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STATUTE

OF THE ROMANIAN PHONOGRAM PRODUCERS' UNION – ASSOCIATION FOR RELATED RIGHTS

Pursuant to the provisions of Government Ordinance no. 26/2000, as amended and supplemented by Law no. 246/2005, and Law no. 8/1996, with subsequent amendments, the UPFR Statute is hereby replaced by the new STATUTE, which will encompass all the amendments required by the legislation in force.

1. NAME, LEGAL FORM, DURATION, REGISTERED OFFICE

1.1 Name

The name of the association is the **Uniunea Producătorilor de Fonograme din România – Asociația pentru Drepturi Conexe** (hereinafter referred to in short as **UPFR**). All documents, acts, and announcements of the association shall include this name.

1.2 Legal Form and Duration

UPFR is a Romanian legal entity of private law, non-profit, established with the approval of the Romanian Copyright Office (Oficiul Român pentru Drepturile de Autor – ORDA), for an indefinite period, under Government Ordinance no. 26/2000, as amended and supplemented, functioning as a collective management organization under Law no. 8/1996 (as republished), and in accordance with the provisions of this Statute.

1.3 Registered Office

UPFR's registered office is in Bucharest, 6E Dimitrie Pompeiu Boulevard, Pipera Business Tower, 11th Floor, District 2.

UPFR may establish subsidiaries, branches, and agencies in the country or abroad, in compliance with the applicable legal provisions.

1.4 Associate Members

The association currently has 73 members, as shown in **Annex No. 1**, which is an integral part of this Statute.

2. FIELD OF ACTIVITY

2.1

UPFR carries out its activity in connection with the related (neighboring) proprietary rights belonging to phonogram and videogram producers.

3. OBJECT OF ACTIVITY

3.1

UPFR is a collective management organization whose main object of activity is the collection and distribution of the proprietary rights resulting from the exploitation of phonograms and videograms, whose management has been entrusted to it by mandate, under contracts concluded with their representatives in the country or abroad, or for which collective management is mandatory. UPFR also collects and distributes the proprietary rights belonging to any categories of rightsholders or fields of creation for which it has been designated as the sole collector, joint collector, or collector for specific fields of creation where multiple collective management organizations represent the same category of rightsholders. Additionally, UPFR represents, promotes, and protects the interests of its members.

To this end, UPFR:

(I) grants non-exclusive licenses to users, authorizing the use of phonograms and/or videograms in return for remuneration—under the law or under the entrusted mandate—or prohibits the use of the phonogram or videogram repertoire, according to the mandate received. For categories of related rights where collective management is mandatory, UPFR also represents those rightsholders who have not granted it a mandate; it collects and distributes amounts owed by users of phonograms and videograms, representing related proprietary

rights managed under the mandate granted by the phonogram/videogram producers or the holders of such rights. UPFR also collects and distributes amounts owed by users of phonograms and videograms, representing related proprietary rights belonging to all phonogram/videogram producers for whom collective management is mandatory under the law, and for which UPFR is—either by designation from the Romanian Copyright Office (in the event at least one other collective management organization for phonogram and videogram producers exists) or under legal provisions—the sole collective management body responsible for mandatory collective management;

(II) collects and distributes proprietary rights belonging to any categories of rightsholders or fields of creation for which UPFR has been designated as the sole collector by the Romanian Copyright Office, based on a protocol concluded among the beneficiary collective management organizations; drafts methodologies regarding users' obligations to use phonograms and videograms and participates in the legal procedures for establishing such obligations;

(III) concludes, on behalf of the related rightsholders it represents under the law or under mandates granted directly or through agreements with similar foreign organizations, protocols, agreements, or contracts with phonogram and videogram users;

(IV) negotiates and promotes actions before the competent judicial bodies in order to set the criteria for distributing remuneration due to beneficiary organizations and the method of recording and justifying expenses for the actual collection costs of the sole collector organization; it also participates in the designation of the sole collector;

(V) initiates legal proceedings to defend the related proprietary rights recognized by law for phonogram and videogram producers, as well as to recover remuneration and damages for losses caused by infringement of these rights;

(VI) requests from users the information and documents indispensable for determining the amount of remuneration and those that constitute the basis for distribution; it may carry out monitoring of the use of phonograms and videograms, either by its own means, by third parties, or through partnerships;

(VII) undertakes any other activities within the limits of the special mandate received from its members, in accordance with its object of activity and legal provisions;

(VIII) organizes, finances, or supports social, cultural, or educational activities or services related to the members' domain of activity;

(IX) represents its members' interests in legislative amendment processes at national and European level, in anti-piracy initiatives, and in promoting its members' interests;

(X) may conduct any direct economic activities of an ancillary nature that are closely connected to UPFR's primary purpose;

(XI) concludes any legal acts, in compliance with applicable legislation and consistent with the association's purpose.

3.2

UPFR manages the related proprietary rights belonging to phonogram and videogram producers, as recognized by law and international/community instruments, including but not limited to: the compensatory remuneration right for private copying, broadcasting rights (radio transmission and TV transmission), the right of public communication, the right of public communication through an ancillary online service, the making available right, the rental and lending rights, the cable retransmission right, the retransmission right, the reproduction right for broadcasting, public communication, and making available to the public. These rights are to be managed collectively (either mandatorily or optionally) or under a special mandate, in accordance with the legal regulations in force.

3.3

The limits of the management mandate are set out in this Statute, and its content is approved by the Board of Directors (Consiliul Director) for the fulfillment of the Union's object of activity.

3.4

UPFR's purpose is to analyze and protect the cultural and professional interests of its members, and more generally, of all those who participate in the phonographic and videographic recording and publishing industries in Romania. To achieve this objective, UPFR has the right—both in Romania and abroad—to:

(I) undertake any actions, take any initiatives, and make any representations to third parties and authorities, either on its own behalf or on behalf of its members, thus contributing to achieving the Union's object of activity;

(II) act amicably or through the courts to combat any infringement of its members' rights or interests and their profession; to this end, members authorize UPFR to represent them in court.

3.5

UPFR pursues membership in relevant international structures operating in this field. Accordingly, UPFR concludes reciprocal representation agreements with similar associations in order to safeguard the material interests of its members internationally.

3.6

For the purposes of this Statute, the term “**phonogram**” means the fixation of sounds originating from a performance or execution, or other sounds, or the digital representation of these sounds, regardless of the medium used for fixation (digital or physical format—discs, cassettes, tapes, compact discs, DCC, minidisks, as well as any other audio or audiovisual media, some of which may be unknown today), other than as part of a fixation incorporated into a cinematographic or other audiovisual work.

3.7

For the purposes of this Statute, the term “**videogram**” means any fixation of an audiovisual work or of sequences of moving images, with or without sound, regardless of the method and the medium used for this fixation, such as music videos, concerts recorded on a medium or in digital format, and any other audiovisual materials or fixations owned by record labels that have mandated UPFR for their videogram repertoire.

3.8

In accordance with legal provisions, case law, and international practice, UPFR complies with the rules and standards set forth in the codes of conduct or statutes of the international federations to which UPFR adheres. UPFR initiates any other relationships with state or private institutions for the protection and promotion of its members' interests, and organizes various promotional actions to protect its members' interests.

3.9

UPFR's bodies are: the General Assembly, composed of all its members; the Board of Directors, which ensures UPFR's management between General Assembly meetings during its term of office; and the Censor.

3.10

UPFR is the exclusive accredited **National ISRC Agency** in Romania (International Standard Recording Code, regulated by ISO 3901:2001) and assumes all obligations and rights deriving from this capacity in its relationship with the International ISRC Agency. As the National ISRC Agency, UPFR generates and manages a Repertoire Database by implementing the ISRC coding system.

4. THE REPERTOIRE MANAGED BY UPFR

4.1

The repertoire managed by UPFR consists of all phonograms and videograms made available to the public by any means—fixed on a medium for distribution, broadcast by radio or television, communicated publicly, or made available to the public—within the legally established protection period, for its own members (based on mandates and declarations on their own responsibility submitted by them), for members of other similar foreign organizations (based on representation contracts), as well as under the law, for rightsholders who have not granted UPFR a mandate for the related proprietary rights subject to mandatory collective management.

4.2

UPFR's managed repertoire is continuously updated based on repertoire declarations submitted on the rightsholder's own responsibility and signed by the legal representative (in the case of legal persons or authorized individuals), in the format requested by UPFR.

5. UPFR MEMBERS

5.1

Any natural person, legal entity, or authorized individual (PFA) may become a UPFR member if:

(I) they provide evidence that they hold related rights whose phonograms and/or videograms appear in radio or TV playlists in the year preceding their application for membership (i.e., between two General Assemblies); (II) they declare their own phonogram and/or videogram repertoire to UPFR in the manner indicated by UPFR; (III) they grant UPFR a mandate to manage their producer rights within the statutory limits and operational regulations for the rights set out under Section 3.2 of this Statute; (IV) they pay the membership fee (entry fee) at least 15 days before the Board of Directors meeting in which their application will be decided, the amount of

which is set by the General Assembly.

To become a member of UPFR, legal persons and authorized individuals must present a company registration certificate or an equivalent certificate to prove their registration in the Trade Register/Registry of Associations and Foundations (as applicable) and confirm that the legal entity or PFA is in operation.

Point 5.1 also applies to any natural person, legal person, or authorized individual holding the status of co-producer.

5.2

Entities such as independent management organizations, other collective management organizations, and rightsholders' associations may also become UPFR members, if they meet the membership conditions set out in this Statute.

Regarding the condition stipulated under Article 5.1(I), where an independent management entity or a rightsholders' association or another collective management organization seeks membership, it must prove representation of a rightsholder in the sense that it collects rights on the rightsholder's behalf.

5.3

The admission of new members is decided by the Board of Directors in accordance with this Statute, within a maximum of 3 months from the date the written application is submitted to the Board of Directors. The application must include a firm declaration of adherence to UPFR's Statute in effect at the time of joining, as well as to any amendments introduced thereafter, in accordance with statutory procedures. A register of membership applications is kept at UPFR's headquarters and is made available to UPFR members on request.

5.4

Termination of membership is decided by the Board of Directors, in accordance with the conditions of this Statute. Termination of membership by withdrawal of the mandate becomes effective on the date the withdrawal application is submitted, and becomes operative when all outstanding debts between the parties are settled. The formalities shall be completed at the first meeting of the Board of Directors.

5.5

Membership cannot be transferred.

5.6

The following persons cannot become UPFR members:

(I) those who fail to prove the rights they claim; **(II)** those who do not submit their repertoire of phonograms and videograms in the format required by UPFR; **(III)** those who fail to indicate which proprietary rights they wish UPFR to manage on their behalf; **(IV)** those who are members of another collective management organization for the same rights to the same phonograms, videograms, or other protected subject matter for which they request management; **(V)** those who previously lost their membership in a collective management organization through exclusion; **(VI)** those who are users or representatives of users and serve on committees or management bodies of such users' organizations that participate in the legal procedures for negotiating tariffs/metodologies, until the final form of such tariffs/metodologies is reached; **(VII)** those with any type of conflict of interest with UPFR; **(VIII)** those who file criminal complaints/notices against UPFR or are in any sort of dispute with UPFR; this does not, however, prevent the rightsholder from exercising any legal rights in force. Likewise, after the final settlement of such a dispute, the rightsholder may submit a membership application to UPFR, which may be approved by the Board of Directors if they meet the conditions in this Statute; **(IX)** those who have been definitively convicted (by a final decision) of a criminal fine or imprisonment for offenses under intellectual property legislation.

