGISTERED OFFICE: Czech Republic, 140 00 PRAGUE 4, NA STRZI 1702/65, NUSLE Deed of incorporation no. 171 20 365 dated 06.05.2022 issued by the Trade Register attached to the Municipal Court of Prague Share capital contribution: RON 23,260,130 EUR equivalent of the share capital: 4,676,248.97 Total paid-up share capital: RON 23,260,130 Paid-up contribution in RON: RON 23,260,130 Number of shares: 2,326,013 Share in profits and losses: 100% / 100%

2. Identification data of the Absorbed Company

Name	ELI 7 INDUSTRIAL PARK S.R.L.
Legal form	Limited liability company
Registered office	Voluntari, 10 BUCUREȘTI-NORD St., Global City Business Park, office building O.2.3, 6th floor, Ilfov County
Places of business	Brăila, perimeter II of the Autonomous Directorate ADMINISTRAȚIA ZONEI LIBERE BRĂILA, Land Book 85217, with an area of 115,300 sq. m., Brăila County
Number of registration with the Ilfov Trade Register	J23/6938/2023
European Unique Identifier (EUID)	ROONRC. J23/6938/2023

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Name	**ELI 7 INDUSTRIAL PARK S.R.L.**
Tax Registration Number	RO4227589
Tax attribute	RO
Share capital registered at the date of this Plan	RON 200
Number of shares	20
Nominal value per share	RON 10
Main object of activity	NACE Code 4110 - Development of building projects
Structure of the share capital at the date of this Plan	TESLA ENERGY STORAGE S.R.L., Sole shareholder Registered office: Voluntari, 10 BUCUREȘTI NORD St., GLOBAL CITY BUSINESS PARK, OFFICE BUILDING O.2.3, 6th floor, Ilfov County; Postal code: 77190 No. of registration with the Trade Register: J23/3203/2022 Tax Identification Number: 46150332 Contribution to the share capital: RON 200 Total paid-up contribution: RON 200 Paid-up contribution in RON: RON 200 Number of shares: 20 Share in profits and losses: 100% / 100%

IV. SUBSTANTIATION AND CONDITIONS OF THE MERGER

1. Substantiation of the Merger

1.1. Economic and strategic considerations

The Absorbed Company and the Absorbing Company are both part of the Group, the Group's intention as a result of the Merger being to streamline and centralise the management of the business, as well as to minimise costs, and optimise efficient administration.

In addition, the following economic and business strategy reasons were also behind the Merger decision:

a) From a historical-contextual point of view, Tesla acquired 100% of the share capital of Eli 7 in order to take control of the Absorbed Company and develop in Romania the *Project for the establishment of a new production facility for electricity storage systems (the Project)*, in which sense, in the immediately following period, the entire development activity of the Project was sequentially transferred to Tesla;

b) As a result of the continued development of the Project by Tesla (which also obtained State aid for

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this purpose), Eli 7 remained a vehicle which, for economic reasons, has no individual business objectives in the future;

c) In view of the common ownership of the Companies and the Group's interest in ensuring an efficient reorganisation and management of its local presence through the Absorbed Company and the Absorbing Company, it has analysed and implemented a reorganisation plan by consolidating the Companies into a single vehicle to continue the development of the Project on behalf of the Group in Romania.

The Group analysed the following:

(i) existing structures in Romania assigned to the Project,

(ii) significant assets and contracts without which the Project cannot proceed, which are owned/managed by Tesla at the date of this Plan;

(iii) assessing the appropriateness at Group level of continuing the activities related to the development of the Project,

(iv) analysing the activities currently existing within the Companies and ascertaining that they serve the same purpose.

concluding that the Merger is appropriate, *i.e. merging into a single centralised structure that ensures the purpose of the Group and the implementation of the Project, namely, improving internal management, centralising and optimising the activity, eliminating parallel administrative structures, and reducing administrative costs.*

The Merger was found to be appropriate for the following reasons:

A. The aim of the two Companies to develop the Project was the same:

- Tesla's intention to acquire Eli 7 was to integrate the Project development activity into the Group and to take over the Eli 7 activity;
- There is no justification for maintaining several companies, members of the same Group, in Romania, given that they are part of the same long-term strategy at Group level and Eli 7's activity has been fully transferred to Tesla.

B. Joint management and control

- The Merger is necessary for a more efficient management of (i) the Companies, as well as (ii) the financial resources that the Group allocates to its activities in Romania;

- The Merger is necessary in order to eliminate the parallel administrative and management structures, as the Companies involved in the Merger have anyhow: (i) a common management structure (same two directors) and (ii) common policies and decision-making structures, as the Absorbing Company is the sole shareholder of the Absorbed Company, part of the same Group;

- The elimination of these different management structures will lead to more efficient decision-making, both at administrative and shareholding level. In fact, the Merger will strengthen and make more efficient the managerial control, as well as the control exercised by the shareholders by reinforcing the decision-making factor;

- The Merger will ensure efficient and simplified control of the shareholders of the Companies by the Group;

- Continuity at the level of the Companies will not be affected by this Plan Merger, given that, from an

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operational point of view, the Absorbed Company and its activity will be taken over by the Absorbing Company.

C. *Economic impact*

- The Merger makes it possible to reduce administrative and operational costs and to increase the economic efficiency of operations, as a result of common management and unified representation;

- The transfer of the assets of the Absorbed Company to the Absorbing Company as a result of the Merger will increase the financial strength of the Absorbing Company, likely to lead to the development of strong new contractual relationships;

- The Merger will strengthen the market position of the Absorbing Company and will increase its bargaining power in relation to its contractual partners, its customers, as well as banking and non-banking financial institutions.

