



Gazette

ISSUE ID: 0000/2026/J/4
CROSS BORDER MOBILITY GAZETTE
11 February 2026

CRO GAZETTE, WEDNESDAY, 11 February 2026

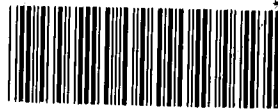
CROSS BORDER MOBILITY SUBMISSIONS RECEIVED BETWEEN 04-FEB-26 AND 10-FEB-26							
Company Number	Company Name	Document	Date of Receipt	Company Number	Company Name	Document	Date of Receipt
807996	UNUFAVU SE	Societas Europaea	09/02/2026				

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 UNUFAVU SE Number 807996 (A Societas Europaea) at the Companies Registration Office, Dublin in the Republic of Ireland on 09 February 2026 and that the said Societas Europaea is registered with the number 807996 and in relation to the Societas Europaea as so registered the following particulars are given pursuant to the Regulations:

- A. UNUFAVU SE
- B. Registration Number- 807996
- C. Date and Place of Registration- 09 February 2026-Dublin ,Ireland
- D. Registered Office- 69 Esker Wood Drive, Lucan, K78 PX45
- E. Sector Activity-Financial Services

Registrar



7524217

SE6

**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)

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Tick box if bond
is attached

note eight



CRO receipt date stamp & barcode

SR7906672

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

SE name

in full/note one

UNUFAVU SE

Proposed financial
year end

note two

Day	Month	Year
3 1	1 2	2 0 2 6

Current details

Registered number

56318901

Date of registration

Day	Month	Year
0 6	0 6	2 0 2 4

Registered office
address

KARPATSKÉ NÁMESTIE 10 A
831 06 BRATISLAVA - MESTSKA CAST RACA
SLOVAKIA

Name and address
of registry

MESTSKY SUD BRATISLAVA III
BIELY KRIZ 615/7, 836 07 BRATISLAVA, SLOVAK REPUBLIC

Presenter details

note six

Name

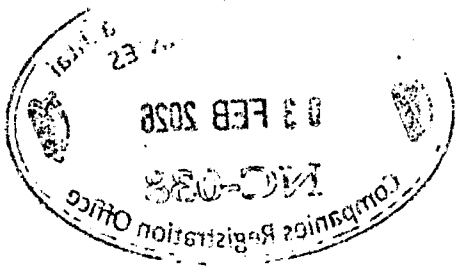
Address

Telephone number

Email

DX number/Exchange

LUDOVIT MOCULENKO	
TOPOLCIANSKA 19	
04011 KOSICE, SLOVAK REPUBLIC	
00421944669022	Fax number
europetransferbusiness@gmail.com	Contact Person
	Reference number



Registered officeProposed 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:

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

CULIK

Former surname

Forename

LEO

Former forename

*note five**note four*

Date of birth

Day: 1 5 Month: 0 1 Year: 1 9 9 3

Number of Body Corporate
(if applicable)Body Corporate Name
(if applicable)Residential address
or registered office
(as applicable)DLHE HONY 5361/10
POPRAD
SLOVAK REPUBLIC*note four*

Postcode

05801

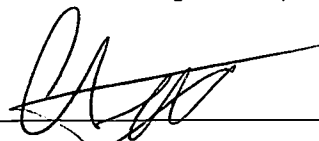
Register

*note four**(body corporate only)*

Consent

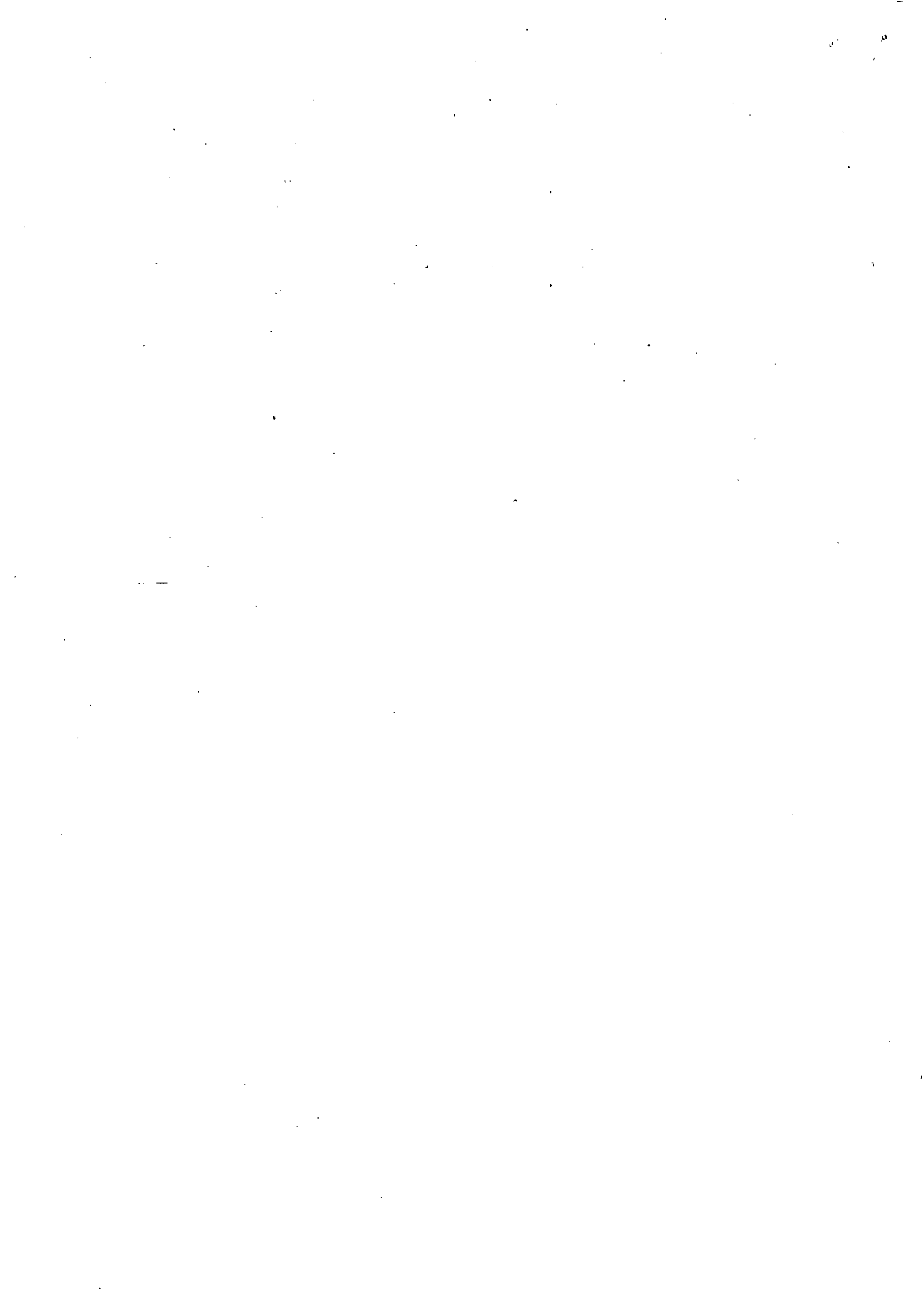
I hereby consent to act as secretary of the aforementioned SE and I acknowledge that as secretary, I have legal duties and obligations imposed by the Companies Act, other statutes and at common law.

Signature



Date

26.1.2026



Director details*including shadow/
alternate directors***Please give details below of the persons who have consented in writing to become directors.***note seven*

Surname

CULIK

Former surname

Forename

FILIP

Former forename

*note four**note five*

Date of birth

Day	Month	Year
29	12	1988

Residential address
note four
DLHE HONY 5361/10
POPRAD
SLOVAK REPUBLIC

Postcode

05801



EEA resident

note eight

Business occupation

MANAGER

Nationality

SLOVAK

Alternate director
note nine

Full director appointing alternate director

note nine

Other directorships

Company/SE *note ten*

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

26.1.2026

Surname

CULIKOVA

Former surname

Forename

KRISTINA

Former forename

*note four**note five*

Date of birth

Day	Month	Year
03	10	1990

Residential address
note four
DLHE HONY 5361/10
POPRAD
SLOVAK REPUBLIC

Postcode

05801



EEA resident

note eight

Business occupation

Nationality

SLOVAK

Alternate director
note nine

Full director appointing alternate director

note nine

Other directorships

Company/SE *note ten*

Place of incorporation

Company number

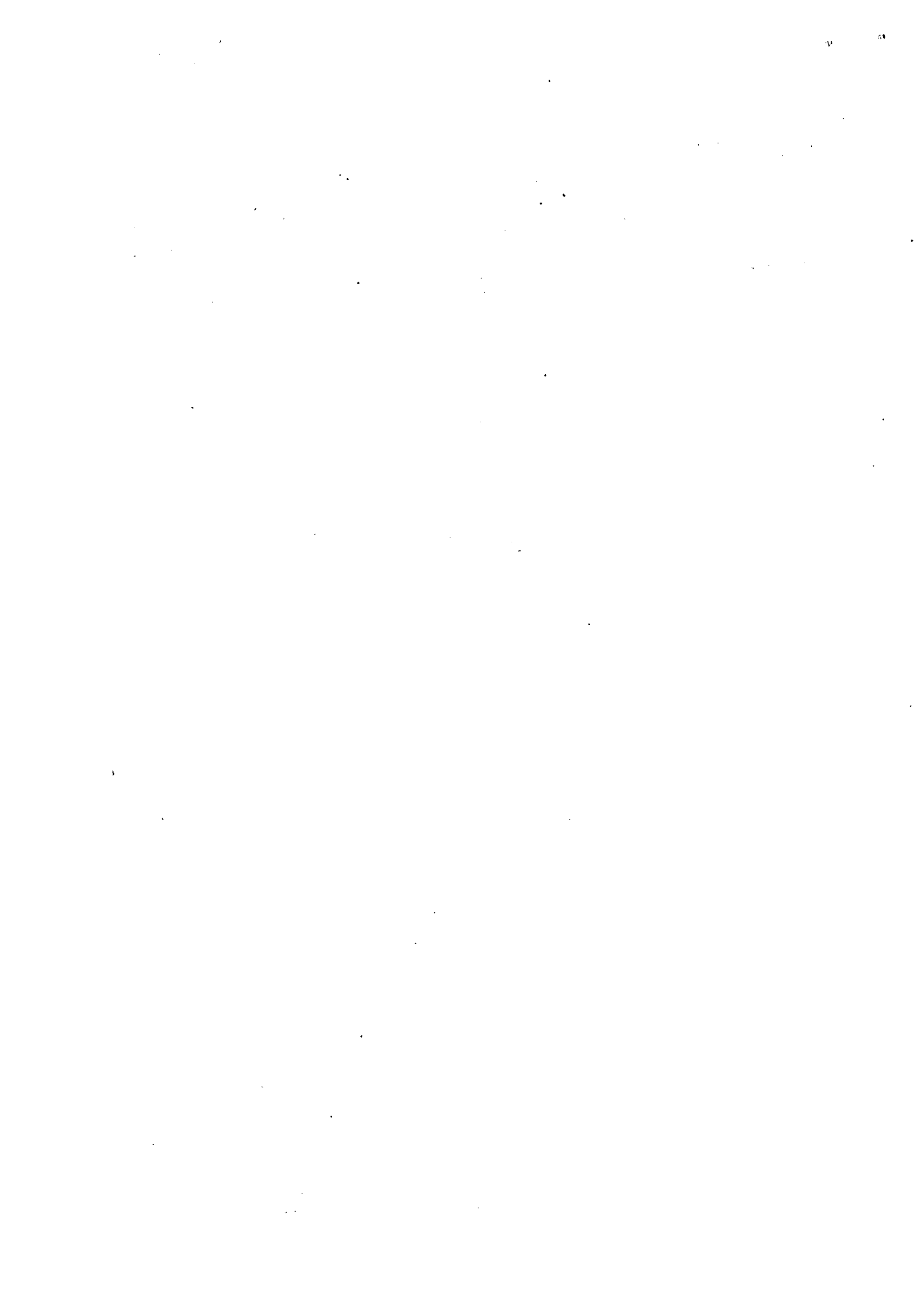
Consent

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

26.1.2026



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

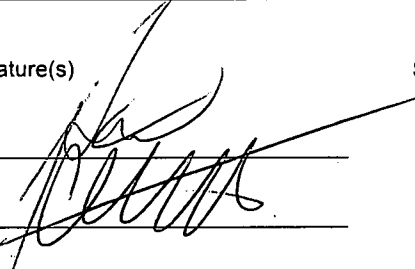
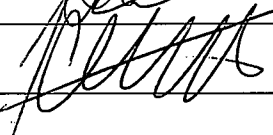
Balance sheet

Date of last balance sheet *if applicable*

Day	Month	Year
<input type="text"/>	<input type="text"/>	<input type="text"/>

Subscribers to statutes

note twelve

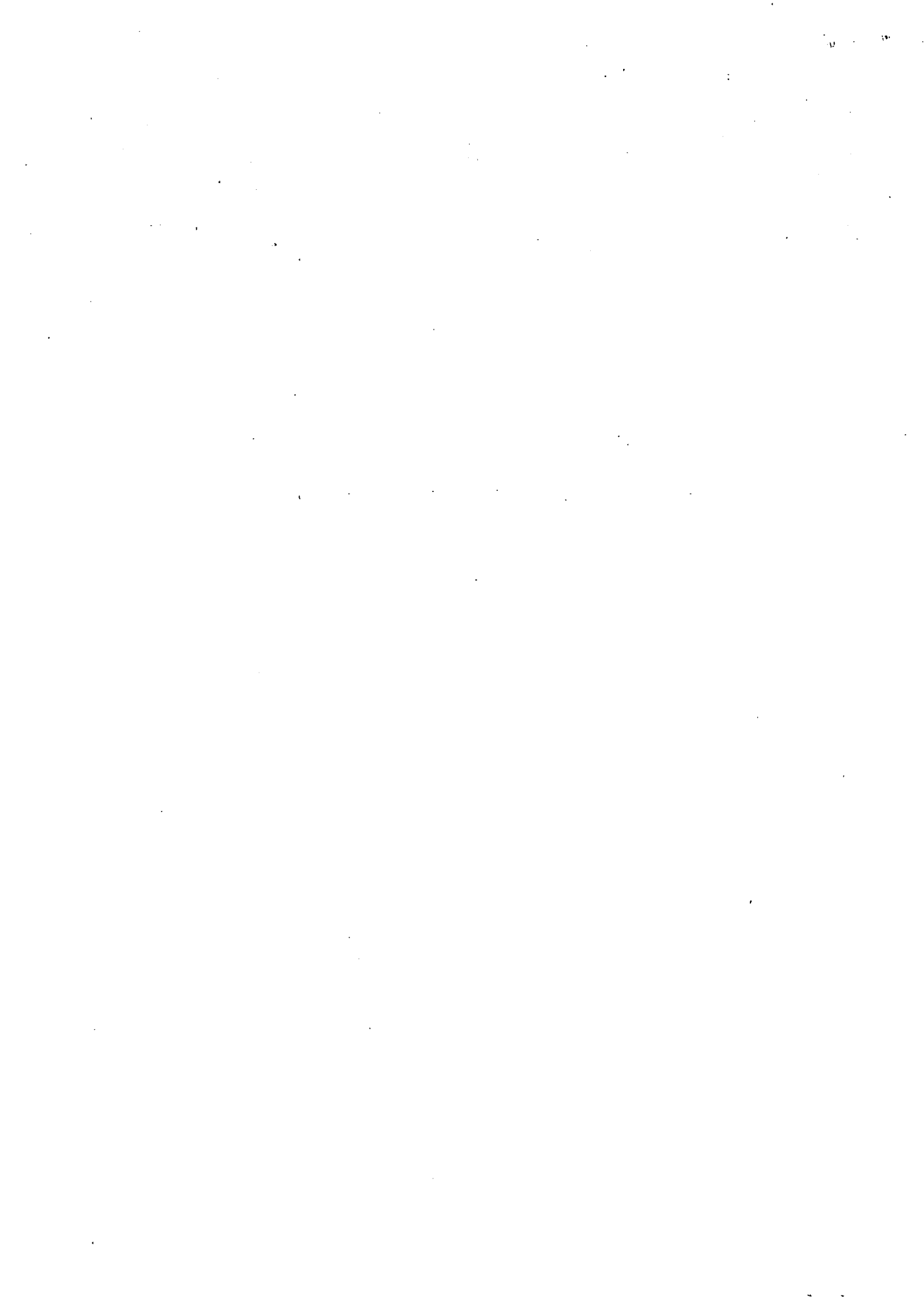
Signature(s)	Subscriber Agent		Date
	<i>Tick one box only</i>		
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	26.1.2026
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	26.1.2026
	<input type="checkbox"/>	<input type="checkbox"/>	
	<input type="checkbox"/>	<input type="checkbox"/>	
	<input type="checkbox"/>	<input type="checkbox"/>	
	<input type="checkbox"/>	<input type="checkbox"/>	
	<input type="checkbox"/>	<input type="checkbox"/>	

SE capital statement

note thirteen

Total value authorised shares €/_ 120000	Total number authorised shares 100	made up as follows:
Class of authorised shares ORDINARY	Number in each class 100	Value per share €/_ 1200
Total value issued shares €/_ 120000	Total number issued shares 100	made up as follows:
Class of shares issued ORDINARY	Number in each class 100	Consideration for each share CASH

note fourteen



Declaration of compliance

note fifteen

I
name in bold capitals

CULIK FILIP

of
residential address

DLHE HONY 5361/10
05801 POPRAD, SLOVAKIA

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

Director

Secretary

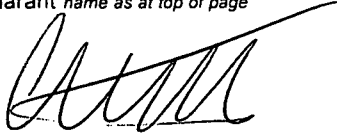
Lawyer engaged in the transfer of the registered office

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 26 day of January 2026

123456789

NOTES ON COMPLETION OF FORM SE6

These notes should be read in conjunction with the relevant legislation.

- General** This form must be completed correctly, in full and in accordance with the following notes. Every section of the form must be completed. Where "not applicable", "nil" or "none" is appropriate, please state.
- Where the space provided on Form SE6 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.
- note one** The proposed name must be given in full and can either be preceded or followed by the abbreviation SE. The proposed name must correspond **exactly** with the SE name given on the accompanying documents.
- note two** Please give details of the proposed financial year-end. Pursuant to Regulation 33, the registrar will assign to the SE an annual return date for the purposes of section 343 of the Companies Act 2014 and will have regard in this context to the SE's financial year-end.
- note three** The SE's registered office must be located within the Republic of Ireland. A full postal address to which post is capable of being readily delivered by the postal service must be given. A P.O. Box will not suffice.
- note four** Insert full name (initials will not suffice) and the usual residential address. Where the secretary is a firm, the name of the firm and registered address ought to be stated and the register where it is registered. Where a person is signing on behalf of a firm which is the secretary, he/she should state that he/she is signing for and on behalf of the SE for which he/she is acting as secretary. His/her name should be printed in bold capitals or typescript below the signature. All secretaries must be over the age of 18 years. (s.131 CA 2014).
- note five** All directors and secretaries must be over the age of 18 years. (s.131 CA 2014). Any former forename and surname must also be stated. However, it does not include the following: (a) In the case of a person usually known by a title different from his/her surname, the name by which he/she is known previous to the adoption of a succession to the title; (b) in the case of any person, a former forename or surname where the forename or surname was changed or disused before the person bearing the name attained the age of 18 years or has been changed or disused for a period of not less than 20 years; (c) in the case of a married person or civil partner, the name or surname by which he/she was known previous to his/her marriage or civil partnership.
- note six** This section must be completed by the person who is presenting the form to the CRO. This may be either the applicant or a person on his/her behalf.
- note seven** Where a person who has consented to be a director of this SE is currently disqualified under the law of another state from being appointed or acting as a director or secretary of a body corporate or undertaking, he/she must complete Form B74 which must be submitted to CRO **with** Form SE6. Otherwise he/she will be deemed to be disqualified from acting as a director of an Irish-registered SE for the balance remaining of his/her foreign disqualification. 'Shadow director' means a person in accordance with whose directions or instructions the directors of a SE are accustomed to act.
- note eight** Every SE must have a minimum of two directors, at least one of whom is an European Economic Area (EEA)-resident full director or a bond pursuant to s137 Companies Act 2014. Note that an EEA-resident alternate director is not sufficient for the purposes of s137 of the Act. Place a tick in the "EEA resident" box if the director is resident in a member State in accordance with s137 of the Act. If no full director is so resident, a valid bond must be furnished **with** the application. For further information on the bond, see CRO's Information Leaflet No. 17.
- note nine** Tick the box if the director appointed is an alternate/substitute director. Where the box is ticked, the name of the full director appointing the alternate/substitute director must also be inserted in the space provided. If the SE's statutes so permit and subject to compliance with those statutes, a director may appoint a person to be an alternate/substitute director on his/her behalf. The appointment of any person to act as director is notifiable by a SE to the CRO, regardless of how that appointment is described. The SE is statutorily obliged to notify the CRO of the addition to and removal of each person from its register of directors. In the event that a full director who has appointed an alternate director ceases to act as a director, the SE is required to notify the CRO of the termination of appointment of the full director **and** his/her alternate. Note: CRO accepts no responsibility for maintaining the link between a full director and his/her alternate.
- note ten** State the name, place of registration and registration number of other bodies corporate, whether in the Republic of Ireland or elsewhere, of which the person is or has been a director. Exceptions to this rule are made for bodies (a) of which the person has not been a director at any time during the past 5 years; (b) which is held or was held by a director in bodies corporate of which the company is (or was) the wholly owned subsidiary or which are or were the wholly owned subsidiaries either of the company or of another body corporate of which the company is or was the wholly owned subsidiary. Pursuant to s142(1) Companies Act 2014, a person shall not at a particular time be a director of more than 25 companies. However, under s142(3) of the Act, certain directorships are not reckoned for the purposes of s142(1) Companies Act 2014.
- note eleven** Please tick the relevant box(es).

- note twelve** The subscribers in this section **must** correspond with the subscribers to the accompanying statutes except where an agent signs this section on behalf of the subscriber(s). Where the space is inadequate, the signatures must be presented on a continuation sheet in the **same format** as this section.
- note thirteen** Where applicable, the details must correspond **exactly** with the share details given in the accompanying statutes.
The share capital must be expressed in euro and the subscribed share capital must not be less than €120,000.
- note fourteen** Indicate cash or stock.
- note fifteen** The declaration is a declaration of compliance with all the legal requirements relating to the transfer of the registered office of the SE to the Republic of Ireland. As the declaration confirms that all other registration requirements have been completed, it must be signed after the form has been completed in full, and so the date of declaration must not predate the dates of other signatures which appear on the form and accompanying documents.
- note sixteen** The lawyer must be entitled to pursue his/her professional activities under one of the denominations laid down in Council Directive 77/249/EEC or Council Directive 98/5/EC.

Further information

CRO address When you have completed and signed the form, please send with the prescribed fee and accompanying documents to the Registrar of Companies at:

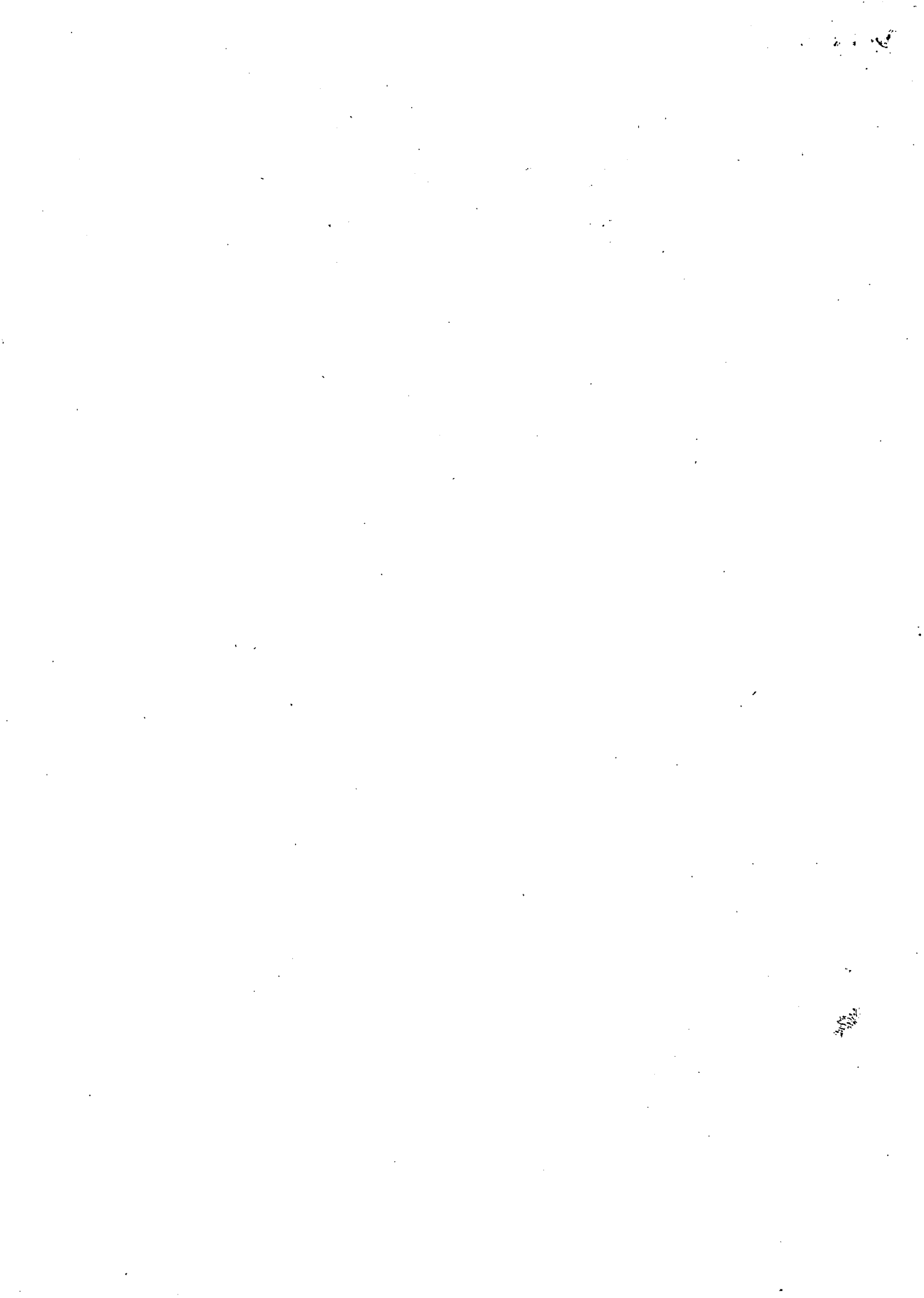
Bloom House,
Gloucester Place Lower,
Dublin 1.