6. RIGHTS OF UPFR MEMBERS

6.1

Within the limits established by law, UPFR members have the following rights:

(I) any member has voting rights in the General Assembly; **(II)** the right to elect and be elected to the governing bodies of the Union, under the terms of this Statute. A member cannot simultaneously hold the position of Board Director and Censor, or hold positions in both the Board of Directors and the Supervisory Board or other committees within UPFR; **(III)** the right to participate in any action organized by UPFR; **(IV)** the right to benefit from UPFR assistance in their professional activity, within the limits provided by the Statute; **(V)** the right of access to all information and documents required under Law no. 8/1996, as republished (detailed information and documents regarding the amounts allocated to them in the last 12 months, their source, the method of calculation of rights and any deductions applied, and the possibility to check the consistency of such data with the

Distribution Regulation; the annual report; annual financial statements; reports from the governing bodies and the Censor; drafts and explanatory statements of decisions to be submitted for General Assembly approval; individual salaries of employees; the status of funds in bank accounts, investments, and interest earned at the close of the last financial year; information about categories of users, the number of payers from each category, and the total sum collected from each category; and information about disputes with users). Access is granted based on a written request submitted to the executive management of UPFR at least 30 days in advance, and subject to a confidentiality agreement beforehand, in the format approved by the Board of Directors. UPFR's executive management will schedule semiannual consultation sessions with members, published on the website at the start of each semester; **(VI)** the right to amounts resulting from the distribution of sums collected by UPFR for different usage categories; **(VII)** the right to choose which rights, categories of rights, or types of works or protected subject matter or territories they mandate UPFR to manage, by way of a written mandate, regardless of the rightsholder's nationality, residence, or place of establishment; **(VIII)** the right to grant licenses for non-commercial uses of any rights, categories of rights, or types of works and other protected subject matter; **(IX)** the right to revoke or withdraw the management mandate for any rights, categories of rights, types of works, or other protected subject matter, with 6 months' notice; **(X)** the right to collect remuneration due for exploitation acts that occurred before the revocation or narrowing of the management mandate took effect; **(XI)** the right to be informed annually of how the collected remuneration has been allocated to members, including the methodology/formula used by the collective management organization to calculate the remuneration owed for exploitation acts that took place before the revocation or narrowing of the management mandate entered into force.

7. OBLIGATIONS OF UPFR MEMBERS

7.1

Membership implies full adherence to this Statute, including all subsequent amendments, to all decisions adopted by the Board of Directors, to any regulations approved by the General Assembly, and to the regulations and statutes of the international federations to which UPFR has adhered.

7.2

UPFR members must pay an annual membership fee once a year, before each Ordinary General Assembly, for the previous year, as set out under this Statute.

7.3

UPFR members entrust to UPFR the management of the related proprietary rights in phonograms and/or videograms belonging to them or for which they have acquired rights by assignment or license, under the conditions of Section 6.1(VII), except as provided by Article 23.5.

7.4

UPFR members must submit quarterly to UPFR the phonograms and/or videograms they produce, along with all information and documents necessary for UPFR to draw up and continuously update its repertoire database, in the format established by the legal regulations. Upon declaring their repertoire to UPFR, these works shall undergo fingerprinting for digital archiving, verification, and subsequent identification of their usage.

7.5

Within 10 days of execution, UPFR members shall submit to UPFR any assignment agreement of rights that could affect the proprietary rights managed by UPFR. Failure to do so results in UPFR disregarding such agreements.

7.6

UPFR members shall provide any information (in writing and bearing a signature) and supporting documents requested by UPFR for verifying the accuracy of any declarations made on their own responsibility, as well as for clarifying any matter regarding the management of proprietary rights entrusted to UPFR.

7.7

UPFR members must refrain from engaging in activities that may cause material or reputational damage to UPFR, including repeated and bad-faith breaches of the Statute, the mandate, Board of Directors' decisions, or any regulations adopted by UPFR, once confirmed by the competent authorities. Such violations may lead to exclusion.

7.8

UPFR members are required to notify UPFR within 10 days of any change to their identifying information. Where failure to provide such notice leads to additional costs for the Association or otherwise prevents the Association

from fulfilling its mandate, the member at fault may be penalized and will bear any resulting costs.

7.9

UPFR members shall pay the management fee as required by law, by deduction from the gross amounts allocated to them, as well as any other legally or statutorily required deductions.

7.10

UPFR members are obliged to keep confidential any information regarding the association's activity, the content of the association's documents, or any other data they acquire regarding the association and its operations, except for those that by law must be made public.

7.11

UPFR members are required to request ISRC codes for their own phonogram/videogram productions so that an ISRC code may be assigned to each of them.

7.12

By joining UPFR, members implicitly authorize UPFR to manage their proprietary rights subject to the following conditions:

- (I) The mandate granted to UPFR is valid on Romanian territory, while for other territories, the member must expressly specify the repertoire and territory for which they mandate UPFR to manage their rights.
- (II) UPFR exercises this mandate in Romania for all its members as well as for members of foreign societies with which it has reciprocal representation agreements.
- (III) UPFR manages its members' rights abroad through foreign societies with which it has signed reciprocal representation agreements.
- (IV) The management mandate covers phonograms/videograms under statutory protection within the scope of Section 6.1(VII).
- (V) The revocation of a management mandate becomes effective from the date the revocation request is submitted and is operative upon the settlement of all debts of both parties, as provided under Article 8.1.B of this Statute.
- (VI) The management mandate includes the member's commitment to comply with the Statute and to refrain from any act or conduct that would harm the association or its image or that of its members.

7.13

Members undertake, by signed documents on their own responsibility, the legal nature of the declared repertoire and of the rights over that repertoire, as well as the truthfulness of all information provided to the association. UPFR is exempt from any liability for potential infringements of third-party related rights or for any damages caused to third parties as a result of a member's non-compliance with applicable laws, this Statute, the decisions of UPFR's governing bodies, or any other acts issued by the competent authorities.

8. TERMINATION OF MEMBERSHIP

8.1

UPFR membership ends in the following ways:

A. By operation of law

Membership in UPFR ends by operation of law under the following circumstances:

- (I) on the date the UPFR member becomes a member of another collective management organization in the country or abroad for the same rights to the same phonograms and/or videograms that they have requested to be managed; (II) on the date of death, legal incapacity, or the date of disappearance established by a final court decision in the case of natural persons or authorized individuals; (III) in cases covered under Section 5.6 that occur after joining; if Section 5.6(VIII) applies, termination becomes final according to a court decision that is definitive. This clause also applies where the administrator, shareholder, or person in a leadership role found in one of the circumstances described in this article appears in equivalent positions at a newly established company, for that new company as well; (IV) on the date a declaration of bankruptcy is made by final court decision, on the date the legal entity is dissolved, or in other cases foreseen by law (the date it is struck off the register); (V) on the date the activity ceases in the case of authorized individuals (PFAs); (VI) in the event all proprietary rights declared at UPFR have been assigned, with termination taking effect on the date of filing the last assignment at UPFR; (VII) in any case in which termination by operation of law is expressly provided for by this Statute.
- Members whose membership has ended by operation of law will continue to have revenue due to them collected by UPFR, which will distribute it until exhaustion of such sums to those lawfully entitled. A management fee is

retained from the allocated sums in accordance with the relevant legal provisions.

Termination of membership by operation of law implicitly entails the termination of the mandate contract granted by the UPFR member.

B. By request, through revocation of the management mandate

A written request for revocation (of the management mandate) must be sent to the Board of Directors. It must be justified and becomes effective on the date it is submitted and operative once all mutual debts have been paid. The necessary formalities will be completed at the next Board of Directors meeting but no earlier than 6 months from submission.

Termination of membership by withdrawal of the mandate does not affect the rights and obligations due at the date of termination. Since membership cannot be severed from the capacity of mandator with respect to each phonogram/videogram producer or any natural or legal person who exercises assigned rights, the revocation of the mandate by a member is equivalent to that member's resignation from UPFR membership.

C. By exclusion

UPFR membership ends by the exclusion of a member from UPFR through a decision of the Board of Directors, pursuant to Article 5.3 of this Statute, in the following cases:

(I) in the event of serious or repeated violations by a UPFR member of this Statute, as well as any internal regulations, internal rules, decisions of the Board of Directors, or other UPFR bodies/committees, or of the General Assembly's decisions; **(II)** if the member makes false statements about their status as phonogram producer; **(III)** if the member makes repeated and false statements that do not reflect reality concerning one or more declared phonograms/videograms in order to obtain remuneration; the same sanction applies to repeated statements containing false information—such as but not limited to: declarations relevant to the remuneration distribution, the repertoire, the sums allocated from unidentified usage, or indicators of digital use, etc.; **(IV)** in all other cases in which the sanction of exclusion is expressly provided by this Statute; **(V)** failure to pay the membership fee in the conditions set forth under Article 7.2, in the amount established by the General Assembly, for 2 consecutive years.

Termination of membership by exclusion implicitly entails the termination of the mandate contract granted by the UPFR member.

8.2

If, after becoming a member, a person acquires the status of user or user representative and joins the committees or managing bodies that participate in the statutory procedures for finalizing the remuneration methodologies, the Board of Directors shall suspend that person's membership until the final form of those methodologies is established.

8.3

If a member whose membership has ended in any of the ways mentioned above also served on the UPFR Board of Directors, his or her seat shall be filled on an interim basis by an individual appointed by the Board of Directors until the next General Assembly. If the issue affects one-third of Board members, the procedure in Article 10.12 of this Statute shall apply.

8.4

Except as indicated under Article 5.6, a resigning member cannot submit a re-admission request to the Board of Directors for at least 12 months following the date on which they lost their UPFR membership. The person in question must meet the conditions set forth in Article 5.1 of this Statute and demonstrate that, during the period following termination of membership, they did not engage in activities making them ineligible for membership.

9. THE GENERAL ASSEMBLY

9.1

UPFR is managed by the General Assembly, which consists of all **MEMBERS**.

(I) Each member has the right to participate and vote in the General Assembly, in accordance with the rules established by the General Assembly.

(II) The General Assembly adopts resolutions in accordance with the voting regulation included in **Annex No. 2** of this Statute, which forms an integral part of it.

(III) The General Assembly is chaired by the President—General Director, the Vice President, or the Executive Director.

(IV) The General Assembly, whether ordinary or extraordinary, meets with a quorum of two-thirds (2/3) of the

total votes corresponding to UPFR members.

(V) If a quorum is not reached at the first call, a second call shall be made. On the second call, the General Assembly is considered legally convened regardless of the number of members present with voting rights.

