

## CERTIFIX UNIVERSAL DEFINITIONS

### (FOR CERTIFIX © and NON.CERTIFIX ©)

#### Art. 1 – CERTIFIX UNIVERSAL DEFINITIONS

**1. Absolute major corporate interest** means a Corporate interest defined in absolute terms and which is always in the amount above 50 % of voting rights.

**2. Additional information on Corporate interest** means information on whether or not:

- (a) the right to profit is separated from voting rights;
- (b) the amount of voting rights corresponds to the amount of right to profit;
- (c) the amount of voting rights corresponds to the amount of interest (nominal value of shares).

**3. AML Directive** means Directive (EU) 2015/849 of 20 May 2015 on the prevention of the use of the financial system for the purposes of money laundering or terrorist financing, as amended by Directive (EU) 2018/843 of the European Parliament and of the Council of 30 May 2018.

**4. Beneficial owner** means a natural person defined in Art. 3 (6) of the AML Directive or an ultimate public organisation covered by Regulation (EC) 2580/2001. Beneficial owner includes Beneficial owner in relation to Corporate subjects - Legal persons, Beneficial owner in relation to Corporate subjects – Trusts and similar arrangements and certain Asset-based non-profit legal persons and with the exception of the definition of the Collateral structure also the Beneficial owner-in-lieu.

**5. Beneficial owner in-lieu** means a natural person(s) or a person who holds the position of senior managing official(s) within the meaning of Art. 3 (6) (a) (ii) of the AML Directive.

**6. Beneficial owner in relation to Corporate subjects - Legal persons** means a natural person(s) within the meaning of Art. 3 (6) (a) (i) of the AML Directive and an ultimate public organisation covered by Regulation (EC) 2580/2001.

**7. Beneficial owner in relation to Corporate subjects – Trusts and similar arrangements and certain Asset-based non-profit legal persons** means a natural person(s) or arrangement without legal personality within the meaning of Art. 3 (6) (b) (i) of the AML Directive and an ultimate public organisation covered by Regulation (EC) 2580/2001.

**8. Beneficial ownership interest** means ownership and control structure within the meaning of Art. 30 (1) and Art. 13 (1) (b) of the AML Directive.

**9. Certification database** means an object protected by the respective intellectual property laws to which the Applicant has all the necessary entitlement according to the applicable Czech law in which the information about the Registered legal person, Corporate subjects and Beneficial owners kept and made available in accordance with the Certification conditions.

**10. Certification software** means an object protected by the respected intellectual property laws to which the Applicant has the necessary entitlements according to the Czech law as the law applicable to the dealings with this object.

**11. Certification system** means the Certification software and the Certification database.

**12. Certification Terms & Conditions** means the contents of the contractual relationship between the Certificator and the Registering legal person which may be changed from time to time.

**13. Certificator** means TXP Association z.s., reg. no. 07759941, Czech Republic, registered with the Regional Court of Ostrava, department in Olomouc, Czech Republic.

**14. Collateral corporate subject** means a Corporate subject which is a part of the Collateral structure.

**15. Collateral structure** means the part of the Corporate structure which:

- (a) is under a direct or indirect control of the Main controlling Beneficial owner(s) or Main controlling parent corporate subject(s) of the Registering legal person, and
- (b) includes also Non-controlling subject(s) and Pool of related residual subsidiary subjects.

**16. Control** means exercise of decisive influence over another Corporate subject or the Registering legal person by which it is possible to force a change in main aspects of the functioning of such subject or person within the meaning Art. 22 of the Accounting Directive 2013/34/EU. Control includes Corporate control, which can be Direct or Indirect, or Non-corporate control.

**17. Controlled** means being subject to Control of a Subject or the Registering legal person.

**18. Controlling** means having Control over another Corporate subject or Registering legal person. It always includes Main controlling subject(s) and can also include Joint controlling subject(s).

**19. Controlling collateral corporate subject** means a legal person or an arrangement without legal personality in which the following Subjects can have Controlling corporate interest:

- (a) Main controlling beneficial owner, and if they exist
- (b) Controlling parent subject, and if they exist,
- (c) Controlling collateral subjects.

**20. Controlling corporate interest** means a Corporate interest on the basis of Corporate control is exercised. Controlling corporate interest can be direct or indirect.

**21. Controlling parent corporate subject** means a legal person or an arrangement without legal personality which has a Controlling corporate interest in the Registering legal person or in another Parent subject.

**22. Controlling subsidiary corporate subject** means a legal person or an arrangement without legal personality in which the Registering legal person or another Subsidiary subject has a Controlling corporate interest.

**23. Corporate control via majority interest** means a Corporate control via holding or ownership of the Absolute majority corporate interest or via the Superior interest.

