SCHEDULE 3 – STATUES OF Agentúra štátom podporovaného nájomného bývania

STATUTES

of Agentúra štátom podporovaného nájomného bývania
(*State-Supported Rental Housing Agency*)

In Bratislava, on July 14, 2022

STATUTES

of the interest association of legal persons

Agentúra štátom podporovaného nájomného bývania (*State-Supported Rental Housing Agency*)

Office of the Government of the Slovak Republic, Office of the Deputy Prime Minister, which is not managed by a Ministry, Námestie slobody 1, 813 70 Bratislava, Reg. No.: 00 151 513 001

And

Ministry of Finance of the Slovak Republic, Štefanovičova 5, 817 82 Bratislava, Reg. No.: 00 151 742

as founders of the interest association of legal entities under the name “Agentúra štátom podporovaného nájomného bývania (*State-Supported Rental Housing Agency*) ”, under Section 3 (2) of Act No. 222/2022 Coll. on State Support of Rental Housing amending certain acts (hereinafter referred to as the “Act”), the provisions of Sections 20f to 20j of Act No. 40/1964 Coll., the Civil Code, as amended (hereinafter referred to as the “Civil Code”) and the Memorandum of Association (in relation to the establishment of Agentúra štátom podporovaného nájomného bývania (*State-Supported Rental Housing Agency*)) dated July 14, 2022 approve the Statutes of the interest association of legal entities under the name “Agentúra štátom podporovaného nájomného bývania (*State-Supported Rental Housing Agency*)”, as follows:

1. INTRODUCTORY PROVISIONS

1.1 Name of the interest association of legal persons: Agentúra štátom podporovaného nájomného bývania (*State Supported Rental Housing Agency*) (hereinafter the “Agency”).

1.2 Registered office of the Agency: Námestie 1. mája 7286/18, 813 70 Bratislava – Staré mesto Municipality, Slovak Republic.

1.3 Agency is an interest association of legal persons under the provisions of Section 20f to 20j of the Civil Code.

1.4 Agency is an independent legal person with its own legal personality.

1.5 Agency is established for an indefinite period.

1.6 Terms used in these Statutes and defined in the Act have the meanings defined in the Act.

2. OBJECTIVES AND SCOPE OF BUSINESS

2.1 The objective of the Agency is to fulfil the social policy of the Slovak Republic in the field of affordable housing for the general public by creating conditions for the development of state-supported rental housing, in line with and within the limits of the Act.

2.2 In particular, the Agency:

a) creates conditions and instruments for the development of state-supported rental housing,

b) develops and submits to the Government of the Slovak Republic (hereinafter referred to as the “Government”) draft criteria for the selection of investment partners,

c) assesses the fulfilment of the criteria for acquiring the status of investment partners,

d) submits to the Government a proposal for the selection of investment partners,

e) assesses and submits to the Government proposals for the conclusion, amendment and termination of investment contracts by the Agency,

f) concludes, amends and terminates investment contracts with the prior approval of the Government,

g) continuously assesses the performance of investment contracts by investment partners,

h) determines the rules for the approval of a rental housing project,

i) approves the rental housing project, including the method of its financing,

j) checks the implementation of the approved rental housing project on an ongoing basis,

k) submits to the Government the draft criteria in line with Section 2(i) and Section 7 of the Act,

l) submits to the Government a proposal for the determination of the maximum rent, the draft rules for the calculation and application of the maximum rent in line with Section 9(1) of the Act,

m) submits to the Government proposals for other decisions concerning creating conditions and instruments for the development of state-supported rental housing under the Act,

n) establishes and administers a register of applicants for state-supported rental housing,

o) establishes and administers a register of landlords involved in state-supported rental housing,

p) proposes to the Government the rules for the allocation of flats to applicants who have met the criteria for tenant status,

q) establishes the rules for the analysis of the benchmark for the payment for services provided with regard to the use of the housing and its accessories and publishes the benchmark once a year pursuant to Section 9(3) of the Act; and

r) performs other acts and activities specified in and within the limits of the Act.

