

## STATUTE

### APS CREDIT FUND SICAV, a.s.

# APS CREDIT FUND

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# APS CREDIT FUND

1 BASIC DATA	
<b>Fund</b>	APS CREDIT FUND SICAV, a.s.
<b>Type of company</b>	joint stock company with variable share capital
<b>Headquarters</b>	Pobřežní 394/12, 186 00 Prague 8
<b>ID</b>	036 24 251
<b>Entry in the Commercial Register</b>	The Fund is a company registered in the Commercial Register maintained by the Municipal Court in Prague, Section 20276, Insert B
<b>Date of creation</b>	8 December 2014 (date of registration in the Commercial Register)
<b>Subscribed share capital</b>	2,000,000 CZK (two million Czech crowns). The subscribed share capital of the Fund is sufficient in terms of obtaining and maintaining adequate human and technical resources necessary for the proper management of the Sub-Funds at the initial stage of the Fund's existence, when the relevant Sub-Funds do not have sufficient capital obtained from Shareholders to generate a sufficiently high management fee. In the later stages of the Fund's existence, the cost of maintaining adequate human and technical resources will be financed by the management fee of each Sub-Fund.
<b>The period for which the Fund was established</b>	indefinite
<b>Internal structure</b>	dualistic system
<b>The Fund's website</b>	<a href="http://www.apscreditfund.com/">http://www.apscreditfund.com/</a>
<b>Administrator</b>	QI Investiční společnost, a.s., with its registered office at Rybná 682/14, 110 05 Prague 1, ID No.: 27911497, registered in the Commercial Register maintained by the Municipal Court in Prague in Section B, Insert 11985 and in the list of investment companies maintained by the CNB.  Further information about the company is available at <a href="https://www.conseq.cz">https://www.conseq.cz</a>
<b>Manager</b>	Fund  The Manager is not entitled to exceed the applicable limit.
<b>Registrar</b>	Conseq Investment Management, a.s., with its registered office at Rybná 682/14, 110 00 Prague 1 - Staré Město, ID No.: 264 42 671, registered in the Commercial Register maintained by the Municipal Court in Prague, Section B, Insert 7153.
<b>Depository</b>	UniCredit Bank Czech Republic and Slovakia, a.s., with its registered office at Želetavská 1525/1, 140 92 Prague 4 - Michle, ID No. 64948242, registered in the Commercial Register maintained by the Municipal Court in Prague, Section B, Insert 3608.

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	The Depository is registered in the list of investment fund depositaries maintained by the CNB. Further information about the company is available on the website <a href="https://www.unicreditbank.cz">https://www.unicreditbank.cz</a>
<b>Auditor</b>	ECOVIS blf s.r.o., with registered office at Betlémské náměstí 351/6 110 00 Prague 1 - Staré Město, ID No.: 27608875, registered in the Commercial Register maintained by the Municipal Court in Prague, Section C, Insert 118619.  Further information about the company is available at <a href="http://www.ecovisblf.cz/">http://www.ecovisblf.cz/</a>
<b>Supervisory authority</b>	Czech National Bank, Na Příkopě 28, 115 03 Prague 1, telephone: 224 411 111, e-mail address: <a href="mailto:podatelna@cnb.cz">podatelna@cnb.cz</a> ,  More information about the company is available on the website <a href="http://www.cnb.cz">http://www.cnb.cz</a> (hereinafter referred to as "CNB")
<b>Contact point</b>	A place where additional information can be obtained if needed:  Conseq Investment Management a.s., Rybná 682/14, 110 00 Prague 1, e-mail address: <a href="mailto:fondy@conseq.cz">fondy@conseq.cz</a> , Internet address: <a href="http://www.conseq.cz">http://www.conseq.cz</a>

## 2 DEFINITION

Unless otherwise indicated, capitalised terms used in this document have the following meanings:

<b>AML law</b>	Act No. 253/2008 Coll., on certain measures against the legalization of the proceeds of crime and the financing of terrorism
<b>Shares</b>	Investment Shares and Founder Shares
<b>Investment Shares</b>	Shares which are not Founder Shares issued to the relevant Sub- Fund for the purpose of raising cash
<b>Investment company</b>	QI Investiční společnost, a.s., with its registered office at Rybná 682/14, 110 05 Prague 1, ID No.: 27911497, registered in the Commercial Register maintained by the Municipal Court in Prague in Section B, Insert 11985 and in the list of investment companies maintained by the CNB.  Further information about the company is available at <a href="https://www.conseq.cz">https://www.conseq.cz</a>
<b>Qualified Investor</b>	a qualified investor as defined in the Investment Companies and Investment Funds Act or any other provision replacing the current definition of qualified investor  as of the date of publication of the Statute, the range of persons meeting the requirements for a qualified investor is defined in Section 272 of the Act on Investment Companies and Investment Funds