Payment If paying by cheque, postal order or bank draft, please make the fee payable to the Companies Registration Office. Cheques or bank drafts must be drawn on a bank in the Republic of Ireland.

Please carefully study the explanatory notes overleaf. A Form SE6 that is not completed correctly or is not accompanied by the correct documents or fee is liable to be rejected and returned to the presenter by the CRO.

FURTHER INFORMATION ON COMPLETION OF FORM SE6, INCLUDING THE PRESCRIBED FEE, IS AVAILABLE FROM www.cro.ie OR BY E-MAIL info@cro.ie

A handwritten signature in black ink, appearing to be 'C. J. M.', is written over a diagonal line that extends from the bottom right towards the top right of the page.



COMPANIES ACT 2014
CONSTITUTION
SOCIETAS EUROPAEA
MEMORANDUM OF ASSOCIATION
of
UNUFAVU SE

I. The name of the Company is UNUFAVU 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.

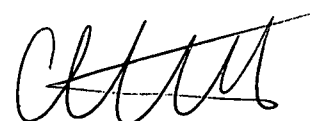
(10) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.

(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.

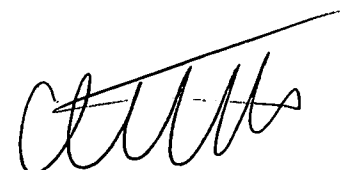
(12) To engage in the currency exchange and interest rate transactions including, but not limited to, dealings in foreign currency, spot and forward rate exchange contracts, futures, options, forward rate agreements, swaps, caps, floors, collars and any other foreign exchange or interest rate hedging 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

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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.

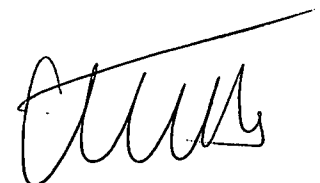
(32) To do all such other things that the Company may consider incidental or conducive to the attainment of the above objects or as are usually carried on in connection herewith.

(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.

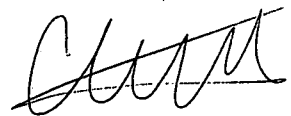
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V. The share capital of the Company is €120,000 divided into 100 ordinary shares of €1200.00 each.

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.

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**ARTICLES OF ASSOCIATION
OF
UNUFAVU 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 UNUFAVU 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").

1.3 Words denoting the singular number include the plural number and vice versa and words denoting a gender include each gender.

1.4 Words or expressions contained in this Constitution which are not defined in this Constitution but are defined in the Act have the same meaning as in the Act at the date of adoption of this Constitution unless inconsistent with the subject or context.

1.5 Headings are inserted for convenience only and do not affect the construction of this Constitution.

1.6 Any reference to a "person" shall be construed as a reference to any individual, firm, company, corporation, undertaking, government, state or agency of a state or any association or partnership (whether or not having separate legal personality).

1.7 Powers of delegation shall not be restrictively construed but the widest interpretation shall be given to them and except where expressly provided by the terms of delegation, the delegation of a power shall not exclude the concurrent exercise of that power by any other body or person who is for the time being authorized to exercise it under this Constitution or under another delegation of the power.

1.8 References to "writing" mean the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, and "written" shall be construed accordingly.

1.9 Any reference to any statute, statutory provision or to any order or regulation shall (save as expressly provided in this Constitution) be construed as a reference to the statute, provision, order or regulation as extended, modified, amended, replaced or re-enacted from time to time (whether before or after the date of adoption of this Constitution) and all statutory instruments, regulations and orders from time to time made thereunder or deriving validity therefrom (whether before or after the date of adoption of this Constitution).

CORPORATE CAPACITY AND AUTHORITY

2 Registered Person

Where the board of directors authorizes any person as being a person entitled to bind the Company (not being an entitlement to bind that is, expressly or impliedly, restricted to a particular transaction or class of transactions), the Company may notify the Registrar of the authorization in accordance with section 39 of the Act.

3 Powers of Attorney

The Company may empower any person, either generally or in respect of any specified matters, as its attorney, to execute deeds or do any other matter on its behalf in any place whether inside or outside the State. A deed signed by such attorney on behalf of the Company shall bind the Company and have the same effect as if it were under its common seal.

4 The Common Seal

4.1 The Company shall have a common seal or seals that shall state the Company's name, engraved in legible characters.

4.2 The Company's seal shall be used only by the authority of its directors, or of a committee of its directors authorized by its directors in that behalf. Any instrument to which the Company's seal shall be affixed shall be:

4.2.1 signed by a director and be countersigned by the secretary or by a second director of it or by some other person appointed for the purpose by its directors or by a foregoing committee of them; or

4.2.2 signed by a person (including a director) appointed for the purpose by its directors or a committee of its directors authorized by its directors in that behalf.

4.3 If there is a registered person in relation to the Company, the Company's seal may be used by such person and any instrument to which the Company's seal shall be affixed when it is used by the registered person may be signed by that registered person and shall not require countersignature by a second person.

4.4 Any instrument to which the common seal is affixed shall not be signed by the same person acting both as director and secretary.

4.5 Section 43(2) and section 43(3) of the Act do not apply.

5 Power for Company to have Official Seal for use Abroad

5.1 The Company may have for use in any place abroad (being any territory, district or place not situate in the State) an official seal which shall resemble the common seal of the Company with the addition on its face of the name of every place abroad where it is to be used.

5.2 A deed or other document to which an official seal is duly affixed shall bind the Company as if it had been sealed with the common seal of the Company.

5.3 If the Company has an official seal for use in any place abroad it may, by writing under its common seal, authorize any person appointed for the purpose in that place (the "agent") to affix the official seal to any deed or other document to which the Company is party in that place.

5.4 The authority of the agent shall, as between the Company and any person dealing with the agent, continue during the period, if any, mentioned in the instrument conferring the authority, or, if no period is there mentioned, then until the notice of revocation or determination of the agent's authority has been given to the person dealing with him or her.

5.5 The person affixing an official seal shall, by writing under his or her hand, certify on the deed or other instrument to which the seal is affixed, the date on which and the place at which it is affixed.

6 Official seal for sealing securities

6.1 The Company may have for use, for sealing:

6.1.1 securities issued by the Company; and

6.1.2 documents creating or evidencing securities so issued, an official seal which is a facsimile of the common seal of the company with the addition on its face of the word "Securities" or the word "Urras".

SHARE CAPITAL, SHARES AND OTHER INSTRUMENTS

7 Shares

7.1 Shares in the capital of the Company shall have a nominal value.

7.2 The Company may allot shares:

7.2.1 of different nominal values;

7.2.2 of different currencies;

7.2.3 with different amounts payable on them; or

7.2.4 with a combination of two or more of the foregoing characteristics.

7.3 Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to

dividend, voting, return of capital or otherwise, as the Company may from time to time by ordinary resolution determine.

7.4 The Company may allot shares that are redeemable, which shall be known as "redeemable shares".

7.5 The shares or other interest of any member in the Company shall be personal estate and shall not be of the nature of real estate.

7.6 Except as required by law, no person shall be recognized by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice of it):

7.6.1 any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share; or

7.6.2 save only as the Act or other law otherwise provides, any other rights in respect of any share, except an absolute right to the entirety of it in the registered holder.

7.7 The foregoing regulations shall not preclude the Company from requiring a member or a transferee of shares to furnish the Company with information as to the beneficial ownership of any share when such information is reasonably required by the Company.

7.8 Save as provided by section 1019 of the Act, the Company shall not have power to issue any bearer instrument.

8 Capacity to make public offers of securities

The Company shall have the capacity to offer, allot and issue securities to the public subject to compliance, where applicable, with Part 23 of the Act.

9 Allotment of Shares and other securities

9.1 The directors, or any committee of the directors authorized by the directors in that behalf, are, for the purposes of section 1021 of the Act, generally and unconditionally authorized to exercise all powers of the Company to allot and issue relevant securities (as defined by the said section 1021) up to the amount of the Company's authorized share capital and to allot and issue any shares acquired by the Company pursuant to the provisions of Chapter 6 of Part 3 of the Act and held as treasury shares and this authority shall expire five years from the date of incorporation of the Company.

9.2 No shares may be allotted by the Company unless those shares are comprised in the authorized but unissued share capital of the Company.

9.3 Notwithstanding that any authorization conferred by regulation 9.1 has expired, the directors of the Company may allot relevant securities in pursuance of an offer or agreement previously made by the Company if that authorization enabled the Company to make an offer or agreement which would or might require relevant securities to be allotted after the authorization's expiry.

9.4 A resolution of the Company to give, vary, revoke or renew such an authority may, notwithstanding that it alters the articles of association of the Company, be an ordinary resolution.

10 Pre-emption rights

10.1 The directors are hereby empowered pursuant to section 1023(3) of the Act to allot equity securities within the meaning of section 1023 of the Act for cash pursuant to the authority conferred by regulation 9 as if section 1022 of the Act did not apply to the allotment.

11 Calls on Shares

11.1 Subject to regulation 11.2, the directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium).

11.2 Regulation 11.1 does not apply to shares where the conditions of allotment of them provide for the payment of moneys in respect of them at fixed times.

11.3 Each member shall (subject to receiving at least 14 days' notice specifying the time or times and place of payment) pay to the Company, at the time or times and place so specified, the amount called on the shares.

11.4 A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect of which the call was made.

11.5 The application of section 77 of the Act shall be modified accordingly.

12 Lien

12.1 The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether immediately payable or not) called, or payable at a fixed time, in respect of that share. The directors may at any time declare any share in the Company to be wholly or in part exempt from this regulation.

12.2 The Company's lien on a share shall extend to all dividends payable on it.

12.3 The Company may sell, in such manner as the directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is immediately payable and the conditions specified in section 80 of the Act are satisfied.

13 Forfeiture of Shares

13.1 In accordance with section 81 of the Act, if a member of the Company fails to pay any call or instalment of a call on the day appointed for payment of it, the directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on the member requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

13.2 That notice shall:

(a) specify a further day (not earlier than the expiration of 14 days after the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, if the amount concerned is not paid by the day so specified, the shares in respect of which the call was made will be liable to be forfeited.

13.3 Any forfeiture shall include all dividends or other moneys payable by the Company in respect of the forfeited shares and the application of section 81 of the Act shall be modified accordingly.

14 Financial Assistance for Acquisition of Shares

The Company may give any form of financial assistance that is permitted by the Act for the purpose of an acquisition made or to be made by any person of any shares in the Company or its holding company.

VARIATION IN CAPITAL

15 Variation of Company Capital

15.1 In accordance with section 83 of the Act, the Company may, by ordinary resolution, do any one

or more of the following, from time to time:

15.1.1 consolidate and divide all or any of its shares into shares of a larger nominal value than its existing shares;

15.1.2 subdivide its shares, or any of them, into shares of a smaller nominal value, so however, that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;

15.1.3 increase the nominal value of any of its shares by the addition to them of any undenominated capital;

15.1.4 reduce the nominal value of any of its shares by the deduction from them of any part of that value, subject to the crediting of the amount of the deduction to undenominated capital, other than the share premium account;

15.1.5 convert any undenominated capital into shares for allotment as bonus shares to holders of existing shares;

15.1.6 increase its share capital by new shares of such amount as it thinks expedient; and

15.1.7 cancel shares of its share capital which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.

16 Reduction in Company Capital

The Company is authorised to reduce its company capital in accordance with sections 84 and 1002 of the Act but, in accordance with section 1084 of the Act, it shall not reduce its company capital below the authorised minimum.

17 Variation of Rights attached to Special Classes of Shares

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, in accordance with section 982 of the Act (as modified by section 1044 of the Act), whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of 75 per cent, in nominal value, of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class but not otherwise.

TRANSFER OF SHARES

18 Transfer of Shares and Debentures

18.1 In accordance with section 94 of the Act, a member may transfer all or any of his or her shares in the Company by instrument in writing in any usual or common form or any other form which the directors may approve.

18.2 The instrument of transfer of any share shall be executed by or on behalf of the transferor, save that if the share concerned (or one or more of the shares concerned) is not fully paid, the instrument shall be executed by or on behalf of the transferor and the transferee.

18.3 The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members of the Company in respect thereof.

18.4 The Company shall not register a transfer of shares in or debentures of the Company unless a proper instrument of transfer has been delivered to the Company.

18.5 Nothing in regulation 18.4 shall prejudice any power of the Company to register as shareholder or debenture holder, any person to whom the right to any shares in, or debentures of the Company, has been transmitted by operation of law.

18.6 A transfer of the share or other interest of a deceased member of the Company made by his or her personal representative shall, although the personal representative is not himself or herself a member of the Company, be as valid as if the personal representative had been such a member at the time of the execution of the instrument of transfer.

18.7 On application of the transferor of any share or interest in the Company, the Company shall enter in its register of members, the name of the transferee in the same manner and subject to the same conditions as if the application for the entry were made by the transferee.

19 Restrictions on Transfer

19.1 The directors of the Company may in their absolute discretion, and without assigning any reason for doing so, decline to register the transfer of any share.

19.2 The directors' power to decline to register a transfer of shares (other than on account of a matter specified in 19.3) shall cease to be exercisable on the expiry of two months after the date of delivery to the Company of the instrument of transfer of the share.

19.3 The directors may decline to register any instrument of transfer unless:

19.3.1 a fee of €10.00 or such lesser sum as the directors may from time to time require, is paid to the Company in respect of it;

19.3.2 the instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer; and

19.3.3 the instrument of transfer is in respect of one class of share only.

19.4 If the directors refuse to register a transfer they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.

19.5 The registration of transfers of shares in the Company may be suspended at such times and for such periods, not exceeding in the whole 30 days in each year, as the directors may from time to time determine.

20 Transmission of Shares

Section 96 of the Act shall apply to the transmission of shares in the case of the death of a member of the Company.

21 Share Certificates

21.1 In accordance with section 99 of the Act, a certificate under the common seal of the Company, or the seal kept by the Company by virtue of section 1017 of the Act, specifying any shares held by any member shall be prima facie evidence of the title of the member to the shares.

21.2 The Company shall, within two months after the date:

21.2.1 of allotment of any of its shares or debentures; or

21.2.2 on which a transfer of any such shares or debentures is lodged with the Company, complete and have ready for delivery the certificates of all shares and debentures allotted or, as the case may be, transferred, unless the conditions of issue of the shares or debentures otherwise provide.

22 Acquisition of Own Shares

The Company is authorised to acquire its own shares by purchase, or in the case of redeemable shares, by redemption or purchase in accordance with section 105 of the Act, section 1071 of the Act and section 1073 of the Act.

23 Distributions

23.1 The Company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors.

23.2 The directors may pay interim dividends to members if it appears to them that such interim dividends are justified by the profits of the Company available for distribution. In paying such interim dividends the directors may satisfy such payment wholly or partly by the distribution of specific assets and in particular, but without limitation, of paid up shares, debentures or debenture stock of any other company or in any one or more of such ways, and where any difficulty arises in regard to such distribution, the directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof, may determine that cash payment shall be made to any members upon the footing of the value so fixed, in order to adjust the rights of all the parties, and may vest any such specific assets in trustees as may seem expedient to the directors.

23.3 If the share capital is divided into different classes, the directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears. The directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.

23.4 Provided the directors act in good faith they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights.

23.5 No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of the Act relating to such distributions.

23.6 The directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments as the directors may lawfully determine. The directors may also, without placing the profits of the Company to reserve, carry forward any profits which they may think it prudent not to distribute.

23.7 Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of these regulations as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.

23.8 The directors may deduct from any dividend payable to any member all sums of money (if any) immediately payable by him or her to the Company on account of calls or otherwise in relation to the shares of the Company.

23.9 A general meeting of the Company declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular, but without limitation, of paid up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the directors may settle the matter as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed, in order to adjust the rights of all the parties, and may vest any such specific assets in trustees as may seem expedient to the directors.

23.10 Any dividend, interest or other moneys payable in cash in respect of any shares may be paid:

- (a) by cheque or negotiable instrument sent by post directed to or delivered to the registered address of the holder, or, where there are joint holders, to the registered address of that one of the joint holders who is first named on the register or to such person and to such address as the holder or joint holders may in writing direct; or
- (b) by agreement with the payee (which may either be a general agreement or one confined to specific payments), by direct transfer to a bank account nominated by the payee.

23.11 Every such cheque or negotiable instrument shall be made payable to the order of the person to whom it is sent. Any one of two or more joint holders may give valid receipts for any dividends or other moneys payable in respect of the shares held by them as joint holders, whether paid by cheque or negotiable instrument or direct transfer.

23.12 No dividend shall bear interest against the Company unless otherwise provided by the rights attached to the share in respect of which it is payable.

23.13 Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the Company.

23.14 Section 124 and section 125 of the Act do not apply.

23.15 Any distribution of assets by the Company shall be in accordance with section 1082 of the Act.

24 Bonus Issues

24.1 In this regulation "relevant sum" means:

- (a) any sum for the time being standing to the credit of the Company's undenominated capital;
- (b) any of the Company's profits available for distribution;
- (c) any sum representing unrealised revaluation reserves; or
- (d) any part of the amount for the time being standing to the credit of any of the Company's reserve accounts.

24.2 The Company in general meeting may resolve that any relevant sum be capitalised and applied on behalf of the members who would have been entitled to receive that sum if it had been distributed by way of dividend and in the same proportions in or towards paying up in full unissued shares or debentures of the Company of a nominal value equal to the

relevant sum capitalised (such shares or debentures to be allotted and distributed credited as fully paid up to and amongst such holders and in the proportions as aforementioned).

24.3 The Company in general meeting may resolve that it is desirable to capitalise any part of a relevant sum which is not available for distribution, by applying such sum in paying up in full unissued shares to be allotted as fully paid bonus shares, to those members of the Company who would have been entitled to that sum if it were distributed by way of dividend (and in the same proportions).

24.4 The directors shall give effect to any resolution under regulations 24.2 and 24.3.

24.5 For that purpose the directors shall make:

24.5.1 all appropriations and applications of the undivided profits resolved to be capitalised by the resolution; and

24.5.2 all allotments and issues of fully paid shares, if any, and generally shall do all acts and things required to give effect to the resolution.

24.6 Without limiting the foregoing, the directors may:

24.6.1 make such provision as they think fit for the case of shares becoming distributable in fractions (and, again, without limiting the foregoing, may sell the shares represented by such fractions and distribute the net proceeds of such sale amongst the members otherwise entitled to such fractions in due proportions); and

24.6.2 authorise any person to enter, on behalf of all the members concerned, into an agreement with the Company providing for the allotment to them, respectively credited as fully paid up, of any further shares to which they may become entitled on the capitalisation concerned or, as the case may require, for the payment by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts remaining unpaid on their existing shares.

24.7 Any agreement made under such authority shall be effective and binding on all the members concerned.

24.8 Where the directors of the Company have resolved to approve a bona fide revaluation of all the fixed assets of the Company, the net capital surplus in excess of the previous book value of the assets arising from such revaluation may be:

24.8.1 credited by the directors to undenominated capital, other than the share premium account; or

24.8.2 used in paying up unissued shares of the Company to be issued to members as fully paid bonus shares.

24.9 The application of section 126 of the Act shall be modified accordingly.

CORPORATE GOVERNANCE

25 Company Secretary

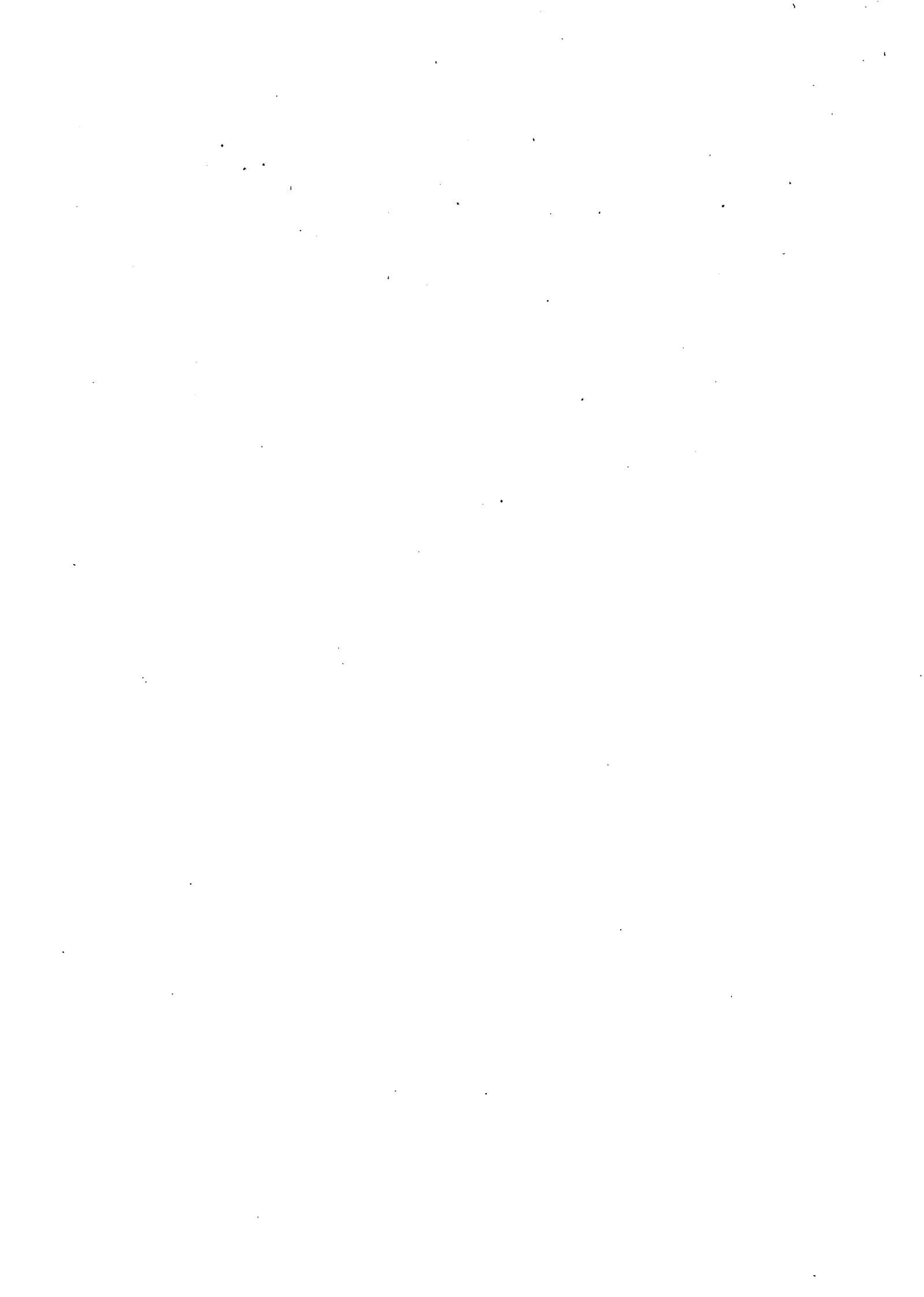
25.1 The Company shall have a secretary, who may be one of the directors.

25.2 The secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit and any secretary so appointed may be removed by them.

26 Directors

26.1 The Company shall have at least two directors but not more than ten directors. If at any time there is no director appointed to the Company the members of the Company shall pass an ordinary resolution appointing persons to act as director.

26.2 In accordance with section 137 of the Act, at least one of the directors shall be a person who is resident in an EEA state. This regulation shall not apply if the Company holds either:



26.2.1 a bond in the form prescribed by section 137 of the Act; or
26.2.2 a certificate stating that the Company has a real and continuous link with one or more economic activities that are being carried out in the State as prescribed by section 140 of the Act.

27 Appointment of Director

27.1 Any purported appointment of a director without that director's consent shall be void.

27.2 The first directors shall be those persons determined in writing by the subscribers of the Constitution or a majority of them.

27.3 The directors may from time to time appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the maximum number provided for in this Constitution.

27.4 Any director appointed to the Company shall not be required to retire at any annual general meeting.

27.5 The Company may from time to time, by ordinary resolution, increase or reduce the number of directors.

27.6 The Company may, by ordinary resolution, appoint another person in place of a director removed from office under section 146 of the Act and, without prejudice to the powers of the directors under regulation 27.3, the Company in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director.

27.7 Subject to regulation 27.1, in the case of a single-member company, the sole member may appoint any person to be a director by serving a notice in writing on the Company which states that the named person is appointed director.

27.8 The application of section 144(3) of the Act shall be modified accordingly.

28 Rotation of Directors

The directors shall not be required to retire by rotation and section 1090 of the Act does not apply.