1.2. Legal considerations

The Joint Decision approving in principle the Merger approved the Merger by absorption in principle, as well as the authorisation of the above-mentioned director to carry out all necessary operations in order to prepare, sign and publish the Merger Plan.

This Merger Plan has been prepared on the basis of and in compliance with the Joint Decision of Merger in principle and in compliance with the provisions of art. 241 et seq. of the Companies Act.

The legal operation will be carried out in the legal form of the Merger, in compliance with the provisions of art. 238, para. letter a) through the absorption in full of the assets and liabilities of the Absorbed Company by the Absorbing Company (including, without limitation, the assets, as they are on the Effective Date, whether registered or not, encumbered or not, current assets, ongoing commercial contracts related to the business of each of the Absorbed Companies, equity items, as well as all rights and obligations that belonged to the Absorbed Company), in exchange for the distribution of shares to the shareholder of the Absorbed Company in the Absorbing Company, which shall be cancelled in accordance with the legal provisions, as detailed in this Plan.

Thus, the Absorbing Company acquires in their entirety the assets of each Absorbed Company, and the Absorbed Company will be dissolved, by striking off from the Trade Register Office, without going into liquidation.

As a result, in the context of the provisions of the Joint Decision of Merger in principle, in the case of the present Merger operation, the following have been decided:

- The waiver, in compliance with the provisions of art. 243^3 para. (5) of the Companies Act, of the examination of the Merger Plan by an independent expert, as well as the preparation by such an expert of the written report to the shareholders of the Companies, pursuant to 243^3 para. (1) of the Companies Act;
- The waiver, in compliance with the provisions of art. 2432 para. (5) of the Companies Act, of the written report of the directors of the Companies provided for in art. 243^2 para. (1) and of the provision of information provided for in art. 243^2 para. (4);
- The waiver, in accordance with the provisions of art. 244 para. (2) of the Companies Act, of the obligation to prepare financial statements drawn up not earlier than the first day of the third month preceding the date of the Merger Plan, pursuant to art. 244 para. (1) letter d) of Law 31/1990;
- The empowering of the above-mentioned director of the Merging Companies to draw up and sign

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SOCIETATEA COMERCIALA TESLA ENERGY STORAGE S.R.L. ROMANIA the Merger Plan, in compliance with art. 241 of the Companies Act, to carry out all economic, financial or legal operations that are necessary for or related to the drafting and/or publication of the Merger Plan.

In order to substantiate the Merger and to reflect the Merger from an accounting point of view, the Merger Balance Sheets of the Absorbing Company and of the Absorbed Company with the Cut-off Date of 30.06.2024 have been prepared.

In addition, considering that: (i) the assets and liabilities of each of the Companies involved in the Merger are disclosed in the Merger Balance Sheet as of June 30, 2024, prepared based on the trial balances dated the same date; (ii) an internal inventory and valuation of assets, liabilities and equity of the Companies involved in the Merger were prepared, the results of which have been recorded in the accounts; and (iii) for determining the value of the net worth of the Companies, the values in the analytical balance sheets, as prepared by each Company individually, have been taken into account.

For the avoidance of doubt, in the event that any asset or liability of the Absorbed Company is not mentioned in the Merger Plan due to an error, omission or any other reason, such asset or liability shall be deemed to be the property of the Absorbing Company and shall be transferred to the Absorbed Company without consideration by virtue of the Merger which provides for the universal transfer *ex officio* of the assets and liabilities of the Absorbing Company.

2. Conditions of the Merger

The Merger will be performed by absorption by the Absorbing Company of the Absorbed Company.

As a result of the Merger, the Absorbed Company shall be dissolved without going into liquidation and shall be deregistered from the Trade Register Office, the assets of the Absorbed Company, in their entirety, being transferred by universal transfer to the Absorbing Company as they are on the Merger Effective Date. The Tesla Directors remain unchanged following the Merger. Given that the places of business of the Absorbed Company and the Absorbing Company are identical (*Brăila, perimeter II of the Autonomous Directorate ADMINISTRAȚIA ZONEI LIBERE BRĂILA, Land Book 85217, with an area of 115,300 sq. m., Brăila County*), following the deregistration of the Absorbed Company, the place of business will also be deregistered, meaning that at that address, only the Tesla place of business will continue.

V. FINANCIAL INFORMATION

1. Inventory and valuation of assets and liabilities of the Merging Companies

The inventory and valuation of assets and liabilities of the Merging Companies were carried out at the time of preparation of the Financial Statements as at 30.06.2024, in compliance with Law no. 82/1991 and Order no. 2861/2009.

The transferred assets and liabilities reflected at the Cut-off Date may be adjusted, if necessary, at the Merger Effective Date on the basis of the protocol of handover-receipt of assets. From an accounting point of view, the transferred assets and liabilities shall be considered as belonging to the Absorbing Company as from the Merger Accounting Date.

The value of the assets and liabilities transferred pursuant to the Merger may change between the Cut-off Date and the Effective Date, without having any impact on the manner and criteria for the distribution of shares pursuant to this Merger Plan. Therefore, the transfer by universal title of the equity will be made on the basis of the statement as of the Effective Date, in compliance with the distribution principles set forth in the Merger Plan.

