

## **SCHEDULE 1 - INTERPRETATION**

### **1. IN THIS AGREEMENT:**

**Accounting Standards** means the Slovak accounting standards as set out in Act No. 431/2002 Coll. on Accounting, as amended.

**Administrative Code** means Act No. 71/1967 Coll., the on Administrative Proceeding (Administrative Code), as amended.

**Affiliate** means, in relation to any person, any other person that, directly or indirectly, through one or more intermediaries, controls, is controlled by or is under common control with, such person while “control” shall be understood as higher than a 50% share, ownership, voting rights or similar interest in the Affiliate.

**Agreement on Future Agreements** means the agreement on future agreements (*zmluva o uzavretí budúcich zmlúv*) entered into as of the date of this Agreement between the Company and Valaliky Industrial Park pursuant to Sections 289 to 292 of the Commercial Code, under which the Company and Valaliky Industrial Park shall enter into the Purchase Agreement and the Melioration Plot Purchase Agreement as contemplated under this Agreement.

**Approvals** has the meaning given to it in Clause 3.1.6.

**Business Day** means a day, other than a Saturday, Sunday or a recognised public holiday in Slovakia.

**Business Critical Information** means any Confidential Information which is of key commercial and strategic importance to the Company and/or Company’s business, which if disclosed by Slovakia and/or Valaliky Industrial Park in violation of Clause 11, has (i) the potential to cause significant damage to the Company, its business and the Company’s competitive advantage, including but not limited to a negative impact on public and/or employee relations; and (ii) a material adverse effect on the realisation of the Project by the Company.

**Building Act** means Act No. 50/1976. Coll. on Land-Use Planning and Building Order (the Building Act), as amended.

**Building Permit** means any and all valid and final decisions of administrative bodies issued under the Building Act on the basis of the Zoning Permit (if the Zoning Permit is applicable) which entitles the Company to build a facility and other related structures for the completion of the Project at the Site in accordance with the parameters set out by this Agreement.

**Change of Control** means the transfer of the controlling shareholding in a person.

**Commercial Code** means Act No. 513/1991 Coll., the Commercial Code, as amended.

**Company Specific Site Remediation Works** means works on or around the Site i specific to the Company and ordered by the Company. For the avoidance of doubt, no Company Specific Site Remediation Works have been ordered by the Company as of the date hereof.

**Company Specific Railway Design** shall have the meaning as set out in Clause **Chyba! Nenašiel sa žiaden zdroj odkazov..**

**Confidential Information** means any information delivered in writing, orally, or by other means, between the Parties (including their employees, agents, representatives and advisors) during the negotiation and implementation of this Agreement.

**Construction Rights** means rights of access and other right (other than ownership rights to the Site) determined in accordance with Section 139(1) of the Building Act, which demonstrate the existence of the rights of the Company towards the land constituting the Site required for the issuance of Building Permits and further development of the Project on the Site.

**Encumbrance** means any pledge, charge, lien, mortgage, security interest, pre-emption right, option, lease, lease dispute challenge or any other encumbrance or third party right with an equivalent effect or any agreement to create any of the above.

**EU Approval** means the decision or deemed decision by the European Commission pursuant to Articles 4(2), 4(3), 4(6) or Article 9(2) to 9(4) of the Implementing Regulation.

**EU Interest Communication** means the Commission notice on current state aid recovery interest rates and reference/discount rates applicable as from 1 February 2022 (2022/C 29/02).

**EUR or €** means the currency of the member states of the European Union that adopted the euro as their currency pursuant to EU legislation on monetary union.

**Event of Force Majeure** means any act or event which is unforeseen, irresistible and beyond the control of the party invoking force majeure, such as natural catastrophes, fires, explosions, war, riot terrorism, civil commotion, insurrection, mobilisation, strikes (apart from strikes against the Company), earthquakes and floods. For the avoidance of doubt, any act of the EU, the European Commission, any Government Entity or any change of law in Slovakia shall not constitute an Event of Force Majeure.

**Expert** means the independent and reputable expert in the field of real estate property valuation appointed by Slovakia in line with the Commission Communication on State aid elements in sales of land and buildings (97/C 209/03).

**Expert Opinion** means the market-standard RICS Red Book expert opinion prepared by the Expert before execution hereof in line with the Commission Communication on State aid elements in sales of land and buildings (97/C 209/03).

**Freedom of Information Act** means Act No. 211/2000 Coll. on Free Access to Information, as amended.

**General Map** means a layout attached hereto as Schedule 7 (*General Map*) demonstrating the location of the Strategic Park (including the Site).

**General Public Infrastructure or GPI** means infrastructure, which is of general nature not dedicated to the Project.

**Government Entity** means any state or other public body (*štátny alebo iný zverejňujúci subjekt*), department, state-wide or regional legislature (*celoštátny alebo regionálny legislatívny subjekt*), the Government of Slovakia (*vláda*), minister, ministry, official or public person (*zverejňujúci činiteľ*) (whether autonomous or not) of Slovakia.

**Implementation Agreements** means such additional agreements, as may be necessary or desirable for the implementation of the terms of this Agreement, which are to be entered into

between: (i) any of the Parties or the Company and (ii) any Government Entity, with an express reference to the provisions of this Agreement.

**Implementing Regulation** means Council Regulation No. 2015/1589 stipulating detailed rules for the Application of Article 93 of the EC Treaty.

**Independent Experts** mean reputable international experts as selected by the Company and Slovakia as set out in Clause **Chyba! Nenašiel sa žiaden zdroj odkazov.** I.