9.2 Powers of the General Assembly

(I) sets UPFR's overall strategy and objectives;

(II) at the proposal of the Board of Directors, sets the membership fee, the UPFR entry fee, any co-production fees, and the voting regulation;

(III) establishes criteria for admission to and cessation of UPFR membership;

(IV) elects and dismisses members of the Board of Directors, the Censor or Censors' Committee;

(V) confirms in office the Executive Director recruited by the Board of Directors as well as any dismissal thereof at the first General Assembly;

(VI) approves annual reports, financial statements, and the annual statement of accounts;

(VII) approves the draft and supplementary budget of revenue and expenditure, including operating expenses and actual collection and distribution costs to be covered, as well as the amounts allocated to social, cultural, or educational activities or services to be withheld from the collected sums under the law;

(VIII) approves the overall distribution policy included in this Statute, in line with market evolution and the studies used;

(IX) approves the rules for distributing collected rights in proportion to the actual use of rightsholders' repertoire, rules for distributing collected rights for which actual use cannot be established, and rules regarding unallocated or unclaimed sums;

(X) approves the general investment policy concerning income derived from rights, as well as any revenue derived from investing such income;

(XI) approves salaries or payments due to the President–General Director, members of the Board of Directors, and any committee members (where applicable);

(XII) at the proposal of the Board of Directors or half of the total votes corresponding to members, amends the UPFR Articles of Incorporation and Statute;

(XIII) decides to open or close territorial units;

(XIV) decides on the establishment of companies regulated by Law no. 31/1990, as republished, under the law;

(XV) decides on carrying out direct economic activities of an ancillary nature, closely connected with the main purpose of UPFR;

(XVI) dissolves UPFR under the conditions of Article 22 of this Statute and decides on the destination of its assets;

(XVII) elects the permanent Special Commission on Access to Information, consisting of five (5) members for a two-year term, after which they are eligible for re-election. None of them may be employees or members of the Board of Directors;

(XVIII) elects the Supervisory Board for the ongoing supervision and monitoring of UPFR's activities, consisting of three (3) members for a two-year term, after which they are eligible for re-election. None of them may be employees or members of the Board of Directors;

(XIX) may delegate to the Supervisory Board the risk management policy, approval of any acquisition, sale or mortgaging of real estate, approval of mergers and alliances, the establishment of subsidiaries, the acquisition of other entities or of shares or rights in other entities, approval of any loan agreements, the granting of loans, or the establishment of guarantees;

(XX) may establish any committees necessary for achieving UPFR's object of activity, determining their composition, objectives, and term of operation;

(XXI) elects and revokes the UPFR President–General Director and Vice President from among its members. The President–General Director is the "director general" within the meaning of Law no. 8/1996, as republished, for a 2-year term. They may serve a maximum of two consecutive terms and must fulfill the conditions of Article 10.2 of this Statute. After 2 years have passed from the end of their two consecutive terms, they are eligible again.

9.3 Types of General Assemblies and Convocation

(I) The Ordinary General Assembly meets annually;

(II) Extraordinary General Assemblies may be called at any time during the year by decision of the Board of Directors or at the written request of at least one-third (1/3) of the total votes;

(III) The convening notice for a General Assembly is sent by registered letter, fax, or email with acknowledgment of receipt, to the members, at least 30 days before the proposed meeting date. Notification is sent to the last

contact details provided by UPFR members, with UPFR not liable for their validity. The notice of meeting must include the date and time of the General Assembly, the venue, and the agenda. Any subjects, proposals, or topics outside the agenda will be placed on the agenda of subsequent General Assemblies;

(IV) In situations requiring urgency, where an immediate decision of all members is needed to prevent imminent harm to UPFR or its members, at the written request of the Executive Director (sent to each member's most recent address on record with UPFR), the members shall decide by written vote, mailed (by post, courier, or email) back to UPFR. This procedure shall last 5 days from the date the Executive Director sends the written request for a vote, and the decision will be taken by a simple majority of the votes received in that period.

9.4 Mechanism for Adopting Decisions in the General Assembly

(I) Decisions of the General Assembly are adopted by a simple majority of the votes cast by members present or represented, in accordance with the voting regulation in Annex 2 to this Statute.

(II) In the event of a second call, decisions are validly adopted by a simple majority of the votes cast by members who participate and vote.

(III) A participant may represent, with voting rights in the General Assembly, at most two members, based on powers of attorney issued by those members, provided that such representation does not create a conflict of interest.

(IV) General Assembly resolutions are recorded in minutes.

9.5

No member of the permanent Special Commission on Access to Information, nor of the Supervisory Board, nor of any internal commission created within UPFR, may be an individual who:

(I) serves as Censor of UPFR;

(II) serves as a member of the UPFR Board of Directors;

(III) holds shares, is an associate, administrator, advisor, censor, or serves on committees or in the management bodies of other collective management organizations, independent management entities, or associations in the field (except the Romanian Music Industry Association (Asociația Industriei Muzicale din România) and other non-collecting associations), but only if that other organization or association has a similar clause set in its Statute or internal acts;

(IV) has failed to pay or is in arrears with membership fees;

(V) is in litigation (as a party, witness, whistleblower, etc.) with UPFR;

(VI) repeatedly declares false or inaccurate information that is used in the distribution process (e.g., the repertoire, usage declarations, the allocation of unidentified sums, or digital usage indicators, etc.).

If any such incompatibility becomes known or arises after a member's election to a commission, membership in that commission is suspended from the time of discovery until resolution or final settlement. Once the incompatibility ends, that member is eligible again.

Suspension of membership per Section 8.2 automatically suspends membership in the Special Commission on Access to Information and in the Supervisory Board. During the period the member is in a state of incompatibility, the Commission appoints, on an interim basis, the next-ranking member chosen at the last General Assembly.

9.6

The General Assembly is informed of UPFR's ongoing activities through the Executive Director.

10. THE BOARD OF DIRECTORS

10.1

The Board of Directors is UPFR's governing body, composed of 7 (seven) or 9 (nine) members ("Board members") elected by the General Assembly for a 2-year term. After their term ends, members are eligible for re-election.

10.2

A person may be elected as a member of the Board of Directors only if they cumulatively meet the following eligibility criteria:

(I) they have been a UPFR member for more than 4 years;

(II) they have paid their membership fees in full;

(III) they are not in litigation (as a party, witness, whistleblower, etc.) with UPFR;

(IV) out of the 7/9 Board members, 5 (in the case of a 7-member Board) or 6 (in the case of a 9-member Board) are chosen based on representativeness, in descending order, as determined by the percentage of sums allocated to them by UPFR in the calendar year prior to the elections.

In the case of internationally licensed members, the seniority requirement set out under point (I) refers to the catalog's length of representation by UPFR.

10.3

A UPFR member cannot serve on the Board of Directors if they:

- (I) serve as Censor of UPFR;
- (II) serve on the permanent Special Commission on Access to Information or the Supervisory Board of UPFR;
- (III) have not paid or are in arrears with membership fees;
- (IV) are in litigation (as a party, witness, whistleblower, etc.) with UPFR;
- (V) hold shares, or act as an associate, administrator, advisor, censor, or serve on committees or in the management of other collective management organizations, independent management entities, or associations in the field (except for the Romanian Music Industry Association (Asociația Industriei Muzicale din România) or other non-collecting associations), only if those organizations or associations have a similar clause in their Statute or internal documents;
- (VI) repeatedly declare false or inaccurate information that is used in the distribution process (e.g., the repertoire, usage declarations, unidentified sums, digital usage indicators, etc.).

Should any such incompatibility become known or arise after election to the Board of Directors, membership on the Board is suspended from that point until the situation is resolved or a court ruling becomes final.

Suspension under Section 8.2 automatically suspends membership on the Board of Directors.

If, during a Board member's term, his or her UPFR membership ends, or an incompatibility arises as per 10.3, the Board shall appoint an interim replacement who meets the requirements of 10.2, until the next General Assembly.

10.4

Each member of the Board of Directors holds one vote within the Board.

10.5 Decisions of the Board of Directors

- (I) Each Board member has one vote. Board members may delegate their vote during meetings to ensure representation, provided the condition at 10.5(III) is met.
- (II) Resolutions are made by simple majority. In the event of a tie, the President—General Director's vote is decisive.
- (III) Valid decisions may be adopted in meetings where at least five Board members are present.
- (IV) The Board of Directors may also make decisions via email for day-to-day activity or in exceptional/urgent cases. If Board members do not respond within 48 hours after the email is sent for approval, the decision is deemed approved by tacit consent. Emails shall be sent with delivery/read confirmation.

10.6

Board members who have a direct or indirect financial interest—personal or via spouse, ascendants or descendants, or via relatives or in-laws up to the fourth degree inclusive—regarding contracts or legal acts subject to Board approval must declare their interest and abstain from voting. Their abstention does not affect the meeting quorum.

10.7 The Board of Directors has the following duties:

- (I) ensures implementation of General Assembly decisions;
- (II) prepares and convenes General Assembly meetings;
- (III) reviews documents to be presented for approval by the General Assembly, such as the annual activity report for the preceding period, the financial statements, budget execution, the draft budget of revenues and expenditures, and the Union's strategy;
- (IV) supervises UPFR's management;
- (V) implements the membership admission and termination conditions established by the General Assembly under this Statute, acknowledging membership status, termination by operation of law, withdrawal of the mandate, and exclusion;
- (VI) decides on final versions of methodologies to be negotiated with users and designates UPFR's representative for negotiations;
- (VII) decides on the organizational structure and HR policies at UPFR within the budgetary limits set by the General Assembly and current legal regulations;
- (VIII) between General Assembly sessions, decides on UPFR's day-to-day activity in order to ensure proper organization and operations;

- (IX) appoints, disciplines, and dismisses the Executive Director, following labor legislation and subject to General Assembly confirmation;
- (X) sets the Executive Director's salary and benefits;
- (XI) designates persons authorized to represent UPFR in specific circumstances;
- (XII) decides on changing the registered office;
- (XIII) proposes to the General Assembly the level of the entry fee and membership fee;
- (XIV) approves representation contracts with similar foreign organizations, the contracts concluded with users of the repertoire managed by the Union (other than the standard contracts established under standard licensing procedures) and those needed to prevent or settle disputes under special conditions, as well as agreements with third parties required to meet the Union's objectives;
- (XV) decides on the negotiation of amounts owed by users in financial difficulty or in settling disputes; in this regard, approves the scale for exemptions from late-payment penalties owed by users;
- (XVI) approves routine investments;
- (XVII) approves reimbursement of remunerations based on final and binding court decisions;
- (XVIII) sets the format of management mandates, statements, and reports that members must submit, as well as contracts for the management of the rights of rightsholders who are not UPFR members;
- (XIX) approves protocols with user representatives regarding negotiated methodologies, as well as protocols with other collective management organizations;
- (XX) adopts the Internal Regulations for UPFR employees, in line with labor legislation and UPFR's objectives and strategy;
- (XXI) carries out all activities not assigned by law or this Statute exclusively to the General Assembly or the Executive Director.

10.8 Board Meetings

- (I) Board meetings are chaired by the President—General Director or the Vice President, who may delegate the Executive Director to organize and chair them.
- (II) The Board of Directors meets whenever necessary (physically or online).
- (III) The Board approves the meeting minutes.
- (IV) Board meetings are convened at the request of the President—General Director, the Vice President, three Board members, or the Executive Director.
- (V) At the request or with the approval of the President—General Director or the Vice President, employees may attend Board meetings in an advisory capacity or to provide technical secretariat support.

10.9

A Board member who shows disinterest or incapacity by failing to attend three consecutive Board meetings or three-quarters (3/4) of the total meetings within one year may be dismissed from the Board by a two-thirds (2/3) vote of all Board members. The vacancy may be filled on an interim basis by someone designated by the Board of Directors until the next General Assembly.