29 Removal of Directors

29.1 In accordance with section 146 of the Act, the Company may by ordinary resolution remove a director before the expiration of his period of office notwithstanding any agreement between the Company and that director.

29.2 In addition to, and without prejudice to section 146 of the Act, the Company may, if it is a single-member company, remove any director before the expiration of his period of office notwithstanding any agreement between the Company and that director. Any decision by the sole member to remove a director shall be drawn up in writing and notified to the Company. The written decision of the sole member shall specify the effective date of the removal of such director. The removal of a director under this regulation shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company. Notification of any such decision taken by the sole member of the Company shall be sent by the Company by recorded delivery to the director at his usual residential address as notified to the Company, or if not so notified, then to the address of the director last known to the Company.

30 Vacation of Office

30.1 The office of director shall be vacated if:

30.1.1 the director is adjudicated bankrupt or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction; or

30.1.2 the director becomes or is deemed to be subject to a disqualification order within the meaning of the Act; or

30.1.3 the director resigns his or her office by notice in writing to the Company or if he or she resigns his or her office by spoken declaration at any board meeting and such resignation is accepted by resolution of that meeting, in which case such resignation shall take effect at the conclusion of such meeting; or

30.1.4 the health of the director is such that he or she can no longer be reasonably regarded as possessing an adequate decision making capacity; or

30.1.5 a declaration of restriction is made in relation to the director and the Company does not satisfy the capital requirements prescribed in section 819 of the Act; or

30.1.6 a declaration of restriction is made in relation to the director and, notwithstanding that the Company satisfies the capital requirements prescribed in section 819 of the Act, his or her co-directors resolve at any time during the currency of the declaration that his or her office be vacated; or

30.1.7 the director is sentenced to a term of imprisonment following conviction of an indictable offence; or

30.1.8 the director is for more than six months absent, without the permission of the directors, from meetings of the directors held during that period; or

30.1.9 the director is requested by his or her co-directors to vacate his or her office. Any such request shall be made in writing (and may be in counterparts) by letter, email, facsimile or other means or alternatively shall be made orally at a board meeting at which such co-directors are present in person or by proxy, irrespective of whether the director in respect of whom the request is being made is present or not. The vacation of the said director's office as director shall take effect on the date the request is made or, if later, the date stated to be the effective date in that request or, if the request is made orally at a board meeting, with effect from the termination of the meeting. Notification of any request under this regulation shall be sent by the Company by recorded delivery to the director at his usual residential address as notified to the Company, or if not so notified, then to the address of the director last known to the Company.

30.2 The application of section 148(2) of the Act shall be modified accordingly.

31 Remuneration of Directors

31.1 The remuneration of the directors shall be such as is determined, from time to time, by the Company in general meeting and such remuneration shall be deemed to accrue from day to day.

31.2 The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors, or general meetings of the Company, or otherwise in connection with the business of the Company.

31.3 The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold

such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

31.4 Without prejudice to the provisions of regulation 31.2, the directors may exercise all the powers of the Company to purchase and maintain insurance for or for the benefit of any person who is or was:

31.4.1 a director, other officer, employee or auditor of the Company, or of any body which is or was the holding company or subsidiary of the Company, or in which the Company or such holding company or subsidiary has or had any interest (whether direct or indirect) or with which the Company or such holding company or subsidiary is or was in any way affiliated or associated; or

31.4.2 a trustee of any pension fund in which employees of the Company or any other body referred to in regulation 31.4.1 is or has been interested, including without limitation insurance against any liability incurred by such person in respect of any act or omission in the actual or purported execution or discharge of his duties or in the exercise or purported exercise of his powers or otherwise in relation to his duties, powers or offices in relation to the relevant body or fund.

PROCEEDINGS OF DIRECTORS

32 General Power of Management and Delegation

32.1 The business of the Company shall be managed by its directors, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Company in general meeting, but subject to:

32.1.1 any regulations contained in this Constitution; 32.1.2 the provisions of the Act; and 32.1.3 such directions, not being inconsistent with the foregoing regulations or provisions, as the Company in general meeting may (by special resolution) give.

32.1 Without prejudice to the generality of regulation 32.1 (but subject to a limitation (if any) arising under regulations 32.1.1 to 32.1.3), the directors of the Company may exercise all the powers of the Company:

32.1.1 to borrow money and to mortgage, charge, pledge or otherwise secure its undertaking, property and uncalled capital, or any part thereof; and

32.1.2 to give guarantees, indemnities, counter indemnities and all manners of assurances against loss in respect of, any or all of the debts, obligations and liabilities of any person, firm or corporation, (whether by personal covenant or by mortgaging, charging, pledging or otherwise securing its undertaking, property and uncalled capital, or any part thereof or by any combination of such methods),

notwithstanding that the Company may derive no benefit from the same, and notwithstanding that it may involve the use of the Company's undertaking, property, and uncalled capital for the benefit of one or more directors of the Company or of any other person.

32.2 The directors may delegate any of their powers to such person or persons as they think fit, including committees. Any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the directors.

33 Managing Director

In accordance with section 159 of the Act, the directors may from time to time appoint one or more of themselves to the office of managing director (by whatever name called) for such

period and on such terms as to remuneration and otherwise as they see fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment.

34 Meetings of Directors and Committees

34.1 Not less than two meetings of the directors shall be held in each calendar year and no more than seven

months shall elapse between meetings of the directors. Meetings of the directors shall be held in the State and the directors shall manage and control the Company in and from the State.

34.2 The directors may meet together for the dispatch of business, adjourn and otherwise regulate

their meetings as they think fit.

34.3 Questions arising at any such meeting shall be decided by a majority of votes and where there is an equality of votes, the chairperson shall have a second or casting vote.

34.4 A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.

34.5 All directors shall be entitled to reasonable notice of any meeting of the directors but it shall not be necessary to give notice of a meeting of directors to any director who, being resident in the State, is for the time being absent from the State.

34.6 The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be two.

34.7 The continuing directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to this Constitution or the Act as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number or of summoning a general meeting of the Company but for no other purpose.

34.8 The directors may elect a chairperson of their meetings and determine the period for which he or she is to hold office, but if no such chairperson is elected, or, if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the directors present may choose one of their number to be chairperson of the meeting.

34.9 The directors may establish one or more committees consisting in whole or in part of members of the board of directors.

34.10 A committee established under this Constitution may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting.

34.11 A committee may meet and adjourn meetings as it thinks proper.

34.12 Questions arising at any meeting of a committee shall be determined by a majority of votes of the members of the committee present, and where there is an equality of votes, the chairperson shall have a second or casting vote.

34.13 The application of section 160 of the Act shall be modified accordingly. 35 Written Resolutions of Directors

35.1 A resolution in writing signed by all the directors of the Company, or by all the members of a committee of them, and who are for the time being entitled to receive notice of a meeting of the directors or, as the case may be, of such a committee, shall be as valid as if it had been passed at a meeting of the directors or such a committee duly convened and

held. A resolution executed by an alternate director need not also be signed by his appointer.

35.2 A resolution referred to in regulation 35.1 may be signed by electronic signature, advanced

electronic signature or otherwise as approved by the directors.

35.3 Subject to regulation 35.4, where one or more of the directors (other than a majority of them)

would not, by reason of:

- (a) the Act or any other enactment;
- (b) the Constitution; or
- (c) a rule of law,

be permitted to vote on a resolution such as is referred to in regulation 35.1, if it were sought to pass the resolution at a meeting of the directors duly convened and held, then such a resolution,

notwithstanding anything in regulation 35.1, shall be valid for the purposes of that regulation if the resolution is signed by those of the directors who would have been permitted to vote on it had it been sought to pass it at such a meeting.

35.4 In a case falling within regulation 35.3, the resolution shall state the name of each director who

did not sign it and the basis on which he or she did not sign it.

35.5 For the avoidance of doubt, nothing in the preceding regulations dealing with a resolution that is

signed by other than all of the directors shall be read as making available, in the case of an equality of votes, a second or casting vote to the one of their number who would, or might have been, if a meeting had been held to transact the business concerned, chairperson of that meeting.

35.6 The application of section 161 of the Act shall be modified accordingly.

36 Meetings of Directors by Conference

36.1 A meeting of the directors or of a committee of them may consist of a conference between some

or all of the directors or, as the case may be, members of the committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and:

36.1.1 a director or member of a committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and

36.1.2 such a meeting shall be deemed to take place in such location as the directors, or members of the committee, decide and failing that where the chairperson of the meeting is located.

36.2 The application of section 161 of the Act shall be modified accordingly.

37 Voting by Director in respect of Contracts

37.1 Subject to the other provisions of the Act, a director may vote in respect of any contract,

appointment or arrangement in which he or she is interested and he or she shall be counted in the quorum present at the meeting.

37.2 The application of section 161 of the Act shall be modified accordingly.

38 Holding of any other Office or Place of Profit under the Company by Director

38.1 A director may hold any other office or place of profit under the Company (other than the office of

statutory auditor) in conjunction with his or her office of director for such period and on such terms as to remuneration and otherwise as the directors may determine.

38.2 No director or intending such director shall be disqualified by his or her office from contracting

with the Company either with regard to his or her tenure of any such other office or place of profit or as vendor, purchaser or otherwise.

38.3 In particular, neither shall:

38.3.1 any contract with respect to any of the matters referred to in regulation 38.2, nor any contract or arrangement entered into by or on behalf of the Company in which a director is in any way interested, be liable to be avoided; nor

38.3.2 a director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement, by reason of such director holding that office or of the fiduciary relation thereby established.

39 Counting of Director in Quorum and Voting at Meeting at which Director is Appointed

39.1 A director of the Company, notwithstanding his or her interest, may be counted in the quorum

present at any meeting at which:

39.1.1 that director or any other director is appointed to hold any such office or place of profit under the Company as is mentioned in regulation 38.1; or

39.1.2 the terms of any such appointment are arranged, and he or she may vote on any such appointment or arrangement other than his or her own appointment or the arrangement of the terms of it.

40 Duty of Director to Disclose his or her Interest in Contracts made by Company

In accordance with section 231 of the Act, it shall be the duty of a director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company, to declare the nature of his or her interest to the Company.

41 Alternate Directors

41.1 Any director (the "appointer") of the Company may from time to time appoint any other director of it or any other person to be an alternate director (the "appointee") as respects him or her.

41.2 The appointee may act as alternate director to represent more than one director, and an alternate director shall be entitled at meetings of the directors, or any committee of the directors, to one vote for every director whom he represents (and who is not present) in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present at the meeting.

41.3 The appointee, while he or she holds office as an alternate director, shall be entitled:

(a) to notice of meetings of the directors;

(b) to attend at such meetings as a director; and

(c) in place of the appointer, to vote at such meetings as a director,

but shall not be entitled to be remunerated otherwise than out of the remuneration of the appointer.

41.4 Any appointment under this section shall be effected by notice in writing given by the appointer to the Company.

41.5 Any appointment so made may be revoked at any time by the appointer or by a majority of the other directors or by the Company in general meeting.

41.6 Revocation of such an appointment by the appointer shall be effected by notice in writing given by

the appointer to the Company.

41.7 An appointee shall cease to be an alternate director:

- (a) if his appointer ceases to be a director; or
- (b) on the happening of any event which, if he were a director, would cause him to vacate his office as director; or
- (c) if he resigns his office by notice in writing to the Company.

41.8 The application of section 165 of the Act shall be modified accordingly.

42 Minutes of Proceedings of Directors

42.1 The Company shall cause minutes to be entered in books kept for that purpose of:

- (a) all appointments of officers made by its directors;
- (b) the names of the directors present at each meeting of its directors and of any committee of the directors; and
- (c) all resolutions and proceedings at all meetings of its directors and of committees of directors.

GENERAL MEETINGS AND RESOLUTIONS

43 Annual General Meeting

43.1 Subject to regulation 43.2 and 43.4, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next.

43.2 So long as the Company holds its first annual general meeting within 18 months after the date of its incorporation, it need not hold it in the year of its incorporation or in the following year.

43.3 The financial statements and report of the directors and the statutory auditors for a financial year shall be laid before a general meeting of the Company not later than nine months after the financial year end date.

43.4 If the Company is a single-member company, the Company need not hold an annual general meeting in any year where all the members entitled (at the date of the written resolution referred to in this regulation) to attend and vote at such general meeting sign, before the latest date for the holding of that meeting a written resolution:

43.4.1 acknowledging receipt of the financial statements that would have been laid before that meeting;

43.4.2 resolving all such matters as would have been resolved at that meeting; and

43.4.3 confirming no change is proposed in the appointment of the person (if any) who, at the date of the resolution, stands appointed as statutory auditor of the Company.

44 Location and Means for Holding General Meetings

44.1 An annual general meeting of the Company or an extraordinary general meeting of it may be held inside or outside of the State.

44.2 If the Company holds its annual general meeting or any extraordinary general meeting outside of the State then, unless all of the members entitled to attend and vote at

such meeting consent in writing to its being held outside of the State, the Company shall make, at the Company's expense, all necessary arrangements to ensure that members can by technological means participate in any such meeting without leaving the State.

44.3 A meeting referred to in the foregoing regulations may be held in two or more venues (whether inside or outside of the State) at the same time using any technology that provides members, as a whole, with a reasonable opportunity to participate.

45 Extraordinary General Meetings

45.1 The directors of the Company may, whenever they think fit, convene an extraordinary general meeting. If, at any time, there are not sufficient directors capable of acting to form a quorum, any director or any member of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

45.2 One or more members of the Company holding, or together holding, at any time not less than 50 per cent of the paid up share capital of the Company as, at that time, carries the right of voting at general meetings of the Company may convene an extraordinary general meeting of the Company.

45.3 The directors of the Company shall, on the requisition of one or more members holding, or together holding, at the date of the deposit of the requisition, not less than 10 per cent of the paid up share capital of the Company, as at the date of the deposit carries the right of voting at general meetings of the Company, forthwith proceed duly to convene an extraordinary general meeting of the Company.

45.4 The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists.

45.5 If the directors do not within 21 days after the date of the deposit of the requisition proceed to convene a meeting to be held within two months after that date (the "requisition date"), the requisitionists, or any of them representing more than 50 per cent of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months after the requisition date.

45.6 Any reasonable expenses incurred by the requisitionists by reason of the failure of the directors to convene a meeting shall be repaid to the requisitionists by the Company and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to such of the directors as were in default.

45.7 For the purposes of regulations 45.3 to 45.6, the directors shall, in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened the meeting if they do not give such notice of it as is required by section 181 of the Act.

45.8 A meeting convened under regulations 45.2 and 45.5 shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by directors.

46 Persons entitled to Notice of General Meetings

46.1 Notice of every general meeting of the Company ("relevant notice") shall be given to:

46.1.1 every member;

46.1.2 the personal representative of a deceased member of the Company, which member would, but for his or her death, be entitled to vote at the meeting;

46.1.3 the assignee in bankruptcy of a bankrupt member of the Company (being a bankrupt member who is entitled to vote at the meeting); and

46.1.4 the directors and secretary of the Company.

46.2 Unless the Company is entitled to and has availed itself of the audit exemption under sections 360 or 365 of the Act (and, where relevant, section 399 has been complied with in that regard), the statutory auditors of the Company shall be entitled to:

46.2.1 attend any general meeting of the Company;

46.2.2 receive all notices of, and other communications relating to, any general meeting which any member of the Company is entitled to receive; and

46.2.3 be heard at any general meeting which they attend on any part of the business of the meeting which concerns them as statutory auditors.

47 Notice of General Meetings

47.1 A meeting of the Company, other than an adjourned meeting, shall be called:

47.1.1 in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice;

47.1.2 in the case of any other extraordinary general meeting, by not less than 14 days' notice.

47.2 A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in regulation 47.1, be deemed to have been duly called if it is so agreed by:

47.2.1 all the members entitled to attend and vote at the meeting; and

47.2.2 unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption under sections 360 or 365 of the Act (and, where relevant, section 399 has been complied with in that regard), the statutory auditors of the Company.

47.3 A resolution may be proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given if it is so agreed by a majority in number of the members having the right to attend and vote at any such meeting, being a majority either:

47.3.1 together holding not less than 90 per cent in nominal value of the shares giving that right; or

47.3.2 together representing not less than 90 per cent of the total voting rights at that meeting of all the members.

47.4 Where notice of a meeting is given by posting it by ordinary prepaid post to the registered address of a member, then, for the purposes of any issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting.

47.5 In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.

47.6 The notice of a meeting shall specify:

(a) the place, the date and the time of the meeting;

(b) the general nature of the business to be transacted at the meeting;

(c) in the case of a proposed special resolution, the text or substance of that proposed special resolution; and

(d) with reasonable prominence a statement that:

(i) a member entitled to attend and vote is entitled to appoint a proxy using the form set out in section 184 of the Act to attend, speak and vote instead of him or her;

(ii) a proxy need not be a member; and

(iii) the time by which the proxy must be received at the Company's registered office or some other place within the State as is specified in the statement for that purpose.

47.7 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

48 Quorum

48.1 No business shall be transacted at any general meeting of the Company unless a quorum of members is present at the time when the meeting proceeds to business.

48.2 Two members of the Company present in person or by proxy at a general meeting of it shall be a quorum.

48.3 In the case of a single-member company, one member of the Company present in person or by proxy at a general meeting of it shall be a quorum.

48.4 If within 15 minutes after the time appointed for a general meeting a quorum is not present, then:

48.4.1 where the meeting has been convened upon the requisition of members, the meeting shall be dissolved;

48.4.2 in any other case:

(a) the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the directors may determine; and

(b) if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the members present shall be a quorum.

49 Proxies

49.1 Subject to regulation 49.3, any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his or her proxy to attend and vote instead of him or her.

49.2 A proxy so appointed shall have the same right as the member to speak at the meeting and to vote on a show of hands and on a poll.

49.3 A member of the Company shall not be entitled to appoint more than one proxy to attend on the same occasion.

49.4 The instrument appointing a proxy (the "instrument of proxy") shall be in writing:

(a) under the hand of the appointer or of his or her attorney duly authorised in writing; or

(b) if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.

49.5 The instrument of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Company concerned or at such other place within the State as is specified for that purpose in the notice convening the meeting, and shall be so deposited not later than the 'appointed time' as defined in regulation 49.6.

49.6 The appointed time is:

(a) immediately before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(b) in the case of a poll, immediately before the time appointed for the taking of the poll, and the application of section 183(6) of the Act shall be modified accordingly.

49.7 The depositing of the instrument of proxy referred to in regulation 49.5 may, rather than it being effected by sending or delivering the instrument, be effected by communicating the instrument to the Company by electronic means, and this regulation likewise applies to the depositing of anything else referred to in regulation 49.5.

49.8 If regulation 49.5 or regulation 49.6 is not complied with, the instrument of proxy shall not be treated as valid.

49.9 Subject to regulation 49.10, a vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the appointer or revocation of the proxy or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given.

49.10 Regulation 49.9 does not apply if notice in writing of the occurrence of one of the events mentioned in that regulation is received by the Company concerned at its registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

49.11 Subject to regulation 49.12, if, for the purpose of any meeting of the Company, invitations to appoint as proxy a person or one of a number of persons specified in the invitations are issued at the Company's expense to some only of the members entitled to be sent a notice of the meeting and to vote at it by proxy, any officer of the Company who knowingly and intentionally authorises or permits their issue in that manner shall be guilty of a category 3 offence.

49.12 An officer shall not be guilty of an offence under regulation 49.11 by reason only of the issue to a member, at his or her request in writing, of a form of appointment naming the proxy or of a list of persons willing to act as proxy if the form or list is available on request in writing to every member entitled to vote at the meeting by proxy.

50 Form of Proxy

50.1 An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit:

[name of Company] ("the Company")

[name of member] ("the Member") of [address of member] being a member of the Company hereby appoints [name and address of proxy] or failing him or her [name and address of alternative proxy] as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the [date of meeting] and at any adjournment of the meeting.

51 Representation of Bodies Corporate at Meetings of Companies

51.1 A body corporate may, if it is a member of the Company, by resolution of its directors or other governing body authorise such person (in this section referred to as an "authorised person") as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of members of the Company.

51.2 A body corporate may, if it is a creditor (including a holder of debentures) of the Company, by resolution of its directors or other governing body authorise such person (in this section also referred to as an "authorised person") as it thinks fit to act as its representative at any meeting of any creditors of the Company held in pursuance of the Act or the provisions contained in any debenture or trust deed, as the case may be.

51.3 An authorised person shall be entitled to exercise the same powers on behalf of the body corporate which he or she represents as that body corporate could exercise if it were an individual member of the Company, creditor or holder of debentures of the Company.

51.4 The chairperson of a meeting may require a person claiming to be an authorised person within the meaning of this section to produce such evidence of the person's authority as such as the chairperson may reasonably specify and, if such evidence is not produced, the chairperson may exclude such person from the meeting.

52 Proceedings at Meetings

52.1 The chairperson, if any, of the board of directors shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairperson of the meeting.

52.2 If at any meeting no director is willing to act as chairperson or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of the members present and entitled to vote to be chairperson of the meeting.

52.3 The chairperson may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place.

52.4 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

52.5 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be give as in the case of an original meeting but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

52.6 Unless a poll is demanded in accordance with section 189 of the Act, at any general meeting:

- (a) a resolution put to the vote of the meeting shall be decided on a show of hands; and
- (b) a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

52.7 Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote in addition to any other vote he or she may have.

52.8 The application of section 187 of the Act shall be modified accordingly.

53 Votes of Members

53.1 Subject to any rights or restrictions for the time being attached to any class or classes of shares, where a matter is being decided:

- (a) on a show of hands, every member present in person and every proxy shall have one vote, but so that no individual member shall have more than one vote; and
- (b) on a poll, every member shall, whether present in person or by proxy, have one vote for each share of which he or she is the holder or for each €15 of stock held by him or her, as the case may be.

53.2 Where there are joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other

joint holders; and for this purpose, seniority shall be determined by the order in which the names of the joint holders stand in the register of members.

53.3 Each of the following:

- (a) a member of unsound mind;
- (b) a member who has made an enduring power of attorney;
- (c) a member in respect of whom an order has been made by any court having jurisdiction in cases of unsound mind;

may vote, whether on a show of hands or on a poll, by his or her committee, donee of a registered enduring power of attorney, receiver, guardian or other person appointed by the foregoing court.

53.4 Any such committee, donee of an enduring power of attorney, receiver, guardian, or other person may speak and vote by proxy, whether on a show of hands or on a poll.

53.5 No member shall be entitled to vote at any general meeting of the Company unless all calls or other sums immediately payable by him or her in respect of shares in the Company have been paid.

53.6 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

53.7 Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.

53.8 The application of section 188 of the Act shall be modified accordingly.

54 Unanimous Written Resolutions

54.1 A resolution in writing signed by all the members of the Company for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held and if described as a special resolution shall be deemed to be a special resolution.

54.2 A resolution passed in accordance with regulation 54.1 shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and, where the resolution states a date as being the date of his or her signature thereof by any member, the statement shall be prima facie evidence that it was signed by him or her on that date.

54.3 If a resolution passed in accordance with regulation 54.1 is not contemporaneously signed, the Company shall notify the members, within 21 days after the date of delivery to it of the documents referred to in regulation 54.4, of the fact that the resolution has been passed.

54.4 The signatories of a resolution passed in accordance with regulation 54.1 shall, within 14 days after the date of its passing, procure delivery to the Company of the documents constituting the written resolution; without prejudice to the use of the other means of delivery generally permitted by the Act, such delivery may be effected by electronic mail or the use of a facsimile machine.

54.5 This regulation does not apply to a resolution to remove a director or a resolution to effect the removal of a statutory auditor from office, or so as not to continue him or her in office.

54.6 A resolution referred to in regulation 54.1 may be signed by electronic signature or advanced electronic signature.

55 Single-Member Companies — Absence of need to hold General Meetings

55.1 All the powers exercisable by the Company in general meeting under this Constitution or the Act or otherwise shall be exercisable, in the case of a single-member company, by the sole member without the need to hold a general meeting for that purpose.

55.2 Subject to regulation 55.3, any provision of this Constitution and the Act which enables or requires any matter to be done or to be decided by the Company in general meeting, or requires any matter to be decided by a resolution of the Company, shall be deemed to be satisfied, in the case of a single-member company, by a decision of the member which is drawn up in writing and notified to the Company in accordance with this regulation.

55.3 Regulation 55.1 shall not empower the sole member of a single-member company to exercise the powers to remove a statutory auditor from, or not continue a statutory auditor in, office without holding the requisite meeting provided for in the Act.

56 Minutes of Proceedings of Meetings of the Company

The Company shall, as soon as may be after their holding or passing, cause minutes of all proceedings of general meetings of it, and the terms of all resolutions of it, to be entered in books kept for that purpose. All such books kept by the Company in pursuance of this regulation shall be kept at the same place.

57 Service of Notices on Members

57.1 Any notice to be given, served, sent or delivered pursuant to this Constitution (save where it is to be given, served, sent or delivered by electronic means) shall be in writing.

57.2 A notice or document to be given, served, sent or delivered in pursuance of this Constitution may be given to, served on, sent or delivered to any member by the Company:

- (a) by hand delivering it to the member or his authorised agent or where the member is a body corporate, to any officer of that body corporate;
- (b) by leaving it at the registered address of the member;
- (c) by sending it by post in a pre-paid letter addressed to the member at the registered address of the member;
- (d) by sending it by courier in a pre-paid letter addressed to the member at the registered address of the member;
- (e) by sending it by means of electronic mail or facsimile or other means of electronic communication approved by the directors to the address of the member notified to the Company by the member for such purpose (or if not so notified, then to the address of the member last known to the Company).

