



Gazette

ISSUE ID: 0000/2023/J/21
CROSS BORDER MERGER GAZETTE
30 August 2023

CRO GAZETTE, WEDNESDAY, 30 August 2023

CROSS BORDER MERGER SUBMISSIONS RECEIVED BETWEEN 23-AUG-23 AND 29-AUG-23							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
747244	Newgrange Business SE	Societas Europaea	14/8/2023				

COUNCIL REGULATION (EC) NO. 2157/2001 ON THE STATUTE FOR A
EUROPEAN COMPANY (SE) AND EUROPEAN COMMUNITIES
(EUROPEAN PUBLIC LIMITED- LIABILITY COMPANY) REGULATIONS
2007.

Notice is hereby given pursuant to the above Regulation of the registration of
Newgrange Business SE Number 747244 (A Societas Europaea) at the
Companies Registration Office, Dublin in the Republic of Ireland on 23 August
2023 and that the said Societas Europaea is registered with the number 747244
and in relation to the Societas Europaea as so registered the following particulars
are given pursuant to the Regulations:

- A. Newgrange Business SE
- B. Registration Number- 747244
- C. Date and Place of Registration- 23 August 2023-Dublin ,Ireland
- D. Registered Office- 69 Esker Wood Drive, Lucan, K78 PX45
- E. Sector Activity-Financial Services

Registrar

**Transfer of Societas Europaea (SE)
registered office to ROI**

Article 8 Council Regulation 2157/2001

Regulations 5 and 28 (European Communities)(European
Public Limited-Liability Company)) Regulations 2007

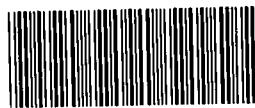
Section 22(2)/24 Companies Act 2014

Company number
(to be allocated by CRO
on registration)

--	--	--	--	--	--	--

**Tick box if bond
is attached** ☐

note eight



5726790

SR 1906265-

CRO receipt date stamp & barcode

Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

SE name

in full/note one

Newgrange Business SE

**Proposed financial
year end**

note two

Day	Month	Year
31	12	2023

Current details

Registered number

55354688

Date of registration

Day	Month	Year
31	03	2023

Registered office
address

JENISEJSKA 45A
04012 KOSICE - MESTSKA CAST NAD JAZEROM
SLOVAKIA

Name and address
of registry

MESTSKY SUD KOSICE
STUROVA 29, 04160 KOSICE, SLOVAKIA

Presenter details

note six

Name

Address

Telephone number

Email

DX number/Exchange

LUDOVIT MOCULENKO

TOPOLCIANSKA 19

04011 KOSICE, SLOVAKIA

00421944669022

Fax number

europetransferbusiness@gmail.com

Contact Person

Reference number

Registered office

Proposed address
in ROI
note three

69 ESKER WOOD DRIVE

LUCAN

Postcode K78 PX45

☐

Please tick box if the registered office address is that of a Registered Office Agent (ROA).

The company's registered office is in the care of a specified agent, being an agent who has an office in the State and who is approved by the Registrar for this purpose.

Registered Office Agent Company Name:

Registered Office Agent Company Number:

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Company email address

Please nominate an email address. The certificate of incorporation will issue to this email address in electronic format. This is required information.

europetransferbusiness@gmail.com

Statutes delivered by an agent

Where a person as agent for the subscribers to the statutes delivers the statutes to the Registrar of Companies, place a tick in the box below and give the agent's details.

☐

Name

Address

Secretary details

Please give details below of the person who has consented in writing to become secretary.

Surname

JAN

Former surname

Forename

KOSTKA

Former forename

*note four**note five*

Date of birth

Day	Month	Year
24	01	1963

Number of Body Corporate
(if applicable)

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Body Corporate Name
(if applicable)Residential address
or registered office
(as applicable)*note four*

JENISEJSKA 1436/67

04012 KOSICE - NAD JAZEROM

SLOVAK REPUBLIC

Postcode

089 01

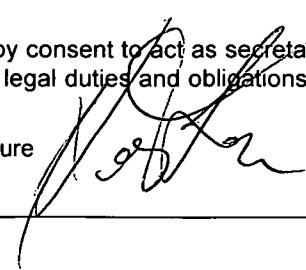
Register

*note four**(body corporate only)*

Consent

I hereby consent to act as secretary of the aforementioned SE and I acknowledge that as secretary, I have legal duties and obligations imposed by the Companies Act, other statutes and at common law.

Signature



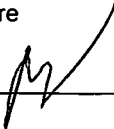
Date

1.8.2023

Director details*including shadow/
alternate directors*

Please give details below of the persons who have consented in writing to become directors.
note seven

Surname	ISTVAN ZOLTAN	Former surname	
Forename <i>note four</i>	NOLL	Former forename <i>note five</i>	
Date of birth	Day 04	Month 09	Year 1987
Residential address <i>note four</i>	KOSSUTH UTCA 102 KISLANG HUNGARY		
Postcode	9156	☒ EEA resident <i>note eight</i>	
Business occupation	MANAGER	Nationality	HUNGARY
Alternate director <i>note nine</i>	☐	Full director appointing alternate director <i>note nine</i>	
Other directorships	Company/SE <i>note ten</i>	Place of incorporation	Company number
Consent	I hereby consent to act as director of the aforementioned SE and I acknowledge that as director, I have legal duties and obligations imposed by the Companies Act, other statutes and at common law.		
Signature	Date		
	1.8.2023		

Surname	TOMAS	Former surname	
Forename <i>note four</i>	JEVOCIN	Former forename <i>note five</i>	
Date of birth	Day 31	Month 07	Year 1990
Residential address <i>note four</i>	NEMASTIE KOZMONAUTOV 1465/2 KOSICE SLOVAK REPUBLIK		
Postcode	04012	☒ EEA resident <i>note eight</i>	
Business occupation		Nationality	SLOVAK
Alternate director <i>note nine</i>	☐	Full director appointing alternate director <i>note nine</i>	
Other directorships	Company/SE <i>note ten</i>	Place of incorporation	Company number
Consent	I hereby consent to act as director of the aforementioned SE and I acknowledge that as director, I have legal duties and obligations imposed by the Companies Act, other statutes and at common law.		
Signature	Date		
	1.8.2023		

Attached documents
note eleven

Please confirm that *both* the following documents are attached to this form:

- ☒ Copy of statutes of SE
- ☒ Certificate by old registration authority attesting to the completion of the acts and formalities to be completed before the transfer.

Statutes
delivered by an agent

Where a person as agent for the subscribers to the statutes delivers the statutes to the Registrar of Companies, place a tick in the box below and give the agent's details.

☐

Name
Address

Balance sheet

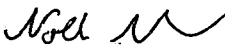
Date of last balance
sheet *if applicable*

Day	Month	Year

Subscribers to
statutes

note twelve

Signature(s)




Subscriber Agent
Tick one box only

☒	☐
☒	☐
☐	☐
☐	☐
☐	☐
☐	☐
☐	☐

Date

1.8.2023
1.8.2023

SE capital
statement

note thirteen

Total value authorised shares

€ — 120000

Class of authorised shares

ORDINARY

Total value issued shares

€ — 120000

Class of shares issued

ORDINARY

Total number authorised shares

100

Number in each class

100

Total number issued shares

100

Number in each class

100

made up as follows:

Value per share € / —

1200

made up as follows:

Consideration for each share

note fourteen

CASH

Declaration of compliance

note fifteen

I

name in bold capitals

ISTVAN ZOLTAN NOLL

of

residential address

KOSSUTH UTCA 102

9156 KISLANG, HUNGARY

do solemnly and sincerely declare that I am a *note eleven*



Director



Secretary



Lawyer engaged in the transfer of the registered office

note sixteen

and that all the requirements of the Companies Act in respect of the registration of the said SE, and of matters precedent and incidental thereto have been complied with and that Form SE6 has been completed in accordance with the Notes on Completion of Form SE6.

I further declare that this form has been fully and accurately completed.

Signature of declarant *name as at top of page*



This

1

day of

August

20 23

COMPANIES ACT 2014
CONSTITUTION
SOCIETAS EUROPAEA
MEMORANDUM OF ASSOCIATION
of
Newgrange Business SE

I. The name of the Company is Newgrange Business SE.

II. The Company is a Societas Europaea registered in Ireland, which pursuant to section 1003 of the Companies Act 2014 shall be regarded as a public limited company for the purposes of Part 17 of the Companies Act 2014.

III. The objects for which the Company is established are:

(1) To provide customer support and ancillary services to customers in Ireland and through its branch network to customers in other European jurisdictions.

(2) To acquire shares, stocks, debentures, debenture stock, bonds, obligations and securities by original subscription, tender, purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.

(3) To facilitate and encourage the creation, issue or convention of and to offer for public subscription debentures, debenture stocks, bonds, obligations, shares, stocks, and securities and to act as trustees in connection with any such securities and to take part in the conversion of business concerns and undertakings into companies.

(4) To purchase or by any other means acquire any freehold, leasehold or other property and in particular lands, tenements and hereditaments of any tenure, where subject or not to any charges or incumbrances, for any estate or interest whatever, and any rights, privileges or easements over or in respect of any property, and any buildings, factories, mills, works, wharves, roads, machinery, engines, plant, live and dead stock, barges, vessels or things, and any real or personal property or rights whatsoever which may be necessary for, or may

(5) To sell or otherwise dispose of any of the property or investments of the Company but so that no profit arising on the sale of any shares, stocks, debentures or other investments shall be distributed by way of dividend, but shall be carried to a capital reserve fund or otherwise dealt with for capital purposes only.

