
TERMINATION AND RELEASE AGREEMENT

**regarding the
LOAN AGREEMENTS**

concluded between

**BSP Bratislava-Schwechat Pipeline GmbH
as Borrower**

and

**TRANSPETROL, a.s.
as Lender**

This termination and release agreement (the "**Termination and Release Agreement**") to the existing loan agreements as amended from time to time concluded between

- (1) BSP Bratislava-Schwechat Pipeline GmbH, a company incorporated and registered in Austria with company no. FN 238499i (the "**Borrower**"); and
- (2) TRANSPETROL, a.s., with its registered seat at Šumavská 38, 821 08 Bratislava, Slovak Republic, Company ID No. (IČO): 31 341 977, registered with the Commercial Register of the Municipal Court Bratislava III, Section Sa, Insert No. 507/B (the "**Lender**")

(each a "**Party**" and together the "**Parties**")

is entered into by the Parties effective from 31 December 2023.

WHEREAS:

- (A) The Borrower is jointly controlled by the Lender (74%) and OMV Downstream GmbH (26%).
- (B) Pursuant to:
 - i. a loan agreement dated 5 August 2011 as amended from time to time, the Lender made available to the Borrower a non-redrawable credit facility in the maximum amount of up to EUR 5,132,750,
 - ii. a loan agreement dated 29 June 2012 as amended from time to time, the Lender made available to the Borrower a non-redrawable credit facility in the maximum amount of up to EUR 2,168,000,
 - iii. a loan agreement dated 18 October 2018 as amended from time to time, the Lender made available to the Borrower a non-redrawable credit facility in the maximum amount of up to EUR 614,639,(the "**Original Loan Agreements**"), and
 - iv. under the Original Loan Agreements, the Lender is entitled to interest of EUR 186,766.31 for the period 2011 to 2022.
- (C) The Borrower is currently in a liquidation process which is expected to be finalized early 2024.
- (D) The Lender and the Borrower now intend to terminate the Original Loan Agreements.

1. TERMINATION AND RELEASE

The Parties hereby agree to terminate the Original Loan Agreements with effect as of the date stated above and the Lender hereby irrevocably waives any right and/or claim under the Original Loan Agreements including, for the avoidance of doubt, repayment of the loan amount and interest on the loans totaling EUR 8,102,155.31 as well as payment of the corresponding interest for the year 2023.

2. GOVERNING LAW AND JURISDICTION

This Termination and Release Agreement is governed by Austrian law. Any dispute shall be referred to and finally resolved by the competent court in Vienna, Inner City.

For and on behalf of
Transpetrol, a.s.

For
BSP

and
Bratislava-Schwechat Pipe
on behalf of
ne GmbH

28.12.2023