57.3 Any notice served, given, sent or delivered in accordance with the foregoing regulations shall be deemed, in the absence of any agreement to the contrary between the Company (or, as the case may be, the officer of it) and the member, to have been served, given sent or delivered:

- (a) in the case of hand delivery, at the time of delivery (or, if delivery is refused, when tendered);
- (b) in the case of it being left, at the time that it is left;
- (c) in the case of its being posted or couriered on any day other than a Friday, Saturday or Sunday, 24 hours after despatch and in the case of its being posted or couriered:
 - (i) on a Friday - 72 hours after despatch; or
 - (ii) on a Saturday or Sunday - 48 hours after despatch;
- (d) in the case of electronic means being used in relation to it, 12 hours after despatch.

57.4 In the case of joint holders of a share, all notices or other documents shall be sent to the joint holder whose name stands first in the register in respect of the joint holding. Any notice or other document so sent shall be deemed for all purposes sent to all the joint holders.

57.5 Every member shall be bound by a notice served, given, sent or delivered as aforesaid notwithstanding that the Company may have notice of the death, insanity, bankruptcy, liquidation or disability of such member.

57.6 Notwithstanding anything contained in these regulations the Company shall not be obliged to take account of or make any investigations as to the existence of any suspension or curtailment of postal services within or in relation to all or any part of any jurisdiction or other area other than Ireland.

57.7 The signature (whether electronic signature, an advanced electronic signature or otherwise) to any notice to be given by the Company may be written (in electronic form or otherwise) or printed.

57.8 In this regulation "registered address" in relation to a member, means the address of the member as entered in the register of members.

57.9 Section 218 of the Act does not apply.

LIABILITY OF OFFICERS

58 Fiduciary Duties Of Directors

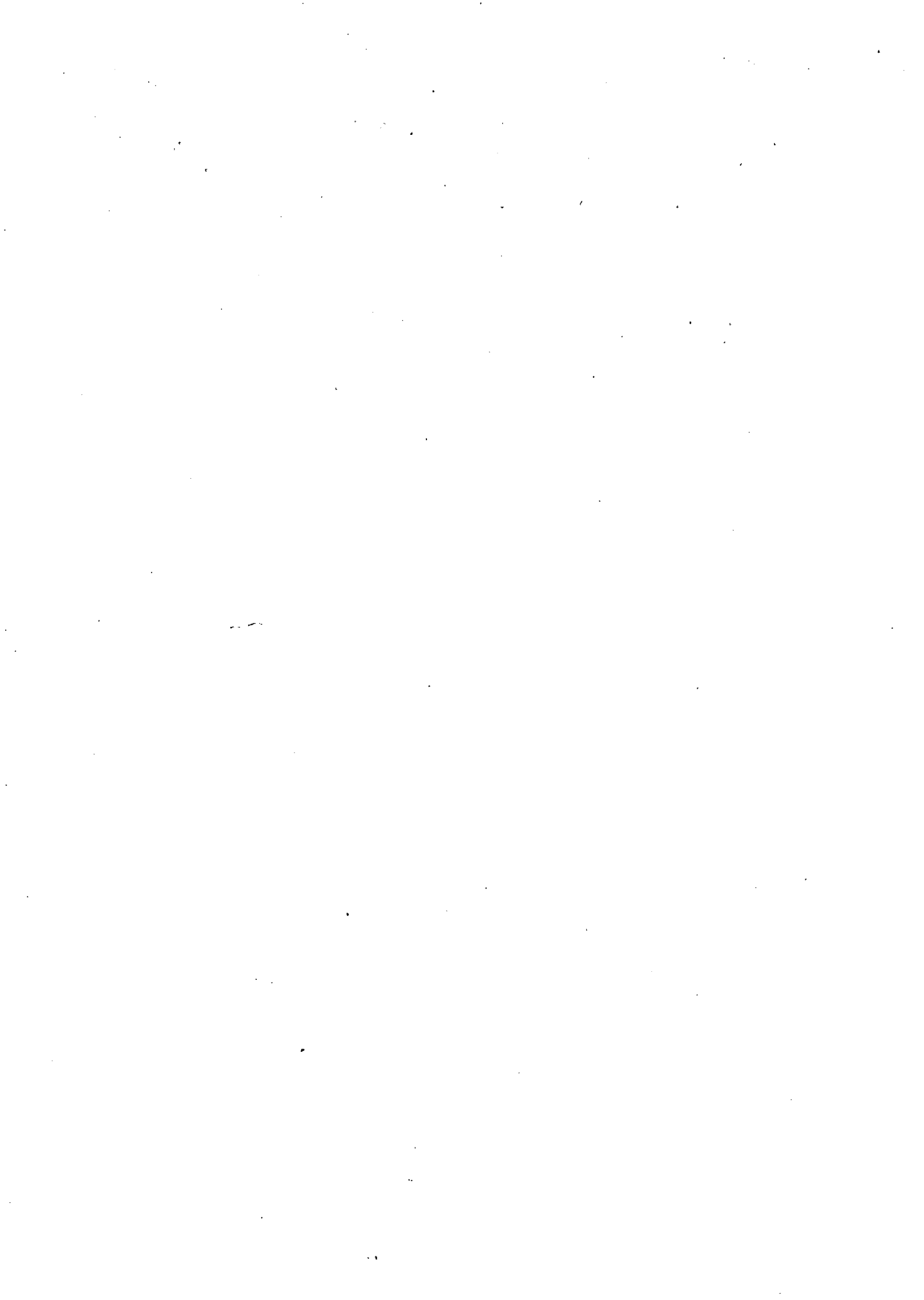
For the purposes of section 228(1)(d) of the Act, a director is expressly permitted to use for his or her own, or anyone else's benefit, any of the Company's property (including computers, telephones, vehicles and accommodation) where such use is approved by the directors or by a person authorised by the directors or where such use is in the course of the discharge of the director's duties, responsibilities or employment obligations.

59 Indemnity for Officers

59.1 Subject to the provisions of the Act, the Company may indemnify any officer of the Company against any liability incurred by him or her in defending proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted, or in connection with any proceedings or application referred to in, or under, section 233 or 234 of the Act in which relief is granted to him or her by the court.

59.2 Every officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto and no officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his or her office or in relation thereto. This regulation shall only have effect in so far as its provisions are not void under section 235 of the Act.

A handwritten signature in black ink, appearing to be 'A. H. S.', is located in the bottom right corner of the page. The signature is written in a cursive style and is positioned above a long horizontal line that extends across the page.



*Úradný preklad
Svorn Translation*

- 1/ *Predmet prekladu / Object of the Translation: Notárska zápisnica IR1 BUSINESS SE
NOTARIAL DEED IR1 BUSINESS SE*

- 2/ *Zadávatel' / Order party: IR1 BUSINESS SE, SR*

- 3/ *Číslo prekladu / Translation reg. No.: 57/2026*

- 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: 18*

- 8/ *Počet preloženej listiny / No. of pages of translated document: 18*

- 9/ *Počet vyhotovení / No. of copies: 1*

- 10/ *Miesto, dátum vyhotovenia / Place and date of issue: Košice, 22.01.2026*

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Notárska zápisnica

napísaná JUDr. Pavlom Sádedom, notárom so sídlom v Košiciach, Skladná 17 a podpísaná dňa 21.01.2026 (slovami: dvadsiateho prvého januára dvetisícdvadsaťšesť) v notárskej kancelárii notára JUDr. Pavla Sádela v Košiciach, Skladná 17.

Žiadateľ/účastník:

UNUFAVU SE, so sídlom Karpatské námestie 10 A, Bratislava - mestská časť Rača 831 06, IČO: 56 318 901, zapísaná v Obchodnom registri Mestského súdu Bratislava III, oddiel: Po, vložka číslo 8965/B, oprávnený konať v mene spoločnosti:
Filip Čulík, narodený 29.12.1988, rodné číslo 881229/9331, trvalý pobyt Dlhé hony 5361/10, Poprad, občiansky preukaz séria a číslo MM103202 - predseda predstavenstva

ktorý svoju osobnú totožnosť, existenciu právnickej osoby a oprávnenie konať za spoločnosť zákonným spôsobom - občianskym preukazom a odpisom z registra právnických osôb a podnikateľov, preukázal a vyhlásil, že na právne úkony je spôsobilý. -

— Účastník ma požiadal v súlade s ustanovením § 63a zákona číslo 323/1992 Zb. v platnom znení o spísanie:

Osvedčenie

o splnení podmienok ustanovených osobitným predpisom

I.

1. Podpísaný JUDr. Pavol Sádel, notár so sídlom v Košiciach osvedčujem, že obchodná spoločnosť **UNUFAVU SE**, so sídlom Karpatské námestie 10 A, Bratislava - mestská časť Rača 831 06, IČO: 56 318 901, zapísaná v Obchodnom registri Mestského súdu Bratislava III, oddiel: Po, vložka číslo 8965/B (ďalej aj ako „Spoločnosť“) splnila podmienky ustanovené osobitným predpisom (§10 zákona číslo 562/2004 Z. z. z 9. septembra 2004 o európskej spoločnosti a o zmene a doplnení niektorých zákonov v znení neskorších predpisov) k premiestneniu sídla do iného členského štátu Európskej únie, a to že:

- Spoločnosť uložila návrh premiestnenia sídla do zbierky listín dňa 14.7.2024 a zverejnila oznámenie o uložení návrhu premiestnenia sídla v obchodnom vestníku dňa 22.07.2024 (Obchodný vestník OV 140/2024, časť Iné oznámenia, číslo O000526) - preukázané obchodným vestníkom na internetovej stránke Ministerstva spravodlivosti Slovenskej republiky:

<https://obchodnyvestnik.justice.gov.sk/ObchodnyVestnik/Formular/FormularDetail.aspx?IdFormular=4133254&csrt=8296562865122668140>

- Spoločnosť pripravila správu vysvetľujúcu a zdôvodňujúcu právne a ekonomické aspekty preloženia a vysvetľujúcu dôsledky preloženia na akcionárov, veriteľov a zamestnancov.

- Akcionári SE a veritelia mohli najmenej jeden mesiac pred konaním valného zhromaždenia (prijatia rozhodnutia jediného akcionára) zvolaného na účely rozhodnutia o premiestnení sídla preskúmať v sídle SE návrh premiestnenia sídla a správu vysvetľujúcu a zdôvodňujúcu právne a ekonomické aspekty preloženia a vysvetľujúcu dôsledky preloženia na akcionárov, veriteľov a zamestnancov a na požiadanie obdržať kópie týchto dokumentov - preukázané čestným vyhlásením Spoločnosti zo dňa 21.01.2026.

- Spoločnosť dňa 21.01.2026 prijala rozhodnutie o premiestnení sídla do Írskej republiky na adresu: 69 Esker Wood Drive Lucan K78 PX45, Írska republika - preukázané rozhodnutím jediného akcionára.

- Predseda predstavenstva Spoločnosti predložil čestné vyhlásenie o tom, že nebol podaný návrh na súd na určenie neplatnosti uznesenia valného zhromaždenia, ktoré rozhodlo o premiestnení sídla - preukázané čestným vyhlásením zo dňa 21.01.2026. —

2. JUDr. Pavol Sádél, notár so sídlom v Košiciach osvedčujem, že na základe predložených listín splnila Spoločnosť podmienky ustanovené osobitným predpisom potrebné k cezhraničnému premiestneniu sídla Spoločnosti na adresu **69 Esker Wood Drive Lucan K78 PX45, Írska republika** a na základe predložených listín som nezistil žiadne prekážky k takémuto postupu.

Prílohou tejto zápisnice sú úplné znenie stanov spoločnosti, Oznámenie zverejnené v Obchodnom vestníku, Projekt premiestnenia sídla spoločnosti, Správa vysvetľujúca a odôvodňujúca právne a ekonomické aspekty premiestnenia sídla spoločnosti a čestné vyhlásenia podľa vyššie uvedeného znenia.

III.

Žiadateľ 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 pre účely § 36 ods. 4 Notárskeho poriadku—

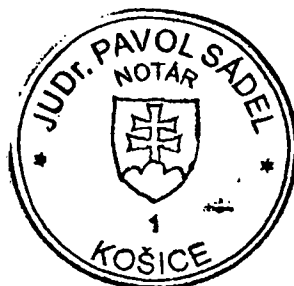
Účastník vyhlasuje, že notár mu oznámil výšku poistného krytia (pre prípad škody v súvislosti s vyhotovením notárskej zápisnice), ktorá je uzatvorená s Allianz - Slovenská poisťovňa, a.s., s limitom zodpovednosti do 800 000,00 EUR (slovom: osemstotisíc eur).—

O tomto som notársku zápisnicu napísal, účastník si ju predom mnou prečítal, ako úplnú a správnu schválil a na znak súhlasu s jej obsahom predom mnou vlastnoručne podpísal.—

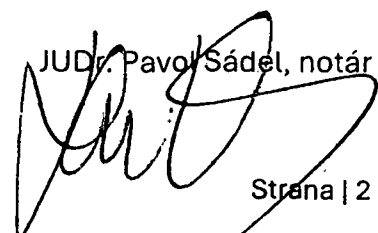
Účastník: _____

UNUFAVU SE

Filip Čulík, predseda predstavenstva



JUDr. Pavol Sádél, notár



ČESTNÉ VYHLÁSENIE

Spoločnosť UNUFAVU SE, so sídlom Karpatské námestie 10 A, Bratislava - mestská časť Rača 831 06, IČO: 56 318 901, zapísaná v Obchodnom registri Mestského súdu Bratislava III, oddiel: Po, vložka číslo 8965/B, týmto

v y h l a s u j e ,

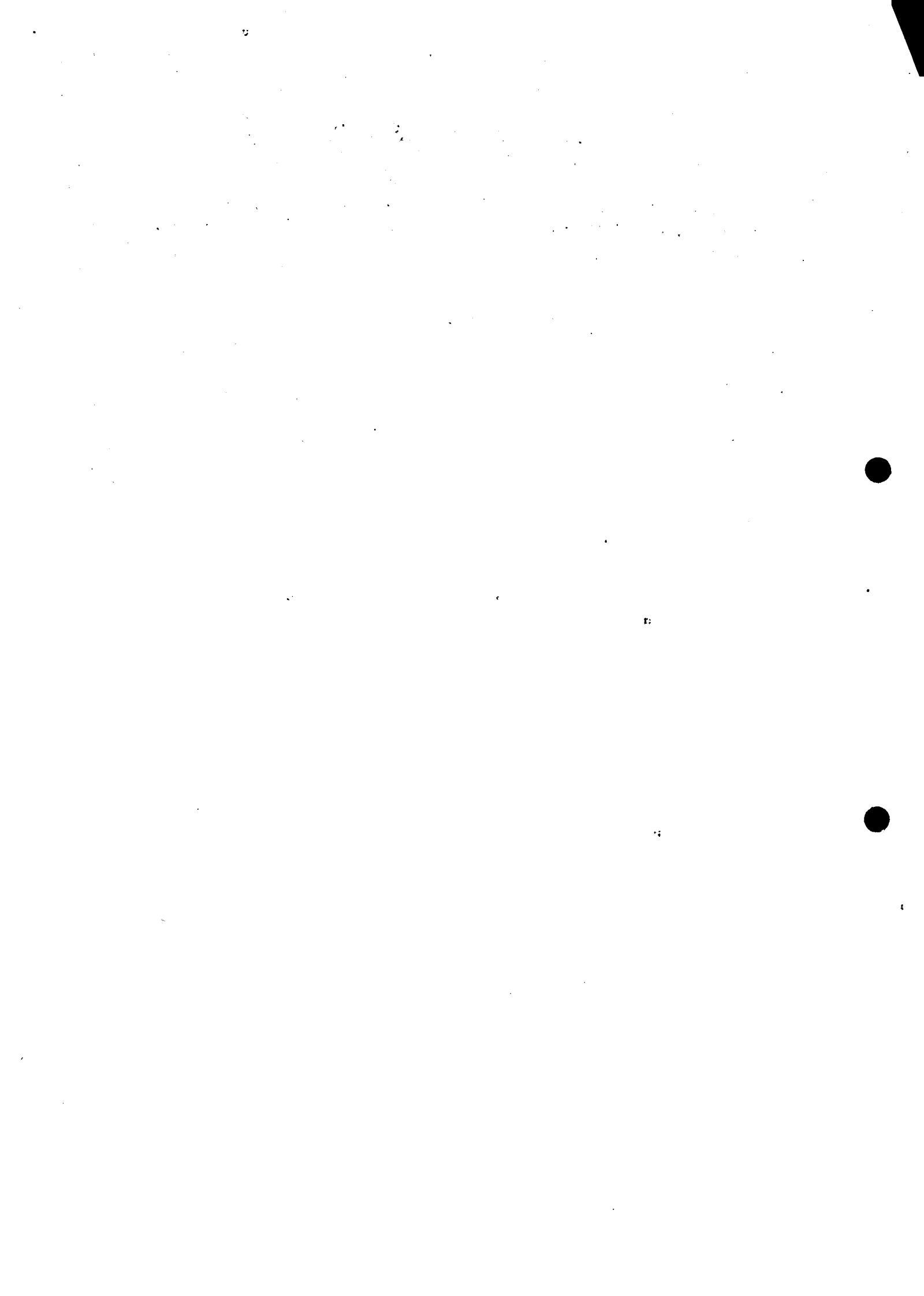
že nebol podaný návrh na súd na určenie neplatnosti uznesenia valného zhromaždenia, ktoré rozhodlo o premiestnení sídla.

V Košiciach, dňa 21.01.2026

Filip Čulík

Predseda predstavenstva





ČESTNÉ VYHLÁSENIE

Spoločnosť UNUFAVU SE, so sídlom Karpatské námestie 10 A, Bratislava - mestská časť Rača 831 06, IČO: 56 318 901, zapísaná v Obchodnom registri Mestského súdu Bratislava III, oddiel: Po, vložka číslo 8965/B; týmto

V y h l a s u j e,

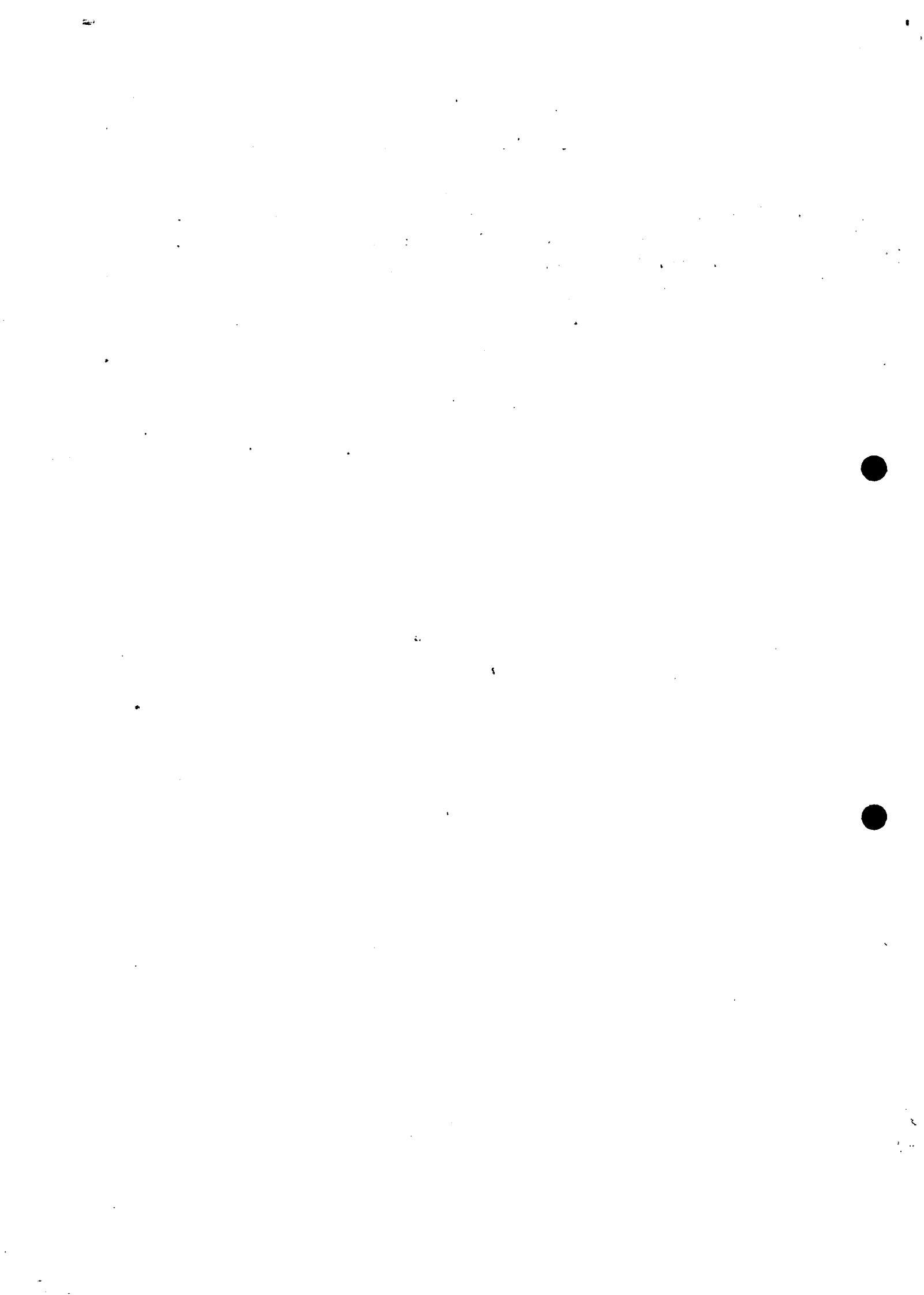
že akcionári spoločnosti a veritelia mohli najmeňej jeden mesiac pred konaním valného zhromaždenia, zvolaného na účely rozhodnutia o premiestnení sídla preskúmať v sídle SE návrh premiestnenia sídla a správu vysvetľujúcu a zdôvodňujúcu právne a ekonomické aspekty preloženia a vysvetľujúcu dôsledky preloženia na akcionárov, veriteľov a zamestnancov a na požiadanie obdržať kópie týchto dokumentov.

V Košiciach, dňa 21.01.2026



Filip Čulík

Predseda predstavenstva



Príloha č. 1

Úplné znenie stanov po premiestnení sídla

STANOVY UNUFAVU SE (ďalej len "spoločnosť")

§1

Obchodné meno, sídlo a doba trvania spoločnosti

- 1.1 Obchodné meno spoločnosti znie: UNUFAVU SE
- 1.2 Sídlo spoločnosti je: 69 Esker Wood Drive Lucan K78 PX45, Írska republika
- 1.3 Spoločnosť je založená na dobu neurčitú.
- 1.4 Spoločnosť je európskou spoločnosťou.

§2

Predmet podnikania

- 2.1 Predmetom podnikania spoločnosti je:

Prenájom nehnuteľností, bytových a nebytových priestorov bez poskytovania iných než základných služieb spojených s prenájomom

§3

Konanie a podpisovanie za spoločnosť

- 3.1 V mene spoločnosti koná predseda predstavenstva samostatne.
- 3.2 Podpisovanie za spoločnosť sa robí tak, že k vytlačnému alebo napísanému obchodnému meniu spoločnosti pripojí predseda predstavenstva svoj vlastnoručný podpis.

§4

Základné imanie

- 4.1 Základné imanie spoločnosti je 120.000,- EUR (stodvadsaťtisíc euro) je rozdelené na 10 (slovom: desať) kusov kmeňových akcií na meno v listinnej podobe, pričom menovitá hodnota jednej akcie je 12.000 EUR (slovom: dvanásťtisíc euro). Spoločnosť vydáva akcie za emisný kurz rovnajúci sa menovitej hodnote akcií. Akcie budú vydané v listinnej podobe. Prevoditeľnosť akcií na meno nie je obmedzená.

§5

Zvýšenie základného imania

- 5.1 Zvýšenie základného imania možno vykonať za podmienok stanovených v ustanoveniach §§ 202 až 210 Obchodného zákonníka.
- 5.2 Prevod práva na prednostné upísanie akcií je možné za tých istých podmienok, ustanovených týmito stanovami, ako prevod toho druhu akcií, ktorých sa toto právo týka.

5.3 Prevod práva na výmenu vymeniteľného dlhopisu za akcie spoločnosti a prevod práva na prednostné upísanie akcií spoločnosti je možný za tých istých podmienok, ustanovených týmito stanovami, ako prevod toho druhu akcií, ktoré sa majú získať uplatnením príslušného dlhopisu.

§6 **Zníženie základného imania**

6.1 O znížení základného imania rozhoduje valné zhromaždenie na návrh predstavenstva.

6.2 Zníženie základného imania vykoná predstavenstvo podľa § 211 až 216 Obchodného zákonníka.

§7 **Akcie spoločnosti a ich prevod**

7.1 Základné imanie spoločnosti je rozdelené na 10 (slovom: desať) kusov kmeňových akcií na meno v listinnej podobe, pričom menovitá hodnota jednej akcie je 12.000 EUR (slovom: dvanásťtisíc euro). Akcie spoločnosti nie sú verejne obchodovateľné.

7.2 Spoločnosť môže vydať hromadnú akciu, prípadne viac hromadných akcií, ktoré nahrádzajú jednotlivé akcie spoločnosti. Na žiadosť akcionára spoločnosť vydá akcionárovi oproti vráteniu držanej hromadnej akcie jednotlivé akcie, ktoré hromadná akcia nahrádza, alebo vydá jednu alebo viac hromadných akcií, ktoré budú nahrádzať ním stanovený počet akcií, ktoré drží. Akcie nahrádzané hromadnou akciou musia mať rovnakú menovitú hodnotu a musia byť toho istého druhu.

