

**NOTICE OF INVITATION TO ANNUAL GENERAL MEETING**

Member of the Board of the company

**NOVA Real Estate, investiční fond s proměnným základním kapitálem, a.s.**

Identification number: 043 31 869, with its registered office at Na Příkopě 854/14, Nové Město, postcode 110 00 Prague 1, registered in the Commercial Register maintained by the Municipal Court in Prague, file no. B 20886 (the “Company”), which creates the subfund:

**NOVA Real Estate – podfond 1 (the “Subfund”)**

hereby convenes

**ANNUAL GENERAL MEETING**

**to be held on 6 June 2023 from 13 am until 14 pm (attendance procedure commencing at 12:30 pm) at the Company's registered office at Na Příkopě 854/14, Nové Město, postcode 110 00 Prague 1,**

with the following agenda:

1. Opening;
2. Electing the General Meeting bodies;
3. Annual report of the Company and the Subfund for 2022, including the report on related entities for 2022, the auditor's reports and the report of the Board on business activities and the state of assets of the Company and the Subfund for 2022;
4. Approving the ordinary financial statements of the Company and the Subfund for 2022;
5. Decision on the settlement of the Company's and the Subfund's profit/loss for 2022;
6. Appointment of the Company's and the Subfund's auditor for 2023;
7. Closing.

Draft resolutions on the individual items of the General Meeting's agenda and their reasoning are set out below.

The relevant day for the attendance at the General Meeting is deemed to be for all shareholders (i.e. both the Company's and the Subfund's shareholders) the date of **31 May 2023**, i.e. the seven<sup>th</sup> day preceding the date of the General Meeting according to the Section 405 of the Act no. 90/2012, Coll., on business corporations and cooperatives (the “BCA”). Only the shareholder registered in the Company's shareholder register as of the date thereof has the right to attend the General Meeting and exercise its shareholder's rights.

**According to the Company's Articles of Association voting rights are only attached to the investment shares in cases provided by the Articles of Association or stipulated by law.**

1. **Opening**

2. **Electing the General Meeting bodies**

*Draft resolution:* “The General Meeting elects the chairman of the General Meeting, scrutiniser, minute taker and minute verifier.”

*Reasoning:* According to the Section 422 of the BCA, the General Meeting bodies are elected by the General Meeting. Any specific proposals of persons to be elected to act as General Meeting bodies will be submitted to the shareholders at the General Meeting.

According to the Company's Articles of Association the voting right concerning this draft resolution is only attached to the founding shares.

3. **Annual report of the Company and the Subfund for 2022, including the report on related entities for 2022, the auditor's reports and the report of the Board on business activities and the state of assets of the Company and the Subfund for 2022**

*Statement of the Board:* The Board presents to the shareholders the annual report of the Company and the Subfund for 2022, including the report on related entities for 2022, the auditor's reports and the report of the Board on business activities and the state of assets of the Company and the Subfund for 2022.

*Reasoning:* The annual report does not have to be approved by the General Meeting, the General Meeting only takes a note of the annual report and the above-mentioned documents. The annual report is available on the website <https://www.redsidefunds.com/cs/fondy/nova-real-estate?tab=informace-pro-klienty> in the section Mandatory information and in the Company's registered seat.

4. **Approving the ordinary financial statements of the Company and the Subfund for 2022**

*Draft resolution (1):* “The General Meeting approves the Company's ordinary financial statements for 2022.”

*Draft resolution (2):* „The General Meeting approves the Subfunds's ordinary financial statements for 2022.”

*Reasoning:*

In accordance with the Section 421 para. g) BCA approving the ordinary financial statements falls within the powers of the General Meeting. The Board proposes to the General Meeting to approve the ordinary financial statements of the Company and the Subfund for 2022. The ordinary financial statements were audited without objections of the auditors, the Board reviewed the ordinary financial statements and submit them to the General Meeting for approval. The ordinary financial statements are part of the annual report of the Company and the Subfund and are therefore available according to the point 3 above.

According to the Company's Articles of Association the voting right concerning this draft resolution is only attached to the founding shares.