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<b>Government Regulation</b>	Government Regulation No. 243/2013 Coll., on the investment of investment funds and on techniques for their management
<b>EU Regulation</b>	Regulation (EU) No 345/2013 of the European Parliament and of the Council directly applicable European Union legislation governing European Venture Capital Funds
<b>Articles of Association</b>	Articles of Association of the Fund, which are available (i) in hard copy in the registered office of the Fund and in the Collection of Deeds, or (ii) in electronic version by remote access to the Commercial Register ( <a href="http://www.justice.cz">www.justice.cz</a> )
<b>Statute</b>	this Statute, including any amendments thereto, unless otherwise indicated, available (i) in paper form at the Fund's registered office, or (ii) in electronic form through the Fund's website ( <a href="http://www.apscreditfund.com/">http://www.apscreditfund.com/</a> )
<b>Founder Shares</b>	shares subscribed by the founders of the Fund
<b>Act on Business on the Capital Market</b>	Act No. 256/2004 Coll., on Business on the Capital Market, as amended
<b>Act on Investment Companies and Investment Funds</b>	Act No. 240/2013 Coll., on Investment Companies and Investment Funds, as amended
<b>Act on Commercial Corporations</b>	Act No. 90/2012 Coll., on Commercial Companies and Cooperatives (Act on Commercial Corporations), as amended

## 3 BODIES OF THE FUND

<b>Board of Directors</b>	Ing. Martin Machoň Viktor Tóth Petr Valenta
<b>Supervisory Board</b>	Eva Hlavenová, Tereza Šimanovská, Adriana Jurková
<b>General Meeting</b>	Consists of all owners of Shares  The powers of the General Meeting and the powers of individual shareholders are defined in the Articles of Association.
<b>Other committees</b>	Committees, in particular the investment committee of the relevant Sub-Fund, may be established by decision of the Board of Directors.

## 4 SHARES

4.1 The company issues two types of shares: Founder Shares and Investment Shares.

### Founder Shares

4.2 The Founder Shares represent an equal proportion of the Fund's authorised share capital. The subscribed share capital of the Fund is divided into 20 Founder Shares. The rights and obligations attached to the Founder Shares are set out in more detail in the Fund's Articles of Association.

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## Investment Shares

- 4.3 Investment Shares are issued in respect of the relevant Sub-Fund and represent equal shares in the fund capital of the relevant Sub-Fund, being the value of the assets included in the relevant Sub-Fund less the value of the debts included in that Sub-Fund.
- 4.4 Investment shares are no par value shares, i.e. without nominal value, registered in the name of the shareholder, issued in book-entry form.
- 4.5 The Investment Shares carry the right to share in the profits from the management of the relevant Sub-Fund and the liquidation balance on the dissolution of the Sub-Fund.
- 4.6 An Investment Share carries the right to redeem it at the request of its owner to the account of the relevant Sub-Fund. The Investment Shares shall expire upon redemption.
- 4.7 The holders of Investment Shares have the right to vote at the General Meeting in cases stipulated by laws, the Articles of Association or an amendment to the Statute relating to a particular Sub-Fund.
- 4.8 The Registrar keeps records of Investment Shares in a separate register.

## General provisions

- 4.9 Other rights attached to the Shares are set out in the Articles of Association and the amendment to the Statute relating to the relevant Sub-Fund.

## **5 SUB-FUNDS**

- 5.1 A Sub-Fund is an accounting and asset segregated part of the Fund's assets created in accordance with the Articles of Association.
- 5.2 The Board of Directors of the Fund resolves on the creation of a Sub-Fund, and determines the investment strategy of the Sub-Fund and other rules for the operation of the Sub-Fund in the Statute and its Amendment and will ensure the registration of the Sub-Fund in the list maintained by the CNB.
- 5.3 The Fund includes in the Sub-Fund(s) the assets and debts from its investment activities.
- 5.4 A creditor's or shareholder's claim against the Fund arising in connection with the creation of a Sub-Fund, implementation of its investment strategy or its dissolution may be settled solely from the assets of the relevant Sub-Fund. Costs and expenses relating to a particular Sub-Fund shall be paid from the assets of that Sub-Fund. Costs and expenses relating to more than one Sub-Fund shall be charged to the assets of those Sub-Funds in proportion to the amount of the fund capital of each Sub-Fund.
- 5.5 The designation of a Sub-Fund must include a distinctive element of the Fund's business name and the word "Sub-Fund" or otherwise express the Sub-Fund's characteristics.
- 5.6 The specific details of each Sub-Fund are set out in the relevant amendments to this Statute.

## **6 ADMINISTRATOR**

- 6.1 The activities of the Administrator are stipulated in the Act on Investment Companies and Investment Funds and include:
  - a) bookkeeping,

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- b) provision of legal services,
- c) compliance and internal audit,
- d) handling investor complaints and claims,
- e) valuation of the assets and debts of the Fund or Sub-Funds,
- f) calculation of the current value of the Investment Shares
- g) compliance with obligations relating to taxes, fees or other similar monetary payments,
- h) maintaining a list of shareholders and keeping records of book-entry securities issued by the Fund,
- i) distribution and payment of income from the Fund's assets or Sub-Funds,
- j) arranging the issue, exchange and redemption of Shares and offering investments in the Fund,
- k) preparation of a promotional message,
- l) preparation and updating of the Fund's annual report,
- m) publication, disclosure and provision of data and documents to shareholders,
- n) reporting data and providing documents, in particular to the CNB,
- o) performance of other activities related to the management of the values in the Fund's assets or Sub-Funds,
- p) the distribution and payment of cash benefits in connection with the dissolution of the Fund or Sub-Funds,
- q) custody of securities and keeping records of book-entry securities issued by the Fund,
- r) offering investments in the Fund.

6.2 The investment company and the Fund have excluded from the administration:

- a) performance of other activities related to the management of the values in the assets of the Fund and the Sub-Fund, for example:
  - advising persons in whom the Fund or a Sub-Fund has an equity interest on capital structure, business strategy and related matters;
  - the provision of services relating to the conversion of companies or the transfer of business establishments to persons in whom the Fund or a Sub-Fund has an interest; and
  - maintenance of individual items owned by the Fund or a Sub-Fund.

## 7 MANAGER

7.1 The Fund is a self-managed investment fund within the meaning of Section 8(1) of the Act on Investment Companies and Investment Funds.

7.2 The activities of the investment manager arise from the Act on Investment Companies and Investment Funds and include:

- a) managing the assets of the Fund or individual Sub-Funds, including investing on behalf of the Fund or Sub-Funds,
- b) managing the risks associated with investing.

7.3 The leading persons of the Fund are:

### APS CREDIT FUND SICAV, a.s.

The company is registered in the commercial register maintained by the Municipal Court in Prague under file number B 20276.

Pobřežní 394/12,  
Karlín, 186 00  
Praha 8

IČO: 03624251  
info@apscreditfund.com  
www.apscreditfund.com

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- a) Martin Machoň, as Chairman of the Board of Directors,
- b) Viktor Tóth, as a member of the Board of Directors, and
- c) Petr Valenta, as member of the Board of Directors

## 8 DELEGATION TO ANOTHER

- 8.1 In the context of management or administration, it is possible to delegate to another person performance of individual activities that involve management or administration, under the conditions set out in the Act on Investment Companies and Investment Funds, the EU Regulation and the Statute. The specific terms of the delegation are governed by the agreement between the Investment Company and/or the Fund and the authorised person.
- 8.2 The authorised person is entitled to delegate to another person the performance of individual activities entrusted to him/her, under the conditions set out in the Act on Investment Companies and Investment Funds, the EU Regulation and the Statute. The specific terms of delegation are governed by the agreement between the Investment Company and/or the Fund and the authorised person.
- 8.3 The Administrator has delegated to a third party handling of investor complaints and claims.
- 8.4 Another activity within the administration or management of the Fund, which is delegated by the Fund to third parties on an ad hoc basis, is legal and transactional advice. External legal and other advisors are selected in accordance with the requirements of professional care for the particular matter.

