

JAMES JONES

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NOTARY PUBLIC FOR THE THE CITY OF DUBLIN,
ADMINISTRATIVE COUNTIES OF
DUNLAOGHAIRE-RATHDOWN, SOUTH DUBLIN,
FINGAL AND THE COUNTY OF WICKLOW,
COUNTY OF KILDARE, AND COUNTY OF MEATH

COMMISSIONED FOR LIFE



CERTIFICATE OF NOTARY PUBLIC:

BE IT KNOWN

That I, James Jones, of 3 Lower Mount Street, Dublin 2, Commissioned for Life by the Chief Justice and President of the Supreme Court of Ireland.

CERTIFY

1. That the document annexed hereto is a true and faithful copy Annex to the Short Form Transfer Agreement of CE Asset Investment Solutions Designated Activity Company.
2. That CE Asset Investment Solutions Designated Activity Company is incorporated in Ireland with Companies Registration Office number 639168.

SIGNED AND SEALED

At 3 Lower Mount Street, Dublin 2
on the 16th of October 2023

Notary Public
Ireland
Commissioned for Life



APOSTILLE
(Convention de La Haye du 5 octobre 1961)

1. Country: Pays/País:		IRELAND	
This public document Le présent acte public / El presente documento público			
2. has been signed by a été signé par ha sido firmado por		James Jones	
3. acting in the capacity of agissant en qualité de quien actúa en calidad de		Notary Public	
4. bears the seal / stamp of est revêtu du sceau / timbre de y está revestido del sello / timbre de		Notary Public	
Certified Attesté / Certificado			
5. at à / en	Dublin	6. the le / el día	16/10/2023
7. by par / por	Department of Foreign Affairs		
8. No sous no bajo el número	1623902023		
9. Seal / stamp: Sceau / timbre: Sello / timbre:		10. Signature: Signature: Firma: <i>Niall Keane</i>	

SCHEDULE 3.2

SHORT FORM TRANSFER AGREEMENT

CE Asset Investment Solutions Designated Activity Company, sa sjedištem u Dublinu, 3rd Floor, Fleming Court, Fleming's Place, D04 N4X9, Irska, upisano pri Irskom Registru Društava pod registarskim brojem 639168, OIB: 21700578566, kao cedent („**Cedent**“)

CE Asset Investment Solutions Designated Activity Company, having its seat at 3rd Floor, Fleming Court, Fleming's Place, Dublin 4, D04 N4X9, Ireland, registered with the Irish Companies Register under registration number 639168, PIN: 21700578566, as assignor (the „**Assignor**“)

and

H-ABDUCO d.o.o., sa sjedištem u Zagrebu, Radnička cesta 41, Republika Hrvatska, upisano u registru Trgovačkog suda u Zagrebu pod registarskim brojem (MBS): 080818203, OIB: 13667298928, kao cesionar („**Cesionar**“)

H-ABDUCO d.o.o., having its seat at Radnička street 41, Zagreb, Croatia, registered with the Commercial Court in Zagreb under registration number (MBS): 080818203, PIN: 13667298928, as assignee (the „**Assignee**“)

(Cedent i Cesionar zajedno kao „**Ugovorne strane**“, a svaki kao „**Ugovorna strana**“)

(the Assignor and the Assignee together as „**Parties**“, and each as „**Party**“)

sklopili su dana 12. 10. 2023. godine sljedeći:

executed on 12. 10. 2023. the following:

UGOVOR O CESIJI

(„**Ugovor**“)

ASSIGNMENT AGREEMENT

(the „**Agreement**“)

1. Cedent ovim Ugovorom neopozivo i bezuvjetno ustupa i prenosi Cesionar u svoja prava, potraživanja i koristi koja ima prema dužniku **NIOBA d.o.o., OIB: 77874895607, Vinkovci, Duga 1 (sada: Likvidacijska masa iza NIOBA d.o.o., Osijek, Ulica kardinala Alojzija Stepinca 4, OIB: 84623733672, u daljnjem tekstu: Dužnik)**, koja proizlaze iz:

- Ugovora o kreditnom poslovanju s inozemstvom broj: 113.902-9, ovjeren 22.10.2001. godine kod javnog bilježnika Mirodara Kovača iz Vinkovaca pod brojem: OV-13275/01;