10.10

If, during their term, a Board member ceases to meet the eligibility criteria of Article 10.2, they lose their seat on the Board. The Board shall appoint an interim replacement who meets the same conditions, until the next General Assembly. The same measure applies if a "major catalog" licensee changes during a Board member's term. If another Board member is unable to continue serving during their term, the Board may appoint the next-ranking candidate chosen at the last General Assembly.

10.11

The Board of Directors may convene the General Assembly whenever it deems necessary or when there is a problem with the Board's composition affecting at least one-third (1/3) of Board members.

10.12

Board members' activity is unpaid. However, they may be reimbursed for expenses strictly related to their Board duties. By virtue of their role on the Board, members incur no personal obligations; they are only liable within the scope of the mandate entrusted to them. The Board of Directors has the broadest powers to administer and manage the association, within the limits set by this Statute and the law.

10.13

The Board of Directors may delegate its powers to one or more members or to the Executive Director for day-to-day management in specific cases.

10.14

Any acts that may lead to legal proceedings with UPFR acting either as plaintiff or defendant shall be signed by the President–General Director, the Vice President, or the Executive Director.

10.15

The President–General Director may not hold positions in any other collective management organization or in any independent management entity, or serve as a member of an economic interest group active in the same domain as the organization’s management activity.

10.16

The President–General Director and members of the Board of Directors shall annually submit a personal statement to the General Assembly, respecting personal data protection legislation, containing:

- any interests they hold in the collective management organization;
- any sums received in the form of salaries, severance, or other monetary or non-monetary benefits from the collective management organization during the preceding financial year as a private individual;
- any amounts received from the collective management organization during the preceding financial year in their capacity as a rightsholder—private individual;
- any existing or potential conflicts between their personal interests and those of the collective management organization, or between their obligations to the organization and their duties to any other natural or legal person.

11. SPECIAL PERMANENT COMMISSION ON ACCESS TO INFORMATION

11.1

UPFR has a permanent Special Commission on Access to Information, appointed by the General Assembly, consisting of five (5) members who are not employees and who do not serve on the Board of Directors or the Supervisory Board.

11.2

Any person who believes that their right of access to requested information (information preceding the General Assembly, including the annual report, annual accounts, the text and rationale for each resolution submitted to the General Assembly, individual employee salaries—excluding personal data, bank account balances, usage categories, details of litigation, details of transactions and installment plans, and declarations of incompatibility and earnings) has been violated may file a complaint with this Commission within 3 days of the alleged violation. The Commission must reply within 7 days, to both the complainant and the General Director.

11.3

The Commission prepares an annual report on its activity, which it submits to the General Assembly and to the Romanian Copyright Office (ORDA).

12. SUPERVISORY BOARD

12.1

To supervise and monitor on an ongoing basis the activities of UPFR, there is a Supervisory Board composed of three (3) members, elected by the General Assembly for a 2-year term. After the term ends, members are eligible for re-election.

12.2

A person may be elected to the Supervisory Board only if they meet all of the following conditions:

- (I) they have been a UPFR member for more than 4 years;
- (II) they have paid their membership fees in full;
- (III) they are not in litigation (as a party, witness, whistleblower, etc.) with UPFR.

12.3

Within 10 days of their appointment, each member of the Supervisory Board must submit a personal annual statement, respecting personal data protection legislation, containing:

- (I) any interests in the collective management organization;
- (II) any sums received from the collective management organization in the preceding financial year, including salaries, severance, or other financial or non-financial benefits, in their capacity as a private individual;
- (III) any amounts received in the preceding financial year from the collective management organization in their capacity as a rightsholder—private individual;

(IV) any existing or potential conflict between their personal interests and those of the organization, or between their obligations to the organization and their obligations to any other individual or legal entity.

12.4

The Supervisory Board's duties are:

(I) to monitor the activities and compliance with obligations by the President–General Director and the Board of Directors, including the implementation of General Assembly resolutions;

(II) to verify accounting and financial data, including any stated reservations, as reflected in the annual report;

(III) to prepare an annual report on its activities, which it presents to the General Assembly and provides to the Romanian Copyright Office (ORDA).

13. THE EXECUTIVE DIRECTOR AND STAFF

13.1

The Executive Director is recruited by the Board of Directors, subject to confirmation by the General Assembly, and reports to the General Assembly. The General Assembly also confirms any dismissal from this role, as proposed by the Board of Directors. In carrying out their duties, the Executive Director issues decisions.

13.2

The Executive Director is empowered by the Board of Directors to:

(I) convene and organize Board of Directors' meetings;

(II) represent UPFR and bind it in relation to third parties, within the limits of the authority granted by the Board of Directors or the General Assembly;

(III) carry out any activities delegated by the General Assembly or the Board of Directors;

(IV) draft an annual activity report, endorsed by the Board of Directors, to be presented to the General Assembly.

13.3

The Executive Director coordinates UPFR's day-to-day activity and is responsible for its operation. The Executive Director's duties include:

(I) implementing Board of Directors' decisions;

(II) approving receipts and payments based on supporting documents;

(III) drafting the methodological proposals to be negotiated with users;

(IV) negotiating and concluding, after Board approval, protocols with foreign and domestic collective management organizations, methodologies for setting remuneration rates, and contracts with users under the approved methodologies, as well as with third parties, within UPFR's object of activity and its approved budget;

(V) negotiating payment installment schedules with users in financial difficulty or in dispute resolution, within the limits set by the Board of Directors;

(VI) proposing the organizational chart for Board approval;

(VII) determining the structure and pay scales for the staff required to fulfill UPFR's object of activity. Thus, the Executive Director manages (hires, fires, restructures, suspends, disciplines) the personnel necessary for the Union's operations, as well as permanent collaborators involved in the Union's day-to-day activities, in compliance with the organizational structure, HR policies, and budget set by UPFR's governing bodies, the law, and this Statute;

(VIII) directing the activity of all departments and coordinating the work of UPFR's territorial units;

(IX) informing the General Assembly about UPFR's current activities;

(X) informing the Board of Directors regarding the association's monthly activity;

(XI) ensuring the collection of remuneration, the documentation and verification of repertoire usage, and the monitoring of repertoire usage through internal resources or intermediaries, within the budget approved by the General Assembly;

(XII) informing the Board of Directors about distributions and ensuring the distribution of sums collected to rightsholders;

(XIII) ensuring and coordinating the creation of UPFR's databases for the repertoire managed under the law or mandates;

(XIV) fulfilling any duties delegated by the Board of Directors and as provided by the law in force.

14. UPFR ASSETS

14.1

UPFR's consolidated assets following the merger amount to RON 1000.

14.2

UPFR's assets cannot be encumbered by the personal debts or obligations of its members.

15. CONTROL OF THE UNION'S MANAGEMENT

15.1

The Union's financial management is audited by a Censor, elected by the General Assembly for a 2-year term.

15.2

The General Assembly elects a substitute member who may replace the Censor if the latter is dismissed by the General Assembly or becomes unable to fulfill his duties. The substitute's term ends on the same date the replaced person's term would have ended.

15.3

The Censor presents an annual report to the General Assembly.

15.4

The Censor verifies how the association's assets are managed.

15.5

The Censor may attend Board of Directors' meetings without voting rights.

16. FINANCIAL YEAR

16.1

The financial year starts on January 1 and ends on December 31 of each year.

16.2

The first financial year begins on the date UPFR acquires legal personality and ends on December 31 of that year.

17. UPFR BUDGET OF REVENUE AND EXPENDITURE

17.1 Sources of Revenue

UPFR's revenue consists of:

- (I) financial contributions from members derived from amounts due to them, consisting of proportional deductions from the sums collected and distributed, in variable amounts approved by the General Assembly, depending on UPFR's needs, to cover operating expenses and other expenses under Article 17.2, not exceeding the percentage thresholds set by applicable regulations. These contributions are deducted from members and rightsholders at the time of distribution, for each managed right. In the case of private copying, it is deducted at the time of payment to beneficiary organizations.
- (II) donations and other sums from acts of liberality;
- (III) fees for joining UPFR, co-production fees set by the General Assembly;
- (IV) members' annual dues;
- (V) income from direct economic activities carried out under the law (such as publishing brochures, leaflets, studies, organizing events, etc.), in compliance with Section 3.1(XII);
- (VI) any damages recovered from third parties, other than those obtained for infringement of proprietary related rights; bank fees or commissions, interest, or other gains from managing assets belonging to the association;
- (VII) any amounts obtained from managing association property or from replacements for such property;
- (VIII) dividends of any kind. Any dividends from companies set up by UPFR under Law no. 31/1990, if not reinvested in those companies, must be used exclusively to achieve UPFR's goals;
- (IX) grants and sponsorships for activities, projects, and programs initiated or conducted by UPFR;
- (X) other revenue, as permitted by applicable law.

Note: The remuneration collected is not—and cannot be treated as—UPFR revenue.

17.2 Types of Expenditure

UPFR's expenses are:

17.2.1 Operating Expenses and Actual Collection and Distribution Costs

(i.e., the costs of distributing sums to members or to beneficiary organizations, in the event that UPFR is designated as the sole collector or domain-specific collector where multiple collective management organizations represent the same category of rightsholders), under this Statute:

- (I) personnel costs and costs for governing, supervisory, collaborative, or control bodies (including internal or

external audits), costs related to owning any assets (movable or immovable), to acquiring material items, goods, and services for operating, protocol costs, conference or seminar participation costs, taxes for performance and professional development, and any costs related to holding or using premises for central and local offices;

(II) incidental expenses such as fines or damages;

(III) bank fees or commissions;

(IV) expenses associated with determining, collecting, and distributing remuneration (e.g., attorney's fees, stamp duties, legal fees, bank charges, specialized studies, repertoire monitoring, etc.);

(V) costs for acquiring software or software services useful for collecting and distributing remuneration;

(VI) taxes and fees;

(VII) interest on any loans;

(VIII) any other expenses necessary for the association's operation.

17.2.2 Social, Cultural, or Educational Activities and Services

Expenditures for social, cultural, or educational activities or services related to members' domain of activity (other than actual collection and distribution costs) may be made, up to the maximum percentage stipulated by law, from collected amounts, only within UPFR's object of activity and by General Assembly decision.

18. REPRESENTATION

18.1

In relations with third parties, UPFR is represented by the President—General Director, the Vice President, or the Executive Director, whose signature fully binds UPFR.

18.2

In specific situations, the Board of Directors may appoint a member, the Executive Director, or another specially authorized individual to represent UPFR.

19. COLLECTION AND DISTRIBUTION

19.1

Sums collected by UPFR during a financial year are recorded by their collection source.

19.2

Administrative costs owed by rightsholders to cover operating expenses and the actual collection and distribution costs, as well as social, cultural, or educational expenses, plus any costs due to a sole collector, are proportionally deducted from each rightsholder's share upon distribution, but cannot exceed 15%, in accordance with legal provisions. Actual collection and distribution costs incurred on behalf of or by foreign partner societies—and sums received from them and due to UPFR members—shall be governed by reciprocal representation agreements.

19.3

The operating budget is established annually at the beginning of each financial year by the Board of Directors and submitted to the General Assembly for approval; it may be revised later, under the same approval conditions.

19.4

Net income is distributed on the basis of distribution rules concerning distribution proportionate to actual usage, as set out in the General Regulations and Sub-Regulations on Distribution.