3. FORMATION AND TERMINATION OF MEMBERSHIP IN THE AGENCY

3.1 The members of the Agency include the founders and investment partners.

3.2 The founders of the Agency are:

a) Office of the Government of the Slovak Republic, Office of the Deputy Prime Minister, which is not managed by a Ministry, Námestie slobody 1, 813 70 Bratislava, Reg. No.: 00 151 513 001, and

b) Ministry of Finance of the Slovak Republic, Štefanovičova 5, 817 82 Bratislava, Reg. No.: 00 151 742,

(hereinafter each referred to as the “Founder” and collectively as the “Founders”).

3.3 The Founders become members of the Agency upon its registration in the register of interest associations of legal entities by the District Authority in Bratislava, Department of General Internal Administration.

3.4 Any entity that has acquired the status of an investment partner in accordance with the Act may become a member of the Agency.

3.5 An investment partner becomes a member of the Agency upon the application addressed to the Agency's Board of Directors. The application form of the investment partner must contain, in particular: basic identification data of the investment partner including the business name, registered office and identification number assigned by the country of registration, an explicit expression of the investment partner's will to become a member of the Agency, as well as the investment partner's consent to the Statutes of the Agency.

3.6 The Agency’s Board of Directors examines the application of the investment partner and, if it complies with these Statutes, the investment partner, no later than within three (3) months from the date of receipt of the application, issues a confirmation of membership in the Agency.

3.7 On the date of issue of the confirmation of membership in the Agency, the investment partner becomes a member of the Agency. The Agency publishes a list of its members on its website.

3.8 Membership in the Agency expires on:

a) the date on which the Board of Directors approves the Agency member's request to withdraw from the Agency, provided that the Board of Directors may not unreasonably refuse the Agency member's request to withdraw from the Agency,

b) the date on which the member (other than the Founder) ceases to be an investment partner under the Act,

c) the date on which a member of the Agency ceases to be a member of the Agency without legal successor,

d) the date of expulsion of a member from the Agency by decision of the Board of Directors, if the member's actions are detrimental to the interests of the Agency, in particular by repeated breach of the Investment Agreement or the Agency's Statutes,

e) failure to pay the initial membership fee or the annual membership fee, even after a prior written request by the Agency, with a reasonable period of not less than 15 days (membership in this case terminates upon lapse of the additional reasonable period granted by the Agency to the member for making the payment), the date the Agency is dissolved.

3.9 The Founder's membership in the Agency will pass to the Founder's successor in title.

3.10 Member's membership in the Agency will pass to the Member's successor in title (other than the Founder) only provided that the successor in title becomes an investment partner under the Act.

4. RIGHTS AND OBLIGATIONS OF MEMBERS OF THE AGENCY

4.1 Founding Members of the Agency have the following rights:

a) the right to attend the Founders' meetings (hereinafter referred to as the “Members' Meeting”),

b) the right to make proposals at the Members' Meeting,

c) the exclusive right to vote at the Members' Meeting,

d) the exclusive right to nominate candidates for the Board of Directors, the Supervisory Board and the Executive Body of the Agency, provided that:

i) each Founder is entitled to nominate one candidate for the Agency's Board of Directors,

ii) each Founder is entitled to nominate two candidates for the Agency's Supervisory Board, and

iii) each Founder is entitled to nominate one candidate for the executive body of the Agency for as long as the term of office of the executive body, for which the Founder concerned is to be represented on the executive body by their representative, follows,

e) the exclusive right of representation in the Agency's Board of Directors, Supervisory Board and Executive Body, provided that:

   i) each Founder is entitled to be represented in the Board of Directors of the Agency by only one representative at any time,

   ii) each Founder is entitled to be represented in the Agency's Supervisory Board by only two representatives at any time; and

   iii) the candidates of the Founders rotate in the executive body whenever the regular term of office expires or even after the early expiry of the term of office of that executive body,

f) the right to nominate candidates for other bodies elected by the Members' Meeting,

g) to draw the attention of the Board of Directors, the Supervisory Board or other bodies of the Agency to shortcomings in its activities and to make suggestions for the correction of shortcomings,

h) to request explanations from the Agency's Board of Directors and Supervisory Board concerning the Agency's affairs. The Board of Directors and the Supervisory Board are obliged to provide each Founder, upon request at a Members' Meeting, with explanations related to the subject of the Members' Meeting's deliberations. If the Board of Directors or Supervisory Board is unable to provide the Founder with explanations at the Members' Meeting, the Board of Directors or the Supervisory Board, as the case may be, are obliged to provide them to the Founder in writing no later than thirty (30) days after the Members' Meeting has been held.

