

# BASE PROSPECTUS OF BONDS

UNIPRO CAPITAL A.S.

BOND PROGRAMME

IN THE MAXIMUM AMOUNT OF OUTSTANDING BONDS OF EUR 40 000 000.

WITH A PROGRAMME DURATION OF 15 YEARS

The base prospectus was prepared as of 21/12/2022.

*This document prepared by the Issuer constitutes the Base Prospectus (the "Prospectus") and has been prepared pursuant to Articles 6 and 8 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Directive 2003/71/EC (the "Prospectus Regulation"), pursuant to Commission Delegated Regulation (EU) 2019/979 of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Directive 2003/71/EC (the "Prospectus Regulation"), pursuant to Commission Delegated Regulation (EU) 2019/979 of 14 June 2017 on the Prospectus Regulation. march 2019 supplementing the Prospectus Regulation as regards regulatory technical standards on key financial information in the summary of the prospectus, publication and classification of prospectuses, securities advertisements, supplements to the prospectus and the notification portal, and repealing Commission Delegated Regulation (EU) No. 382/2014 and Commission Delegated Regulation (EU) 2016/301 and pursuant to Annexes 6, 7, 14, 15 of Commission Delegated Regulation (EU) 2019/980 of 14 March 2019 supplementing the Prospectus Regulation as regards the format, content, review and approval of the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Commission Regulation (EC) No 809/2004 ("the Delegated Prospectus Regulation").*

*This Prospectus has been approved by the decision of the National Bank of Slovakia No: 100-000-440-969 to No: NBS1-000-079-615 dated 16/1/2023 which entered into force on 19/1/2023 and is valid until 19/1/2024.*

*This Prospectus contains certain information set out in square brackets which does not add specific details and which will be added in the Final Conditions or which contains only a general description (or general principles or alternatives thereto). A slash symbol ("/") then separates the variants of this information before and after the slash. A choice of options will be specified in the Final Conditions. If the symbol "●" appears in square brackets, the missing information will be added in the Final Conditions. This unknown information, at the moment of preparation of the Base Prospectus, concerning the Bonds shall be set out by the Issuer for each Issue in the Final Conditions (as defined below), which shall be drawn up and published in the form set out in Article 6. Base Prospectus "Form of Final Conditions".*

## CONTENTS

1. General description of the offer programme	4
2. Risk factors	6
3. Important notices	12
4. Details of the Bonds offered and the offer	15
5. JOINT CONDITIONS	18
6. FINAL CONDITIONS FORM	37
7. Responsible persons	41
8. Authorised auditors	42
9. Interest of persons participating in the Issue	42
10. Reasons for the offer and use of proceeds	42
11. Information about the Issuer	42
12. TAXATION	51
13. Enforcement of private law claims against the Issuer	54
14. Annexes	56

## 1. General description of the offer programme

The Issuer is entitled to issue individual Bond Issues from time to time under the Bond Programme, whereby the total face value of all outstanding Bonds issued under the Bond Programme may not exceed EUR 40,000,000.-- (in words: forty million Euros) at any time. The duration of the Bond Programme, during which the Issuer may issue individual Issues under the Bond Programme, is 15 (fifteen) years. The Bond Programme was approved by the Issuer's statutory body on 1/5/2022.

The Issuer is entitled to redeem the Bonds early, under the conditions set out in Article 12.3 of the main part of the Issue Conditions. Similarly, the Bondholders are entitled to demand early redemption of the Bonds due to the Issuer's default under the terms of Article 14.1. of the main part of the Issue Conditions.

For each Bond Issue under the Bond Programme, the Issuer shall prepare Final Conditions. The relevant Final Conditions will in particular specify the face value and the number of Bonds constituting a given Issue, the issue date of the Bonds and the manner of their issue, the yield of the Bonds of a given Issue, the dates of payment of the proceeds of the Bonds and the maturity date of the face value, as well as other specific conditions of the Bonds of a given Issue.

The yield on the Bonds will be fixed. The Bonds will therefore bear interest at the fixed rate set out in the Final Conditions.

The full face value of the Bonds will be redeemed in a single lump sum on the Final Bond Maturity Date or, if applicable, the Early Bond Maturity Date.

The Bonds will be issued as unsecured and unsubordinated.

The transferability of the Bonds is not limited in any way.

The Bonds will be issued as certificated or book-entry securities. Certificated securities will be to order. The book-entry securities will be registered in registered or bearer form.

Individual Bond Issues issued under the Bond Programme will be publicly offered for subscription in the Slovak Republic and Luxembourg or other EU countries.

The Issuer will apply to the NBS for notification of the approval of this Base Prospectus to the Luxembourg Authority or, as the case may be, to the supervisory authorities of other Member States.

The Issuer will also offer the Bonds to investors abroad on the conditions under which such offering and placement will be permitted under the relevant regulations in force in each country in which the Bonds will be offered, i.e. under the conditions under which the Bonds may be offered in those countries without the need to prepare and have approved a prospectus for the securities.

Bonds may be acquired by legal and natural persons with their registered office or residence in the Slovak Republic and abroad. The categories of potential investors to whom the securities will be offered may include both qualified and non-qualified, particularly retail, investors.

The minimum amount for which an individual subscriber will be entitled to subscribe for and purchase Bonds will be the face value of one Bond. The maximum amount for which an individual purchaser will be entitled to subscribe for Bonds will be limited to the estimated aggregate face value of the relevant Bond Issue.

The certificated Bonds will be sent to the subscribers within 30 business days from the date on which the Bonds are validly and effectively subscribed, through a postal service provider or, if requested by the investor, in person at the registered office of the Issuer/Securities Dealer with the relevant license from the NBS (hereinafter referred to as the "OCP") (if the Issuer so chooses).

In the event of a distance subscription contract, the Issuer is entitled to reduce the subscription orders for the Bonds at its discretion. The final face value of the Bonds allocated to each subscriber will be set out in the Confirmation. If the subscriber has already paid to the credit of the bank account the face value of all Bonds originally requested in the order, any overpayment by the subscriber will be unblocked and, upon the subscriber's instruction, the Issuer will send back any overpayment without undue delay to the account from which the funds were sent. Trading with Bonds may not commence prior to this Confirmation.

The detailed conditions of each issue issued pursuant to this Base Prospectus, including the period for redemption of the Bonds, will be set out in the Final Conditions.

The proceeds of the Issue will be used to finance the Issuer's business activities.

The Issuer represents that the moneys received from the issue of the Bonds will not be pooled for the purpose of investment if the return on investment or the investor's profit is to depend, even in part, on the value or yield of the property in which the moneys have been invested.

Neither the Issuer nor the Bonds have been assigned a financial capability assessment (rating) by any rating agency, nor is it expected that the Issuer or the Bonds will be assigned a financial capability assessment (rating).

## 2. Risk factors

a) Any person interested in purchasing the Bonds should read this Base Prospectus as a whole. The information provided by the Issuer in this section for consideration by prospective purchasers of the Bonds, as well as the other information set out in this Base Prospectus, should be carefully evaluated by any prospective purchaser of the Bonds before making a decision to invest in the Bonds. The purchase and holding of the Bonds involves a number of risks, of which the risks that the Issuer considers to be significant are set out later in this chapter.

b) There are a number of risks associated with the acquisition and ownership of the Bonds, the description of which is dealt with in this Chapter 2. Prospective purchasers of the Bonds should be aware, however, that the description of the risk factors below is not a substitute for a professional analysis of those risks or an evaluation of those risks in light of the purchaser's individual circumstances. The provisions of this Base Prospectus also do not limit any rights or obligations under the Issue Conditions of the Bonds and do not constitute investment recommendations.

c) Any decision by prospective purchasers to subscribe for and/or purchase the Bonds should be based on the information contained in this Base Prospectus and the final conditions and any supplement to this Base Prospectus, the conditions of the offer of the Bonds and, in particular, on the prospective purchaser's own analysis of the merits and risks of an investment in the Bonds. The Issuer recommends that all prospective purchasers of the Bonds discuss their investment in the Bonds with their financial, tax and/or other professional advisors before making such investment.

### 2.1 Risk Factors Relating to the Issuer's Business

a) There are certain risk factors relating to the assets, liabilities and financial condition of the Issuer which may affect its ability to meet its obligations under the Bonds. These risks arise from its business, the operation of its business or the market in which it operates. These risks include in particular:

#### 2.1.1 Credit risk (high risk)

Represents the risk of losses that the Issuer may suffer due to non-payment of obligations by the Issuer's debtors. The Issuer is exposed to credit risk arising in the course of the Issuer's business. Credit risk thus represents the potential possibility of default by the Issuer's debtors. Credit risk is a material risk faced by the Issuer which may consequently affect the Issuer's ability to repay its obligations. As at 31/12/2021, the Issuer does not record any receivables.

#### 2.1.2 Debt risk (high risk)

Debt/obligation volume risk means that as the Issuer's debt financing grows, the risk that the Issuer may default on its obligations under the Bonds issued by it grows. The Issuer's liabilities as at 31/12/2021 amount to CZK 1,202,000.

#### 2.1.3 Risk of loss of key personnel (low risk)

a) The departure of a statutory director or managers or key employees of the Issuer and the inability to find and retain qualified employees may adversely affect the Issuer. The Issuer cannot guarantee that it will be able to retain and motivate these key persons. Their potential loss could adversely affect the Issuer's business, results of operations and financial condition. Currently, the Issuer does not have any such employees.

#### 2.1.4 Risk of low demand due to the military conflict in Ukraine (medium risk)

a) The impact of the current (2022) military conflict in Ukraine is leading to rising energy prices and associated rising inflation. If this situation continues for a longer period of time, it may result in a decreasing demand for real estate, which will have an impact on the price of real estate and its liquidity. The lack of demand for real estate and the decline in real estate prices may materially adversely affect the Issuer's real estate business as a whole.

#### 2.1.5 Issuer not rated (low risk)

a) The Issuer has not been rated by any rating agency up to the date of the Prospectus. It cannot be ruled out that the Issuer will not face higher costs or worse conditions in the future in obtaining external sources of financing for its needs compared to the market entities that have been rated. As at the date of this Prospectus, the Issuer does not intend to apply for a rating.

#### 2.1.6 Risks associated with the real estate market (high risk)

As the Issuer intends to invest in real estate and real estate projects (in the maturity horizon of the Bonds in real estate projects in the Slovak Republic and the Czech Republic), it is necessary to monitor the development of real estate prices in the aforementioned markets. The long-term development and the current situation (year 2022) on the real estate market in Slovakia and the Czech Republic indicates, according to the real estate agency RE/MAX<sup>1</sup>, that real estate prices will continue to grow. However, there are risks that could affect the Issuer's ability to meet its obligations under the Bonds issued as a result. These risks include in particular:

a) The risk of low liquidity of real estate is that, unlike financial assets, the sale of real estate is a more complex and long-term affair, which may adversely affect the return on an investment in real estate.

b) The risk of damage to real estate and the need for sudden repairs means that in the event that real estate owned by the Issuer is significantly damaged as a result of a natural or any other unforeseeable event or the need for sudden repairs arises, it is not ruled out that the market value of such property may fall significantly, thereby limiting the ability to sell such property at the expected yield and thereby worsening the Issuer's economic situation.

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<sup>1</sup> <https://www.remaxdelux.cz/vyvoj-cen-nemovitosti-v-eu-28-11-2022>

c) The risk of project failure means that the Issuer plans to enter into a variety of contractual relationships, partnerships, projects without the establishment of a company and with the establishment of a joint venture company. In the context of these complex relationships, it is possible that the partners in the project may disagree, which could lead to the failure of the activity in question and thus jeopardize the economic situation of the Issuer.

d) The risk of poor property selection is that one of the Issuer's main activities will be real estate trading, development or construction, and the Issuer intends to search for suitable properties and projects for purchase, possible renovation and their subsequent sale or lease. The Issuer is dependent on the overall development of the real estate market in the Slovak Republic, which is influenced in particular by the development of the mortgage market (i.e. interest rates, banks' willingness to lend, requirements of applicants for a mortgage or other similar loan), the overall state of the economy in the Slovak Republic, and the development of employment. These facts could adversely affect the Issuer's overall financial position. In the event of low interest, the Issuer may be forced to reduce the asking rent or sale price of the property. Long-term vacancy of the property, failure to achieve the planned sales price of the subject property may affect the profitability of the development project in the long term, which may adversely affect the economic situation of the Issuer.

One of the Issuer's contemplated investment plans is the purchase of land available for development. In particular, the following risks are associated with this contemplated activity:

e) The risk associated with property development is that property development is a significantly long-term process. There is a period of at least two to three years between the start of project preparation, completion and handover of the final product to the new holder, when unexpected changes in the real estate market can occur. Although the Issuer intends to take into account the available analyses of the real estate market development in the future project preparation and will consistently try to take into account possible future risks, the possibility of e.g. a wrong estimation of the demand development in a given market segment or an overestimation of the price of the projected properties cannot be completely excluded. These facts can then negatively affect the overall success of the development project. In the event of a poor market outlook, the Issuer may lose a substantial portion of its profits, which may ultimately have an adverse impact on the Issuer's ability to meet its obligations under the Bonds.

f) The risk associated with the location of development projects stems from the fact that the value of the property depends to a large extent on the chosen location. This applies in particular to situations where unforeseeable facts are subsequently discovered in a given location. This is, for example, a situation where sites of historical value or remains are discovered on the site of a development project and these facts prevent the Issuer from commencing, proceeding with or completing construction in the regular or anticipated time frame.

g) The risk of non-issuance or loss of public permits and lack of utilities is that the success of the development project is conditional on the Issuer obtaining the necessary legally valid public permits, in particular the relevant zoning permit and building permit, for the project in question in the future and that these permits will not be withdrawn from the Issuer. A prerequisite for the success of the development project is also the fact that there will be sufficient capacity of utilities on the respective land intended for construction.

If the above assumptions are not met, this may result in a negative impact on the Issuer's financial and economic situation, its business and its ability to meet its debts under the Bonds.

#### 2.1.7 Risks associated with waste management project (high risk)

The overall riskiness of the Issuer's business in this field is also determined by the technology used by the Issuer, which cannot be regarded with absolute certainty as sufficiently profitable. The Issuer's activities involve risks of negative fluctuations in the yield of this project, which could, as a result, affect the Issuer's ability to meet its obligations under the Bonds issued. These risks include in particular:

a) Risk of shortage of input raw materials: A shortage of used tyres on the market or a negative economic fluctuation in the construction sector, which would also be negatively reflected in a decline in demand for cement plant products.

b) Technology location risk: The choice of the location of the technology is absolutely crucial for the Issuer, when, in particular, the appropriate location and the correct logistical set-up of the project can have a very significant impact on its efficiency and profitability. The functioning of the project is dependent on a regular supply of used tyres, which must be delivered in sufficient quantities to a specific location. Any unsuitable location of the Issuer's technology or any disruptions in the supply of used tyres due to shortages or due to poor functioning or repairs and upgrades of infrastructure may have a significant influence on the profitability of the Issuer's project and, therefore, the ability to pay the obligations under the Bonds.

c) Risk of not being able to find a suitable customer: It is important for the success of the Issuer's project to find suitable buyers, i.e. cement plants, which will be interested in the Issuer's project and which will also be suitable for the effective implementation of the project. The Issuer may also encounter a problem in its business in the form of low interest in its technology or a different preference of cement plants in relation to the heat sources used. The risk to the profitability of the Issuer's project is primarily posed by the potential inability to find a suitable customer willing to use the Issuer's technology. This risk is compounded by the fact that the Issuer's technology is only suitable for a limited range of customers, i.e. cement plants and, in the future, lime plants. Thus, developments in the construction industry will also be important for the success of the Issuer's project. A potential major downturn in the construction industry could then also negatively affect the profitability of the Issuer's project, as it could make it more difficult to find a suitable customer or reduce the utilisation rate of the Issuer's already installed project.

d) Risk of damage to technology: In order for the Issuer's project to function properly and be profitable, it is necessary that the technologies used are fully operational and that there are no major outages. An accident that damages the Issuer's machinery, equipment or technology may trigger the need for repairs and/or compensation for damages that may not be covered by the Issuer's insurance. The Issuer will endeavour to minimise this risk by establishing and maintaining appropriate insurances for various accidents or operational failures. However, even then, it cannot be completely ruled out that certain problem situations will not be covered or will be fully or partially excluded from the insurance. The aforementioned technology impairments may then, especially in a situation where they are not covered by insurance, adversely affect the Issuer's economic result and thus its ability to pay its obligations under the Bonds.

e) Risk of not obtaining public permits: In the event that public permits are required for the implementation of the project (e.g. to secure the construction or reconstruction of real estate), the project can only be implemented on the basis of valid permits.

f) Risk of environmental impact: The Issuer's activities will have both positive and negative impacts on the environment. Negative impacts on the environment and the population may be caused by the increased volume of transport of used tyres to the plant site and the transport of pyrolysis products to their customers. The further negative impact of the proposed activity in terms of carbon emissions to air from the combustion of pyrolysis gas will be reduced by filtering the pyrolysis gas prior to combustion and by optimal selection of equipment with adequate capacity for this purpose. The pyrolysis gas contains about 50 % hydrogen, which is converted to water vapour in the oxidation process and is completely harmless from an ecological point of view. The process of pyrolysis of used tyres produces pyrolytic carbon, which is distributed to the customer for further processing, while the separated metal from the pyrolytic carbon will be destined for further use as a secondary raw material. Another by-product of pyrolysis in the form of pyrolysis oil is technologically isolated from the environment. Possible future regulatory changes in the field of environmental protection may necessitate additional costs for the operation of facilities using the technology in order to ensure compliance with relevant environmental legislation and to avoid possible penalties. In relation to the permit for the operation of the above technology, it is an indisputable advantage that cement plants usually have the highest level of environmental impact assessment (EIA) permits. Therefore, the Issuer considers the risk that the operation of this new technology will not be permitted to be low.

g) Risk of low technology efficiency: In particular, there may be a technological risk where the installed tyre pyrolysis technology would not achieve the efficiency required by the operational needs of the cement plant. Such risk can only be verified and assessed once the technology has been constructed in the intended volume and installed in the first cement plant.

h) Risk of non-acquisition of the Issuer's licence rights: Unless and until there is a proper contractual transfer of the technology licence rights and their acquisition by the Issuer upon completion of the development of the technology financed by the Issuer, there is a risk that the Issuer will not be entitled to independently carry out the intended business activities. This situation may have a significant negative impact on the Issuer's economic result and thus on its ability to pay its obligations under the Bonds.

## 2.2 Risk Factors Relating to the Bonds

a) There are certain risk factors relating to the Bonds which arise both from the nature of the Bonds themselves as a type of security and from the characteristics of those particular Bonds.

### 2.2.1 Risk of early redemption of the Bonds (*low risk*)

a) The Issuer has the right to redeem the Bonds early (i.e. before their maturity date). If the Issuer chooses to exercise this right, the Bondholder will receive only the principal and interest yields for the Yield Periods up to the date of early redemption of the Bonds, i.e. the Bondholder will lose the right to interest yields for the Yield Periods following the date of early redemption of the Bonds. In other words, the Bondholder faces the risk that the aggregate of the realised yields on the Bond will be less than the expected aggregate yields.

b) A similar risk will be borne by the Bondholder in the event that the Bondholder itself requests early redemption of the Bonds, if the Final Conditions of a particular issue so permit. Upon request for early redemption in accordance with the Issue Conditions, the Bondholder will not be paid the pro rata yield of the Bond for the period since the last completed yield period. At the same time, the yield will be reduced by an early redemption fee if so determined by the Final Conditions.

### 3. Important notices

a) *The Bonds are issued under the law of the Slovak Republic.*

b) *This Base Prospectus must be read as a whole, and the Issuer has taken all reasonable care that may reasonably be required of it to ensure that the information set out below is correct and complete, for which it is responsible in accordance with applicable law.*

c) *The Prospectus has been approved by the NBS as the competent authority under Regulation (EU) 2017/1129; the NBS only approves this Prospectus as a document that meets the standards of completeness, clarity and consistency set out in Regulation (EU) 2017/1129; such approval should not be considered as an endorsement of the Issuer of the Prospectus which is the subject of this Prospectus.*

d) *The distribution of this Base Prospectus and the offer, sale or purchase of the Bonds are restricted by law in certain countries. The Issuer urges all persons into whose possession this Prospectus comes to be informed of the relevant restrictions and to observe them. In particular, the Bonds will not be registered under the United States Securities Act of 1933 and may not be offered, sold or transferred within the United States or to persons who are residents of the United States except pursuant to an exemption from registration under the Act or in a transaction not subject to such registration. Persons into whose possession this Base Prospectus comes are responsible for compliance with the restrictions applicable in each country to the offer, purchase or sale of the Bonds or the possession and distribution of any materials relating to the Bonds.*

e) *Each prospective purchaser of the Bonds is solely responsible for ensuring that the sale or purchase of the Bonds is made in accordance with the applicable law of the relevant jurisdiction.*

f) *Prospective purchasers of the Bonds should rely solely on their own analysis of the factors set forth in this prospectus and on their own legal, tax and other professional advisors. Purchasers of the Bonds, especially foreign purchasers, are advised to discuss with their legal and other advisors the provisions of the relevant legislation, in particular the foreign exchange and tax regulations of the Slovak Republic, the countries of which they are residents and other relevant countries, as well as any relevant international agreements and their impact on a particular investment decision.*

g) *Holders of the Bonds, including any foreign investors, are urged to keep themselves informed of all laws and regulations governing the holding of the Bonds, as well as the sale of the Bonds abroad or the purchase of the Bonds from abroad, and any other transactions in the Bonds, and to comply with such laws and regulations.*

h) *Any assumptions or projections concerning the future development of the Issuer, its financial condition, business or market position should not be regarded as a representation or binding promise by the Issuer concerning future events or results because such future events or results depend in whole or in part on circumstances and events beyond the Issuer's direct or complete control. Prospective purchasers of the Bonds should conduct their own analysis of any trends or outlooks set forth in this Base Prospectus, or conduct further separate investigations, as appropriate, and base their investment decisions on the results of such separate analyses and investigations.*

*i) The obligations under the Bonds are the sole responsibility of the Issuer, no third party is responsible for the performance of the obligations under the Bonds or is in any way liable for the performance of the obligations under the Bonds. The obligations of the Issuer, including obligations arising from the Bonds, are not guaranteed or otherwise secured by the Slovak Republic or any of its institutions, ministries or other governmental or local government bodies.*

*j) Prospective purchasers of the Bonds should be aware that the Bonds are investment instruments involving a degree of risk. Prospective investors should ensure that they understand the nature of the Bonds and are aware of the extent of the risk taking into account their individual circumstances and financial situation. Prospective investors should conduct their own investigation and analysis of the merits of an investment in the Bond and the Issuer's financial position, or consult their independent financial advisors.*

*k) The information contained in Chapters 12 "Taxation and Exchange Regulation in the Slovak Republic" and 13 "Enforcement of Private Law Obligations to the Issuer" is provided as general information only and has been obtained from publicly available sources which have not been further analysed or independently verified by the Issuer. Prospective purchasers of the Bonds should rely solely on their own analysis of the factors set forth in these sections and on their own legal, tax and other professional advisors. Prospective purchasers of the Bonds, especially foreign purchasers, are advised to discuss with their legal and other professional advisors the provisions of the relevant legislation, in particular the foreign exchange and tax legislation of the Slovak Republic, the countries of which they are residents and other relevant countries whose legislation may be relevant from the point of view of the prospective purchasers or the Bonds, as well as any relevant international agreements and their impact on specific investment decisions.*

*l) Unless otherwise stated below, all financial data of the Issuer shall be based on Czech Accounting Regulations. Certain values in this Base Prospectus may be adjusted by rounding. This means, among other things, that the values given for the same item may differ slightly in different places and the values given as sums of some values may not be the arithmetic sum of the values on which they are based.*

*m) If this Base Prospectus is translated into another language, in the event of any inconsistency between the text of the Base Prospectus in the Slovak language and the text of the Base Prospectus in another language, the text of the Base Prospectus in the Slovak language shall prevail.*

*n) Definitions set out in any part of this Base Prospectus shall apply to other parts of this Base Prospectus, and definitions set out by the words "hereafter only" or by analogy shall also apply to earlier parts of this Base Prospectus.*

*o) General notices to investors*

- *A prospective investor in the Bonds must make its own assessment of the suitability of an investment in the Bonds according to its individual circumstances. Above all, every investor should:*
- *have sufficient knowledge and experience to evaluate the Bonds, the benefits and risks of an investment in the Bonds and to evaluate the information contained in this Base Prospectus or any supplement thereto;*
- *have knowledge of and access to appropriate valuation analytical tools, always in the context of their particular financial circumstances, of their investment in the Bonds and their impact on their investments and/or their overall investment portfolio;*
- *have sufficient funds and liquidity to be prepared to bear all the risks of an investment in the Bonds.*

#### 4. Details of the Bonds offered and the offer

##### 4.1 Legislation under which the Bonds were created

a) The issuance of the Bonds is governed by the applicable law, in particular the Bonds Act, as amended (hereinafter referred to as the Bonds Act) and in accordance with Act No. 566/2001 Coll. on Securities and Investment Services and on Amendments and Additions to Certain Acts, as amended (hereinafter referred to as the Securities Act).

##### 4.2 Risk Factors Relating to the Bonds

a) All risk factors relating to the Bonds are set out in Article 2 of this Base Prospectus, together with the risk factors relating to the Issuer, under the heading "Risk Factors".

##### 4.3 Description of other rights associated with the Bonds and the Offer

###### 4.3.1 Description of other rights associated with the Bonds

a) The rights associated with the Bonds may be exercised in relation to the Issuer by the person listed in the list of holders maintained by the Issuer (or by the person listed in the relevant book-entry securities register of the Central Depository), unless otherwise provided by law. The transferability of the Bonds will not be restricted.

b) The Issuer shall make an entry of the change of the holder of the Bond in the list of holders of the Bonds upon notification in accordance with the Issue Conditions. The Issuer shall be obliged to make such change immediately upon being shown such change. In the case of book-entry securities, the Central Depository shall similarly register the change of the Bondholder in the relevant register in accordance with the technical possibilities of such registration.

c) Any person acquiring Bonds will be deemed to have represented and agreed that such a person understands all relevant restrictions imposed on him or her by the Issue Conditions unless he or she notifies the Issuer of the transfer of the Bond.

###### 4.3.2 Other conditions of the public offering of the Bonds

a) Bonds may be acquired by legal and natural persons with their registered office or residence in the Slovak Republic and abroad. Prospective purchasers of the Bonds are expected to be "approached" by oral notice in person, in writing and/or by telephone by the Issuer or the OCP (if the Issuer decides to use them). The categories of potential investors to whom the securities are offered are not limited in any way.

b) For all written orders for Bonds, the maximum number of Bonds per applicant is limited only by the maximum size of the Issue. The minimum number is limited only by the price of one Bond. If the Issuer is unable to satisfy an order for Bonds due to reaching the total volume of the Issue, the Issuer shall reject an order in the unsatisfied part. The applicant will be notified of the rejection of the order and any overpayment will be refunded within three working days to the account from which the payment was made. Orders previously delivered to the Issuer shall have priority in satisfaction.

- c) The Purchase Price shall be paid by the subscriber to the Issuer within five (5) days from the date of mutual signing of the Order Form or the Bond Subscription Contract. The Bond will not be issued (or credited to the holder's account in the case of book-entry Bonds) until the Issuer has received payment of the Purchase Price. Certificated Bonds shall be surrendered to the subscribers not later than 15 (fifteen) days after the date of payment of their purchase price to the Issuer by indicating the holder of the Bond and by handing over the Bond in person at the registered office of the Issuer on working days from 9:00 a.m. to 4:00 p.m. or by postal service, if requested by the subscriber. The Issuer shall notify the subscriber in writing that the Bonds are ready for collection. The Bonds may be replaced by a collective deed in accordance with applicable law. In the case of book-entry Bonds, the Issuer shall ensure that the Bonds are credited to the relevant subscriber's account no later than fifteen (15) days after the date of redemption of their purchase price to the Issuer.
- d) The specific Conditions of payment of the issue price (purchase price) of the Bond are set out in the Base Prospectus. The Purchase Price shall be paid only by wire transfer to the Issuer's account.
- e) No costs will be charged to the transferees/investors by the Issuer.
- f) The Issuer has not established nor plans to establish an investor representative organisation.
- g) The Issuer will use the services of the OCP in the subscription process. The OCP will seek out interested parties for the Bonds, subsequently make out orders for the Bonds with those parties instead of the Issuer or merely pass on the contacts of those interested parties. The names of the OCP who will provide subscription services will be set out in the Final Conditions, including the amount of the OCP's subscription commission. A list of the OCPs who will provide subscription services will also be listed on the Issuer's website [www.uniprocapital.cz](http://www.uniprocapital.cz) in the "Bonds" section together with details of the contracts.
- h) The Issuer shall, in relation to each specific Issue, publish the results of the Offer via the Issuer's website [www.uniprocapital.cz](http://www.uniprocapital.cz) in the section "Bonds" Issuer shall also send the results upon request by e-mail after the Publication Date or make them available at the Issuer's registered office Šumavská 519/35, Veveří, 602 00 Brno, Czech Republic or at the branch of the Issuer at the address Suché Mýto on working days between 9:00 and 16:00 local time.
- i) The rights associated with the Bond Issue, including any restrictions and the procedure for exercising such rights, are derived from the main body of the Issue Conditions (see Chapter 5 of this Base Prospectus) in conjunction with the Final Conditions (see Chapter 6 of this Base Prospectus) and from the applicable law.

#### 4.4 Restrictions on the sale of the Bonds

- a) A public offering of the Bonds may be made only if the Final Conditions and this Base Prospectus (including any amendments thereto) approved by the NBS have been published no later than at the commencement of such public offering.

b) Any person acquiring any Bonds shall be deemed to have represented and agreed that (i) such a person is aware of all relevant restrictions on the offer and sale of the Bonds, in particular in the Slovak Republic, which apply to it and the relevant method of offer or sale, and (ii) such a person shall not offer for sale or resell the Bonds without compliance with all applicable restrictions applicable to such person and the relevant method of offer and sale and (iii) before offering or reselling the Bonds, such person will inform potential purchasers that further offers or sales of the Bonds may be subject to legal restrictions in various states which must be complied with.

## 5. JOINT CONDITIONS

*These Joint Conditions contain information which is common to all Issues issued under the Bond Programme and this Prospectus.*

For the purposes of this Article 5, the term "Bonds" means only the Bonds of the relevant Issue and is not to be construed to include all Bonds issued from time to time or repeatedly issued by the Issuer under the Programme, which are referred to in this section generally as "Bonds issued under the Programme".

### 5.1 Securities Data

This article 5.1 of the Joint Conditions in conjunction with the Final Conditions supersedes the conditions of the relevant Issue (together, the "Conditions"). For the sake of clarity, the individual articles of the Conditions are numbered separately.

#### 1. BOND ISSUER, LEGISLATION AND APPROVALS

1.1 The Bonds are issued by UNIPRO Capital a.s. with registered office at Šumavská 519/35, Veveří, 602 00 Brno, Czech Republic, ID No. 07717610, LEI 3157002ET5519GVO9637, registered in the Commercial Register maintained by the Regional Court in Brno under No. B 8080 with branch at address Suché Mýto 1, 811 03 Bratislava (hereinafter referred to as the "Issuer") in accordance with Act No. 530/1990 Coll. on Bonds, as amended, and in accordance with Act No. 566/2001 Coll. on Securities and Investment Services and on Amendments and Supplements to Certain Acts, as amended (hereinafter the Securities Act) (hereinafter referred to as the Bonds and each individual issue of the Bonds referred to as the Issue).

1.2 The Bonds are issued under a bond offering programme of up to EUR 40,000,000 within the meaning of Article 8 of the Prospectus Regulation (the "Programme"). The Programme was approved by a resolution of the Issuer's statutory body dated 1/5/2022. Approval by any other body of the Issuer is not required.

## 2. TYPE OF SECURITY, NAME, TOTAL FACE VALUE AND ISSUE PRICE

2.1 The Bond is a type of security. The bond is not a secured bond.

2.2 The name of the Bonds is [•].

2.3 The total face value of the Issue, and therefore the highest sum of the face values of the Bonds to be issued, is up to [Total Issue Amount] (the "Total Issue Amount"). The face value of each Bond will be [Face Value] (the "Face Value"). The total number of Bonds issued will be no more than [Total Number of Bonds].

2.4 The ISIN of the Bonds is [•].

2.5 The FISN of the Bonds is [•].

2.6 The CFI of the Bonds is [•].

2.7 The Bonds will be issued in euro.

2.8 The issue price (the "Issue Price") of the Bonds on each Issue Date will be 100% of the Face Value. The issue price after the issue date will be calculated as 100% of the face value of the Bond plus the interest accrued on the Bond for the relevant yield period (to the date of the Subscription Contract).

2.9 For the purposes of calculating the Issue Price (as well as other calculations - for example, the yield under the Conditions), a year will be deemed to comprise 360 days divided into 12 months of 30 calendar days each, with the number of days actually elapsed in the case of an incomplete month (the "BCK Standard 30E/360 Convention").

### Calculation formula:

$$t_{(30/360)} = 360 \cdot (R2 - R1) + 30 \cdot (M2 - M1) + (D2 - D1)$$

Where:

D...day -> D1 = start date, D2 = end date

M...month -> M1 = starting month, M2 = ending month

R...year-> R1 = starting year, R2 = ending year

## 3. FORM, TYPE AND MANNER OF ISSUE OF THE BONDS

3.1 The Bonds shall be issued in the form of [book-entry; the central register of the Bonds shall be kept by the Central Depository / certificated; the list of Bondholders shall be kept by the Administrator].

3.2 The Bonds shall be issued as the type of [bearer form; book-entry form of the Bonds/ registered form of the Bonds; book-entry form of the Bonds/ registered form of the Bonds; certificated form of the Bonds].

3.3 The issue date of each issue of Bonds and the Subscription Period for the issue of Bonds will be set out in the relevant Final Conditions.

For the purposes of the Conditions, "Issue Date" means the date indicating the first day on which Bonds of the relevant issue may be issued to the first purchaser and which is set out in the relevant Final Conditions and "Bond Issue Subscription Period" means the Bond Issue Subscription Period set out in the relevant Final Conditions.

If the Issuer does not issue all of the Bonds within the Bond Issue Subscription Period, it may issue the remaining Bonds, if any, after the Bond Issue Subscription Period during an additional Bond Issue Subscription Period, which the Issuer may determine and publish in accordance with applicable law on its website in the same manner as the Final Conditions are published, if applicable. For this purpose, the Issuer is required to update the Final Conditions with a new deadline for subscription to the Bonds (the "Updated Final Conditions").

The Issuer is entitled to issue the Bonds in a phased manner, both during the Bond Issue Subscription Period and during the Additional Bond Issue Subscription Period (if an Additional Bond Issue Subscription Period is determined by the Issuer).

The Issuer shall be entitled to designate the Additional Subscription Period for the Bond Issue repeatedly, and shall always proceed in such a way that any such Additional Subscription Period for the Bond Issue shall expire no later than on the day immediately preceding the Final Maturity Date of the Bonds of the relevant issue.

#### 4. BONDHOLDERS

4.1 The first holder (subscriber) acquires the Bond by entering into a written subscription contract with the Issuer or, if the contract is entered into remotely, by signing and delivering to the Issuer (or the designated OCP) an order form with a request to subscribe to the Bond, at which time the Issuer will subsequently send the subscription contract to the Bond subscriber. Contracts will be entered into in the order in which individual interested parties contact the Issuer. There is no criterion for the allocation of the Bonds other than time priority. The Subscriber shall pay the face value of the Bond to the Issuer within five (5) days from the date of execution of the Subscription Contract. The Bond will not be issued until the Issuer has received payment.

Subsequently, the Bond is subscribed to the first holder by him/her filling in his/her details on the Bond and handing it over. The Bonds shall be delivered no later than thirty (30) Business Days after the date on which the Bonds are validly and effectively subscribed to, through a postal service provider or, if requested by the Subscriber, in person at the registered office of the Issuer/OCP.

#### 5. TRANSFERABILITY OF BONDS

5.1 The transferability of the Bonds is not limited.

The transfer of the book-entry Bonds shall be effective upon registration of such transfer in the account of the holder in the Central Depository in accordance with the applicable laws and regulations of the Central Depository. In the case of Bonds registered in the Central Depository in the Customer's account, the transfer of such Bonds shall be effective upon the registration of the transfer in the Customer's account in accordance with applicable law and the regulations of the Central Depository, provided that the Customer's account holder shall promptly register such transfer in the Holder's account as of the time of registration in the Customer's account.

The transfer of certificated Bonds shall take place by their delivery to the transferee and by the marking of the endorsement in favour of the transferee, which shall be unconditional and shall transfer all rights associated with the certificated Bonds. The endorsement of a certificated Bond must contain the information necessary to uniquely identify the person to whom the certificated Bond is transferred and the date of transfer of the certificated Bond. Such transfer shall be effective against the Issuer only upon entry of the change of the Bondholder in the list of Bondholders maintained by the Administrator.

## 6. RIGHTS ASSOCIATED WITH BONDS

6.1 In particular, a Holder shall have the right to receive payment of the face value, the right to attend and vote at the Meeting (as that term is defined below) in accordance with the Conditions and such other rights as may be provided for in the Conditions.

6.2 The rights associated with the Bonds are not limited, except for (i) limitations arising from legal provisions relating to the rights of creditors in general, in particular pursuant to the relevant provisions of Act No. 7/2005 Coll., on Bankruptcy and Restructuring, as amended (the "Bankruptcy Act") and (ii) rights that are subject to the approval of the Meeting in accordance with the Conditions and the Bond Act.

6.3 No pre-emption or exchange rights are associated with the Bonds.

## 7. STATUS OF THE ISSUER'S LIABILITIES

7.1 The Obligations under the Bonds shall constitute direct, general, unsecured, unconditional and unsubordinated obligations of the Issuer which shall rank pari passu with each other and shall at all times rank pari passu with each other and at least pari passu with all other present and future direct obligations, general, unsecured, unconditional and unsubordinated obligations of the Issuer, except for those obligations of the Issuer so provided by mandatory provision of law. The Issuer undertakes to treat all Holders on equal terms.

7.2 Notwithstanding the foregoing, any claim under the Bonds against the Issuer of which a creditor is, or at any time during the existence of the claim, was a person who is, or at any time since the claim arose is or at any time since the claim arose was a related person of the Issuer within the meaning of section 9 of the Bankruptcy Act, shall be subordinated under the Bankruptcy Act. This does not apply to claims of a creditor who is not related to the bankrupt and did not know and, even with the exercise of professional diligence, could not have known at the time of acquiring the related claim that he was acquiring a related claim. It is assumed that the creditor of a claim from a Bond acquired on the basis of a trade on a regulated market, multilateral trading facility or similar foreign organised market was not aware of the relatedness of the claim.

## 8. ISSUER'S DECLARATIONS AND UNDERTAKING

The Issuer represents that it owes the Face Value to the Holders and undertakes to repay the Face Value to the Holders in accordance with the Conditions.

## 9. NEGATIVE LIABILITIES OF THE ISSUER

The Issuer will not propose a resolution for the distribution or payment of a dividend, other similar payment or any other payment (or interest on an unpaid dividend or other payment) (whether in cash or in kind) in respect of the Issuer's capital, nor will it distribute or pay a dividend, other similar payment or any other payment (or interest on an unpaid dividend or other payment) (whether in cash or in kind) in respect of the Issuer's capital or any type of equity interest in the Issuer, including its capital funds (a "Distribution"). For the avoidance of doubt, the Distribution does not include the provision of debt (including subordinated) financing to persons in the Group.

### 9.2 Limitation of transformations

The Issuer shall not participate in any merger, amalgamation, division, change of legal form (except for any change of legal form to a joint-stock company), acquire an interest in any other legal entity or sell, contribute to the share capital of any other company or otherwise transfer or dispose of its business.

### 9.3 Restrictions on transactions with close persons

The Issuer will not enter into any transaction with any Close Person which involves the disposal of the Issuer's assets (including those of its subsidiaries) on terms other than in the ordinary course of business, nor will the Issuer enter into any such transaction which, by its nature, purpose or risk, would not be entered into with any person other than a Close Person.

Close Person means (a) each company in the Group, (b) each natural person who is a shareholder (direct or indirect) of the Issuer or a member of the statutory body of any company in the Group, (c) each close person (within the meaning of the Civil Code) of such natural persons and (d) each legal entity controlled by a natural person or jointly controlled by more than one of the natural persons referred to in (b) or (c).

## 10. INFORMATION OBLIGATION OF THE ISSUER

10.1 The Issuer shall submit to the Holders without delay, but in any event not later than 30 April in each calendar year, its properly audited standalone financial statements prepared as at the last day of the accounting period for the Issuer's immediately preceding accounting period.

## 11. BOND YIELD

### 11.1 Interest method

Bonds issued under this Bond Programme will bear interest at a fixed rate as set out in the relevant Final Conditions.

The individual Bonds Subscribed to shall bear interest from the earlier of the Issue Date to (i) the Final Maturity Date [●] (inclusive), (ii) the date specified by the Issuer as the Early Redemption Date for the Bonds in the notice pursuant to Article 12.3 of the Conditions (inclusive) or (iii) the Early Maturity Date for the Bonds (inclusive).

The first Yield Period of a Bond shall commence on the Issue Date and each Yield Period thereafter on each date (including this date) immediately following the end of the preceding Yield Period, whereupon the end date of each Yield Period (including this date) shall be as set out in the Final Conditions. The last Yield Period shall end on the earlier of (inclusive) the Final Maturity Date of the Bonds, the date of early redemption of the Bonds specified by the Issuer in the notice pursuant to Article 12.3 of the Conditions (inclusive) or the Early Maturity Date of the Bonds (inclusive) (the "Yield Period").

The amount of interest yields attributable to one Bond for each period of one (1) calendar year shall be determined as the multiple of the face value of such Bond and the relevant interest rate set out in the relevant applicable Final Conditions (expressed as a decimal). In calculating the yield attributable to a Bond for a period of less than one calendar year, it shall be assumed that one year contains 360 (three hundred and sixty) days divided into twelve (12) months of thirty (30) days each, and in the case of an incomplete month, the number of days of the programme actually elapsed (expressed as a decimal number) and the relevant fraction of days calculated according to the convention for calculating interest set out in this Article shall be applied.

In calculating the yield on each individual Bond for each Yield Period, such yield shall be mathematically rounded to the hundredths (i.e. to whole euro cents), to the third decimal place. The total amount of the proceeds of all the Bonds paid to one Bondholder shall be rounded off mathematically to the hundredths (i.e. to whole euro cents), to the third decimal place.

The yield on the Bonds shall be paid in each case no later than the fifteenth (15th) day of the calendar month immediately following the immediately preceding Interest Payment Period (the "Interest Payment Date").  
Date/Dates of payment of proceeds [•].

The right to payment of the yield of the Bond for the relevant Yield Period shall be vested in the person who is registered as the holder of the Bond in the list of Bondholders maintained in accordance with the Issue Conditions, always 10 calendar days before the last day of the relevant Yield Period.

The right to the proceeds of the Bond cannot be separated from the Bond.

The Bonds shall be redeemed and the proceeds of the Bonds shall be paid into a bank account notified in writing by the Bondholder to the Issuer for that purpose. The first holder of the bond shall indicate the account number in the subscription contract or on the order form. If there is a change of ownership, the new holder of the Bond is obliged to notify the Issuer of the relevant account number no later than ten (10) days prior to the payment of the yield of the Bonds, by a written notice signed by the holder of the Bond in the case of natural persons or by the statutory body. The legal entity is obliged to attach to this notification an original extract from the commercial or other register proving that the undersigned person is legally entitled to act for the holder of the Bond. In the event that the Bondholder fails to notify the Issuer of the account number, there shall be no delay on the part of the Issuer in the payment of the proceeds. In such a case, the Issuer is obliged to make the relevant payment within ten (10) days of subsequent receipt of the account number in the required form. If the Holder wishes to change the account number, the Holder must notify the change no later than ten (10) days prior to the payment of the yield of the Bonds, otherwise the Issuer may pay the yield to the original account.

The Issuer maintains a list of holders of Bonds in certificated form. The list of holders of Bonds in book-entry form is maintained by the Central Depository.

## 12. MATURITY AND REDEMPTION OF BONDS

### 12.1 Final redemption

(a) Unless the Bonds are redeemed prior to maturity or purchased by the Issuer and extinguished in the manner set out below, the full face value amount of the Bonds shall be redeemed in one lump sum on the final maturity date of the Bonds as such date is designated in the relevant Final Conditions (the "Final Maturity Date") , in accordance with Article 6 of the Main Part of the Conditions.

(b) The Holder shall not be entitled to request early redemption of the Bonds prior to the Final Maturity Date of the Bonds, except for early redemption of the Bonds pursuant to Section 14 below.

### 12.2 Redemption of Bonds

(a) The Issuer may at any time redeem any amount of the Bonds on the market or otherwise at any price.

(b) Bonds purchased by the Issuer shall not be extinguished and it shall be at the discretion of the Issuer whether to hold them in the Issuer's possession and, if applicable, to resell them or, by notice to the Administrator, to make them redeemable prior to maturity on the date specified in such notice. On that date, the rights and obligations under the Bonds shall cease without further ado by virtue of the merger of the rights and obligations (liabilities) in a single person.

### 12.3 Possibility of early redemption of the Bonds at the option of the Issuer

(a) First on the second anniversary of the Issue Date and on the last day of each month thereafter until the Final Maturity Date, the Issuer may, by written notice to the Holders, determine that all (but not some only) of the Bonds shall become due and payable prior to maturity. Each date so fixed shall be an Early Maturity Date at the option of the Issuer. The notification must be made no later than 40 days prior to the relevant Early Maturity Date at the option of the Issuer.

(b) Any determination of an Early Maturity Date at the option of the Issuer shall be irrevocable and shall be subject to the convention of a Business Day (should such Early Maturity Date fall on a day which is not a Business Day, such Early Maturity Date shall, at the option of the Issuer, fall on such a Business Day which is the nearest succeeding Business Day).

(c) The Issuer shall, at the option of the Issuer, repay to the Holder on the Early Maturity Date the Face Value of each Bond, as adjusted as agreed in this clause below. The yield on the Bonds in the event of early redemption shall be calculated as the difference between the Face Value and the Issue Price and, if early redemption occurs, it shall mean that the Holder has provided financing to the Issuer for a shorter period than that assumed for the purposes of calculating the Issue Price and determining the yield on the Bonds as the difference between the Issue Price and the Face Value on the assumed Final Maturity Date. Accordingly, the amount that the Issuer will be required to pay to Holders on the Early Maturity Date at the option of the Issuer (such amount, the "Discounted Value") will be inclusive of the Yield Reduction and will be calculated in accordance with the formula set out in article

2.9 The Conditions, with the Remaining Maturity to be determined as the number of days from the Early Maturity Date at the option of the Issuer to the Final Maturity Date in accordance with BCK Standard Convention 30E/360 divided by 360.

#### 12.4 Presumption of redemption

If the Issuer pays to the Administrator an amount of the Face Value of each of the Bonds payable under the Conditions, all obligations of the Issuer under the Bonds to pay such amounts shall be deemed to have been fully discharged for the purposes of the Conditions on the date on which the relevant amounts are credited to the relevant account of the Administrator.

### 13. METHOD, DATE AND PLACE OF REDEMPTION

#### 13.1 Commitment of the Issuer

The Issuer undertakes to pay interest and repay the face value of the Bonds exclusively in EUR. Interest yields will be paid and the face value of the Bonds will be repaid to the holders of the Bonds under the conditions set out in these Issue Conditions and the tax, exchange and other relevant laws of the Slovak Republic in force and in effect at the time of the relevant payment and in accordance with them.

#### 13.2 Payment day

Payments of interest and redemption of the face value of the Bonds or a pro rata portion thereof, in the case of early redemption calculated in accordance with the above formula, shall be made through the Issuer on the dates specified in these Issue Conditions (each such date, as the same may be construed from time to time, also referred to herein as an "Interest Payment Date" or a "Final Bond Maturity Date" or an "Early Bond Maturity Date" or each of such dates, as the case may be, also a "Redemption Date"). If a Payment Date falls on a day other than a Business Day, the Issuer shall be obliged to pay the amounts in question on the next following Business Day without being obliged to pay interest or any other additional amounts for such time delay.

For the purposes of these Conditions, "Business Day" means any calendar day (excluding Saturdays and Sundays) on which banks in the Slovak Republic are normally open to the public and on which interbank payments in EUR are settled.

#### 13.3 Determination of the right to receive distributions relating to the Bonds

##### 13.3.1. Interest yields

Except as otherwise provided in these Issue Conditions, the persons entitled to receive interest yields from the Bonds to whom the Issuer will pay interest yields from the Bonds are the persons who are registered in the Register of Holders as the holders of the Bonds pursuant to the terms of Article 4.1 of the Conditions (each such person, an "Eligible Person") on the Interest Payment Record Date (the "Interest Payment Record Date").

### 13.3.2. Face value

The Eligible Persons to whom the Issuer shall redeem the face value of the Bonds are those persons who are registered in the Holders List as holders of the Bonds as at the end of the relevant calendar day that is ten (10) days prior to the Early Redemption Date or the Final Redemption Date of the Bonds (the "Par Value Redemption Record Date", each such person being hereinafter also referred to as an "Eligible Person"). For the avoidance of doubt, transfers made within the period of 10 days preceding the Early Redemption Date or the Final Maturity Date of the Bonds shall be disregarded. Transfers of all Bonds may be suspended during such a 10-day period, and upon the Issuer's request notified by the Bondholder, the Bondholder shall be obliged to provide the necessary cooperation for such suspension of transfers.

### 13.4 Making payments

The face value of the Bonds shall be repaid and the proceeds of the Bonds shall be paid into a bank account notified in writing by the Bondholder to the Issuer for that purpose. The first holder of the Bond shall specify the account number in the subscription contract or on the order form. If there is a change of ownership, the new holder of the Bond shall notify the Issuer of the relevant account number no later than ten (10) days before the Interest Payment Date or the Record Date for redemption of the face value by a written notice signed by hand by the holder of the Bond in the case of natural persons, by the body in the case of legal entities. A legal entity is obliged to attach to this notification an original extract from the commercial or other register proving that the undersigned person is legally entitled to act on behalf of the holder of the Bond. In the event that the holder of the Bonds fails to notify the Issuer of the account number, there shall be no default on the part of the Issuer in the payment of the proceeds or the face value. In such case, the Issuer shall make the relevant payment within ten (10) days of subsequent receipt of the account number in the required form. If the Holder wishes to change the account number, the Holder must notify the Issuer of the change at least ten (10) days prior to the payment of the proceeds or face value of the Bonds, otherwise the Issuer may pay the proceeds or face value to the original account.

13.5 The Issuer shall be entitled to decide to change the manner and place of making redemptions, provided that such change shall not affect the position or interests of the Bondholders (otherwise such change shall be decided by the Meeting). This decision will be notified to the Bondholders in the manner set out in Article 19 of these Conditions.

## 14. EARLY REDEMPTION

14.1 If any of the following occurs and continues (each such event, an "Event of Default"):

a. Delay in monetary payment

Any payment in respect of the Bonds is not paid more than twenty (20) Business Days after its due date; or

b. Breach of other obligations under the Conditions

The Issuer is in material breach of its obligations (other than those referred to in paragraph a. of this Article 14.1 above) under the Bonds or these Conditions and such breach remains unremedied for more than thirty (30) days from the date on which the Issuer is notified in writing of such breach by any holder of a Bond (which has not been redeemed or repurchased by the Issuer or cancelled by the expiration of such period) by a letter delivered to the Issuer;

c. Insolvency, liquidation etc.

Any event listed below occurs and the event lasts longer than 30 (thirty) Business Days: (i) the Issuer becomes insolvent, ceases to make payments on its debts and/or is unable for a prolonged period of time to pay its debts due to its creditors; or (ii) a receiver or liquidator is appointed in respect of the Issuer or any part of its property, assets or income; or (iii) the Issuer files an insolvency petition or moratorium petition in respect of itself; or (iv) the Issuer is adjudged or threatened with bankruptcy or insolvency is declared insolvent or bankruptcy is declared or threatened to be declared insolvent or bankrupt in respect of any part of its property, assets or income; or (v) an insolvency petition in respect of the Issuer is dismissed by a court of competent jurisdiction for lack of assets of the debtor, or (vi) a final judgement or a valid order is made by a court of competent jurisdiction for the winding up of the Issuer with liquidation, or (vii) distraint proceedings or judicial distraint is carried out on the Issuer's property for the recovery of a claim the aggregate value of which exceeds the sum of EUR 100,000,000 (in words: EUR one hundred million) or the equivalent in any other currency; or

d. Transformations

As a result of a transformation of the Issuer where the Issuer will act as an interested person (in particular, a merger in the form of a merger, a transfer of capital to a shareholder, a demerger in the form of a split or a demerger), the debts under the Bonds will pass to the person who does not expressly assume (by a legally valid and enforceable ) all of the Issuer's debts under the Bonds, except to the extent that (i) such assumption of the Issuer's debts under the Bonds is required by law (and there is no reasonable doubt as to the effect of such merger, transfer of property to a partner or split); or (ii) the Meeting approves in advance such transformation of the Issuer; or

e. Judicial and other judgements

The Issuer fails to comply with an obligation imposed by a court, arbitral tribunal or administrative authority to pay a sum of money which, individually or in aggregate, exceeds EUR 100,000,000 (in words: one hundred million euros) or the equivalent in any other currency, even within thirty (30) days of the delivery of such final judgement to the Issuer, or such longer period as may be specified in the relevant judgement; or

any Bondholder may, at its option, by notice in writing addressed to the Issuer at its registered office ("Early Redemption Notice"), request the early redemption of the face value of all the Bonds of which it is the holder and of the interest accrued under these Conditions which has not yet been paid.

The holder of the Bonds whose early redemption is requested is obliged to surrender the Bonds whose redemption is requested to the Issuer at least two Business Days prior to the Early Redemption Date.

In the event of a default in the delivery of the Bonds, the Issuer shall be entitled, at its option, either (i) not to redeem the Bonds until delivery or (ii) to redeem the Bonds notwithstanding that they have not yet been delivered to the Issuer. In the event that a Bulk Bond has been issued and the Bondholder has requested the early redemption of all Bonds included in that Bulk Bond, the Bondholder shall return the Bulk Bond to the Issuer in lieu of the individual Bonds under the terms of this paragraph. If a Holder has a Bulk Bond and requests early redemption of only a few of the Bonds included in the Bulk Bond, it shall also return that Bulk Bond to the Issuer on the terms of this paragraph, which shall, not later than 30 (thirty) Business Days after the Early Redemption Date, send to the Bondholder the Bulk Bond for the Bonds that have not been redeemed, by postal service or, if requested by the Subscriber, by handing over the Bulk Bond in person at the registered office of the Issuer on Business Days from 9:00 to 16:00. The Issuer shall notify the Subscriber by e-mail that the Bulk Bond is ready for collection or has been dispatched by postal service.

#### 14.2 Maturity of prematurely redeemable Bonds

Any amounts required to be paid by a Bondholder pursuant to Article 14.1 of these Conditions by a Notice of Early Redemption shall become due and payable on the last Business Day of the month following the month in which the Bondholder delivers to the Issuer at its registered office address a Notice of Early Redemption (such day, in addition to such other days as may be so designated in these Issue Conditions, also an "Early Redemption Date"), unless the Bonds become redeemable earlier by virtue of a mandatory provision of law (in which case the relevant mandatory provisions of law shall apply) or only if such Early Redemption Notice or Early Redemption Request is subsequently withdrawn by the relevant holder.

#### 14.3 Revocation of Notice of Early Redemption of Bonds

A notice of early redemption pursuant to Article 14.1 of the Issue may be withdrawn by an individual Bondholder, but only in respect of the Bonds held by him and only if such withdrawal is addressed to the Issuer and delivered to the registered office address before the relevant amounts become due and payable pursuant to the preceding Article 14.2 of these Conditions. However, the withdrawal of a Notice of Early Redemption shall not affect the Notice of Early Redemption of other Bondholders.

#### 14.4 Other conditions for early redemption of the Bonds

The provisions of Article 13 of these Conditions shall otherwise apply mutatis mutandis to the early redemption of the Bonds pursuant to this Article 14.

The Eligible Persons to whom the Issuer shall repay the Issuer's pro rata unpaid interest for the relevant Yield Period in the event of early redemption pursuant to Article 14.1. of the Conditions above are the persons who are registered as Bondholders on the Holders List as at the end of the relevant calendar day that is ten (10) days prior to the Early Maturity Date of the Bonds.

### 15. TIME BARRING

The rights under the Bonds shall become time-barred on the expiry of ten (10) years from the date on which they could have been exercised for the first time.

## 16. DESIGNATED ESTABLISHMENT, ADMINISTRATOR, AGENT FOR CALCULATIONS

### 16.1 Designated establishment and payout point

The Designated Establishment and the payout point of the Administrator (hereinafter referred to as the Designated Establishment) are located at the registered office of the Issuer at Šumavská 519/35, Veveří, 602 00 Brno, Czech Republic or at the Issuer's branch at the address Suché Mýto 1, 811 03 Bratislava on working days between 9:00 and 16:00 local time.

### 16.2 Administrator

The activities of the Administrator related to the redemption of the Bonds will be provided by the Issuer.

**16.3 Other Administrator and other Designated Establishment** The Issuer is entitled to decide to appoint another or further Administrator and to designate another or further Designated Establishment of the Administrator. Changes to the Administrator and the Designated Establishment are considered changes to the payout location. The changes must not cause material harm to the Holders. The Issuer shall notify the Holders of the decision to appoint another or additional Administrator. Any such change shall take effect upon the expiration of 15 days from the date of such notice, unless a later effective date is specified in such notice.

### 16.4 Relationship between the Administrator and the Holders

The Administrator acts as the agent of the Issuer in connection with the performance of its obligations under the Administrator Contract and its legal relationship with the Holders arises only from the Administrator Contract.

### 16.5 Calculation Agent

The activities of the Calculation Agent relating to the performance of calculations in relation to the Bonds will be performed by the Issuer (the Issuer performing the activities of the Calculation Agent being hereinafter also referred to as the "Calculation Agent").

## 17. CHANGES AND WAIVERS

The Issuer and the Administrator may agree, without the consent of the Holders, to (i) any modification of any provision of the Administrator Contract if the modification is solely formal, incidental or technical in nature or is made to correct a manifest error or is required by changes in law and (ii) any other modification and waiver of claims arising from any breach of any provision of the Administrator Contract which, in the reasonable opinion of the Issuer and the Administrator, will not cause the Holders to suffer detriment.

## 18. BONDHOLDERS' MEETING

### 18.1. Terms of Reference and Convocation of the Meeting

#### 18.1.1. Right to call a Meeting

The Issuer or a Bondholder or Bondholders may convene a Meeting if necessary to decide on the common interests of the Bondholders, in accordance with these Issue Conditions and applicable law. The costs of organising and convening the Meeting shall be borne by the Convener, unless otherwise provided by applicable law. The Convener, if it is the Bondholder or Bondholders, shall, not later than on the date of the notice of the Meeting (see Article 18.1.3 of these Conditions) (i) deliver to the Issuer a request to procure proof of the number of all Bonds entitled to participate in the Meeting convened by it or them, i.e. an extract from the relevant Bond issue register; the due and timely delivery of such request shall be a prerequisite for the valid convening of the Meeting. If the Meeting is convened by the Bondholder or Bondholders, the Issuer is obliged to provide all necessary assistance.

### 18.1.2. Meeting convened by the Issuer

The Issuer shall promptly convene the Meeting and seek the opinion of the Bondholders through the Meeting in the event of a proposal to change the Conditions, if the consent of the Meeting to such change of the Conditions is required by law (hereinafter referred to as a "Material Change").

If a reorganisation or other comparable resolution of the Issuer's insolvency is pending under the law of a Member State of the European Union or another State forming the European Economic Area, the Issuer need not convene the Meeting.

### 18.1.3. Notice of convening and cancellation of a meeting

The Convener shall give notice of the meeting in the manner provided for in Article 19 of these Conditions not less than 15 (fifteen) days before the date of the meeting. If the convener is the Bondholder or Bondholders, they are required to deliver the notice of the Meeting to the Issuer at its registered office address not later than 30 calendar days before the proposed date of the Meeting, so that the Issuer may arrange for the publication of the notice in the manner set out in Article 19 of these Conditions not later than 15 (fifteen) days before the date of the Meeting.

The notice convening the Meeting must contain at least (i) such particulars as are necessary to uniquely identify the Issuer, (ii) the name of the Bond, the Issue Date, (iii) the place, date and time of the Meeting, and the date of the Meeting must fall on a day which is a Business Day and the time of the Meeting must not be earlier than 11.00 a.m., (iv) the agenda for the Meeting, including any proposed variation to the Conditions and the reasons therefore and including full draft resolutions on each item of business; and (v) the day which is the Record Date for attendance at the Meeting. Matters not included on the proposed agenda for the Meeting may be acted upon at the Meeting only with the attendance and consent of all Bondholders. If the reason for convening the meeting ceases to exist, it shall be revoked by the convener in the same manner as it was convened.

## 18.2. Persons entitled to attend and vote at the meeting

### 18.2.1. Record date for attendance at the meeting

Only Bondholders who are registered as Bondholders in the Register of Bondholders as of the close of business on the calendar day that is 7 (seven) calendar days prior to the date of the relevant Meeting ("Record Date for attending the Meeting") shall be entitled to attend and vote at the Meeting (such person hereinafter "Person authorised to attend the meeting"), Transfers of Bonds made after the Record Date shall be disregarded for the purposes of attending the Meeting.

### 18.2.2. Right to vote

A person entitled to attend the Meeting shall have a number of votes equal to his or her share of the aggregate face value of the outstanding portion of the Issue (as at the Record Date for attending the Meeting). If the Meeting resolves to remove the Joint Representative (as defined below in Article 18.2.3 of these Conditions), the Joint Representative (if a Person entitled to attend the Meeting) may not exercise the voting rights associated with the Bonds held by him, and his voting rights shall not be counted towards the total number of votes required to constitute a quorum at the Meeting.

### 18.2.3. Attendance of other persons at the meeting

The Issuer is required to attend the Meeting, either in person or by proxy. In addition, the Joint Representative and other guests invited by the Issuer shall be entitled to attend the Meeting.

## 18.3. Conduct of the meeting, decision-making of the meeting

### 18.3.1. Quorum

A quorum shall be present at the Meeting if the Persons entitled to attend the Meeting who were, as at the Record Date for attendance at the Meeting, the holders of Bonds whose aggregate face value represents more than thirty percent (30%) of the face value of the Outstanding Portion of the Issue are in attendance at the Meeting.

If the Meeting to decide on the change of Conditions is not quorate, the Convener shall, if still necessary, convene a replacement Meeting to be held within 6 (six) weeks of the date for which the original Meeting was convened. The holding of a replacement Meeting with an unchanged agenda shall be notified to the Bondholders not later than 15 (fifteen) days after the date for which the original Meeting was convened. The alternate meeting shall be quorate notwithstanding the condition set out in the preceding paragraph.

Prior to the commencement of the meeting, the Convener is required to provide, for the purpose of checking attendance at the meeting, information as to the number of all Bonds giving an entitlement to attend the meeting. Own Bonds held by the Issuer as at the Record Date for attendance at the meeting shall not be counted for the purposes of this Article 18.3.1.

### 18.3.2. Chairman of the meeting

A meeting convened by the Issuer shall be chaired by a chairman appointed by the Issuer. A meeting convened by the Bondholder or Bondholders shall be chaired by a Chairman elected by a simple majority of the votes of the Persons entitled to attend the meeting present, provided that until the Chairman is elected, the person appointed by the convener shall chair the meeting and the election of the Chairman shall be the first item on the agenda of a meeting which is not convened by the Issuer.

### 18.3.3. Joint Representative

The meeting may, by resolution, elect a natural or legal entity as joint representative. The Joint Representative shall be entitled, in accordance with the Bond Act, to (i) exercise for the benefit of all Bondholders the rights associated with the Bonds to the extent defined in the Meeting Resolution, (ii) check the Issuer's performance of the Conditions and (iii) take such other action for the benefit of all Bondholders and to protect their interests in such manner and to such extent as the Meeting Resolution may determine. The Joint Representative may be removed by the Meeting in the same manner as he or she was elected or replaced by another Joint Representative. The contract, if any, appointing a common representative of the Bondholders will be available to the public on the Issuer's website referred to in Article 19. of the Conditions.

### 18.3.4. Decision-making of the Meeting

The meeting shall decide on the questions submitted by way of a resolution. A resolution (i) approving a proposal pursuant to Article 18.1.2 hereof or (ii) appointing or removing a Joint Representative shall require the affirmative vote of at least  $\frac{3}{4}$  (three-fourths) of the votes of the Persons present and entitled to attend the meeting. Unless otherwise provided by applicable law, a simple majority of the votes of the Persons entitled to attend the meeting present shall be sufficient for the adoption of the other resolutions.

## 18.4. Certain other rights of Bondholders

### 18.4.1. Consequence of voting against the resolution of the Meeting to approve an Amendment of a fundamental nature

If the Meeting has agreed to a Fundamental Change, then a Person entitled to attend the Meeting who, according to the minutes of that Meeting, voted at the Meeting against the draft resolution of the Meeting agreeing to the Fundamental Change, or did not attend the relevant Meeting (an "Applicant") may demand repayment of the face value, including a pro rata portion of the interest yields, of the Bonds of which he/she was the holder on the Record Date for the Meeting and which he/she has not disposed of since such time.

This right must be exercised by the applicant within 30 (thirty) days of the date of disclosure of the resolution of the Meeting pursuant to Article 18.5 of these Conditions by written request (the "Request") addressed to the Issuer and sent to the Issuer at its registered office address, otherwise it shall lapse. The above amounts shall become due and payable 30 (thirty) days after the date on which the Application is received by the Issuer (such date, in addition to any other dates so designated in these Issue Conditions, also being the "Early Maturity Date") and shall be paid in accordance with Article 13.4 hereof.

If the Meeting discusses a Change of a fundamental nature, a notarial record must be made of the attendance at the Meeting and the decision of the Meeting. If the Meeting has agreed to the Fundamental Change, the names of those Bondholders who voted at the Meeting against the draft resolution of the Meeting agreeing to the Fundamental Change and the number of Units of the Bonds held by each such Bondholder as of the Record Date for participation in the Meeting shall be entered in the notarial record of the Meeting.

#### 18.4.2. Application for early redemption

Each Application pursuant to Article 18.4.1 of these Conditions must specify the number of Units of Bonds for which redemption is requested pursuant to Article 18.4.1. The application must be in writing, signed by the Applicant or persons authorised to represent the Applicant, and the signatures must be officially certified. The applicant must also deliver to the Issuer at the registered office address within the same period all documents required for the execution of the payment pursuant to Article 13 of these Conditions.

#### 18.5. Minutes of the meeting

The Convener shall, himself or through a person authorised by him, within thirty (30) days from the date of the Meeting, draw up minutes of the proceedings of the Meeting, setting out the conclusions of the Meeting, in particular the resolutions passed by such Meeting. If the convener of the Meeting is a Bondholder or Bondholders, then the minutes of the Meeting must also be delivered to the Issuer at its registered office no later than 30 (thirty) days after the date of the Meeting. The Issuer shall, within thirty (30) days of the date of the Meeting, make available all resolutions of the Meeting in the manner in which it has made these Issue Conditions available. The Issuer is obliged to keep the minutes of the Meeting until the time of lapse of rights under the Bonds. The minutes of the Meeting are available for inspection by Bondholders during normal business hours at the registered office of the Issuer. The provision of Article 18.4.1 of these Conditions regarding the obligation to make notarial deeds is not affected.

#### 18.6. Joint meeting

If the Issuer has issued more than one issue of Bonds under the Bond Programme, the Issuer may convene a joint meeting of the Bondholders of all issues of Bonds to discuss Amendments of a material nature. The provisions of the Meeting shall apply mutatis mutandis to a joint Meeting, except that the quorum, the number of votes of Persons entitled to vote at the Meeting and the passing of the resolution of such Meeting shall be considered separately in respect of each issue of Bonds as in the case of a Meeting of each such issue. In the notarial minutes of the Joint Meeting that adopted the resolution for the Fundamental Change, the number of Bond Units for each Person entitled to attend the Meeting must be distinguished according to the individual Bond Issue.

#### 19. ANNOUNCEMENTS

Any notice to Bondholders will be valid and effective if published in the Slovak language on the Issuer's website, [www.uniprocapital.cz](http://www.uniprocapital.cz) ("the Website"). If mandatory provisions of law or the Issue Conditions provide for a different method for the publication of any notice under the Conditions, such notice shall be deemed to have been validly published by such different method. Where a notice is published in more than one way, the date of such notice shall be deemed to be the date of its first publication.

Any notice to the Issuer under these Conditions shall be duly given if delivered to the Issuer at its registered office.

## 20. APPLICABLE LAW, LANGUAGE AND DISPUTES

The Bonds will be issued on the basis of valid and effective legislation of the Slovak Republic, in particular the Bonds Act and the Act on Capital Market Trading. The rights and obligations under the Bonds shall be governed by and construed in accordance with the laws of the Slovak Republic. Any disputes arising out of or related to the Bonds, these Conditions shall be settled by the competent courts of the Slovak Republic.

### **[End of separately numbered section of the Joint Conditions]**

## 5.2 Terms and Conditions of Offering

Issues of bonds issued under the Programme will be issued and offered in initial sales (subscription) directly by the Issuer at the registered office of the Issuer.

The Issuer will use OCP services for subscription. An up-to-date list of OCPs will be published on the Issuer's website. The role of the OCP will be to pass on to the Issuer any contact or orders in relation to potential prospective subscribers for the subscription to and purchase of the Bonds.

### Conditions of the initial public offer

The offer of the Bonds by way of an initial sale (subscription) of the Bonds will run from [Offer Commencement Date] to [Offer Closing Date] (12:00 p.m.) (the "Offer"). The date of commencement of the issue of the Bonds (i.e. the date of commencement of the crediting of the Bonds to the accounts in the Relevant Register) and the date of issue of the Bonds shall be the Issue Date (hereinafter also referred to as the Bond Issue Date). The Bonds will be issued from time to time, with the anticipated term of issue of the Bonds (i.e. crediting to the relevant asset accounts) ending no later than one month after the expiry of the subscription period for the Bonds or one month after the subscription of the highest amount of the face values of the Bonds (whichever is earlier). The Issuer is entitled to issue Bonds in a smaller volume than the highest amount of the face values of the Bonds, in which case the Issue will be deemed successful. The foregoing includes the Issuer's ability to suspend or terminate the Offer at its own discretion (depending on its current funding requirements), whereby, following the termination of the Offer, no further orders will be accepted and, following the suspension of the Offer, no further orders will be accepted until the Issuer publishes information on the continuation of the Offer. The Issuer will always publish information on the termination of the Offer, suspension of the Offer or continuation of the Offer in advance on a dedicated part of the Issuer's website [www.uniprocapital.cz](http://www.uniprocapital.cz).

The minimum order amount is set at the face value of one Bond. The maximum order amount (i.e. the maximum amount of the face value of the Bonds requested by an individual investor) is limited only by the highest amount of the face values of the Bonds to be issued. A condition of participation in the public offer is the proof of the investor's identity with a valid identity document. Investors will be approached mainly by means of distance communication.

The acquisition of the Bonds through OCP is conditional upon the conclusion of an investment services contract between the investor and OCP and the submission of an instruction to acquire the purchase of the Bonds pursuant to that contract. After subscription within 15 days, a confirmation of subscription of the Bonds will be sent to the address indicated by the Holders. There are no pre-emption rights or rights of first refusal in respect of the Bonds. It is not possible to commence trading in the Bonds prior to the announcement of the subscription of the Bonds.

The Issuer and the OCP shall be entitled to reduce the volume of Bonds specified in the orders/instructions of investors at its sole discretion, but always on a non-discriminatory basis, in accordance with the Issuer's or the OCP's strategy for executing the instructions in accordance with the law, including MiFID II.

In the event of a reduction in order size, the Issuer/OCP shall refund any overpayment to the affected investors without undue delay to the investor's account. The net purchase price of the Bonds to be paid to the Issuer may be reduced by any remuneration, fees or expenses associated with the subscription and purchase of the Bonds. The results of the initial sale (subscription) will be published in a publicly accessible place in the Designated Establishment and also on the Issuer's website on the day following the end of the Bonds' issue period or immediately after the issue of all Bonds.

The Bonds will be credited without undue delay to the accounts of the Holders held in the Relevant Register against payment of the Issue Price of the Bonds concerned, as instructed.

The maximum amount of the face value of the Bonds requested by an individual investor in an order is limited by the total volume of the Bonds offered. The final face value of the Bonds allocated to each investor will be specified in the confirmation of acceptance of the offer,

### 5.3 Additional Information

#### (a) Interest of natural and legal entities participating in the Issue

The Issuer is not aware of any interest of persons participating in the Issue which is material to the Issue.

#### (b) Costs of Issue and use of net proceeds

The Issuer expects that the total costs of preparing the issue of the Bonds will be around 4% (including the costs of admission to the regulated market) of the expected total issue volume of the Bonds. The total estimated net proceeds of the Issue are therefore EUR [●]

All proceeds, net of expenses, will be used for the conduct of the Issuer's business [[securing funds for the conduct and development of the Issuer's business without identifying the Issuer's specific project]] / , [specifically to be used for: [arranging for the financing of the capital expenditure associated with the Issuer's investment in project company [●]/company [●]/company [●].] and/or [financing the acquisition of the participation and capital expenditure associated with the Issuer's investment in company(s) [●].]

#### (d) Admission to trading

The Issuer shall apply to [name of regulated market ●] for admission of the Bonds within [●] months of the Issue of the Admission to a regulated market.

Other than the Bonds issued under the Programme, the Issuer has not issued any debt securities that have been admitted to trading on a regulated market.



## 6. FINAL CONDITIONS FORM

Set out below is the Final Conditions Form that will be prepared for each Bond Issue to be issued pursuant to the Base Prospectus under the Programme, supplemented by specific details relating to the Bond Issue in question. Final Conditions will be drawn up and published for each individual Bond Issue issued under the Programme prior to the commencement of the issue of the Bonds. This symbol "[●]" indicates those parts of the Final Conditions that will be supplemented. If a particular information item is marked "(choice of alternative from the Joint Conditions)", this means that the information is listed in the Joint Conditions for the relevant information item in more than one variant and only such variant or variants as are relevant for the Issue will be listed in the Final Conditions. The information about any Supplement to the Base Prospectus set out in square brackets below will only be set out in the relevant Final Conditions if the relevant Supplement to the Base Prospectus is executed. [the Final Conditions Form is on the next page]

### FINAL CONDITIONS

[Date]

UNIPRO Capital a.s.

Total Volume Issue: [●]

Name of Bonds: [●]

issued under the Bond Issue Programme pursuant to the Base Prospectus dated 21/12/2022 ISIN: [●]

These Final Terms and Conditions, which were prepared pursuant to Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Directive 2003/71/EC (hereinafter the "Prospectus Regulation"), must be read and construed in conjunction with the base prospectus (hereinafter the "Base Prospectus") for the Bond Issue Programme for an aggregate face value of all outstanding Bonds up to EUR 40,000,000, which will be issued from time to time or repeatedly by UNIPRO Capital a.s. with registered office at Šumavská 519/35, Veverí, 602 00 Brno, Czech Republic, ID 07717610, LEI 3157002ET5519GV09637, registered in the Commercial Register maintained by the Regional Court in Brno, section: B 8080 with branch office at Suché Mýto 1, 811 03 Bratislava (hereinafter referred to as the "Issuer") and any amendment thereto in order to obtain all relevant information. The Final Conditions, including the defined terms used, must be read together with the Joint Conditions set out in the Base Prospectus. The risk factors relating to the Issuer and the Bonds are set out in Article 2. Base Prospectus "Risk Factors". The Base Prospectus and any Supplements to the Base Prospectus are available in electronic form in a special section of the Issuer's website: [www.uniprocapital.cz](http://www.uniprocapital.cz). Information about the Issuer, the Bonds and the offering thereof is complete only on the basis of the combination of these Final Conditions and the Base Prospectus and any supplements thereto. A summary of the Issue is appended to these Final Conditions. The Base Prospectus was approved by the National Bank of Slovakia by decision [●] dated [●]. [Supplement to the Base Prospectus No. [●] was approved by the National Bank of Slovakia by decision [●] dated [●].]

If the Final Conditions are translated into another language, the Slovak language version shall prevail in the event of disputes of interpretation. MiFID II monitoring of the creation and distribution of the financial instrument Solely for the purposes of its own approval process by reviewing the target market in relation to the Notes, it has been assessed that (i) the target market for the Bonds is eligible counter parties, professional clients within the meaning of Directive 2014/65/EU, as amended ("MiFID II") and also retail clients and (ii) selected distribution channels are permissible in the distribution of the Bonds in this target market, namely through a non-advised sales service or a portfolio management service, as the case may be. Any person subsequently offering, selling or recommending Bonds subject to the MiFID II Rules is responsible for conducting its own target market analysis in relation to the Bonds (either by adopting or refining a target market assessment) and determining its own appropriate distribution channels. The Issuer is only ever responsible for determining the target markets and distribution channels in relation to the initial offering of the Bonds.

**PART A: ADDITIONS TO THE CONDITIONS OF THE BONDS**

This part of the Final Conditions”, together with the Joint Conditions, constitutes the Issue Conditions of the relevant Issue.

**5.1 Securities Data**

**2. Type of security, name, total face value and issue price**

Name:	[•]
Total volume of Issue:	[•]
Face Value:	[•]
Total number of Bonds:	[•]
ISIN:	[•]
FISN:	[•]
CFI:	[•]

**3. Form, type and manner of issue of the Bonds**

Form of Bonds:	Choice of variants: [book-entry; the central register of Bonds is kept by the Central Depository / certificated; the list of Bondholders is kept by the Administrator]
Type of Bonds:	Choice of variants: [bearer form; book-entry form of the Bonds / registered form of the Bonds; book-entry form of the Bonds / registered form of the Bonds; certificated form of the Bonds].
Date of Issue:	[•]

**11. Interest yield**

Interest yield	fixed at [•] % p.a.
Final due date:	[•]
Date/Dates of payment of proceeds:	

**PART B: ADDITIONS TO THE CONDITIONS OF THE OFFER AND OTHER DETAILS**

**5.2 Conditions of offering**

Conditions of the initial public offering	
Start date of the offer:	[•]
Offer Closing Date:	[•]
Names of OCPs who will provide subscription services	[•]/not applicable
OCP commission amount	[•]/not applicable

**5.3 Additional Information**

Information on other OCPs:	
Description of other interests:	[•]
Estimated cost of Issue:	[•]
Estimated Net Proceeds from the Issue:	

Use of proceeds after deduction of costs:	Choice of variants: [[securing funds for the implementation and development of the Issuer's business activities without specifying the Issuer's specific project]] / , [specifically to be used for: [providing funding for capital expenditures associated with the Issuer's investment in the Project [•] / Company [•] / [•] and/or [financing the acquisition of the participation and investment expenses related to the Issuer's investment in the company(ies) [•]].]
Country of public offering:	[•]
Admission to trading on a regulated market, name of the regulated market:	[•]/not applicable
Admission to trading on a regulated market, deadline for application for admission:	[•]/not applicable

In Bratislava, on [•]

For the Issuer

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Name: MAREK SASÁK  
Features: board member

## 7. Responsible persons

### 7.1 Persons responsible for the information contained in the Base Prospectus and the statements of issuer

a) The person responsible for the accuracy and completeness of the data provided in this Base Prospectus is the Issuer, i.e. UNIPRO Capital a.s. with registered office at Šumavská 519/35, Veveří, 602 00 Brno, Czech Republic, ID No. 07717610, LEI 3157002ET5519GVO9637 registered in commercial Register maintained by the Regional Court in Brno under file no. B 8080 with a branch at Suché Mýto 1, 811 03 Bratislava, on behalf of which acts member of the Board of Directors, Marek Sasák, given in Article 11.8 of this Base Prospectus "Administrative, Management and Supervisory Bodies".

b) The Responsible Person represents that, to the best of its knowledge, the information contained in the Base Prospectus is in accordance with the facts and that no facts have been omitted from the Base Prospectus which would alter its import.

In Brno on 21/12/2022



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Marek Sasák

Position: board member

## 8. Authorised auditors

a) The Issuer has prepared audited financial statements. It has not prepared any other financial statements that could be presented for audit. The financial statements presented in the prospectus have been audited by Jonák Audit, s.r.o., Národní 973/41, Staré Mesto, Prague 1, Postal Code 110 00 file. no. C 25446, registered at the Municipal Court in Prague, ID No: 048 39 960, KAČR License No. 566 (the "Auditor"). The auditor has audited the financial statements as at 31/12/2020, 31/12/2021 with the following opinion: "without reservations".

b) The Issuer's complete financial statements are set out in Chapter 14 at the end of the this Base Prospectus.

## 9. Interest of persons participating in the Issue

a) Other than the interest of the auditor referred to in Article 8, who has been financially remunerated by the Issuer for the audit of the Issuer's financial statements, the Issuer is not aware of any interest of persons involved in the Issue which is material to the Issue. [Any other interests of persons ●] participating in the Issue will be contained in the relevant Final Conditions, including a description of such interest (for example, the interest of brokers will be described herein if the Issuer decides to distribute the Issue through financial brokers).

## 10. Reasons for the offer and use of proceeds

a) The Issuer expects that the aggregate proceeds of the Bond Issue received by the Issuer from the offering of the Bonds will correspond to the amount of the Issue Price of all the Bonds offered. From such Issue Price will be deducted the costs of the Issuer's auditor, the fees of the NBS and certain other costs relating to the issue of the Bonds or the placement of the Bonds on the market.

b) [The nominal amount of the Expected Costs ● ] will be set out in the Final Conditions of the particular Issue.

c) [Estimated net proceeds of the issue of the Bonds ● ] shall be used by the Issuer, after payment of all fees, costs and expenses in connection with the Issue, for the development of its business.

## 11. Information about the Issuer

### 11.1 History and development of Issuer

a) The name of the Issuer is UNIPRO Capital a.s.

b) The Issuer's website is located at the address [www.uniprocapital.cz](http://www.uniprocapital.cz). The information on this website does not form part of the prospectus, except where that information is incorporated by reference into the prospectus

c) The Issuer is registered in the Commercial Register maintained by the Regional Court in Brno under no. B 8080, , ID 07717610, LEI 3157002ET5519GVO9637.

d) The Issuer was established on 11/12/2018 for an indefinite period of time, the registration of the Issuer in the Commercial Register was carried out on 11/12/2018.

e) The registered office of the Issuer is located at Šumavská 519/35, Veveří, 602 00 Brno, Czech Republic with a branch office at Suché Mýto 1, 811 03 Bratislava. The contact telephone number is +420 608 701 246.

f) The Issuer was established and exists under the laws of the Czech Republic. The Issuer carries out its activities in accordance with the laws of the Czech Republic, which includes in particular Act No. 90/2012 Coll., on Trading Corporations and Cooperatives (Companies Act), as amended, Act No. 89/2012 Coll., the Civil Code, as amended, and Act No. 455/1991 Coll., on Trade Licensing (the Trade Licensing Act), as amended.

## 11.2 Events material to the assessment of the Issuer's solvency

a) The Issuer has no significant liabilities as at the date of this Base Prospectus. There have been no events in the past that would be material in assessing the Issuer's solvency.

## 11.3 Investments

a) There have been no significant changes in the Issuer's borrowing or financing structure since the last financial statements.

b) The Issuer does not, as at the date of this Prospectus, have any contracts entered into outside its ordinary course of business which could give rise to liabilities or claims which would be material to its ability to meet its obligations to the Bondholders.

## 11.4 Overview of the Issuers business

### 11.4.1 Main activities - general

a) The Issuer's business activities registered in the public register include the following activities:

- i. Rental properties, apartments and non-residential premises
- ii. Production, trade and services not specified in annexes 1 to 3 trade act

b) Issuer intends to approach its business in all activities that will be related to the management of its assets, its subject of activity and subject of business.

c) The Issuer's specific principal activity that it intends to engage in at least during the term to maturity of the Bonds is the appreciation of the Issuer's funds through investments in real estate and real estate projects, and projects in the area of waste management. The Issuer will undertake all necessary activities in order to support its business. The Issuer does not rule out that in the future it may also finance its business activities with a bank loan. The Issuer also does not rule out the expansion of business activities to other segments.

#### 11.4.2 Main activities- specific description of planned activities

The Bonds are issued for the purpose of securing funds for the conduct of the Issuer's business, which consists of:

- 11.4.2.1 Investments in waste management projects with a focus on used tyre processing technologies and its use as an alternative heat source for cement plants (and in the future also for lime plants) in the Czech Republic, the Slovak Republic and eventually in other Central European countries. The investment will go towards the completion of the development and construction of the tyre processing plant, which will also form the cement plant's main source of thermal energy for the production of white cement.

In the area of waste management, the Issuer, in cooperation with a team of experts, intends to develop a technology for the processing of used tyres in the form of pyrolysis for use as a heat source for cement plants and later for lime plants. The team of experts with which the Issuer plans to cooperate has industrial rights to the technologies to be used in the project, in particular to technologies related to the use of pyrolysis as a heat source in cement plants. The technology will produce pyrolytic carbon and pyrolysis gas. The pyrolysis gas will be directly burned to produce heat and electricity, and the pyrolysis carbon will undergo magnetic separation before it is split, where the steel cord will be separated. The carbon will then be ground and sieved according to the customer's requirements for further use. The pyrolysis oil will be transported to the customer for further processing by distillation. Thus, the basic waste generated during the operation of the installed technological equipment will be steel cord, solid waste from textile filters with an expected increase in dust and activated carbon particles generated by the filtration of pyrolysis gas. The fact that this is a modern and unique method for the reuse of polymer waste present in used tyres can be considered a positive environmental impact.

Current material recovery methods from used tyres produce rubber crumb, which has limited use in terms of market demand and further processing. Another use of rubber crumbs is recycling in cement production plants by simply using them as an additional heat source.

The proposed method of restoration makes it possible to obtain products that are more widely usable. This includes pyrolysis carbon and pyrolysis gas. The pyrolysis gas in this operation will be used directly to generate heat and electricity, while the heat generated together with the electricity will successfully minimize the energy requirements of this operation, which is the expected surplus of electricity and heat (they can be transferred directly by customers or to the public distribution system). The process of pyrolysis of used tyres produces pyrolytic carbon, which is distributed to the customer for further processing, while the separated metal from the pyrolytic carbon will be destined for further use as a secondary raw material.

Another by-product of pyrolysis in the form of pyrolysis oil is technologically isolated from the environment. After agreement with the cement plant and securing the financing from the Bonds, the first 2 modules will be produced from this financing and the Issuer's own financing, for which the first cement plant has already expressed a preliminary interest, but no specific contract has yet been concluded. The time horizon for module production is about 8 - 10 months. The Issuer will cooperate with an engineering company selected in a tender procedure for their production. After the production of the first two technological modules, they will be delivered to the cement plant, where they will be installed and then tested in full operation. After the technology is tested in operation, the purchase price for the technology will be paid and it will become the property of the cement plant. The management and maintenance of the technology will be carried out by the cement plant itself after testing and handover. The Issuer will cooperate with the Cement Plant in the supply of waste (tyres) by purchasing the said tyres from third parties or by directly arranging with such parties for the supply of tyres to the Cement Plant.

Subsequently, the Issuer plans to select other suitable cement plants and offer them this technology, ensuring its implementation and operation. According to the Issuer's assumptions, the price for the production and implementation of one technological module should be around EUR 6 million. In order to implement the project in one cement plant, two of the above mentioned technological modules are required. The Issuer expects to be able to start cooperation with up to three cement plants after the first six technology modules have been constructed. The Issuer intends to use the net proceeds of the Bonds for these purposes. The first phase after raising funds from the Bond Issue is set to take 8 - 10 months. This time will be sufficient to produce the first 2 modules.

- 11.4.2.2 Investment in the real estate market in Czech Republic. The Issuer will look for properties that are good value for money. The Issuer intends to repair or refurbish these properties and then hold them and realise a profit from renting them out or selling them. Subject to suitable conditions, the Issuer intends to acquire properties suitable for completion or construction (development) and to lease or sell such properties after completion or construction. The Issuer may also acquire properties that will be impaired not only in fact but also in law for a variety of reasons. In its activities, the Issuer will also acquire participation in companies intended for the holding of companies and will finance them. The Properties shall be exclusively acquired for ownership by the Issuer or companies in the Issuer's group, as the case may be. To this end, the Issuer plans to establish subsidiaries in the future, the operation and development of which it will subsequently finance. The relevant properties will be operated by the Issuer, or companies in the Issuer's group, or another company under a contractual arrangement.

Properties whose price is affected by remediable legal and other defects. In this way, the Issuer intends to search in particular for properties affected by foreclosure, both in the auction and outside such sales encumbered by third party rights in rem and in obligation, such as liens, unfavourable lease contracts or other encumbrances on the property. The Issuer is also keen to take advantage of opportunities in properties that have legal problems or debt with banking houses and non-bank lenders, or are otherwise undervalued. The Issuer will then eliminate any encumbrances. The Issuer will continue to use the properties for rental purposes after the defects have been eliminated; the Issuer intends to sell the properties if such a course of action is advantageous.

The Issuer's plans to invest in the real estate market as described above are in the preparatory phase and the above information is purely indicative. The Issuer is a newly incorporated company, has no operations and has not developed any business plan beyond the facts set out in the Base Prospectus. Specific plans will vary according to current market opportunities. The Issuer has not prepared a SWOT analysis of the described potential investments. As at the date of the Base Prospectus, the Issuer has not comprehensively quantified either the turnover or the potential profit of the activities contemplated by it. The Issuer and its directors do not have experience in the core business of the Issuer.

#### 11.4.3 Main markets

- a) The Issuer has not conducted any significant economic activity from the date of its incorporation to the date of this Base Prospectus.
- b) As of the date of this Base Prospectus, the Issuer plans to focus its activities mainly on the Slovak and Czech market (Slovak Republic, Czech Republic). The Issuer plans to compete mainly on the Czech and Slovak real estate market (real estate sector) and the waste management market. At the same time, given the zero volume of the Issuer's activity, the Issuer's market shares in this market can be considered insignificant.

#### 11.5 Organisational structure of Issuer

- a) The Issuer is a joint-stock company with registered capital of CZK 2,000,000. The sole shareholder of the Issuer is Mr. MAREK SASÁK, date of birth 16 February 1979, resident at the address Okružná 1441/60, 02001 Puchov, Slovak Republic. Given that this company is wholly owned by the sole shareholder of the Issuer, it can be assessed that the Issuer is substantially dependent on his decisions.
- b) The Issuer envisages the establishment of other companies for the purpose of real estate projects.
- c) The Issuer is an independent company and is not in a group of other companies.

#### 11.6 Information on trends

a) There has been no material adverse change in the prospects of the Issuer or material change in the performance of the Issuer or the Group of which the Issuer is a part since the date of publication of the latest audited financial results, i.e. 31/12/2021 to the date of this Base Prospectus.

b) In the waste market, the Issuer expects increased interest in the placement of mainly hazardous waste. The reason is that landfill capacity is constantly decreasing and new landfills, especially for hazardous waste, are not being set up and no permits are being issued for their establishment. Current trends in waste management are mainly towards complete waste disposal (incineration) or reuse. This change in market approach is evident as controlled waste collection and sorting continues to grow. Particularly for hazardous waste, there is then an increasing interest in its complete disposal by incineration. Such a solution is partly met with some resistance from the population, which is concerned about the negative environmental impacts of incineration. The Issuer's project is set in line with these trends. The Czech Republic is aware of the opportunities offered by the conversion of waste into resources. Mineral and secondary raw materials are essential inputs for any country's economy and influence its competitiveness. This trend has been on the rise in recent years. The range of recoverable resources also includes used tyres and rubber crumb used in pyrolysis for cement production as a source of thermal energy.

c) There is a trend of exceeding of demand over the supply of suitable properties on the real estate market. This is due to several factors, including, for example, the availability of mortgage credit. Average property prices in the Czech Republic and the Slovak Republic have been on the rise for several years, with the highest property prices in large cities. Realised prices in most categories have reached or even exceeded their previous cyclical highs of 2008. Supply and demand for rentals varies by location, with supply outweighing demand especially in large cities. The price of rental housing continues to rise, and yields on commercial property, including warehouses, halls, etc., remain an interesting opportunity.

Although a slowdown in property price growth and rental yields can be expected in the future, the sector remains an interesting investment opportunity.

#### 11.7 Profit forecasts or estimates

a) The Issuer has not made a profit forecast or estimate.

#### 11.8 Administrative, management and supervisory bodies

a) The Issuer is a joint-stock company incorporated under the laws of the Czech Republic. The internal structure of the Issuer is therefore governed by the law of the Czech Republic.

b) The governing body of the Issuer is the board, which, as at the date of this Base Prospectus, represents the Issuer and manages the business and internal operations of the Issuer and may carry out all activities not vested by law and the Issuer's Memorandum of Incorporation in the power of the general meeting.

c) As at the date of this Base Prospectus, the Board consists of one member, Mr. Marek Sasák.

#### 11.8.1 Conflicts of interest at the level of management and supervisory bodies

a) The Issuer declares that it is not aware of any potential conflict of interest between a Board Member's duties to the Issuer and his or her private interests or other duties. The negative effects of the decisions of the Issuer's authorities can be ascertained from a true and fair view of the Issuer's accounts, which is ensured by a subsequent audit of the Issuer's financial statements.

#### 11.8.2 Board procedures

a) The Issuer is currently governed by and complies with all corporate governance requirements set out in the generally binding legal regulations of the Slovak Republic, in particular the Companies Act. The Issuer does not comply with any special corporate governance regime, except for the statutory rules for corporate governance, regulated in particular by Act No. 89/2012 Coll., the Civil Code and Act No. 90/2012 Coll., on Companies and Cooperatives (the Companies Act). The Issuer does not comply with any specific corporate governance codes as it considers the rules of the applicable Czech legislation to be sufficient to ensure the proper management and administration of the Issuer. The Issuer's financial statements for each accounting period will be audited by external auditors in accordance with the relevant legal and accounting regulations.

#### 11.9 Main shareholder

a) The sole shareholder holding 100% of the shares and voting rights at the Issuer's General Meeting and the Issuer's controlling person is Mr. MAREK SASÁK, date of birth 16 February 1979, resident at the address Okružná 1441/60, 02001 Puchov, Slovak Republic. The Issuer has not taken any measures against abuse of control by the sole shareholder. As at the date of this Base Prospectus, the Issuer is not aware of any arrangements that may result in a change of control of the Issuer. The sole shareholder of the Issuer does not control any other companies.

#### 11.10 Financial data on the assets and liabilities, financial position and profit and loss of the Issuer

##### 11.10.1 Historical financial data

a) The Issuer has prepared and published financial statements for the period from 1/1/2020 to 31/12/2020 and for the period from 1/1/2021 to 31/12/2021 prepared in accordance with Czech accounting regulations. The Issuer is not required to prepare financial statements under the IFSR and has never done so.

b) The Issuer's financial statements are/will be available to all interested parties at the registered office of the Issuer during regular business hours from 9:00 at the registered office of the Issuer.

##### 11.10.2 Financial statements

a) Audited financial statements for the period 1/1/2020 through 31/12/2020 and for the period 1/1/2021 through 31/12/2021 are included at the end of this Base Prospectus.

#### 11.10.3 Verification of the financial statements

a) The Issuer declares that the data according to the financial statements for the period from 1/1/2020 to 31/12/2020 and for the period from 1/1/2021 to 31/12/2021, which is contained in Chapter 14 of this Base Prospectus, have been audited by the auditor referred to in Chapter 8 of this Base Prospectus with an "without reservations" opinion.

#### 11.10.4 Interim and other financial data

a) The Issuer has prepared interim financial statements for the period 1/1/2022 to 30/6/2022.

b) The complete financial statements of the Issuer are set out in Chapter 14 at the end of the Base Prospectus.

#### 11.10.5 Judicial and arbitration proceedings

a) The Issuer represents that since its inception it has not been a party to any administrative, judicial or arbitration proceeding which may have or has had an effect on its financial condition or profitability and is not aware that any such proceeding is pending or threatened against the Issuer.

#### 11.10.6 Significant change in the Issuer's business or financial condition

a) The Issuer represents that there has been no material change in the financial position of the Issuer since the date of the last audited financial statements.

#### 11.11 Additional data

##### 11.11.1 Share capital

a) The Issuer's share capital is CZK 2,000,000 and is divided into 10 registered shares in certificated form with a face value of CZK 200,000. The share capital has been fully paid up.

##### 11.11.2 Statutes

a) The Issuer is registered in the Commercial Register under ID No. 54 304 695. The Issuer's objective and purpose, in accordance with its Articles of Association, is to make profit through (i) Production, trade and services not listed in Annexes 1 to 3 of the Trade Licensing Act and (ii) rental of real estate, flats and non-residential premises. This object and purpose is set out in Part III of the Issuer's Articles of Association.

#### 11.12 Major contracts

a) As at the date of this Base Prospectus, the Issuer has no contracts, other than contracts entered into in the ordinary course of business, which could give rise to any liability or claim of any member of the Issuer's group which would be material to the Issuer's ability to meet its obligations to the security holders on the basis of the issued securities.

#### 11.13 Third party data and declarations of experts and declarations of any interest

a) This Base Prospectus does not include a statement or report of a person acting as an expert, except for the report of an auditor. The Auditor was compensated by the Issuer for the preparation of its report on the financial statements for the period 1/1/2020 to 31/12/2020 for the period 1/1/2021 to 31/12/2021 and for the period 1/1/2022 to 30/6/2022. The Auditor's Report on the Financial Statements has been prepared at the request of the Issuer and the financial information from the Financial Statements has been included in the Base Prospectus with the consent of the Auditor. The Auditor is a person independent of the Issuer, has not been a holder of securities issued by the Issuer or related persons, nor has it ever had any rights relating to the securities of the Issuer or related persons. The Auditor has not been employed by the Issuer nor is he entitled to any form of compensation from the Issuer nor is he a member of any body of the Issuer or any connected persons.

#### 11.14 Published documents

a) During the period of validity of this Base Prospectus, the Base Prospectus and any supplements thereto and the Issuer's financial statements are available in electronic form on the website [www.uniprocapital.cz](http://www.uniprocapital.cz) section "Bonds" and at the address Šumavská 519/35, Veverří, 602 00 Brno, Czech Republic, with branch at the address Suché Mýto 1, 811 03 Bratislava on working days between 9:00 and 16:00. The Memorandum and Articles of Association of the Issuer are available for inspection at the same time.

b) The information on the Issuer's website does not form part of the Prospectus except where that information is incorporated by reference into the Prospectus. The information on websites has not been checked or approved by the NBS.

## 12. TAXATION

a) The tax laws of the investor's Member State and the tax laws of the Issuer's country of domicile may affect the income derived from the Securities. The text of this article is only a summary of certain tax considerations relating to the acquisition, ownership and disposition of the Bonds and does not purport to be a comprehensive summary of all tax considerations that may be relevant to a decision to purchase the Bonds. This summary is based on the legislation in force at the date of this Base Prospectus and may be subject to subsequent change (including with retroactive effect, if any). Prospective purchasers of the Bonds are advised by the Issuer to consult their own legal and tax advisors as to the tax consequences of the purchase, sale and holding of the Bonds and the receipt of interest payments on the Bonds under the tax and exchange regulations applicable in the Slovak Republic and in the countries in which they are resident, as well as in countries where the proceeds from the holding and sale of the Bonds may be taxed. The tax regime is governed by national laws and binding international treaties in force in the Slovak Republic, in Luxembourg.

### 12.1 Slovak Republic

The text of this article is only a summary of certain tax and levy considerations under Slovak law relating to the acquisition, ownership and disposition of the Bonds and is not an exhaustive summary of all tax relevant considerations that may be relevant to an investor's decision to purchase the Bonds. This summary does not describe the tax and levy implications arising under the law of any state other than the Slovak Republic. This summary is based on the legislation in force at the date on which this Prospectus is prepared and may be subject to subsequent change, including with potential retroactive effect. Investors interested in purchasing the Bonds are advised to consult their own legal and tax advisors as to the tax, levy and foreign exchange consequences of the purchase, sale and holding of the Bonds and the receipt of interest payments on the Bonds under the tax, foreign exchange, social security and health insurance regulations applicable in the Slovak Republic and in the states in which they are resident, as well as in the states in which the proceeds from the holding and sale of the Bonds may be subject to taxation.

According to the Income Tax Act, in general, corporate income is taxed at a rate of 21% and personal income at a rate of 19 %, with the exception of personal income exceeding 176.8 times the applicable minimum subsistence level (i.e. the subsistence level in force on 1 January of the relevant tax year), which is taxed at a rate of 25%.

#### Income tax on yields (interest yields)

Under the relevant provisions of the Income Tax Act:

a) interest yields from the Bonds accruing to a non-resident taxpayer is not subject to income tax in the Slovak Republic;

b) interest yields on the Bonds accruing to a tax resident shall not be subject to withholding tax, but shall form part of the income tax base, with the exception of taxpayers who are natural persons and taxpayers not established or incorporated for business purposes, the National Property Fund of the Slovak Republic and the National Bank of Slovakia; and

c) interest yields from the Bonds accruing to a Slovak tax resident which is a natural person or a taxpayer not established or incorporated for business purposes, the National Property Fund of the Slovak Republic or the National Bank of Slovakia, is subject to withholding tax at the rate of 19 %.

Under the current version of the Income Tax Act, the issuer or securities dealer who holds the bonds for the client is responsible as the taxpayer for making the withholding. The Issuer will not provide the Bondholders with any compensation or increase in respect of the making of any withholding tax.

As the income tax laws may change during the life of the Bonds, the income from the Bonds will be taxed in accordance with the laws in force at the time of redemption.

#### Sales tax

Profits from the sale of the Bonds realized by a legal entity which is a Slovak tax resident or a permanent establishment of a tax non-resident are included in the general tax base subject to taxation at the relevant corporate income tax rate. Losses on the sale of the Bonds calculated on a cumulative basis for all Bonds sold in a single taxable year are generally not tax deductible except in specific cases provided by law (e.g., a loss on the sale of a Bond is tax deductible if it does not exceed the proceeds of the Bond included in the tax base until the time of its sale or maturity).

Gains from the sale of the Bonds realized by an individual who is a Slovak tax resident or a permanent establishment of a tax non-resident are generally included in the current personal income tax base. Any losses on the sale of the Bonds may not be treated as tax-free.

Income from the sale of the Bonds by a Slovak tax non-resident derived from a Slovak tax resident or a permanent establishment of a Slovak tax non-resident is generally subject to taxation at the relevant income tax rate, unless otherwise provided in the relevant double taxation treaty concluded by the Slovak Republic.

#### Deductions from the yields of the Bonds

As a result of the withholding tax under Act No. 463/2013 Coll., which amends the Income Tax Act, the yields from the Bonds of individuals who are compulsorily insured in the Slovak Republic should not be subject to health insurance contributions. However, in view of the repeated recent changes to the withholding tax regime and the levying of levies on the proceeds of the Bonds, it is necessary for each Bondholder to consider for itself the possible obligations in this area under the relevant legislation, including the relevant transitional provisions.

### 12.1.1 Foreign exchange regulation in the Slovak Republic

The issue and acquisition of the Bonds is not subject to foreign exchange regulation in the Slovak Republic. Foreign Holders of the Bonds may, subject to certain conditions, purchase funds in foreign currency for Slovak currency (euro) without foreign exchange restrictions and thus transfer the amounts paid by the Issuer on the Bonds from the Slovak Republic in foreign currency.

## 12.2 Luxembourg

### Taxation of interest yields and on the sale of the Bonds

- a) Interest yields derived from the Bonds by corporations are taxed at a tax rate of 31%. The tax is calculated as part of the income tax return.
- b) The difference between the sale price and the purchase price of the Bonds is taxable as capital gains. Individuals include this income in their annual tax return and are taxed at 0%.
- c) Tax advisers must be consulted for complete tax advice.

### 13. Enforcement of private law claims against the Issuer

a) The text of this Article is only a summary of certain provisions of Slovak law relating to the enforcement of private law claims related to the Bonds against the Issuer. This summary does not describe the enforcement of claims against the Issuer under the laws of any other state. This summary is based on the legislation in force at the date on which this Prospectus was prepared and may be subject to subsequent change (including with any retroactive effect). The information provided in this article is presented only as general information to characterize the legal situation and has been obtained from the legislation. Investors should not rely on the information contained herein and are advised to review with their legal advisors the issues of enforcement of private law liabilities against the Issuer.

b) The courts of the Slovak Republic shall have jurisdiction to enforce any private law claims against the Issuer in connection with the purchase or holding of the Bonds. All rights and obligations of the Issuer towards the Bondholders are governed by Slovak law. As a result, there is only a limited ability to enforce rights against the Issuer in proceedings in foreign courts or under foreign law.

c) The Brussels I Regulation (recast) is directly applicable in the Slovak Republic. Under the Brussels I Regulation (recast), with certain exceptions set out in this Regulation, judgements issued by judicial authorities in EU Member States in civil and commercial matters are enforceable in the Slovak Republic and, conversely, judgements issued by judicial authorities in the Slovak Republic in civil and commercial matters are enforceable in EU Member States.

d) In cases where the application of the Brussels I Regulation (recast) is excluded for the purpose of recognition and enforcement of a foreign judgement, but the Slovak Republic has concluded an international treaty on recognition and enforcement of judgements with a certain state, the enforcement of judgements of such state is ensured in accordance with the provision of the international treaty. In the absence of such a treaty, decisions of foreign courts may be recognised and enforced in the Slovak Republic under the conditions set out in Act No. 97/1963 Coll. on Private International Law and Procedure, as amended. Pursuant to this Act, decisions of judicial authorities of foreign states in matters referred to in the provisions of Section 1 of the said Private International Law and Procedure Act, foreign treaties and foreign notarial deeds (hereinafter collectively referred to as "foreign judgements") may not be recognised and enforced if

(i) the matter decided falls within the exclusive jurisdiction of the authorities of the Slovak Republic or the authority of a foreign state would not have jurisdiction to decide the matter if the provisions of Slovak law were applied to assess its jurisdiction; or

(ii) they are not final or enforceable in the State in which they were issued; or

(iii) it is not a decision on merits, or (iv) the party against whom the decision is to be recognised has been deprived by the foreign authority of the opportunity to be heard by that authority, in particular if he has not been duly served with a summons or with a request for the instituting of proceedings; the court shall not examine whether this condition has been satisfied if the foreign decision has been duly served on that party and the party has not appealed against it, or if that party has declared that he does not insist on the examination of this condition; or

- (iv) a Slovak court has already given a final decision in the case or there is an earlier foreign judgement in the same case which has been recognised or meets the conditions for recognition; or
- (v) recognition would be contrary to Slovak public order.

### 13.1 Language

a) This Prospectus is drawn up and will be approved by the NBS in the Slovak language. The prospectus may be translated into English or other languages. In the event of any inconsistencies between the different language versions of the Prospectus, the Slovak language version shall prevail.

## 14. Annexes

1. Audited financial statements for the period 1/1/2020 to 31/12/2020
2. Audited financial statements for the period 1/1/2021 to 31/12/2021
3. Interim financial statements for the period 1/1/2022 to 30/6/2022



# INDEPENDENT AUDITOR'S REPORT

from the audit of the company's financial statements

as at 31.12.2020

**Message Recipient:**

**Company:**

**UNIPRO Capital a.s.**

with registered office at Šumavská 519/35, Veveří, 602 00 Brno,

file mark: B 8080 registered at the Regional Court in Brno

ID: 077 17 610

**Verification performed by: Jonák Audit, s.r.o.**

with registered office at Národní 973/41, Staré Mesto, Prague 1, Postal Code 110 00

file mark: C 254446 registered at the Municipal Court in Prague

ID: 048 39 960

authorization of the KACR No. 566

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**Jonák Audit, s.r.o.**

Národní 973/41, 1100 Prague 1 • tel.: 00420 724 768 146 • e-mail: jonak@jonakaudit.cz • www.jonakaudit.cz  
ID: 04839960 • VAT NUMBER: CZ04839960 - The company is registered in the Commercial Register at the Municipal Court in Prague, sec. C,  
insert 254446

Imprint of stamp:

Jonák Audit, s.r.o.

Národní 973/41, 110 00 Prague 1

ID: 04839960 VAT NUMBER: CZ04839960



## **INDEPENDENT AUDITOR'S REPORT**

For shareholders of UNIPRO Capital a.s.

### **Statement without reservation**

We have audited the accompanying financial statements of UNIPRO Capital a.s. (the "Company") prepared in accordance with Czech accounting regulations, which comprise the balance sheet as at 31.12.2020, the income statement, the cash flow statement for the year ended 31.12.2020 and the notes to the financial statements, which include a description of significant accounting policies used and other explanatory information. Details of the Company are set out in note I of the appendix to these financial statements.

**In our opinion, the financial statements give a true and fair view of the assets and liabilities of UNIPRO Capital a.s. as at 31.12.2020, and of its expenses, income and cash flows for the year then ended in accordance with Czech accounting regulations.**

### **Basis for the statement**

We conducted our audit in accordance with the Act on Auditors and the standards of the Czech Chamber of Auditors on auditing, which are the International Standards on Auditing (ISA), supplemented and modified by related application clauses, where applicable. Our responsibilities as set out in these regulations are described in more detail in the Auditor's Responsibilities for the Audit of the Financial Statements section. In accordance with the Act on Auditors and the Code of Ethics adopted by the Chamber of Auditors of the Czech Republic, we are independent of the Company and we have fulfilled other ethical obligations arising from these regulations. We believe that the evidentiary information we have gathered provides a sufficient and appropriate basis for our opinion.

### **Responsibility of the Board of the Company for the financial statements**

The Board of the Company is responsible for the preparation of financial statements that give a true and fair view in accordance with Czech accounting regulations and for such internal control as it determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the board of the Company is required to assess whether the Company is capable of being continued as a going concern and, if applicable, to describe in the notes to the financial statements the matters relating to its going concern and the application of the going concern assumption in preparing the financial statements, except where the board intends to dissolve the Company or to wind up its affairs or has no realistic alternative but to do so.



## **Auditor's responsibility for the audit of the financial statements**

Our objective is to obtain reasonable assurance about whether the financial statements taken as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. A reasonable degree of assurance is a high degree of assurance, but it is not a guarantee that an audit performed in accordance with the above provisions will, in all cases, detect any material misstatement that may exist in the financial statements. Misstatements may arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions that users of the financial statements make on the basis of the financial statements.

In conducting an audit in accordance with the above regulations, it is our responsibility to exercise professional judgement and maintain professional scepticism throughout the audit. Furthermore, it is our duty to:

- Identify and evaluate the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures to address those risks, and obtain sufficient and appropriate evidential matter to provide a basis for our opinion. The risk of not detecting a material misstatement due to fraud is greater than the risk of not detecting a material misstatement due to error because fraud may involve collusion, forgery, deliberate omissions, misrepresentations or circumvention of internal controls.
- To obtain an understanding of the Company's internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control system.
- To assess the appropriateness of the accounting policies used, the reasonableness of the accounting estimates made and the information provided by the Board of Directors of the Company in this regard in the notes to the financial statements.
- To assess the appropriateness of the Board's use of the going concern assumption in the preparation of the financial statements and whether, taking into account the evidential information gathered, there is any significant (material) uncertainty arising from events or conditions that may cast significant doubt about the Company's ability to continue as a going concern. If we conclude that such a material uncertainty exists, it is our responsibility to draw attention in our report to the information provided in the notes to the financial statements in this regard and, if that information is not sufficient, to express a modified opinion. Our conclusions regarding the Company's ability to continue as a going concern are based on the evidential information we have obtained to the date of our report. However, future events or conditions may cause the Company to lose its ability to continue in perpetuity.
- Evaluate the overall presentation, structure and content of the financial statements, including the notes, and whether the financial statements present the underlying transactions and events in a manner that gives a true and fair view.



Our responsibility is to inform the Board of, inter alia, the planned scope and timing of the audit and the significant findings we have made during the course of the audit, including any significant deficiencies identified in the internal control system.

In Prague on 16.06.2022

Imprint of stamp:  
Jonák Audit, s.r.o.  
Národní 973/41, 110 00 Prague 1  
ID: 04839960 VAT NUMBER: CZ04839960

Imprint of the round stamp:  
AUDITOR - NO. AUDITOR. 2363  
KA  
CR  
Ing. Miloš Jonák  
Signed in person illegible

**Jonák Audit, s.r.o.**  
Národní 973/41, 110 00 Prague 1  
authorisation of the KA CR No. 566

**Ing. Miloš Jonák**  
statutory auditor  
authorization of KA ČR No.2363

The annex is prepared in accordance with Decree 500/2002 Coll., as amended, laying down the content of financial statements for entrepreneurs. The Annex data are based on the entity's accounting records (accounting documents, books of account and other accounting records) and other documents available to the entity. The value data are reported in whole thousands of CZK, unless otherwise stated.

The Annex is prepared for the accounting period beginning on 1 January 2020 and ending on 31 December 2020.

### **General data**

#### **1. Description of the accounting unit**

**Business name :** UNIPRO Capital, a.s.  
**Headquarters:** Šumavská 519/35 Veveří, 602 00 Brno  
**ID:** 077 17 610  
**Decisive subject of activity: rental properties, apartments and non-residential premises**  
**Date of incorporation:** 11 December 2018

#### **Persons holding more than 20% of the entity's share capital:**

Name of natural person, name of legal person	Residence, registered office	Accounting period under review		Previous accounting period	
		Share	i . e . %	Share	i . e . %

**10 registered shares in certificated form with a face value of 200,000 were issued. Total share capital 2,000,000.**

**Changes and additions made in the accounting period in the commercial register.**  
**No changes were made during the reporting period.**

**The organisational structure of the entity and its significant changes in the past accounting period:** The company has its registered office at: Šumavská 519/35 Veveří, 602 00 Brno. The company does not have a permanent place of trading.

**Members of the statutory and supervisory bodies at the balance sheet date:**  
**The statutory director is Marek Sasák, living at Okružná 1441/60 Púchov, Slovak Republic.**

#### **2. Equity or contractual interests of an entity in other entities**

The Company has no shareholding in any trading company, no agreements have been entered into between the shareholders that give rise to any decision-making rights irrespective of the amount of shareholding in the share capital of any trading companies. No control or profit transfer agreements have been entered into, including the obligations arising therefrom.

### 3. Company employees, personal costs

	Total staff		Of which directors	
	Accounting period under review	Previous accounting period	Accounting period under review	Previous accounting period
Average number of employees	0	0	0	0
Labour costs	0	0	0	0
Remuneration to members of the Company's statutory bodies	0	0	0	0
Remuneration to members of the company's supervisory bodies	0	0	0	0
Social security costs	0	0	0	0
Social costs	0	0	0	0
Total personnel costs	0	0	0	0

### 4. Monetary or other benefits provided

None of the loans or pension obligations agreed above have been incurred by former or current members of the statutory bodies.

#### *Accounting methods, general accounting principles and valuation techniques used*

The presented financial statements of the company have been prepared on the basis of Act No. 563/1991 Coll., on Accounting, and on the basis of the measures of the Ministry of Finance of the Czech Republic, which determine the accounting procedures and the content of the financial statements for entrepreneurs.

#### 1. Method of valuation of assets

##### 1.1. Inventory

Inventory accounting: inventory accounting is carried out in the manner of B inventory accounting  
Valuation of inventories: the valuation of purchased inventories is carried out at actual cost, including the purchase price and ancillary acquisition costs.

##### 1.2. Valuation of internally generated tangible and intangible fixed assets

Tangible fixed assets are valued at cost, comprising: direct costs  
Intangible fixed assets are valued at cost, comprising: direct costs

##### 1.3. Valuation of securities and shares

During the financial year under review, the company did not own any securities, equity interests or derivatives.

##### 1.4. Valuation of additions in animals

In the reporting period, the entity did not report any additions in animals.

#### 2. Method of determining the replacement acquisition cost

Type of assets measured at replacement acquisition cost in the accounting period under review	Method of determining the replacement acquisition cost
---	

### 3. Changes in valuation, depreciation and accounting policies

There were no changes in the entity during the reporting period.

**Annex to the financial  
statements**

UNIPRO Capital, a.s.  
as at 31.12.2020

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#### 4. Provisions for assets

No provisions have been made.

#### 5. Depreciation

The depreciation plan for the accounting depreciation of property, plant and equipment was prepared by the entity from the expected wear and tear of the classified assets corresponding to the normal conditions of their use.

The depreciation plan for accounting depreciation of intangible fixed assets is based on the provisions of Section 28(3) of Act No. 563/1991 Coll., on Accounting. The principle of writing it off in the accounts for a maximum period of five years from its acquisition shall be observed.

#### 6. Conversion of foreign currencies to Czech currency

When converting foreign currencies into Czech currency, the company uses the current daily exchange rate announced by the CNB.

#### 7. Determining the fair value of assets and liabilities measured at fair value

During the period under review, the Company did not use fair value measurement.

#### *Notes to the Balance Sheet and Income Statement*

#### 1. Items material to the assessment of the company's financial position

##### 1.1. Income tax arrears for previous accounting periods

Income taxes arrears payable for previous accounting periods: 0

##### 1.2. Schedule of deferred tax liability or asset

Allocation of a deferred tax liability or asset: 0

##### 1.3. Long-term bank loans

Long-term bank loans, including interest rates: 0

##### 1.4. Breakdown of subsidies received for investment and economic purposes

Subsidies received for investment and economic purposes: 0

##### 1.5. Shortages and surpluses in stocks

No shortages or surpluses of stocks were found

#### 2. Significant events after the date of the financial statements

There were no significant events that occurred between the balance sheet date and the date of the financial statements.

#### 3. Additional information on tangible and intangible assets

##### 3.1. Main groups of tangible fixed assets

Asset group	Acquisition price		Adjustments		Book price	
	current period	past period	current period	past period	current period	previous period
Land	0	0	0	0	0	0
Buildings	0	0	0	0	0	0

**Annex to the financial  
statements**

UNIPRO Capital, a.s.  
as at 31.12.2020

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Separate tangible things and sets of tangible things	0	0	0	0	0	0
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Other tangible fixed assets	0	0	0	0	0	0
Tangible fixed assets in progress	0	0	0	0	0	0

### 3.2. Intangible fixed assets

Asset group	Acquisition price		Adjustments		Book price	
	current period	previous period	current period	previous period	current period	previous period
Software	0	0	0	0	0	0
Appreciable rights	0	0	0	0	0	0
Results of the leading activity	0	0	0	0	0	0
Other intangible fixed assets	0	0	0	0	0	0
Unfinished intangible fixed assets	0	0	0	0	0	0

### 3.3. Tangible fixed assets acquired through financial leasing

Assets within a leased undertaking	0
Total amount of liabilities not recognised in the balance sheet	0
Pension liabilities	0
Payables to accounting units in the consolidation unit	0

### 3.4. Aggregate amount of assets not included in the balance sheet

The Company does not own any intangible and tangible assets not included in the balance sheet.

### 3.5. Schedule of tangible pledged assets

The Company does not have any assets encumbered by pledge or easement.

### 3.6. Overview of assets with significantly different market and accounting valuations

Property	Current period		Previous period	
	Book price	Market value	Book value	Market value
---	0	0	0	0

### 3.7. Long-term equity securities and equity participations

During the reporting period, the entity did not own any securities, equity interests or derivatives.

## 4. Equity

### 4.1. Use of profits or loss coverage

The method of distribution of the profit of the previous accounting period: The profits of previous years remain undistributed.

## 5. Receivables and payables

### 5.1. Accounts receivable and accounts payable past due

Number of days	Receivables		Payables	
	from commercial dealings	other	from commercial dealings	other

**Annex to the financial  
statements**

UNIPRO Capital, a.s.  
as at 31.12.2020

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up to 30	0	0	0	0
31 - 60	0	0	0	0
61 - 90	0	0	0	0
90 - 180	0	0	0	0

180 and more	0	0	0	0
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## 5.2. Details of receivables and payables arising from the enforcement of pledges and security interests

	Current period	Previous period
Receivables covered by a pledge	0	0
Payables covered by a pledge	0	0
Other monitored payables (monetary and non-monetary)	0	0

## 5.3. Payables not tracked in the accounts and not included in the balance sheet

The Company does not have any payables that are not tracked in the accounts and are not included in the balance sheet.

## 5.4. Data on social security liabilities and tax arrears

	Current period	Previous period
Liabilities for social security contributions and contributions to the national employment policy	0	0
Public health insurance liabilities	0	0
Tax arrears	0	0
Total	0	0

## 6. Reserves

No provisions were made in the financial year under review.

## 7. Income from ordinary activities in thous.

	Period under review	Previous period
Revenue from the sale of goods	0	0
Revenues from the sale of own products	0	0
Revenue from the sale of services	0	0
Proceeds from the sale of fixed assets	0	0
Other income	0	0
Total	0	0

## 8. Research and development expenditure incurred during the financial year

There was no expenditure on research and development in the period under review.

## 9. Details of changes

-

## 10. Assumption of continuity of the entity

Evaluation of the going concern principle - the entity is not aware of any risks that would prevent the entity from continuing as a going concern in the normal course of business.

Compiled on:  12 May 2021	Compiled by:  Marek Sasák	Signature of the statutory representative: signed in person illegible
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**Annex to the financial  
statements**

UNIPRO Capital, a.s.  
as at 31.12.2020

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## SUMMARY

<p><b>The statements were submitted as part of the return via the DS system on 12.5.2021</b></p> <p><b>Databox/DSId: r4pn6h/906389383</b></p> <p><b>Submission status: sent</b></p> <p>submission stamp</p>	<p>as at...<b>31.12.2020</b></p> <p>in thousands CZK</p> <table border="1" style="width: 100%; text-align: center; border-collapse: collapse;"> <tr> <td style="width: 20px;">ID</td> <td style="width: 20px;">0</td> <td style="width: 20px;">7</td> <td style="width: 20px;">7</td> <td style="width: 20px;">1</td> <td style="width: 20px;">7</td> <td style="width: 20px;">6</td> <td style="width: 20px;">1</td> <td style="width: 20px;">0</td> </tr> </table>	ID	0	7	7	1	7	6	1	0	<p>Business name or other name of the entity <b>UNIPRO Capital, a.s.</b></p> <p>The registered office or place of residence of the entity and the place of business, if different from the place of residence <b>Šumavská 519/35</b> <b>Brno-central</b> <b>602 00</b></p>
ID	0	7	7	1	7	6	1	0			

Mark.	ASSETS		Line No	Current accounting period			Previous period
				Gross	Correction	Nett	Nett
	assets TOTAL	A.+B.+C.+D.	001	2,007		2,007	2,007
A.	Receivables for subscribed capital	accounts 353	002				
B.	Fixed assets	B.I.+...+B.III.	003				
B.I.	Intangible fixed assets	B.I.1.+...+B.I.x	004				
B.I.1	Intangible results of development	accounts 012, (-)072, (-)091 AÚ	005				
B.I.2	Appreciable rights	B.I.2.1.+B.I.2.2.	006				
B.I.2.1.	Software	accounts 013, (-)073, (-)091 AÚ	007				
B.I.2.2.	Other valuable rights	accounts 014, (-)074, (-)091 AÚ	008				
B.I.3.	Goodwill	accounts 015, (-)075, (-)091 AÚ	009				
B.I.4.	Other intangible fixed assets	accounts 019, (-)079, (-)091 AÚ	010				
B.I.5.	Advances made for intangible fixed assets and intangible fixed assets to be acquired	B.I.5.1.+B.I.5.2.	011				
B.I.5.1.	Advances made for intangible fixed assets	accounts 051, (-)095 AÚ	012				
B.I.5.2.	Intangible fixed assets acquired	accounts 041, (-)093	013				
B.II.	Tangible fixed assets	B.II.1.+...+B.II.x	014				
B.II.1.	Land and buildings	B.M.1.1.+B.II.1.2.	015				
B.II.1.1.	Land	accounts 031, (-)092 of the AO	016				
B.II.1.2.	Buildings	accounts 021, (-)081, (-)092 AÚ	017				
B.II.2.	Tangible movable property and sets thereof	accounts 022, (-)082, (-)092 AÚ	018				
B.II.3.	Valuation difference on acquired assets	accounts 097, (-)098	019				
B.II.4.	Other tangible fixed assets	B.II.4.1.+...+B.II.1.3.	020				
B.II.4.1.	Growing units of permanent crops	accounts 025, (-)085, (-)092 AÚ	021				
B.II.4.2.	Adult animals and their groups	accounts 026, (-)086, (-)092 AÚ	022				
B.II.4.3.	Other tangible fixed assets	accounts 029, 032, (-)089, (-)092 AÚ	023				
B.II.5.	Advances made for property, plant and equipment and property, plant and equipment to be acquired	B.II.5.1.+B.II.5.2.	024				
B.II.5.1.	Advances made for tangible fixed assets	accounts 052, (-)095 of the AO	025				
B.II.5.2.	Tangible fixed assets acquired	accounts 042, (-)094	026				
B.III.	Non-current financial assets	B.III.1.+...+B.III.x	027				
B.III.1.	Shares - controlled or controlling person	accounts 043, 061, (-)096AÚ	028				
B.III.2.	Borrowings - controlled or controlling person	accounts 066, (-)096AÚ	029				
B.III.3.	Interests - significant influence	accounts 043, 062, (-)096AÚ	030				
B.III.4.	Borrowings - significant influence	accounts 067, (-)096AÚ	031				
B.III.5.	Other long-term securities and shares	accounts 043, 063, 065, (-)096AÚ	032				
B.III.6.	Loans and credits - other	accounts 068, (-)096AÚ	033				
B.III.7.	Other non-current financial assets	B.III.7.1.+B.III.7.2.	034				
B.III.7.1.	Other non-current financial assets	accounts 043, 069, (-)096AÚ	035				

B.III.7.2.	Advances made on non-current financial assets	accounts 053, (-)095AÚ	036				
C.	Current assets	C.I.+C.II.+C.III.+C.IV.	037		<b>2,006</b>		<b>2,006</b>
C.I.	Inventory	C.I.1.+...+C.I.x	038				
C.I.1.	Material	accounts 111, 112, 119, (-)191	039				
C.I.2.	Work in progress and semi-finished products	accounts 121, 122, (-)192, (-)193	040				
C.I.3.	Products and goods	C.I.3.1.+C.I.3.2.	041				
C.I.3.1.	Products	accounts 123, (-)194	042				
C.I.3.2.	Goods	accounts 131, 132, 139, (-)196	043				
C.I.4.	Young and other animals and groups thereof	accounts 124, (-)195	044				
C.I.5.	Advances made on stocks	bills 151, 152, 153, (-)197, (-)198, (-)199	045				
C.II.	Receivables	C.II.1.+C.II.2.+C.II.3.	046		<b>0</b>		<b>0</b>
C.II.1.	Long-term receivables	C.II.1.1.+...+C.II.1.X	047				
C.II.1.1.	Trade receivables	accounts 311AÚ, 313AÚ, 315AÚ, (-)391AÚ	048				
C.II.1.2.	Receivables - controlled or controlling person	accounts 351AÚ, (-)391AÚ	049				
C.II.1.3.	Receivables - significant influence	accounts 352AA, (-)391AA	050				
C.II.1.4.	Deferred tax asset	accounts 481	051				
C.II.1.5.	Other receivables	C.II.1.5.1.+...+C.II.1.5.4.	052				
C.II.1.5.1.	Receivables due from shareholders	accounts 354AÚ, 355AÚ, 358AÚ, (-)391AÚ	053				
C.II.1.5.2.	Long-term advances granted	accounts 314AÚ, (-)391AÚ	054				
C.II.1.5.3.	Estimated asset accounts	accounts 388	055				
C.II.1.5.4.	Other receivables	accounts 374, 375, 376, 378, (-)391AÚ	056				
C.II.2.	Short-term receivables	C.II.2.1.+...+C.II.2.x	057		<b>0</b>		<b>0</b>
C.II.2.1.	Trade receivables	accounts 311AÚ, 313AÚ, 315AÚ, (-)391AÚ	058				
C.II.2.2.	Receivables - controlled or controlling person	accounts 351AÚ, (-)391AÚ	059				
C.II.2.3.	Receivables - significant influence	accounts 352AÚ, (-)391AÚ	060				
C.II.2.4.	Other receivables	C.II.2.4.1.+...+C.II.2.4.6.	061		<b>0</b>		<b>0</b>
C.II.2.4.1.	Receivables due from shareholders	accounts 354AÚ, 355AÚ, 358AÚ, (-)391AÚ	062				
C.II.2.4.2.	Social security and health insurance	accounts 336 (-)391AÚ	063				
C.II.2.4.3.	State - tax receivables	accounts 341, 342, 343, 345, (-)391AÚ	064				
C.II.2.4.4.	Short-term advances granted	accounts 314AÚ, (-)391AÚ	065		<b>0</b>		<b>0</b>
C.II.2.4.5.	Estimated asset accounts	accounts 388	066				
C.II.2.4.6.	Other receivables	accounts 374, 375, 376, 378, (-)391AÚ	067				
C.II.3.	Asset accruals	C.II.3.1.+...+C.II.3.x	068				
C.II.3.1.	Deferred expenses	accounts 381	069				
C.II.3.2.	Comprehensive deferred expenses	accounts 382	070				
C.II.3.3.	Deferred revenue	accounts 385	071				
C.III.	Short-term financial assets	C.III.1.+...+C.III.x.	072				
C.III.1.	Shares - controlled or controlling person	accounts 254, 259, (-)291AÚ	073				
C.III.2.	Other current financial assets	accounts 251, 253, 256, 257, 259, (-)291AÚ	074				
C.IV.	Cash	C.IV.1.+...+C.IV.x.	075		<b>2,006</b>		<b>2,002</b>
C.IV.1.	Cash in hand	accounts 211, 213, 261	076		<b>2,000</b>		<b>2,000</b>
C.IV.2.	Cash in accounts	accounts 221, 261	077		<b>6</b>		<b>2</b>
D.	Asset accruals	D.1+...D.x.	078		<b>1</b>		<b>1</b>
D.I.	Deferred expenses	accounts 381	079		<b>1</b>		<b>1</b>
D.II.	Comprehensive deferred expenses	accounts 382	080				
D.III.	Deferred income	accounts 385	081				

Mark.	LIABILITIES		line number	Current accounting period	Previous period
				Nett	Nett
	LIABILITIES TOTAL	A.+B.+C.+D.	001	2,007	2,007
A.	Equity	A.I.+A.II.+A.III.+A.IV.+A.V.+A.VI.	002	1,888	1,944
A.I.	Registered capital	A.I.1.+...+A.I.x	003	2,000	2,000
A.I.1.	Registered capital	accounts 411 or 491	004	2,000	2,000
A.I.2.	Own shares (-)	accounts (-) 252	005		
A.I.3.	Changes in share capital	accounts (+/-) 419	006		
A.II.	Premium and capital funds	A.II.1.+...+A.II.x.	007		
A.II.1.	Premium	accounts 412	008		
A.II.2.	Capital funds	A.II.2.1.+...+A.II.2.5.	009		
A.II.1.	Other capital funds	accounts 413	010		
A.II.2.2.	Valuation differences on revaluation of assets and liabilities (+/-)	accounts (+/-) 414	011		
A.II.2.3.	Valuation differences on revaluation on business corporation conversions (+/-)	accounts (+/-) 418	012		
A.II.2.4.	Differences from business corporation conversions (+/-)	accounts 417	013		
A.II.2.5.	Valuation differences on business corporation conversions (+/-)	accounts 416	014		
A.III.	Funds from profit	A.III.1.+...+A.III.x.	015		
A.III.1.	Other reserve funds	accounts 421, 422	016		
A.III.2.	Statutory and other funds	accounts 423, 427	017		
A.IV.	Economic result of previous years (+/-)	A.IV.1.+...+A.IV.x.	018	-55	-3
A.IV.1.	Retained earnings or not covered loss of previous years	accounts 428, 429	019	-55	-3
A.IV.2.	Other result of previous years (+/-)	accounts 426	020		
A.V.	Economic result for the current financial year (+/-)	Assets - A.1.-A.II.-A.III.-A.IV.- B.-C.-D.-A.VI.	021	-57	-53
A.VI.	Decided on advance payment of profit share (-)	accounts 432	022		
B.+C.	External sources	B.+C.	023	119	51
B.	Reserves	B.1.+...+B.x.	024		
B.1.	Provision for pensions and similar liabilities	accounts 452	025		
B.2.	Provision for income tax	accounts 453	026		
B.3.	Provisions under special legislation	accounts 451	027		
B.4.	Other reserves	accounts 459	028		
C.	Payables	C.I.+C.II.+C.III.	029	119	51
C.I.	Long-term payables	C.I.1.+...+C.I.x.	030		
C.I.1.	Bonds issued	C.I.1.1.+C.I.1.2.	031		
C.I.1.1.	Exchangeable bonds	accounts 473	032		
C.I.1.2.	Other bonds	accounts 473	033		
C.I.2.	Payables to credit institutions	accounts 461	034		
C.I.3.	Long-term advances received	accounts 475	035		
C.I.4.	Trade payables	accounts 479	036		
C.I.5.	Long-term bills for payment	accounts 478	037		
C.I.6.	Payables - controlled or controlling person	accounts 471	038		
C.I.7.	Payables - significant influence	accounts 472	039		
C.I.8.	Deferred tax liability	accounts 481	040		
C.I.9.	Other payables	C.I.9.1.+...+C.I.9.3.	041		
C.I.9.1.	Payables to partners	accounts 364, 365, 366, 367, 368	042		
C.I.9.2.	Estimated liability accounts	accounts 389	043		
C.I.9.3.	Other payables	accounts 372, 373, 377, 379, 474, 479	044		
C.II.	Short-term payables	C.II.1.+...+C.II.x.	045	119	51
C.II.1.	Bonds issued	C.II.1.1.+C.II.1.2.	046		
C.II.1.1.	Exchangeable bonds	accounts 241	047		
C.II.1.2.	Other bonds	accounts 241	048		
C.II.2.	Payables to credit institutions	accounts 221, 231, 232	049		
C.II.3.	Short-term advances received	accounts 324	050		
C.II.4.	Trade payables	accounts 321, 325	051		
C.II.5.	Short-term bills for payment	accounts 322	052		
C.II.6.	Payables - controlled or controlling person	accounts 361	053		
C.II.7.	Payables - significant influence	accounts 362	054		
C.II.8.	Other payables	C.II.8.1.+...+C.II.8.7.	055	119	51
C.II.8.1.	Payables to partners	accounts 364, 365, 366, 367, 368	056		
C.II.8.2.	Short-term financial assistance	accounts 249	057		

C.II.8.3.	Payables to employees	accounts 331, 333	058		
C.II.8.4.	Social security and health insurance liabilities	accounts 336	059		
C.II.8.5.	State - tax liabilities and subsidies	accounts 341, 342, 343, 345, 346, 347	060		
C.II.8.6.	Estimated liability accounts	accounts 389	061	4	0
C.II.8.7.	Other payables	accounts 372, 373, 377, 379	062	115	51
C.III.	Accrual of liabilities	C.III.1.+...+C.III.x.	063		
C.III.1.	Deferred expenditure	accounts 383	064		
C.III.2.	Deferred income	accounts 384	065		
D.	Accrual of liabilities	D.1.+...+D.x.	066	0	12
D.1	Deferred expenditure	accounts 383	067	0	12
D.2.	Deferred income	accounts 384	068		
Compiled on: 12 May 2021			Signature record of the natural person who is the entity or the statutory body of the entity, note:		
Legal form of the unit: joint-stock company			SASÁK MAREK		
The subject of the business: <b>Rental and management of own or leased real estate</b> Note..:			signed in person illegible		

## PROFIT AND LOSS ACCOUNT

<p><b>The statements were submitted as part of the return via the DS system on 12.5.2021</b></p> <p><b>Databox/DSId: r4pn6h/906389383</b></p> <p><b>Submission status: sent</b></p> <p>submission stamp</p>	<p>as at...<b>31.12.2020</b></p> <p>From: <b>1.1.2020</b> To: <b>31.12.2020</b></p> <p>in thousands CZK</p> <table border="1" style="width: 100%; text-align: center; border-collapse: collapse;"> <tr> <td style="width: 5%;">ID</td> <td style="width: 5%;">0</td> <td style="width: 5%;">7</td> <td style="width: 5%;">7</td> <td style="width: 5%;">1</td> <td style="width: 5%;">7</td> <td style="width: 5%;">6</td> <td style="width: 5%;">1</td> <td style="width: 5%;">0</td> </tr> </table>	ID	0	7	7	1	7	6	1	0	<p>Business name or other name of the entity <b>UNIPRO Capital, a.s.</b></p> <p>The registered office or place of residence of the entity and the place of business, if different from the place of residence <b>Šumavská 519/35</b> <b>Brno-central</b> <b>602 00</b></p>
ID	0	7	7	1	7	6	1	0			

Mark.	PROFIT AND LOSS ACCOUNT		line number	Reality in the accounting period	
				current	previous
I.	Revenue from the sale of products and services	accounts 601, 602	001		
II.	Revenue from the sale of goods	accounts 604	002		
A.	Production consumption	A.1.+...A.x.	003	45	46
A.1.	Costs incurred in the acquisition of goods sold	accounts 504	004		
A.2.	Material and energy consumption	accounts 501, 502, 503	005		
A.3.	Services	accounts 511, 512, 513, 518	006	45	46
B.	Change in own production stocks (+/-)	accounts 581, 582, 583, 584	007		
C.	Activation (-)	accounts 585, 586, 587, 588	008		
D.	Personnel costs	D.1.+...+D.x.	009		
D.1.	Labour costs	accounts 521, 522, 523	010		
D.2.	Social security, health insurance and other costs	D.2.1.+D.2.2.	011		
D.2.1.	Social security and health insurance costs	accounts 524, 525, 526	012		
D.2.2.	Other costs	accounts 527, 528	013		
E.	Value adjustment in the economic area	E.1.+...E.x.	014		
E.1.	Adjustments to the values of intangible and tangible fixed assets	E.1.+E.2.	015		
E.1.1.	Value adjustments to intangible and tangible fixed assets - permanent	accounts 551, 557	016		
E.1.2.	Value adjustments to intangible and tangible fixed assets - temporary	accounts 559	017		
E.2.	Adjustments to stock values	accounts 559	018		
E.3.	Adjustments to values of receivables	accounts 558, 559	019		
III.	Other income from economic activities	III.1.+...+III.x.	020		
III.1.	Proceeds from fixed assets sold	accounts 641	021		
III.2.	Revenues from materials sold	accounts 642	022		
III.3.	Other income from economic activities	accounts 644, 646, 647, 648, 697	023		
F.	Other costs of economic activity	F.1.+...F.x.	024	0	2
F.1.	Book price of fixed assets sold	accounts 541	025		
F.2.	Book price of material sold	accounts 542	026		
F.3.	Taxes and charges in the economic sphere	accounts 531, 532, 538	027	0	2
F.4.	Economic provisions and comprehensive deferred expenses	accounts 552, 554, 555	028		
F.5.	Other costs of economic activity	accounts 543, 544, 545, 546, 547, 548, 549, 597	029		
*	* Trading result from business activity (+/-)	L.+I.x.+II.x.+III.-A.-B.-C.-D.-E.-F.	030	-45	-48
IV.	Income from non-current financial assets - shares	IV.1.+...IV.x.	031		
IV.1.	Income from shares - controlled or controlling person	accounts 661, 665	032		
IV.2.	Other income from shares	accounts 661, 665	033		
G.	Costs incurred on shares sold	accounts 561	034		
V.	Income from other non-current financial assets	V.1.+...+V.x.	035		
V.1.	Income from other non-current financial assets - controlled or controlling person	accounts 661, 665	036		
V.2.	Other income from other non-current financial assets	accounts 661, 665	037		
H.	Costs related to other non-current financial assets	accounts 561, 566	038		
VI.	Interest income and similar income	VI.1.+...+VI.x.	039		

VI.1.	Interest income and similar income - controlled or controlling person	accounts 662, 665	040		
VI.2.	Other interest and similar income	accounts 662, 665	041		
I.	Value adjustments and provisions in the financial area	accounts 574, 579	042		
J.	Interest expense and similar costs	J.1.+...+J.x.	043	12	5
J.1.	Interest expense and similar costs - controlled or controlling party	accounts 562	044	12	5
J.2.	Other interest and similar costs	accounts 562	045		
VII.	Other financial income	accounts 661, 663, 664, 666, 667, 668, 669, 698	046		
K.	Other financial costs	accounts 561, 563, 564, 565, 566, 567, 568, 569, 598	047		
*	Economic result from financing activities (+/-)	IV.+V.+VI.+VII.-G.-H.-I.-J.-K.	048	-12	-5
***	Profit before tax (+/-)	*	049	-57	-53
L.	Income tax	L.1.+...+L.x.	050		
L.1.	Income tax due	accounts 591, 593, 595, 599	051		
L.2.	Deferred income tax (+/-)	accounts 592	052		
**	Economic result after tax (+/-)	**-.L.	053	-57	-53
M.	Transfer of share of profit or loss to shareholders (+/-)	accounts 596	054		
***	Economic result for the period (+/-)	**-.M.	055	-57	-53
*	Net turnover for the accounting period = I. + II. + III. + IV. + V. + VI. + VII.	I.+II.+III.+IV.+V.+VI.+VII.	056		
Compiled on: 12 May 2021			Signature record of the natural person who is the entity or the statutory body of the entity, note:		
Legal form of the unit: joint-stock company			SASÁK MAREK signed in person illegible		
The subject of the business:					
<b>Rental and management of own or leased real estate</b> Note..:					

**Cash Flow**  
**as of 31.12.2020**  
(in thousands CZK)

Name and registered office of the entity

**UNIPRO Capital a.s.**

Šumavská 519/35  
602 00 Brno - Veveří

Registered office:  
Šumavská 519/35  
602 00 Brno - Veveří

ID:07717610

The company is registered in the  
Commercial Register kept at the Regional  
Court in Brno, Section B, Insert 8080.

Line marking	Text	Line number	Reality in the current accounting period	Reality in the previous financial year
P.	Cash position at the beginning of the year accounting period	001	2,002	2,000
	<b>CASH FLOWS FROM OPERATING ACTIVITIES (FROM ECONOMIC ACTIVITY)</b>			
Z.	+Profit, - loss on ordinary activities before tax	003	-57	-53
A.1.	<b>ADJUSTMENTS FOR NON-MONETARY OPERATIONS</b>	010	4	13
A.1.1.	+Write-offs of fixed assets and receivables	011	0	0
A.1.2.	+Change in the balance of accruals, provisions and transitional accounts	012	-8	8
A.1.3.	-Profit,+ loss on sale of fixed assets	013	0	0
A.1.4.	-Dividend and profit-sharing income	014	0	0
A.1.5.	Interest accrued, except capitalised. (+cost, -revenue)	015	12	5
A.*	<b>NET CASH FLOW FROM OPERATIONS before taxes, changes in working capital and other items</b>	019	-53	-40
A.2.	<b>CHANGE IN THE NEED FOR WORKING CAPITAL</b>	020	69	47
A.2.1.	Change in receivables from economic activity (-increase, +decrease)	021	4	-4
A.2.2.	Change in current liabilities arising from economic activity (+increase, -decrease)	022	65	51
A.2.3.	Change in inventories (-increase, +decrease)	023	0	0
A.2.4.	Change in status of other. non-cash current assets (-increase, +decrease)	024	0	0
A.**	<b>NET CASH FLOW FROM ECONOMIC ACTIVITIES before tax and other items (A.*+A.2.)</b>	030	16	7
A.3.	-Expenditure on interest payments other than capitalised	033	-12	-5
A.4.	Interest received	034	0	0
A.5.	-Income tax paid for current activity and tax arrears for the previous period	035	0	0
A.6.	Income and expenditure related to extraordinary accounting cases, including tax paid	036	0	0
A.***	<b>NET CASH FLOW FROM ECONOMIC ACTIVITIES (A.**+A.3.to A.6.)</b>	039	4	2
	<b>CASH FLOWS FROM INVESTMENT ACTIVITIES</b>			
B.1.	-Expenditure related to the acquisition of fixed assets	041	0	0
B.2.	+Income from the sale of fixed assets	042	0	0
B.3.	Loans and credits to related parties	043	0	0
B.***	<b>NET CASH FLOW FROM INVESTMENT ACTIVITIES</b>	049	0	0
	<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
C.1.	+/-Change in non-current liabilities	051	0	0
C.2.	Cash effects of changes in own funds (C.2.1. to C.2.7.)	060	0	0

Line marking	Text	Line number	Reality in the current accounting period	Reality in the previous financial year
C.2.1.	+Increase due to increase of share capital, or RF and NF	061	0	0
C.2.2.	-Payment of shares in equity to shareholders and members	062	0	0
C.2.3.	+Cash donations and grants to the equity and other cash contributions	063	0	0
C.2.4.	-Reimbursement of losses by shareholders	064	0	0
C.2.5.	-Direct payments debited to the Funds	065	0	0
C.2.6.	-Dividends and profit shares paid	066	0	0
C.2.7.	+Other use of economic results of previous period	067	0	0
C.3.	+Dividends and profit shares received	070	0	0
C.***	NET CASH FLOW FROM FINANCIAL ACTIVITIES (C.1. to C.3.)	079	0	0
F.	Net increase or decrease in cash (A.***+B.***+C.***)	091	4	2
R.	Cash position at the end of the accounting period (P.+F.)	092	2,006	2,002

Sent on:	Signature of the statutory body or natural person who is the entity  signed in person illegible	Person responsible for accounting (name and signature)	Person responsible for the financial statements (name and signature)  Tel:
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# REPORT OF INDEPENDENT AUDITOR

from the audit of the company's financial statements as at 31.12.2021

**Report recipient:**

**Company:**

**UNIPRO Capital a.s.**

with registered office at Šumavská 519/35, Veveří, 602 00 Brno,  
file mark: B 8080 registered at the Regional Court in Brno  
ID: 077 17 610

**Verification performed by: Jonák Audit, s.r.o.**

with registered office at Národní 973/41, Staré Mesto, Prague 1, Postal Code 110  
00  
file mark: C 254446 registered at the Municipal Court in Prague  
ID: 048 39 960  
authorization of the KACR No. 566

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**Jonák Audit, s.r.o.**

Národní 973/41, 1100 Prague 1 • tel.: 00420 724 768 146 • e-mail: jonak@jonakaudit.cz • www.jonakaudit.cz  
ID: 04839960 • VAT NUMBER: CZ04839960 - The company is registered in the Commercial Register at the Municipal Court in Prague, sec. C,  
insert 254446



## INDEPENDENT AUDITOR'S REPORT

For shareholders of UNIPRO Capital a.s.

### **Statement without reservation**

We have audited the accompanying financial statements of UNIPRO Capital a.s. (hereinafter also referred to as the "Company") prepared in accordance with Czech accounting regulations, which comprises the balance sheet as at 31.12. 2021, the profit and loss account, the cash flow statement and the annex to these financial statements, which contains a description of the significant accounting policies used and other explanatory information. Details of the Company are set out in note I of the appendix to these financial statements.

**In our opinion, the financial statements give a true and fair view of the assets and liabilities of UNIPRO Capital a.s. as at 31.12.2021 and of its costs, income and profit or loss for the year ended 31.12.2021 in accordance with Czech accounting regulations.**

### **Basis for the statement**

We conducted our audit in accordance with the Act on Auditors and the standards of the Czech Chamber of Auditors on auditing, which are the International Standards on Auditing (ISA), supplemented and modified by related application clauses, where applicable. Our responsibilities as set out in these regulations are described in more detail in the Auditor's Responsibilities for the Audit of the Financial Statements section. In accordance with the Act on Auditors and the Code of Ethics adopted by the Chamber of Auditors of the Czech Republic, we are independent of the Company and we have fulfilled other ethical obligations arising from these regulations. We believe that the evidentiary information we have gathered provides a sufficient and appropriate basis for our opinion.

### **Responsibility of the Board of the Company for the financial statements**

The Board of the Company is responsible for the preparation of financial statements that give a true and fair view in accordance with Czech accounting regulations and for such internal control as it determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the board of the Company is required to assess whether the Company is capable of being continued as a going concern and, if applicable, to describe in the notes to the financial statements the matters relating to its going concern and the application of the going concern assumption in preparing the financial statements, except where the board intends to dissolve the Company or to wind up its affairs or has no realistic alternative but to do so.



## **Auditor's responsibility for the audit of the financial statements**

Our objective is to obtain reasonable assurance about whether the financial statements taken as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. A reasonable degree of assurance is a high degree of assurance, but it is not a guarantee that an audit performed in accordance with the above provisions will, in all cases, detect any material misstatement that may exist in the financial statements. Misstatements may arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions that users of the financial statements make on the basis of the financial statements.

In conducting an audit in accordance with the above regulations, it is our responsibility to exercise professional judgement and maintain professional scepticism throughout the audit. Furthermore, it is our duty to:

- Identify and evaluate the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures to address those risks, and obtain sufficient and appropriate evidential matter to provide a basis for our opinion. The risk of not detecting a material misstatement due to fraud is greater than the risk of not detecting a material misstatement due to error because fraud may involve collusion, forgery, deliberate omissions, misrepresentations or circumvention of internal controls.
- To obtain an understanding of the Company's internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control system.
- To assess the appropriateness of the accounting policies used, the reasonableness of the accounting estimates made and the information provided by the Board of Directors of the Company in this regard in the notes to the financial statements.
- To assess the appropriateness of the Board's use of the going concern assumption in the preparation of the financial statements and whether, taking into account the evidential information gathered, there is any significant (material) uncertainty arising from events or conditions that may cast significant doubt about the Company's ability to continue as a going concern. If we conclude that such a material uncertainty exists, it is our responsibility to draw attention in our report to the information provided in the notes to the financial statements in this regard and, if that information is not sufficient, to express a modified opinion. Our conclusions regarding the Company's ability to continue as a going concern are based on the evidential information we have obtained to the date of our report. However, future events or conditions may cause the Company to lose its ability to continue in perpetuity.
- Evaluate the overall presentation, structure and content of the financial statements, including the notes, and whether the financial statements present the underlying transactions and events in a manner that gives a true and fair view.



Our responsibility is to inform the Board of, inter alia, the planned scope and timing of the audit and the significant findings we have made during the course of the audit, including any significant deficiencies identified in the internal control system.

In Prague on 08.04.2022

Imprint of stamp:  
Jonák Audit, s.r.o.  
Národní 973/41, 110 00 Prague 1  
ID: 04839960 VAT NUMBER: CZ04839960

Imprint of the round stamp:  
AUDITOR - NO. AUDITOR. 2363  
KA  
CR  
Ing. Miloš Jonák  
Signed in person illegible

**Jonák Audit, s.r.o.**  
Národní 973/41, 110 00 Prague 1  
authorisation of the KA CR No. 566

**Ing. Miloš Jonák**  
statutory auditor  
authorization of KA ČR No.2363



**Annex to financial statements**

**UNIPRO Capital a.s.**

**as at 31.12.2021**

In Prague on 30.3.2022

## 1. General data

### 1.1 Name of the entity and description

Name: UNIPRO Capital a.s.  
Registered office: Šumavská 519/35, Veverčí, 602 00 Brno  
ID: 077 17 610  
VAT No: CZ07717610  
Legal form: Joint stock company  
Subject of business: production, trade and services not specified in annexes 1 to 3 trade act  
Subject of activity: Rental properties, apartments and non-residential premises

### Board:

Member of the Board: Marek Sasák

### Shares

10 registered shares in certificated form with a face value of CZK 200 000

### 1.2 Description of changes and additions made in the accounting period in the commercial register

In the period under review, changes were registered in the Commercial Register.

### 1.3 Names and surnames of members of statutory bodies as of 31.12.2021

Name and surname	Function
Marek Sasák	Member of the Board

### 1.4 Companies with more than 20 % of the share capital

The Company had no such holdings as of 31.12.2021.

### 1.5 Selected employee data

The Company had no employees as at 31.12.2021.

## 2.

**Accounting methods used, general accounting principles and method of valuation and depreciation****2.1 General accounting principles**

In the area of accounting, the Accounting Act as amended, Decree No. 500/2002 Coll., and Czech accounting standards are observed. Furthermore, internal rules for accounting records are established and followed.

**2.2 Provisions for receivables**

No provisions have been made for receivables recognised in the balance sheet as at 31.12.2021.

**2.3 Depreciation schedules and methods for fixed assets**

The amount of accounting depreciation is determined on the basis of the expected useful lives of the individual assets. Tax depreciation is calculated on the basis of the rules given by the Income Tax Act. In the case of technical appreciation, the costs incurred are added to the cost of the item and depreciation continues using the stated method. Newly acquired fixed assets are classified in one of the following groups with an estimated depreciation period:

<b>Group</b>	<b>DESCRIPTION</b>	<b>Amortisation period</b>
0	Land and works of art	shall not be written off
1	Office machinery, computer technology, measuring instruments	3 years
2	Furniture, motor vehicles	5 years
3	Air conditioning, steel structures	10 years
4	Drains	20 years
5	Buildings	30 years

Small tangible assets with an acquisition cost of up to CZK 40 000 and small intangible assets with an acquisition cost of up to CZK 60 000 are not considered fixed assets and are charged directly to consumption.

In deciding on technical appreciation, the rules set out in the Income Tax Act apply.

Works of art, collections, movable cultural monuments, objects of cultural value, precious metal objects and items acquired under finance leases are always treated as fixed assets, regardless of their acquisition cost and useful life.

## 2.4 Conversion of foreign currencies to Czech currency

In determining and accounting for exchange differences, assets and liabilities denominated in foreign currencies are translated at the time of valuation into Czech currency at the foreign exchange market rate announced by the Czech National Bank, namely the daily rate announced by the CNB.

The exchange rate announced for the last day of the accounting period shall always be used for the conversion at the end of the balance sheet date.

## 2.5 Summary of significant events after the date of the financial statements

The Company continues to follow the same trends, there were no significant events after the date of the financial statements.

## 2.6 Accounting unit as going concern

The going concern assumption has been applied in the accounting unit's accounting and, at the date of the financial statements, the accounting unit is not aware of any information that would indicate that the accounting unit may not be able to continue as a going concern and that its ability to meet its obligations would be impaired as a result.

### 3

### Conclusion

At the date of approval of the financial statements, there are no known or potential losses, risks and impairments that have not been taken into account in the financial statements.

All of the Company's assets are insured and are used to earn, secure and maintain income.

There are no lawsuits pending against the company.

In Prague 30.3.2022

signed in person illegible

.....

Marek Sasák, Member of the Board of Directors

## BALANCE SHEET

submission stamp	as at... <b>31.12.2021</b>	Business name or other name of the accounting unit <b>UNIPRO Capital, a.s.</b>  The registered office or place of residence of the accounting unit and the place of business, if different from the place of residence <b>Šumavská 519/35</b> <b>Brno-central</b> <b>602 00</b>									
	in thousands CZK										
	<table border="1" style="margin: auto; border-collapse: collapse;"> <tr> <td style="width: 30px;">ID</td> <td style="width: 30px;">0</td> <td style="width: 30px;">7</td> <td style="width: 30px;">7</td> <td style="width: 30px;">1</td> <td style="width: 30px;">7</td> <td style="width: 30px;">6</td> <td style="width: 30px;">1</td> <td style="width: 30px;">0</td> </tr> </table>	ID	0	7	7	1	7	6	1	0	
ID	0	7	7	1	7	6	1	0			

Mark.	ASSETS	Line No	Current accounting period			Previous period
			Gross	Correction	Nett	Nett
	assets TOTAL A.+B.+C.+D.	001	+2,955		+2,955	+2,007
A.	Receivables for subscribed capital accounts 353	002				
B.	Fixed assets B.I.+...+B.III.	003				
B.I.	Intangible fixed assets B.I.1.+...+B.I.x	004				
B.I.1	Intangible results of development accounts 012, (-) 072, (-)091 AÚ	005				
B.I.2	Appreciable rights B.I.2.1.+B.I.2.2.	006				
B.I.2.1.	Software accounts 013, (-)073, (-)091 AÚ	007				
B.I.2.2.	Other valuable rights accounts 014, (-)074, (-)091 AÚ	008				
B.I.3.	Goodwill accounts 015, (-)075, (-)091 AÚ	009				
B.I.4.	Other intangible fixed assets accounts 019, (-)079, (-)091 AÚ	010				
B.I.5.	Advances made for intangible fixed assets and intangible fixed assets to be acquired B.I.5.1.+B.I.5.2.	011				
B.I.5.1.	Advances made for intangible fixed assets accounts 051, (-)095 AÚ	012				
B.I.5.2.	Intangible fixed assets acquired accounts 041, (-)093	013				
B.II.	Tangible fixed assets B.II.1.+...+B.II.x	014				
B.II.1.	Land and buildings B.M.1.1.+B.II.1.2.	015				
B.II.1.1.	Land accounts 031, (-)092 AÚ	016				
B.II.1.2.	Buildings accounts 021, (-)081, (-)092 AÚ	017				
B.II.2.	Tangible movable property and sets thereof accounts 022, (-)082, (-)092 AÚ	018				
B.II.3.	Valuation difference on acquired assets accounts 097, (-)098	019				
B.II.4.	Other tangible fixed assets B.II.4.1.+...+B.II.1.3.	020				
B.II.4.1.	Growing units of permanent crops accounts 025, (-)085, (-)092 AÚ	021				
B.II.4.2.	Adult animals and their groups accounts 026, (-)086, (-)092 AÚ	022				
B.II.4.3.	Other tangible fixed assets accounts 029, 032, (-)089, (-)092 AÚ	023				
B.II.5.	Advances made for property, plant and equipment and property, plant and equipment to be acquired B.II.5.1.+B.II.5.2.	024				
B.II.5.1.	Advances made for tangible fixed assets accounts 052, (-)095 AÚ	025				
B.II.5.2.	Tangible fixed assets acquired accounts 042, (-)094	026				
B.III.	Non-current financial assets B.III.1.+...+B.III.x	027				
B.III.1.	Shares - controlled or controlling person accounts 043, 061, (-)096AÚ	028				
B.III.2.	Borrowings - controlled or controlling person accounts 066, (-)096AÚ	029				
B.III.3.	Interests - significant influence accounts 043, 062, (-)096AÚ	030				
B.III.4.	Borrowings - significant influence accounts 067, (-)096AÚ	031				
B.III.5.	Other long-term securities and shares accounts 043, 063, 065, (-)096AÚ	032				
B.III.6.	Loans and credits - other accounts 068, (-)096AÚ	033				
B.III.7.	Other non-current financial assets B.III.7.1.+B.III.7.2.	034				
B.III.7.1.	Other non-current financial assets accounts 043, 069, (-)096AÚ	035				

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Národní 973/41, 110 00 Prague 1

ID: 04839960 VAT NUMBER: CZ04839960



B.III.7.2.	Advances made on non-current financial assets	accounts 053, (-)095AÚ	036				
C.	Current assets	C.I.+C.II.+C.III.+C.IV.	037		<b>+2,196</b>		<b>+2,196</b>
C.I.	Inventory	C.I.1.+...+C.I.x	038				
C.I.1.	Material	accounts 111, 112, 119, (-)191	039				
C.I.2.	Work in progress and semi-finished products	accounts 121, 122, (-)192, (-)193	040				
C.I.3.	Products and goods	C.I.3.1.+C.I.3.2.	041				
C.I.3.1.	Products	accounts 123, (-)194	042				
C.I.3.2.	Goods	accounts 131, 132, 139, (-)196	043				
C.I.4.	Young and other animals and groups thereof	accounts 124, (-)195	044				
C.I.5.	Advances made on stocks	bills 151, 152, 153, (-)197, (-)198, (-)199	045				
C.II.	Receivables	C.II.1.+C.II.2.+C.II.3.	046		<b>0</b>		<b>0</b>
C.II.1.	Long-term receivables	C.II.1.1.+...+C.II.1.X	047				
C.II.1.1.	Trade receivables	accounts 311AÚ, 313AÚ, 315AÚ, (-)391AÚ	048				
C.II.1.2.	Receivables - controlled or controlling person	accounts 351AÚ, (-)391AÚ	049				
C.II.1.3.	Receivables - significant influence	accounts 352AÚ, (-)391AÚ	050				
C.II.1.4.	Deferred tax asset	accounts 481	051				
C.II.1.5.	Other receivables	C.II.1.5.1.+...+C.II.1.5.4.	052				
C.II.1.5.1.	Receivables due from shareholders	accounts 354AÚ, 355AÚ, 358AÚ, (-)391AÚ	053				
C.II.1.5.2.	Long-term advances granted	accounts 314AÚ, (-)391AÚ	054				
C.II.1.5.3.	Estimated asset accounts	accounts 388	055				
C.II.1.5.4.	Other receivables	accounts 335, 371, 373, 374, 375, 376, 378, (-)391AÚ	056				
C.II.2.	Short-term receivables	C.II.2.1.+...+C.II.2.x	057		<b>0</b>		<b>0</b>
C.II.2.1.	Trade receivables	accounts 311AÚ, 313AÚ, 315AÚ, (-)391AÚ	058				
C.II.2.2.	Receivables - controlled or controlling person	accounts 351AÚ, (-)391AÚ	059				
C.II.2.3.	Receivables - significant influence	accounts 352AÚ, (-)391AÚ	060				
C.II.2.4.	Other receivables	C.II.2.4.1.+...+C.II.2.4.6.	061		<b>0</b>		<b>0</b>
C.II.2.4.1.	Receivables due from shareholders	accounts 354AÚ, 355AÚ, 358AÚ, (-)391AÚ	062				
C.II.2.4.2.	Social security and health insurance	accounts 336 (-)391AÚ	063				
C.II.2.4.3.	State - tax receivables	accounts 341, 342, 343, 345, (-) 391AÚ	064				
C.II.2.4.4.	Short-term advances granted	accounts 314AÚ, (-)391AÚ	065		<b>0</b>		<b>0</b>
C.II.2.4.5.	Estimated asset accounts	accounts 388	066				
C.II.2.4.6.	Other receivables	accounts 335, 371, 373, 374, 375, 376, 378, (-)391AÚ	067				
C.II.3.	Asset accruals	C.II.3.1.+...+C.II.3.x	068				
C.II.3.1.	Deferred expenses	accounts 381	069				
C.II.3.2.	Comprehensive deferred expenses	accounts 382	070				
C.II.3.3.	Deferred revenue	accounts 385	071				
C.III.	Short-term financial assets	C.III.1.+...+C.III.x.	072				
C.III.1.	Shares - controlled or controlling person	accounts 254, 259, (-)291AÚ	073				
C.III.2.	Other current financial assets	accounts 251, 253, 256, 257, 259, (-)291AÚ	074				
C.IV.	Cash	C.IV.1.+...+C.IV.x.	075		<b>+2,196</b>		<b>+2,196</b>
C.IV.1.	Cash in hand	accounts 211, 213, 261	076		<b>+2,000</b>		<b>+2,000</b>
C.IV.2.	Cash in accounts	accounts 221, 261	077		<b>+196</b>		<b>+6</b>
D.	Asset accruals	D.1+...D.x.	078		<b>+759</b>		<b>+1</b>
D.I.	Deferred expenses	accounts 381	079		<b>+759</b>		<b>+1</b>
D.II.	Comprehensive deferred expenses	accounts 382	080				
D.III.	Deferred income	accounts 385	081				

Mark.	LIABILITIES	line number	Current accounting period	Previous period
			Nett	Nett
	LIABILITIES TOTAL A.+B.+C.+D.	001	+2,955	+2,007
A.	Equity A.I.+A.II.+A.III+A.IV.+A.V.+A.VI.	002	+1,753	+1,888
A.I.	Registered capital A.I.1.+...A.I.x	003	+2,000	+2,000
A.I.1.	Registered capital accounts 411 or 491	004	+2,000	+2,000
A.I.2.	Own shares (-) accounts (-) 252	005		
A.I.3.	Changes in share capital accounts (+/-) 419	006		
A.II.	Premium and capital funds A.II.1.+...A.II.x.	007		
A.II.1.	Premium accounts 412	008		
A.II.2.	Capital funds A.II.2.1.+...A.II.2.5.	009		
A.II.1.	Other capital funds accounts 413	010		
A.II.2.2.	Valuation differences on revaluation of assets and liabilities (+/-) accounts (+/-) 414	011		
A.II.2.3.	Valuation differences on revaluation on business corporation conversions (+/-) accounts (+/-) 418	012		
A.II.2.4.	Differences from business corporation conversions (+/-) accounts 417	013		
A.II.2.5.	Valuation differences on business corporation conversions (+/-) accounts 416	014		
A.III.	Funds from profit A.III.1.+...A.III.x.	015		
A.III.1.	Other reserve funds accounts 421, 422	016		
A.III.2.	Statutory and other funds accounts 423, 427	017		
A.IV.	Economic result of previous years (+/-) A.IV.1.+...+A.IV.x.	018	-112	-55
A.IV.1.	Retained earnings or not covered loss of previous years accounts 428, 429	019	-112	-55
A.IV.2.	Other result of previous years (+/-) accounts 426	020		
A.V.	Economic result for the current financial year (+/-) Assets - A.1.-A.II.-A.III.-A.IV.- B.-C.-D.- A.VI.	021	-135	-57
A.VI.	Decided on advance payment of profit share (-) accounts 432	022		
B.+C.	External sources B.+C.	023	+1,202	+119
B.	Reserves B.1.+...+B.x.	024		
B.1.	Provision for pensions and similar liabilities accounts 452	025		
B.2.	Provision for income tax accounts 453	026		
B.3.	Provisions under special legislation accounts 451	027		
B.4.	Other reserves accounts 459	028		
C.	Payables C.I.+C.II.+C.III.	029	+1,202	+119
C.I.	Long-term payables C.I.1.+...+C.I.x.	030	+1,177	+119
C.I.1.	Bonds issued C.I.1.1.+C.I.1.2.	031		
C.I.1.1.	Exchangeable bonds accounts 473	032		
C.I.1.2.	Other bonds accounts 473	033		
C.I.2.	Payables to credit institutions accounts 461	034		
C.I.3.	Long-term advances received accounts 475	035		
C.I.4.	Trade payables accounts 479	036		
C.I.5.	Long-term bills for payment accounts 478	037		
C.I.6.	Payables - controlled or controlling person accounts 471	038		
C.I.7.	Payables - significant influence accounts 472	039		
C.I.8.	Deferred tax liability accounts 481	040		
C.I.9.	Other payables C.I.9.1.+...+C.I.9.3.	041	+1,177	+119
C.I.9.1.	Payables to partners accounts 364, 365, 366, 367, 368	042		
C.I.9.2.	Estimated liability accounts accounts 389	043		+4
C.I.9.3.	Other payables accounts 372, 373, 377, 379, 474, 479	044	+1,177	+115
C.II.	Short-term payables C.II.1.+...+C.II.x.	045	+25	
C.II.1.	Bonds issued C.II.1.1.+C.II.1.2.	046		
C.II.1.1.	Exchangeable bonds accounts 241	047		
C.II.1.2.	Other bonds accounts 241	048		
C.II.2.	Payables to credit institutions accounts 221, 231, 232	049		
C.II.3.	Short-term advances received accounts 324	050		
C.II.4.	Trade payables accounts 321, 325	051	+25	
C.II.5.	Short-term bills for payment accounts 322	052		
C.II.6.	Payables - controlled or controlling person accounts 361	053		
C.II.7.	Payables - significant influence accounts 362	054		
C.II.8.	Other payables C.II.8.1.+...+C.II.8.7.	055		

C.II.8.1.	Payables to partners	accounts 364, 365, 366, 367, 368	056		
C.II.8.2.	Short-term financial assistance	accounts 249	057		
C.II.8.3.	Payables to employees	accounts 331, 333	058		
C.II.8.4.	Social security and health insurance liabilities	accounts 336	059		
C.II.8.5.	State - tax liabilities and subsidies	accounts 341, 342, 343, 345, 346, 347	060		
C.II.8.6.	Estimated liability accounts	accounts 389	061		
C.II.8.7.	Other payables	accounts 372, 373, 377, 379	062		
C.III.	Accrual of liabilities	C.III.1.+...+C.III.x.	063		
C.III.1.	Deferred expenditure	accounts 383	064		
C.III.2.	Deferred income	accounts 384	065		
D.	Accrual of liabilities	D.1.+...+D.x.	066		
D.1	Deferred expenditure	accounts 383	067		
D.2.	Deferred income	accounts 384	068		
Compiled on: <b>30 March 2022</b>			Signature record of the natural person who is the accounting unit or the statutory body of the accounting unit, note:		
Legal form of the unit: <b>joint-stock company</b>			SASÁK MAREK		
The subject of the business: <b>Rental and management of own or leased real estate</b>			signed in person illegible		
Note..:					

## PROFIT AND LOSS ACCOUNT

submission stamp	as at... <b>31.12.2021</b>	Business name or other name of the accounting unit <b>UNIPRO Capital, a.s.</b>  The registered office or place of residence of the accounting unit and the place of business, if different from the place of residence <b>Šumavská 519/35</b> <b>Brno-central</b> <b>602 00</b>									
	From: <b>1.1.2021</b> To: <b>31.12.2021</b>										
	in thousands CZK										
	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 30px;">ID</td> <td style="width: 30px;">0</td> <td style="width: 30px;">7</td> <td style="width: 30px;">7</td> <td style="width: 30px;">1</td> <td style="width: 30px;">7</td> <td style="width: 30px;">6</td> <td style="width: 30px;">1</td> <td style="width: 30px;">0</td> </tr> </table>	ID	0	7	7	1	7	6	1	0	
ID	0	7	7	1	7	6	1	0			

Mark.	PROFIT AND LOSS ACCOUNT	line number	Reality in the accounting period	
			current	previous
I.	Revenue from the sale of products and services <span style="float: right;">accounts 601, 602</span>	001		
II.	Revenue from the sale of goods <span style="float: right;">accounts 604</span>	002		
A.	Production consumption <span style="float: right;">A.1.+...A.x.</span>	003	+70	+45
A.1.	Costs incurred in the acquisition of goods sold <span style="float: right;">accounts 504</span>	004		
A.2.	Material and energy consumption <span style="float: right;">accounts 501, 502, 503</span>	005		
A.3.	Services <span style="float: right;">accounts 511, 512, 513, 518</span>	006	+70	+45
B.	Change in own production stocks (+/-) <span style="float: right;">accounts 581, 582, 583, 584</span>	007		
C.	Activation (-) <span style="float: right;">accounts 585, 586, 587, 588</span>	008		
D.	Personnel costs <span style="float: right;">D.1.+...+D.x.</span>	009		
D.1.	Labour costs <span style="float: right;">accounts 521, 522, 523</span>	010		
D.2.	Social security, health insurance and other costs <span style="float: right;">D.2.1.+D.2.2.</span>	011		
D.2.1.	Social security and health insurance costs <span style="float: right;">accounts 524, 525, 526</span>	012		
D.2.2.	Other costs <span style="float: right;">accounts 527, 528</span>	013		
E.	Value adjustment in the economic area <span style="float: right;">E.1.+...E.x.</span>	014		
E.1.	Adjustments to the values of intangible and tangible fixed assets <span style="float: right;">E.1.+E.2.</span>	015		
E.1.1.	Value adjustments to intangible and tangible fixed assets - permanent <span style="float: right;">accounts 551, 557</span>	016		
E.1.2.	Value adjustments to intangible and tangible fixed assets - temporary <span style="float: right;">accounts 559</span>	017		
E.2.	Adjustments to stock values <span style="float: right;">accounts 559</span>	018		
E.3.	Adjustments to values of receivables <span style="float: right;">accounts 558, 559</span>	019		
III.	Other income from economic activities <span style="float: right;">III.1.+...+III.x.</span>	020		
III.1.	Proceeds from fixed assets sold <span style="float: right;">accounts 641</span>	021		
III.2.	Revenues from materials sold <span style="float: right;">accounts 642</span>	022		
III.3.	Other income from economic activities <span style="float: right;">accounts 644, 646, 647, 648, 697</span>	023		
F.	Other costs of economic activity <span style="float: right;">F.1.+...F.x.</span>	024	+3	
F.1.	Book price of fixed assets sold <span style="float: right;">accounts 541</span>	025		
F.2.	Book price of material sold <span style="float: right;">accounts 542</span>	026		
F.3.	Taxes and fees in the economic sphere <span style="float: right;">accounts 531, 532, 538</span>	027		
F.4.	Economic provisions and comprehensive deferred expenses <span style="float: right;">accounts 552, 554, 555</span>	028		
F.5.	Other costs of economic activity <span style="float: right;">accounts 543, 544, 545, 546, 547, 548, 549, 597</span>	029	+3	
*	* Trading result from business activity (+/-) <span style="float: right;">I.+I.x.+II.x.+III.-A.-B.-C.-D.-E.-F.</span>	030	-73	-45
IV.	Income from non-current financial assets - shares <span style="float: right;">IV.1.+...IV.x.</span>	031		
IV.1.	Income from shares - controlled or controlling person <span style="float: right;">accounts 661, 665</span>	032		
IV.2.	Other income from shares <span style="float: right;">accounts 661, 665</span>	033		
G.	Costs incurred on shares sold <span style="float: right;">accounts 561</span>	034		
V.	Income from other non-current financial assets <span style="float: right;">V.1.+...+V.x.</span>	035		
V.1.	Income from other non-current financial assets - controlled or controlling person <span style="float: right;">accounts 661, 665</span>	036		
V.2.	Other income from other non-current financial assets <span style="float: right;">accounts 661, 665</span>	037		

H.	Costs related to other non-current financial assets	accounts 561, 566	038		
VI.	Interest income and similar income	VI.1.+...+VI.x.	039		
VI.1.	Interest income and similar income - controlled or controlling person	accounts 662, 665	040		
VI.2.	Other interest and similar income	accounts 662, 665	041		
I.	Value adjustments and provisions in the financial area	accounts 574, 579	042		
J.	Interest expense and similar costs	J.1.+...+J.x.	043	+61	+12
J.1.	Interest expense and similar costs - controlled or controlling party	accounts 562	044	+61	+12
J.2.	Other interest and similar costs	accounts 562	045		
VII.	Other financial income	accounts 661, 663, 664, 666, 667, 668, 669, 698	046		
K.	Other financial costs	accounts 561, 563, 564, 565, 566, 567, 568, 569, 598	047	+1	
*	Economic result from financing activities (+/-)	IV.+V.+VI.+VII.-G.-H.-I.-J.-K.	048	-62	-12
***	Profit before tax (+/-)	*	049	-135	-57
L.	Income tax	L.1.+...+L.x.	050		
L.1.	Income tax due	accounts 591, 593, 595, 599	051		
L.2.	Deferred income tax (+/-)	accounts 592	052		
**	Economic result after tax (+/-)	**L.	053	-135	-57
M.	Transfer of share of profit or loss to shareholders (+/-)	accounts 596	054		
***	Economic result for the period (+/-)	**M.	055	-135	-57
*	Net turnover for the accounting period = I. + II. + III. + IV. + V. + VI. + VII.	I.+II.+III.+IV.+V.+VI.+VII.	056		
Compiled on: 30.03.2022			Signature record of the natural person who is the accounting unit or the statutory body of the accounting unit, note:		
Legal form of the unit: <b>joint-stock company</b>			SASÁK MAREK		
The subject of the business: <b>Rental and management of own or leased real estate</b>			signed in person illegible		
Note..:					

## OVERVIEW OF CASH FLOWS

submission stamp	<b>as at...31.12.2021</b>	Business name or other name of the accounting unit <b>UNIPRO Capital, a.s.</b> The registered office or place of residence of the accounting unit and the place of business, if different from the place of residence <b>Šumavská 519/35</b> <b>Brno-central</b> <b>602 00</b>							
	From: <b>1.1.2021</b> To: <b>31.12.2021</b>								
	in thousands CZK								
	<table border="1" style="display: inline-table; border-collapse: collapse;"> <tr> <td style="width: 20px;">ID</td> <td style="width: 20px;">0</td> <td style="width: 20px;">7</td> <td style="width: 20px;">7</td> <td style="width: 20px;">1</td> <td style="width: 20px;">7</td> <td style="width: 20px;">6</td> <td style="width: 20px;">1</td> <td style="width: 20px;">0</td> </tr> </table>		ID	0	7	7	1	7	6
ID	0	7	7	1	7	6	1	0	

Line marking	OVERVIEW OF CASH FLOWS (CASH FLOW)	Line number	Reality in the current accounting period	Reality in the previous financial year
P.	Cash and cash equivalents at the beginning of the accounting period	001	+2,006	+2,002
	<b>CASH FLOWS FROM OPERATING ACTIVITIES (ECONOMIC ACTIVITY)</b>			
Z.	Accounting profit or loss before tax	002	-135	-57
A.1.	<b>ADJUSTMENTS FOR NON-MONETARY OPERATIONS A.1.1.+...+A.1.6.</b>	003	+61	+4
A.1.1.	Depreciation of fixed assets (+) excluding the residual value of fixed assets sold Amortisation of the valuation allowance on acquired assets (+/-)	004		
A.1.2.	Change in the balance of prepaid items, change in the balance of reserves	005		-8
A.1.3.	Gain (loss) on sale of fixed assets (-/+)	006		
A.1.4.	Dividend and profit-sharing income (-) (excluding investment companies and funds)	007		
A.1.5.	Charged interest expense (excluding interest included in the valuation of fixed assets) (+) Charged interest income (-)	008	+61	+12
A.1.6.	Adjustments and other non-cash transactions, if any	009		
A.*	<b>NET CASH FLOW FROM OPERATING ACTIVITIES BEFORE TAXES AND CHANGES IN WORKING CAPITAL (Z+A.1.) Z+A.1.</b>	010	-74	-53
A.2.	<b>CHANGE IN THE STOCK OF NON-MONETARY COMPONENTS OF WORKING CAPITAL A.2.1.+...+A.2.4.</b>	011	-733	+69
A.2.1.	Change in economic receivables (+/-, accruals and accrual accounts active)	012	-758	+4
A.2.2.	Change in current liabilities arising from economic activities (+/-, accruals and non-current accounts payable)	013	+25	+65
A.2.3.	Change in inventories (+/-)	014		
A.2.4.	Change in short-term financial assets other than cash and cash equivalents	015		
A.**	<b>NET CASH FLOW FROM BUSINESS ACTIVITIES BEFORE TAXES (A.*+A.2.) A*+A.2.</b>	016	-807	+16
A.3.	Interest paid excluding interest included in the valuation of fixed assets (-)	017	-61	-12
A.4.	Interest received (excluding investment companies and funds) (+)	018		
A.5.	Income tax paid and back taxes paid (-)	019		
A.7	Dividends and profit shares received (+)	021		
A.***	<b>NET CASH FLOW FROM OPERATING ACTIVITIES (A.**+A.3.+A.4.+A.5.+A.7.)</b> A.**+A.3.+A.4.+A.5.+A.7.	022	-868	+4
	<b>CASH FLOWS FROM INVESTMENT ACTIVITIES</b>			
B.1.	Expenditure related to the acquisition of fixed assets	023		
B.2.	Proceeds from the sale of fixed assets	024		
B.3.	Loans and credits to related parties	025		
B.***	<b>NET CASH FLOW RELATED TO INVESTING ACTIVITIES (B.1.+ B.2.+ B.3)</b> B.1.+ B.2.+ B.3	026		
	<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
C.1.	The effects on cash and cash equivalents of changes in non-current liabilities or, where applicable, in current liabilities that fall within financing activities (for example, certain operating loans)	027	+1,058	
C.2.	Effects of changes in equity on cash and cash equivalents C.2.1. - C.2.6.	028		

Line marking	OVERVIEW OF CASH FLOWS (CASH FLOW)	Line number	Reality in the current accounting period	Reality in the previous financial year
C.2.1.	Increase in cash and cash equivalents due to increase in share capital, share premium, e.g. reserve funds, including advances paid for such increase (+)	029		
C.2.2.	Redemption of equity interest to shareholders (-)	030		
C.2.3.	Other contributions of cash by shareholders and partners	031		
C.2.4.	Reimbursement of losses by shareholders (+)	032		
C.2.5.	Direct payments debited to the Funds (-)	033		
C.2.6.	Dividends or profit shares paid, including withholding tax paid in respect of such entitlements and including financial settlements with the partners in the v.o.s. and general partners in the k.s. (-)	034		
C.***	NET CASH FLOW FROM FINANCING ACTIVITIES (C.1.+ C.2.) C.1.+ C.2.	035	+1,058	
F.	Net increase or decrease in cash (A.***+ B.***+ C.***) A.***+ B.***+ C.***	036	+190	+4
R.	Cash and cash equivalents at the end of the period (P.+F.) P.+F.	037	+2,196	+2,006

Compiled on: <b>30 March 2022</b>	Signature record of the natural person who is the accounting unit or the statutory body of the accounting unit, note: SASÁK MAREK signed in person illegible
Legal form of the unit: joint-stock company	
Subject of business: <b>Rental and management of owner-leased real estate</b> Note...:	

Interim financial statements for the period  
from 1/1/2022 to 30/6/2022

Balance sheet as per Annex 1  
of decree No. 500/2002 Coll.

## BALANCE SHEET in full

Business name or other name of the accounting unit

**UNIPRO Capital a.s.**

The accounting unit shall deliver the  
financial statements at the same time  
as it delivers the income tax return

**as of 30.06.2022**  
(in whole thousands CZK)

The registered office or place of residence of the  
accounting unit and the place of business, if different  
from the place of residence

1 x to the competent inland revenue  
office

Year	Month	ID
2022		07717610

Šumavská 519/35

Brno

60200

Mark a	ASSETS b	order No. c	Current accounting period			Previous accounting period
			Gross 1	Correction 2	Nett 3	Nett 4
	TOTAL ASSETS Sum of A. to D.	1	3,712		3,712	2,955
C.	Current assets Sum of C.I. to C.IV.	37	2,346		2,346	2,196
C.IV.	Cash Sum of IV.1. to IV.2.	71	2,346		2,346	2,196
C.IV.1.	Cash in hand	72				2,000
C.IV.2.	Cash in accounts	73	2,346		2,346	196
D.	Asset accruals Sum of D.1. to D.3.	74	1,366		1,366	759
D.1.	Deferred expenses	75	1,366		1,366	759

Mark a	LIABILITIES b	Line no c	Situation in the current accounting period 5	Situation in the previous accounting period 6	
	TOTAL LIABILITIES	Sum of A. to D.	78	3,712	2,955
A.	Equity	Sum of A.I. to A.VI.	79	995	1,753
A.I.	Registered capital	Sum of I.1. to I.3.	80	2,000	2,000
A.I.1.	Registered capital		81	2,000	2,000
A.IV.	Economic result of previous years (+/-)	Sum of IV.1. to IV.2.	95	-247	-112
A.IV.1.	Retained earnings or not covered loss of previous years (+/-)		96	-247	-112
A.V.	Economic result for the current financial year (+/-)		99	-758	-135
B. + C.	External sources	Sum of B. + C.	101	2,717	1,202
C.	Payables	Sum of C.I. to C.III.	107	2,717	1,202
C.I.	Long-term payables	Sum of I.1. to I.9.	108	2,706	1,177
C.I.9.	Other payables		119	2,706	1,177
C.I.9.3.	Other payables		122	2,706	1,177
C.II.	Short-term payables	Sum of II.1. to II.8.	123	11	25
C.II.4.	Trade payables		129	11	25

Compiled on: 06 October 2022		Signature record of the statutory body of the accounting unit or specimen signature of the natural person who is the accounting unit	
			
Legal form of the accounting unit	Subject of business	Note..:	

Profit and loss account in the type breakdown according to Annex 2 of Decree No. 500/2002 Coll.

**PROFIT AND LOSS ACCOUNT**  
**in full**  
**as of 30.06.2022**  
**(in whole thousands CZK)**

Business name or other name of the accounting unit

**UNIPRO Capital a.s.**

The accounting unit shall deliver the financial statements at the same time as it delivers the income tax return

The registered office or place of residence of the accounting unit and the place of business, if different from the place of residence

1 x to the competent financial authority

Year	Month	ID
2022		07717610

Šumavská 519/35

Brno

60200

Mark a	TEXT b	line no	Reality in the accounting period	
			current 1	previous 2
A.	Production consumption	3	117	70
A. 3.	Services	6	117	70
F.	Other costs of economic activity	24	510	3
F. 5.	Other costs of economic activity	29	510	3
*	Trading result from business activity (+/-) I. + II. - A. - B. - C. - D. - E. + III. - F.	30	-627	-73
J.	Interest expense and similar costs	43	130	61
J. 1.	Interest expense and similar costs - controlled or controlling party	44	130	61
K.	Other financial costs	47	1	1
*	Economic result from financing activities (+/-) IV. - G. + V. - H. + VI. - I. - J. + VII. - K.	48	-131	-62
**	Profit before tax (+/-) * (line 30) + * (line 48)	49	-758	-135
**	Economic result after tax (+/-) ** (line 49) - L.	53	-758	-135
***	Economic result for the period (+/-) ** (line 53) - M.	55	-758	-135

Compiled on: 06 October 2022		Signature record of the statutory body of the accounting unit or specimen signature of the natural person who is the accounting unit 
Legal form of the accounting unit	Subject of business	Note:

**CASH FLOW STATEMENT****as of 30.06.2022**

(in whole thousands CZK)

Year	Month	ID
2022		07717610

Business name or other name of the accounting unit

**UNIPRO Capital a.s.**

The registered office or place of residence of the accounting unit and the place of business, if different from the place of residence

**Šumavská 519/35****Brno****60200**

Mark.	TEXT	Situation in the current accounting period	Situation in the previous accounting period
P.	Cash and cash equivalents at the beginning of the accounting period	2,196	2,006
	Cash flows from operating activities (economic activity)		
Z.	Accounting profit or loss before tax (the indicator does not include the relevant accounts of accounting group 59)	-758	-135
A.1.	Adjustments for non-monetary operation	-477	-696
A.1.1.	Depreciation of fixed assets (+), excluding the book price of fixed assets sold, and further amortisation of valuation difference on acquired assets and goodwill (+/-)		
A.1.2.	Change in provisions, provisions	-607	-757
A.1.3.	Gain (loss) on sale of fixed assets (-/+) (clearing to revenue "-", to cost "+")		
A.1.4.	Profit-sharing income (-)		
A.1.5.	Charged interest expense (+), excluding interest included in the valuation of fixed assets, and charged interest income (-)	130	61
A.1.6.	Adjustments, if any, for other non-monetary operation		
A.*	Net cash flow from operating activities before taxes and changes in working capital	-1,235	-831
A.2.	Changes in the non-monetary components of working capital	1,515	1,082
A.2.1.	Change in the balance of accounts receivable from economic activities (+/-), asset accrual accounts and estimated asset accounts		
A.2.2.	Change in current liabilities arising from economic activities (+/-), liability accrual accounts and estimated liability accounts	1,515	1,082
A.2.3.	Change in inventories (+/-)		
A.2.4.	Change in short-term financial assets other than cash and cash equivalents		
A.**	Net cash flow from operating activities before tax	280	251
A.3.	Interest paid, excluding interest included in the valuation of fixed assets (-)	-130	-61
A.4.	Interest received (+)		
A.5.	Income tax paid and back taxes paid (-)		
A.7.	Profit shares received (+)		
A.***	Net cash flow from business activities	150	190

Mark.	TEXT	Situation in the current accounting period	Situation in the previous accounting period
	Cash flows from investment activities		
B.1.	Expenditure related to the acquisition of fixed assets		
B.2.	Proceeds from the sale of fixed assets		
B.3.	Loans and credits to related parties		
B.***	Net cash flow related to investment activities		
	Cash flows from financing activities		
C.1.	The effects on cash and cash equivalents of changes in non-current liabilities or, where applicable, current liabilities that fall within financing activities (e.g. certain economic loans)		
C.2.	Effects of changes in equity on cash and cash equivalents		
C.2.1.	Increase in cash and cash equivalents due to increase in share capital, share premium, or profit funds, including advances made in respect of such increase (+)		
C.2.2.	Redemption of equity interest to shareholders (-)		
C.2.3.	Other cash contributions from shareholders and partners (+)		
C.2.4.	Reimbursement of losses by shareholders (+)		
C.2.5.	Direct payments debited to the funds (-)		
C.2.6.	Profit shares paid, including withholding tax paid in respect of such entitlements and including financial settlements with the members of a general partnership and the partners of a limited partnership (-)		
C.***	Net cash flow related to financing activities		
F.	Net increase or decrease in cash	150	190
R.	Cash position and cash equivalents at end of accounting period	2,346	2,196

Compiled on:		Signature record of the statutory body of the accounting unit or a specimen signature of the natural person who is the accounting unit: 
Legal form of the accounting unit	Subject of business	Note:

**Annex to interim financial statements**

***UNIPRO Capital a.s.***

***As at 30.06.2022***

In Prague on 06.10.2022

## 1 General data

### 1.1 Name of the accounting unit and description

Name: **UNIPRO Capital a.s.**  
Registered office: Šumavská 519/35, Veverčí, 602 00 Brno  
ID: 077 17,610  
VAT No: CZ07717610  
Legal form: Joint stock company  
Subject of business: production, trade and services not specified in annexes 1 to 3 trade act  
Subject of activity: Rental properties, apartments and non-residential premises

### Board:

Member of the Board: Marek Sasák

### Shares

10 registered shares in certificated form with a face value of CZK 200 000

### 1.2 Description of changes and additions made in the accounting period in the commercial register

In the period under review, changes were registered in the Commercial Register.

### 1.3 Names and surnames of members of statutory bodies as of 30.06.2022

Name and surname	Function
Marek Sasák	Member of the Board

### 1.4 Companies with more than 20 % of the share capital

The Company had no such holdings as at 30.06.2022.

### 1.5 Selected employee data

The Company had no employees as at 30.06.2022.

## 2.

**Accounting methods used, general accounting principles and method of valuation and depreciation****2.1 General accounting principles**

In the area of accounting, the Accounting Act as amended, Decree No. 500/2002 Coll. and Czech accounting standards are observed. Furthermore, internal rules for accounting records are established and followed.

**2.2 Provisions for receivables**

No allowances have been made for receivables recognised in the balance sheet as at 30.06.2022.

**2.3 Depreciation schedules and methods for fixed assets**

The amount of accounting depreciation is determined on the basis of the expected useful lives of the individual assets. Tax depreciation is calculated on the basis of the rules given by the Income Tax Act. In the case of technical appreciation, the costs incurred are added to the cost of the item and depreciation continues using the stated method. Newly acquired fixed assets are classified in one of the following groups with an estimated depreciation period:

<b>Group</b>	<b>DESCRIPTION</b>	<b>Amortisation period</b>
0	Land and works of art	shall not be written off
1	Office machinery, computer technology, measuring instruments	3 years
2	Furniture, motor vehicles	5 years
3	Air conditioning, steel structures	10 years
4	Drains	20 years
5	Buildings	30 years

Small tangible assets with an acquisition cost of up to CZK 80,000 and small intangible assets with an acquisition cost of up to CZK 60,000 are not considered fixed assets and are charged directly to consumption.

In deciding on technical appreciation, the rules set out in the Income Tax Act apply.

Works of art, collections, movable cultural monuments, objects of cultural value, precious metal objects and items acquired under finance leases are always considered fixed assets, regardless of their acquisition cost and useful life.

## 2.4 Conversion of foreign currencies to Czech currency

The procedure for determining and accounting for exchange differences is that assets and liabilities denominated in foreign currencies are translated at the time of valuation into Czech currency at the foreign exchange market rate announced by the Czech National Bank, namely the daily exchange rate announced by the CNB.

The exchange rate announced for the last day of the accounting period shall always be used for the conversion at the end of the balance sheet date.

## 2.5 Summary of significant events after the date of the financial statements

The Company continues to follow the same trends, there were no significant events after the date of the financial statements.

## 2.6 Accounting unit as going concern

The going concern assumption has been applied in the accounting unit's accounting and, at the date of the financial statements, the accounting unit is not aware of any information that would indicate that the accounting unit may not be able to continue as a going concern and that its ability to meet its obligations would be impaired as a result.

## 3 Conclusion

At the date of approval of the financial statements, there are no known or potential losses, risks and impairments that have not been taken into account in the financial statements.

All of the Company's assets are insured and are used to earn, secure and maintain income.

There are no lawsuits pending against the company.

In Prague 06.10.2022



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Marek Sasák, Member of the Board of Directors