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The Absorbing Company will record in its accounts the assets, liabilities and equity transferred by the Absorbed Company and taken over on the basis of the handover-receipt protocol, the analytical trial balance, the other registers, journals and documents.

In addition, all ongoing commercial contracts, if any, will be transferred from the Absorbed Company to the Absorbing Company. The latter will be listed in an inventory to be annexed to the handover-receipt protocol drawn up between the Companies on or after the Effective Date.

The Merged Company has no employees and does not own any real estate, as of the Merger Effective Date. To the extent that there still are employees as of the Effective Date in the Absorbed Company, such employees will be transferred as provided by law.

For the avoidance of doubt, following the Merger:

i) The assets listed in Annex no. 1 shall be transferred from the Absorbed Company to the Absorbing Company;

ii) The Absorbing Company does not own any real estate to be transferred;

iii) All other related items to be transferred in the Merger, as the case may be, shall be contained in the handover-receipt protocol signed by the Companies in line with the above;

iv) All rights and obligations of any nature or proceedings in which the Absorbed Company is involved shall, subsequent to the Merger, by the effect of the Merger, be vested in the charge/assets of the Absorbing Company, which shall be substituted to the Absorbing Company, as they exist on the Effective Date, including if encumbered, even if not identified on/by the Effective Date or contained in the handover-receipt protocol.

2. Cut-off Date of the Financial Statements of the Absorbing Company and of the Absorbed Company, in view of the Merger

The Absorbing Company and the Absorbed Company have set the Merger Balance Sheet Cut-off Date (the Merger balance sheet cut-off date) to be 30.06.2024. Accordingly, the Merger Balance Sheet of the Absorbing Company and of the Absorbed Company are represented by the balance Sheet as of June, 2024 (before and after the Merger), together with the trial balance as of June 2024, prepared on the basis of the financial and accounting data as of June 30, 2024, in accordance with the Accounting Regulations approved by Order no. 1802/2014.

The Absorbing Company and the Absorbed Company do not have the legal obligation to audit the annual financial statements, according to the provisions of GEO no. 75/1999.

The Merger Balance Sheet as of June 30, 2024, and the Post-Merger Balance Sheet are presented in Annex no. 2.

3. Method of valuation of the assets and liabilities of the Merging Companies. Determination of the net asset value

In compliance with the provisions of Order no. 897/2015, from an accounting point of view, one of the following methods may be used for the valuation of the Merging Companies:

(i) The book net asset method; or

(ii) The global valuation method.

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The book net asset method assumes that the values used in the merger operations are based on the book net asset. In this case, during the merger operations, the balance sheet items are taken over by the Absorbing Company at the value at which they were highlighted in the Absorbed Company's accounting.

The global valuation method assumes that the values used in merger operations are established by authorized evaluators, which are included in the evaluation report drawn up for this purpose. In this case, during merger operations, the balance sheet elements of the Absorbed Company are taken over by the Absorbing Company at the value resulting from the evaluation.

In the context of this Merger, the assets and liabilities of the Companies have been valued at the values recorded in the merger balance sheets, i.e. at the Cut-off Date of June 30, 2024, using the net book asset method, which assumes that the values used in the Merger transactions are based on the net book assets. Therefore, the balance sheet items will be taken over by the Absorbing Company at the value at which they have been recognised in the books of the Absorbed Company.

To this end, tangible assets have been inventoried and the arrangements for extinguishing the liabilities of the Absorbed Company have been established. They will be transferred in their entirety, with all assets and liabilities, as well as all rights and obligations, to the Absorbing Company, the latter taking over the debts of the Absorbed Company.

Fixed assets (fixtures, equipment, furniture, etc.) of the Merging Companies were reflected at their book value on the above-mentioned Cut-off Date, i.e. the difference between the acquisition value and the accumulated depreciation.

4. Establishing and valuing the assets and liabilities of the Absorbing Company and of the Absorbed Company. Determining the net merger contribution

The valuation of the net assets of the Absorbing Company and of the Absorbed Companies was carried out by each of them, in compliance with the legal provisions in force.

The net asset of each Merging Company was established as the difference between the total value of the assets and the total value of the liabilities, based on the accounting balances closed on June 30, 2024, accepted by the Merging Companies as the true reflection of their assets at the Merger Financial Statement Date.

The Merger Balance Sheets are summarised below:

Items	Absorbing Company 30-Jun-24	Absorbed Company 30-Jun-24
A.NON-CURRENT ASSETS		
I. INTANGIBLE ASSETS	16.001.400	-
II. PROPERTY, PLANT AND EQUIPMENT	47.318.711	2.209.218
III. FINANCIAL ASSETS	15.161.380	-
NON CURRENT ASSETS - TOTAL	**78.481.491**	**2.209.218**
CURRENT ASSETS		
I. INVENTORIES	2.245.162	-
II. RECEIVABLES	208.362.338	248.873
III. SHORT TERM INVESTMENTS	-	-
IV. PETTY CASH AND BANK ACCOUNTS	151.329	78.221
CURRENT ASSETS - TOTAL	**210.758.829**	**327.094**
PREPAYMENTS	-	-