4.2 Members of the Agency other than the Founders have the following rights:

a) the right to attend the Members' Meetings and to make proposals at the Members' Meeting,

b) the right to nominate candidates to the Agency's advisory and working bodies,

c) to draw the attention of the Board of Directors and the Supervisory Board of the Agency to shortcomings in the Agency's activities and to make suggestions for the correction of shortcomings,

4.3 A member of the Agency is obliged in particular to:

a) comply with the Statutes of the Agency and other internal regulations of the Agency,

b) actively participate in and contribute to the fulfilment of the tasks and objectives of the Agency,

c) comply with the resolutions of the Agency's bodies,

d) pay the membership fees in the specified amount,

e) inform the Director General of the Agency of any change of its name or registered office.

5. THE BODIES OF THE AGENCY

5.1 The standing bodies of the Agency include:

a) Members' Meeting,

b) Board of Directors,

c) Director General, and

d) Supervisory Board.

5.2 The incompatible functions are those of a member of the Board of Directors, the Director General and a member of the Supervisory Board.

5.3 Unless otherwise provided for in the applicable legal regulations, only natural persons having full legal capacity, over 18 years of age and of good character, may become members of the Board of Directors, the Supervisory Board and the Director General. A person is not deemed to be of good character if they have been convicted of an economic offence, an offence against property or any other intentional offence, unless they are treated as if they had not been convicted.

5.4 Agency may set up its advisory and working bodies as necessary. Their establishment, composition, aims and tasks are decided by the Board of Directors of the Agency.

6. MEMBERS' MEETING

6.1 The Members' Meeting is the supreme body of the Agency and is composed of the Founders.

6.2 The Members' Meeting is convened by the Board of Directors of the Agency or by any Founder as necessary, at least once a year. The Members' Meeting is convened by written invitation sent to each Founder at the address of their registered office at least 15 days before the date of the Members' Meeting. The invitation to the Members' Meeting must include at least information on:

a) the place, date and exact time of the Members' Meeting; and

b) the agenda of the Members' Meeting.

6.3 Members other than the Founders may attend the Members' Meeting.

6.4 Members attend the Members' Meeting in person or through a representative under a written power of attorney.

6.5 Only the Founders have the right to vote at a Members' Meeting. Each Founder has one vote.

6.6 Member's Meeting forms quorum if all (both) Founders are present.

6.7 The consent of all (both) Founders is required for the adoption of a resolution at a Members' Meeting.

6.8 Members' Meeting:

a) approves the amount of the initial membership fee and the annual membership fee of the members of the Agency,

b) elects and removes the members of the Board of Directors, the members of the Supervisory Board and the Director General,

c) approves the auditor of the Agency's financial statements,

d) approves the Agency's budget for the following year and the Agency's budget for the following three financial years,

e) approves the annual report, the ordinary financial statements and the extraordinary financial statements and the use of the Agency's positive economic result,

f) approves any amendment or supplement to the Statutes of the Agency,

g) decides on the dissolution of the Agency,

h) approves the Agency's activity plan for the following year,

i) discusses the report of the Board of Directors and the Supervisory Board on the Agency's activities for the previous year and the Board of Directors' report on the status of the Agency's assets.

7. BOARD OF DIRECTORS

7.1 The Board of Directors is the executive body of the Agency, which manages all the activities of the Agency and acts on its behalf.

7.2 The Board of Directors decides on all matters of the Agency, unless reserved by the Act, these Statutes or any other internal regulation of the Agency to the competence of the Members' Meeting, the Director General or the Supervisory Board. The Board of Directors may reserve for itself the decision-making on matters which otherwise fall within the competence of the Director General.

7.3 The Board of Directors has two (2) members, one of whom is the chairman. The right of representation in the Board of Directors is vested exclusively in the Founders. Each Founder is represented in the Board of Directors by one member.

