



**SMLOUVA O ZABEZPEČENÍ ČINNOSTÍ SPOJENÝCH S VYDÁNÍM, SPRÁVOU A SPLÁCENÍM EMISE
DLUHOPISŮ**

ASTORIA MANAGEMENT GROUP CZ ,s.r.o
AGREEMENT ON SECURITY OF BONDS ISSUE, ADMINISTRATION AND REPAYMENT ACTIVITIES
ASTORIA MANAGEMENT GROUP CZ, s.r.o.

FRAMEWORK AGREEMENT ON SECURING ACTIVITIES RELATED TO THE ISSUE,
ADMINISTRATION AND REPAYMENT OF BONDS ISSUED
ASTORIA MANAGEMENT GROUP CZ, s.r.o.

Article I.

Contracting parties

ASTORIA MANAGEMENT GROUP CZ, sro, ID number 09231633, with its registered office at Pražákova-Štýřice 1008/69 - AZ Tower, Brno 639 00, Czech Republic, Company registered in the Commercial Register kept at the Brno Regional Court, Section C, reg. 117958 on 09.06.2020. with its registered office at Letenská 15, Prague 1, Postal Code 118 10, Company Identification Number: 00006947, on whose behalf Kvetoslav Janík, Managing Director of the Company, (hereinafter referred to as the "Issuer")

and

Vantu Bank Limited, established in Vanuatu, Registration No: 012774, on behalf of which are acting Gideon Amihood, Director and CEO, and Sofia Kiasbely, Back Office Manager, (hereinafter referred to as the "Administrator")

Article II.

Object of the contract

1. The mutual rights and obligations of the Issuer and the Administrator are governed by this Framework Agreement as from time to time amended and govern the activities related to the issuance, administration and repayment of bond issues concluded between the Issuer and the Administrator on February 1, 2021, as amended.

2. In accordance with the Framework Agreement on Securing Activities Related to the Issuance, Administration and Repayment of Bond Issues, the Issuer entrusts the Administrator with securing all activities related to the issuance, administration and repayment of bond issues:

GIGCZ1 series number series 2021-001 to 100.

GIGCZ2 series number series 2021-001 to 100.

GIGCZ3 series number series 2021-001 to 100.

GIGCZ4 series number series 2021-001 to 100.

GIGCZ5 series number series 2021-001 to 100.

The information on the expected total nominal value of the bond issue will be made available together with the issue conditions by publication in the Czech language on the Issuer's website in the section in which the Issuer publishes information on the bonds issued by it. The possible extent of the increase in the total nominal value of the bond issue is 100,000,000.00 Euro (in words: one hundred million Euro). The administrator accepts this credential.

Article III.

Obligations of the Issuer and the Administrator in securing activities related to the issuance of medium-term and long-term corporate bonds

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Article VI.

Final Provisions

1. This Agreement may be amended only by mutual agreement of both Parties in the form of numbered written amendments duly signed by persons fully qualified to bind the Parties.
2. This contract is made in two originals and each of the contracting parties will receive one original duly signed by both contracting parties.
3. Part of this agreement are the issuance conditions of the issue of ASTORIA MANAGEMENT GROUP CZ, s.r.o bonds, which in the event of a conflict with other provisions of this agreement shall apply preferentially to the extent that they do not impose any obligation or liability on the Administrator.
4. A part of this agreement is a guarantee document which will be delivered to the Administrator by the Issuer within 30 days after the subscription of the first bonds, which will reach the value of 100,000.00 Euros. The text of the delivered warranty document is an inseparable appendix to this contract.

ASTORIA MANAGEMENT GROUP CZ, s.r.o.

In Brno on 01.02.2021

Signature: 
Name: Květoslav Janík, Position: CEO



Vantu Bank Limited:

In Port Vila on 01.02.2021

Signature: 
Gideon Amihod, Director and CEO



Signature: 
Sofiya Kiasbely, Back Office Manager

GENERAL POWER OF ATTORNEY

This General Power of Attorney (the "Agreement") is made and effective 01.03.2021,

BETWEEN: **Vantu Bank Ltd**, Represented by Gideon Amihood its Director and Chief Executive Officer as Executive Director,(the "Attorney"), a Vanuatu international company under the laws of the Republic of Vanuatu organized and existing under the laws of the Republic of Vanuatu under Registration No. 012774 and having its registered office at Top floor, Lolam House, Kumul Highway, Port Vila, Efate, Vanuatu.Vantu Bank is licensed, since November 2013 to carry on international banking business subject to the provisions of the International Banking Act CAP 280.

AND: Astoria Management Group CZ,s.r.o (IČO:09231633; DIČ:CZ09231633), Represented by Kvetoslav Janík, as Managing Director, born on November 21, 1975 (the "Client") under the laws of the Czech Republic. Company registered in the Commercial Register kept at the Regional Court in Brno, Section C, Insert 117958 on 09.06.2020 Czech Republic, The Company's head office located at: Pražákova - Štýřice 1008/69 - AZ Tower, Brno 639 00, Czech Republic.