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Items	Absorbing Company 30-Jun-24	Absorbed Company 30-Jun-24
I. LIABILITIES: AMOUNTS PAYABLE IN A PERIOD BELOW ONE YEAR	57.777.886	3.924.067
II. LIABILITIES: AMOUNTS PAYABLE IN A PERIOD ABOVE ONE YEAR	13.179.793	-
III. PROVISIONS	-	-
IV. DEFERRED INCOME	201.219.749	-
LIABILITIES - TOTAL	**272.177.428**	**3.924.067**
CAPITAL AND RESERVES		
I. CAPITAL	23.260.130	200
II. SHARE PREMIUM	-	-
III. REVALUATION RESERVE	2.530.120	-
IV. RESERVES	-	-
Own shares	-	-
Gains related to equity items	-	-
Losses related to equity items	-	-
V. LOSS CARRIED FORWARD (A)	5.395.691	1.381.668
VI. LOSS FOR THE YEAR	3.331.667	6.287
Profit appropriation	-	-
EQUITY - TOTAL	**17.062.892**	**(1.387.755)**

Total Assets	**289.240.320**	**2.536.312**
Total Equity + Liabilities	**289.240.320**	**2.536.312**

a. The Absorbing Company – Tesla Energy Storage S.R.L.

The net accounting assets of the Absorbing Company (determined as the difference between Assets and Liabilities, including provisions) is worth **RON 17.062.892** and represents the net contribution brought by this company in the context of the Merger operation.

b. The Absorbed Company – Eli 7 Industrial Park S.R.L.

The net accounting assets of the Absorbed Company (determined as the difference between Assets and Liabilities, including provisions) is worth **RON -1,387,755** and represents the net contribution brought by this company in the context of the Merger operation.

The net contribution of the Merger is equal to the net accounting asset transferred by the Absorbed Company, in the context of the Merger operation. Therefore, the net absorbed contribution is **RON 1,387,755.**

Net assets, as determined above, were taken into account to calculate the share exchange ratio.

5. The share exchange ratio

Considering that the Absorbing Company owns 100% shares in the share capital of the Absorbed Company, it is in a position to remunerate itself. According to the provisions of art. 243^4 and art. 250 para. 2 letter a of the Companies Law and the relevant legislation, in the context of the Merger, the shares held by the Absorbing Company in the Absorbed Company will be cancelled at the book value.

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No bonuses will be given.

Considering the 100% participation held by the Absorbing Company in the Absorbed Company and the provisions of art. 250 para. 2 letter a of the Companies Law, the number of shares and the share capital of the Absorbing Company do not change.

<u>Following the Merger:</u>

- **<u>The share capital</u>** of the Absorbing Company will continue to be RON 23,260,130, and will consist of
- **<u>Shares</u>** = 2,326,013, with a
- **<u>Nominal value</u>** = RON 10 / each

After the Merger, TESLA ENERGY STORAGE S.R.L., as the Absorbing Company, will have the same shareholding structure, respectively:

TESLA GLOBAL S.E. – Sole shareholder

Contribution to the share capital: RON 23,260,130

EUR equivalent to the share capital: 4,676,248.97

Total paid-up contribution: RON 23,260,130

Contribution paid-up in LEI: RON 23,260,130

Number of shares: 2,326,013

Share in profits and losses: 100% / 100%

6. Merger Premium

The Merger Premium shall be determined as the difference between the value of the net assets contributed and the value of the increase in the share capital of the Absorbing Company.

Given that the Absorbing Company owns 100% of the share capital of the Absorbed Company, as a result of the Merger, the share capital of the Absorbing Company will not be increased, there will be no Merger Premium.

7. Merger Effective Date

The merger will take effect on the following date:

1) The date of 30.06.2024, expressly agreed by all the Merging Companies, in compliance with the provisions of art. 249 letter b) of the Company Law;

2) Subsequently, if, for any legal reason, the Merger cannot take place on 30.06.2024, it shall take place on the day on which the Trade Register Office approves the Merger, by registering the Decisions of the Shareholders of the Companies, on the date and as agreed by the Companies involved in the Merger, in compliance with the provisions of art. 249 letter b) of the Companies Act and the Cut-off Date.

The date on which the transactions of the Absorbed Company are considered from an accounting point of view as belonging to the Absorbing Company is the Merger Accounting Date.

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If, for any reason related to the running of accounting operations and other internal operations in connection with the Merger, or the making of the necessary registrations with the competent Trade Register Office, the Merger Effective Date, as provided above, cannot be observed, a new date of the Merger will be established in compliance with the provisions of the Companies Law.

8. The date from which the shares entitle the holders to participate in the benefits

No new shares are issued as a result of the Merger. The Merger is effective as of the Effective Date.

9. Special advantages

No special advantage is granted following the Merger to the members of the management and/or control bodies within the Merging Companies.

VI. SHARE CAPITAL AND SHAREHOLDERS OF THE ABSORBING COMPANY AFTER THE MERGER

As a result of the operations described in the sections above, the share capital of the Absorbing Company remains unchanged and will be RON 23,260,130, divided into 2,326,013 shares with a nominal value of RON 10 each.

