CLOSE-OUT NETTING REFERENCE DATA UTILITY

SCOPE OF OPINION

2.1 Our opinions are provided on the basis of, and should be read together with, the assumptions, qualifications and limitations contained in this Opinion (including its Appendices and Schedules).

2.2 Unless the context requires otherwise, capitalised terms shall have the meanings given to them in Schedule 2 and terms defined in the Master Agreement shall have the same meaning in this Opinion in respect of the corresponding Master Agreement.

2.3 This Opinion is given only in respect of RiBan Parties, which consist of RiBan Company Parties and Foreign Banks.

Provisions of the Romanian Pledge Law

As explained in our discussions in Part 2 of this memorandum, Romanian courts may, in certain circumstances, conclude that the provisions of the Romanian Pledge Law (the "Pledge Law") apply to the collateralisation arrangements under the Security Documents, especially upon non-payment of the Romanian Security Collateral Provider, but possibly also in other scenarios. If courts arrive at such a conclusion, this may expose the Secured Party to non-recourse.

-Paragraph 3.5 of the Pledge Law provides that a pledge over the Royalties of the Security Collateral Provider is subject to the approval of the Romanian Pledge Register. The Romanian Pledge Register is operated by the National Bank of Romania and is accessible to the public.

To conclude, in order to ensure the legal certainty in connection with collateralisation arrangements entered into with Romanian counterparties under the Credit Support Annex, it is highly recommended the use of the Transfer Annex, rather than the

Law Firm

Collateral Escrow/LC

July 1, 2015

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December 2023
ONBOARDING COUNTERPARTIES FOR CLOSE-OUT NETTING

Current State

Future State

- Regulatory capital optimization
- BCBS239 compliance
- ECB netting reporting compliance
CLOSE-OUT NETTING DETERMINATION PROCESS

01. Determine and document the counterparty jurisdiction of formation and entity type

02. Identify relevant close-out netting and/or collateral enforceability legal opinions and determine their applicability to the counterparty

03. Make determination for regulatory close-out netting treatment and/or collateral enforceability
COUNTERPARTY DETERMINATION REPORT

Entity determination details
- LEI
- Entity name
- Scope determination
- Jurisdiction
- Entity type
- Scope determination date

Entity determination verification steps

Entity determination supporting evidence
- Screenshots of registry / public records

Relevant legal opinions
- Opinion name
- Agreement type
- Jurisdiction
- Publication date
- Issuing firm
- Lineage
- Link(s) to opinion(s)

Relevant aosphere references
COUNTERPARTY DETERMINATION REPORT
DEMO VIDEO
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