TERMS

KNOW ALL MEN BY THESE PRESENTS, that this Power of Attorney is given by Client to Attorney and that the Client hereby appoints Attorney to be its attorney and to do in its name and on its behalf anything that the Client can lawfully do by an attorney, including but not limited to;

1. To ask, demand, sue for, recover, collect, and receive all sums of money, debts, dues, accounts, legacies, bequests, interest, dividends, annuities, and demands of every type that are now or may later become due, owing, payable or belonging to Client and have, use, and take all lawful ways and means in Client's name or its own name for the recovery thereof, by attachments, arrest, distress, or otherwise, and to compromise and agree for them and acquaintances or other sufficient discharges for them;
2. For Client and in its name, to make, seal, and deliver, to bargain, contract, agree for, purchase, receive, and take lands, and tenements, and accept the possession of all lands, and all deeds and other assurances, in the law therefore, and to lease, let, demise, bargain, sell, release, convey, mortgage, and hypothecate lands, and tenements on the terms and conditions and under the covenants as Attorney thinks fit;
3. Also to bargain and agree for, buy, sell, mortgage, hypothecate, and in any and every way and manner deal in and with goods, wares, and merchandise, chose in action, and other property in possession or in action, and to make, do, and transact all and every kind of business of every nature and kind;
4. And also for Client and in its name, and as Client's act and deed, to sign, seal, execute, deliver, and acknowledge the deeds, leases, mortgages, hypothecations, contracts, charter, bills of lading, bills, bonds, notes, receipts, evidence or debt, releases and satisfaction of mortgage, judgments and other debts, and other instruments in writing of every kind and nature that may be necessary or proper in the premises;
5. GIVING AND GRANTING to the Attorney in fact full power and authority to do and perform every act

necessary, requisite, or proper to be done as fully as Client might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that the Attorney in fact may lawfully do or cause to be done by virtue of this Power of Attorney.

6. The right to open and close bank accounts for the Client and for the benefit of the Client for the implementation of its projects. The right to sign on such accounts. The right to dispose of funds in bank accounts for the benefit of projects to Inform the chairman of the board, the Endowment Fund to live in peace, about the open accounts. By sending a notarized statement from such a bank account.
7. The right to open and close representative offices, where the situation with the implementation of the client's projects requires it.
8. According to the Bond Administration Agreement, on behalf of Astoria Management Group CZ, sign bond subscription agreements, accept payments under signed agreements, make interest payments under signed agreements and pay principal to subscribers when the bonds are due. According to the Bond Administration Agreement, on behalf of Astoria Management Group CZ, sign bond subscription agreements, accept payments under signed agreements, make interest payments under signed agreements and pay principal to subscribers when the bonds are due.


All power and authority granted in this power of attorney will automatically terminate on 31.12.2030 unless sooner revoked by the Client by its lawful representative at the date of revocation.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the date first above written.

ATTORNEY

.....
Authorized Signature
Gideon Amihood
Director and CEO

CLIENT


.....
Authorized Signature
Květoslav Janík(1975)
Managing Director



ACKNOWLEDGMENT

State of Republic of Vanuatu /Czech Republic
County of Republic of Vanuatu/Czech Republic

On 01.03.2021 in front of me Ing. Elena Volokh, Proxy companies, came to Květoslav Janík, personally known to me as his Managing Director Astoria Management Group CZ,s.r.o. By signing the deed in advance and on behalf of the entity on whose behalf the person (s) acted, he performed the instrument.

Signature 
Ing. Elena Volokh, Proxy companies

Bank guarantee for Bond

ROSBANK
34, MASHI PORYVAEVOY STREET,
MOSCOW, 107078, RUSSIA
RSBNRUMM

Vantu bank
Top Floor Lolam House, Kumul Highway,
Port Vila, Efate, Vanuatu
VANTVUVU

Warranty - investment transaction No. GIGCZ-2021-03 dated 15.03.2021
for the company Astoria Management Group CZ, s.r.o the amount of EUR 801,462,500.00 (in words:
Eight hundred one million four hundred and sixty two thousand five hundred Euros)

As a guarantee for issued bonds of the GIGCZ1 series [number 2021-001-100] -GIGCZ2 [number 2021-001-100] -GIGCZ3 [number 2021-001-100] -GIGCZ4 [number 2021-001-100] -GIGCZ5 [number 2021 -001-100] dated 01.02.2021, which you will provide ASTORIA MANAGEMENT GROUP CZ,S.R.O, Pražákova-Štýřice 1008/69 - AZ Tower, Brno 639 00, Czech Republic, ID:09231633, Represented by Kvetoslav Janík.

We, PJSC ROSBANK / SOCIETE GENERALE GROUP, 107078 MOSCOW, 34 MASHA PORYVAEVA STREET, RUSSIAN FEDERATION, SWIFT: RSBNRUMM, notwithstanding the validity and legal effect of the above credit relationship and the waiver of any rights and objections arising therefrom, hereby irrevocably undertake to pay any amount up to a maximum of EUR 801,462,500.00 (in words: Eight hundred one million four hundred and sixty two thousand five hundred Euros) only (including principal, interest and all other fees) upon receipt of your first request for payment duly signed in the original or sent by authenticated SWIFT stating that our client ASTORIA MANAGEMENT GROUP CZ,S.R.O, Pražákova-Štýřice 1008/69 - AZ Tower, Brno 639 00, Czech Republic, ID:09231633, Represented by Kvetoslav Janík. has not paid the amount required under this guarantee on the due date according to issued GIGCZ1 bonds [number 2021 -001-100] -GIGCZ2 [number 2021-001-100] -GIGCZ3 [number 2021-001-100] -GIGCZ4 [number 2021-001-100] -GIGCZ5 [number 2021-001-100] from 01.02.2021.

Our warranty is valid until 26.01.2026

The amount of our guarantee is reduced by each payment made under this guarantee. Payment of the full amount guaranteed by us will void this warranty and will expire fully and automatically if your request for payment in writing and in the original or verified SWIFT is not available at our above address on or before that date.

Our guarantee will be reduced by any payment we make as a result of a claim made by our client.

This warranty is governed by Czech law and the power of the court in Brno

PJSC ROSBANK, 34, MASHI PORYVAEVOY STREET, MOSCOW, 107078, RUSSIA