(6) To grant, convey, transfer or otherwise dispose of any property or asset of the Company of whatever nature or tenure for such price, consideration, sum of other return whether equal to or less than the market value thereof and whether by way of gift or otherwise as the Directors shall deem fit and to grant any fee farm grant or lease or to enter into any agreement for letting or hire of any such property or asset for a rent or return equal to or less than the market or rack rent therefor or at no rent and subject to or free from covenants and restrictions as the Directors shall deem appropriate.

To acquire and undertake the whole or any part of the business, good-will and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which this Company is authorised to carry on, and as part of the consideration for such acquisition

to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain or sell, mortgage or deal with any shares, debentures, debenture stock or securities so received.

To apply for, purchase or otherwise acquire any patents, brevets d'invention, licenses, concessions and the like conferring any exclusive or non-exclusive or limited rights to sue or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly benefit the Company, and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired.

To enter into partnership or into any arrangement for sharing profits, union of interests, cooperation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly to benefit this Company.

(10) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.

(11) To lend money to and guarantee the performance of the contract or obligations of any company, firm or person, and the repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, whether having objects similar to those of this Company or not, and to give all kinds of indemnities.

(12) To engage in the currency exchange and interest rate transactions including, but not limited to, dealings in foreign currency, spot and forward rate exchange contracts, futures, options, forward rate agreements, swaps, caps, floors, collars and any other foreign exchange or interest rate hedging arrangements and such other instruments as are similar to, or derived from, any of the foregoing whether for the purpose of making a profit or avoiding a loss or managing a currency or interest rate exposure or any other exposure

(13) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (both present and future) and uncalled capital of the Company, or by both such methods, the performance of the obligations of, and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of, any person, firm or company including (without prejudice to the generality of the foregoing) and Company which is for the time being the Company's holding company as defined by section 155 of the Companies Act, 1963 or a subsidiary as therein defined of any such holding company or otherwise associated with the Company in business.

(14) To borrow or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures, debenture stocks, bonds, obligations and securities of all kinds, either perpetual or terminable and either redeemable or otherwise and to secure the repayment of any money borrowed, raised or owing by trust deed, mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present future) including its uncalled capital, and also by a similar trust

deed, mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

(15) To draw, make, accept, endorse, discount, execute, negotiate and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(16) To subscribe for, take, purchase or otherwise acquire and hold or other interests in, or securities of any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

(17) To hold in trust as trustees or as nominees and to deal with, manage and turn to account, any real or personal property of any kind, and in particular shares, stocks, debentures, securities, policies, book debts, claims and chases in actions, lands, buildings, herditaments, business concerns and undertakings, mortgages, charges, annuities, patents, licenses, and any interest in real or personal property, and any claims against such property or against any person or company.

(18) To constitute any trusts with a view to the issue of preferred and deferred or other special stocks or securities based on or representing any shares, stocks and any other assets specifically appropriated for the purpose of any such trust and to settle and regulate and if thought fit to undertake and execute any such trusts and to issue dispose of or hold any such preferred, deferred or other special stocks or securities.

(19) To give guarantee in relation to the payment of any debentures, debenture stocks, bonds obligations or securities and to guarantee the payment of interest thereon or of dividends on any stocks or shares of any company.

(20) To construct, erect and maintain buildings, houses, flats, shops and all other works, erections, and things of any description whatsoever either upon the lands acquired by the Company or upon other lands and to hold, retain as investments or to sell, let, alienate, mortgage, charge or deal with all or any of the same and generally to alter, develop and improve the lands and other property of the Company.

(21) To provide for the welfare of persons in the employment of or holding office under or formerly in the employment of or holding office under the Company including Directors and ex-Directors of the Company and the wives, widows and families, dependents or connections of such persons by grants of money, pensions or other payments and by forming and contributing to pension, provident or benefit funds or profit sharing or co-partnership schemes for the benefit of such persons and to form, subscribe to or otherwise aid charitable, benevolent, religious, scientific, national or other institutions, exhibitions or objects which shall have any moral or other claims to support or aid by the Company by reason of the locality of its operation or otherwise.

(22) To remunerate by cash payments or allotment of shares or securities of the Company credited as fully paid up or otherwise any person or company for services rendered or to be rendered to the Company whether in the conduct or management of its business, or in placing or assisting to place or guaranteeing the placing of any of the shares of the Company's capital, or any debentures or other securities of the Company or in or about the formation or promotion of the Company.

(23) To enter into and carry into effect any arrangements for joint working in business or for sharing of profits or for amalgamation with any other company or association or any partnership or person carrying on any business within the objects of the Company.

(24) To distribute in specie or otherwise as may be resolved, any assets of the Company among its members and in particular the shares, debentures or other securities of any other company belonging to this Company or of which this Company may have the power of disposing.

(25) To vest any real or personal property, rights or interest acquired or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favor of the Company.

(26) To transact or carry on any business which may seem to be capable of being conveniently carried on in connection with any of these objects or calculated directly or indirectly to enhance the value or facilitate the realization of or render profitable any of the Company's property or rights.

(27) To accept stock or shares in or debentures, mortgages or securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company, whether such shares shall be wholly or partly paid up.

(28) To pay all costs, charges and expenses incurred or sustained in or about the promotion and in payment or part payment for any services rendered or for any sale made to or debt owing from any such company, whether such shares shall be wholly or partly paid up. Establishment of the Company or which the Company shall consider to be preliminary thereto and to issue shares as fully or in part paid up, and to pay out of the funds of the Company all brokerage and charges incidental thereto.

(29) To procure the Company to be registered or recognized in any part of the Ireland or in any colony or dependency or possession thereof or in any foreign country or in any colony or dependency of any such foreign country.

(30) To do all or any of the matters hereby authorized in any part of the world or in conjunction with or as trustee or agent for any other company or person or by or through any factors, trustees or agents.

(31) To make gifts or grant bonuses to the Directors or any other persons who are or have been in the employment of the Company including substitute and alternate directors.

(32) To do all such other things that the Company may consider incidental or conducive to the attainment of the above objects or as are usually carried on in connection herewith.

(33) To make or receive gifts by way of capital contribution or otherwise.

The objects set forth in any sub-clause of this clause shall be regarded as independent objects and shall not, where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other sub-clause, or by the name of the Company, None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world notwithstanding that the business, property or acts proposed to be transacted, acquired or performed do not fall within the objects of the first sub-clause of this clause.

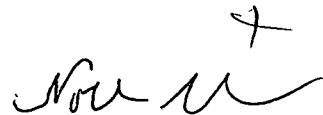
NOTE: It is hereby declared that the word "company" in this clause, except where used in reference to this Company shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in Ireland or elsewhere and the intention is that the objects specified in each paragraph of this clause shall except where otherwise expressed in such paragraph be in no way limited or restricted by reference to or inference from the terms of any other paragraph.

IV. The liability of the members is limited.

V. The share capital of the Company is €120,000 divided into 100 ordinary shares of €1200.00 each.

VI. The Company's registered office is situated at 69 Esker Wood Drive, Lucan, K78PX45, Ireland.

VII. The shares forming the capital, increased or reduced, may be increased or reduced and be divided into such classes and issued with any special rights, privileges and conditions or with such qualifications as regards preference, dividend, capital, voting or other special incidents, and be held upon such terms as may be attached thereto or as may from time to time be provided by the original or any substituted or amended articles of association and regulations of the Company for the time being, but so that where shares are issued with any preferential or special rights attached thereto such rights shall not be alterable otherwise than pursuant to the provisions of the Company articles of association for the time being.

A handwritten signature in black ink, appearing to be 'N. M.', with a small cross-like mark above the 'M'.

ARTICLES OF ASSOCIATION
OF
Newgrange Business SE

1 Interpretation

1.1 In this Constitution:

"Act" means the Companies Act 2014 and every statutory modification or re-enactment thereof for the time being in force;

"Company" means Newgrange Business SE;

"Constitution" has the meaning set out in regulation 1.2;

"director" means a director of the Company and the "directors" means the directors or any of them acting as the board of directors of the Company;

"dividend" means dividend or bonus;

"EEA Agreement" means the Agreement on the European Economic Area signed at Oporto on 2 May 1992, as adjusted by the Protocol signed at Brussels on 17 March 1993;

"EEA State" means a state, including the State, which is a contracting party to the EEA Agreement;

"electronic communication", "electronic signature" and "advanced electronic signature" each has the meaning set out in the Electronic Commerce Act 2000;

"holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares;

"ordinary resolution" means a resolution passed by a simple majority of the votes cast by members of the Company as, being entitled to do so, vote in person or by proxy at a general meeting of the Company;

"paid" means paid or credited as paid;

"registered person" means such person as is authorized to bind the Company in accordance with section 39 of the Act;

"regulations" means provisions of this Constitution, as amended from time to time;

"secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

"single-member company" means a company which, for whatever reason, has, for the time being, a sole member (and this applies notwithstanding a stipulation in this Constitution that there be two members, or a greater number);

"special resolution" means a resolution passed by not less than 75 per cent of the votes cast by such members of the Company as, being entitled to do so, vote in person or by proxy at a general meeting of the Company; and

"State" means the Republic of Ireland.

1.2 The optional provisions of the Act (as defined by section 1007 of the Act) shall apply to the Company save to the extent that they are excluded or modified by this Constitution and such optional provisions (as so excluded or modified) together with the regulations contained in this Constitution shall constitute the regulations of the Company (the "Constitution").



*Úradný preklad
Sworn Translation*

- // *Predmet prekladu / Object of the Translation: NOTÁRSKA ZÁPISNICA
NOTARIAL DEED*
- 2/ *Zadávateľ / Order party: Newgrange Business SE, SR*
- 3/ *Číslo prekladu / Translation reg. No.: 416/2023*
- 4/ *Úradný prekladateľ / Sworn translator: Ing. Dagmar Prividi, Komenského 15, Košice*
- 5/ *Translation from (language): Slovak / Jazyk prekladanej listiny: slovenský/Slovak*
- 6/ *Translation into(language): English / Jazyk preloženej listiny: anglický/English*
- 7/ *Počet strán prekladanej listiny/No.of pages of original document: 2*
- 8/ *Počet preloženej listiny / No. of pages of translated document: 2*
- 9/ *Počet vyhotovení / No. of copies: 1*
- 10/ *Miesto, dátum vyhotovenia / Place and date of issue: Košice, 27.07.2023*

1. The first part of the document is a list of the names of the persons who have been appointed to the various positions of the Board of Directors of the Corporation.

2. The second part of the document is a list of the names of the persons who have been appointed to the various positions of the Board of Directors of the Corporation.

3. The third part of the document is a list of the names of the persons who have been appointed to the various positions of the Board of Directors of the Corporation.

4. The fourth part of the document is a list of the names of the persons who have been appointed to the various positions of the Board of Directors of the Corporation.

5. The fifth part of the document is a list of the names of the persons who have been appointed to the various positions of the Board of Directors of the Corporation.

Notárska zápisnica

napísaná a podpísaná dňa 26.07.2023 (slovom dvadsiateho šiesteho júla roku dvetisícdvadsaťtri) v notárskej kancelárii notárskeho spoločenstva Zuzany Karasovej a Andrey Karasovej, so sídlom Piaristická 44, 911 01 Trenčín, notárkou Mgr. Andreou Karasovou-----

-----Dnešného dňa sa dostavil o 13.00 hod. (slovom trinástej hodine) do Notárskeho úradu účastník-----

----- István Zoltán Noll, narodený 04.09.1987, bytom Kossuth Útca 102, 8156 Kisláng, Maďarsko, občan: Maďarska, ktorého osobná totožnosť bola zákonným spôsobom zistená z platného dokladu totožnosti: občiansky preukaz č. 188986TA a 944822LM ako jediný akcionár európskej spoločnosti **Newgrange Business SE**, IČO: 55 367 771, sídlo: Jenisejská 45 A, 040 12 Košice – mestská časť Nad Jazerom, Slovenská republika, toho času zapísaná: Obchodný register Mestského súdu Košice, Oddiel: Po, Vložka číslo 1994/V, (ďalej len „Spoločnosť“), ktorého existencia právnickej osoby bola zistená výpisom z Obchodného registra na právne účely zo dňa 19.07.2023 (slovom devätnásteho júla roku dvetisícdvadsaťtri)-----

-----Prítomný účastník vyhlásil, že napriek maďarskej národnosti ovláda slovenský jazyk slovom a písmom, nakoľko dlhodobo žije na území Slovenska a nie je potrebné prizvať žiadneho tlmočníka-----

-----Účastník ma po vyhlásení, že je plne spôsobilý na právne úkony, požiadal, aby som v zmysle ustanovenia § 46 Notárskeho poriadku do tejto notárskej zápisnice pojala nasledovné:-----

-----Rozhodnutie jediného akcionára európskej spoločnosti-----

-----Newgrange Business SE-----

-----pri výkone pôsobnosti mimoriadneho valného zhromaždenia-----

-----podľa ust. § 190 ods. 1 Obchodného zákonníka-----

----- (zákon č. 513/1991 Zb. v znení neskorších zmien a doplnení)-----

I. Prítomný účastník István Zoltán Noll (gen. ako hore) predložil výpisu z obchodného registra zo dňa 19.07.2023 (slovom devätnásteho júla roku dvetisícdvadsaťtri) a vyhlásil, že výpis nie je úplný a správny. Medzičasom došlo k prevodu akcií Spoločnosti a na základe čestného prehlásia predsedu predstavenstva Istvána Zoltána Nolla (gen. ako hore) zo dňa 26.07.2023 (slovom dvadsiateho šiesteho júla roku dvetisícdvadsaťtri), jediným akcionárom Spoločnosti je István Zoltán Noll, narodený 4.9.1987, bytom Kossuth Útca 102, 9156 Kisláng, Maďarsko, občan: Maďarska, majiteľ a držiteľ kmeňových listinných akcií na meno v počte 10 (slovom desať) kusov, v menovitej hodnote akcie 12 000,-€ (slovom dvanásť tisíc eur), t.j. je jediným akcionárom Spoločnosti, ktorého účasť na jej základnom imaní vo výške 120 000,- Eur (jednostodvadsať tisíc eur a nula eurocentov) predstavuje 100% (slovom jedno sto percent)-----

II. Prítomný účastník István Zoltán Noll (gen. ako hore) Jediný akcionár Spoločnosti, vykonávajúci v zmysle § 190 ods. 1, zákona č. 513/1991 Zb., Obchodného zákonníka pôsobnosť valného zhromaždenia Spoločnosti, dnešného dňa prijal toto rozhodnutie-----

1. The first part of the document is a list of names and addresses of the members of the committee.

2. The second part of the document is a list of names and addresses of the members of the committee.

3. The third part of the document is a list of names and addresses of the members of the committee.

4. The fourth part of the document is a list of names and addresses of the members of the committee.

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15. The fifteenth part of the document is a list of names and addresses of the members of the committee.

16. The sixteenth part of the document is a list of names and addresses of the members of the committee.

17. The seventeenth part of the document is a list of names and addresses of the members of the committee.

18. The eighteenth part of the document is a list of names and addresses of the members of the committee.

Strana druhá -----N 115/2023

Rozhodnutie č. 1/2023 -----

---Jediný akcionár Spoločnosti rozhodol o premiestnení sídla európskej spoločnosti do zahraničia, konkrétne do Írskej republiky, pričom jej novým sídlom bude adresa: 69 Esker Wood Drive Lucan K 78 PX45, Írska republika. -----

---Účastník vyhlasuje, že v súlade s § 95 zákona číslo 323/1992 Zb. o notároch a notárskej činnosti bol oboznámený s výškou odmeny notára za poskytnutie právnej služby - spísanie tejto notárskej zápisnice pred poskytnutím služby.-----

---Účastník právneho úkonu týmto vyhlasuje, že súhlasí s tým, aby zistenú chybu v písaní, počítaní alebo inú zrejmú nesprávnosť notár opravil doložkou pod skončený text tejto notárskej zápisnice v zmysle § 43 ods. 2 zák. č. 323/1992 Zb. v znení neskorších predpisov.-----

---O tomto som notársku zápisnicu spísala, účastník si ju prečítal, na čo ju ako úplnú a správnu schválil a na znak svojho súhlasu s jej obsahom dnes vlastnoručne podpísal.-----

----- V Trenčíne, dňa 26.07.2023 -----

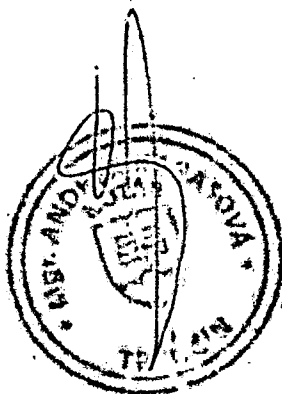
Newgrange Business SE v z. Notl István v.r. -----

Karasová - notár v.r. -----

okružná pečiatka -----

Potvrdzujem, že tento osvedčený odpis notárskej zápisnice, skladajúci sa z dvoch strán, ktorý vydávam sa plne zhoduje s jeho prvopisom uloženým v Zbierke notárskych zápisníc na Notárskom úrade Mgr. Andrey Karasovej, notárky so sídlom v Trenčíne, pod sp. zn. N 115/2023, NZ 20227/2023 a registrované v Notárskom centrálnom registri listín pod č. NCRls 20821/2023. -----

----- v Trenčíne dňa 26.07.2023 -----





Notarial deed

written and signed on 26.07.2023 (in words, on the twenty-sixth day of July in the year two thousand and twenty-three) in the notary's office of the notarial society of Zuzana Karasova and Andrea Karasova, with the registered office at Piaristická 44, 911 01 Trenčín, by notary Mgr. Andrea Karasova--

--- on today's date, at 13:00 (in words, thirteenth hour), appeared at the Notary's Office participant:--

-- István Zoltán Noll, born 04.9.1987, residing Kossuth Utca 102, 8156 Kisláng, Hungary, citizen of Hungary, whose personal identity has been legally established from a valid identity document: identity card No. No.188986TA and 944822LM as the sole shareholder of the European company **Newgrange Business SE**, ID No.: 55 367 771, registered office: Jenisejská 45 A, 040 12 Košice – municipal district Nad Jazerom, Slovak Republic, at that time registered in the Commercial Register of the Municipal Court of Košice, Section: Po, Insert No. 1994/V, (hereinafter referred to as the "Company"), which the existence of legal entity was established by an extract from the Commercial Register for legal purposes dated 19.07.2023 (in words, on the nineteenth day of July in the year two thousand and twenty-three).