19.5

UPFR is bound to pay the net revenue allocated to rightsholders according to the distribution rules contained in the Distribution Regulations, including any minimum threshold for distribution approved by the Board of Directors.

19.6

UPFR will make all payments in Romanian currency for Romania or in the currency of the country with which it has a reciprocal representation agreement.

19.7

The Board of Directors may adopt additional regulations regarding payment methods and timing. Payment of the collected remuneration shall be made at least twice a year.

19.8

The distribution basis among rightsholders is comprised of the available information at the time of distribution regarding actual usage of the phonograms/videograms.

19.9

Concerning the acquisition and processing of these data, the Board of Directors will take any measures it deems necessary for both fair distribution and efficient administration.

19.10

All provisions in this Statute regarding UPFR's activity—Articles 7.3, 7.4, 7.5, 7.6, 7.9, 7.10, 7.11, 7.12, 7.13, the provisions on collection and distribution in Article 19, and Sections 20 and 21 concerning distribution criteria—also apply to non-members whose rights are managed by UPFR under management contracts and/or Law no. 8/1996, as republished, for mandatory collective management.

20. GENERAL REGULATIONS ON DISTRIBUTION

20.1 Definitions

For the purposes of these regulations on distribution and the related sub-regulations, the following terms shall mean:

- **Legal Framework:** The Law on Copyright and Related Rights of March 26, 1996, as subsequently amended and supplemented; Law no. 76/1998 on Romania's accession to the International Convention for the Protection of Performers, Producers of Phonograms, and Broadcasting Organizations (Rome Convention, 1961); methodologies in force (ORDA decisions no. 216/2011, no. 133/2012, no. 327/2010, no. 79/2014, no. 10/2016 as amended by no. 120/2016, and ORDA decisions no. 156/2005 and no. 86/2009 designating UPFR as sole collector of private copying remuneration for audio and audiovisual media); UPFR's Statute, as amended and supplemented.
- **Producer:** The phonogram producer under Article 104(2) of Law no. 8/1996, as republished—i.e., the person (natural or legal) taking responsibility for organizing and financing the first fixation of the sounds—and the videogram producer under Article 108(2) of Law no. 8/1996, as republished—i.e., the person (natural or legal) taking responsibility for organizing and financing the first fixation of an audiovisual work or sequences of moving images, with or without sound, and in that capacity provides the necessary technical and financial means.
- **Phonogram:** Any fixation of sounds from a performance or other sounds, or the digital representation of such sounds, regardless of the medium used for fixation (digital or physical—discs, cassettes, tapes, compact discs, DCC, minidisks, and any other audio or audiovisual media, some possibly unknown today) other than a fixation embedded in a cinematographic or other audiovisual work.
- **Commercially Published Phonogram:** A phonogram made available to the public by sale or via wired or wireless means so that anyone can access it from a place and at a time individually chosen.
- **Videogram:** Any fixation of an audiovisual work or sequences of moving images, with or without sound, using any method or medium (such as music videos, recorded concerts in physical or digital format, or any other audiovisual materials/fixations owned by record labels who have mandated UPFR for their own videogram repertoire).
- **Track:** A separate musical work fixed on a phonogram as defined above, or an individual audiovisual work fixed on a videogram as defined above.
- **Rightsholder:** The producer of sound recordings or their representative (UPFR member or non-member, in the latter case where mandatory collective management applies and provided the repertoire is documented in the manner requested by UPFR) or, similarly, the producer of audiovisual recordings or their representative.
- **Repertoire:** The total number of phonograms and/or videograms declared pursuant to the procedure in force for repertoire declaration, for which a producer or their assignees may claim benefits under Articles 106(a), (f), (g), and (h) and Article 110(1)(a), (f), (g), and (h), in relation to Articles 42 and 43 of Law no. 8/1996, as republished.
- **Use of Phonograms and Videograms:** broadcasting of the producers' own sound or audiovisual recordings, cable retransmission, retransmission, reproduction of sound and audiovisual recordings that triggers private copying remuneration, reproduction for broadcasting, public communication, or making available to the public, making available to the public, public communication of phonograms and videograms, or public communication through an ancillary online service.
- **Source of Collection:** sums are collected separately for usage of phonograms and videograms via broadcasting, rental, lending, public communication, public communication via an ancillary online service,

making available to the public, cable retransmission, retransmission, private copying, reproduction for broadcasting/public communication/making available to the public, and any other usage subject to collective management by law or entrusted by special mandate from rightsholders.

- **Damages:** sums collected by UPFR resulting from infringement of rightsholders' rights.
- **Disputes (Divergence):** phonograms/videograms claimed by two or more producers.
- **Unclaimed Sums:** sums whose rightsholders or legal heirs have not claimed them within 3 years from notification under art. 21.1(2).
- **Playlist:** the complete list of broadcast phonograms/videograms transmitted by radio and TV broadcasters, in the format required by law.
- **Monitoring Report:** the report issued by a monitoring company, containing usage of phonograms, used in the distribution process.
- **Fingerprinting/Audio Fingerprinting:** the process of recording and converting an audio signal into a digital fingerprint to create a unique identification key.

20.2 Distribution

1. Remuneration collected by UPFR is distributed to rightsholders proportionally to the actual use of phonograms/videograms, according to this Statute, as approved by the General Assembly. Unclaimed sums are distributed to members under the distribution criteria determined by the General Assembly under the law and as per this Statute.
2. The remuneration that UPFR receives under Article 162(b) of Law no. 8/1996, as republished, during a financial year, is recorded by source of collection.
3. The **management fee** is a percentage deducted from the revenues from rights or from any investment income of those revenues, to cover all operating costs, including collection, distribution, and payment of remuneration. The fee owed by members and rightsholders who have a direct link to the collective management organization is deducted upon distribution and cannot exceed 15% of each individual's allocated sum.
4. Actual collection and distribution costs for amounts collected on behalf of or from foreign societies—and owed to UPFR members—shall be settled under the reciprocal representation agreements concluded for such purpose.
5. The percentage of the management fee is proposed by the Board of Directors and approved by the General Assembly. The estimated expense is decided at the beginning of each financial year as part of the budget, while the actual expense is approved at the beginning of the next financial year as part of the revised budget. The Board of Directors may issue additional regulations on how these funds are spent.
6. The operating expense budget is set annually at the start of each fiscal year by the Board of Directors, subject to General Assembly approval, and can be revised subsequently if needed.

20.3 Payment and Deadlines

1. UPFR undertakes to pay rightsholders their net allocations under the sub-regulations on distribution. UPFR makes payments in Romanian currency for Romanian territory or in the relevant currency for societies with which it has reciprocal representation.
2. The distribution of collected remuneration generally takes place no later than 9 months after the end of the financial year, although shorter distribution periods may be set with Board of Directors approval. Rightsholders may request payment of specifically identified or nominally allocated sums—those not requiring special documentation—within 30 days of collection.
3. Rightsholders who fail to provide the required information or documents to UPFR within the specified timeframe or format, or on request from UPFR, will only receive remuneration in subsequent distributions or at the annual adjustment, once they satisfy the conditions in point 21.2.

20.4 Distribution Basis

1. The basis for distribution among rightsholders is the information available at distribution time about the usage of phonograms/videograms, as provided by users and/or monitoring reports from specialized companies.
2. Declarations submitted by members on their own responsibility and the fingerprinting of their repertoire do not themselves create any rights. UPFR's executive management may perform any checks it deems necessary to establish the reality of asserted rights. If, after distributing remuneration, usage documentation is submitted by users that is needed for distribution— or if internal errors of UPFR or any

errors in rightsholders' declarations or fingerprinting are discovered—any overpaid amounts must be returned by the rightsholder who was over-remunerated. If new remuneration is allocated to that rightsholder, UPFR may withhold it until offsetting the debt owed.

3. In acquiring and processing the information under para. (1), the Board of Directors will take all measures deemed necessary for fair distribution and efficient management.

20.5 Disputes

Disputes arising from these regulations and sub-regulations on the distribution of producers' rights will be settled by the competent courts where UPFR has its registered office.

21. SUB-REGULATIONS ON THE DISTRIBUTION OF PRODUCERS' RIGHTS

21.1 General Provisions

1. Unclaimed sums resulting from distribution are retained for up to 3 years from the date of notification, in a separate UPFR account, and allocated as members claim them. After this 3-year period, such sums are distributed to the members of the management organization and, in the case of mandatory collective management, to members of beneficiary organizations, proportionately to the remuneration allocated in the year they were generated—except as provided by Section 21.7.2 for the period April 4, 2022 – April 4, 2025.
2. Notification of unallocated or unclaimed sums, under the distribution rules, is made in writing and electronically, including on the collective management organization's own website, within 3 months of the close of the financial year in which they were collected, and contains any information that may facilitate the identification of the rightsholder.
3. The General Assembly may approve expenditure on social, cultural, or educational activities related to members' domain of activity to cover operating costs and the actual collection and distribution costs to members, under the applicable laws. The Board of Directors will issue additional regulations on spending these funds.
4. Actual collection and distribution costs for sums received from or owed to foreign societies for UPFR members will be handled according to reciprocal representation agreements.
5. After deducting the costs referred to in paragraphs (2) and (3), the net sum is distributed by UPFR to the rightsholders for whose benefit the sums were collected, consistent with Article 162(e) of Law no. 8/1996, as republished.
6. Administrative costs owed by rightsholders for operating and actual collection/distribution costs, as well as social, cultural, or educational expenses, plus any costs owed to the sole collector, are proportionally deducted from the sums allocated to each rightsholder after distribution is calculated, in accordance with the law.

21.2 Conditions for Making Payments

1. Each rightsholder must report their repertoire of phonograms/videograms in the format required by UPFR and within the deadline of Article 7.4 of this Statute, otherwise UPFR bears no responsibility for non-distribution. Rightsholders who do not submit information or documents as required for distribution or as requested by UPFR will only receive remuneration in subsequent distributions or annual adjustments once they fulfill the conditions of this article.
2. The rightsholder indemnifies UPFR against third-party claims (members or non-members) challenging the legal status of the declared repertoire or the rightsholder's title to it. UPFR bears no liability for collecting or distributing sums from users based on the rightsholder's declared repertoire.
3. Payment is made only if:
 - (I) the rightsholder has declared their repertoire in UPFR's required format;
 - (II) the rightsholder has granted UPFR either a direct mandate, a representation agreement (in which case payment will be made to the similar foreign society), or a management contract;
 - (III) the rightsholder's declared repertoire was used during the period covered by the relevant distribution.
4. The Board of Directors may suspend payment of related rights in the following cases:
 - (I) if two or more declarations have been submitted for the same phonogram or videogram, with two or more persons simultaneously claiming rightsholder status;
 - (II) if UPFR is notified or becomes aware of a dispute regarding rightsholder status for a phonogram/videogram;
 - (III) if UPFR is notified or becomes aware of any discrepancy in the declared repertoire or other distribution-

related information;

(IV) if a member/independent producer repeatedly and falsely declares inaccurate information that affects distribution (e.g., repertoire details, unidentified sums, digital usage indicators, etc.).

Suspension is lifted, and payment made to the rightsholders, once a final, binding court decision is provided or once the parties involved sign a settlement agreement.