7.3 Spoločnosť môže nadobudnúť vlastné akcie iba za podmienok, ustanovených zákonóm.

7.4 S listinnou akciou na meno (ďalej len akcia) je spojené právo akcionára podieľať sa na riadení spoločnosti, na jej zisku a likvidačnom zostatku pri zániku spoločnosti s likvidáciou.

7.5 S akciou je spojené hlasovacie právo v plnom rozsahu, ako aj ďalšie práva podľa zákona a týchto stanov.

7.6 Prevod akcií na meno nie je obmedzený a uskutočňuje sa podľa platných právnych predpisov.

7.7 Na zriadenie a vznik záložného práva k akciám sa nevyžaduje splnenie žiadnych podmienok.

§8 **Vydávanie rôznych druhov akcií**

8.1 Valné zhromaždenie môže rozhodnúť o vydaní prioritných akcií, ktoré zaručujú majiteľom prednostný nárok na podiel zo zisku pred všetkými akcionármi. Majitelia týchto akcií majú všetky práva akcionárov iných druhov akcií, okrem práva hlasovať na valnom zhromaždení.

§9 **Zoznam akcionárov**

9.1 Zoznam akcionárov je vedený v súlade s platnými právnymi predpismi. Zoznam akcionárov nie je verejný.

§10 **Podiel na zisku**

10.1 Akcionár má právo na podiel zo zisku (dividenda), ktorý valné zhromaždenie určilo podľa výsledku hospodárenia k rozdeleniu. Tento podiel sa určuje pomerom menovitej hodnoty akcií akcionára k menovitej hodnote akcií všetkých akcionárov.

10.2 Akcionár nie je povinný vrátiť dividendu prijatú v dobrej viere.

§11

Podiel na likvidačnom zostatku

11.1 Po zrušení spoločnosti likvidáciou má akcionár nárok na podiel na likvidačnom zostatku, a to v pomere menovitej hodnoty jeho akcií k menovitej hodnote akcií všetkých akcionárov.

§12

Účast' na valnom zhromaždení

12.1 Každý akcionár je oprávnený zúčastniť sa valného zhromaždenia, hlasovať na ňom, požadovať vysvetlenia a uplatňovať návrhy.

12.2 Hlasovacie právo patriace akcii sa riadi jej menovitou hodnotou, a to tak, že počet hlasov akcionára sa určuje pomerom menovitej hodnoty jeho akcií k výške základného imania.

§13

Spôsob splácania akcií

13.1 Splácanie upísaných akcií sa riadi príslušnými ustanoveniami §177 Obchodného zákonníka. Upisovateľ je povinný splatiť menovitou hodnotu akcií, ktoré upísal, nasledovne:
- 100% emisného kurzu akcií pred zápisom spoločnosti do príslušného Obchodného registra, a to vkladom v hotovosti do pokladne spoločnosti.

13.2 Nepeňažné vklady je upisovateľ povinný odovzdať spoločnosti bezodkladne po upísaní akcií. Finančná hodnota nepeňažného vkladu musí byť ohodnotená v súlade s platnými právnymi predpismi.

13.3 Pri porušení povinnosti splatiť menovitou hodnotu upísaných akcií alebo ich časti zaplatí upisovateľ úroky z omeškania vo výške 20 % p.a. Predstavenstvo ďalej postupuje podľa § 177 ods. 4 Obchodného zákonníka s tým, že náhradnú lehotu na splatenie akcií stanoví na 45 dní od zaslania výzvy na splatenie.

§14

Ďalšie práva a povinnosti akcionára

14.1 Plnenie akcionárovi vo forme dividendy na úkor základného imania, rezervného fondu spoločnosti alebo prostriedkov, ktoré majú byť použité k doplneniu rezervného fondu, je neprípustné.

14.2 Akcionár a ostatné osoby, ktorým to zákon umožňuje, môže do troch mesiacov odo dňa konania valného zhromaždenia, prípadne ak valné zhromaždenie nebolo zvolané, odo dňa, keď sa mohol o uznesení dozvedieť, požiadať súd, aby vyslovil neplatnosť uznesenia valného zhromaždenia, pokiaľ je v rozpore s právnymi predpismi, zakladateľskou zmluvou alebo týmito stanovami. Akcionár, ktorý sa zúčastnil valného zhromaždenia sa môže tohto práva domáhať iba v prípade, ak podal protest do zápisnice z valného zhromaždenia.

14.3 Akcionár má ďalšie práva a povinnosti stanovené zákonom alebo týmito stanovami.

§15

Orgány spoločnosti

15.1 Orgánmi spoločnosti sú:

- A) valné zhromaždenie;
- B) predstavenstvo;
- C) dozorná rada.

A) Valné zhromaždenie

§16

16.1 Valné zhromaždenie je najvyšším orgánom spoločnosti; všetci akcionári majú právo zúčastniť sa na jeho rokovaní. Valné zhromaždenie sa skladá zo všetkých na ňom zúčastnených akcionárov.

§17

17.1 Do pôsobnosti valného zhromaždenia patrí:

1. zmena stanov;
2. rozhodnutie o zvýšení a znížení základného imania, o poverení predstavenstva zvýšiť základné imanie podľa § 210 Obchodného zákonníka, a vydanie prioritných dlhopisov alebo vymeniteľných dlhopisov;
3. voľba a odvolanie členov predstavenstva,
4. voľba a odvolanie členov dozornej rady,
5. schválenie riadnej individuálnej účtovnej závierky, mimoriadnej individuálnej účtovnej závierky alebo konsolidovanej uzávierky, výročnej a audítorskej správy, rozhodnutie o rozdelení zisku alebo úhrade strát a určení tantiém;
6. rozhodnutie o premene akcií vydaných ako listinné cenné papiere na zaknihované cenné papiere a naopak;
7. rozhodnutie o zrušení spoločnosti a o zmene právnej formy;
8. schvaľovanie pravidiel odmeňovania členov orgánov spoločnosti;
9. rozhodovanie o schválení zmluvy o prevode podniku alebo zmluvy o prevode časti podniku;
10. schvaľovanie písomnej zmluvy o výkone funkcie člena predstavenstva a člena dozornej rady, s výnimkou členov dozornej rady volených a odvolávaných podľa § 200 Obchodného zákonníka;
11. vymenovanie audítora Spoločnosti;
12. rozhodovanie o ďalších otázkach, ktoré do pôsobnosti valného zhromaždenia zahŕňa zákon alebo tieto statuty, alebo ktorých rozhodnutie si valné zhromaždenie vyhradí do svojej pôsobnosti.

§18

18.1 Riadne valné zhromaždenia sa zvoláva raz ročne, najneskôr do piatich mesiacov nasledujúceho roka.

18.2 Valné zhromaždenie zvoláva predstavenstvo; za podmienok stanovených zákonom môže valné zhromaždenie zavolať súd (odsek 18.3 písm. a) nižšie) alebo dozorná rada (odsek 18.4 nižšie).

18.3 Predstavenstvo je povinné zavolať mimoriadne valné zhromaždenie:

- a) ak to požadujú akcionári, ktorí majú akcie, ktorých menovitá hodnota presahuje aspoň 5% základného imania spoločnosti. Pokiaľ predstavenstvo nezvoláva valné zhromaždenie tak, aby sa konalo do 40 dní odo dňa, keď mu došla žiadosť o jeho zvolanie, môžu títo akcionári požiadať o zvolanie valného zhromaždenia v tej istej lehote súd. Toto právo majú len tí

akcionári, ktorí boli majiteľmi akcii najmenej tri mesiace pred uplynutím lehoty na zvolanie mimoriadneho valného zhromaždenia predstavenstvom podľa predchádzajúcej vety.

- b) ak zistí, že strata spoločnosti presiahla hodnotu jednej tretiny základného imania alebo to možno predpokladať a predloží valnému zhromaždeniu návrhy opatrení alebo že je po dobu dlhšiu než tri mesiace platobne neschopná.

18.4 Dozorná rada je povinná zvolať valné zhromaždenie, ak to vyžadujú záujmy spoločnosti.

18.5 Valné zhromaždenie sa zvoláva spravidla do sídla spoločnosti alebo inom vhodnom mieste.

§19

19.1 Valné zhromaždenie sa zvoláva pozvánkou zaslanou doporučeným listom všetkým akcionárom zapísaným v zozname akcionárov. Pozvánky musia byť zaslané najmenej tridsať dní pred dňom konania valného zhromaždenia.

19.2 Pozvánka musí obsahovať:

- a) obchodné meno a sídlo spoločnosti;
- b) miesto, dátum a hodinu konania valného zhromaždenia;
- c) označenie, či sa zvoláva riadne alebo mimoriadne valné zhromaždenie;
- d) program zasadnutia valného zhromaždenia.

19.3 Ak je na programe rokovania valného zhromaždenia zvýšenie alebo zníženie základného imania, musí pozvánka okrem náležitostí uvedených v odseku 19.2 obsahovať aj ďalšie náležitosti stanovené § 202 ods. 2 a 3 alebo § 212 Obchodného zákonníka. Podľa programu zasadnutia valného zhromaždenia musí pozvánka obsahovať aj náležitosti podľa §§ 184 ods. 6,7, 192 ods. 1, 204a ods. 5 Obchodného zákonníka.

§20

20.1 Valné zhromaždenie prijíma svoje rozhodnutia nadpolovičnou väčšinou hlasov prítomných akcionárov spoločnosti. Na schválenie rozhodnutia valného zhromaždenia o zmene stanov, zvýšení alebo znížení základného imania, o poverení predstavenstva na zvýšenie základného imania podľa § 210, vydaní prioritných dlhopisov alebo vymeniteľných dlhopisov, zrušení spoločnosti alebo zmene právnej formy je potrebná dvojtretinová väčšina hlasov prítomných akcionárov a musí sa o tom vyhotoviť notárska zápisnica.

20.2 Hlasovanie na valnom zhromaždení sa uskutočňuje aklamáciou, pokiaľ valné zhromaždenie nerozhodne inak.

§21

21.1 Valné zhromaždenie volí predsedu valného zhromaždenia, zapisovateľa, dvoch overovateľov zápisnice a osoby poverené sčítaním hlasov.

§22

22.1 Predseda valného zhromaždenia zabezpečí, aby listina akcionárov prítomných na valnom zhromaždení a zápisnica z valného zhromaždenia mali náležitosti stanovené zákonom. V prípade, keď má valné zhromaždenie rozhodovať o zmene stanov spoločnosti, zvýšení alebo znížení základného imania alebo o zrušení spoločnosti, zabezpečí predstavenstvo účasť notára.

22.2 Vyhotovenie zápisnice o valnom zhromaždení zabezpečuje predstavenstvo; zápisnicu podpisujú zapisovateľ, predseda valného zhromaždenia a dvaja overovatelia zápisnice.

§23

23.1 Akcionári môžu prijímať rozhodnutia aj mimo valného zhromaždenia. Návrh uznesenia predkladá akcionárom na vyjadrenie predstavenstvo, spolu s oznámením lehoty na písomné vyjadrenie, v ktorej ho akcionári zasielajú na adresu sídla spoločnosti. Vyjadrenie môže byť urobené listom, zaslaným doporučene, kuriérom alebo doručeným osobne na adresu sídla spoločnosti. Ak sa akcionár nevyjadrí v lehote, platí, že nesúhlasí.

23.2 Predstavenstvo oznámi výsledky hlasovania jednotlivým spoločníkom. Pre prijatie rozhodnutia platí bod 20.1 týchto stanov.

23.3 Pre konanie o určenie neplatnosti uznesenia valného zhromaždenia platia príslušné ustanovenia Obchodného zákonníka.

§24

24.1 Ak má spoločnosť len jedného akcionára, vykonáva pôsobnosť valného zhromaždenia tento akcionár. Tento akcionár môže kedykoľvek zvolať valné zhromaždenie, ktorého pôsobnosť vykonáva, pričom neplatí § 19 ods. 1 stanov. Rozhodnutie jediného akcionára urobené pri výkone pôsobnosti valného zhromaždenia musí mať písomnú formu a musí ho podpísať. Ak to vyžaduje zákon alebo stanov vyžaduje sa notárska zápisnica.

B) PREDSTAVENSTVO

§25

25.1 Predstavenstvo je štatutárnym orgánom spoločnosti, koná menom spoločnosti spôsobom stanoveným v § 3 týchto stanov.

25.2 Predstavenstvo rozhoduje o všetkých záležitostiach spoločnosti, pokiaľ nie sú zákonom alebo stanovami vyhradené do pôsobnosti valného zhromaždenia, alebo dozornej rady prípadne pokiaľ si rozhodnutie o nich nevyhradilo valné zhromaždenie na rozhodnutie.

§26

26.1 Predstavenstvo má jedného člena, ktorým je predseda predstavenstva, volený a odvolávaný valným zhromaždením, predseda predstavenstva je volený na dobu piatich rokov. Funkčné obdobie predsedu predstavenstva však neskončí, dokiaľ nebol na jeho miesto zvolený nový predseda; tým nie je dotknuté právo predsedu predstavenstva na odstúpenie zo svojej funkcie.

§27

27.1 Predseda predstavenstva, konajúci ako štatutárny orgán spoločnosti (predstavenstvo), robí svoje rozhodnutia písomne, tieto rozhodnutia musia okrem samotného rozhodnutia obsahovať dátum, miesto ich prijatia a podpis predsedu predstavenstva. Podpis predsedu predstavenstva na písomnom rozhodnutí znamená, že rozhodnutie bolo štatutárnym orgánom prijaté.

§28

28.1 V rámci pôsobnosti vymedzenej v odseku 25.2 vyššie prislúcha predstavenstvu okrem úloh stanovených zákonom a týmito stanovami nasledovne:

- a) zabezpečovať riadne vedenie účtovníctva spoločnosti;
- b) predkladať valnému zhromaždeniu na schválenie riadnu individuálnu účtovnú závierku, mimoriadnu individuálnu účtovnú závierku alebo konsolidovanú uzávierku, rozhodnutie o rozdelení zisku alebo úhrade strát, výročnú správu, ak jej vyhotovenie je potrebné podľa príslušných právnych predpisov,
- c) vyhotovovať do pätnástich dní od ukončenia valného zhromaždenia zápisnicu o valnom zhromaždení;
- d) informovať akcionárov na ich žiadosť o záležitostiach spoločnosti a umožniť im nahliadnúť do dokladov spoločnosti,
- e) vykonávať zamestnávateľské práva a povinnosti vyplývajúce z pracovnoprávnych predpisov;
- f) vykonávať práva a povinnosti stanovené právnymi predpismi vedúcemu organizácie,
- g) plniť všetky povinnosti voči dozornej rade spoločnosti, stanovené zákonom a týmito stanovami,
- h) plniť všetky povinnosti, týkajúce sa obchodného registra a zbierky listín,
- i) spracovávať a predkladať valnému zhromaždeniu na schválenie návrhy vnútorných pravidiel spoločnosti.

28.2 Pri výkone svojej pôsobnosti sa predstavenstvo riadi zásadami a pokynmi schválenými valným zhromaždením.

§29

29.1 Predseda predstavenstva je povinný vykonávať svoju pôsobnosť s náležitou starostlivosťou a zachovávať mlčanlivosť o dôverných informáciách a skutočnostiach, ktorých prezradenie tretím osobám by mohlo spôsobiť spoločnosti škodu alebo ohroziť jej záujmy alebo záujmy jej spoločníkov, a pri výkone svojej pôsobnosti nesmie uprednostňovať svoje záujmy, záujmy len niektorých spoločníkov alebo záujmy tretích osôb pred záujmami spoločnosti.

29.2 Na predsedu predstavenstva sa vzťahuje zákaz konkurencie, ako je upravený v § 196 ods. 1 Obchodného zákonníka.

29.3 Na vzťah medzi predsedom predstavenstva a spoločnosťou sa primerane vzťahujú ustanovenia Obchodného zákonníka o mandátnej zmluve. Tento vzťah je upravený v písomnej zmluve o výkone funkcie predsedu predstavenstva, ktorú schvaľuje valné zhromaždenie spoločnosti.

C) DOZORNÁ RADA

§30

30.1 Dozorná rada spoločnosti dozerá na výkon pôsobnosti predstavenstva a podnikateľskú činnosť spoločnosti.

§31

31.1 V rámci jej pôsobnosti upravenej zákonom a týmito stanovami prislúcha dozornej rade, resp. jej členom najmä:

- a) nahliadať do všetkých dokladov a záznamov týkajúcich sa činnosti spoločnosti;
- b) kontrolovať, či sú riadne a v súlade so skutočnosťou vedené účtovné záznamy spoločnosti;

- c) kontrolovať, či sa podnikateľská činnosť spoločnosti uskutočňuje v súlade s právnymi predpismi, týmito stanovami a pokynmi valného zhromaždenia;
- d) preskúmať riadnu individuálnu, mimoriadnu individuálnu a konsolidovanú účtovnú závierku a návrh na rozdelenie zisku alebo úhradu strát, vypracované predstavenstvom a predkladať svoje vyjadrenia valnému zhromaždeniu;
- e) zúčastňovať sa valného zhromaždenia a oboznamovať valné zhromaždenie s výsledkami svojej kontrolnej činnosti;
- f) zvolávať valné zhromaždenie za podmienok stanovených v § 18 týchto stanov;
- g) zastupovať spoločnosť voči členom predstavenstva v konaní pred súdmi alebo inými orgánmi;
- h) udeľovať súhlas podľa § 196a Obchodného zákonníka.

§32

32.1 Dozorná rada má troch členov z ktorých je jeden predseda. Členov dozornej rady a predsedu volí a odvoláva valné zhromaždenie, členovia dozornej rady sú volení na dobu piatich rokov. Funkčné obdobie člena dozornej rady však neskončí, až pokiaľ nebude na jeho miesto zvolený nový člen; tým nie je dotknuté právo člena dozornej rady na odstúpenie zo svojej funkcie.

32.2 Člen dozornej rady nesmie byť zároveň členom predstavenstva spoločnosti, jej prokuristom alebo inou osobou oprávnenou podľa zápisu v obchodnom registri konať menom spoločnosti.

§33

33.1 Zasadnutia dozornej rady sa konajú podľa potreby, zvoláva ich predseda dozornej rady spravidla do sídla spoločnosti.

33.2 O priebehu zasadnutia dozornej rady a o jej rozhodnutiach sa vypracúva zápisnica podpísaná jej predsedom. V zápisnici sa uvedie aj stanovisko člena, ktorý hlasoval proti rozhodnutiu dozornej rady, ak tento o to požiada.

33.3 Dozorná rada rozhoduje na základe súhlasu väčšiny svojich členov.

§34

34.1 Ustanovenia odseku 28.2 a § 29 týchto stanov platia obdobne aj pre členov dozornej rady.

§35

Účtovný rok

35.1 Účtovný rok začína vždy 1. januára a končí 31. decembra kalendárneho roku. Prvý účtovný rok začína dňom registrácie spoločnosti v obchodnom registri a končí 31. decembra toho istého roku.

§36

Rezervný fond

36.1 Spoločnosť vytvára pri svojom vzniku rezervný fond vo výške 10% základného imania. Tento fond je povinná každoročne dopĺňať o sumu, rovnajúcu sa 10% z čistého zisku vyčísleného v riadnej účtovnej závierke, až do dosiahnutia výšky 20 % základného imania.

36.2 O použití rezervného fondu rozhoduje predstavenstvo, a to v súlade s pravidlami, schválenými valným zhromaždením.

36.3 Valné zhromaždenie môže rozhodnúť o zriadení ďalších fondov spoločnosti a stanoviť pravidlá ich tvorby a využitia.

§37 **Účtovná závierka**

37.1 Po ukončení účtovného obdobia predstavenstvo zabezpečí vypracovanie riadnej individuálnej účtovnej závierky, a v prípade potreby zabezpečí vypracovanie konsolidovanej účtovnej závierky a mimoriadnej individuálnej účtovnej závierky. Riadnu individuálnu účtovnú závierku predstavenstvo zabezpečí najneskôr do piatich mesiacov po skončení účtovného obdobia.

36.2 Riadnu individuálnu účtovnú závierku a návrh na rozdelenie zisku alebo úhradu strát, predloží predstavenstvo v lehote podľa bodu 36.1 na preskúmanie dozornej rade spoločnosti, na preverenie audítorovi a na schválenie valnému zhromaždeniu spoločnosti.

37.3 Riadnu individuálnu účtovnú závierku a návrh na rozdelenie zisku alebo úhradu strát spoločnosti zašle predstavenstvo akcionárom zapísaným v zozname akcionárov spolu s pozvánkou na valné zhromaždenie.

§38 **Podiel na zisku**

38.1 Čistý zisk spoločnosti t.j. zisk, ktorý zostal po odvodoch daní a miestnych poplatkov, prípadne iných plnení obdobnej povahy, sa použije podľa rozhodnutia valného zhromaždenia v tomto preferovanom poradí:

1. prídely do rezervného fondu podľa § 36 týchto stanov;
2. prídely do ostatných fondov spoločnosti, ak sú zriadené,
3. investičné zámery spoločnosti;
4. výplata dividend akcionárom;
5. výplata tantiém členom predstavenstva a dozornej rady.

§39 **Zrušenie spoločnosti**

39.1 Spoločnosť sa zrušuje z dôvodov uvedených v § 68 ods. 3 a 6 Obchodného zákonníka.

39.2 Spoločnosť zaniká dňom výmazu z obchodného registra.

§40 **Likvidácia spoločnosti**

40.1 Ak neprejde po zrušení spoločnosti celé jej obchodné imanie na právneho nástupcu, vykoná sa likvidácia spoločnosti podľa § 70 až 75 Obchodného zákonníka.

40.2 Likvidátora menuje valné zhromaždenie.

40.3 Po uspokojení veriteľov sa likvidačný zostatok rozdelí medzi akcionárov podľa § 220 Obchodného zákonníka.

§41
Doplňovanie a zmena stanov

41.1 O doplnení a inej zmene týchto stanov rozhoduje valné zhromaždenie.

41.2 Návrh na doplnenie alebo inú zmenu stanov môže podať akcionár, predstavenstvo alebo dozorná rada.

§42
Účasť zamestnancov európskej spoločnosti

42.1 Účasť zamestnancov na riadení európskej spoločnosti sa spravuje príslušnými ustanoveniami Zákona č. 562/2004 Z.z. o európskej spoločnosti a o zmene a doplnení niektorých zákonov. Ustanovenia Zákonníka práce sa na účasť zamestnancov európskej spoločnosti vzťahujú len pokiaľ to Zákon č. 562/2004 Z.z. o európskej spoločnosti a o zmene a doplnení niektorých zákonov ustanovuje.

42.2 Predstavenstvo spoločnosti je povinné podať návrh na zmenu stanov spoločnosti pokiaľ po uplynutí štyroch rokov od svojho ustanovenia rozhodne výbor zamestnancov, že budú znovu zahájené rokovania o zapojení zamestnancov za účelom dosiahnutia dohody o spôsobe a rozsahu zapojenia zamestnancov spoločnosti a táto dohoda bude dosiahnutá alebo pokiaľ tieto rokovania ukončia s tým, že sa zapojenie zamestnancov spoločnosti obmedzí na právo na informácie a prejednanie v rozsahu stanovenom právnou úpravou v tom členskom štáte, v ktorom má európska spoločnosť zamestnancov.

Správa

vysvetľujúce a odôvodňujúce právne a ekonomické aspekty premiestnenia sídla spoločnosti

IR1 BUSINESS SE, IČO: 56 318 901,

so sídlom Karpatské námestie 10 A, 831 06 Bratislava – mestská časť Rača, zapísaná v
Obchodnom registri Mestského súdu Bratislava III, oddiel Po, vložka 8965/B

ÚVOD:

Táto správa bola spracovaná štatutárnym orgánom spoločnosti **IR1 BUSINESS SE** (ďalej len "Spoločnosť") podľa článku 8 ods. 3 nariadenia Rady (ES) č. 2157/2001 z 8. októbra 2001. Účelom tejto správy je vysvetliť a zdôvodniť právne a ekonomické aspekty navrhovaného prevodu sídla spoločnosti zo Slovenskej republiky do Írskej republiky a vysvetliť a zdôvodniť dôsledky prevodu na akcionárov spoločnosti, veriteľov a zamestnancov.

EKONOMICKÉ ASPEKTY

"Spoločnosť" bude prevedená z dôvodu zjednodušenia podnikateľskej činnosti a administratívy, čo môže viesť k úspore existujúcich prevádzkových nákladov "spoločnosti" a následne k úsporám správy administratívnych výdavkov. Je tiež výhodnejšie, aby "spoločnosť" a jej budúci partneri previedli sídlo "spoločnosti" do Írskej republiky. Štatutárny orgán sa domnieva, že prevod povedie k zníženiu administratívnych výdavkov a poplatkov za odborné služby, okrem iného vrátane účtovníctva a podobných služieb.

Štatutárny orgán "spoločnosti" sa domnieva, že prevod umožní väčšiu flexibilitu rokovaní s partnermi, s verejnou správou a zjednoduší všetku administráciu a zefektívni prevádzku spoločnosti. Správny orgán sa tiež domnieva, že premiestnením bude zjednodušená prevádzka spoločnosti ako celku.

PRÁVNE ASPEKTY

Spoločnosť bola založená v súlade s právnymi predpismi Európskej únie (najmä s nariadením Rady (ES) č. 2157/2001 z 8. októbra 2001 o štatúte európskej spoločnosti (SE) a smernicou Rady 2001/86/ES z 8. októbra 2001 a prevod bude vykonaný v súlade s právnymi predpismi Slovenskej republiky.

Po prevode bude "spoločnosť" podliehať právnym predpisom Írskej republiky a bude sa s ňou zaobchádzať rovnakým spôsobom ako európska spoločnosť založená podľa zákonov Írskej republiky. Po prevode "spoločnosť" bude dodržiavať zákony, vrátane daňových zákonov Írskej republiky. Po prevode "spoločnosti" do Írskej republiky bude štruktúra "spoločnosti" monistická. Stanovy spoločnosti budú upravené tak, aby vyhovovali zákonom Írskej republiky, ako je uvedené v návrhu o prevode.

Názov spoločnosti sa po prevode nezmení. Spoločnosť bude zapísaná v obchodnom registri Írskej republiky.

VPLYVY NA ÚVERY A DLHY:

Premiestnenie sídla spoločnosti nebude mať žiadne nežiaduce dôsledky pre veriteľov či tretie strany.

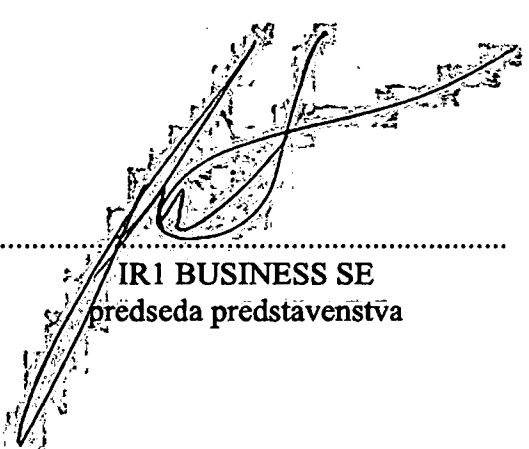
ZAMESTNANCI:

"Spoločnosť" nemá v súčasnej dobe žiadnych zamestnancov, takže zamestnanci spoločnosti nebudú mať žiadne dôsledky. Prenos nebude mať žiadny vplyv na zamestnancov.

VPLYVY PRE AKCIONÁROV:

"Spoločnosť" má iba jedného akcionára. Prevod spoločnosti do Írskej republiky je v súlade so zámerom jediného akcionára a nebude mať žiadne ťažké dôsledky pre jediného akcionára.

v Bratislave, dňa 16. 9. 2018



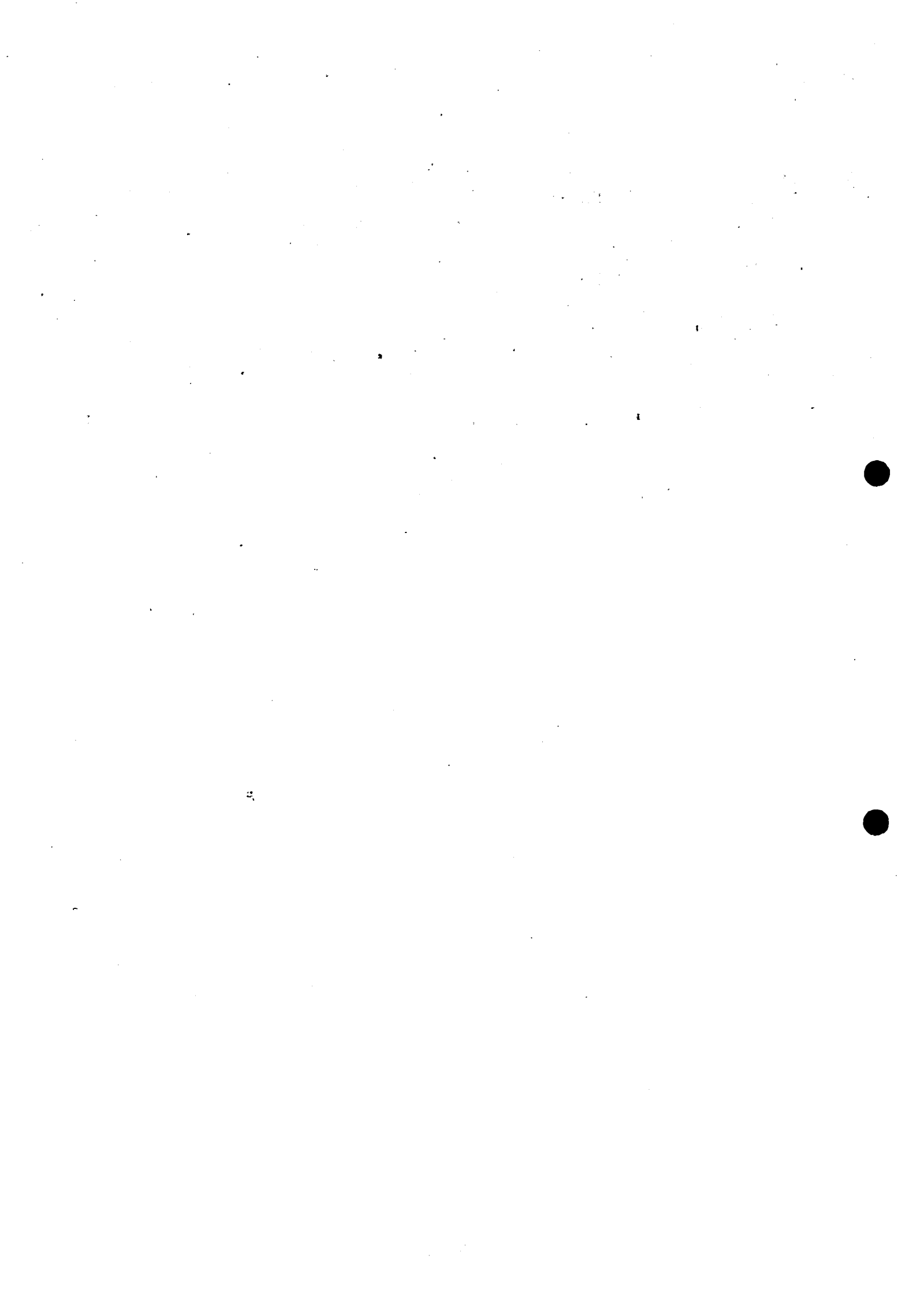
IR1 BUSINESS SE
predseda predstavenstva

Iné oznámenia

D000519**Spoločnosť****Obchodné meno:** IR1 BUSINESS SE**Sídlo:** Karpatské námestie 10 A, 831 06 Bratislava - mestská časť Rača**IČO:** 56 318 901**Zapísaná v Obchodnom registri registrového súdu:** Mestský súd Bratislava III**Oddiel:** Po**Vložka číslo:** 8965/B

oznamuje podľa § 7 zákona č. 562/2004 Z. z

IR1 BUSINESS SE, IČO: 56 318 901 so sídlom Karpatské námestie 10 A, 831 06 Bratislava – mestská časť Rača, zapísaná v Obchodnom registri Mestského súdu Bratislava III, oddiel Po, vložka 8965/B oznamuje podľa § 7 zákona č. 562/2004 Z. z. v spojení s čl. 8 ods. 2 nariadenia Rady (ES) č. 2157/2001 o stanovách európskej spoločnosti (SE) Oznámenie o uložení Návrh na premiestnenie sídla do Zbierky listín. Obchodná spoločnosť **IR1 BUSINESS SE, IČO: 56 318 901** so sídlom Karpatské námestie 10 A, 831 06 Bratislava – mestská časť Rača, zapísaná v Obchodnom registri Mestského súdu Bratislava III, oddiel Po, vložka 8965/B týmto oznamuje, že Návrh na premiestnenie sídla v zmysle čl. 8 ods. 2 nariadenia Rady ES / 2157 / 2001 v spojení s príslušnými ustanoveniami zákona NRSR č. 562/2004 Z. z. - o európskej spoločnosti a o zmene a doplnení niektorých zákonov bol dňa 15.7.2024 vložený do Zbierky listín Mestského súdu Bratislava III.





Notársky centrálny register listín (NCRIs)

OSVEDČENIE

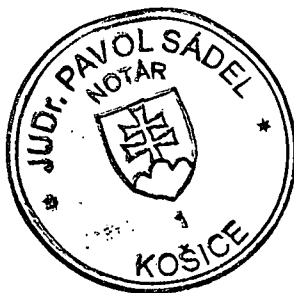
Notársky úrad: JUDr. Pavol Sádelský, sídlo: Skladná 251/17, Košice - mestská časť Juh, Slovenská republika

Spisová značka notára (N): N 62/2026,

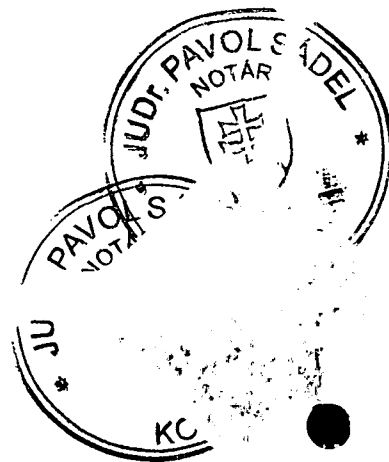
Spisová značka (NZ): NZ 2792/2026

Osvedčujem, že tento odpis notárskej zápisnice (spolu s prílohami) sa doslovne zhoduje s jej prvopisom (spolu s prílohami) registrovaným a uloženým v elektronickej podobe v Notárskom centrálnom registri listín pod spisovou značkou NCRIs 2836/2026.

Košice - mestská časť Juh dňa 21.01.2026



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Notarial deed

written by JUDr. Pavel Sádel, notary based in Košice, Skladná 17a signed on 21.01.2026 (in words: twenty-first of January two thousand twenty-six) in the notary office of notary JUDr. Pavel Sádel in Košice, Skladná 17.

Applicant/participant:

UNUFAVU SE, with registered office at Karpatské námestie 10 A, Bratislava - Rača 831 06, ID No.: 56 318 901, registered in the Commercial Register of the Municipal Court of Bratislava III, Section: Po, Insert No. 8965/B, authorized to act on behalf of the company: _____
Filip Čulík, born 29.12.1988, Pers. Ident. Number 881229/9331, permanent residence Dlhé hony 5361/10, Poprad, ID card series and number MM103202 - Chairman of the Board _____

who has proved his/her personal identity, the existence of a legal person and the authorisation to act for the company in a legal manner - by means of an identity card and an extract from the register of legal persons and entrepreneurs, and has declared that he/she is legally competent.

In accordance with the provisions of Section 63a of Act No. 323/1992 Coll., as amended, the participant has asked me to write: _____

Certificate

of compliance with the conditions laid down by special regulation

I.

1. The undersigned JUDr. Pavol Sádel, notary based in Košice, certify that the company **IR4 UNUFAVU SE**, with registered office at Karpatské námestie 10 A, Bratislava - Rača 831 06, ID No.: 56 318 901, registered in the Commercial Register of the Municipal Court of Bratislava III, Section Po, Insert No.: 8965/B (hereinafter referred to as the "Company") has fulfilled the conditions laid down in a special regulation (§10 of Act No. 562/2004 Coll. z. of 9 September 2004 on the European Company and on the amendment and supplementation of certain acts, as amended) for the transfer of the registered office to another Member State of the European Union, namely that: _____

- The company deposited the proposal for the relocation of the registered office in the collection of deeds on 14.07.2024 and published a notice on the deposit of the proposal for the relocation of the registered office in the Commercial Gazette on 22.07.2024 (Commercial Gazette OV 140/2024, section Other notices, number 0000526) - evidenced by the Commercial Gazette on the website of the Ministry of Justice of the Slovak Republic: _____
<https://obchodnyvestnik.justice.gov.sk/ObchodnyVestnik/Formular/FormularDetail.aspx?IdFormular=4133254&csrt=8296562865122668140>

- The company has prepared a report explaining and justifying the legal and economic aspects of the transfer and explaining the implications of the transfer for shareholders, creditors and employees. _____

1. The first part of the document discusses the importance of maintaining accurate records of all transactions. This is essential for ensuring the integrity of the financial statements and for providing a clear audit trail. The records should be kept up-to-date and should be easily accessible to all relevant parties.

2. The second part of the document outlines the procedures for handling cash and other assets. It is important to ensure that all cash receipts are properly recorded and that all disbursements are supported by valid documentation. Regular reconciliations should be performed to ensure that the books are in balance.

3. The third part of the document describes the process for preparing the financial statements. This involves gathering all the necessary data from the records and performing the calculations required to determine the net income or loss for the period. The statements should be prepared in accordance with the applicable accounting standards.

4. The fourth part of the document discusses the role of the auditor in verifying the accuracy of the financial statements. The auditor should perform a thorough review of the records and test the underlying transactions to ensure that they are properly recorded and supported by evidence. The auditor's report should provide an opinion on the fairness and accuracy of the financial statements.

5. The fifth part of the document outlines the responsibilities of management in ensuring the reliability of the financial information. Management should establish a strong internal control system and ensure that all employees are trained in proper accounting practices. Regular communication and reporting should be maintained between management and the auditor.

6. The final part of the document provides a summary of the key points discussed and offers some concluding thoughts on the importance of transparency and accountability in financial reporting. It is essential for all stakeholders to understand their roles and responsibilities in this process and to work together to ensure the highest quality of financial information.

- At least one month prior to the general meeting (passing of the sole shareholder resolution) convened to resolve on the relocation of the registered office, the shareholders of the SE and creditors could examine at the registered office of the SE a report explaining and justifying the legal and economic aspects of the relocation and explaining the implications of the relocation for shareholders, creditors and employees and, upon request, receive copies of these documents - evidenced by the Company's affidavit dated 21.01.2026 _____

- On 21.01.2026 the Company took a decision to relocate its registered office to 69 Esker Wood Drive Lucan K78 PX45, Republic of Ireland - evidenced by the decision sole shareholder. _____

- Chairman of the Board of Directors of the Company has submitted an affidavit that no petition has been filed with the court to determine the invalidity of the resolution of the General Meeting which decided on the relocation of the registered office - evidenced by an affidavit dated 21.01.2026. _____

2. JUDr. Pavol Sádél, Notary Public based in Košice, certify that on the basis of the documents submitted, the Company has complied with the conditions laid down in the special regulation necessary for the cross-border transfer of the registered office of the Company to **69 Esker Wood Drive Lucan K78 PX45, Republic of Ireland** and on the basis of the documents submitted, I have not found any obstacles to such a procedure. _____

Attached to these minutes are the full text of the Company's Articles of Association, the Notice published in the Commercial Gazette, the Relocation Project, the Report explaining and justifying the legal and economic aspects of the relocation of the Company's registered office and the affidavit of declarations as set out above. _____

III. _____

The applicant agrees that the notary shall correct the identified typing error, miscalculation or other obvious inaccuracy by a clause under the completed text of this notarial deed within in the meaning of Section 43(2) of this Act. The back-up. 323/1992 Coll. as amended. _____

_____ Declaration for the purposes of Section 36(4) of the Notarial Code _____

The participant declares that the notary has notified him/her of the amount of the insurance cover (in case of damage in connection with the execution of the notarial deed), which is concluded with Allianz - Slovenská poisťovňa, a.s., with a limit of liability up to EUR 800 000,00 (in words: eight hundred thousand euros). _____

I have written a notarial deed to this effect, the participant has read it before me, approved it as complete and correct and signed it in his own handwriting as a sign of his agreement with its contents. _____

Participant: _____

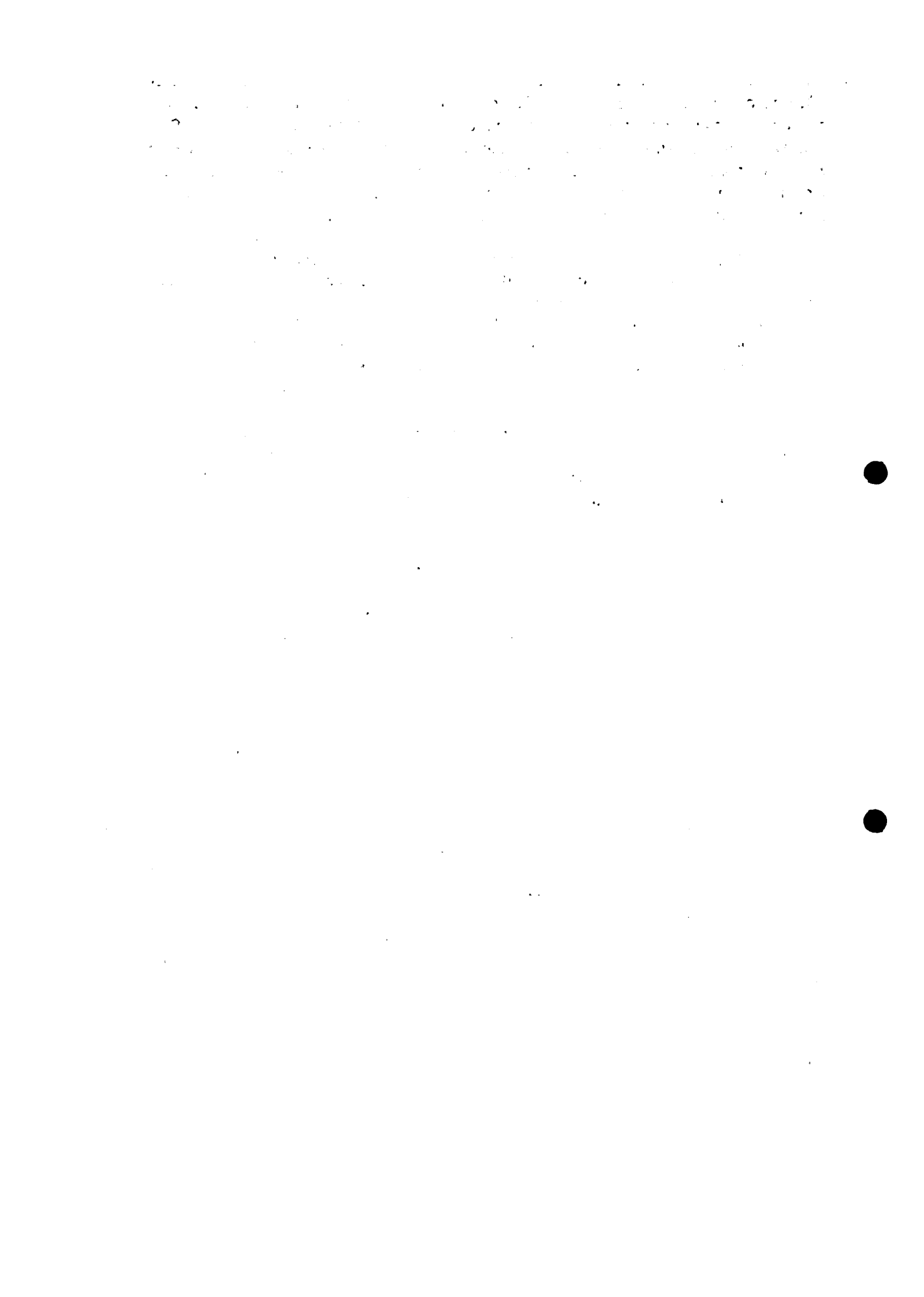
UNUFAVU SE

Filip Čulík, Chairman of the Board of Directors

/Illegible signature/

/Illegible signature/
JUDr. Pavol Sádél, notary

Round stamp with the state symbol of the Slovak Republic and the text:
JUDr. PAVOL SÁDEL*NOTARY* KOŠICE *1*



AFFIDAVIT

UBUFAVU SE, with registered office at Karpatské námestie 10 A, Bratislava - city district
Rača 831 06, ID No.: 56 318 901, registered in the Commercial Register of the Municipal Court Bratislava III,
Section: Po, insert number 8965/B, hereby

declare,

that no application has been made to the court for a declaration that the resolution of the general meeting deciding on the relocation of the registered office is null and void.

In Košice, on 21.01.2026

/Illegible signature/
Filip Čulík
Chairman of the Board of Directors

Section 1

The first part of the document discusses the importance of maintaining accurate records and the role of the auditor in ensuring the integrity of the financial statements. It highlights the need for transparency and accountability in the reporting process.

Section 2

The second part of the document focuses on the specific procedures and standards that must be followed during the audit process. It outlines the responsibilities of the audit team and the steps involved in gathering evidence and assessing risk.

Page 1 of 1

AFFIDAVIT

UNUFAVU SE, with registered office at Karpatské námestie 10 A, Bratislava - Rača 831 06, ID No.: 56 318 901, registered in the Commercial Register of the Municipal Court of Bratislava III, Section Po, Insert No. 8965/B, hereby

declare,

The company's shareholders and creditors were able to examine at the SE's registered office, at least one month before the general meeting convened for the purpose of deciding on the transfer of the registered office, a proposal for the transfer of the registered office and a report explaining and justifying the legal and economic aspects of the transfer and explaining the consequences of the transfer for shareholders, creditors and employees, and to receive copies of these documents on request.

In Košice, on 21.01.2026

/Illegible signature/
Filip Čulík
Chairman of the Board of Directors

1. The first part of the document discusses the importance of maintaining accurate records of all transactions and activities. It emphasizes the need for transparency and accountability in financial reporting.

2. The second part of the document outlines the various methods and techniques used to collect and analyze data. It includes a detailed description of the experimental procedures and the statistical tools employed to interpret the results.

3. The third part of the document presents the findings of the study, highlighting the key observations and trends. It discusses the implications of these findings for future research and practical applications.

4. The final part of the document provides a conclusion and a summary of the overall research objectives and outcomes. It also includes a list of references and a bibliography of the sources consulted during the study.

Annex 1

Full text of the Statutes after the relocation of the registered office

STATUTES UNUFAVU SE (hereinafter referred to as the "Company")

§1

Business name, registered office and duration of the company

- 1.1 The company's business name is **UNUFAVU SE**
- 1.2 The registered office of the company is: 69 Esker Wood Drive Lucan K78 PX45, Republic of Ireland
- 1.3 The Company is established for an indefinite period of time.
- 1.4 The Company is a European company.

§2

Subject of business

- 2.1 The Company's business is:

Rental properties, residential and non-residential premises without providing other than basic services related to renting

§3

Acting and signing on behalf of the company

- 3.1 The Chairman of the Board of Directors shall act on behalf of the company individually.
- 3.2 Signing for the company is done by attaching the Chairman of the Board of Directors' handwritten signature to the printed or written name of the company.

§4

Share capital

- 4.1 The share capital of the company is EUR 120.000, - (one hundred and twenty thousand euro) divided into 10 (in word: ten) pieces of registered ordinary shares in certificated form, where the nominal value of one share is EUR 12.000 (in word: twelve thousand euro). The Company shall issue the shares at an issue price equal to the nominal value of the shares. The shares shall be issued in certificated form. The transferability of registered shares shall not be restricted.

§5

Increase in share capital

- 5.1 Increase of the share capital may be carried out under the conditions set out in the provisions of §§ 202 to 210 of the Commercial Code.
- 5.2 The transfer of the right to preferential subscription of shares shall be possible under the same conditions set out in these Articles of Association as the transfer of the type of shares to which this right relates.

1998

1999

2000

2001

2002

2003

2004

2005

5.3 The transfer of the right to exchange an exchangeable debenture for shares in the Company and the transfer of the right of pre-emption of shares in the Company shall be subject to the same conditions, as set out in these Articles, as those applicable to the class of shares to be acquired by the exercise of the relevant debenture.

§6 Reduction of capital

6.1 The reduction of the share capital shall be decided by the General Meeting of Shareholders on the proposal of the Board of Directors.

6.2 The reduction of the share capital shall be carried out by the Board of Directors in accordance with Sections 211 to 216 of the Commercial Code.

§7 Company shares and their transfer

7.1 The Company's share capital is divided into 10 (in word: ten) registered ordinary shares in certificated form, where the nominal value of one share is EUR 12,000 (in word: twelve thousand euro). The company's shares are not publicly traded.

7.2 The Company may issue a bulk share or multiple bulk shares in substitution for individual shares in the Company. At the request of a shareholder, the Company shall issue to the shareholder, against the return of the bulk share held by the shareholder, the individual shares which the bulk share replaces, or shall issue one or more bulk shares in substitution for the number of shares held by the shareholder as determined by the shareholder. The shares replaced by a block of shares must have the same nominal value and be of the same class.

7.3 The Company may acquire treasury shares only under the conditions provided by law.

7.4 A certificated registered share (hereinafter referred to as a share) carries with it the shareholder's right to participate in the management of the company, its profits and the liquidation balance on the winding-up of the company with liquidation.

7.5 The share carries with it the full voting rights as well as other rights under the law and these Articles of Association.

7.6 The transfer of registered shares shall not be restricted and shall be made in accordance with applicable law.

7.7 No conditions are required for the creation and creation of a pledge over the shares.

§8 Issuing different types of shares

8.1 The General Meeting may resolve to issue preference shares which guarantee the holders a preferential right to a share of the profits over all shareholders. The holders of these shares shall have all the rights of shareholders of other types of shares, except the right to vote at the general meeting.

§9 List of shareholders

9.1 A list of shareholders is maintained in accordance with applicable law. The list of shareholders is not **public**.

§10 Profit share

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10.1 A shareholder is entitled to a share of the profit (dividend) which the General Meeting has determined to be distributed in accordance with the profit and loss account. This share shall be determined by the ratio of the nominal value of the shareholder's shares to the nominal value of the shares of all shareholders.

10.2 A Shareholder shall not be obliged to return a dividend received in good faith.

§11 Share of the liquidation balance

11.1 Upon the dissolution of the Company by liquidation, a shareholder shall be entitled to a share of the liquidation surplus in the ratio of the nominal value of his shares to the nominal value of the shares of all shareholders.

§12 Participation in the General Assembly

12.1 Each shareholder is entitled to attend the General Meeting, vote at the General Meeting, request the lights and make proposals.

