

**AMENDMENT NO. 2 TO THE
ADVISORY AGREEMENT
FOR URBAN PROJECTS
IN MORAVIA-SILESIA**

between

CONTERA, URBAN DEVELOPMENT FUND MS S.R.O.

company id.no. 247 47 874
registered seat at Na strži 1702/65, Praha 4, Nusle, Postal Code 140 00,
Czech Republic,
registered in the Commercial Register maintained by the Municipal Court in
Prague, Section C, Insert 171024

(the "UDF")

and

CONTERA Management s.r.o.

company id.no. 285 73 510
registered seat at Na strži 1702/65, Praha 4 - Nusle, Postal Code 140 00,
Czech Republic,
registered in the Commercial Register maintained by the Municipal Court in
Prague, Section C, Insert 181670

(the "Contera" or "Former UDF Manager")

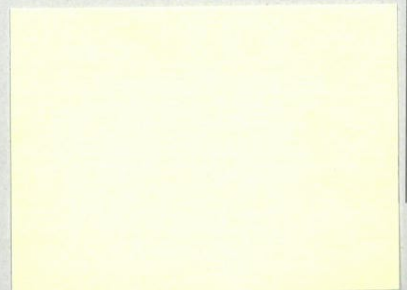
and

CONTERA Advisory Services s.r.o.

company id.no. 016 82 105
registered seat at Na strži 1702/65, Praha 4 - Nusle, Postal Code 140 00,
Czech Republic,
registered in the Commercial Register maintained by the Municipal Court in
Prague, Section C, Insert 209700

(the "Advisory Services" or "New UDF Manager")

R.M.
..... 2017



WHEREAS:

- (1) The UDF and the Former UDF Manager have concluded the Advisory Agreement on 09.12.2011 in order to complete conditions of the then prepared Operational agreement concluded on 29.03.2012 replaced by a new Operational agreement concluded on 21.07.2014.
- (2) In view of the current situation relating to change in person of the manager of UDF as already pre-agreed, the parties agree that it is appropriate to amend the Advisory agreement as follows.

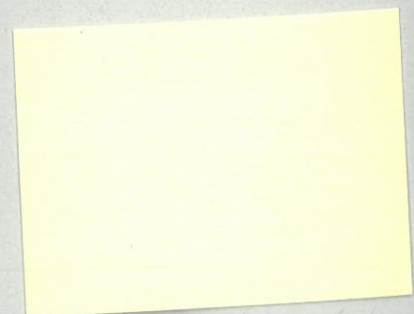
NOW THEREFORE it is hereby agreed as follows:

CLAUSE 1
Subject of this Amendment

- 1.01 The Parties have agreed to such an amendment to the Agreement that Contera, as the present contracting party, by signing hereof assigns all of its rights and obligations under the Advisory Agreement, resp. assigns the Advisory Agreement, to the Advisory Services which, by signing hereof, accepts all rights and obligations under the Advisory Agreement, respectively the Advisory Agreement itself. By signing hereof, the Former UDF Manager ceases to be a party to the Advisory Agreement and is relieved of all its obligations under the Advisory Agreement and the New UDF Manager become a party to the Advisory Agreement and enters into all the obligations under the Advisory Agreement instead of the Former UDF Manager.
- 1.02 UDF agrees with the aforementioned assignment of rights and obligations, respectively by transfer of the Advisory Agreement, to the New UDF Manager and expressly waives his / her rights to a declaration against the Former UDF Manager on refusal of exemption pursuant to Section 1899 of the act no. 89/2012 Coll., the Civil Code.

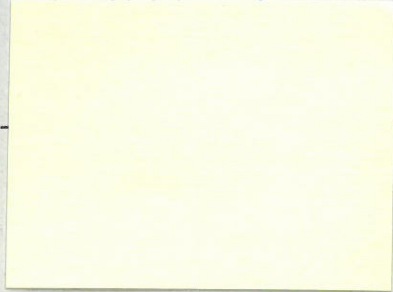
CLAUSE 2
Final clauses

- 2.01 All other provisions of the Advisory Agreement shall remain unchanged.
- 2.02 This Amendment is governed by the same general obligations, principles and principles underlying the Advisory Agreement. The Amendment shall enter into force upon its signature by all parties to it. The effectiveness takes effect at the moment of the effective approval of the Moravskoslezský kraj, ID: 70890692, with its registered office at 28. října 117, Postal Code 702 18, Ostrava, (hereinafter referred to as "MSK"), with replacement of the Former UDF Manager by the New UDF Manager within the Advisory Agreement, ev. with the transfer of rights and obligations from the Former UDF Manager to the New UDF Manager, ev. transfer of the Advisory Agreement, from the Former UDF Manager to the New UDF Manager.
- 2.03 This Amendment has been drafted in three (3) original copies and each Party hereto shall receive one copy. The parties hereby declare that they have read the Amendment that they have understood its content, which fully corresponds to their true and free will.

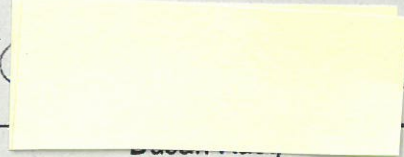


IN WITNESS WHEREOF the parties hereto have caused this Amendment to the Advisory Agreement to be executed on the date first stated above

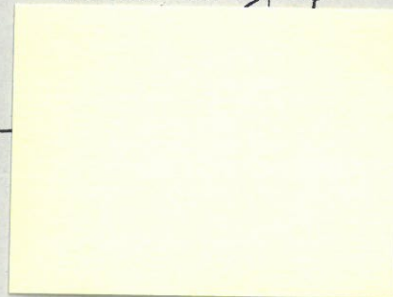
Signed for and on behalf of
the UDF

A large rectangular yellow sticky note redacting the signature of the UDF.

Signed for and on behalf of
the Former UDF Manager

A rectangular yellow sticky note redacting the signature of the Former UDF Manager.

Signed for and on behalf of
the New UDF Manager

A rectangular yellow sticky note redacting the signature of the New UDF Manager.