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| Locul: […], data: [....]  **CATRE: BANCA COMERCIALA ROMANA**  Referitor: Beneficiari reali SC [....] SRL  Subscrisa [....] avocat/ notar/ auditor (*extern societatii, nu se acepta jurist intern, avocat intern, auditor intern, secretar, agent, etc.*) inregistrata sub nr. [....], cu sediul in [....], (denumita in continuare „[....]”) precizam faptul ca prezentul documentul este eliberat strict pe baza propriilor verificari, utilizand documente obtinute de la Registre publice, documente puse la dispozitie de societate, documente eliberate de autoritatile romane sau straine ce au fost certificate de societate, analizate de avocat/notar/auditor in mod nemijlocit, conform listei prezentate mai jos.  **Date despre societate**  **Date generale**  SC [....] SRL o societate functionand in conformitate cu legile din [...], inregistrata in [...], sub nr. [...], cu sediul in [...]  **Asociati**  Conform *(se va preciza tipul documentului si emitentul)* capitalul social al societatii este:  Capital social subscris: […]  Participare straina la capital: […]  Numar parti sociale: […]  Valoarea unei parti sociale: […]  Capitalul social este detinut de [....] persoane fizice/ persoane juridice, astfel:   1. [....] LTD care detine [....]% din capitalul social; 2. [....] care detine [....]% din capitalul social;   ……………… (*se vor mentiona toti actionarii, persoane fizice si juridice, ai societatii SC […] SRL*).  **Directori/ Administratori**  Conform (*se va preciza tipul documentului si emitentul)* societatea este administrata de (*de exemplu: administrator unic, consiliul de directie, consiliul de administratie, etc.*)  **Date despre asociati\***   1. **[....] LTD**   Conform (*se va preciza tipul documentului si emitentul*), [....] Ltd este o societate ce functioneaza in conformitate cu legile din [...], inregistrata in [...], sub nr. [...], cu sediul in [...]  Conform (*se va preciza tipul documentului si emitentul*), [....] Ltd are ca actionari [....] persoane fizice/ persoane juridice, astfel:  [X] Ltd care detine [....]% din capitalul social;  [Y] Ltd care detine [....]%din capitalul social;  [Z] care detine [....]% din capitalul social;  …………… (*se vor mentiona toti actionarii, persoane fizice si juridice, ai societatii […] LTD*)  Conform (*se va preciza tipul documentului si emitentul*) societatea este administrata de [....]  *(de exemplu: administrator unic, consiliul de directie, consiliul de administratie, etc.).*   1. **[X] LTD**   Conform (*se va preciza tipul documentului si emitentul*), [X] Ltd este o societate ce functioneaza in conformitate cu legile din [...], inregistrata in [...], sub nr. [...], cu sediul in [...]  Conform (*se va preciza tipul documentului si emitentul*), [X] Ltd are ca actionari [....] persoane fizice/ persoane juridice, astfel:  [A1] – avand o cota de detinere actiuni de […]%;  [A2] – avand o cota de detinere actiuni de […]%;  [A3] – avand o cota de detinere actiuni de […]%;  …………… (*se vor mentiona toti actionarii, persoane fizice si juridice, ai societatii [X] LTD*)  Conform (*se va preciza tipul documentului si emitentul*) societatea este administrata de *(de exemplu: administrator unic, consiliul de directie, consiliul de administratie, etc.).*  ***\*“Date despre asociati” trebuie mentionate in mod similar pentru toate persoanele juridice care detin cel putin 25% din intreaga structura de actionariat pana la identificarea persoanelor fizice.***  Anexam prezentei si schema de actionariat, completa.  ***CONCLUZII***  Avand in vedere dispozitiile legale locale aplicabile si documentele analizate rezulta ca nu sunt persoane fizice care sa detina direct sau indirect cel putin 25% din actiunile SC [....] SRL sau ale unei entitati din structura acesteia de actionariat.  Pe cale de consecinta, dl. [....] identificat cu [....], seria [....], nr. [....], eliberat la data de [....], valabila pana la data de [....], de [....], cu domiciliul in [....], CNP/ID [....] este beneficiarul real al societatii exercitand controlul[[1]](#footnote-1) in calitate de administrator unic al SC [....] SRL, in sensul dispozitiilor art. 4, alin. 2, litera a), punctul 2 din Legea 129/ 2019.  Nume in clar si semnatura avocat/ auditor/ notar  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | Place: [Sofia], date: [\_\_.01.2023]  **TO: ROMANIAN COMMERCIAL BANK**  REF: Ultimate beneficial owners of SC [TIBIEL] SRL  The undesigned [....] lawyer (external lawyer, auditor not internal secretary, agent, etc.) registered under no [....], based in [Sofia], (hereinafter referred to as "[....]") confirm that the document is issued strictly based on our independent verifications, using documents obtained from public registers, documents provided by the company, documents issued by Romanian or foreign authorities certified by the company, analyzed by us directly, according to the list presented below.  **Information about the company**  **General information**  SC. [TIBIEL] SRL is a company is operating in accordance with the laws of [Bulgaia], registered in [Sofia], under no. [106588084], headquarters at [29 Knyaz Alexander Dondukov boulevard, Sofia 1000, Bulgaria]  **Shareholders**  According to the (*to provide the type of the document and the issuer):*  Total subscribed capital: [2 005 000]  Foreign participation: [1]  Number of shares: [2 005 000]  Value per share: [1]  The share capital is owned by [one] legal entity shareholder, as follows:   1. [Lifond Investments Limited] LTD owner of [100]% out of the share capital;   (*to be mentioned all the shareholders, individuals and legal entities, of SC […] SRL*).  **Directors/ Adminitrators**  According to the (*to provide the type of the document and the issuer*) the company is managed by (for example: *sole director, Board of Directors, etc*.)  **Information about the shareholders\***   1. **[Lifond Investments Limited] LTD**   According to the Certificate from the Ministry of energy, commerce and industry of Cyprus, Department of Registrar of companies and Intellectual property Nicosia [Lifond Investments Limited] Ltd is operating in accordance with the laws of [Cyprus], registered in [Nicosia], under no. [HE332787], headquarters at [4 Prosfygon str., Agia Varvara, 2560, Nicosia, Cyprus]  According to the Certificate from the Ministry of energy, commerce and industry of Cyprus, Department of Registrar of companies and Intellectual property Nicosia the company is owned by [one] legal entity, as follows:  [Alackon Limited] Ltd having a shareholding of [100]%;  (*to be mentioned all the shareholders, individuals and legal entities, of […] LTD*)  According to the (*to provide the type of the document and the issuer*) the company is administrated by (for example: *sole director, Board of Directors, etc*.).   1. **[Alackon Limited] LTD**   According to the the Certificate from the Ministry of energy, commerce and industry of Cyprus, Department of Registrar of companies and Intellectual property Nicosia [Alackon Limited] Ltd is operating in accordance with the laws of [Cyprus], registered in [Nicosia], under no. [HE361492], headquarters at [4 Prosfygon str., Agia Varvara, 2560, Nicosia, Cyprus]  According to the Certificate from the Ministry of energy, commerce and industry of Cyprus, Department of Registrar of companies and Intellectual property Nicosia [Alackon Limited] Ltd is owned by [one] individual, as follows:  [Mrs. Ala Antoniou] – having a shareholding of [100]%;  (*to be mentioned all the shareholders, individuals and legal entities, of [X] LTD*)  According to the (*to provide the type of the document and the issuer*) the company is administrated by a sole director.  ***\*“Information about the shareholders” are to be mentioned in a similar manner for all legal entities owning at least 25% within the entire shareholders structure of [….] SRL, until the identification of individuals.***  We hereby enclose the complete shareholder’s structure.  ***CONCLUSIONS***  Considering the applicable local legal provisions and the documents analyzed, it results that there is one individual who directly or indirectly hold at least 25% of the shares of SC [TIBIEL] SRL or of an entity from its shareholding structure.  Consequently, Mrs. [Ala Antoniou] identified with [passport], series [K], no. [K00253675], issued on [07.12.2015], valid until [07.12.2025], by [C.R.M.D.], domiciled in [Nicosia, Cyprus], ID [CR0086007] is the ultimate beneficial owner of the company exercising control[[2]](#footnote-2) as sole administrator of SC [TIBIEL] SRL, within the meaning of the provisions of art. 4, para. 2, letter a), point 2 of the Law 129/ 2019.  Name and signature of lawyer/ auditor/ notary  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |

1. controlul poate fi exercitat prin influentarea deciziilor prin intermediul membrilor de familie sau prin alte legaturi cu persoanele care iau deciziile in societate sau prin detinerea de instrumente negociabile sau actiuni convertibile ale unei societati. [↑](#footnote-ref-1)
2. control can be exercised also by influencing decisions through family members or by other connections with the company’s decision makers or by holding negotiable instruments or convertible shares of a company. [↑](#footnote-ref-2)