The participant present stated that, despite his Hungarian nationality, he knew the Slovak language in written and spoken form, as he had lived in Slovakia for a long time and there was no need to call an interpreter.

--The participant, after declaring that he has full legal capacity, has requested me to include the following in this notarial deed in accordance with the provisions of Section 46 of the Notarial Code: -

Resolution of the sole shareholder of the European company

Newgrange Business SE

in the exercise of the powers of the Extraordinary General Meeting

pursuant to Section 190 (1) of the Commercial Code

(Act No. 513/1991 Coll., as amended)

I. The present participant István Zoltán Noll (as above) submitted an extract from the Commercial Register dated 19.07.2023 (in words, the nineteenth day of July in the year two thousand and twenty-three) and declared that the extract is not complete and correct. In the meantime, the shares of the Company have been transferred and, pursuant to the affidavit of the Chairman of the Board of Directors, István Zoltán Noll (as above), dated 26.07.2023 (in words, the twenty-sixth day of July in the year two thousand and twenty-three), the sole shareholder of the Company is István Zoltán Noll, born on 04.09.1987, permanent resident Kossuth Utca 102, 9456 Kisláng, Hungary, citizen of Hungary, owner and holder of ordinary registered shares in the number of 10 (in word ten) pieces, in the nominal value of the share 12 000,-€ (in word twelve thousand euro), i.e. he is the sole shareholder of the Company, whose participation in the Company's share capital of EUR 120 000,- Eur (twenty-one thousand euros and zero euro cents) represents 100% (in words one hundred percent).

1. The first part of the document is a letter from the President of the United States to the Congress, dated January 3, 1862. It is a very important document, as it contains the President's annual message to Congress. The letter is written in a formal, dignified style, and it is one of the most important documents in the history of the United States.

2. The second part of the document is a report from the Secretary of the Interior, dated January 3, 1862. It is a very important document, as it contains the Secretary's annual report to the President. The report is written in a formal, dignified style, and it is one of the most important documents in the history of the United States.

3. The third part of the document is a report from the Secretary of the Treasury, dated January 3, 1862. It is a very important document, as it contains the Secretary's annual report to the President. The report is written in a formal, dignified style, and it is one of the most important documents in the history of the United States.

4. The fourth part of the document is a report from the Secretary of the War, dated January 3, 1862. It is a very important document, as it contains the Secretary's annual report to the President. The report is written in a formal, dignified style, and it is one of the most important documents in the history of the United States.

5. The fifth part of the document is a report from the Secretary of the Navy, dated January 3, 1862. It is a very important document, as it contains the Secretary's annual report to the President. The report is written in a formal, dignified style, and it is one of the most important documents in the history of the United States.

6. The sixth part of the document is a report from the Secretary of the State, dated January 3, 1862. It is a very important document, as it contains the Secretary's annual report to the President. The report is written in a formal, dignified style, and it is one of the most important documents in the history of the United States.

7. The seventh part of the document is a report from the Secretary of the War, dated January 3, 1862. It is a very important document, as it contains the Secretary's annual report to the President. The report is written in a formal, dignified style, and it is one of the most important documents in the history of the United States.

8. The eighth part of the document is a report from the Secretary of the Navy, dated January 3, 1862. It is a very important document, as it contains the Secretary's annual report to the President. The report is written in a formal, dignified style, and it is one of the most important documents in the history of the United States.

9. The ninth part of the document is a report from the Secretary of the State, dated January 3, 1862. It is a very important document, as it contains the Secretary's annual report to the President. The report is written in a formal, dignified style, and it is one of the most important documents in the history of the United States.

10. The tenth part of the document is a report from the Secretary of the War, dated January 3, 1862. It is a very important document, as it contains the Secretary's annual report to the President. The report is written in a formal, dignified style, and it is one of the most important documents in the history of the United States.

II. Present participant István Zoltán Noll (as above) The sole shareholder of the Company, exercising the powers of the General Meeting of the Company pursuant to §190(1) of Act No. 513/1991 Coll., the Commercial Code, has adopted the following decision today: -----

Page two-----No. 115/2023
Decision No. 1/2023 -----

--The sole shareholder of the Company has resolved to relocate the Company's European registered office abroad, namely to the Republic of Ireland, with its new registered office to be located at 69 Esker Wood Drive Lucan K 78 PX45, Republic of Ireland.-----

---The participant declares that, in accordance with §95 of Act No. 323/1992 Coll. on Notaries and Notarial Activities, he has been informed of the amount of the notary's remuneration for the provision of the legal service of drawing up this notarial deed prior to the provision of the service.-----

- The participant of the legal act hereby declares that he agrees to the fact that the notary corrects the detected writing, counting or other obvious incorrectness by a clause under the finished text of this notarial deed within the meaning of § 43 paragraph 2 of the Act on Notarial Deeds, as amended by the Act on Notarial Deeds 323/1992 Coll. as amended.-----

-I have drawn up the notarial deed about this, the participant has read it, and has approved it as complete and correct and signed it in his own handwriting as a token of his agreement with its contents.-----

----- In Trenčín, on 26.07.2023 -----

Newgrange Business SE on behalf of Noll István handwriting-----
Karasová - notary handwriting-----
Round stamp

I certify that this certified copy of the notarial deed, consisting of two pages, which I am issuing, fully identical with the original thereof deposited in the Collection of Notarial Deeds at the Notary Office of Mgr. Andrea Karasova, Notary Public based in Trenčín, under file mark N115/2023, NZ20227/2023 and registered in the Notarial Central Register of Deeds under No. NCRI 20821/2023

----- In Trenčín on 26.07.2023 -----

Round stamp with the state symbol of the Slovak Republic and the text :
Mgr. Andrea Karasová*Notary* Trenčín *1* /illegible signature/

1. The first part of the document is a list of the names of the persons who have been appointed to the various positions of the Board of Directors of the Corporation.

2. The second part of the document is a list of the names of the persons who have been appointed to the various positions of the Board of Directors of the Corporation.

3. The third part of the document is a list of the names of the persons who have been appointed to the various positions of the Board of Directors of the Corporation.

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12. The twelfth part of the document is a list of the names of the persons who have been appointed to the various positions of the Board of Directors of the Corporation.

13. The thirteenth part of the document is a list of the names of the persons who have been appointed to the various positions of the Board of Directors of the Corporation.

Košice, 27.7.2023



Prividí

Preklad som vypracovala (overila) ako prekladateľka zapísaná v zozname znalcov, tlmočníkov a prekladateľov, ktorý vedie Ministerstvo spravodlivosti Slovenskej republiky v odbore jazyk slovenský, anglický a nemecký, evidenčné číslo prekladateľa 970597. Preklad v denníku je zapísaný pod číslom... 916 / 2023. Preklad súhlasí s prekladanou listinou.
Zároveň vyhlasujem že som si vedomá následkov vedome nepravdivého prekladu.

I have executed (verified) the translation as a translator registered in the List of Experts, Interpreters and Translators of the Ministry of Justice of the Slovak Republic in the field Slovak, English and German language, translator registration number 970597.
The translation is registered in the translator's diary under the number ... 916 / 2023.
The translation corresponds with the translated document.
I also declare that am aware of knowingly false translation.

Prividí



THE
OFFICE OF THE
ATTORNEY GENERAL
STATE OF NEW YORK
ALBANY

IN SENATE
JANUARY 10, 1906

*Úradný preklad
Sworn Translation*

- // *Predmet prekladu / Object of the Translation: NOTÁRSKA ZÁPISNICA
NOTARIAL DEED*
- 2/ *Zadávaťel' / Order party: Newgrange Business SE, SR*
- 3/ *Číslo prekladu / Translation reg. No.: 417/2023*
- 4/ *Úradný prekladateľ / Sworn translator: Ing. Dagmar Prividi, Komenského 15, Košice*
- 5/ *Translation from (language): Slovak / Jazyk prekladanej listiny: slovenský/Slovak*
- 6/ *Translation into(language): English / Jazyk preloženej listiny: anglický/English*
- 7/ *Počet strán prekladanej listiny/No. of pages of original document: 3*
- 8/ *Počet preloženej listiny / No. of pages of translated document: 3*
- 9/ *Počet vyhotovení / No. of copies: 1*
- 10/ *Miesto, dátum vyhotovenia / Place and date of issue: Košice, 27.07.2023*



Notárska zápisnica

napísaná a podpísaná dňa 26.07.2023 (slovom dvadsiateho siesteho júla roku dvetisícdvadsaťtri) v notárskej kancelárii notárskeho spoločenstva Zuzany Karasovej a Andrey Karasovej, so sídlom Piaristická 44, 911 01 Trenčín, mnou notárkou Mgr. Andreou Karasovou

— Dnesného dňa sa dostavil o 13:15 hod. (slovom trinástej hodine pätnástej minúte) do Notárskeho úradu účastník právneho úkonu:

— obchodná spoločnosť **Newgrange Business SE**, IČO: 55 367 771, sídlo: Jenisejská 45 A, 040 12 Košice – mestská časť Nad Jazerom, Slovenská republika, toho času zapísaná: Obchodný register Mestského súdu Košice, Oddiel Po, Vložka číslo 1994/V, predseda predstavenstva: István Zoltán Noll, narodený 04.09.1987, bytom Kossuth Utca 102, 8156 Kisláng, Maďarsko, občan Maďarska, ktorého osobná totožnosť bola zákonným spôsobom zistená z platného dokladu totožnosti: občiansky preukaz č. 188986TA a 944822LM

existencia právnickej osoby ako aj oprávnenie konať v jej mene boli preukázané výpisom z Obchodného registra zo dňa 19.07.2023 (slovom devätnásteho júla roku dvetisícdvadsaťtri)

— Účastník ma po vyhlásení, že je plne spôsobilý na právne úkony, požiadal, aby som v zmysle ustanovenia § 64 a nasl. zákona číslo 323/1992 Zb. o notároch a notárskej činnosti (Notársky poriadok) v znení neskorších právnych predpisov do tejto notárskej zápisnice spísala nasledovne:

Osvedčenie**pri premiestnení sídla obchodnej spoločnosti do zahraničia**

— Ja, Mgr. Andreá Karasová, notár, so sídlom Notárskeho úradu v Trenčíne, Piaristická 7414/44, podľa ustanovení článku Čl. 8 ods. 2 nariadenia Rady (ES) č. 2157/2001 o statuse európskej spoločnosti a podľa ustanovení zákona č. 562/2004 Z. z. o európskej spoločnosti a o zmene a doplnení niektorých zákonov pre účely vydania osvedčenia pri premiestnení zapísaného sídla európskej spoločnosti, obchodnej spoločnosti **Newgrange Business SE**, IČO: 55 367 771, sídlo: Jenisejská 45 A, 040 12 Košice – mestská časť Nad Jazerom, Slovenská republika, toho času zapísaná: Obchodný register Mestského súdu Košice, Oddiel Po, Vložka číslo 1994/V, ďalej aj ako „**Spoločnosť**“, zo Slovenskej republiky do Írskej republiky, osvedčuje, že mi boli predložené tieto dokumenty:

- výpisu z Obchodného registra zo dňa 19.07.2023 (slovom devätnásteho júla roku dvetisícdvadsaťtri);
- rozhodnutie jediného akcionára vykonávajúceho pôsobnosť valného zhromaždenia zo dňa 26.07.2023 (slovom dvadsiateho siesteho júla roku dvetisícdvadsaťtri), ktorým bolo rozhodnuté o premiestnení zapísaného sídla do zahraničia a došlo k schváleniu projektu premiestnenia zapísaného sídla európskej spoločnosti do zahraničia;
- projekt premiestnenia zapísaného sídla európskej spoločnosti do zahraničia spolu s úplným znením stanov po premiestnení sídla (ďalej len ako „projekt“);
- oznámenie z obchodného vestníka č. 66/2023 zo dňa 04.04.2023 (slovom štvrtého apríla roku dvetisícdvadsaťtri), že došlo k zverejneniu projektu a uloženiu do Zbierky listín dňa 10.03.2023 (slovom desiateho marca roku dvetisícdvadsaťtri);
- správa vysvetľujúca a odôvodňujúca právne a ekonomické aspekty premiestnenia sídla

- spoločnosti zo 20.07.2023 (slovom dvadsiateho júla roku dvetisícdvadsaťtri), -----
- potvrdenie Mestského súdu Košice zo dňa 19.07.2023 (slovom devätnásteho júla roku dvetisícdvadsaťtri) o tom, že na majetok Spoločnosti od 31.03.2023 (slovom tridsiateho prvého marca roku dvetisícdvadsaťtri) do 19.07.2023 (slovom devätnásteho júla roku dvetisícdvadsaťtri) na Mestskom súde Košice nebol podaný návrh na začatie konkurzného konania, nebolo začaté konkurzné konanie, nebol vyhlásený konkurz na majetok, nebolo zastavené konkurzné konanie pre nedostatok majetku, nebol zrušený konkurz pre nedostatok majetku, nebol podaný návrh na povolenie reštrukturalizácie, nebolo začaté reštrukturalizačné konanie, nebola povolená reštrukturalizácia, spoločnosť nie je v reštrukturalizácii. -----
 - výpis z registra trestov spoločnosti Newgrange Business SE, -----
 - písomné prehlásenia predsedu predstavenstva spoločnosti, že spoločnosť má jediného akcionára, nemá žiadnych zamestnancov a nemá žiadnych veriteľov, nepoberá žiadne dotácie, -----
 - písomné prehlásenia predsedu predstavenstva spoločnosti, že nemá vedomosť o tom, že by niekto podal návrh na vyslovenie neplatnosti rozhodnutia jediného akcionára vykonávajúceho pôsobnosť valného zhromaždenia zo dňa 26.07.2023 (slovom dvadsiateho šiesteho júla roku dvetisícdvadsaťtri), -----
 - písomné prehlásenia predsedu predstavenstva spoločnosti, o tom že všetky dokumenty a listiny podľa zákonných ustanovení boli voľne dostupné k nahliadnutiu akcionára v sídle spoločnosti, pričom bol zároveň upozornený, že do týchto dokumentov môže nahliadať a robiť si z nich potrebné výpisky, odpisy, -----
 - písomné prehlásenia predsedu predstavenstva spoločnosti, že v zmysle platnej právnej úpravy nie je potrebné k premiestneniu sídla spoločnosti doložiť žiadne právoplatné a vykonateľné rozhodnutie orgánov verejnej moci, či orgánov Európskeho spoločenstva. -----

--- Ja, Mgr. Andrea Karasová, notár so sídlom Notárskeho úradu v Trenčíne, Piaristická 7414/44, pre účely premiestnenia sídla obchodnej spoločnosti **Newgrange Business SE**, IČO: 55 367 771, sídlo: Jenisejská 45 A, 040 12 Košice – mestská časť Nad Jazerom, Slovenská republika, toho času zapísaná: Obchodný register Mestského súdu Košice, Oddiel: Po, Vložka číslo 1994/V, do Írskej republiky, na základe vyššie uvedených skutočností a predložených listín týmto osvedčujem, že Spoločnosť splnila, v súlade s právnou úpravou, formálne požiadavky a vykonala právne úkony potrebné k cezhraničnému premiestneniu sídla európskej spoločnosti. -----

--- Účastník vyhlasuje, že v súlade s § 95 zákona číslo 323/1992 Zb. o notároch a notárskej činnosti (Notársky poriadok) bol informovaný o výške odmeny notára za poskytnutie právnej služby - spísanie tejto notárskej zápisnice pred začatím úkonu právnej služby. -----

--- Účastník právneho úkonu týmto vyhlasuje, že súhlasí s tým, aby zistenú chybu v písaní, počítaní alebo inú zrejmu nesprávnosť notár opravil doložkou pod skončený text tejto notárskej zápisnice v zmysle § 43 ods. 2 zák. č. 323/1992 Zb. v znení neskorších predpisov. -----

--- Vyhlásenie účastníka vykonané do notárskej zápisnice neodporuje zákonu, zákon neobchádza a neprieči sa dobrým mravom. -----

--- Účastník tohto právneho úkonu týmto vyhlasuje, že berie na vedomie oznámenie Andrey Karasovej, notárky so sídlom v Trenčíne, o výške poisteného krytia a o poisťovni, v ktorej je notár poistený pre prípad škody v súvislosti so spísaním tejto notárskej zápisnice. -----



---O tom som túto notársku zápisnicu napísala, prítomnému účastníkovi prečítala a vysvetlila, na čo ju tento ako úplnú a správnu schválil a na znak svojho súhlasu s jej obsahom vlastnoručne podpísal. -----

----- V Trenčíne, dňa 26.07.2023 -----

Newgrange Business SE v z. Noll István v.r. -----

Karasová - notár v.r. -----

okružla pečiatka -----

Potvrdzujem, že tento osvedčený odpis notárskej zápisnice, skladajúci sa z troch strán, ktorý vydávam sa plne zhoduje s jeho prvopisom uloženým v Zbierke notárskych zápisníc na Notárskom úrade Mgr. Andrey Karasovej, notárky so sídlom v Trenčíne, pod sp. zn. N 114/2023, NZ 20228/2023 a registrované v Notárskom centrálnom registri listín pod č. NCRls 20823/2023.-----

----- v Trenčíne dňa 26.07.2023 -----





Notarial deed

written and signed on 26.07.2023 (in words, on the twenty-sixth day of July in the year two thousand and twenty-three) in the notary's office of the notarial society of Zuzana Karasova and Andrea Karasova, with the registered office at Piaristická 44, 911 01 Trenčín, by me as notary Mgr. Andrea Karasova-----

--- on today's date, at 13:15 (in words at thirteen o'clock and fifteen minutes), appeared at the Notary's Office participant: -----

---the trading company **Newgrange Business SE**, ID No.: 55 367 771, registered office: Jenisejská 45 A, 040 12 Košice – municipal district Nad Jazerom, Slovak Republic, at that time registered in the Commercial Register of the Municipal Court of Košice, Section: Po, Insert No. 1994/V,, the Chairman of the Board of Directors: István Zoltán Noll born 04.9.1987, permanently resident Kossuth Utca 102,8156 Kisláng, Hungary, citizen of Hungary whose personal identity has been legally established from a valid identity document: identity card No. 188986TA and 944822LM-----

the existence of the legal entity as well as the authorization to act on its behalf were proved by an extract from the Commercial Register dated 19.07.2023 (in words, the nineteenth day of July in the year two thousand and twenty-three).