- Sporazuma radi osiguranja novčane tražbine prijenosom vlasništva, potvrđen dana 15.11.2001. godine kod javnog bilježnika Marijana Miškovića iz Županje pod brojem: OU-182/2001,

a koju tražbinu je prethodno navedenom trgovačkom društvu ustupilo trgovačko društvo HETA ASSET RESOLUTION AG (ranije HYPO ALPEADRIA-BANK INTERNATIONAL AG) sa sjedištem u Austriji, Klagenfurt, Alpen-AdriaPlatz 1, upisano u privredni registar regionalnog suda Klagenfurt ("Landesgericht Klagenfurt") pod registarskim brojem FN 108415, OIB: 90730821413, temeljem Ugovora o cesiji od dana 10.05.2019. godine, na kojemu su potpisi ugovornih strana ovjereni po javnom bilježniku Ilinki Lisonek iz Zagreba pod posl. br. OV-3829/2019,

a temeljem kojeg ugovora novčano potraživanje Cedenta na dan 17.04.2023. godine iznosi: 1.343.895,99 EUR, što u kunskoj protuvrijednosti po srednjem tečaju Hrvatske narodne banke na taj dan iznosi 10.125.584,37 HRK, sukladno Izvodu iz poslovnih knjiga koji čini Prilog 1 ovog Ugovora („Potraživanja“).

1. The Assignor by this Agreement irrevocably and unconditionally assigns and transfers to the Assignee its rights, claims and interests against the debtor **NIOBA Ltd, PIN: 77874895607, Vinkovci, Duga 1 (now: Liquidation mass over NIOBA Ltd, Osijek, Ulica kardinala Alojzija Stepinca 4, PIN: 84623733672, in further text: Debtor)**, arising in connection with the:

- Agreement on foreign credit operations 113.902-9, verified on 22.10.2001 by public notary Mirodar Kovač from Vinkovci under number OV-13275/01;

- Security Agreement by transfer of ownership, confirmed on 15.11.2001 by the public notary Marijan Mišković from Županja under number: OU-182/2001,

which claims were previously assigned and transferred by HETA ASSET RESOLUTION AG (formerly HYPO ALPE-ADRIA-BANK INTERNATIONAL AG) with its registered office in Austria, Klagenfurt, Alpen-Adria-Platz 1, registered with the commercial register of the regional court Klagenfurt ("Landesgericht Klagenfurt") under registration number FN 108415, PIN: 90730821413, based on Assignment Agreement dated 10.05.2019., verified by the public notary Nikola Tadić from Zagreb, under number OV-3829/2019,

and based on which contract the Assignor's monetary claim as of 17.04.2023 amounts to: 1.343.895,99 EUR, which in equivalent at the middle exchange rate of the Croatian National Bank on that day amounts to HRK 10.125.584,37, in accordance with the Excerpt from the business books, which is attached in Annex 1 of this Agreement ("Receivables").

2. Stranke ovime izričito potvrđuju i izjavljuju da na Cesionara prelaze i sva postojeća sporedna prava vezana uz Potraživanja kao što su hipoteke, založna prava, zadužnice, mjenice, kao i prava iz ugovora s jamcem, prava na kamate i bilo koji drugi instrument osiguranja ili pravo vezano uz Potraživanja.
3. Cedent ovime izričito potvrđuje i izjavljuje da, sukladno članku 214. stavak 4. Ovršnog zakona, ustupa i na Cesionara prenosi sva prava i tražbine iz svih sporednih prava i instrumenata osiguranja vezanih uz Potraživanja.
4. Ugovorne strane ovime izričito potvrđuju i izjavljuju da Cedent ustupa i na Cesionara prenosi i sva prava i tražbine iz svih ovršnih isprava u vezi s Potraživanjima te da ovaj Ugovor predstavlja temelj i služi kao dokaz o ustupu i prijenosu i da ga je, kao takvog, Cesionar ovlašten dostaviti nadležnim tijelima pred kojima se vode ili će se ubuduće voditi postupci ovrhe, parnice, stečaja, predstečaja i/ili drugi postupci pokrenuti u vezi s Potraživanjima i sporednim pravima ukoliko Cesionar stupa i preuzima takve postupke u skladu s odredbama mjerodavnog prava. Cedent ovim putem daje Cesionaru izričitu suglasnost da pokrene, stupi i/ili preuzme bilo koji postupak koji se odnosi na ustupljena Potraživanja i/ili sporedna prava i ostvaruje sva druga prava temeljem takvih isprava.
2. The Parties hereby expressly confirm and declare that ancillary rights and claims related to the Claims are transferred to the Assignee, i. e. mortgages on real estates owned by the Debtor, promissory notes, bills of exchange as well as rights from the contract with the guarantor, rights to interest and any other security instrument related to Receivables.
3. The Assignor hereby explicitly confirms and states that, in accordance with Article 214 paragraph 4 of the Enforcement Act, assigns and transfers to the Assignee all rights and claims from all secondary rights and security instruments related to Receivables.
4. The Parties hereby explicitly confirm and state that all rights and claims from all enforceable deeds in Assignor's favor which are related to the Receivables are assigned and transferred to the Assignee and that this agreement shall form the basis and serve as evidence of such assignment and transfer and as such may be submitted by the Assignee to the competent authorities in charge of pending or future proceedings concerning the enforcement, litigation, bankruptcy, pre-bankruptcy and/or any other proceedings in connection with the Receivables and/or all ancillary rights, in case the Assignee will step into or initiate such proceedings in accordance with the provisions of the applicable law. The Assignor hereby provides its explicit consent for the Assignee to initiate, step in and/or take-over any proceedings related to the assigned Receivables and/or ancillary rights, as well as to enforce all other rights arising from such deeds.