The share capital structure within the Absorbing Company after the Merger is as follows:

No.	Shareholder name	No. of shares	Nominal value per share (RON)	Value of the share capital (RON)	Participation rate (%)
1.	**TESLA GLOBAL S.E.**	2,326,013	10	23,260,130	100%

VII. IDENTIFICATION DATA OF THE ABSORBING COMPANIES AFTER THE MERGER

Name	TESLA ENERGY STORAGE S.R.L.
Legal form	Limited liability company
Registered office	Voluntari, 10 BUCUREȘTI-NORD St., Global City Business Park, office building O.2.3, 6th floor, Ilfov County
Places of business	Brăila, perimeter II of the Autonomous Directorate ADMINISTRAȚIA ZONEI LIBERE BRĂILA, Land Book 85217, with an area of 115,300 sq. m., Brăila County
Number of registration with the Ilfov Trade Register	J23/3203/2022
European Unique Identifier (EUID)	ROONRC.J23/3203/2022
Tax Registration Number	RO46150332
Tax attribute	RO
Share capital registered at the date of	Subscribed share capal: RON 23,260,130, fully paid-up,

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Name	TESLA ENERGY STORAGE S.R.L.
this Draft	structured as follows: Total foreign participation in RON: 23,260,130 EUR equivalent of total foreign participation: 4,676,248.97 Foreign participation in RON: 23,260,130 Number of shares: 2,326,013 Value per share: RON 10
Number of shares	2,326,013
Nominal value per share	RON 10
Main object of activity	NACE Code 2720 - Manufacture of accumulators, primary cells and primary batteries
Structure of the share capital at the date of this Draft	TESLA GLOBAL S.E. – Sole shareholder REGISTERED OFFICE: Czech Republic, 140 00 PRAGUE 4, NA STRZI 1702/65, NUSLE Deed of incorporation no. 171 20 365 dated 06.05.2022 issued by the Trade Register attached to the Municipal Court of Prague Share capital contribution: RON 23,260,130 EUR equivalent of the share capital: 4,676,248.97 Total paid-up share capital: RON 23,260,130 Paid-up contribution in RON: RON 23,260,130 Number of shares: 2,326,013 Share in profits and losses: 100% / 100%

VIII. STATEMENT OF ASSETS, LIABILITIES AND EQUITY AFTER APPROVAL OF THE MERGER

Items	Statement Before Merger Absorbing Company 30-Jun-24	Statement After Merger Absorbed Company 30-Jun-24
A.NON-CURRENT ASSETS		
I. INTANGIBLE ASSETS	16.001.400	16.001.400
II. PROPERTY, PLANT AND EQUIPMENT	47.318.711	49.527.929
III. FINANCIAL ASSETS	15.161.380	262.218

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Items	Statement Before Merger Absorbing Company 30-Jun-24	Statement After Merger Absorbed Company 30-Jun-24
ACTIVE IMOBILIZATE - TOTAL	**78.481.491**	**65.791.547**
NON CURRENT ASSETS - TOTAL		
CURRENT ASSETS	2.245.162	2.245.162
I. INVENTORIES	208.362.338	204.735.521
II. RECEIVABLES	-	-
III. SHORT TERM INVESTMENTS	151.329	229.550
IV. PETTY CASH AND BANK ACCOUNTS	**210.758.829**	**207.210.233**
CURRENT ASSETS - TOTAL	-	-
I. LIABILITIES: AMOUNTS PAYABLE IN A PERIOD BELOW ONE YEAR	57.777.886	57.826.263
II. LIABILITIES: AMOUNTS PAYABLE IN A PERIOD ABOVE ONE YEAR	13.179.793	13.179.793
III. PROVISIONS	-	-
IV. DEFERRED INCOME	201.219.749	201.219.749
LIABILITIES - TOTAL	**272.177.428**	**272.225.805**
CAPITAL AND RESERVES		
I. CAPITAL	23.260.130	23.260.130
II. SHARE PREMIUM	-	-
III. REVALUATION RESERVE	2.530.120	2.530.120
IV. RESERVES	-	-
Own shares	-	-
Gains related to equity items	-	-
Losses related to equity items	-	14.898.962
V. LOSS CARRIED FORWARD (A)	5.395.691	6.777.359
VI. LOSS FOR THE YEAR	3.331.667	3.337.954
Profit appropriation	-	
EQUITY - TOTAL	**17.062.892**	**775.975**

Total Assets	**289.240.320**	**273.001.780**
Total Equity + Liabilities	**289.240.320**	**273.001.780**

The financial statements of the Absorbing Company following the merger will be prepared in accordance with the provisions of OMFP 1802/2014.

In preparing the financial statements of the Absorbing Company after the merger, the net contribution of the Absorbed Company and the merger premium, determined in accordance with the previously highlighted elements, as well as the following specific aspects, were taken into account:

1. In order to meet all the general conditions regarding the merger, the Absorbing Company will take over the following as capital elements:

V. LOSS CARRIED FORWARD (A)	1.381.668
VI. LOSS FOR THE YEAR	6.287

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2. The elimination of reciprocal receivables and payables between the Companies involved in the Merger. Since, from a legal standpoint, there can no longer be any receivables or payables with the Absorbed Company after the merger, as the company will cease to exist as an independent legal entity following the merger, it is necessary to eliminate the total value of the reciprocal receivables/payables between the two companies.

   As of 30.06.2024, the balance of reciprocal receivables and payables is:

Intragroup balances	Absorbing Company	Absorbed Company
Receivables from affiliated entities (receivables)	3.875.690	-
Payables to affiliated entities (liabilities)	-	3.875.690
TOTAL	**3.875.690**	**3.875.690**

3. The cancellation of the investment held by TESLA ENERGY STORAGE S.R.L. in Eli 7 Industrial Park S.R.L. at the value recorded in the accounting records as of 30.06.2024 2024 - **14.899.162 RON**.

