

James Knowles

Delegation of Authority

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1. Background

This Delegation is valid upon the second signature - that of the company's CEO or the **James Knowles**. It supersedes all prior Delegations to **James Knowles**.

This Delegation sets forth the authority given to **James** to enable him to carry out his obligations pursuant to his job description.

The authorizations described herein are complete and shall be interpreted restrictively.

James shall exercise his authority to approve transactions and projects in accordance with the Company's Procedure for Approval of Transactions and Projects as amended from time to time in the document *Everyone > Group Internal\Finance180228 Procedure for Approval of Transactions and Projects EN*.

The delegated authorities below apply to **Neterra EOOD, NetIX Communications AD..**

2. Documents

2.1. **James Knowles** is authorized to approve documents describing specific products and services (i.e. **Service Descriptions, Service Level Agreements, Price Lists, Pricing Policies, Sales Guidelines**) for use both internally and as part of customer contracts, for the all families of Products.

3. Sales Transactions approval authority¹

James Knowles is authorized to approve the following:

3.1. additional free text conditions entered as part of an order.

3.2. transactions for the sale of any goods:

3.2.1. transactions with date of payment: between **-60** days (negative 60) and **30** days;

3.2.2. determine pricing for goods without approved pricing policy;

3.2.3. Final approval authority.

3.3. For transactions for sale of any services:

¹ There is no separate authority for approving transactions for purchase. The approval of a budget item automatically gives the approval to execute a transaction for purchase

- 3.3.1. transactions with duration \leq **36** months;
- 3.3.2. transactions with date of payment: between – **60** days (negative 60) and 30 days;
- 3.3.3. test services;
- 3.3.4. transactions with prices with level 2 discount for services with approved Price Policy. Authority to determine pricing for services without approved pricing policy;
- 3.3.5. Final approval authority.

4. Budget Items Approval Authority (outside of internal monthly or annual budgets)

4.1. budget items for any goods:

- 4.1.1. with date of payment: between –**60** days (negative 60) and **90** days;
- 4.1.2. authority to determine pricing for goods without approved pricing policy;
- 4.1.3. Final approval authority.

4.2. budget items for any services:

- 4.2.1. with duration of transaction \leq **36** months;
- 4.2.2. with date of payment: between – **60** days (negative 60) and **90** days;
- 4.2.3. test services;
- 4.2.4. authority to determine pricing for services without approved pricing policy;
- 4.2.5. Final approval authority.

4.3. There is a limit of **€120000** for the expenses of all approved budget items within any 30 day period.

5. Approval of internal monthly or annual budgets

James Knowles has the authority to approve budgets for monthly and annual, minimum and provisional expenses where the total gross expense of all approved budgets for a particular year has \leq 3% change or \leq €5000 change, whichever is smaller.

6. Project Approval Authority

James Knowles has the following authorizations to approve projects, that contain revenue¹:

6.1. Credit Check

When counterparties (Customers or Suppliers) in the project have outstanding (liquidated and exigible) obligations to the Neterra related companies, listed above, overdue for not more than **30** days or the obligations overdue by the Partner to Neterra related companies for more than 30 days are less than the obligations due by Neterra related companies to the counterparty.

6.2. Project gross result check: gross result of each project is \geq **20%**;

6.3. Total revenue check: the total revenue of all approved, by this person, changes in projects in any 30 day period is \leq **€25000**;

¹ A project without revenue is considered approved when all budget items in it are approved.

6.4. Final approval for offer²

7. Contracts signature authority for contracts based on approved projects and budgets (all of the following conditions must be met):

7.1. Contracts are for the sale of goods and services with a gross revenue of up to **≤€25000**;

7.2. Contracts for the purchasing of goods and services with a gross expense of up to **≤€120000**.

8. Other type of Contracts

James Knowles is authorized to sign Non-disclosure agreements. For avoiding of any doubt, other types of contracts partnerships, commission contracts, etc. are not part of this delegation of authority.

9. Finance

9.1. Handling of Money

James Knowles is authorized to

9.1.1. withdraw amounts in cash, from the company accounts, up to **≤€5000** per any 30 days period

9.1.2. to exchange money between the company bank accounts at the official exchange rate of the bank.

9.1.3. spend entertainment and traveling expenses, up to **≤€1000** within each 30 day period.

10. Other Conditions

10.1. All amounts in this Delegation are without VAT.

10.2. All terms in this document are as defined in *Everyone > Group Internal/Legal/200519 Terms and Definitions EN*.

10.3. Signing of documents. Use of qualified electronic signature

All documents that need to be signed are signed with a qualified electronic signature.

In case documents are originally on paper, they are scanned and signed with a qualified electronic signature.

In case handwritten signature is necessary, it shall be applied on a printed copy of the document already signed with qualified electronic signature.

For avoidance of any doubt, no handwritten signature put on a paper document is deemed valid unless an electronic copy of the same document is signed with a qualified electronic signature on the same day and saved in the Neterra registers;

10.4. When signing an amendment to an existing contract, the rules of this delegation are applied against the financial parameters of the specific amendment, not for the value of the whole contract.

² This is the approval of the project for the purpose of proceeding with an offer. Note, that there is no final approval for execution performed by a human later in the process. When all orders are mutually signed the project is automatically approved for execution.

The undersigned James Knowles authorized with this Delegation hereby declares:

I declare that I am aware of the terms of this Delegation and undertake to comply with them when carrying out my responsibilities pursuant to the Employment Agreement. I am informed that in the event of my failure to comply with these terms and procedures set forth herein, I will be held responsible for the harm resulting to the Company.

Signature:

Signature: