

NZ 472/2022 N 432/2022

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Notarial record

drawn up on 08.11.2022 (the eighth day of November in the year two thousand and twenty-two) by me JUDr. Martina Herzánová, Notary Public in Prague, with registered office at Sokolovská 675/9, Karlín, 186 00 Prague 8, in my notary office there.

The participants are:

1. Mr. **Henrik Gharagozyan**, date of birth 06.04.1991, residing at U Kavalírky 8/4, Košíře, 150 00 Prague 5,

2. Mr. **Andrej Weissman**, date of birth 07.02.1964, residing at U půjčovny 969/3, Nové Město, 110 00 Prague 1,

3. Mr. **Art'om Petrosjan**, date of birth 01.02.1983, residing at Marie Cibulkové 1615/1b, Nusle, 140 00 Prague 4,

4. Ms **Teodora Gancheva Decastelo**, date of birth 17.11.1976, residing at Vyšehradská 1269/29, Nové Město, 128 00 Prague 2,

5. Ms **Lucia Margová**, date of birth 15.02. 1983, permanently residing in the Slovak Republic, Štefánikova 45 A4/a Michalovce, 07101, in the Czech Republic residing at Vinařického 131/6, Vyšehrad, 128 00 Prague 2,

6. Mr **Artur Grigorjan**, date of birth 12.12.1984, residing at Roudnická 449/14, Střížkov, 182 00 Prague 8.

The parties, whose identity has been proven to me, declare that they are legally capable of acting independently within the scope of the legal act, which is the subject of this notarial deed, that their property has not been declared bankrupt, they are not bankrupt, no insolvency proceedings have been initiated against them and they are not aware of any circumstances that would justify the initiation of such proceedings, that they have not been served with a decision on the order of execution or a proposal for the execution of a decision as persons liable for execution, nor can the initiation of execution proceedings or proceedings for the execution of a decision be reasonably expected against them.

The parties take legal action, which is as follows

establishment of the cooperative PRIVATEUM GLOBAL Cooperative by agreement of the founders on the content of the statutes

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Part One -----

The founders establish a cooperative for an indefinite period of time with the business name Cooperative PRIVATEUM GLOBAL (hereinafter referred to as the "Cooperative") without a constituent meeting by agreement of the founders on the content of the statutes as follows: -----

Statutes of the cooperative PRIVATEUM GLOBAL

I. Use of terms

I.1. For the purposes of these Articles of Association, the term "Act" shall mean the applicable legislation governing the legal relations of commercial companies and cooperatives, in particular Act No. 90/2012 Coll. on Commercial Companies and Cooperatives (the Commercial Corporations Act), as amended.

II. Company

II.1. Business name of the cooperative: Cooperative PRIVATEUM GLOBAL.

III. Headquarters and website

III.1. The headquarters of the cooperative is in the municipality of Prague.

III.2. The official website of the cooperative is:

<https://www.privateum.com/>.

IV. Subject of business and object of activity of the cooperative

IV.1. The subject of activity of the cooperative is as follows:

IV.1.i. Mutual support of members.

V. Share capital of the cooperative

V.1. The cooperative's share capital is made up of members' contributions in cash.

VI. The basic membership deposit and the methods of its repayment, additional deposit

VI.1. The basic membership deposit is CZK 250,- (in words: two hundred and fifty Czech crowns).

VI.2. A member of the cooperative is obliged to pay the basic membership deposit in cash in the following manner:

VI.2.i. upon the establishment of the cooperative no later than within fifteen (15) days of the constituent member meeting, to the deposit administrator designated by these statutes,

VI.2.ii. in other cases, within fifteen (15) days of the date of the membership application, to the Board of Directors of the cooperative.

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VI.3. Failure to pay the basic membership deposit within the time limit shall result in the termination of membership in the cooperative.

VI.4 Upon approval of the additional membership contribution by the Board of Directors, a member may participate in the share capital with one or more additional membership contributions. The amount of additional membership contributions may vary from member to member. The additional membership contribution may be in kind. Non-monetary contributions shall be valued in accordance with the provisions of Section 573 of the Act.

VII. Membership - formation and transfer of cooperative share

VII.1. Membership in the cooperative is established according to the Act.

VII.2. The membership officer decides on the admission of a member of the cooperative on the basis of a written application.

VII.3. The condition for membership in the cooperative is the ownership of at least 1 (in words: one) PRI token.

VII.4 A PRI Token is an electronically stored blockchain-based digital asset with a unique contract code 0xB10be3f4C7e1f870d86eD6Cfd412fED6615FeB6F.

VII.5. The written membership application must include at least:

VII.5.i. the business name of the cooperative,

VII.5.ii. the name or business name and residence or registered office of the person applying for membership.

VII.5.iii. e-mail address and telephone number,

VII.5.iv. consent to electronic communication, pursuant to section 636(3) of the Act, a

VII.5.v. the definition of his or her membership contribution.

VII.6. Membership in the cooperative shall cease in accordance with the Act.

VII.7. One cooperative share may be owned by 1 (in words: one) person.

VII.8. A cooperative share may be transferred in accordance with the Act; transfer to a person who is not a member of the cooperative is also permissible if the membership officer consents to such transfer.

VIII. Termination of Membership

VIII.1. Membership in the cooperative shall cease in particular:

VIII.1.i. via an agreement,

VIII.1.ii. via a resignation of a member,

VIII.1.iii. via an expulsion of a member,

VIII.1.iv. via a transfer of a cooperative share,

VIII.1.v. via a disposal of the cooperative share,

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VIII.1.vi. at the moment of death of a member of the cooperative,

VIII.1.vii. at the dissolution of a legal entity which is a member of the cooperative

VIII.1.viii. at the moment when the effects of the declaration of bankruptcy on the member's property take effect.

VIII. 2. A member may be expelled from the cooperative if the member:

VIII. 2.i. has seriously or repeatedly breached their membership obligations,

VIII. 2.ii. ceased to meet the conditions for membership, including the loss of ownership of at least 1 (in words: one) PRI token,

VIII. 2.iii. poses a risk to the Cooperative in relation to the application of anti-money laundering and anti-terrorist financing (AML/CTF) legislation and international sanctions,

VIII. 2.iv. became a member of the cooperative not for the provision of assistance by the cooperative but for the pursuit of other objectives; or

VIII. 2.v. damaged the reputation of the cooperative.

IX. Rights and obligations of the cooperative and its members

IX.1 There are two types of members in the Cooperative: founding members of the cooperative listed in Section XVI of these statutes and other members who have been granted founding membership by the Board of Directors of the Cooperative, and regular members.

IX.2. Founding membership may be granted by the cooperative's board of directors only to members whose membership deposit, which they have paid, amounts to at least CZK 250,000.

IX.3. In particular, each member has the right:

IX.3.i to participate in membership meetings of the cooperative,

IX.3.ii. to elect and be elected to the cooperative bodies,

IX.3.iii. to participate in the management and decision-making of the cooperative,

IX.3.iv. receive a software token to participate in a software platform used by the cooperative to support its members, if required to participate in that software platform and if they enter into a contract with the cooperative to use that software platform,

IX.3.v. to a share of the cooperative's profits in accordance with these statutes,

IX.3.vi. request an extract from the membership register, accounts and details of membership meetings.

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IX.4. It is the duty of every member:

IX.4.i. to pay the basic membership deposit,

IX.4.ii. to pay a further member's deposit if this obligation is provided for in accordance with the statutes of the Cooperative,

IX.4.iii. to abide by these statutes, the organisational council, internal regulations and to comply with the resolutions of the organs of the association,

IX.4.iv. to protect the property of the Cooperative,

IX.4.v. to inform the Cooperative of any changes in the data recorded in the register of members of the Society without undue delay,

IX.4.vi. ensure that the e-mail address and telephone number provided in the membership application form are not accessible to any other person,

IX.4.vii. if a loss is not covered by the funds of the Cooperative or if the loss is not covered from other sources, to contribute to its payment on the basis of the decision of the members' meeting,

IX.4.viii. to pay the necessary expenses determined by the organs of the Cooperative related to the issuance of statements requested by the Cooperative or the transfer of membership.

IX.5. The Cooperative shall have the rights and obligations provided for by the Act.

X. Forms of equity participation

X.1. A member's property participation in the cooperative is realized in the following forms:

X.1.i. by a basic member contribution,

X.1.ii. by an additional member contribution.

XI. Settlement share

XI.1. Upon termination of a member's participation in the cooperative, the member or their successor in title shall be entitled to a settlement share.

XI.2. The amount of the settlement share shall be determined as the lower of the following two figures:

XI.2.i. the paid-up membership contribution; and

XI.2.ii. an amount equal to the proportion of the fulfilled deposit obligation in respect of the membership deposit of a member whose membership has been terminated in the relevant accounting period and the sum of the fulfilled deposit obligations in respect of the membership deposits of all members as at the last day of the relevant accounting period. That proportion shall be multiplied by the amount of the cooperative's equity

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capital, less the amount of the reserve fund, if any, established under other legislation or the statutes, to the extent that the reserve fund cannot be distributed among the members of the cooperative under other legislation or the statutes, as shown in the financial statements drawn up as at the last day of the accounting period in which the membership was terminated. If membership is terminated on or before 30 June of the relevant financial year, the amount shall be determined on the basis of the cooperative's equity capital on the last day of the preceding financial year, if higher.

XI. 3. The settlement share can also be paid in kind from the cooperative's assets.

XI.4. The settlement share is paid only if its value exceeds CZK 250 (two hundred and fifty Czech crowns).

XI.5. The settlement share may be set off in full against any liabilities of the cooperative member entitled to the settlement share towards the cooperative, even without his/her consent.

XII. Bodies of the cooperative

XII.1. The organs of the cooperative are as follows:

XII.1.i. Members' meeting,

XII.1.ii. Board of Directors,

XII.1.iii. the control committee and

XII.1.iv. membership officer.

XIII. Membership meeting

XIII.1 Membership meeting:

XIII.1.i. amends these statutes, unless they are changed by other legal circumstances,

XIII.1.ii. elects and removes members of the Board of Directors and the Control Committee, unless the Law provides that one or more members of the Control Committee shall be elected by the employees of the cooperative,

XIII.1.iii. determines the amount of remuneration of the Board of Directors and the Control Committee

XIII.1.iv. approves the ordinary, extraordinary or consolidated financial statements and, in the cases provided for by the Act, the interim financial statements

XIII.1.v. approves the contract of office,

XIII.1.vi. approves the provision of financial assistance,

XIII.1.vii. decides on objections by a member against a decision to expel him or her,

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XIII.1.viii. approves actions taken on behalf of the cooperative until its formation,

XIII.1.ix. decides on the distribution of profits or other own resources or the payment of losses,

XIII.1.x. decides on the issue of bonds,

XIII.1.xi. approve the transfer or pledge of the plant or such part of the assets as would constitute a substantial change in the existing structure of the enterprise or a substantial change in the purpose or activity of the cooperative.

XIII.1.xii. decides on the conversion of the cooperative,

XIII.1.xiii. approves the silent partnership agreement, including its amendments and termination.

XIII.1.xiv. decides on the dissolution of the cooperative with liquidation,

XIII.1.xv. elects and dismisses the liquidator and decides on his remuneration,

XIII.1.xvi. approves the final report on the course of liquidation and the proposal for the use of the liquidation balance,

XIII.1.xvii. decides on other matters which the Act or the Articles of Association entrust to its competence.

XII.2. The Membership Meeting does not approve contracts for additional membership deposits, their modification and cancellation.

XIII.3. The membership meeting shall be convened either:

XIII.3. i. by written invitation sent by priority mail to the address on the membership list;
or

XIII.3. ii. by electronic invitation sent to the e-mail address on the membership register, if the member has agreed to this method of communication; or

XIII.3. iii. by electronic invitation sent within a software application operated by the cooperative, provided that the member using the application can be clearly identified and has consented to this method of communication,

at least 30 days before the membership meeting.

XIII. 4. The invitation to the membership meeting must also be published on the official board of the cooperative and on the official website of the cooperative at least 30 days before the membership meeting.

XIII. 5 The invitation must contain at least:

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XIII. 5.i. the name and registered office of the cooperative,

XIII. 5.ii. the place and time of the opening of the members' meeting; the place and time of the opening of the members' meeting shall be determined in such a way as to limit as little as possible the member's ability to attend,

XIII. 5.iii. an indication of whether a general meeting or an extraordinary general meeting is being convened,

XIII. 5.iv. the agenda for the members' meeting,

XIII. 5.v. the place where the member may inspect the papers relating to each item of business on the agenda of the meeting, if not enclosed with the

invitation; and

XIII. 5.vi. if these Statutes are to be amended or a resolution is to be passed to amend the Statutes, the text of the proposed amendments or draft resolution.

XIII.6. A membership meeting may be held in the Czech Republic or in another country of the European Economic Area or in the United Kingdom of Great Britain and Northern Ireland.

XIII. 7.All members shall have one vote if the general meeting is to to decide on:

XIII. 7.i. approval of the granting of financial aid,

XIII. 7.ii. dissolution of the cooperative with liquidation,

XIII. 7.iii. conversion of the cooperative, and

XIII. 7.iv. the issue of bonds.

XIII.8 Unless it is a vote of the membership at a meeting on a resolution listed in Section XIII.7 of these statutes:

XIII.8.i. Each founding member shall have 1,000,000 votes; and

XIII.8.ii. each member shall have a number of votes equal to the number of whole PRI tokens the member holds.

XIII.9. Per rollam voting on all matters shall be permitted.

XIII.10.The draft decision shall include:

XIII.10.i. the text of the proposed decision and the reasons for it,

XIII.10.ii. the time limit for receipt of the member's comments specified in the statutes, otherwise 15 days; the time limit shall be determined by receipt of the proposal by the member,

XIII.10.iii. any supporting documents necessary for its adoption.

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XIII.11. If the Act requires that the adoption of the decision of the members' meeting be evidenced by a public deed, the proposal for a per rollam decision must be in the form of a public deed, which must also contain the content of the proposed decision of the members' meeting to which the statement relates.

XIII.12. The proposal shall be sent to the members by email to the address on the membership register or by means of a software application operated by the cooperative.

XIII.13. A member may vote on the proposed per rollam decision by email or through a software application operated by the cooperative. The Board of Directors shall lay down the details of the vote so that the voting member is clearly identified and it is ensured that his vote represents the expression of his will.

XIII.14. The signature on the draft per rollam decision shall be authenticated by a public deed.

XIII.15. If a member fails to deliver to the Cooperative his or her consent to the proposed decision within the time limit specified in Section XIII.10.ii of these Statutes, the member shall be deemed to have disagreed with the proposal.

XIII.16. In the case of a per rollam decision, the decisive majority shall be calculated from the total number of votes of all members of the cooperative.

XIV. Board of Directors

XIV.1. The Board of Directors is the statutory body of the cooperative.

XIV.2. The Board of Directors consists of 3 (in words: three) members.

XIV.3. Members of the Board of Directors are elected for a period of 5 years.

XIV.4. The Board of Directors shall in particular:

XIV.4.i. decide on the expulsion of a member of the cooperative;

XIV.4.ii. convene the members' meeting;

XIV.4.iii. approve additional membership contributions in accordance with Section VI.4 of the Statutes;

XIV.4.iv. decide on contracts for additional membership deposits, their change and cancellation;

XIV.4.v. appoint a membership officer;

XIV.4.vi. decide on other matters within its jurisdiction under the Act or these statutes.

XIV.5. The Board of Directors shall act on behalf of the cooperative in the following manner: each member of the Board of Directors shall represent the cooperative independently.

XV. Control commission

XV.1. The control committee consists of 3 members of the cooperative.

XV.2. Members of the Control Committee are elected for a term of 5 years.

XVI. Membership Officer

XVI.1. The Membership Officer is appointed for a term of 5 years.

XVI.2. Membership officer in particular:

XVI.2.i. decides on the admission of persons who have applied as members of the cooperative,

XVI.2.ii. maintains and updates the list of members of the cooperative, which includes, in addition to the details required by law, the email addresses and telephone numbers of the members.

XVII. Founding members

XVII.1. The founding members are the persons listed in the list of members in Article XIX. of these statutes.

XVII.2. Before losing their legal capacity, each founding member shall designate at most one successor to become a founding member of the cooperative in this founding members place. If he fails to make such a decision, no successor shall become a member of the cooperative.

XVII.3. The admission of a successor to the founding member as a founding member of the cooperative is subject to the approval of the Board of Directors. If the board of directors does not give its consent, the successor shall not become a member of the cooperative.

XVIII. Designation of elected bodies

XVIII.1. The first members of the Board of Directors are designated as:

XVIII.1.i. Mr Henrik Gharagozyan, born on 6 April 1991, residing at U Kavalírky 8/4, 150 00 Prague 5 - Košíře;

XVIII.1.ii. Mr. Andrej Weissman, born on 7 February 1964, residing at U Půjčovny 969/3, 110 00 Prague 1 - Nové Město; and

XVIII.1.iii. Mr Artyom Petrosyan, born on 1 February 1983, residing at Vítězná 13,

150 00 Prague - Malá Strana.

XVIII.2. The first members of the Audit Committee are:

XVIII.2.i. Ms Teodora Gancheva Decastelo, born on 17 November 1976, permanently residing in Prague, Nové Město, Vyšehradská 1269/29;

XVIII.2.ii. Mr Artur Grigorjan, born 12.12.1984, permanently residing at Roudnická 449/14, 182 00 Prague 8 - Střížkov; and

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XVIII.2.iii. Ms Lucia Margová, born on 15 February 1983, permanently residing at Štefánikova 45, A4/a, Michalovce, 07101, Slovak Republic.

XIX. List of founders

XIX.1. The list of founders within the meaning of Section 561a(2)(a) of the Act consists of the Founding Members listed above and the following persons:

XIX.1.i. Mr. Henrik Gharagozyan, born on 6 April 1991, residing at U Kavalírky 8/4, 150 00 Prague 5 - Košíře;

XIX.1.ii. Mr Andrej Weissman, born on 7 February 1964, residing at U Půjčovny 969/3, 110 00 Prague 1 - Nové Město;

XIX.1.iii. Mr Artyom Petrosyan, born on 1 February 1983, residing at Vítězná 13, 150 00 Prague - Malá Strana;

XIX.1.iv. Ms Teodora Gancheva Decastelo, born on 17 November 1976, residing in Prague, Nové Město, Vyšehradská 1269/29;

XIX.1.v. Mr. Artur Grigorjan, born 12.12.1984, permanently residing at Roudnická 449/14, 182 00 Prague 8 - Střížkov,

XIX.1.vi. Ms Lucia Margová, born on 15 February 1983, permanently residing at Štefánikova 45, A4/a, Michalovce, 07101, Slovak Republic.

XX. Transitional provisions

XX.1. The deposit obligation for the basic membership deposit shall be fulfilled in cash in the hands of the deposit administrator, who is Mgr. Bc. Pavel Martiník, born on 8 June 1993, permanently residing at Bořivojova 741, 130 00 Prague 3 - Žižkov.

XX.2. The deletion of the provisions of Articles XVIII to XX of these Articles of Association shall be decided by the Board of Directors in accordance with the provisions of Section 561a(3) of the Act.

XXI. Final provisions.

XXI.1. The Founding Members and Members are aware of the Cooperative's commitment to the maximum protection of the privacy of its Members and all interactions within the Cooperative.

The founding members referred to in clause XVII.1 of these Articles of Association and the Cooperative shall enter into agreements for additional membership contributions of at least CZK 250 000 within sixty (60) days of the registration of the Cooperative in the Commercial Register and the founding members referred to therein shall repay their additional membership contributions in full within ninety (90) days of the registration of the Cooperative in the Commercial Register. If they fail to do so, they shall be deemed to be founding members until they do so.

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The participants as founders in connection with this founding legal act express their consent to the registration of their persons within the framework of the registration of this cooperative in the Commercial Register, within the meaning of the relevant provisions of Act No. 304/2013 Coll., on Public Registers of Legal and Natural Persons and on the Registration of Trusts. -----

Part three

Statement of the notary on the prerequisites for drawing up a notarial deed pursuant to Sections 70 and 70a of Act No. 358/1992 Coll., Notarial Code:

In view of the facts stated in this notarial deed, I declare that: -----

1. the legal act contained in this notarial deed: -----

a) is in accordance with the legal regulations, in particular Act No. 90/2012 Coll., on Commercial Companies and Cooperatives (Act on Commercial Corporations), in conjunction with Act No. 89/2012 Coll, Civil Code,

b) it meets the requirements and conditions set out in the special legislation, namely Act No. 304/2013 Coll., on Public Registers of Legal and Natural Persons and on the Registration of Trusts and Act No. 549/1991 Coll., on Court Fees, for entry in the Public Register, -----

2. the formalities set out for entry in the Public Register, which could have been fulfilled at the time of the execution of this notarial deed, have been fulfilled, and their fulfilment has been documented to me.

To this effect, this notarial deed has been executed, approved by the Participants and then signed before me.

Henrik Gharagozyan v.r. Andrey Weissman v.r. Artyom Petrosyan v.r. Teodora
Gancheva Decastelo v.r. Lucia Margova v.r. Artur Grigorjan v.r.

L.S. JUDr. MARTINA HERZÁNOVÁ small state emblem 1

NOTARY IN PRAGUE

JUDr. Martina Herzánová, Notary Public v.r.

I confirm that this copy of the notarial deed is the same as the notarial deed drawn up on 08.11.2022 under number NZ 472/2022.

The identical copy was made on 08.11.2022