12.2 The voting right attached to a share shall be governed by its nominal value, in such a way that the number of votes of a shareholder is determined by the ratio of the nominal value of his shares to the amount of the share capital.

§13 Method of repayment of shares

13.1 The repayment of subscribed shares is governed by the relevant provisions of §177 of the Commercial Code. The subscriber is obliged to repay the nominal value of the shares subscribed as follows:

- 100% of the issue price of the shares before the registration of the company in the relevant Commercial Register, in cash to the company's treasury.

13.2 The subscriber is obliged to hand over the in-kind contributions to the company immediately after the subscription of the shares. The financial value of the non-cash contribution must be valued in accordance with applicable law.

13.3 In case of breach of the obligation to redeem the nominal value of the subscribed shares or part thereof, the subscriber shall pay a default interest of 20% p.a. The Board of Directors shall further proceed in accordance with Section 177(4) of the Commercial Code, with the alternative deadline for redemption of the shares being set at 45 days from the date of sending the redemption notice.

§14 Other rights and obligations of a shareholder

14.1 Payment to a shareholder in the form of a dividend at the expense of the share capital, the Company's reserve fund or funds to be used to replenish the reserve fund is not permitted.

14.2 A shareholder and other persons permitted by law may, within three months from the date of the general meeting or, if the general meeting has not been convened, from the date on which the shareholder may have become aware of the resolution, apply to the court for a declaration that the resolution of the general meeting is null and void if it is in breach of the law, the memorandum of association or these Articles of Association. A shareholder who attended the general meeting may exercise this right only if he has lodged a protest in the minutes of the general meeting.

§15 Bodies of the company

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 consistent and reliable data collection processes to support informed decision-making.

3. The third part of the document focuses on the role of technology in data management and analysis. It discusses how modern software solutions can streamline data collection, storage, and reporting, thereby improving efficiency and accuracy.

4. The fourth part of the document addresses the challenges associated with data management, such as data quality, security, and privacy. It provides strategies to mitigate these risks and ensure that data is used responsibly and ethically.

5. The fifth part of the document discusses the importance of data governance and the establishment of clear policies and procedures. It stresses that effective data governance is crucial for maintaining the integrity and trustworthiness of the organization's data.

6. The sixth part of the document explores the benefits of data-driven decision-making and how it can lead to improved performance and competitive advantage. It provides examples of successful data-driven initiatives and the key factors for their success.

7. The seventh part of the document discusses the future of data management and the emerging trends in the field. It highlights the growing importance of artificial intelligence, machine learning, and big data in shaping the future of data analysis.

8. The eighth part of the document provides a summary of the key points discussed throughout the document. It reiterates the importance of data management and the need for a comprehensive and integrated approach to data collection, analysis, and governance.

9. The ninth part of the document discusses the role of data in driving innovation and creating new products and services. It emphasizes that data is a valuable asset that can be leveraged to identify new market opportunities and develop cutting-edge solutions.

10. The tenth part of the document provides a final conclusion and a call to action. It encourages organizations to embrace a data-driven culture and invest in the necessary resources and capabilities to maximize the value of their data.

11. The eleventh part of the document discusses the importance of data literacy and the need for organizations to invest in training and development programs. It highlights that data literacy is a critical skill for employees in the modern data-driven economy.

12. The twelfth part of the document discusses the role of data in improving customer experience and loyalty. It emphasizes that data can be used to gain insights into customer behavior and preferences, enabling organizations to tailor their offerings and services to better meet customer needs.

13. The thirteenth part of the document discusses the role of data in optimizing operational efficiency and reducing costs. It highlights that data can be used to identify inefficiencies and areas for improvement in various business processes, leading to significant cost savings and increased productivity.

14. The fourteenth part of the document discusses the role of data in risk management and compliance. It emphasizes that data can be used to identify potential risks and vulnerabilities, enabling organizations to proactively address them and ensure they are in full compliance with relevant regulations and standards.

15. The fifteenth part of the document provides a final summary and a call to action. It reiterates the importance of data management and the need for organizations to take a holistic and strategic approach to data collection, analysis, and governance to achieve their long-term goals.

15.1 The bodies of the Company are:

- A) General Assembly;
- B) the Board of Directors;
- C) the Supervisory Board.

A) General Assembly

§16

16.1 The General Meeting is the supreme body of the Company; all shareholders have the right to participate in its deliberations. The General Meeting shall be composed of all shareholders attending it.

§17

17.1 The competence of the General Assembly includes:

1. change of statutes;
2. the decision on the increase and decrease of the share capital, on the authorization of the Board of Directors to increase the share capital pursuant to §210 of the Commercial Code, and the issuance of senior bonds or exchangeable bonds;
3. election and dismissal of members of the Board of Directors,
4. election and dismissal of members of the Supervisory Board,
5. approval of the annual separate financial statements, the extraordinary separate financial statements or consolidated financial statements, the annual and auditor's reports, the decision on the distribution of profits or the settlement of losses and the determination of royalties;
6. a decision on the conversion of shares issued as certificated securities into book-entry securities and vice versa;
7. a decision to dissolve the company and to change its legal form;
8. approval of the rules on remuneration of members of the company's bodies;
9. deciding whether to approve a contract for the transfer of an undertaking or a contract for the transfer of part of an undertaking;
10. approval of the written contract for the performance of the functions of a member of the Board of Directors and a member of the Supervisory Board, with the exception of members of the Supervisory Board elected and dismissed pursuant to Section 200 of the Commercial Code;
11. the appointment of the Company's auditor;
12. deciding on other matters which are included in the competence of the General Assembly by law or these Statutes or which the General Assembly reserves for itself to decide.

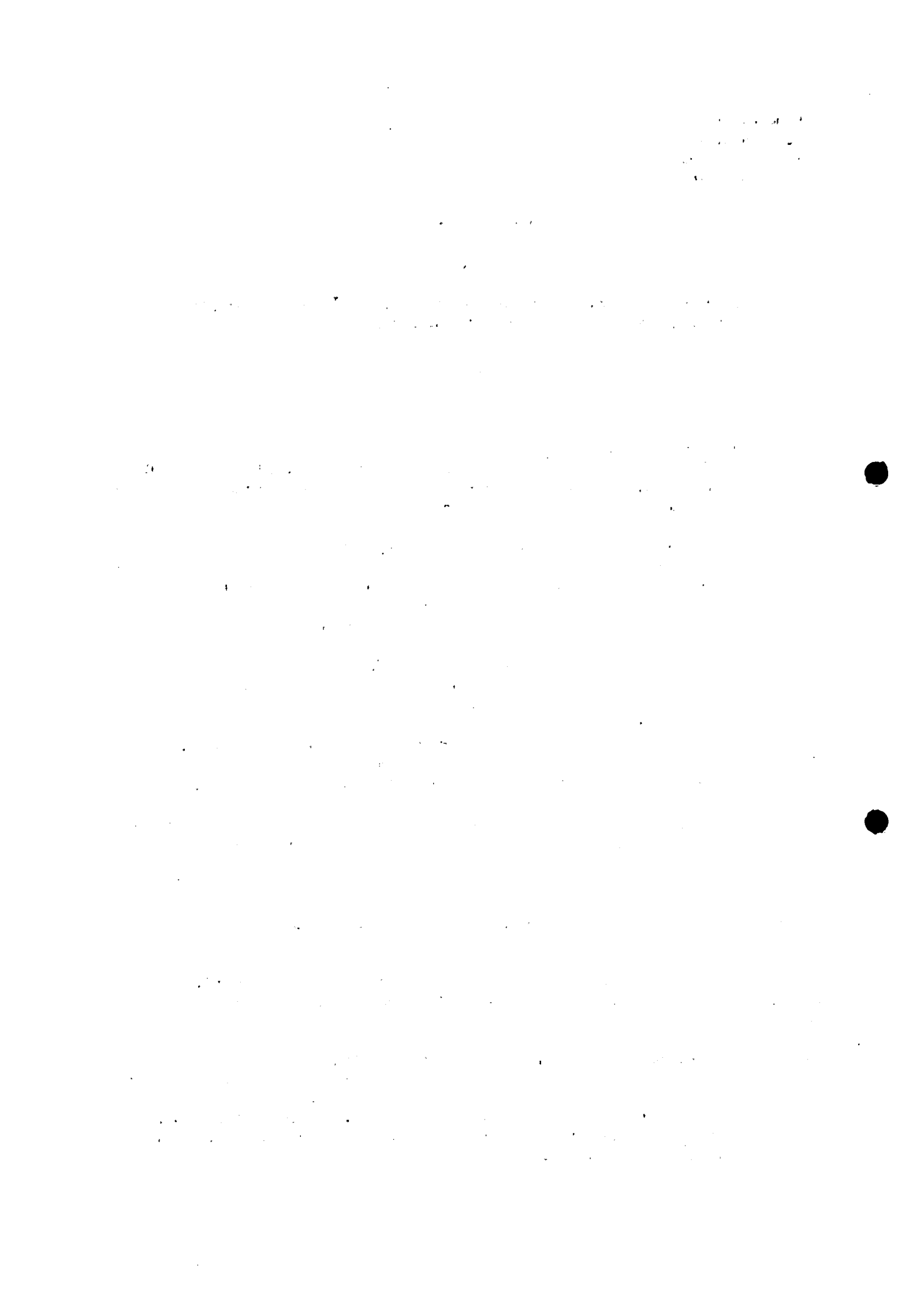
§18

18.1 Ordinary General Meetings shall be convened once a year, not later than five months of the following

18.2 General Meetings shall be convened by the Board of Management; under the conditions laid down by law, General Meetings may be convened by the Court (paragraph 18.3(a) below) or by the Supervisory Board (paragraph 18.4 below).

18.3 The Board of Directors is obliged to convene an extraordinary general meeting:

- a) if requested by shareholders holding shares with a nominal value exceeding at least 5% of the company's share capital. If the board of directors fails to convene the general meeting so that it is held within 40 days from the date on which it receives the request for its convening, these shareholders may request the court to convene the general meeting within the same period. This right shall be available only to those



a)

shareholders who were holders of shares at least three months before the expiry of the deadline for convening an extraordinary general meeting by the Board of Directors according to the previous sentence.

- b) if it finds that the company's loss has exceeded the value of one-third of the share capital or can be expected to do so and submits proposals for measures to the general meeting or that it has been insolvent for more than three months.

18.4 The Supervisory Board is obliged to convene a General Meeting if the interests of the Company so require.

18.5 The general meeting shall normally be convened at the registered office of the company or at another suitable place.

§19

19.1 The General Meeting shall be convened by invitation sent by registered letter to all shareholders registered in the list of shareholders. Invitations must be sent at least thirty days before the date of the General Meeting.

19.2 The invitation must include:

- a) the company's name and registered office;
- (b) the place, date and time of the general meeting;
- (c) an indication of whether an ordinary or extraordinary general meeting is being convened;
- (d) the agenda of the General Assembly.

19.3 If the agenda of the General Meeting includes an increase or reduction of the share capital, the invitation must contain, in addition to the particulars referred to in paragraph 19.2, the other particulars set out in section 202(2) and (3) or section 212 of the Commercial Code. Pursuant to the agenda of the General Meeting of Shareholders: the invitation shall also contain the requisites pursuant to §§184(6), (7), 192(1), 204a(5) of the Commercial Code.

§20

20.1 The General Meeting adopts its decisions by a majority of votes of the shareholders present in the Company. A two-thirds majority of the votes of the shareholders present shall be required to approve a resolution of the General Meeting to amend the Articles of Association, to increase or decrease the share capital, to authorise the Board of Directors to increase the share capital pursuant to §210, to issue preference bonds or exchangeable bonds, to dissolve the company or to change the legal form, and a notarial deed shall be drawn up to that effect.

20.2 Voting at the General Meeting shall be by acclamation, unless the General Meeting decides otherwise.

§21

21.1 The General Meeting shall elect a chairman of the General Meeting, a recorder, two verifiers of the minutes and persons in charge of counting the votes.

§22

22.1 The chairman of the general meeting shall ensure that the list of shareholders present at the general meeting and the minutes of the general meeting have the requisites prescribed by law. In the event that the General Meeting is to decide on a change to the Company's Articles of Association, an increase or decrease in the share capital or the dissolution of the Company, the Board of Directors shall arrange for the participation of a notary public.

1. The first part of the document discusses the importance of maintaining accurate records of all transactions and activities.

2. It then outlines the various methods used to collect and analyze data, including surveys, interviews, and focus groups.

3. The document also describes the process of identifying key stakeholders and their interests in the project.

4. Finally, it provides a detailed overview of the project's goals and objectives, as well as the expected outcomes.

5. The document concludes with a summary of the key findings and recommendations.

6. It also includes a list of references and a glossary of terms used throughout the document.

7. The document is intended to provide a comprehensive overview of the project and its findings, and to serve as a guide for future research and practice.

8. It is hoped that this document will be helpful to all those who are interested in the project and its findings.

9. The document is available for download at the following link: [\[Link\]](#)

10. Thank you for your interest in this project.

11. If you have any questions or comments, please contact the author at the following email address: [\[Email\]](#)

12. The author would like to thank the following individuals for their assistance and support during the course of the project:

13. [Name], [Title], [Organization]

14. [Name], [Title], [Organization]

15. [Name], [Title], [Organization]

16. [Name], [Title], [Organization]

17. [Name], [Title], [Organization]

18. [Name], [Title], [Organization]

19. [Name], [Title], [Organization]

20. [Name], [Title], [Organization]

22.2 The minutes of the General Meeting shall be drawn up by the Board of Directors; the minutes shall be signed by the recorder, the chairman of the General Meeting and two verifiers of the minutes.

§23

23.1 Shareholders may also take decisions outside the General Meeting. The draft resolution shall be submitted to the shareholders for their comments by the Board of Directors, together with a notice of the deadline for the shareholders to send their written comments to the Company's registered office. The statement may be made by letter, sent by registered post, courier or delivered in person to the address of the registered office of the company. If the shareholder does not make a statement within the time limit, it shall be deemed to be disagreeing.

23.2 The Board of Directors shall announce the results of the vote to the individual shareholders. For the adoption of the resolution, clause 20.1 of these Articles of Association shall apply.

23.3 The relevant provisions of the Commercial Code shall apply to proceedings for the invalidation of a resolution of the General Meeting.

§24

24.1 If the Company has only one shareholder, the powers of the General Meeting shall be exercised by that shareholder. That shareholder may convene a general meeting at any time, the powers of which shall be exercised by him, except that section 19(1) of the articles of association shall not apply. A resolution of a sole shareholder made in the exercise of the powers of the general meeting must be in writing and signed by him. If required by law or the articles of association, a notarial deed shall be required.

B) THE BOARD OF DIRECTORS

§25

25.1 The Board of Directors shall be the statutory body of the Company, acting on behalf of the Company in the manner set out in Section 3 of these Articles of Association.

25.2 The Management Board shall decide on all matters of the Company unless they are reserved by law or the Articles of Association to the General Meeting or the Supervisory Board or unless the General Meeting has reserved them for decision.

§26

26.1 The Board of Directors shall have one member, who shall be the Chairman of the Board of Directors, elected and removed by the General Meeting, the Chairman of the Board of Directors shall be elected for a term of five years. However, the term of office of the Chairman of the Board of Directors shall not expire until a new Chairman has been elected in his place; this shall be without prejudice to the right of the Chairman of the Board of Directors

§27

27.1 The Chairman of the Board of Directors, acting as the Company's Statutory Body (the Board of Directors), shall make his decisions in writing; such decisions shall include, in addition to the decision itself, the date and place of their adoption and the signature of the Chairman of the Board of Directors. The signature of the Chairman of the Board of Directors on a written decision shall indicate that the decision has been taken by the Statutory Body.

§28

1. The first part of the document discusses the importance of maintaining accurate records of all transactions.

2. It is essential to ensure that all entries are supported by appropriate documentation and receipts.

3. Regular audits should be conducted to verify the accuracy of the records and to identify any discrepancies.

4. The second part of the document outlines the procedures for handling and storing financial records.

5. All records should be stored in a secure and accessible location, and should be backed up regularly.

6. It is also important to establish a clear policy regarding the retention and disposal of financial records.

7. The final part of the document provides a summary of the key points and offers recommendations for further action.

8. It is hoped that these guidelines will help to ensure the integrity and accuracy of your financial records.

9. Please contact the accounting department if you have any questions or need further assistance.

10. Thank you for your attention to this matter, and for your commitment to maintaining accurate financial records.

11. Sincerely,
[Signature]

12. [Name]
[Title]
[Company]

28.1 Within the scope of the powers defined in paragraph 25.2 above, the Board of Directors shall, in addition to the duties prescribed by law and these Articles of Association, have the following duties:

- a) to ensure the proper keeping of the company's accounts;
- b) to submit to the General Meeting for approval the ordinary individual financial statements, the extraordinary individual financial statements or the consolidated financial statements, the decision on the distribution of profits or the settlement of losses, the annual report, if its preparation is required by the relevant legislation,
- c) to draw up minutes of the General Meeting within fifteen days of the conclusion of the General Meeting;
- d) to inform shareholders, at their request, of the company's affairs and to allow them to inspect the company's documents,
- e) to exercise the employer's rights and obligations under employment law;
- f) to exercise the rights and duties assigned by law to the head of the organisation,
- g) to fulfil all obligations towards the Supervisory Board of the Company, as stipulated by law and these Articles of Association,
- h) to fulfil all obligations relating to the commercial register and the register of deeds,
- i) to prepare and submit to the General Meeting for approval draft internal rules of the company.

28.2 In exercising its powers, the Board of Directors shall be guided by the principles and guidelines approved by the General Meeting.

§29

29.1 The Chairman of the Board of Directors is obliged to exercise his/her duties with due diligence and to maintain confidentiality of confidential information and facts, the disclosure of which to third parties could cause damage to the Company or jeopardize its interests or the interests of its shareholders, and in the exercise of his/her duties he/she must not prioritize his/her own interests, the interests of only some shareholders or the interests of third parties over the interests of the Company.

29.2 The Chairman of the Board of Directors is subject to the non-competition prohibition as provided for in Section 196(1) of the Commercial Code.

29.3 The relationship between the Chairman of the Board of Directors and the Company is subject to the provisions of the Commercial Code on the mandate agreement. This relationship shall be regulated in a written agreement on the performance of the duties of the Chairman of the Board of Directors, which shall be approved by the General Meeting of the Company.

C) THE SUPERVISORY BOARD

§30

30.1 The company's Supervisory Board oversees the performance of the Board of Management's duties and the company's business activities.

§31

31.1 Within the scope of its competence regulated by law and these Articles of Association, the Supervisory Board, or its members in particular:

- a) to inspect all documents and records relating to the company's activities;
- b) to check that the company's accounting records are kept properly and in accordance with the facts;

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- c) to control whether the company's business activities are carried out in accordance with the law, these Articles of Association and the instructions of the General Meeting;
- d) to examine the ordinary individual, extraordinary individual and consolidated financial statements and the proposal for the distribution of profits or the settlement of losses prepared by the Board of Directors and to submit its observations to the General Meeting of Shareholders;
- e) attend the General Assembly and report to the General Assembly on the results of its audit activities;
- f) to convene a general meeting under the conditions set out in § 18 of these Articles of Association;
- g) to represent the company against the members of the board of directors in proceedings before courts or other authorities;
- h) to grant consent pursuant to Section 196a of the Commercial Code.

§32

32.1 The Supervisory Board shall have three members, one of whom shall be the Chairman. The members of the Supervisory Board and the Chairman shall be elected and dismissed by the General Meeting; the members of the Supervisory Board shall be elected for a term of five years. However, the term of office of a member of the Supervisory Board shall not expire until a new member has been elected in his or her place; this shall be without prejudice to the right of a member of the Supervisory Board to resign from his or her office.

32.2 A member of the Supervisory Board may not also be a member of the Company's Board of Directors, its proxy or a person authorised to act on behalf of the Company according to the entry in the Commercial Register.

§33

33.1 Meetings of the Supervisory Board shall be held as required, convened by the Chairman of the Supervisory Board, as a rule, at the registered office of the Company.

33.2 Minutes signed by the Chairman of the Supervisory Board shall be drawn up of the proceedings of the Supervisory Board meeting and of its decisions.

The minutes shall also state the position of the member who voted against the Supervisory Board's decision, if he or she so requests.

33.3 The Supervisory Board shall decide by the consent of a majority of its members.

§34

34.1 The provisions of Section 28.2 and Section 29 of these Articles of Association shall apply mutatis mutandis to the members of the Supervisory Board.

§35

Accounting year

35.1 The accounting year shall always begin on 1 January and end on 31 December of the calendar year. The first accounting year shall commence on the date of registration of the company in the commercial register and shall end on 31 December of the same year.

§36

Reserve Fund

36.1 The Company shall create a reserve fund at its incorporation in the amount of 10% of the share capital. It shall replenish this fund annually by an amount equal to 10% of the net profit calculated in the annual accounts until it reaches 20% of the share capital.

1. The first part of the document discusses the importance of maintaining accurate records of all transactions. It emphasizes that this is crucial for ensuring the integrity of the financial statements and for providing a clear audit trail. The text also mentions that proper record-keeping is essential for identifying and correcting errors in a timely manner.

2. The second part of the document focuses on the role of internal controls in preventing fraud and misstatements. It highlights that a strong internal control system is necessary to ensure that all transactions are properly authorized, recorded, and reviewed. The document also notes that internal controls should be designed to be effective and efficient, and should be regularly evaluated and updated as needed.

3. The third part of the document discusses the importance of transparency and communication in financial reporting. It emphasizes that providing clear and concise information to stakeholders is essential for building trust and confidence in the organization's financial performance. The text also mentions that transparency is a key component of good corporate governance and is essential for attracting investment and financing.



36.2 The use of the reserve fund shall be decided by the Board of Directors in accordance with the rules approved by the General Meeting.

36.3 The General Meeting may resolve to establish other funds of the Company and to lay down the rules for their creation and use.

§37

Financial statements

37.1 After the end of the financial year, the Board of Directors shall arrange for the preparation of the ordinary separate financial statements and, if necessary, the consolidated financial statements and the extraordinary separate financial statements. The board of directors shall arrange for the ordinary separate financial statements to be drawn up no later than five months after the end of the accounting period.

37.2 Within the time limit referred to in clause 36.1, the Management Board shall submit the annual financial statements and the proposal for the distribution of profits or the settlement of losses to the Supervisory Board of the Company, to the auditor for review and to the General Meeting of the Company for approval.

37.3 The annual financial statements and the proposal for the distribution of the Company's profits or the payment of losses shall be sent by the Board of Directors to the shareholders registered in the shareholders' list together with the invitation to the General Meeting.

§38

Profit share

38.1 The net profit of the Company, i.e. the profit remaining after the payment of taxes and local charges or other benefits of a similar nature, shall be used as decided by the General Meeting in the following preferred order:

1. allocation to the reserve fund according to § 36 of these statutes;
2. allocation to other funds of the company, if established,
3. the company's investment plans;
4. payment of dividends to shareholders;
5. payment of royalties to members of the Management Board and Supervisory Board.

§39

Dissolution of the company

39.1 The company is dissolved for the reasons set out in §.68 (3) and (6) of the Commercial Code.

39.2 The Company shall cease to exist on the date of its deletion from the Commercial Register.

§40

Liquidation of the company

40.1 If, after the dissolution of the company, its entire business assets do not pass to the legal successor, the company shall be liquidated in accordance with Sections 70 to 75 of the Commercial Code.

40.2 The liquidator shall be appointed by the general meeting.

40.3 After the satisfaction of creditors, the liquidation balance shall be distributed among the shareholders in accordance with Section 220 of the Commercial Code.

1. The first part of the document discusses the importance of maintaining accurate records of all transactions and activities. It emphasizes that this is crucial 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 consistent and reliable data collection processes to support informed decision-making.

3. The third part of the document focuses on the role of technology in data management and analysis. It discusses how modern software solutions can streamline data collection, storage, and reporting, thereby improving efficiency and accuracy.

4. The fourth part of the document addresses the challenges associated with data management, such as data quality, security, and privacy. It provides strategies to mitigate these risks and ensure that data is used responsibly and ethically.

5. The fifth part of the document discusses the importance of data governance and the establishment of clear policies and procedures. It stresses that a strong governance framework is essential for maintaining the integrity and reliability of the organization's data assets.

6. The sixth part of the document explores the role of data in strategic planning and performance management. It shows how data-driven insights can help organizations identify trends, opportunities, and areas for improvement, leading to better overall performance.

7. The seventh part of the document discusses the importance of data literacy and training for all employees. It emphasizes that having a data-driven culture is essential for maximizing the value of the organization's data and achieving its long-term goals.

8. The eighth part of the document provides a summary of the key points discussed and offers final thoughts on the importance of data in the modern business environment. It concludes by encouraging organizations to embrace data as a strategic asset and to invest in the necessary resources to manage it effectively.

9. The ninth part of the document discusses the future of data management and analysis, highlighting emerging trends and technologies that will shape the way organizations handle their data in the coming years.

10. The tenth part of the document provides a conclusion and a call to action, urging organizations to take immediate steps to improve their data management practices and to leverage the power of data to drive their success.

11. The eleventh part of the document discusses the importance of data security and the need for robust security measures to protect sensitive information from unauthorized access and breaches.

12. The twelfth part of the document addresses the issue of data privacy and the need to comply with relevant regulations and standards to protect the rights and privacy of individuals whose data is being collected and processed.

13. The thirteenth part of the document discusses the role of data in customer relationship management and how it can be used to better understand and serve individual customers, leading to increased loyalty and satisfaction.

14. The fourteenth part of the document explores the use of data in marketing and sales, showing how data-driven insights can help organizations identify their target audience, tailor their messaging, and optimize their marketing campaigns.