----The participant, having declared that he has full legal capacity, has asked me to write the following into this notarial deed in accordance with the provisions of §64 et seq. of Act No. 323/1992 Coll. on Notaries and Notarial Activities (Notarial Act), as amended by later legislation the follow: -----

----- Certificate -----

-----for the transfer of the registered office of the company abroad-----

---Me, Mgr. Andrea Karasová, notary, with the seat of the Notary Office in Trenčín, Piaristická 7414/44, pursuant to the provisions of Article 8 sec. 2 of Council Regulation (EC) No. 2157/2001 on the Statute for a European Company and pursuant to the provisions of Act No. 562/2004 Coll. on the European Company and on Amendments and Additions to Certain Acts for the purpose of issuing a certificate for the relocation of the registered office of a European company, to the trading company **Newgrange Business SE**, ID No.: 55 367 771, registered office: Jenisejská 45 A, 040 12 Košice – municipal district Nad Jazerom, Slovak Republic, at that time registered in the Commercial Register of the Municipal Court of Košice, Section: Po, Insert No. 1994/V, hereinafter referred to as the "Company", from the Slovak Republic to the Republic of Ireland, certifies that the following documents have been submitted to me: -----

- an extract from the Commercial Register dated 19.7.2023 ((in words, on the nineteenth day of July in the year two thousand and twenty-three), -----

1. The first part of the document is a letter from the President of the United States to the Congress, dated January 1, 1861. It is a very important document, as it sets out the President's views on the state of the Union and the course of action he proposes to take. The letter is written in a very formal and dignified style, and it is one of the most important documents in the history of the United States.

2. The second part of the document is a report from the Secretary of the Treasury, dated January 1, 1861. It is a very important document, as it sets out the Secretary's views on the state of the Treasury and the course of action he proposes to take. The report is written in a very formal and dignified style, and it is one of the most important documents in the history of the United States.

3. The third part of the document is a report from the Secretary of the Interior, dated January 1, 1861. It is a very important document, as it sets out the Secretary's views on the state of the Interior and the course of action he proposes to take. The report is written in a very formal and dignified style, and it is one of the most important documents in the history of the United States.

4. The fourth part of the document is a report from the Secretary of the War, dated January 1, 1861. It is a very important document, as it sets out the Secretary's views on the state of the War and the course of action he proposes to take. The report is written in a very formal and dignified style, and it is one of the most important documents in the history of the United States.

5. The fifth part of the document is a report from the Secretary of the Navy, dated January 1, 1861. It is a very important document, as it sets out the Secretary's views on the state of the Navy and the course of action he proposes to take. The report is written in a very formal and dignified style, and it is one of the most important documents in the history of the United States.

-the resolution of the sole shareholder exercising the powers of the General Meeting dated 26.07.2023 (in words, on the twenty-sixth day of July two thousand and twenty-three), by which it was resolved to transfer the registered office abroad and the project of transferring the registered office of the European company abroad was approved, -----

- the project for the transfer abroad of the registered office of the European company, together with the full text of the statutes after the transfer of the registered office (hereinafter referred to as 'the project') -----

- a notice from the Commercial bulletin No. 66/2023 dated 04.04.2023 (in words, the fourth day of April two thousand and twenty-three) that the Project was published and deposited in the Register of Deeds on 10.03.2023 (in words, the tenth day of March two thousand and twenty-three) -----

-report explaining and justifying the legal and economic aspects of the relocation of the company's
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registered office dated 20.06.2023 (in words, the twenty day of July two thousand and twenty-three)-

-confirmation of the Municipal Court of Košice dated 19.07.2023 (in words, the nineteenth day of July in the year two thousand and twenty-three) to the effect that on the Company's property from 31.03.2023 (in words, the thirty-first day of March in the year two thousand and twenty-three) to 19.07.2023 (in words, the nineteenth day of July in the year two thousand and twenty-three) on the Municipal Court of Košice no petition for initiation of bankruptcy proceedings has been filed, no bankruptcy proceedings have been initiated, no bankruptcy proceedings have been declared on the property, no bankruptcy proceedings have been discontinued due to lack of property, no bankruptcy proceedings have been cancelled due to lack of property, no petition for authorisation of restructuring has been filed, no restructuring proceedings have been initiated, no restructuring has been authorised, the Company has not been restructured. -----

- extract from the criminal record of Newgrange Business SE-----

- written declarations by the chairman of the company's board of directors that the company has a sole shareholder, has no employees and no creditors, receives no subsidies, -----

- written declarations of the Chairman of the Board of Directors of the company that he is not aware of any petition for annulment of the resolution of the sole shareholder exercising the powers of the General Meeting of Shareholders dated 26.07.2023 (in words, the twenty-sixth day of July two thousand and twenty-three)-----

- written declarations by the Chairman of the Board of Directors of the Company that all documents and deeds as per the statutory provisions were freely available for inspection by the shareholder at the registered office of the Company, and he was also informed that he may inspect such documents and make necessary extracts, copies thereof, -----

- written declarations by the chairman of the company's board of directors to the effect that, in accordance with the legislation in force, no final and enforceable decision of public authorities or European Community bodies is required for the relocation of the company's registered office.-----

- Me, Mgr. Andrea Karasová, Notary Public with registered office in Trenčín, Piaristická 7414/44, for the purpose of relocation of the registered office of the company **Newgrange Business SE**, ID No. of company: 55 367 771, registered office: Jenisejská 45 A, 040 12 Košice – municipal district Nad Jazerom, Slovak Republic, at that time registered in the Commercial Register of the Municipal Court of Košice, Section: Po, Insert No. 1994/V, to the Republic of Ireland, on the basis of the above facts and the submitted documents, I hereby certify that the Company has, in accordance with the legislation, fulfilled the formal requirements and performed the legal acts necessary for the cross-border transfer

1. The first part of the document discusses the importance of maintaining accurate records of all transactions and activities. It emphasizes that this is essential for ensuring transparency and accountability in the organization's operations.

2. The second part of the document outlines the various methods and tools used to collect and analyze data. It highlights the need for a systematic approach to data collection and the importance of using reliable sources of information.

3. The third part of the document describes the process of identifying and addressing potential risks and challenges. It stresses the importance of proactive risk management and the need to develop effective strategies to mitigate any potential threats.

4. The fourth part of the document discusses the role of communication and collaboration in achieving the organization's goals. It emphasizes the importance of clear communication and the need for all team members to work together effectively.

5. The fifth part of the document outlines the various metrics and indicators used to measure the organization's performance. It highlights the need for a balanced scorecard approach that takes into account both financial and non-financial factors.

6. The sixth part of the document describes the process of reviewing and evaluating the organization's progress. It emphasizes the importance of regular reviews and the need to make adjustments as necessary to stay on track.

7. The seventh part of the document discusses the role of leadership in driving the organization's success. It emphasizes the importance of strong leadership and the need for leaders to set a clear vision and inspire their team to achieve it.

of the registered office of the European company.-----

- The Participant declares that, in accordance with § 95 of Act No. 323/1992 Coll. on Notaries and Notarial Activities (Notarial Code), he has been informed of the amount of the notary's fee for the provision of the legal service - the drawing up of this notarial deed prior to the commencement of the act of legal service.-----

-The participant in the legal transaction hereby declares that he agrees to the fact that the notary corrects the detected clerical or calculation error or other obvious inaccuracy by a clause under the finished text of this notarial deed within the meaning of § 43 sec.2 of the Act No. 323/1992 Coll. as amended.-----

- The statement made by the party in the notarial deed does not contradict the law, does not circumvent the law and does not contravene good morals. -----

- The participant of this legal act hereby declares that he/she takes note of the notification of Andrea Karasova, notary based in Trenčín, about the amount of the insured coverage and the insurance company where the notary is insured for damages in connection with the execution of this notarial deed. -----

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-I have written this notarial deed, read and explained it to the participant present, whereupon the latter has approved it as complete and correct and has signed it in his own handwriting as a token of his agreement with its contents.

-----in Trenčín, on 26.07.2023-----

Newgrange Business SE on behalf of Noll István handwriting -----

Karasová - notary handwriting -----

round stamp -----

I certify that this certified copy of the notarial deed, consisting of three pages, which I am issuing, fully corresponds to the original thereof deposited in the Collection of Notarial Minutes at the Notary Office of Mgr. Andrea Karasova, Notary Public based in Trenčín, under file mark No. N 114/2023, NZ 20228/2023 and registered in the Notarial Central Register of Deeds under No. NCRI 20823/2023

----- in Trenčín on 26.07.2023-----

Round stamp with the state symbol of the Slovak Republic and the text :

Mgr. Andrea Karasová*Notary* Trenčín *1* /illegible signature/

1. The first part of the document is a list of the names of the persons who have been appointed to the various positions of the Board of Directors of the Corporation.

2. The second part of the document is a list of the names of the persons who have been appointed to the various positions of the Board of Directors of the Corporation.

3. The third part of the document is a list of the names of the persons who have been appointed to the various positions of the Board of Directors of the Corporation.

4. The fourth part of the document is a list of the names of the persons who have been appointed to the various positions of the Board of Directors of the Corporation.

5. The fifth part of the document is a list of the names of the persons who have been appointed to the various positions of the Board of Directors of the Corporation.