**24. Corporate control** means Corporate control via majority interest or Corporate control through other means.

**25. Corporate control through other means** means control determined in the way which is used for the purpose of preparing consolidated financial statements, such as through a shareholders' agreement, the exercise of dominant influence or the power to appoint senior management in accordance with the criteria set out in Art. 22 (1) – (5) of the Accounting Directive 2013/34/EU.

**26. Corporate interest** means a relationship of subordination of Registering legal person and Corporate subjects to other Corporate subjects or Beneficial owner(s). Corporate interest can be Direct or Indirect.

**27. Corporate structure** means:

- (a) Parent structure, and, if it exists, also
- (b) Subsidiary structure, and if it exists, also
- (c) Collateral structure.

**28. Corporate subject** means a Legal person, other entity or arrangement, including the Ultimate private organisation, which can be a part of the Corporate structure on the basis of Corporate control or Non-corporate control.

**29. Czech AML Act** means Czech Act no. 253/2008 Coll., about certain measures against legalisation of proceeds from criminal activity and terrorist financing, as applicable.

**30. Designated non-financial businesses and professions (DNFBPs)** means Natural persons or Legal persons within the exercise of their professional activities as obliged persons within the meaning of the AML Directive, in particular its Art. 2 (1) (iii).

**31. Direct control** means Corporate control via a Direct corporate interest.

**32. Direct corporate interest** means an interest in other Corporate subject comprising voting rights in such a subject or in the Registering legal person.

**33. Direct representative** means a natural person acting as a director or body of directors entitled to act in binding way on behalf of the Registering legal person towards third parties.

**34. Entitled subject** means a Registering legal person or a Corporate subject with an existing entitlement to use Certification number, including Certification mark.

**35. Evidencing documents** mean original electronic documents or scanned copies of paper documents which:

- (a) serve as the relevant proof for establishing the existence of a Subject, Corporate interest, Control and, if it exists, also Non-corporate control, and possibly also information required by the Certification software, such as about Reasons of joint acting; and
- (b) have to be identified and uploaded to the Certification software in the size and format required by the Certification Terms & Conditions or instructions of the Certification system.

**36. Indirect control** means Control via Indirect corporate interest.

**37. Indirect corporate interest** means a chain of at least two Direct interests where both these Direct interests are the Main controlling interests or Joint controlling corporate interests or when one of them is a Main controlling interest and the other one is Joint controlling interest.

**38. Indirect representative** means a lawyer registered with the respective regulatory body of an EU Member State acting as a representative of the Registering legal person on the basis of a mandate agreement entitled to act in binding way on behalf of the Registering legal persons towards third parties.

**39. Inferior interest** means a Corporate interest defined in relative terms which is always in the amount above 10 % up to 49,99 % of voting rights, but which is at the same time lower than at least one other Corporate interest above 10 %.

**40. Instructor** means a natural or legal person controlling a Subject, including a Corporate subject, via Non-corporate control on the basis of a written, oral or tacit agreement allowing the Instructor to give to the Subject, including Corporate subject, binding instructions as to the exercise of voting rights arising out of the Corporate interest, such as an collateral agreement, payments instrument, etc.

**41. Joint controlling** means exercising Control on the basis of joint acting with another Subject which is Main controlling.

**42. Joint controlling subject** means a Subject which has an interest in another Corporate subject or the Registering legal person next to a Controlling subject and exercises joint control with such Controlling subject. It includes Joint-controlling parent corporate subject.

**43. Legal person** means any entity to which the applicable law grants full right to be a subject of rights and obligations.

**44. Main controlling** means exercising control alone or on the basis of joint acting with another Subject where the Controlling Subject

- (a) has a Higher interest, or
- (b) more rights in relation to key decision-making than other Joint controlling subject(s)  
or

(c) is earmarked as Main controlling even if having the same rights as other Joint controlling subject(s).

**45. Major corporate interest** means an interest defined in absolute terms and which is always in the amount above 25 % of voting rights.

**46. Minor corporate interest** means an interest defined in absolute terms and which is always in the amount above 10 % up to 25 % of voting rights.

**47. Natural person** means a man or woman:

(a) capable of acquiring and enjoying rights and performing obligations in relation to a Corporate subject or Registering legal person, or

(b) fulfilling conditions under letter (a) and acting as Beneficial owner.

**48. Non-certified subject** means a Subject whose Corporate structure, including its Beneficial owner was disclosed in accordance with NON.CERTIFIX© Terms & Conditions.

**49. NON.CERTIFIX© Database** means a database defined in NON.CERTIFIX© Terms & Conditions.

**50. NON.CERTIFIX Terms & Conditions** means access conditions to the NON.CERTIFIX © Database within the framework of a free legal licence.

**51. Non-controlling** means having a Corporate interest at the same ownership level next to the Main controlling or Joint-controlling subject and not to exercise decisive influence individually or jointly.