   The capital elements reflecting the cancellation of the investment held by TESLA ENERGY STORAGE S.R.L. in Eli 7 Industrial Park S.R.L. are:

Items	Amount, RON
Share Capital	200
Losses related to equity items	14.898.962
Total Investment in Eli 7 Industrial Park S.R.L.	14.899.162

IX. EFFECTS OF THE MERGER

As a result of the Merger, the assets and liabilities of the Absorbed Company will be transferred to the Absorbing Company on the Merger Effective Date, operating a universal transfer, both in the relations between the Absorbing Company and the Absorbed Company, as well as in the relations with third parties.

In this context, all the rights and obligations, all the debts and claims, all the assets and liabilities of the Absorbed Company, all the procedural qualities, of mandate or representation and of any other nature, held by the Absorbed Company will be taken over with full responsibility by the Absorbing Company.

All real rights and receivables, intellectual property and the entire goodwill, as well as all their obligations legally undertaken towards third parties by agreements or by the effect of the law, will be transferred to the Absorbing Company on the Merger Effective Date.

The Absorbing Company will retain its current name.

As a result of the Merger, the Absorbing Company does not change its main object of activity.

The Articles of Incorporation of the Absorbing Company will be amended in such a way as to reflect the changes made as a result of the Merger process, if applicable.

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

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Considering the universal transfer of assets from the Absorbed Company to the Absorbing Company, within it, the rights and obligations deriving from the certifications, authorisations, permits and licenses issued up to the Merger Effective Date in favour of the Absorbed Company and regarding the activity thereof will be transferred thereto, if applicable.

On the Merger Date, all cases pending before the courts in which the Absorbed Company, if applicable, is a party, will continue with the Absorbing Company taking over their procedural quality.

No rights and/or other special advantages are granted.

Final Provisions

This Merger Project was drawn up and approved, in accordance with the provisions of art. 241 of the Companies Law, to be published on the websites of the Companies, respectively: www.teslaess.eu si www.eli7industrialpark.eu to be submitted for publication in the Electronic Bulletin of the Trade Register, in accordance with the provisions of art. 242 of the Companies Law.

The Companies will ensure the technical conditions for the continuous and uninterrupted display, free of charge, of the documents provided for by law for the entire opposition period, ensuring the security of the web pages and the authenticity of the displayed documents.

After the legal publicity, the Merger Project will be approved by the shareholders of the Companies, in compliance with the legal provisions.

In consideration of the above, the Companies agreed to this Project on 15.10.2024, which they signed in, in corrected form, as per the mentions of the Trade Registry, in four (4) original copies.

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X. ANNEXES

Annex 1 List of assets

No.	Items	Amount, RON
1.	Assets under construction - PROIECT-ELI PARKS BRAILA	2.209.218
2.	Trade Receivables - POWER ENERGY UTILITIES AND SERVICES S.R.L.	161.817
3.	Other receivables	87.056

Annex 2 Pre-Merger Balance Sheet and Post-Merger Balance Sheet

Denumirea elementului	Statement Before Merger		Statement After Merger
	Absorbing Company	Absorbed Company	Absorbing Company
A.NON-CURRENT ASSETS			
I. INTANGIBLE ASSETS			
1. Set-up costs (ct. 201-2801)	-	-	-
2. Development costs (ct. 203 - 2803 - 2903)	-	-	-
3. Concession rights, patents, licenses, trademarks and other similar rights and other intangible assets (ct. 205 + 208 -2805 - 2808 - 2905 - 2908)	16.001.400	-	16.001.400
4. Goodwill (ct. 2071 - 2807)	-	-	-
5. Intangible assets for exploration and valuation of mineral resources (ct. 206 - 2806 - 2906)	-	-	-
6. Advances (ct. 4094-4904)	-	-	-
TOTAL: (rd. 01 la 06)	**16.001.400**	**-**	**16.001.400**
II. PROPERTY, PLANT AND EQUIPMENT			
1. Land and buildings (ct. 211 + 212 - 2811 - 2812 - 2911 - 2912)	-	-	-
2. Technical equipment and machinery (ct. 213 + 223 - 2813 - 2913)	-	-	-
3. Other equipment, fixture and fittings (ct. 214 + 224 - 2814 - 2914)	144.067	-	144.067

Denumirea elementului	Statement Before Merger		Statement After Merger
	Absorbing Company	Absorbed Company	Absorbing Company
4. Investment property (ct. 215 - 2815 - 2915)	-	-	-
5. Tangible assets in progress (ct. 231 - 2931)	47.174.644	2.209.218	49.383.862
6. Investment property in progress (ct. 235 - 2935)	-	-	-
7. Tangible assets for exploration and valuation of mineral resources (ct. 216 - 2816 - 2916)	-	-	-
8. Bearer biological assets (ct. 217 + 227 - 2817 - 2917)	-	-	-
9. Advances (ct. 4093-4903)	-	-	-
TOTAL (rd. 08 la 16)	**47.318.711**	**2.209.218**	**49.527.929**
III. FINANCIAL ASSETS			
1. Shares held in subsidiaries (ct. 261 - 2961)	14.899.162		-
2. Loans granted to group entities (ct. 2671 + 2672 - 2964)	-	-	-
3. Investments in associates and jointly controlled entities (ct. 262 + 263 - 2962)	-	-	-
4. Loans granted to associates and jointly controlled entities (ct. 2673 + 2674 - 2965)	-	-	-
5. Other long term participation titles (ct. 265 - 2963)	-	-	-
6. Other loans (ct. 2675* + 2676* + 2677 + 2678* + 2679* -2966*-2968*)	262.218	-	262.218
TOTAL (rd. 18 la 23)	**15.161.380**	**-**	**262.218**
NON CURRENT ASSETS - TOTAL (rd. 07 + 17 + 24)	**78.481.491**	**2.209.218**	**65.791.547**
CURRENT ASSETS			
I. INVENTORIES			
1. Raw materials and consumables (ct. 301 + 302 + 303 +/- 308 + 321 + 322 + 323 + 328 + 351 + 358 + 381 +/- 388 -391 -392-3951 -3958-398)	-	-	-
2. Work in progress (ct. 331 + 332 + 341 +/- 348* -393 - 3941 - 3952)	-	-	-
3. Finished goods and goods for resale (ct. 327 + 345 + 346 + 347 +/- 348* + 354 + 356 + 357 + 361 + 326 +/- 368 + 371 +/- 378 - 3945 -3946 - 3947- 3953 - 3954 - 3955 - 3956 - 3957 - 396 - 397 - din ct. 4428)	-		-