21.3 Repertoire Documentation

1. If UPFR requests it, the rightsholder must prove the basis for claiming to be the rightsholder of the listed phonograms or videograms/tracks (Section 21.2.1) by submitting written documentation showing they are the producer or rightsholder. Otherwise, UPFR has the right not to distribute sums for the repertoire declared but unsubstantiated.
2. In the event of justified doubts about any claims of remuneration by a rightsholder, and in the event another participant makes a similar claim, UPFR is authorized to delay payment relating to usage of the disputed phonograms/videograms/tracks until the matter is resolved—if necessary, even by the competent courts indicated in Section 20.5 of the General Regulations on Distribution—on whether the claims are valid.

21.4 Distribution of Funds

The sums available for distribution will be paid to rightsholders by source of collection, proportionate to the degree of usage, according to the broadcast duration of the phonogram/videogram track by that source.

21.5 Distribution Rules by Type of Remuneration Collected

A) Sums from Phonogram Collection Sources

(a) Private Copying Compensation

Allocated according to the criteria in force at the time of collection, based on information available at the time of distribution:

- **Distribution** is done according to the consumer habits of individuals using devices and media that incur private copying remuneration, as shown in national market studies/surveys/monitoring, depending on the source that influences copying via these devices and media:

(I) A percentage reflecting copying habits for phonograms identified on radio and TV stations.

Distribution is based on the monitoring reports of radio and music TV stations, weighted by audience, each year at least 30 stations must be monitored (20 radio + 10 TV), as approved by the General Assembly.

Where a station shuts down between two General Assemblies or cannot be monitored, the sums from that station are realigned proportionally among the other used playlists.

It is presumed that only phonograms made available to the public via sale or wired/wireless means, so that anyone may access them at a chosen place and time, can become private copies, and only these will be considered in distributing private copy remuneration. Such phonograms must be associated with artistic content or an artist/performer, featuring performances and other sounds different from station IDs and self-promotional jingles, or from phonograms produced by or for the broadcast station for promotional or advertising purposes.

(II) A percentage allocated to digital sources, documented by usage indicators in the digital environment during the distribution period for which producers can submit data.

These indicators are established and approved by the General Assembly in the General Distribution Policy.

If a producer refuses to submit usage reports from digital sources, that producer will receive no allocation under this criterion, and UPFR assumes no liability for how the remuneration is distributed based on this data.

Digital usage indicators are reported on the rightsholder's own responsibility, in the format set by the Board of Directors, and may be verified by the Supervisory Board, UPFR's executive management, or an auditing firm approved by the Board. If false reporting is detected, Section 21.2(4) applies.

Common Provisions

- UPFR reserves the right to verify data from any source—users or rightsholders.
- Amounts collected for prior periods are distributed in proportion to amounts allocated for the reference period from which those sums derive.
- The Board of Directors may opt to conduct surveys or national monitoring to measure copying habits for devices and media subject to private copying compensation.
- The calculation method (based on surveys/monitoring results, resulting percentages, station lists, and audience weighting) is approved annually by the General Assembly in the General Distribution Policy.

(b) Equitable Remuneration for Broadcasting

1. Distributed according to actual usage of phonograms as indicated in monitoring reports and complete playlists from radio/TV stations in the legally required format, separately for each radio/TV station for the relevant period.
2. If, within 5 months of collecting the remuneration, the station transmits its phonogram usage documentation but it is incomplete or cannot be processed, distribution is based on the documented portion.
3. Remuneration for the undocumented or unprocessable portion (incomplete or no playlist) and for which direct distribution proportional to usage would otherwise apply is allocated proportionally based on actual usage in other radio/TV playlists for the distribution period or from monitoring carried out by specialized companies. Specifically, it is distributed according to the duration of phonograms from the relevant radio/TV playlists weighted by audience, for:
 - o stations that do not submit playlists,
 - o stations whose playlists are non-compliant and thus cannot be processed,
 - o stations for which the ratio of (sums to be distributed) to (total broadcast seconds) is below RON 0.0005/second.

If a station does supply a compliant playlist but the ratio of (sums to be distributed) to (total broadcast seconds) is below RON 0.0005/second, its playlist cannot be analyzed for distribution; in such a case, the remuneration is allocated, within the same usage category, according to the calculation method and rules set by the General Assembly.

Playlists must comply with the in-force legal methodologies.

Common Provisions

- Remuneration is allocated considering audience weighting for each playlist/monitoring report used in distribution.
- If a radio/TV broadcaster pays a single lump sum without specifying each station's share, the distribution is split among stations by audience. Within each station's playlist, each phonogram is weighted by the audience data from an official audience measurement provider. If a station has no measured audience, the minimum measured audience for that timeframe is assigned.
- Whenever a global sum is collected without specifying each period's share, distribution covers the whole period for which the remuneration was collected, proportionately.
- Amounts collected for prior periods are distributed according to the documentation for that period, or if such documentation is unavailable, proportionally with the amounts allocated to members in the original reference period.
- UPFR may verify any data (from users or from rightsholders) by all available means.
- The calculation method used is approved annually by the General Assembly in the General Distribution Policy.

(c) Equitable Remuneration for Public Communication

Distributed under criteria in force at the time of collection, based on data available at distribution:

- According to usage of phonograms in ambient settings as shown in nationwide research/monitoring on the usage of phonograms in the public communication environment by users paying remuneration to UPFR for the public communication of phonograms and their reproductions (ambient, commercial use, reproduction), focusing on:

(I) A percentage for usage in ambient settings of phonograms identified on monitored radio and TV stations, weighted by audience, with at least 30 monitored stations (20 radio + 10 TV) set yearly by the General Assembly. The remuneration for using phonograms is computed per the applicable legal methodologies.

Where a monitored station ceases or becomes unmonitorable during the year, its sums are reallocated proportionally among the other monitored playlists.

(II) A percentage allocated to digital sources, documented by digital usage indicators in the distribution period, as reported by producers.

These indicators are set and approved by the General Assembly in the General Distribution Policy.

If producers refuse to submit digital usage reports, no sums are allocated to them under this criterion, and UPFR assumes no liability for the distribution of remuneration based on such data.

Reporting is done under the same procedures as described above.

(III) Remuneration collected from phonogram public communication users lacking a legal obligation to provide a

playlist (including ambient usage) may be distributed proportionally to usage if:

- the user provides a quarterly playlist in an electronic, Excel format with the necessary details for distribution (broadcast date, time, duration, track title, performer/group);
- the ratio of (sums to be distributed) to (total broadcast seconds) exceeds RON 0.0005/second.

Such distribution is performed once a year, in the first quarter following the financial year.

Common Provisions

- UPFR reserves the right to verify data from any source—users or rightsholders.
- The Board may authorize nationwide research/monitoring of phonogram usage in ambient contexts.
- The calculation method (including any survey/monitoring results, station list, audience weighting) is approved annually by the General Assembly in the General Distribution Policy.

(d) Remuneration for the Public Communication of Phonograms over the Internet

Distributed under the same criteria in effect at the time of collection, pursuant to point (c).

(e) Remuneration from Cable Retransmission

Distributed under criteria in effect at the time of collection, using available data at distribution:

1. Based on actual use of phonograms revealed by monitoring reports and/or playlists, as per point A(b), from radio/TV broadcasters carried in cable operators' channel line-ups. The radio/TV stations must broadcast from Romania.
2. Phonograms are weighted by audience data.

Common Provisions

- Distribution accounts for audience weighting for each monitored usage.
- If a station has no measured audience, the minimum measured audience is assigned.
- Amounts collected for prior periods, not documented by direct usage data, are allocated in proportion to the sums originally distributed in that time frame.
- The Board of Directors must approve the annual methodology as part of the General Distribution Policy.

(f) Remuneration for Reproduction for Broadcasting, Public Communication, and Making Available to the Public

Distributed per the criteria in point (c).

B) Sums from Videogram Collection Sources

(a) Private Copying Compensation

Distributed proportionally under the same general criteria as for phonograms, adapted for videograms, as in 21.5.A(a).

Common Provisions

- UPFR may verify data from users or rightsholders.
- Amounts pertaining to periods prior to the actual collection date are distributed proportionally with sums allocated to members in the relevant reference period.
- The annual calculation method is approved by the General Assembly as part of the General Distribution Policy.

(b) Remuneration from Cable Retransmission

Allocated per the criteria in effect at the time of collection, using available data at distribution:

- Based on monitoring reports and/or playlists declared as per 21.5.A(b) by TV music broadcasters included in cable operators' channel line-ups, where those stations broadcast from Romania. Videograms are weighted by measured audience.

Common Provisions

- UPFR may verify data by any means.
- Amounts pertaining to prior periods are distributed proportionally with the sums allocated to members in the original reference period.
- The annual calculation method is approved by the General Assembly in the General Distribution Policy.

21.6 Successive Productions / Co-productions

(I) Where multiple producers have recorded the same track and usage records from radio/TV fail to distinguish which version was broadcast, the allocated sum for that track is shared as follows:

- 2/3 to the producer of the original recording, 1/3 to the producer(s) who made the later re-recordings;
- If several re-recordings exist, half (1/2) of the allocated sum goes to the original recording producer, and the other half is split equally among the re-recording producers.

(II) Co-productions involve works with multiple rightsholders from the same category, including an **administrator**

who notifies UPFR of their role, and who receives from UPFR all sums for those co-produced phonograms or videograms. UPFR is absolved of liability toward the other co-producers. The entire relationship between UPFR and co-producers regarding distribution documentation is mediated by the co-production administrator or via UPFR if the administrator consents.

(III) The **co-production administrator** is the natural or legal person who exploits the phonogram or videogram.

(IV) When it becomes technically feasible, UPFR will distribute shares directly to co-producers in the proportions they declare (on their own responsibility) to UPFR, provided the co-production administrator supplies the agreed percentages for each co-producer beneficiary, proving those agreed shares.

(V) If co-producers are not already in UPFR's database, the co-production administrator shall provide the necessary information for payment.

21.7 Unclaimed Sums and Divergences

1. Unclaimed sums are those which the rightsholder or legal heirs have not claimed within 3 years of posting on UPFR's website (which counts as legal notice).
2. Between April 4, 2022 and April 4, 2025, unclaimed sums will be used to fund digitization costs for the system of identifying phonograms, collection, record-keeping, and remuneration distribution. Any amounts exceeding the necessary costs for paragraph (2) are allocated proportionally to members of the management organization and, in the case of mandatory collective management, to members of beneficiary organizations, in proportion to the remuneration allocated in the year of their generation.
3. If a rightsholder's entity ceases activity or is dissolved, the sums are allocated proportionally to other rightsholders in that reference period. This distribution is made only once per calendar year. The same applies to amounts concerning phonograms or videograms in unresolved divergence for more than 3 years, provided UPFR has not been notified of legal proceedings over the rightsholder status.

21.8 Social, Cultural, or Educational Expenses

The Board of Directors will set rules regarding spending from the funds allocated (under Article 3.1(VIII)) for social, cultural, or educational purposes.

21.9 Other Provisions

UPFR may request the return of, or offset against future payments, any sums within three (3) years of payment if an error is discovered.

21.10 Effective Date

These distribution regulations take effect on the date the new UPFR Statute is adopted by the General Assembly under the new legal provisions and recorded at the court.

22. DISSOLUTION AND LIQUIDATION OF UPFR

22.1

UPFR may be dissolved under the following circumstances:

(I) by operation of law;

(II) by court ruling from a competent court;

(III) by resolution of the General Assembly, with the favorable vote of two-thirds (2/3) of all members.