6. The sixth part of the document is a list of the names of the persons who have been appointed to the various positions of the Board of Directors of the Corporation.

7. The seventh part of the document is a list of the names of the persons who have been appointed to the various positions of the Board of Directors of the Corporation.

Košice, 24.7.2023



Prividí

Preklad som vypracovala (overila) ako prekladateľka zapísaná v zozname znalcov, tlmočníkov a prekladateľov, ktorý vedie Ministerstvo spravodlivosti Slovenskej republiky v odbore jazyk slovenský, anglický a nemecký, evidenčné číslo prekladateľa 970597. Preklad v denníku je zapísaný pod číslom 917. Preklad súhlasí s prekladanou listinou.
Zároveň vyhlasujem že som si vedomá následkov vedome nepravdivého prekladu.

I have executed (verified) the translation as a translator registered in the List of Experts, Interpreters and Translators of the Ministry of Justice of the Slovak Republic in the field Slovak, English and German language, translator registration number 970597.

The translation is registered in the translator's diary under the number 917. 2023

The translation corresponds with the translated document.

I also declare that I am aware of knowingly false translation.

Prividí

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Notárska zápisnica

napísaná a podpísaná dňa 26.07.2023 (slovom dvadsiateho šiesteho júla roku dvetisícdvadsaťtri) v notárskej kancelárii notárskeho spoločenstva Zuzany Karasovej a Andrey Karasovej, so sídlom Piaristická 44, 911 01 Trenčín, notárkou Mgr. Andreou Karasovou-----

—Dnešného dňa sa dostavil o 13:00 hod. (slovom trinástej hodine) do Notárskeho úradu účastník: -----

--- István Zoltán Noll, narodený 04.09.1987, bytom Kossuth Utca 102, 8156 Kisláng, Maďarsko, občan: Maďarska, ktorého osobná totožnosť bola zákonným spôsobom zistená z platného dokladu totožnosti: občiansky preukaz č. 188986TA a 944822LM ako jediný akcionár európskej spoločnosti **Newgrange Business SE**, IČO: 55 367 771, sídlo: Jenisejská 45 A, 040 12 Košice – mestská časť Nad Jazerom, Slovenská republika, toho času zapísaná: Obchodný register Mestského súdu Košice, Oddiel: Po, Vložka číslo 1994/V, (ďalej len „**Spoločnosť**“), ktorého existencia právnickej osoby bola zistená výpisom z Obchodného registra na právne účely zo dňa 19.07.2023 (slovom devätnásteho júla roku dvetisícdvadsaťtri).-----

Prítomný účastník vyhlásil, že napriek maďarskej národnosti ovláda slovenský jazyk slovom a písmom, nakoľko dlhodobo žije na území Slovenska a nie je potrebné prizvať žiadneho tlmočníka. -----

---Účastník ma po vyhlásení, že je plne spôsobilý na právne úkony, požiadal, aby som v zmysle ustanovenia § 46 Notárskeho poriadku do tejto notárskej zápisnice pojala nasledovné:-

-----**Rozhodnutie jediného akcionára európskej spoločnosti**-----

----- **Newgrange Business SE** -----

-----**pri výkone pôsobnosti mimoriadneho valného zhromaždenia**-----

-----**podľa ust. § 190 ods. 1 Obchodného zákonníka**-----

-----**(zákon č. 513/1991 Zb. v znení neskorších zmien a doplnení)**-----

I. Prítomný účastník István Zoltán Noll (gen. ako hore) predložil výpisu z obchodného registra zo dňa 19.07.2023 (slovom devätnásteho júla roku dvetisícdvadsaťtri) a vyhlásil, že výpis nie je úplný a správny. Medzičasom došlo k prevodu akcií Spoločnosti a na základe čestného prehlásia predsedu predstavenstva Istvána Zoltána Nolla (gen. ako hore) zo dňa 26.07.2023 (slovom dvadsiateho šiesteho júla roku dvetisícdvadsaťtri), jediným akcionárom Spoločnosti je István Zoltán Noll, narodený 4.9.1987, bytom Kossuth Utca 102, 9156 Kisláng, Maďarsko, občan: Maďarska, majiteľ a držiteľ kmeňových listinných akcií na meno v počte 10 (slovom desať) kusov, v menovitej hodnote akcie 12 000,-€ (slovom dvanásťtisíc eur), t.j. je jediným akcionárom Spoločnosti, ktorého účasť na jej základnom imaní vo výške 120 000,- Eur (jednostodvadsaťtisíc eur a nula eurocentov) predstavuje 100% (slovom jednosto percent).-----

II. Prítomný účastník István Zoltán Noll (gen. ako hore) Jediný akcionár Spoločnosti, vykonávajúci v zmysle §190 ods. 1, zákona č. 513/1991 Zb., Obchodného zákonníka pôsobnosť valného zhromaždenia Spoločnosti, dnešného dňa prijal toto rozhodnutie: -----

Strana druhá -----N 115/2023
Rozhodnutie č. 1/2023 -----

---Jediný akcionár Spoločnosti rozhodol o premiestnení sídla európskej spoločnosti do zahraničia, konkrétne do Írskej republiky, pričom jej novým sídlom bude adresa: 69 Esker Wood Drive Lucan K 78 PX45, Írska republika. -----

---Účastník vyhlasuje, že v súlade s § 95 zákona číslo 323/1992 Zb. o notároch a notárskej činnosti bol oboznámený s výškou odmeny notára za poskytnutie právnej služby - spísanie tejto notárskej zápisnice pred poskytnutím služby.-----

---Účastník právneho úkonu týmto vyhlasuje, že súhlasí s tým, aby zistenú chybu v písaní, počítaní alebo inú zrejmú nesprávnosť notár opravil doložkou pod skončený text tejto notárskej zápisnice v zmysle § 43 ods. 2 zák. č. 323/1992 Zb. v znení neskorších predpisov.-----

---O tomto som notársku zápisnicu spísala, účastník si ju prečítal, na čo ju ako úplnú a správnu schválil a na znak svojho súhlasu s jej obsahom dnes vlastnoručne podpísal.-----

----- V Trenčíne, dňa 26.07.2023 -----
Newgrange Business SE v z. Noll István v.r. -----
Karasová - notár v.r. -----
okružla pečiatka -----

Potvrdzujem, že tento osvedčený odpis notárskej zápisnice, skladajúci sa z dvoch strán, ktorý vydávam sa plne zhoduje s jeho prvopisom uloženým v Zbierke notárskych zápisníc na Notárskom úrade Mgr. Andrey Karasovej, notárky so sídlom v Trenčíne, pod sp. zn. N 115/2023, NZ 20227/2023 a registrované v Notárskom centrálnom registri listín pod č. NCRLs 20821/2023. -----

----- v Trenčíne dňa 26.07.2023 -----



Notárska zápisnica

napísaná a podpísaná dňa 26.07.2023 (slovom dvadsiateho šiesteho júla roku dvetisícdvadsaťtri) v notárskej kancelárii notárskeho spoločenstva Zuzany Karasovej a Andrey Karasovej, so sídlom Piaristická 44, 911 01 Trenčín, mnou notárkou Mgr. Andreou Karasovou -----

—Dnešného dňa sa dostavil o 13:15 hod. (slovom trinástej hodine pätnástej minúte) do Notárskeho úradu účastník právneho úkonu: -----

— obchodná spoločnosť **Newgrange Business SE**, IČO: 55 367 771, sídlo: Jenisejská 45 A, 040 12 Košice – mestská časť Nad Jazerom, Slovenská republika, toho času zapísaná: Obchodný register Mestského súdu Košice, Oddiel: Po, Vložka číslo 1994/V, predseda predstavenstva: István Zoltán Noll, narodený 04.09.1987, bytom Kossuth Utca 102, 8156 Kisláng, Maďarsko, občan: Maďarska, ktorého osobná totožnosť bola zákonným spôsobom zistená z platného dokladu totožnosti: občiansky preukaz č. 188986TA a 944822LM -----

existencia právnickej osoby ako aj oprávnenie konať v jej mene boli preukázané výpisom z Obchodného registra zo dňa 19.07.2023 (slovom devätnásteho júla roku dvetisícdvadsaťtri).-----

—Účastník ma po vyhlásení, že je plne spôsobilý na právne úkony, požiadal, aby som v zmysle ustanovenia § 64 a nasl. zákona číslo 323/1992 Zb. o notároch a notárskej činnosti (Notársky poriadok) v znení neskorších právnych predpisov do tejto notárskej zápisnice spísala nasledovné:-----

----- **Osvedčenie** -----

----- **pri premiestnení sídla obchodnej spoločnosti do zahraničia**-----

—Ja, Mgr. Andrea Karasová, notár, so sídlom Notárskeho úradu v Trenčíne, Piaristická 7414/44, podľa ustanovení článku Čl. 8 ods. 2 nariadenia Rady (ES) č. 2157/2001 o statuse európskej spoločnosti a podľa ustanovení zákona č. 562/2004 Z. z. o európskej spoločnosti a o zmene a doplnení niektorých zákonov pre účely vydania osvedčenia pri premiestnení zapísaného sídla európskej spoločnosti, obchodnej spoločnosť **Newgrange Business SE**, IČO: 55 367 771, sídlo: Jenisejská 45 A, 040 12 Košice – mestská časť Nad Jazerom, Slovenská republika, toho času zapísaná: Obchodný register Mestského súdu Košice, Oddiel: Po, Vložka číslo 1994/V, ďalej aj ako „**Spoločnosť**“, zo Slovenskej republiky do Írskej republiky, osvedčuje, že mi boli predložené tieto dokumenty: -----

