

**DEED OF FOUNDATION FOR SINGLE-MEMBER
PRIVATE COMPANY LIMITED BY SHARES**

Deed of Foundation

I, the undersigned founder (shareholder), hereby establish, in accordance with the provisions of Act V of 2013 (Civil Code) and using the standard contract form annexed to Act V of 2006 (CRA) the following single-member private limited-liability company's

- a) charter document,
- b) complete text of the charter document as amended to date:

**1. Corporate name, registered office, business establishment(s) and
branch(es) of the company**

1.1. Corporate name of the company: Private Company Limited by Shares
Concise name of the company: Zrt.

1.2. Corporate name of the company in a foreign language:
Concise name of the company in a foreign language:

1.3. Registered office of the company:
The company's registered office:
a) also functions as the company's main office of central business administration;
b) shall not function as the company's main office of central business administration:

1.4. Place(s) of business of the company:

1.5. Branch(es) of the company:

1.6. E-mail address of the company:

2. Founder (shareholder) of the company

Name:
Mother's name:
Home address:
Corporate name (Name):
Registration number:
Registered office:
Name of authorized representative:
Mother's name:
Home address:

3. Scope of activities of the company

3.1. Main business activity:

3.2. Other activities:

- 3.3. The company's management is
- a) authorized
 - b) not authorized
- to determine or alter the company's scope of activities.

4. Duration of operation of the company, company type

- 4.1. Duration of the company:
- a) indeterminate
 - b) limited, ending on
- 4.2. Type of company: private limited company.

5. Share capital of the company

- 5.1. The company's share capital is HUF, that is forints, comprising
- a) HUF, that is forints in cash, representing% of the share capital. The amount paid up at the time of foundation is HUF, representing% of the
 - (i) face value;
 - (ii) issue priceof the shares subscribed.
 - b) HUF, that is forints of in-kind contributions, representing% of the
 - (i) face value;
 - (ii) issue priceof the shares subscribed.
- All contributions in kind shall be made available to the company before the application for registration is submitted.
- 5.2. An auditor's evaluation of the in-kind contribution
- a) is attached to this articles of association; preliminary assessment of the value of in-kind contributions was prepared by: Name:
Home address:
Corporate name:
Registration number:
Registered office:
 - b) was not prepared.
- 5.3. The in-kind contribution is comprised of:
- 5.3.1. at a value of Ft,
number of shares provided in exchange for the in-kind contribution:
of a face value specified under Point 5.4.
- 5.4. The company's share capital consists of registered equity shares of HUF face value.
- 5.5. Type of shares:
- a) printed;
 - b) dematerialized.
- 5.6. Issue price of shares:
- a) same as the face value;
 - b) HUF, that is forints.

5.7. If the founder (shareholder) did not pay up the cash part of the capital contribution in full at the time of foundation, he shall be required to do so by, or shall pay it within one year following the date of registration.

6. Distribution of profits

The founder (shareholder) shall be entitled to receive a share from the private limited company's taxed profit that is available and has been ordered for distribution by the general meeting under Subsection (1) of Section 219 of the Companies Act in the percentage consistent with the face value of his shares (dividend). Dividends shall be paid to the founder (shareholder) if listed in the register of shareholders at the time the general meeting adopting the decision for the payment of dividends was held.

7. Founder's (shareholder's) resolution

The founder shall decide the matters conferred under the competence of the general meeting by way of a resolution, and shall notify the executive officer(s) accordingly.

8. Management board, general director

8.1. The company

a) has a management board;

b) does not have a management board, and the rights of the management board are exercised by the general director.

8.2. The chairman of the management board is elected by the founder. Particulars of the chairman of the management board:

Name:

Mother's name:

Home address:

The chairman of the management board shall be appointed:

a) for a fixed duration;

b) indefinitely.

Commencement of term in office:

Expiry of term in office:

8.3. Members of the management board:

Name:

Mother's name:

Home address:

Members of the management board shall be appointed:

a) for a fixed duration;

b) indefinitely.

Commencement of term in office:

Expiry of term in office:

Name:.....

Mother's name:

Home address:

Members of the management board shall be appointed:

a) for a fixed duration;

b) indefinitely.

Commencement of term in office:

Expiry of term in office:

8.4. Members of the management board are:

a) required;

b) not required

to provide a declaration of good financial standing.

8.5. Particulars of the general director:

Name:

Mother's name:

Home address:

The general director shall be appointed:

a) for a fixed duration;

b) indefinitely.

Commencement of term in office:

Expiry of term in office:

8.6. The general director is:

a) required;

b) not required

to provide a declaration of good financial standing.

9. Managers

9.1. Managers

a) may be appointed;

b) may not be appointed.

9.2. Particulars of employee(s) appointed as manager(s):

Name:

Mother's name:

Home address:

Date of appointment:

10. Power of representation

10.1. The following persons are vested with individual power of representation:

Name:

Name:

10.2. The following persons are vested with joint power of representation:

a) Name:

and

Name:

are authorized to sign jointly on behalf of the company.

b) Name:

and

Name:

are authorized to sign jointly on behalf of the company.

11. Supervisory board

11.1. The company:

a) will elect a supervisory board;

b) will not elect a supervisory board.

11.2. Particulars of the chairman supervisory board:

Name:

Mother's name:

Home address:

The chairman of the supervisory board shall be appointed:

a) for a fixed duration;

b) indefinitely.

Commencement of term in office:

Expiry of term in office:

11.3. Members of the supervisory board:

Name:

Mother's name:

Home address:

Members of the supervisory board shall be appointed:

a) for a fixed duration;

b) indefinitely.

Commencement of term in office:

Expiry of term in office:

Name:

Mother's name:

Home address:

Members of the supervisory board shall be appointed:

a) for a fixed duration;

b) indefinitely.

Commencement of term in office:

Expiry of term in office:

12. The auditor

The company's auditor is:

Name:

Mother's name:

Home address:

Chamber registration number:

Corporate name:

Registration number:

Registered office:

Name of appointed auditor personally responsible for carrying out the audits:

Chamber registration number:

Mother's name:

Home address:

Name of substitute auditor:

Mother's name:

Home address:

Commencement of term in office:

Expiry of term in office:

13. Termination of the company

In the event of termination of the company without succession, assets remaining after settlement of all debts shall be allocated to the founder (shareholder).

14. Miscellaneous provisions

14.1. In the cases where the company is required to publish a notice according to the provisions of the Companies Act, the company shall satisfy this obligation by publishing the notice:

- a) in the Company Gazette;
- b) on its official website.

14.2. The matters not regulated in this articles of association shall be governed by the Civil Code.

Date:

Signature of founder:

.....
Name

Countersigned by/drawn up in an authentic instrument by:

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