**Investment Aid** has the meaning given to it in Clause 3.1.1.

**Investment Aid Decision** has the meaning given to it in Clause 3.1.1.

**Investment Incentives Act** means Act No. 57/2018 Coll. on Regional Investment Incentives, as amended from time to time.

**Investor** has the meaning given to it in Recital (B) hereof.

**Local Master Plans** means the valid land-planning project documentation of the relevant municipalities (in the area of which the Site is situated) in accordance with the Building Act, which, among others, addresses the functional use of the Site.

**Losses** means the (i) actual damages, including, but not limited to, any loss of benefits which the Party suffering a loss would have acquired had the breaching Party complied with its obligations under this Agreement; (ii) interests, penalties, reasonable and justified costs and expenses; and (ii) lost profits.

**Melioration Plot** means parcel reg. C Nr. 1401/1 without a letter of ownership, cadastral area Valaliky (886725) set out in Schedule 3 (*Melioration Plot*).

**Ministry** means the Ministry of Economy of the Slovak Republic (*Ministerstvo hospodárstva Slovenskej republiky*).

**Party** or **Parties** means a signatory or signatories of this Agreement.

**Pre-Planned GPI** means the General Public Infrastructure, which Slovakia, the Region of Košice or other public bodies intended to construct prior to the Company or the Company's Affiliate(s) made contact with Slovakia in respect of the Project. The Pre-Planned GPI is outlined in color on plan in Schedule 10 and its sub-schedules (*General Public Infrastructure and Utilities*).

**Private Land** means those parcels constituting the Site which are listed in Schedule 4 (*Site*), whose owner is as of the date hereof a Third Person.

**Project** means an investment at the Site representing the development and operation of a manufacturing plant for motor vehicles in accordance with the parameters set out in Schedule 2 (*Project Description*) to be made by the Company.

**Public Entity** means the Government Entity and any other entity or person being under direct or indirect control of Slovakia or the Government Entity.

**Public Land** means those land parcels constituting the Site listed in Schedule 4 (*Site*), whose owner is as of the date hereof a Public Entity.

**Purchase Agreement** means the respective sale and purchase agreement under which the Site shall be transferred from the Valaliky Industrial Park to the Company. The form of Purchase Agreement constitutes a schedule of the Agreement on Future Agreements.

**Request for Aid** means a request for the granting of Investment Aid in accordance with Section 14 of the Investment Incentives Act.

**Significant Investments Act** means Act No. 371/2022 Coll. on Significant Investments.

**Significant Investment Status** means the status of the significant investment (in Slovak: *významná investícia*) pursuant to the Significant Investments Act.

**Site** means the parcels highlighted in the General Map and listed in Schedule 4 (*Site*) (in case of conflicts between the General Map and Schedule 4, the General Map shall apply).

**Site Remediation Works** mean remediation works on the Site specified in Schedule 5 (*Site Remediation Works*) of this Agreement to be procured by Slovakia and/or Valaliky Industrial Park, including Company Specific Site Remediation Works, if ordered by the Company.

**Strategic Park** means the area set out in Schedule 7 being the strategic park area designed for sale to investors. This area forms part of a larger certificated area intended for industrial purposes and/or or the purpose of GPI.

**Tax, Taxes or Taxation** means all taxes, levies, duties, imposts, charges and withholding of the nature of taxation imposed by any governmental authority including (without limitation) taxes on gross or net income, profits or gains and taxes on receipts, sales, use, *ad valorem*, transfer, value added and personal property together with all penalties charges, and additions to tax and interest relating to any of them.

**Third Party or Third Person** means any natural person or legal entity other than Slovakia, the Region, the Company and the Company or an affiliate thereof.

**Valaliky Industrial Park** means Valaliky Industrial Park, s. r. o., with its registered office at Mlynské Nivy 44/A, 827 15 Bratislava, ID No. 54 485 053, registered in the Commercial Register maintained by the Bratislava I District Court, Section Sro, Insert No. 159129/B, which is controlled by the Slovak Republic, or any its Affiliate.

**Warranty** means any of the representations and warranties of the Company, Slovakia or the Region set out in Schedule 8 (*Warranties*).

**Zoning Permit** means any and all valid and final decisions of administrative bodies issued under the Building Act which complies with the respective land-planning project documentation and (i) is necessary for the implementation of the Project, (ii) demonstrates that the Site is intended for the implementation of the Project and (iii) is needed in order for the Company to acquire a valid Building Permit for the implementation of the Project.

## 2. IN THIS AGREEMENT, UNLESS THE CONTRARY INTENTION APPEARS:

- 2.1 references to any statute, statutory provision, legislation of the European Union or other legislation (**Applicable law**) include a reference to that Applicable law as amended or re-enacted and being in force (*účinné*) as at the day of entering into this Agreement by the Parties, and include subordinate legislation made under the relevant Applicable law in force at the date of entering into this Agreement by the Parties;

- 2.2 except where otherwise indicated, a Clause, schedule or annex is a reference to a Clause of schedule or annex to this Agreement;
- 2.3 a document is a document as amended, novated, supplemented, replaced or substituted;
- 2.4 words importing the singular shall include the plural and words importing one gender shall include the other gender;
- 2.5 the Schedules to this Agreement form an integral part of this Agreement; and
- 2.6 “person” includes any individual, firm, company, corporation, government, state or agent of a state or any association or partnership (with or without a separate legal personality) of two or more of the foregoing.