## **5. Decision on the settlement of the Company and the Subfund's profit/loss for 2022**

*Draft resolution (1):*

*„The General Meeting notes that the economic result of the Company for 2022 was CZK 0.”*

*Draft resolution (2):*

*"The General Meeting decides that the sub-fund's accounting profit for 2022 in the amount of CZK 174.133.555,56 will be transferred to the retained earnings account of previous years."*

*Reasoning:*

The decision on the settlement of the economic result (i.e. the distribution of profit or compensation of loss) belongs in accordance with the provisions of § 421 para. h) ZOK, to the competence of the General Meeting. The Board of Directors proposes to the General Meeting to decide on the settlement of the profit for 2022 in the amount of CZK 174.133.555,56 so that this profit will be transferred to the account of retained earnings of previous years.

According to the Company's Articles of Association the voting right concerning this draft resolution is only attached to the founding shares.

## **6. Appointment of the Company's and Subfund's auditor for 2023**

*Draft resolution (1):*

*„The General Meeting appoints PricewaterhouseCoopers Audit, s.r.o., identification number: 407 65 521, with its registered office at Hvězdova 1734 / 2c, Nusle, 140 00 Prague 4, as an auditor to verify the ordinary financial statements of the Company as of 31 December 2022 for the accounting period from 1 January 2023 to 31 December 2023."*

*Draft resolution (2):*

*„The General Meeting appoints PricewaterhouseCoopers Audit, s.r.o., identification number: 407 65 521, with its registered office at Hvězdova 1734 / 2c, Nusle, 140 00 Prague 4, as an auditor to verify the ordinary financial statements of the Subfund as at 31 December 2022 for the accounting period from 1 January 2023 to 31 December 2023.“*

*Reasoning:*

According to Section 17 of Act No. 93/2009 Coll., on auditors, the auditor is appointed by the General Meeting. The proposed person is considered by the Company's Board to be a suitable auditor for auditing the financial statements of the Company and the Subfund with regard to its qualifications and experience.

According to the Company's Articles of Association the voting right concerning this draft resolution is only attached to the founding shares.

## **7. Closing**

In accordance with Section 406 of the BCA, the Board of the Company publishes the invitation to the ordinary General Meeting on the website of the Company and the manager [www.redsidefunds.com](http://www.redsidefunds.com) and at the same time sends the invitation to shareholders to the address specified in the list of shareholders. The attendance procedure of shareholders will take place at the venue from 12.30 p.m.

During the attendance procedure, the shareholder - natural person identifies itself with an identity card, and persons authorized to act on behalf of the shareholder - legal person prove this fact with an up-to-date extract from the Commercial Register and their identity with an identity card. The shareholders' representatives identify themselves with an identity card and prove their authorization by a written power of attorney with the stated scope of authorization.

If a shareholder intends to file a counter-proposal for a proposal at the General Meeting, the content of which is stated in the invitation to the General Meeting, he is obliged to deliver his counter-proposal in a written form to the Company within a reasonable time before the General Meeting. The Board will publish the counter-proposal in accordance with Section 362 of the BCA, on the manager's website [www.redsidefunds.com](http://www.redsidefunds.com) without undue delay upon receipt.

In accordance with Sections 406 and 436 of the BCA, the Company published the following documents on the manager's website [www.redsidefunds.com](http://www.redsidefunds.com), which are also available to the shareholders for free inspection at the Company's registered office during business days from 9 am to 5 pm for the period of 30 days before the General Meeting:

- Annual reports of the Company and Subfund for 2022, containing:
  - Ordinary financial statements of the Company and the Subfund for 2022;
  - Report on related entities of the Company for 2022;
  - Report of the Board on business activities and the state of assets of the Company and the Subfund for 2022;

***In the case of your participation in the general meeting, for organizational reasons, we hereby ask you to confirm your participation by e-mail: [asimova@redsidefunds.com](mailto:asimova@redsidefunds.com) or by phone at +420 721 060 282 no later than 31 May 2023.***

We thank you for your attendance in advance and we are looking forward to meeting you in person.

A handwritten signature in blue ink, appearing to read 'R. Vřešťál', with a stylized, cursive script.

**Rudolf Vřešťál**

**Authorized representative of the Board, REDSIDE investiční společnost, a.s.**