5. Cedent ovime izričito dozvoljava i ovlašćuje Cesionara da se upiše kao novi fiducijarni vlasnik / fiducijarni vjerovnik umjesto Cedenta temeljem prava vlasništva radi osiguranja (fiducijarnog prava vlasništva) upisanog pod brojem: **Z-5456/01** temeljem: *sporazuma radi osiguranja novč. tražbine od 15. studenog 2001. da je prijenos prava vlasništva sa imena NIOBA d.o.o. Vinkovci, Duga ulica br. 1 izvršen radi osiguranja novčane tražbine u iznosu od 654.055,00 EUR-a (šestopedesetčetiristisućepedesetpeteura),*

na nekretnini upisanoj u zemljišnim knjigama Općinskog suda u Slavonskom Brodu, Zemljišnoknjižni odjel Slavonski Brod, u zk.ul.br. 1003 k.o. 328952, VRPOLJE, zk.č.br. 2330/23 LIVADA VAŠARIŠTE površine 2664 m², zk.č.br. 2330/24 LIVADA VAŠARIŠTE površine 2978 m², zk.č.br. 2330/25 LIVADA VAŠARIŠTE površine 7469 m², ukupne površine 13111 m²,

te u svim drugim upisnicima, a posebice u Upisnicima sudskih i javnobilježničkih osiguranja koje vodi Financijska Agencija i registru nematerijaliziranih vrijednosnih papira koji vodi Središnje klirinško depozitarno društvo d.d., u odnosu na založna prava i druga sporedna prava navedena u ovom Ugovoru, a kojima su osigurana Potraživanja. Nikakvo dodatno odobrenje ili suglasnost Cedenta za takvu promjenu neće biti potrebno.

5. The Assignor hereby explicitly allows and authorizes the Assignee to register as new fiduciary owner/fiduciary creditor instead of the Assignor based on the fiduciary ownership right registered under the number: **Z-5456/01**, based on the: *Security agreement from November 15, 2001, it is noted that the transfer of ownership rights from the name of NIOBA d.o.o. Vinkovci, Duga street no. 1 executed to secure a monetary claim in the amount of EUR 654,055.00 (fifty-six thousand fifty-five euros),*

on Real Estate registered in the land register of the Municipal Court in Slavonski Brod, Land Registry Department Slavonski Brod, in land registry file number 1003 cadastral municipality 328952, VRPOLJE, land particle number 2330/23 LIVADA VAŠARISTE, surface area 2664 sqm, land particle number 2330/24 LIVADA VAŠARISTE, surface area 2978 sqm, land particle number 2330/25 LIVADA VAŠARISTE, area 7469 sqm, total surface area 13111 sqm,

and in all other registers, especially in the registers of court and notary insurance maintained by the Financial Agency and the register of intangible securities maintained by the Central Clearing Depository Agency, in relation to liens and other ancillary rights listed in this Agreement, and with which the Receivables are secured. No additional approval or consent of the Assignor for such change shall be required.

6. Ovaj Ugovor stupa na snagu na dan potpisa Ugovora od obje Ugovorne strane. Ugovorne strane će ovaj Ugovor podnijeti na ovjeru potpisa javnom bilježniku. Troškove ovjere potpisa ovog Ugovora snosi Cesionar.

7. Za ovaj Ugovor mjerodavno je pravo Republike Hrvatske i tumačit će se po pravu Republike Hrvatske.

8. Ovaj Ugovor sklopljen je na hrvatskom i engleskom jeziku. U slučaju razlike između verzija, mjerodavna je hrvatska verzija.