22.2 UPFR is dissolved by operation of law:

(I) upon expiry of the term for which it was formed;

(II) upon achievement or, if applicable, impossibility of achieving the purpose for which it was established, if this situation continues for 3 months without altering that purpose;

(III) if it is impossible to constitute the General Assembly or the Board of Directors as per this Statute for more than 1 year from the date they were required to be formed;

(IV) if the number of association members falls below the legal minimum and remains so for more than 3 months;

(V) dissolution is confirmed by a decision of the court with jurisdiction over UPFR's registered office, upon request of any interested party.

22.3

UPFR may also be dissolved by court decision, at the request of any interested party, in the following cases:

a) if the association's purpose or activity becomes unlawful or contrary to public order;

b) if the association's purpose is pursued by unlawful or publicly disapproved means;

c) if the association pursues a different purpose than that for which it was established;

d) if the association becomes insolvent;

e) in the event provided by Article 14 of Government Ordinance no. 26/2000, as approved and amended by Law no. 246/2005.

22.4

If UPFR is dissolved by resolution of the General Assembly, the notarized minutes of the session must be filed with the court of jurisdiction within 15 days for registration in the Registry of Associations and Foundations.

22.5

In the event of UPFR's dissolution, it continues to operate until it has distributed all sums collected up to the date of dissolution.

22.6

Dissolution cannot occur until all amounts for the last fiscal year have been settled.

22.7

The destination of UPFR's assets is decided by the General Assembly in accordance with Article 60 of Government Ordinance no. 26/2000, as amended by Law no. 246/2005.

22.8

Where dissolution occurs under Articles 22.2 or 22.3, the court ruling shall appoint liquidators. In the case of Article 22.4, the General Assembly appoints liquidators, failing which the dissolution resolution is void.

22.9

The Board of Directors' mandate ends upon the appointment of liquidators.

22.10

Liquidators shall compile an inventory and complete a financial statement, shall receive and keep the organization's registers and documents, and shall maintain a register of liquidation proceedings in chronological order.

22.11

Liquidators are subject to the rules of mandate both vis-à-vis UPFR and its members, performing under the oversight of the Censor(s). They continue ongoing legal operations, collect debts, pay creditors, and may sell assets by public auction.

Once liquidation is completed, liquidators must, within 2 months, file the final financial statements, the journal, and a memorandum of liquidation with the Associations and Foundations Registry of the relevant court. They must also complete all procedures for publishing the liquidation and deregistering the association from the Registry.

23. FINAL AND TRANSITIONAL PROVISIONS

23.1

This Statute enters into force on the date the request for amendments is registered in the Associations and Foundations Registry at the Clerk's Office of the Second District Court in Bucharest. The previous Statute, found in UPFR's incorporation file (under GO 26/2000 as amended by Law no. 246/2005 and Law no. 8/1996 as republished), adopted at the last General Assembly, ceases to have effect on the same date.

23.2

UPFR is authorized to manage the related proprietary rights for videograms for which it has been granted a management mandate by its members.

23.3

UPFR is further authorized to continue and finalize all efforts regarding anti-piracy actions, legal actions to defend producers' rights in phonograms and videograms, and all efforts protecting these rights and members' professional interests—undertaken under any previous statutory provisions—in accordance with members' mandates, including in any stage of legal proceedings. This includes all appeals and enforcement of any arbitral or court decision. This applies whether UPFR is a party on behalf of phonogram and videogram producers (as an association mandated by them) or as a collective management body for producers' related rights.

23.4

UPFR is also entitled to initiate and finalize all ordinary or extraordinary legal remedies against judgments and to enforce arbitral or court decisions in such matters. This includes any case in which UPFR is a party—either as the representative of phonogram/videogram producers (within its associative structure) or as a collective management organization.

23.5

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UPFR may, under earlier statutory provisions predating November 24, 2011, collect and distribute all sums due to videogram producers, such as but not limited to private copying and cable retransmission remuneration for videograms, and it may collect all amounts due to videogram producers for infringements, including piracy. In such cases, members authorize UPFR to act amicably or in court to defend members' rights or interests and their profession.

23.6

The provisions of this Statute are supplemented by the legal provisions in force regarding not-for-profit legal entities.

Annex No. 1 to the UPFR Statute

List of current associate members' identification details

No.	COMPANY NAME	ADMINISTRATOR / REPRESENTATIVE	VAT ID	ADDRESS
1.	1 ARTIST MUSIC	ROLANDO VASILESCU	RO29467650	Aleea Hortensiei nr. 1A, bl. ME1A, sc. D, ap. 49, Constanța, Jud. Constanța
2.	3AM CONSULT	RADU CLONDESCU	RO14494320	Bd. Dacia nr. 46, ap. 3, Sector 1, Bucharest
3.	ALMA ARTEX PRODUCTION	ION ALEXANDRU RADU	RO6384946	Splaiul Independenței nr. 319, OB7-Sema Parc, Sector 6, Bucharest
4.	AMMA MUSIC & SOUND	IOAN CHIRILĂ	RO30035035	Șos. Olteniței nr. 220, bl. 8, ap. 3, Sector 4, Bucharest
5.	ANA-SOUND COM	SCHIPOR RADU CONSTANTIN	RO8917751	Str. Rulmentului nr. 6, bl. 49, ap. 4, et. 1, Suceava, Jud. Suceava
6.	ANDRA RECORDS	CĂTĂLIN MĂRUȚĂ	RO34558568	Bd. Basarabia nr. 256, Ground Floor, Room 1, Sector 3, Bucharest
7.	B3 MEDIA INTERNATIONAL	RADU BARON	RO15995299	Bd. Burebista nr. 1, bl. D15, sc. 4, ap. 108, Sector 3, Bucharest
8.	BALKANIKA RECORDS	GEORGIANA SLABU	32484596	Șos. Vitan Bârzești nr. 7D, bl. 4, ap. 449, Room 2, 5th Floor, Sector 4, Bucharest
9.	BIG MAN IMPEX	CONSTANTINESCU VASILICĂ	RO3474149	Str. Corabia nr. 20A, Sector 2, Bucharest
10.	BEGGARS GROUP LIMITED	ROB GRUSCHKE	GB340106610	17-19 Alma Road, London SW18 1AA, United Kingdom
11.	BLUE ISLAND PRODUCTION	HOREA PASCU	RO19248520	Str. Horea nr. 2, ap. 2, Târgu Mureș, Mureș County
12.	BOSS MUSIC	FLORIN NECȘOIU	RO36002690	Bd. Mircea Vodă nr. 35, bl. M27, 5th Floor, ap. 14, Sector 3, Bucharest
13.	CAT MUSIC	DAN POPI	RO15611681	Bd. Ficusului nr. 5-7, bl. XX/7, Ground Floor, Sector 1, Bucharest
14.	COSTI DE LA SIGHET	ION CONSTANTIN	37256858	Str. Florilor nr. 18A, Sighetu Marmăției, Maramureș County
15.	CREART MUSIC RODUCTION	FLORIAN LIXANDRU	43828911	Șos. Chitilei nr. 242D, Building 2, 1st Floor, ap. 50, Sector 1, Bucharest
16.	CASA PRODUCTION	VLAD IRIMIA	RO14328319	Str. Sergent Ion Teodorescu nr. 20, Sector 2, Bucharest
17.	CREATOR RECORDS	RADU CRISTEA	RO41917656	Str. Agricultori nr. 40, Bl. 1, 4th Floor, ap. 21, Sector 2, Bucharest
18.	DIGITAL ART	FLORIAN NANU	RO4202681	Str. Alunișului nr. 3, bl. 12 C, ap. 9, Sector 4, Bucharest

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No.	COMPANY NAME	ADMINISTRATOR / REPRESENTATIVE	VAT ID	ADDRESS
19.	DIGITAL COLOR COMPANY	BUZGAU ANDREEA	RO16577111	Str. Gheorghe Doja nr. 185, Ground Floor, Târgu Mureș, Mureș County
20.	DMB MUSIC RECORDS	MIHU BEBE	4978044	Str. Neajlovului nr. 7, Sector 1, Bucharest
21.	DOCTOR MUSIC	IONIȚĂ CONSTANTIN	RO14772515	Str. Eduard Caudella nr. 16, Constanța, Constanța County
22.	ELECTRECORD	NICUȘOR DRĂGAN	RO458807	Bd. Corneliu Coposu nr. 11, Sector 3, Bucharest
23.	EMPIRE MUSIC MANAGEMENT	STEFAN LUCIAN GITIȚĂ	RO25618148	Str. Catedrala Tineretului nr. 3, Schitu, Constanța County
24.	EUROMUSIC IMPEX	FLORIN PUICĂ-DAT	RO14250430	Str. Măceșului nr. 18-20, Cluj-Napoca, Cluj County
25.	EUROMUSIC	BALA ANCA RUXANDRA	RO7738260	Str. Sibiu nr. 25, bl. H1, Sector 6, Bucharest
26.	ETHOS MUSIC	MARIAN DOROBANȚU	RO32670467	Str. Mecanizării nr. 4, Tuzla, Constanța County
27.	EUROSTAR LIMITED	PAUL STÂNGĂ	RO1580119	Str. General H.M. Berthelot nr. 88, Building A, Sector 1, Bucharest
28.	FAMOUS PRODUCTION	ROPCEA ALEXANDRU	RO28951529	Str. Fermei F nr. 15, Office 2, Otopeni, Ilfov County
29.	FUNDATIA ALEXANDRU TZIGARA SAMURCAS	SPERANȚA RĂDULESCU	9378426	Șos. Kiseleff nr. 3, Sector 1, Bucharest
30.	FORMULA 1 CONTINENTAL	ȚĂRAN DOREL	15722213	Str. Phoenix nr. 10, Dumbrăvița, Timiș County
31.	FORWARD MUSIC AGENCY SRL	CRISTI OCHIU	RO32813150	Bd. Dinicu Golescu nr. 18, 1st Floor, ap. 2, Sector 1, Bucharest
32.	GENERAL MUSIC	FLOREA NELU-FLORIN	RO16064302	Calea Timișori nr. 30A, Arad, Arad County
33.	GREEN TREE RECORDS	DAN MURARU	RO28101200	Str. Stihi nr. 2A, S2, 6th Floor, ap. 17, Iași, Iași County
34.	GLOBAL RECORDS	STEFAN LUCIAN GITIȚĂ	RO26382443	Str. Catedrala Tineretului nr. 3, Schitu, Constanța County
35.	GLOBAL MASTER RIGHTS	ERIK VEERMAN	59731362	Cort Van Ded Lindenkade 90, 1067, Amsterdam, Netherlands
36.	HA HA HA PRODUCTION	ANDREI MARIA TIBERIU	RO18981042	Bd. Basarabia nr. 256, Poarta Faur 1, Sector 3, Bucharest
37.	HOOD FAMOUS	MARIUS CHINA	44786342	Str. Ciresului nr. 10, Tunari, Ilfov County
38.	IJAC MUSIC PRODUCTION	DANIEL IJAC	RO21329104	Str. Parângului, bl. 25, sc. 2, 1st Floor, ap. 13, Bumbești-Jiu, Gorj County
39.	IJAC MUSIC STUDIO	DANIEL IJAC	34650253	Str. Trandafirilor, Room 2, Bl. 5, sc. 2, 1st Floor, ap. 8, Bumbești-Jiu, Gorj County
40.	INSIDE MUSIC	DORIAN ENACHE	RO12342732	Șos. Pantelimon nr. 243, bl. 52, sc. B, 6th Floor, ap. 62, Sector 2, Bucharest
41.	LIBRIS	VIRGIL ONIȚĂ	RO1094992	Bd. Mureșenilor nr. 14, Brașov, Brașov County