**52. Non-corporate control** means a possibility to exercise a decisive influence way of exercising rights mediately via a Proxy or an Instructor on the basis of non-proprietary ground which is usually of contractual nature and can be written or non-written.

**53. Parent corporate subject** means a Corporate subject which is a part of the Parent structure.

**54. Parent structure** means structure of Corporate subjects and Corporate interests between the Registering legal person and the Beneficial owner, including its Corporate interest, or the Beneficial owner-in-lieu, and may be comprised of any of the following:

(a) Controlling subject(s) and, if they exist, Joint controlling subject(s), and their individual Corporate interests, and/or

(b) Non-controlling subjects and their individual Corporate interests, and/or

(c) the Pool of related residual subjects, including their overall amount of interest and the number of those residual subjects, and/or

(d) the overall amount of interest admitted to trading on the regulated market or multilateral trading facility or organised trading facility, and/or

(e) the overall amount of its own shares or interest.

**55. Pool of related residual subjects** means an aggregation of subjects holding or owning Residual corporate interest.

**56. Proxy** means a Natural person or Legal person controlling a Subject, including a Corporate subject, via Non-corporate control on the basis of a direct or indirect representation.

**57. Reason of joint acting** means a legally defined ground on the basis of which one or more Subject act jointly towards a common aim.

**58. Registered legal person** means a legal person defined in NON.CERTIFIX© Terms & Conditions.

**59. Registering legal person** means a legal person with a registered office in an EU Member State which is obliged to have transparent a part of its Corporate structure up to its Beneficial owner(s) certified in the Certification system. The Registering legal person must be entitled to act towards the Certificator on behalf of (i) Beneficial owner-in-lieu, (ii) Beneficial owner(s) and the following Subjects in its Corporate structure providing that they represent any of the following:

- (a) Main controlling subject(s) and, if they exist also
- (b) Main controlled subject(s), and if they exist also
- (c) Joint controlling subject(s), and if they exist also
- (d) Related jointly controlling subject(s).

**60. Registering natural person** means a natural person authorised to act on behalf of the Registering legal person either as a Direct representative or an Indirect representative.

**61. Related non-controlling** means having a Corporate interest at the same ownership level next to the Registering legal person or Main controlled or Main controlling subject whereby such exercise does not enable exertion of decisive influence whether individually or jointly.

**62. Related jointly controlling subject** means a Subject which has an interest in another Corporate subject next to the Registering legal person or a Controlling subject and exercises joint control with such Controlled subject or the Registering legal person. It includes Related jointly controlling collateral corporate subject or Related jointly controlling collateral corporate subject.

**63. Residual corporate interest** means a Corporate interest in a Corporate subject and/or Registering legal person above 0 % and up to 10 % of voting rights.

**64. Secondary subject** means a Subject which controls via Non-corporate control or a Subject which for another Subject mediates Corporate control via corporate interest or Corporate control through other means.

**65. Special corporate interest** means:

- (a) an interest in the form of shares admitted to trading on the regulated market and/or on the multilateral trading facility (MTF) and/or organised trading facility,

(b) own shares or own interest which is an interest which temporarily not owned by anyone or is temporarily held by the Corporate subject itself.

**66. Subject** means a Beneficial owner, Beneficial owner-in-lieu, Natural person, Ultimate public organisation, Ultimate private organisation, Corporate subject, or a Secondary subject.

**67. Subsidiary corporate subject** means the Corporate subject which is a part of the Subsidiary structure.

**68. Subsidiary structure** means the part of the Corporate structure which:

(a) is under a direct or indirect Control of the Registering legal person, and

(b) includes also Non-controlling subsidiary subject(s) and Pool of related residual collateral subjects.

**69. Superior interest** means Corporate interest defined in relative terms which is always in the amount above 10 % up to 99,99 % of voting rights and which is at the same time higher than at least one other Corporate interest above 10 %.

**70. Ultimate private organisation** means a private law entity which is not owned or controlled, but whose members are associated therein on the basis of primarily non-commercial interests.

**71. Ultimate public organisation** means a public law entity in which no other legal entity or arrangement can have a Corporate interest, but which can have a Corporate interest in a Corporate subject, but which can have a Corporate interest in a Corporate subject or Registering legal person. Ultimate public organisation includes State or an intra-state public subject or an international organisation.

## **Art. 2 – APPLICATION OF CERTIFIX UNIVERSAL DEFINITIONS**

1. These CERTIFIX Universal definitions apply to all Terms & Conditions and contractual documents of TXP Association z.s. which expressly refer to these CERTIFIX Universal definitions.

2. TXP Association z.s. may change these CERTIFIX Universal definitions from time to time. The information about the current version in force of these CERTIFIX Universal definitions is always indicated at the end of these CERTIFIX Universal definitions as the last information.

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