### Risk management and other activities

- 8.5 The Fund has delegated the performance of risk management, information and reporting obligations and certain other activities to the Investment Company. The Investment Company is obliged to ensure the performance of these activities in accordance with the Statute, laws and the Fund's internal regulations. Further information is regulated by the agreement between the Fund and the Investment Company on the delegation of certain activities.

## 9 DEPOSITARY

- 9.1 The activities of the Depositary are derived from the Act on Investment Companies and Investment Funds and are further specified in the Depositary Agreement concluded between the Fund and the Depositary. The Depositary in particular:
- a) has custody of fungible investment instruments held by the Sub-Fund, registering them in an ownership account that the Depositary maintains for the Sub-Fund in the relevant register or opens such ownership account with Centrální depozitář cenných papírů, a.s., or a comparable entity under the laws of a foreign state,
  - b) has physical custody of the assets of the Sub-Fund, the nature of which allows it,
  - c) establishes and maintains itself, or establishes under the conditions set out in the Act on Investment Companies and Investment Funds, cash accounts in the name of the Sub-Fund in favour of the Fund with another person, in which it deposits all of the Fund's funds, and controls the movement of funds belonging to the assets of the relevant Sub-Fund in these accounts,
  - d) keeps records of the assets of the Sub-Fund, the nature of which allows it,



- e) checks, if in compliance with the Act on Investment Companies and Investment Funds, the Statute and the provisions of the depositary agreement:
  - i) Investment Shares were issued and redeemed,
  - ii) the current value of the Investment Share was calculated,
  - iii) the assets and debts of the Sub-Fund were valued,
  - iv) consideration from transactions in the Sub-Fund's assets was paid within the usual time limits,
  - v) the proceeds accruing to the Sub-Fund are used.

9.2 The Depositary is responsible for the custody of the investment instruments held by the Sub-Fund, for the safekeeping of the assets of the Fund and for the record keeping of these assets. The liability of the Depositary is not affected if the Depositary has delegated to another person the performance of these activities. The liability of the Manager for damages arising from the management and administration of the Fund is not affected.

9.3 If the Depositary entrusts another person with the performance of any of the activities it performs in relation to the Fund, it shall notify the Fund, which shall ensure that the information on the entrustment of the other person is included in the Statute.

## 10 APPLICABLE LAW, DISPUTE RESOLUTION AND OTHER INFORMATION

10.1 The courts of the Czech Republic shall have jurisdiction to resolve disputes arising from the contract in connection with the investor's investment in the Fund, unless otherwise provided for in the relevant mandatory law. The applicable law for the contractual relationship in connection with the investor's investment in the Fund is the law of the Czech Republic, unless otherwise specified in the relevant contract.

10.2 Consumer disputes between a consumer and the Fund arising from a subscription agreement that cannot be resolved by mutual agreement may also be resolved out of court. The financial arbitrator([www.finarbitr.cz](http://www.finarbitr.cz)) is the subject-matter competent body for the out-of-court settlement of such disputes under Act No 634/1992 Coll., on Consumer Protection.

10.3 Changes to the Statute (including changes to the investment strategy) are not subject to the prior approval of the CNB. However, the Fund informs the CNB of changes to the Statute without undue delay and submits a new full version of the Statute to the CNB. The current version of the Statute and amendments thereto are published on the Fund's website and are also available at the registered office of the Investment Company.

10.4 Information on the processing of personal data is available on the Fund's website.

10.5 The amendments relating to the individual Sub-Funds defining the investment strategy, risks and rules for the issuance and redemption of investment shares issued by these Sub-Funds form an integral part of and an annex to this Statute.


10.6 This Statute may only be provided to a person interested in acquiring Investment Shares together with the relevant Amendment.

# APS CREDIT FUND

In Prague on 14 June 2023

Ing. Martin Machoň  
Chairman of the Board of Directors  
APS CREDIT FUND SICAV, a.s.

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Viktor Tóth  
Member of the Board of Directors  
APS CREDIT FUND SICAV, a.s.

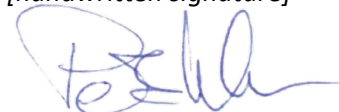
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Petr Valenta  
Member of the Board of Directors  
APS CREDIT FUND SICAV, a.s.

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*Note: The Statute of APS CREDIT FUND SICAV, a.s. was adopted in the Czech language. In case of any discrepancies between the Czech original and this English translation the wording of the Czech original shall prevail.*

**APS CREDIT FUND SICAV, a.s.**

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