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Denumirea elementului	Statement Before Merger		Statement After Merger
	Absorbing Company	Absorbed Company	Absorbing Company
4. Advances (ct. 4091-4901)	2.245.162	-	2.245.162
TOTAL (rd. 26 la 29)	**2.245.162**	**-**	**2.245.162**
II. RECEIVABLES			
1. Trade receivables (ct. 2675* + 2676* + 2678* + 2679* -2966* - 2968* + 4092 + 411 + 413 + 418 - 4902 - 491)	2.846.252	161.817	3.008.069
2. Receivables from affiliated entities (ct. 451** - 495*)	-	-	-
3. Receivables from associates and jointly controlled entities (ct. 453** - 495*)	-	-	-
4. Other receivables (ct. 425 + 4282 + 431** + 436** + 437** + 4382 + 441** + 4424 + din ct. 4428** + 444** + 445 + 446** + 447** + 4482 + 4582 + 4662 + 461 + 473** - 496 + 5187)	205.516.086	87.056	201.727.452
5. Subscribed un-paid share capital (ct. 456 - 495*)	-	-	-
6. Dividends distributed during the financial year - receivables (ct. 463)	-	-	-
TOTAL (rd. 31 la 36)	**208.362.338**	**248.873**	**204.735.521**
III. SHORT TERM INVESTMENTS			
1. Shares held in subsidiaries (ct. 501 - 591)	-	-	-
2. Other short term investments(ct. 505 + 506 + 507 + din ct. 508 - 595 - 596 - 598 + 5113 + 5114)	-	-	-
TOTAL (rd. 38 + 39)	**-**	**-**	**-**
IV. PETTY CASH AND BANK ACCOUNTS (din ct. 508 + ct. 5112 + 512 + 531 + 532 + 541 + 542)	151.329	78.221	229.550
CURRENT ASSETS - TOTAL (rd. 30 + 37 + 40 + 41)	**210.758.829**	**327.094**	**207.210.233**
PREPAYMENTS (ct. 471) (rd. 44 + 45), from which:	**-**	**-**	**-**
Amounts to be trasnsferred to expenses in a period below one year (din ct. 471*)	-	-	-
Amounts to be transferred to expenses in a period above one year (din ct. 471*)	-	-	-
LIABILITIES: AMOUNTS PAYABLE IN A PERIOD BELOW ONE YEAR	-	-	-
1.Debenture loans - separate disclosure of convertible debenture loans (ct. 161 + 1681 -169)	-	-	-

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Denumirea elementului	Statement Before Merger		Statement After Merger
	Absorbing Company	Absorbed Company	Absorbing Company
2.Bank loans (ct. 1621 + 1622 + 1624 + 1625 + 1627 + 1682 + 5191 + 5192 + 5198)	-	-	-
3. Advance payments received from customers (ct. 419)	-		-
4. Trade payables – suppliers (ct. 401 + 404 + 408)	34.767.830	48.377	34.816.207
5. Trade notes payable (ct. 403 + 405)	-	-	-
6. Amounts due to group entities (ct. 1661 + 1685 + 2691 + 451***)	-	-	-
7. Amounts due to associates and jointly controlled entities (ct. 1663 + 1686 + 2692 + 2693 + 453***)	-	-	-
8. Other payables, including payables to the state budget and social security payables (ct. 1623 + 1626 + 167 + 1687 + 2695 + 421 + 423 + 424 + 426 + 427 + 4281 + 431*** + 436*** + 437*** + 4381 + 441*** + 4423 + 4428*** + 444*** + 446*** + 447*** + 4481 + 455 + 456*** + 457 + 4581 + 462 + 4661 + 473*** + 509 + 5186 + 5193 + 5194 + 5195 + 5196 + 5197)	23.010.056	3.875.690	23.010.056
TOTAL (rd. 46 la 53)	**57.777.886**	**3.924.067**	**57.826.263**
NET CURRENT ASSETS/NET CURRENT LIABILITIES (rd. 42 +44 - 54 - 71 - 74 - 77)	**(48.238.806)**	**(3.596.973)**	**(51.835.779)**
TOTAL ASSETS LESS CURRENT LIABILITIES (rd. 25 +45 + 55)	**30.242.685**	**(1.387.755)**	**13.955.768**
LIABILITIES: AMOUNTS PAYABLE IN A PERIOD ABOVE ONE YEAR	-	-	-
1. Debenture loans - separate disclosure of convertible debenture loans (ct. 161 + 1681 -169)	-	-	-
2. Bank loans (ct. 1621 + 1622 + 1624 + 1625 +1627 +1682 + 5191+ 5192 + 5198)	-	-	-
3. Advance payments received from customers (ct. 419)	-	-	-
4. Trade payables – suppliers(ct. 401 + 404 + 408)	-	-	-
5. Trade notes payable (ct. 403 + 405)	-	-	-
6. Amounts due to group entities (ct. 1661 + 1685 + 2691+ 451***)	-	-	-
7. Amounts due to associates and jointly controlled entities (ct. 1663 + 1686 + 2692 + 2693 + 453***)	-	-	-

