

JOINT VENTURE AGREEMENT

in order to participate in the procedure for awarding the execution of the investment objective
**Services for the elaboration of technical documentation at the Project phase for the
"Construction of the Balti Regional Hospital"**

1. Contracting parties (services provider)

- a) management4health AG
- b) IGC Construct SRL

2. Addresses, telephone, fax of partners (contracting parties):

- a) "management4health AG", Hebelstr. 11 · 60318 Frankfurt am Main, +49-160-4771722
- b) "IGC Construct SRL", MD-2068, bd. Moscova,6, mun. Chişinău, Republic of Moldova
+373 69035985

3. Information on how to join:

- a) The date of conclusion of the association contract **26.12.2024**.

b) Place and date of registration association: Frankfurt am Main, Germany and Chişinău, Republic of Moldova.

c) Economic activities to be carried out jointly

The joint venture, formed by m4h (management4health AG) and IGC Construct SRL, is responsible for jointly delivering the services outlined in the future Contract for the "Services for the elaboration of the technical documentation (Design phase), author supervision, and designer's technical assistance for the construction of the Balti Regional Hospital."

Key joint activities include:

- Project Management and Coordination: Overseeing all aspects of project execution to ensure alignment with the requirements of the Terms of Reference for the procurement of the above mentioned services, by the Ministry of Health, Republic of Moldova.
- Financial management and administration of project support costs.
- Development of Technical Documentation:
 - Architectural concepts.
 - Design specifications.
 - Energy efficiency analyses.
- Author Supervision and Technical Assistance: Providing ongoing supervision during project implementation and offering expert assistance when required.

- Compliance with Regulatory Requirements: Adhering to local, national, and international standards, including approvals by design review agencies, State Expertise, and other relevant authorities.

d) The contribution of each party to the achievement of the joint economic activities agreed

m4h (management4health AG):

Acts as the Lead Partner, providing leadership, project management, and administrative oversight.

Contributes to provide five international key experts and handles critical tasks such as:

- Analysis of pre-feasibility studies, legislation, energy efficiency solutions, and environmental and social impact assessments.
- Preparation of architectural concept, equipment plan and specifications for "Design Build stage".
- Development of the master document for the technical proposal.
- Overall quality assurance through reviews and recommendations.

IGC Construct SRL:

Leads local technical and administrative activities, and external design review contracting.

Contributes to provide all required national experts for the services.

Key contributions include:

- Stakeholder coordination and geotechnical surveys.
- Elaboration of technical designs and calculations of energy performance.
- Securing local approvals, conducting environmental impact assessments, and supervising construction activities.
- Ensuring compliance with requirements of the Terms of Reference and the relevant legislations and laws of the Republic of Moldova.

e) The value and percentage share of the works performed by each associate

- **m4h**: Approximately 53%
- **IGC Construct SRL**: Approximately 47%

f) Conditions of administration of association

- m4h is the Lead Partner, handling overall project management, coordination, and representation.
- Decisions on fundamental issues are made in the Meeting of Partners chaired by m4h, with all decisions binding on the Partners.
- Each partner shall be liable to the other Partner for the proper and timely performance of the obligations assumed for its share of the services as if it had received the order directly from the client.

g) The method of sharing the results of the joint economic activity carried out

- Payments are invoiced and processed on a back-to-back basis.
- m4h invoices the client and pays IGC Construct SRL for services accepted by the client within five working days of receiving the invoice.
- Any and all information acquired by any Partner from the other Partner shall be treated as confidential by the recipient and shall not be used other than for the purposes contemplated by this Agreement without the prior consent in writing of the other Partner.
- The Partners shall not make any publications relating to the Project without prior approval of the other Partners.
- For all property rights, applications for property rights, inventions, design documentation, processes, documents and work results arising from or procured in performing the agreement, use or exploitation outside the Project by one Partner is permitted only with prior written approval of the other Partner and authorisation by the Client.

h) Causes of termination of the association and the way of distributing the results liquidation

- Termination causes: Withdrawal of a partner, insolvency, or material breach of contractual obligations.
- Liquidation: Remaining partner(s) take over the responsibilities of the terminating partner. In the event of insolvency, the insolvent partner forfeits remuneration rights, and its responsibilities and rights are assumed by the remaining partner

i) The physical, value and percentage distribution between each partner for the execution of the objective subject of the tender

Distribution is based on tasks and budget allocation:

- m4h leads key project management with the provision of 5 key international experts and technical review tasks (Approximately 53% - percentage share of the works).
- IGC Construct SRL leads on-site and technical tasks (Approximately 47% - percentage share of the works) with the provision of the key national experts.

j) Other reasons

Partners exclusivity agreements, integrity and anti-corruption compliance, and conditions for withdrawal or reassignment of tasks in case of delays or disputes, which can impact the consortium's operation

Date of completion 16.01.2025

Signed by the leader of the Association:

Name: Stefano Ferrari

Position within the company: Chief Executive Officer

Company name: management4health AG

Signed by the Second Associate:

Name: Condrea Iurie

Position within the company: Administrator

Company name: IGC Construct SRL