6. This agreement shall enter into force on the date of signing the Agreement by both parties. The parties shall submit this agreement to the notary public for signature certification. The signature certification costs shall be paid by the assignee.

7. This agreement is governed by croatian law and shall be construed in accordance with croatian law.

8. This agreement is executed in croatian and english language. In case of discrepancies, the croatian version shall prevail.

EXECUTION PAGE

SIGNED for and on behalf of:

CE Asset Investment Solutions Designated Activity Company

By



Ian Garvan, direktor/director

12 October 2023

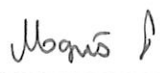
Date

H-ABDUCO d.o.o.

By



H-ABDUCO d.o.o.²
ZAGREB
Kristina Pijović, direktorica/director



Andreja Moguš, prokuristica/procurator

12 October 2023

Date

Prilog 1 / Annex 1:

IZVADAK IZ POSLOVNIH KNJIGA / EXCERPT FROM BUSINESS BOOKS

IZVADAK IZ POSLOVNIH KNJIGA

Dublin, 17.4.2023

CE Asset Investment Solutions Designated Activity Company, osnovano u skladu sa zakonima Irske sa sjedištem 3rd Floor Fleming Court, Fleming's Place, Dublin 4, Ireland registracijski broj: 639168, OIB: 21700578566 na dan 17.04.2023. godine ima sljedeću tražbinu po Ugovoru br. 113.902-9 prema dužniku NIOBA d.o.o. za trgovinu i usluge, Duga 1, 32100 Vinkovci, OIB: 77874895607, i to:

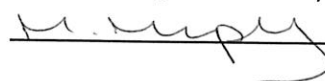
Kreditna partija 9621164	EUR	HRK konverzija
Glavnica	1.045.351,46	7.876.200,58
Redovna kamata	0,00	0,00
Zatezna kamata	291.738,97	2.198.107,31
Ostali troškovi	6.805,56	51.276,49
UKUPNO	1.343.895,99	10.125.584,37

Kreditna partija 9621164	EUR konverzija	HRK
Sudski troškovi	0,00	0,00
Zatezna kamata	0,00	0,00
UKUPNO	0,00	0,00

- sveukupno potraživanje
EUR: 1.343.895,99 €

- sveukupno potraživanje
HRK konverzija: 10.125.584,37 kn

CE Asset Investment Solutions Designated Activity Company



JAMES JONES
3 LOWER MOUNT STREET,
DUBLIN 2: IRELAND
01-6853847

Notary Public Commissioned for Life

CE Asset Investment Solutions Designated Activity Company

Registered Office: 3rd Floor Fleming Court, Fleming's Place, Dublin 4, Ireland

Registered in Ireland, Company Number: 639168
+353 1 566 8890

Directors: Ian Garvan & Jonathan Hanly
capitalmarkets-ie@cscgm.com

EXCERPT FROM BUSINESS BOOK

Dublin, 17.4.2023

CE Asset Investment Solutions Designated Activity Company, incorporated under laws of Ireland with registered office 3rd Floor Fleming Court, Fleming's Place, Dublin 4, Ireland registration number: 639168, PIN: 21700578566, on 17.04.2023. has the following claim under the Contract no. 113.902-9 against the debtor NIOBA Ltd for trade and services, Duga 1, 32100 Vinkovci, PIN: 77874895607:

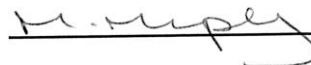
Credit loan number	9621164	EUR	HRK conversion
Principal		1.045.351,46	7.876.200,58
Regular interest		0,00	0,00
Penalty interest		291.738,97	2.198.107,31
Other costs		6.805,56	51.276,49
TOTAL		1.343.895,99	10.125.584,37

Credit loan number	9621164	EUR	HRK
Court expenses		0,00	0,00
Penalty interest		0,00	0,00
TOTAL		0,00	0,00

- Total claim amount
EUR: 1.343.895,99 €

- Total claim amount
HRK: 10.125.584,37 kn

CE Asset Investment Solutions Designated Activity Company



JAMES JONES
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Notary Public Commissioned for Life

CE Asset Investment Solutions Designated Activity Company

Registered Office: 3rd Floor Fleming Court, Fleming's Place, Dublin 4, Ireland

Registered in Ireland, Company Number: 639168
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Directors: Ian Garvan & Jonathan Hanly
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