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Denumirea elementului	Statement Before Merger		Statement After Merger
	Absorbing Company	Absorbed Company	Absorbing Company
8. Other payables, including payables to the state budget and social security payables (ct. 1623 + 1626 + 167 + 1687 + 2695 + 421 + 423 + 424 + 426 + 427 + 4281 + 431*** + 437*** + 4381 + 441*** + 4423 + 4428*** + 444*** + 446*** + 447*** + 4481 + 455 + 456*** + 4581 + 462 + 4661 + 473*** + 509 + 5186 + 5193 + 5194 + 5195 + 5196 + 5197)	13.179.793	-	13.179.793
TOTAL (rd. 57 la 64)	**13.179.793**	**-**	**13.179.793**
PROVISIONS			
1. Provisions for employee benefits (ct. 1515 + 1517)	-	-	-
2. Provisions for taxes (ct. 1516)	-	-	-
3. Other provisions (ct. 1511 + 1512 + 1513 + 1514 + 1518)	-	-	-
TOTAL (rd. 66 + 67 + 68)	**-**	**-**	**-**
I. DEFERRED INCOME			
1. Investment subsidies (ct. 475) (rd. 71 + 72), din care:	**201.219.749**	**-**	**201.219.749**
Amounts to be transferred to income in a period below one year (din ct. 475*)	201.219.749	-	201.219.749
Amounts to be transferred to income in a period above one year (din ct. 475*)	-	-	-
2. Deferred income (ct. 472) - total (rd. 74 + 75),from which:	**-**	**-**	**-**
Amounts to be transferred to income in a period below one year (din ct 472*)	-	-	-
Amounts to be transferred to income in a period above one year (din ct. 472*)	-	-	-
3.Deffered income corresponding to assets received by transfer from clients (ct. 478) (rd. 77 + 78), from which:	**-**	**-**	**-**
Amounts to be transferred to income in a period below one year (din ct. 478*)	-	-	-
Amounts to be transferred to income in a period above one year (din ct. 478*)	-	-	-
Negative goodwill (ct. 2075)	-	-	-
TOTAL (rd. 70 + 73 + 76 + 79)	**201.219.749**	**-**	**201.219.749**
CAPITAL AND RESERVES			

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Denumirea elementului	Statement Before Merger		Statement After Merger
	Absorbing Company	Absorbed Company	Absorbing Company
I. CAPITAL			
1. Subscribed paid in capital (ct. 1012)	23.260.130	200	23.260.130
2. Subscribed unpaid capital (ct. 1011)	-	-	-
3. "Regii" patrimony (ct. 1015)	-	-	-
4. Patrimony of national research and development institutes (ct. 1018)	-	-	-
5.Other equity items (ct. 1031)	-	-	-
TOTAL (rd. 81 + 82 + 83 + 84 + 85)	**23.260.130**	**200**	**23.260.130**
II. SHARE PREMIUM (ct 104)	-	-	-
III. REVALUATION RESERVE (ct. 105)	2.530.120	-	2.530.120
IV. RESERVES			
1. Legal reserves (ct. 1061)	-	-	-
2.Statutory or contractual reserves (ct. 1063)	-	-	-
3. Other reserves (ct. 1068)	-	-	-
TOTAL (rd. 89 la 91)			
Own shares (ct. 109)	-	-	-
Gains related to equity items(ct. 141)	-	-	-
Losses related to equity items (ct. 149)	-	-	14.898.962
V.PROFIT OR LOSS CARRIED FORWARD (A)			
PROFIT - sold C (ct.117)	-	-	-
LOSS - sold D (ct.117)	5.395.691	1.381.668	6.777.359
VI. PROFIT OR LOSS FOR THE YEAR			
PROFIT - sold C (ct.121)	-	-	-
LOSS - sold D (ct.121)	3.331.667	6.287	3.337.954
Profit appropriation (ct.129)	-		-

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Denumirea elementului	Statement Before Merger		Statement After Merger
	Absorbing Company	**Absorbed Company**	**Absorbing Company**
OWN EQUITY – TOTAL (rd. 86 + 87 + 88 + 92 - 93 + 94 - 95 + 96 - 97 + 98 - 99 - 100)	**17.062.892**	**(1.387.755)**	**775.975**
Public patrimony (ct. 1016)	-	-	-
Private patrimony (ct. 1017)	-	-	-
EQUITY – TOTAL (rd. 100 +101 +102) (rd. 25+41+42-53-64-68-79)	**17.062.892**	**(1.387.755)**	**775.975**

Accompanied by the Joint Decision regarding the approval in principle of the Merger and the Statements of the Companies regarding the manner of extinguishing the liability and the way of publishing the Merger Plan.

[The page of signatures follows]

ELI 7 INDUSTRIAL PARK S.R.L.

(THE ABSORBED COMPANY)

By Mr. Dušan Lichardus – empowered director

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TESLA ENERGY STORAGE S.R.L.

(THE ABSORBING COMPANY)

By Mr. Dušan Lichardus – empowered director

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