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No.	COMPANY NAME	ADMINISTRATOR / REPRESENTATIVE	VAT ID	ADDRESS
42.	LANOY RECORDS	FLORIN NEDELCU	RO34519461	Str. Mușețelului nr. 6A, Room 5, Ploiești, Prahova County
43.	KEMPER MUSIC PRODUCTION ROMGRUP	ANDREI FILIP	RO16139553	Str. Sfântul Constantin nr. 5, Sector 1, Bucharest
44.	KOMPACT MEDIA TELEVISION	VASILE ALIN ANDREI	RO35322157	Str. Dimitrie Butculescu nr. 3, Pitești, Argeș County
45.	MBA DIGITAL MEDIA	ALINA BANICIU	RO16575005	Str. Ioniță Cegan nr. 2, bl. P11, sc. 2, 8th Floor, ap. 69, Sector 5, Bucharest
46.	MEDIA SERVICES INTERNATIONAL	SORIN GOLEA	RO21580172	Bd. Ficusului nr. 5-7, bl. XX/7, Ground Floor, Sector 1, Bucharest
47.	MEDIA PRO MUSIC ENTERTAINMENT	DANIELA ADAM	RO24651464	Str. General Dona nr. 16, Sector 1, Bucharest
48.	MIDIOTS PRODUCTION	MARIUS SOFRON	RO39059445	Str. Sfinții Apostoli nr. 3, ap. 4, Ground Floor, Plot 2/7, Plot 22, Popești-Leordeni, Ilfov County
49.	MUSIC MEDIA LINE	MIHAI DRĂGOIANU	16874465	Str. Constantin Rădulescu Motru nr. 13, Sector 4, Bucharest
50.	MUSICON RECORDS SRL	MARIUS CHINA	45831395	Str. Ciresului nr. 10, Tunari, Ilfov County
51.	NOVA DISTRIBUTION INTERNATIONAL	OVIDIU STROESCU	RO8724092	Str. Biharia nr. 67-77, (METAV Complex) Building B1, Sector 1, Bucharest
52.	ONE HILL RECORDS BV	ERNST JABOB BAKKER	33173631	Stationsweg nr. 32, 2312 AV, Netherlands
53.	OKAPI SOUND	ȘTEFAN MIRCEA	RO30227812	Bd. Tineretului nr. 41, bl. 52, sc. A, 6th Floor, ap. 28, Sector 4, Bucharest
54.	OFF LIMITS SRL UNINOMINALE	ALFREDO PIGNAGNOLI	RE239988	P.C.CADOPPI 12, 42124, REGGIO EMILIA, Italy
55.	PLAYONE MEDIA ENTERTAINMENT SRL	SAVU GEORGE STEFAN	RO33593540	Str. Bloaca nr. 18B, Orbeasca de sus, Teleorman County
56.	PLAYGROUND MUSIC SCANDINAVIA AB	REBECKA SJÖSTRÖM	SE556572657601	Saltmätargatan 7 SE-113 59 Stockholm, Sweden
57.	RED CLOVER MEDIA	GEORGE ONEA	RO25719355	Str. Velintei nr. 17, Sector 2, Bucharest
58.	ROTON	BOGDAN MAXIM	RO5683630	Str. Stihi nr. 2A, S2, 6th Floor, ap. 17, Iași, Iași County
59.	RED CANVAS	GEORGE ONEA	RO41422193	Calea Vitan nr. 227, bl. 2A, sc. 1, 10th Floor, ap. 42, Sector 3, Bucharest
60.	SCHUBERT MUSIC PUBLISHING	DAN MURARU	RO1989980	Str. Stihi nr. 2A, S2, 6th Floor, ap. 17, Iași, Iași County
61.	SPRINT MEDIA CENTER	MARIUS CHINĂ	RO17993677	Șos. Vitan Bârzești nr. 7D, bl. 4, sc. A, 5th Floor, ap. 449, Room 1, Sector 4, Bucharest
62.	SOFTPLUS C.P.S.I.	ROMULUS ARHIRE	RO1572892	Calea Moșilor nr. 253, bl. 53, sc. 1, ap. 31, Sector 2, Bucharest
63.	SONIC ARTS MUSIC	LAURENȚIU OLARIU	8221996	Str. Ghirlandei nr. 2, bl. N1, sc. 2, 4th Floor, ap. 32, Sector 6, Bucharest
64.	STUDIO 47 MS	MARIUS MOGA	RO15207021	Str. Vânătorilor nr. 34, bl. D1A, ap. 7, Alba Iulia, Alba County

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No.	COMPANY NAME	ADMINISTRATOR / REPRESENTATIVE	VAT ID	ADDRESS
65.	UNIVERSAL MUSIC ROMANIA	IOANA ELISABETA FEȘNIC	RO18484140	Str. General Dona nr. 16, Sector 1, Bucharest
66.	UNIVERSAL MUSIC PUBLISHING ROMANIA	FLORIAN SĂVULESCU	RO27748870	Str. General Dona nr. 16, Sector 1, Bucharest
67.	THRIVE RECORDS	OLGA JUVERDEANU	RO35915111	Str. Puțul lui Zamfir nr. 36, 2nd Floor, Room 1B, Sector 1, Bucharest
68.	THRACE MUSIC	TARCEA TELU	RO30771341	Str. Nicolae Iorga nr. 13, Agigea, Constanța County
69.	VIRAL NATION	MARIUS SOFRON	40923250	Str. Ciresului nr. 10, Tunari, Ilfov County
70.	VOLTART	MIHAI STOICA	RO15444370	Str. Didinel nr. 33, Sector 3, Bucharest
71.	QUANTUM MUSIC RECORDS	CĂTĂLIN NICOLAE	31632058	Bd. General Vasile Milea nr. 11, bl. B, sc. A, ap. 13, Sector 6, Bucharest
72.	VIPER PRODUCTION	MIRCEA BERBECE	RO14750711	Str. Govora nr. 12, Cluj Napoca, Cluj County
73.	WHITE BEAR MANGEMENT SRL	RĂZVAN AILENIEI	RO42774562	Intrarea Erou Niță Pinteș nr. 2, 1st Floor, Room 4, Voluntari, Ilfov County

Note: This list may change according to Section 10.8(VI) of the Statute through the admission of new members or the loss of membership by existing members. The changes are recorded in the Registry of Associations and Foundations at the Court. They do not need to be updated in this Annex to be effective. This Annex will be updated when the Statute is next amended.

Annex No. 2 to the UPFR Statute

REGULATIONS ON VOTING IN THE UPFR GENERAL ASSEMBLY

The present Voting Regulations were approved by the UPFR General Assembly of members as per Decision no. 12 in Document no. 7225 dated 27.03.2019.

Article 1

Participation requirements and voting instructions are set out in these Voting Regulations.

Article 2

UPFR guarantees participation and the right to vote in the General Assembly for all its members who are present or represented at the session that adopts the resolutions.

Article 3

Each UPFR member may appoint, via a power of attorney, another person or entity to participate and vote on their behalf in the General Assembly, provided such appointment does not create a conflict of interest. Each member may represent, with voting rights, up to two other members, based on powers of attorney from those members, again provided no conflict of interest arises.

Article 4

Participation requirements and voting instructions are stated in the power of attorney, which is valid for a single General Assembly meeting.

Article 5

During the General Assembly, the representative holds the same rights the designating member would have had.

Article 6

Each member has the right to vote in the General Assembly; however, vote weighting depends on the category to which they belong, expressed as the number of votes allocated, as follows:

(I) Category A – for phonogram/videogram producers who received at least 1% of the total sums distributed in the calendar year preceding the General Assembly: each such producer gets **10 votes**.

(II) Category B – for phonogram/videogram producers who received between 0.5% and 1% of the total sums distributed in the preceding calendar year: each gets **5 votes**.

(III) Category C – for phonogram/videogram producers who received at most 0.5% of the total sums distributed in

the preceding calendar year: each gets **3 votes**.

(IV) Category D – for phonogram/videogram producers, regardless of the sums distributed in the prior year, each gets **1 vote** in any of the following situations:

- a) They are in insolvency proceedings or their business is suspended in the Trade Register.
- b) Their phonograms are not found in the playlists provided by users or in the usage data from users or from monitoring.
- c) They have failed to attend three consecutive General Assemblies, whether ordinary or extraordinary.
- d) They have not paid all sums due to UPFR (including membership fees).
- e) They are in litigation with UPFR, regardless of its nature or procedural stage.

Article 7

The General Assembly is duly constituted with the presence of members representing 2/3 of the total votes under Article 6. If the quorum is not met at the first call, a second call follows. After the second call, the General Assembly is valid regardless of the number of voting members present, in line with Article 6.

Article 8

Mechanism for adopting General Assembly decisions:

(I) The category of each member is determined based on Article 6, verifying sums distributed in the previous calendar year and the corresponding percentage. This data is shared with all participants and verified by the technical secretariat of the General Assembly;

(II) Quorum requirements under Article 7 are verified;

(III) Decisions are adopted by a simple majority of votes corresponding to the categories set out in Article 6, either present or represented;

(IV) If reconvened, decisions are made by a simple majority of votes corresponding to the categories in Article 6 that are cast.

Article 9

Voting in the General Assembly may be open or secret. By default, votes are open, but if two-thirds of the attending voting members request it, voting is secret.

Article 10

Open voting may take place by a show of hands or on a signed ballot bearing the name of the person who completed it and the name of the producer they represent in the AGA.

Article 11

A show of hands may indicate “for,” “against,” or “abstain.”

Article 12

The technical secretariat tallies and announces the results, which are declared by the presiding officer. If there are votes against or abstentions, these will be recorded by name in the General Assembly minutes.

Article 13

Secret ballots may be used only for electing or appointing members to the Board of Directors, the permanent Special Commission on Access to Information, or the Supervisory Board. In such cases, ballots are not signed by members.

Article 14

Before receiving nominations, the General Assembly decides the total number of Board members.

Article 15

Members may propose candidates for the Board of Directors, the Special Commission on Access to Information, or the Supervisory Board, taking into account incompatibility and eligibility conditions in the UPFR Statute.

Article 16

The technical secretariat and the association’s legal counsel verify compliance with the Statute’s incompatibility and eligibility criteria.

Article 17

Ballots list the nominees proposed in the General Assembly and found eligible with no incompatibilities, as per the Statute.

Article 18

From all proposed, each member marks on the ballot the entities they approve for Board membership/Commission membership, with the maximum number of seats established by the General Assembly. The number of marks must equal the maximum number of seats for the Board/Commission in question.

Article 19

Failure to comply with Article 18 invalidates the ballot.

Article 20

Ranking is based on the number of votes in descending order; those in the top positions fill the available seats.

Article 21

In the event of a tie, a new vote is held only for those tied (a tiebreak). If a tie recurs, the President–General Director’s vote is decisive.

Article 22

The General Assembly’s decisions are recorded one by one in a single set of minutes.