

ASSIGNMENT AGREEMENT No. 31122019

This **ASSIGNMENT AGREEMENT No. 31122019** is made on 31st of December 2019 (hereinafter referred to as the “Assignment Agreement”) on Curacao by and between:

FCG DEVELOPMENT LTD., a company, registered at 15 Foxfield, Close Northwood, United Kingdom, HA6 3NU, represented by Director Abigail Kalopong, acting on the basis of the Charter (hereinafter referred to as the “**Assignor**”), and

TRANSFORM BIZ CORP LTD., a company, duly incorporated under the laws of Seychelles, a company, registered at GLOBAL GATEWAY 8, RUE DE LA PERLE PROVIDENCE MAHE, SEYCHELLES represented by Director Sofia Ioannidou, acting on the basis of the Charter (hereinafter referred to as the “**Assignee**”), and

Favorit United N.V., duly incorporated under the laws of Curacao, registered at Abraham Mendez Chumaceiro Blvd. 50, Willemstad, Curaçao, represented by Managing Director Mr. Ihor Sosoniuk, acting on the basis of the Charter (hereinafter referred to as the “**Obligor**”),

hereinafter jointly referred to as the “**Parties**”,

WHEREAS:

(A) Assignor concluded with Obligor:

- LOAN AGREEMENT No. 0110 C-FU dated 01.10.2016, AMENDMENT No.1 dated 01.10.2016 and AMENDMENT No.2 dated 30.09.2019 under which the Assignor agreed to grant to the Obligor as the Borrower loan in the total amount of EUR 195 000.00 (one hundred ninety-five thousand euros 00 cents);

(B) Obligor (acting as a Borrower) concluded with Assignor:

- LOAN AGREEMENT No. 1811/14 dated 18.11.2014, AMENDMENT No.1 dated 01.10.2016 and AMENDMENT No.2 dated 30.09.2019 under which the Obligor as a Borrower is obliged to return to the Assignor loan in the total amount of EUR 195 000.00 (one hundred and ninety-five thousand euros 00 cents) or the part of it actually granted;

(C) The Parties hereby wish to confirm the terms and conditions on which the assignment shall take effect.

NOW IT IS AGREED AS FOLLOWS:

1. ASSIGNMENT OF RIGHTS AND OBLIGATIONS

1.1. With immediate effect, the Assignor hereby assigns and transfers to the Assignee, which assignment and transfer is hereby accepted by the Assignee all rights, benefits and obligations under or in relation to the Loan Agreement in the amount of EUR 183 000.00 (one hundred and eighty-three thousand euro and 00 cents) and interest in the amount of EUR 20 972.64 (twenty thousand nine hundred and seventy-two euro and 64 cents), owned by the Obligor to the Assignor.

1.2. The Parties agree that with effect from the date first written above:

1.2.1. the Assignee shall assume and perform the liabilities, duties and obligations of the Assignor under or in connection with the Loan Agreement and shall be entitled to the benefit of the Loan Agreement in place of Assignor and shall be bound by its terms in all respects as if the Assignee had originally been a party to the Loan Agreement in place of the Assignor; and

1.2.2. the Obligor shall perform its obligations under the Loan Agreement and shall be bound by its terms in all respects as if the Assignee had originally been a party in place of the Assignor.

2. CONSIDERATION

2.1. The Parties agreed that the Assignee shall pay the Consideration to the Assignor in the amount of EUR 203 972.64 (two hundred three thousand nine hundred and seventy-two euro and 64 cents).

3. OBLIGOR'S ACCEPTANCE OF ASSIGNMENT

3.1. The Obligor hereby confirms the assignment and transfer of the Loan Agreement from the Assignor to the Assignee pursuant to this Assignment Agreement.

4. GOVERNING LAW AND JURISDICTION

4.1. This Assignment Agreement is governed by and construed in accordance with the laws of the Curacao.

4.2. Any dispute, controversy or claim arising out of or in connection with this Assignment Agreement, including in relation to its performance, breach, termination or invalidity, shall be resolved by negotiations between the Parties.

4.3. This Assignment Agreement is executed in 3 (three) originals, each Party receiving one original.

ASSIGNOR
FCG DEVELOPMENT LTD.
15 Foxfield, Close
Northwood, United Kingdom,
HA6 3NU

Director
Ms. Abigail Kalopong



ASSIGNEE
TRANSFORM BIZ CORP LTD.
GLOBAL GATEWAY 8, RUE
DE LA PERLE PROVIDENCE
MAHE, SEYCHELLES

Director
Ms. Sofia Ioannidou



OBLIGOR
Favorit United N.V.
Abraham Mendez
Chumaceiro Blvd. 50,
Willemstad, Curaçao

Managing Director
Mr. Ihor Suseniuk