7.4 Two (2) members of the Board of Directors act and are authorized to bind the Agency jointly at all times. Signing for the Agency is performed by attaching the signatures of both members of the Board of Directors to the printed or written name of the Agency and to the names and positions of both members of the Board of Directors of the Agency.

7.5 The Members' Meeting determines which of the members of the Board of Directors is the chairman of the Board of Directors.

7.6 Each member of the Board of Directors, including the chairman, has only one vote.

7.7 The term of office of the members of the Board of Directors is five (5) years.

7.8 The Board of Directors normally meets once a month. Its meetings are convened and chaired by the chairman. An invitation to a meeting of the Board of Directors must be sent to all members of the Board of Directors at least five (5) working days before the meeting by registered mail or courier service to their postal addresses or by email to their email addresses notified in writing by a member of the Board of Directors to the chairman of the Board of Directors to that effect. The invitation must be accompanied by the agenda of the meeting of the Board of Directors and the documents for the meeting, with an adequate description of the items on the agenda. The invitation must include the date, time, place and agenda of the meeting.

7.9 The Board of Directors, *inter alia*:

a) submits to the Members' Meeting for approval the Agency's budget for the following year, the Agency's budget for the next three financial years, the annual report, the ordinary financial statements, the extraordinary financial statements and the proposal for the use of the Agency's positive economic result,

b) submits to the Members' Meeting for approval a proposal for the election or removal of the Agency's Director General,

c) supervises the exercise of the Director General's powers,

d) submits to the Members' Meeting a proposal for the appointment of the auditor of the Agency's ordinary and extraordinary financial statements,

e) approves the Agency's Rules of Operation,
f) approves the Agency's management principles,

g) submits to the Members' Meeting and to the Government a proposal for the dissolution of the Agency,

h) informs the Supervisory Board of the Agency's economic result for the calendar year.

7.10 Minutes must be drawn up for each meeting of the Board of Directors, which contain all the essential facts of the meeting, including the results of the vote and the exact wording of all decisions. The minutes must be signed by the chairman and a member of the Board of Directors.

7.11 The Board of Directors forms a quorum if all (both) members are present at the meeting. The consent of all (both) members of the Board of Directors is required for the adoption of a decision of the Board of Directors.

7.12 The Board of Directors is obliged to inform the Supervisory Board at least once a year of the Agency's fundamental management intentions for the future period as well as of the expected developments. The Board of Directors is also obliged to inform the Supervisory Board without delay of any facts that may significantly affect the Agency's activities or the Agency's financing.

7.13 The members of the Board of Directors are obliged to attend meetings of the Supervisory Board at the request of the Supervisory Board or its members and to provide additional information to its members to the extent requested.

8. DIRECTOR GENERAL

8.1 The Director General is the executive body of the Agency and manages the Agency's operation in accordance with the decisions of the other bodies of the Agency.

8.2 The Director General is elected and removed by the Members' Meeting for a maximum period of five (5) years.

9. SUPERVISORY BOARD

9.1 The Supervisory Board is the Agency's controlling body, which is accountable to the Members' Meeting for its activities.

9.2 The Supervisory Board shall have four (4) members, of which one (1) member must be the chairman. The right of representation in the Supervisory Board is vested exclusively in the Founders. Each Founder is represented in the Supervisory Board by two members at all times. Each member of the Supervisory Board has one vote.

9.3 The Members' Meeting determines which of the members of the Supervisory Board is the chairman of the Supervisory Board. The term of office of the members of the Supervisory Board is five (5) years.

9.4 The Supervisory Board meets at least once a month. Its meetings are convened and chaired by the chairman. An invitation to a meeting of the Supervisory Board must be sent to all members of the Supervisory Board at least five (5) working days before the meeting by registered mail or courier service to their postal addresses or by email to their email addresses notified in writing by a member of the Supervisory Board to the chairman of the Supervisory Board to that effect. The invitation must be accompanied by the agenda of the meeting of the Supervisory Board and the documents for the meeting, with an adequate description of the items on the agenda. The invitation must include the date, time, place and agenda of the meeting.

9.5 Supervisory Board, in particular:

a) supervises the exercise of the Board of Directors' powers,

b) examines the Agency's financial statements and profit and loss statement, and submits its opinion to the Board of Directors and to the Members' Meeting,

c) examines and comments on the annual report drawn up by the Board of Directors and submit its opinion to the Board of Directors and the Members' Meeting,

d) gives opinion on the Agency's budget for the following year and the Agency's budget for the following three financial years

e) informs the Board of Directors and the Director General of the Agency about the findings of its checks,

f) requests the Board of Directors to convene a Members' Meeting if it finds a violation of the law or the Statutes of the Agency in the course of its checking activities,

g) discusses and approves the proposal of the Board of Directors for the selection of the auditor of the financial statements,

h) discusses and approves a proposal to amend the Statutes and submits its opinion to the Board of Directors.

9.6 Minutes must be drawn up for each meeting of the Supervisory Board, which contain all the essential facts of the meeting, including the results of the vote and the exact wording of all decisions. Minutes must be signed by all members of the Supervisory Board present.

9.7 Supervisory Board forms a quorum if at least three (3) members are present. The approval of three members of the Supervisory Board is required for the adoption of a decision by the Supervisory Board.

9.8 Members of the Supervisory Board are entitled to inspect records and documents relating to the Agency's activities.

9.9 Chairman of the Supervisory Board may attend meetings of the Board of Directors.

10. REGULATION OF PROPERTY RELATIONS

10.1 The revenues of the Agency are specified in Section 4(1) of the Act.

10.2 The Agency's expenditure consists mainly of the costs of its activities under the Act.

10.3 Agency manages its budget according to the annual budget approved by the Members' Meeting.

10.4 Agency may take out a loan only with the consent of the Government.

10.5 Agency is an independent accounting entity which keeps books in accordance with the generally binding legal regulations. The accounting is ensured by the Board of Directors. The Agency's financial statements are subject to the approval of the Members' Meeting.

10.6 Agency is not entitled to incur costs or expenses which are not related to the Agency's scope of business activities or to the performance of activities and duties under the Act.

10.7 In order to fulfil its objectives, the Agency may employ staff in an employment relationship or under an agreement for work performed outside the employment relationship.

10.8 A member of the Agency is not liable for the obligations of the Agency with their property.

10.9 Agency enters into contractual relations when creating the conditions for the development of state-supported rental housing.

11. DISSOLUTION OF THE AGENCY

11.1 Members' Meeting decides on the dissolution of the Agency.

11.2 The dissolution of the Agency is governed by Section 5 of the Act.

11.3 Agency ceases to exist on the date of its deletion from the register of interest associations of legal persons.

12. TRANSITIONAL PROVISION

12.1 The budget of the Agency for the period from the date of its establishment until 31 December 2022 will be approved by the Members' Meeting within 30 days of the date the Agency is established, on the basis of a proposal from the Board of Directors and the previous opinion of the Supervisory Board.

13. FINAL PROVISIONS

13.1 Members’ Meeting decides on the amendment to and supplementation of the Statutes.

13.2 The approval of the Government is required for any amendment to or supplementation of the Statutes to take effect.

13.3 Within thirty (30) days of the effective date of any amendment to or supplementation of the Statutes, the Board of Directors draws up a consolidated wording of the Statutes.

13.4 All matters not regulated by these Statutes are governed by the Act, the Civil Code and other generally applicable legal regulations.

13.5 These Statutes form an integral part of the Memorandum of Association (*in relation to the establishment of Agentúra štátom podporovaného nájomného bývania (State Supported Rental Housing Agency)*) dated July 14, 2022 and become effective on the date of registration of the Agency in the register of interest associations of legal entities.

13.6 Where the Statutes provide that the Agency make a proposal to the Government or propose to the Government, the Agency must make the proposal to the Government or propose to the Government through the Deputy Prime Minister who is not managed by a Ministry.

(*the signatures of the Founders follow on the next page of the Statutes*)

In Bratislava on______________________

In Bratislava on _____________________

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Office of the Government of SR,

Office of the Deputy Prime Minister, which is not managed by Ministry
Ing. Peter Sekáč, MBA
State Secretary to the Deputy Prime Minister, which is not managed by Ministry

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Ministry of Finance of SR

Igor Matovič
Deputy Prime Minister and Minister of Finance of SR