

AMENDMENT NO. 2
TO THE INVESTMENT FUND AGREEMENT
RELATING TO VENTURE TO FUTURE FUND, A.S.

This AMENDMENT NO. 2 TO THE INVESTMENT FUND AGREEMENT RELATING TO VENTURE TO FUTURE FUND, A.S., dated 20 December 2019, as amended and restated on 11 May 2022 (the **Amendment Agreement**), is made on _____ by and between:

1. **Venture to Future Fund, a.s.**, a joint stock company incorporated and existing under the laws of the Slovak Republic, with its registered office at Grösslingová 44, 811 09 Bratislava, Slovak Republic, identification number: 52 380 483, registered in the Commercial Register of the District Court Bratislava I, Section: Sa, Insert No.: 6938/B (the **Fund**);
2. **Slovak Asset Management, správ. spol., a. s.**, a joint stock company incorporated and existing under the laws of the Slovak Republic, with its registered office at Grösslingová 44, 811 09 Bratislava, Slovak Republic, identification number: 51 865 513, registered in the Commercial Register of the District Court Bratislava I, Section: Sa, Insert No.: 6818/B (the **Manager**);
3. **the European Investment Bank**, an institution of the European Union, having its seat at 98-100, boulevard Konrad Adenauer, L-2950 Luxembourg, the Grand Duchy of Luxembourg (**EIB**);
4. **Slovak Investment Holding, a. s.**, a joint stock company incorporated and existing under the laws of the Slovak Republic, with its registered office at Grösslingová 44, 811 09 Bratislava, Slovak Republic, identification number: 47 759 097, registered in the Commercial Register of the District Court Bratislava I, Section: Sa, Insert No.: 5949/B (**SIH**); and
5. **National Development Fund I., s. r. o.**, a limited liability company incorporated and existing under the laws of the Slovak Republic, with its registered office at Grösslingová 44, 811 09 Bratislava, Slovak Republic, identification number: 44 690 487, registered with the Commercial Register of the District Court Bratislava I, Section: Sro, Insert No.: 57505/B (**NDF I.**).

The Fund, the Manager, EIB, SIH and NDF I. are hereinafter jointly referred to as the **Parties** and individually as the **Party**.

WHEREAS:

- A. On 20 December 2019, the Fund, the Manager and the companies EIB, SIH and NDF I. as investors entered into **Investment Fund Agreement relating to Venture to Future Fund, a.s.**, which was on 11 May 2022 amended and restated (**IFA**).
- B. On 28 April 2021, the Slovak government adopted a Recovery and Resilience Plan, approved by the Council of the European Union on 13 July 2021, whose purpose is to recover, enhance R&D and innovative potential of Slovak Republic by supporting technologically prospective companies (**RRP**).
- C. Based on the adoption of RRP, SIH will increase its Commitment by EUR 15,300,000.
- D. In view of the above and in accordance with the provision of Article 29 (*Amendments to the Agreement*) of IFA, the Parties wish to amend and restate IFA.

IT IS HEREBY AGREED:

1. INTERPRETATIONS

- 1.1. Capitalised terms used in this Amendment Agreement shall, unless otherwise defined herein, have the same meaning as attributed to them in IFA.

2. AMENDMENT AND RESTATEMENT OF IFA

- 2.1. The Parties have agreed that with effect from the effective date of this Amendment Agreement, IFA shall be amended and restated (such amended and restated IFA hereinafter referred to as **Amended and Restated IFA**) so that it shall be read and construed for all purposes as set out in **Schedule 1** of this Amendment Agreement (*Amended and Restated IFA*).

3. GOVERNING LAW AND JURISDICTION

- 3.1. Article 30 (*Governing Law*) and Article 31 (*Resolution of disputes*) of IFA shall apply *mutatis mutandis* to this Amendment Agreement.

4. FINAL PROVISIONS

- 4.1. This Amendment Agreement becomes valid as of the day of its signature by each Party. Any amendments or modifications hereof may be executed only in the form of written amendments signed by each Party. This Agreement shall become effective upon first publication in the Central contracts registry held by the Government Office of the Slovak republic under Art. 47a of the Act Nr. 40/1964 Coll. Civil code as amended and Art. 5a of the Act Nr. 211/2000 Coll. on free access to information and amendment of other act as amended.
- 4.2. This Amendment Agreement may be executed in any number of counterparts.
- 4.3. The Parties hereby acknowledge and declare that this Amendment Agreement shall be deemed to be their free act and deed, and it was not made under any coercion or to obvious disadvantage of any Party.

[PAGE WITH SIGNATURES FOLLOWS.]

This AMENDMENT NO. 2 TO THE INVESTMENT FUND AGREEMENT RELATING TO VENTURE TO FUTURE FUND, A.S. is duly signed by:

Venture to Future Fund, a.s.

Name: **Ing. Matej Říha**
Function: Chairman of the Board of Directors

Name: **Ing. Martin Banský**
Function: Vice Chairman of the Board of Directors

Slovak Asset Management, správ. spol., a. s.

Name: **Ing. Peter Fröhlich**
Function: Chairman of the Board of Directors

Name: **Ing. Peter Dittrich, PhD.**
Function: Vice Chairman of the Board of Directors

The European Investment Bank

Name:
Function:

Name:
Function:

Slovak Investment Holding, a. s.

Name: **Ing. Peter Fröhlich**
Function: Chairman of the Board of Directors

Name: **Ing. Peter Dittrich, PhD.**
Function: Vice Chairman of the Board of Directors

National Development Fund I., s. r. o.

Name: **Ing. Peter Fröhlich**
Function: Managing Director

Name: **Ing. Peter Dittrich, PhD.**
Function: Managing Director

Schedule 1 AMENDED AND RESTATED IFA