- výpisu z Obchodného registra zo dňa 19.07.2023 (slovom devätnásteho júla roku dvetisícdvadsaťtri),-----
- rozhodnutie jediného akcionára vykonávajúceho pôsobnosť valného zhromaždenia zo dňa 26.07.2023 (slovom dvadsiateho šiesteho júla roku dvetisícdvadsaťtri), ktorým bolo rozhodnuté o premiestnení zapísaného sídla do zahraničia a došlo k schváleniu projekt premiestnenia zapísaného sídla európskej spoločnosti do zahraničia, -----
- projekt premiestnenia zapísaného sídla európskej spoločnosti do zahraničia spolu s úplným znením stanov po premiestnení sídla (ďalej len ako „projekt“), -----
- oznámenie z obchodného vestníka č. 66/2023 zo dňa 04.04.2023 (slovom štvrtého apríla roku dvetisícdvadsaťtri), že došlo k zverejneniu projektu a uloženiu do Zbierky listín dňa 10.03.2023 (slovom desiateho marca roku dvetisícdvadsaťtri), -----
- správa vysvetľujúca a odôvodňujúca právne a ekonomické aspekty premiestnenia sídla

- spoločnosti zo 20.07.2023 (slovom dvadsiateho júla roku dvetisícdvadsaťtri), -----
- potvrdenie Mestského súdu Košice zo dňa 19.07.2023 (slovom devätnásteho júla roku dvetisícdvadsaťtri) o tom, že na majetok Spoločnosti od 31.03.2023 (slovom tridsiateho prvého marca roku dvetisícdvadsaťtri) do 19.07.2023 (slovom devätnásteho júla roku dvetisícdvadsaťtri) na Mestskom súde Košice nebol podaný návrh na začatie konkurzného konania, nebolo začaté konkurzné konanie, nebol vyhlásený konkurz na majetok, nebolo zastavené konkurzné konanie pre nedostatok majetku, nebol zrušený konkurz pre nedostatok majetku, nebol podaný návrh na povolenie reštrukturalizácie, nebolo začaté reštrukturalizačné konanie, nebola povolená reštrukturalizácia, spoločnosť nie je v reštrukturalizácii. -----
 - výpis z registra trestov spoločnosti Newgrange Business SE, -----
 - písomné prehlásenia predsedu predstavenstva spoločnosti, že spoločnosť má jediného akcionára, nemá žiadnych zamestnancov a nemá žiadnych veriteľov, nepoberá žiadne dotácie, -----
 - písomné prehlásenia predsedu predstavenstva spoločnosti, že nemá vedomosť o tom, že by niekto podal návrh na vyslovenie neplatnosti rozhodnutia jediného akcionára vykonávajúceho pôsobnosť valného zhromaždenia zo dňa 26.07.2023 (slovom dvadsiateho šiesteho júla roku dvetisícdvadsaťtri), -----
 - písomné prehlásenia predsedu predstavenstva spoločnosti, o tom že všetky dokumenty a listiny podľa zákonných ustanovení boli voľne dostupné k nahliadnutiu akcionára v sídle spoločnosti, pričom bol zároveň upozornený, že do týchto dokumentov môže nahliadať a robiť si z nich potrebné výpisky, odpisy, -----
 - písomné prehlásenia predsedu predstavenstva spoločnosti, že v zmysle platnej právnej úpravy nie je potrebné k premiestneniu sídla spoločnosti doložiť žiadne právoplatné a vykonateľné rozhodnutie orgánov verejnej moci, či orgánov Európskeho spoločenstva. -----

--- Ja, Mgr. Andrea Karasová, notár so sídlom Notárskeho úradu v Trenčíne, Piaristická 7414/44, pre účely premiestnenia sídla obchodnej spoločnosti **Newgrange Business SE**, IČO: 55 367 771, sídlo: Jenisejská 45 A, 040 12 Košice – mestská časť Nad Jazerom, Slovenská republika, toho času zapísaná: Obchodný register Mestského súdu Košice, Oddiel: Po, Vložka číslo 1994/V, do Írskej republiky, na základe vyššie uvedených skutočností a predložených listín týmto osvedčujem, že Spoločnosť splnila, v súlade s právnou úpravou, formálne požiadavky a vykonala právne úkony potrebné k cezhraničnému premiestneniu sídla európskej spoločnosti. -----

--- Účastník vyhlasuje, že v súlade s § 95 zákona číslo 323/1992 Zb. o notároch a notárskej činnosti (Notársky poriadok) bol informovaný o výške odmeny notára za poskytnutie právnej služby - spísanie tejto notárskej zápisnice pred začatím úkonu právnej služby. -----

--- Účastník právneho úkonu týmto vyhlasuje, že súhlasí s tým, aby zistenú chybu v písaní, počítaní alebo inú zrejmu nesprávnosť notár opravil doložkou pod skončený text tejto notárskej zápisnice v zmysle § 43 ods. 2 zák. č. 323/1992 Zb. v znení neskorších predpisov. -----

--- Vyhlásenie účastníka vykonané do notárskej zápisnice neodporuje zákonu, zákon neobchádza a neprieči sa dobrým mravom. -----

--- Účastník tohto právneho úkonu týmto vyhlasuje, že berie na vedomie oznámenie Andrey Karasovej, notárky so sídlom v Trenčíne, o výške poisteného krytia a o poisťovni, v ktorej je notár poistený pre prípad škody v súvislosti so spísaním tejto notárskej zápisnice. -----

Strana 3 ----- N 114/2023

---O tom som túto notársku zápisnicu napísala, prítomnému účastníkovi prečítala a vysvetlila, na čo ju tento ako úplnú a správnu schválil a na znak svojho súhlasu s jej obsahom vlastnoručne podpísal. -----

----- V Trenčíne, dňa 26.07.2023 -----

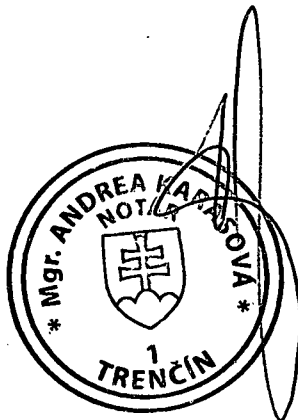
Newgrange Business SE v z. Noll István v.r. -----

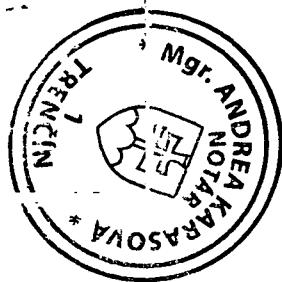
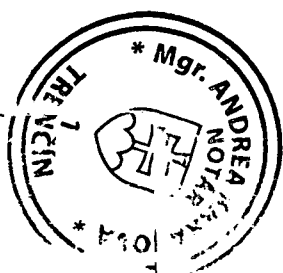
Karasová - notár v.r. -----

okružla pečiatka -----

Potvrdzujem, že tento osvedčený odpis notárskej zápisnice, skladajúci sa z troch strán, ktorý vydávam sa plne zhoduje s jeho prvopisom uloženým v Zbierke notárskych zápisníc na Notárskom úrade Mgr. Andrey Karasovej, notárky so sídlom v Trenčíne, pod sp. zn. N 114/2023, NZ 20228/2023 a registrované v Notárskom centrálnom registri listín pod č. NCRI 20823/2023. ----

----- v Trenčíne dňa 26.07.2023 -----





**BUSINESS REGISTER**
ON INTERNET**Microsoft**

DITEC

Slovensky  |  English**Extract from the Business Register of the City Court Košice****This extract has only indicative character and is not applicable for legal acts!**

Section : Po

Insert No.: 1994/V

Business name:	Newgrange Business SE	(from: 03/31/2023)
Registered seat:	Jenisejská 45 A Košice - mestská časť Nad jazerom 040 12	(from: 03/31/2023)
Identification number (IČO):	55 367 771	(from: 03/31/2023)
Date of entry:	03/31/2023	(from: 03/31/2023)
Legal form:	Societas Europaea	(from: 03/31/2023)
Objects of the company:	Prenájom nehnuteľností, bytových a nebytových priestorov bez poskytovania iných než základných služieb spojených s prenájomom	(from: 03/31/2023)
Management body:	Managing board István Zoltán Noll - Chairman of the Board of Directors Kossuth Utca 162 Kisláng 9156 Maďarsko From: 06/15/2023	(from: 03/31/2023) (from: 06/24/2023)
Acting:	Predstavenstvo koná v mene spoločnosti tak, že navonok za neho koná v mene spoločnosti jediný člen predstavenstva samostatne	(from: 06/24/2023)
Capital:	120 000 EUR Paid up: 120 000 EUR	(from: 03/31/2023)
Shares:	Number of shares: 10 Type: kmeňové Form: listinné Form: akcie na meno Nominal value: 12 000 EUR Limitation of transferability of registered shares: Prevoditeľnosť akcií na meno nie je obmedzená.	(from: 03/31/2023)
Date of updating data in databases:	07/28/2023	
Date of extract :	08/01/2023	