15. The fifteenth part of the document discusses the importance of data in human resources management, including how it can be used to attract, recruit, and retain top talent, as well as to improve employee performance and engagement.

16. The sixteenth part of the document provides a final summary and reiterates the key takeaways from the document, emphasizing the critical role of data in the success of modern organizations.

17. The seventeenth part of the document offers a final thought on the future of data and the potential for continued innovation and growth as organizations continue to harness the power of their data.

§41

Amendment and alteration of the statutes

41.1 Amendments and other changes to these Statutes shall be decided by the General Meeting.

41.2 A proposal to supplement or otherwise amend the Articles of Association may be made by a shareholder, the Management Board or the Supervisory Board.

§42

Participation of employees of a European company

42.1 The participation of employees in the management of the European company is governed by the relevant provisions of Act No. 562/2004 Coll. The provisions of the Labour Code apply to the participation of employees in the management of a European company only insofar as Act No. 562/2004 Coll. on the European company and on amendment and supplementation of certain acts.

42.2 The company's board of directors shall be obliged to submit a proposal to amend the company's articles of association if, after a period of four years from the date of its appointment, the employees' committee decides that negotiations on the involvement of employees shall be reopened with a view to reaching agreement on the manner and extent of the involvement of the company's employees and such agreement is reached, or if those negotiations are terminated with the result that the involvement of the company's employees is limited to the right to information and consultation to the extent provided for by the legislation in the Member State in which the European company has employees.

THE UNIVERSITY OF CHICAGO

PHYSICS DEPARTMENT

5308 S. UNIVERSITY AVENUE

CHICAGO, ILLINOIS 60637

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PHYSICS 435

CLASSICAL MECHANICS



Report

explaining and justifying the legal and economic aspects of the relocation of the company's registered office

IR1 BUSINESS SE, No: 56 318 901

with registered office at Karpatské námestie 10 A, 831 06 Bratislava - Rača district, registered in
Commercial Register of the Municipal Court Bratislava III, Section Po, Insert 8965/B

INTRODUCTION:

This report has been prepared by the statutory body of **IR1 BUSINESS SE** ("the Company") pursuant to Article 8(3) of Council Regulation (EC) No 2157/2001 of 8 October 2001. The purpose of this report is to explain and justify the legal and economic aspects of the proposed transfer of the Company's registered office from the Slovak Republic to the Republic of Ireland and to explain and justify the implications of the transfer for the Company's shareholders, creditors and employees.

ECONOMIC ASPECTS

The "Company" will be transferred to simplify business operations and administration, which may lead to savings in the existing operating costs of the "Company" and, consequently, savings in the management of administrative expenses. It is also preferable for the "Company" and its future partners to transfer the registered office of the "Company" to the Republic of Ireland. The Statutory Authority considers that the transfer will lead to a reduction in administrative expenses and fees for professional services, including, inter alia, accounting and similar services.

The statutory body of the "company" considers that the transfer will allow greater flexibility in dealing with partners, with the public administration and will simplify all administration and streamline the company's operations. The management body also considers that the transfer will simplify the operation of the company as a whole.

LEGAL ASPECTS

The company has been incorporated in accordance with European Union law (in particular Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) and Council Directive 2001/86/EC of 8 October 2001) and the transfer will be carried out in accordance with the laws of the Slovak Republic.

After the transfer, the "company" will be subject to the laws of the Republic of Ireland and will be treated in the same way as a European company incorporated under the laws of the Republic of Ireland. After the transfer, the 'company' will comply with the laws, including the tax laws, of the Republic of Ireland. After the transfer of the 'company' to the Republic of Ireland, the structure of the 'company' will be monistic. The articles of association of the 'company' will be adapted to comply with the laws of the Republic of Ireland as set out in the transfer proposal. The name of the company will not change after the transfer. The company will be registered in the Companies Register of the Republic of Ireland.

IMPACTS ON LOANS AND DEBTS:

The relocation of the company's registered office will have no adverse consequences for creditors or third parties.

1. The first part of the document discusses the importance of maintaining accurate records of all transactions.

2. It also highlights the need for regular audits to ensure the integrity of the financial data.

3. The following section details the various methods used to collect and analyze financial information.

4. This includes a thorough review of all accounts and a comparison of actual results against budgeted figures.

5. The results of these analyses are then used to identify areas of concern and to develop corrective actions.

6. Finally, the document concludes with a summary of the key findings and recommendations.

7. It is hoped that this report will provide a clear and concise overview of the current financial situation.

8. The information presented here is intended to assist management in making informed decisions.

9. Please do not hesitate to contact me if you have any questions or need further clarification.

10. Thank you for your attention and cooperation.

11. Sincerely,
[Signature]

12. [Name]
[Title]

13. [Address]
[City, State, Zip]

14. [Phone Number]
[Fax Number]

15. [Email Address]

16. [Website]

17. [Social Media Links]

18. [Additional Information]

19. [Closing Remarks]

20. [Final Signatures]

STAFF:

The "company" currently has no employees, so there will be no consequences to the company's employees. The transfer will have no impact on employees.

IMPACTS FOR SHAREHOLDERS:

A "company" has only one shareholder. The transfer of the Company to the Republic of Ireland is in accordance with the intention of the Sole Shareholder and will not have any onerous consequences for the Sole Shareholder.

in Košice, on 16.09.2025

/Illegible signature/
IR1 BUSINESS SE
Chairman of the Board of Directors

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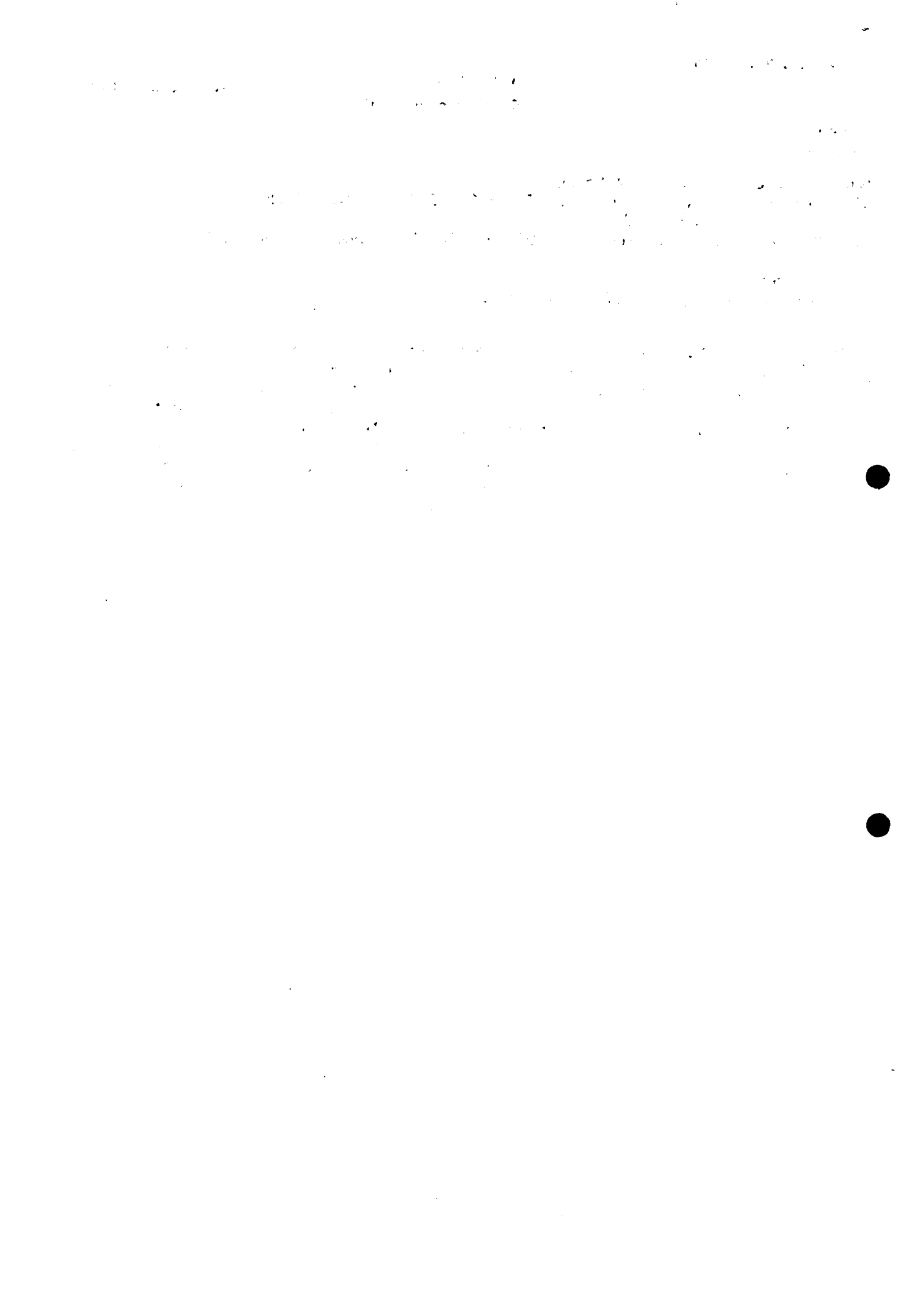
Other announcements

O000519

Company

Business name: IR1 BUSINESS SE
Headquarters: Karpatské námestie 10 A, 831 06 Bratislava - Rača district
ID: 56 318 901
Registered in the Commercial Register of the Registry Court: Municipal Court Bratislava III
Section Po
Insert number: 8965/B
announces pursuant to § 7 of Act No. 562/2004 Coll.

IR1 BUSINESS SE, Reg. No.: 56 318 901 with registered office at Karpatské námestie 10 A, 831 06 Bratislava - Rača, registered in the Commercial Register of the Municipal Court of Bratislava III, Section Po, File 8965/B, pursuant to Section 7 of Act No. 562/2004 Coll. in conjunction with Article 8(2) of Council Regulation (EC) No. 2157/2001 on the Statute for a European Company (SE), announces the deposit of the Proposal for transfer of the registered office in the Collection of Deeds. The company **IR1 BUSINESS SE, company registration number: 56 318 901**, with registered office at Karpatské námestie 10 A, 831 06 Bratislava - Rača, registered in the Commercial Register of the Municipal Court of Bratislava III, Section Po, File 8965/B, hereby announces that the Proposal for relocation of the registered office pursuant to Art. 8 (2) of Council Regulation EC / 2157 / 2001 in conjunction with the relevant provisions of the Act of the National Council of the Slovak Republic No. 562/2004 Coll. - on the European Company and on Amendments and Additions to Certain Acts was entered into the Collection of Deeds of the Municipal Court Bratislava III on 15.7.2024.



National emblem of the Slovak Republic

Notarial Central Register of Deeds (NCRIs)

CERTIFICATION

Notary's office: JUDr. Pavol Sádél, registered office: Skladná 251/17, Košice - city district
Juh, Slovak Republic

Notary's file mark (N): N 62/2026,

File Mark (NZ): NZ 2792/2026

I certify that this copy of the notarial deed (together with its attachments) is verbatim with its original (together with annexes) registered and stored in electronic form in the Notarial Central Register of Deeds under file number NCRIs 2836/2026.

Košice- city part Juh on 21.01.2026

Round stamp with the state symbol of the Slovak Republic and the text:
JUDr. PAVOL SÁDEL *NOTARY* KOŠICE *1*

/illegible signature/

1950-1951

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1956-1957

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2022-2023

2024-2025

Košice, 22.1.2016



Privid.

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 970597. 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 970597. The translation corresponds with the translated document. I also declare that am aware of knowingly false translation.

Privid.

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*Úradný preklad
Sworn Translation*

- 1/ *Predmet prekladu / Object of the Translation: NOTÁRSKA ZÁPISNICA UNUFAVU SE
NOTARIAL DEED UNUFAVU SE*
- 2/ *Zadávatel' / Order party: UNUFAVU SE, SR*
- 3/ *Číslo prekladu / Translation reg. No.: 58/2026*
- 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, 22.01.2026*

1. The first part of the document discusses the importance of maintaining accurate records.

2. It then goes on to describe the various methods used to collect data.

3. The results of the study are presented in the following table.

4. The data shows a clear trend towards higher values in the second half of the study.

5. This is likely due to the changes in the experimental conditions.

6. The overall findings suggest that the proposed method is effective.

7. Further research is needed to confirm these results.

8. The authors would like to thank the funding agency for their support.

9. The document concludes with a summary of the key points.

10. The authors hope that this work will be helpful to others in the field.

Notárska zápisnica

napísaná JUDr. Pavlom Sádedom, notárom so sídlom v Košiciach, Skladná 17 a podpísaná dňa 21.01.2026 (slovami: dvadsiateho prvého januára dvetisícdvadsaťšest) v notárskej kancelárii notára JUDr. Pavla Sádela v Košiciach, Skladná 17.

Žiadateľ/ jediný akcionár:

Filip Čulík, narodený 29.12.1988, rodné číslo 881229/9331, trvalý pobyt Dlhé hony 5361/10, Poprad, občiansky preukaz séria a číslo MM103202,

ktorý vyhlásil, že na právne úkony je spôsobilý, svoju osobnú totožnosť, občianskym preukazom, preukázal, v ďalšom texte aj ako „žiadateľ“ a požiadal ma, aby som do notárskej zápisnice v zmysle ustanovenia § 187 ods. 2 zákona číslo 513/1991 Zb. Obchodného zákonníka (ďalej len „Obchodný zákonník“) zapísal toto:

**ROZHODNUTIE JEDINÉHO AKCIONÁRA UROBENÉ PRI VÝKONE
PÔSOBNOSTI VALNÉHO ZHROMAŽDENIA**

v zmysle § 190 Obchodného zákonníka

Jediným akcionárom európskej spoločnosti **UNUFAVU SE**, so sídlom Karpatské námestie 10 A, Bratislava - mestská časť Rača 831 06, IČO: 56 318 901, zapísaná v Obchodnom registri Mestského súdu Bratislava III, oddiel: Po, vložka číslo 8965/B je s počtom 10 kmeňových listinných akcií na meno a s počtom hlasov 10, t.j. 100 % je fyzická osoba Filip Čulík, narodený 29.12.1988, rodné číslo 881229/9331, trvalý pobyt Dlhé hony 5361/10, Poprad.

V zmysle ustanovenia § 1 zákona č. 562/2004 Z.z. o európskej spoločnosti a o zmene a doplnení niektorých zákonov (ďalej len „ZES“) na postavenie a právne vzťahy týkajúce sa európskej spoločnosti, ktoré nie sú upravené v osobitnom predpise ani v ZES, sa primerane použijú ustanovenia o akciovej spoločnosti podľa osobitného zákona, čím sú ustanovenia Obchodného zákonníka.

Ak má spoločnosť len jediného akcionára, vykonáva pôsobnosť valného zhromaždenia tento akcionár. Tento akcionár môže kedykoľvek zvolať valné zhromaždenie, ktorého pôsobnosť vykonáva, pričom neplatí § 184 ods. 3 Obchodného zákonníka. Rozhodnutie jediného akcionára urobené pri výkone pôsobnosti valného zhromaždenia musí mať písomnú formu a musí ho podpísať; notárska zápisnica sa vyžaduje v prípadoch ustanovených v § 187 ods. 2; ustanovenie § 189 ods. 3 platí primerane.

Jediný akcionár pri vykonávaní pôsobnosti valného zhromaždenia prijíma v zmysle § 190 Obchodného zákonníka nasledovné rozhodnutie:

1. Rozhodnutie o premiestnenie sídla spoločnosti

V súlade s ustanovením § 190 odsek 1 Obchodného zákonníka a v súlade

s ustanoveniami ZES týmto: _____
Rozhodol o premiestnení sídla spoločnosti do zahraničia, a to do Írskej republiky, pričom novým sídlom spoločnosti bude 69 Esker Wood Drive Lucan K78 PX45, Írska republika. _____

III. _____

Žiadateľ 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 pre účely § 36 ods. 4 Notárskeho poriadku _____

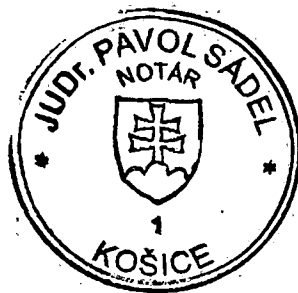

Účastník vyhlasuje, že notár mu oznámil výšku poistného krytia (pre prípad škody v súvislosti s vyhotovením notárskej zápisnice), ktorá je uzatvorená s Allianz - Slovenská poisťovňa, a.s., s limitom zodpovednosti do 800 000,00 EUR (slovom: osemstotisíc eur).—

O tomto som notársku zápisnicu napísal, účastník si ju predo mnou prečítal, ako úplnú a správnu schválil a na znak súhlasu s jej obsahom predo mnou vlastnoručne podpísal.—

Účastník: _____

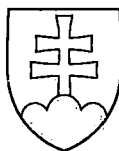
Žiadateľ/jediný akcionár: _____

Filip Čulík



JUDr. Pavol Sádelský, notár





Notársky centrálny register listín (NCRIs)

OSVEDČENIE

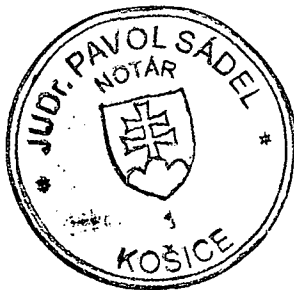
Notársky úrad: JUDr. Pavol Sádelský, sídlo: Skladná 251/17, Košice - mestská časť Juh, Slovenská republika

Spisová značka notára (N): N 61/2026,

Spisová značka (NZ): NZ 2790/2026

Osvedčujem, že tento odpis notárskej zápisnice (spolu s prílohami) sa doslovne zhoduje s jej prvopisom (spolu s prílohami) registrovaným a uloženým v elektronickej podobe v Notárskom centrálnom registri listín pod spisovou značkou NCRIs 2832/2026.

Košice - mestská časť Juh dňa 21.01.2026



Notarial deed

written by JUDr. Pavel Sádél, notary based in Košice, Skladná 17a signed on 14.03.2025 (in words: fourteenth of March, two thousand and twenty-five) in the notary office of notary JUDr. Pavel Sádél in Košice, Skladná 17.

Applicant/sole shareholder:

Filip Čulík, born 29.12.1988, Pers. Ident. number 881229/9331, permanent residence Dolné hony 5361/10, Poprad, ID card series and number MM103202,

who has declared that he is legally capable of legal acts, has proved his personal identity by means of an identity card, hereafter referred to as "the applicant" and has asked me to enter the following in the notarial deed in accordance with the provisions of Section 187 (2) of Act No. 513/1991 Coll. of the Commercial Code (hereinafter referred to as the "Commercial Code") to enter the following:

**RESOLUTION OF THE SOLE SHAREHOLDER MADE IN THE EXECUTION
OF THE GENERAL MEETING OF SHAREHOLDERS**

within the meaning of § 190 of the Commercial Code

The sole shareholder of the European company **UNUFAVU SE**, with its registered office at Karpatské námestie 10 A, Bratislava - Rača 831 06, ID No.: 56 318 901, registered in the Commercial Register of the Municipal Court of Bratislava III, Section Po, File No. 8965/B, with the number of 10 ordinary registered shares and the number of votes 10, i.e. 100 %, is a natural person Filip Čulík, born 29.12.1988, birth number 881229/9331, permanent residence Dolné hony 5361/10, Poprad.

Pursuant to the provisions of § 1 of Act No. 562/2004 Coll. on the European Company and on Amendments and Additions to Certain Acts (hereinafter referred to as the "ZES"), the provisions on a joint stock company under a special act, which are the provisions of the Commercial Code, shall apply mutatis mutandis to the status and legal relations relating to the European Company, which are not regulated by a special regulation or the ZES, which are as follows the provisions of the Commercial Code.

If the company has **only one shareholder**, the powers of the General Meeting shall be executive by that shareholder. That shareholder may convene a general meeting at any time, the powers of which he exercises, without §184 (3) of the Commercial Code applying. A resolution of the sole shareholder made in the exercise of the powers of the general meeting must be in writing and signed by him; a notarial deed is required in the cases provided for in the §187 of Sec.2; the provisions of §189 (3) shall apply accordingly.

In executive the powers of the General Meeting, the sole shareholder shall make the following decisions in accordance with Section 190 of the Commercial Code: -----

- 1. Decision to relocate the company's registered office**

In accordance with § 187 paragraph 1 letter k) of the Commercial Code and in accordance with the provisions of the ZES hereby: _____
Decided to relocate the registered office abroad, to the Republic of Ireland whereby the new registered office of the Company will be 69 Esker Wood Drive Lucan K78 PX45, Ireland Republic _____

_____ III. _____

The applicant agrees that a clerical, numerical, or other obvious inaccuracy will be identified the notary has corrected by a clause under the finished text of this notarial deed in accordance with § 43(2) Act No. 323/1992 Coll. as amended. _____

_____ Declaration for the purposes of §36(4) of the Notarial Code _____
The Participant declares that the notary has notified him/her of the amount of insurance cover (for damage in connection with the execution of the notarial deed), which is concluded with Allianz - Slovenská poisťovňa, a.s. with a limit of liability up to EUR 800 000,00 (in words: eight hundred thousand euros). _____

I have written a notarial deed to this effect, the participant has read it before me, approved it as complete and correct and signed it in his own handwriting as a sign of his agreement with its contents. _____

Participant:
Applicant/single shareholder: -----
Filip Čulík
/Illegible signature/

Round stamp with the state symbol of the Slovak Republic and the text :
JUDr. PAVOL SÁDEL *NOTARY* KOŠICE *1*

JUDr. Pavol Sádél,
notary
/Illegible signature/

1. The first part of the document discusses the importance of maintaining accurate records of all transactions and activities. It emphasizes that this is crucial 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 consistent and reliable data collection processes to support informed decision-making.

3. The third part of the document focuses on the role of technology in data management and analysis. It discusses how modern software solutions can streamline data collection, storage, and reporting, thereby improving efficiency and accuracy.

4. The fourth part of the document addresses the challenges associated with data management, such as data quality, security, and privacy. It provides strategies to mitigate these risks and ensure that data is used responsibly and ethically.

5. The fifth part of the document concludes by summarizing the key findings and recommendations. It stresses the importance of ongoing monitoring and evaluation to ensure that data management practices remain effective and aligned with the organization's goals.



State emblem of the Slovak Republic

**Notarial Central Register of Deeds (NCRIs)
CERTIFICATION**

Notary's office: JUDr. Pavol Sadel, registered office: Skladná 251/17, Košice - city district Juh, Slovak Republic

Notary's file mark (N): N 61/2026,

File Mark (NZ): NZ 2790/2026

I certify that this copy of the notarial deed (together with its annexes) is verbatim identical to the original (together with its annexes) registered and stored in electronic form in the Notarial Central Register of Deeds under the file number NCRIs 2832/2026.

Košice - city part Juh on 21.01.2026

Round stamp with the state symbol of the Slovak Republic and the text :
JUDr. PAVOL SÁDEL *NOTARY* KOŠICE *1* /Illegible signature/

10/10/10

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10/10/10

10/10/10

10/10/10

10/10/10



Košice, 22.1.2016



Privid

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 18/2016. 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 ... 18/2016. The translation corresponds with the translated document. I also declare that am aware of knowingly false translation.

Privid



Extract from the Business Register of the City Court Bratislava III
This extract has only indicative character and is not applicable for legal acts!
[View on the new portal](#)

Section : Po

Insert No.: 8965/B

Business name:	UNUFAVU SE	(from: 10/10/2025)
Registered seat:	Karpatské námestie 10 A Bratislava - mestská časť Rača 831 06	(from: 06/06/2024)
Identification number (IČO):	56 318 901	(from: 06/06/2024)
Date of entry:	06/06/2024	(from: 06/06/2024)
Legal form:	Societas Europaea	(from: 06/06/2024)
Objects of the company:	Prenájom nehnuteľností, bytových a nebytových priestorov bez poskytovania iných než základných služieb spojených s prenájomom Kúpa tovaru na účely jeho predaja konečnému spotrebiteľovi (maloobchod) alebo iným prevádzkovateľom živností (veľkoobchod) Prípravné práce k realizácii stavby Uskutočňovanie stavieb a ich zmien Dokončovacie stavebné práce pri realizácii exteriérov a interiérov Sprostredkovateľská činnosť v oblasti obchodu, služieb a výroby Čistiace a upratovacie služby Služby v oblasti administratívnej správy a služby organizačno-hospodárskej povahy Nákladná cestná doprava vykonávaná vozidlami s celkovou hmotnosťou do 3,5 t vrátane pripojného vozidla	(from: 01/10/2025) (from: 01/10/2025) (from: 01/10/2025) (from: 01/10/2025) (from: 01/10/2025) (from: 01/10/2025) (from: 01/10/2025) (from: 01/10/2025)
Management body:	Managing board Filip Čulík - Chairman of the Board of Directors Dlhé hony 5361/10 Poprad 058 01 From: 10/21/2024	(from: 06/06/2024) (from: 10/24/2024)
Acting:	Predstavenstvo koná v mene spoločnosti tak, že navonok za neho koná v mene spoločnosti jediný člen predstavenstva samostatne. Jediný člen predstavenstva k vytlačenému alebo napísanému obchodnému menu spoločnosti pripojí svoj vlastnoručný podpis.	(from: 06/06/2024)
Capital:	120 000 EUR Paid up: 120 000 EUR	(from: 06/06/2024)
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: 06/06/2024)
Stockholder:	Filip Čulík Dlhé hony 5361/10 Poprad 058 01	(from: 01/10/2025)
Date of updating data in databases:	01/25/2026	
Date of extract :	01/26/2026	

