



# ARTICLES OF ASSOCIATION

of a joint stock company

**Doosan Škoda Power a.s.**  
("Company")

**CONSOLIDATED VERSION AS AT 24 JANUARY 2025**

# CONTENTS

<b>PART ONE: BASIC INFORMATION ABOUT THE COMPANY</b> .....	4
<b>Article 1 Business name, registered office, identification number and website</b> .....	4
<b>Article 2 Legal form, duration and subordination to CCA</b> .....	4
<b>Article 3 Scope of business</b> .....	4
<b>PART TWO: SHARE CAPITAL AND ITS CHANGES</b> .....	5
<b>Article 4 Share capital</b> .....	5
<b>Article 5 Increase of share capital</b> .....	5
<b>Article 6 Decrease of share capital</b> .....	5
<b>PART THREE: SHARES AND BASIC SHAREHOLDER RIGHTS</b> .....	6
<b>Article 7 Shares</b> .....	6
<b>Article 8 Basic shareholder rights</b> .....	6
<b>PART FOUR: EMPLOYEE STOCK OPTION PLANS</b> .....	7
<b>Article 9 Option for employees to acquire shares on preferential terms (option plans)</b> .....	7
<b>PART FIVE: COMPANY’S INTERNAL STRUCTURE</b> .....	7
<b>Article 10 Internal structure and bodies</b> .....	7
<b>Article 11 General Meeting and its powers</b> .....	7
<b>Article 12 Convening the General Meeting</b> .....	9
<b>Article 13 Quorum of the General Meeting</b> .....	11
<b>Article 14 Participation in the General Meeting</b> .....	11
<b>Article 15 Proceedings and decisions of the General Meeting</b> .....	14
<b>Article 16 Decision-making outside the General Meeting (per rollam)</b> .....	15
<b>Article 17 Rules of Procedure of the General Meeting</b> .....	16
<b>Article 18 Board of Directors and its powers</b> .....	18
<b>Article 19 Composition and term of office of members of the Board of Directors</b> .....	20
<b>Article 20 Convening a meeting of the Board of Directors</b> .....	20
<b>Article 21 Meetings and decisions of the Board of Directors</b> .....	21
<b>Article 22 Duties of the members of the Board of Directors</b> .....	22
<b>Article 23 Remuneration of members of the Board of Directors</b> .....	22
<b>Article 24 Supervisory Board and its powers</b> .....	22
<b>Article 25 Composition and term of office of members of the Supervisory Board</b> .....	23
<b>Article 26 Convening a meeting of the Supervisory Board</b> .....	26
<b>Article 27 Meetings and decisions of the Supervisory Board</b> .....	27
<b>Article 28 Duties of the members of the Supervisory Board</b> .....	27
<b>Article 29 Remuneration of members of the Supervisory Board</b> .....	28
<b>Article 30 Audit Committee and its powers</b> .....	28
<b>Article 31 Composition and term of office of members of the Audit Committee</b> .....	29
<b>Article 32 Convening a meeting of the Audit Committee</b> .....	30

Article 33 Meetings and decisions of the Audit Committee.....	30
Article 34 Duties of the members of the Audit Committee .....	31
Article 35 Remuneration of members of the Audit Committee .....	32
<b>PART SIX: ACTING ON BEHALF OF THE COMPANY.....</b>	<b>32</b>
Article 36 Board of Directors .....	32
Article 37 Employees .....	32
Article 38 Procurists and other persons .....	32
Article 39 Guardian .....	33
<b>PART SEVEN: COMPANY ACCOUNTING .....</b>	<b>33</b>
Article 40 Accounting period (financial year).....	33
Article 41 Records and accounts .....	33
Article 42 Financial statements .....	33
Article 43 Method of distribution of profits.....	33
Article 44 Covering of losses .....	34
Article 45 Special-purpose funds.....	34
<b>PART EIGHT: FINAL PROVISIONS .....</b>	<b>35</b>
Article 46 Amendments to Articles of Association.....	35
Article 47 Dissolution, liquidation and winding up of the Company .....	35

## PART ONE: BASIC INFORMATION ABOUT THE COMPANY

### Article 1

#### Business name, registered office, identification number and website

- 1.1. The Company's business name is Doosan Škoda Power a.s.
- 1.2. The Company's registered office is in Pilsen, Czech Republic.
- 1.3. The Company's identification number is 491 93 864.
- 1.4. The Company's website is available at <https://www.doosanskodapower.com/>.

### Article 2

#### Legal form, duration and subordination to CCA

- 2.1. The Company's legal form is joint stock company.
- 2.2. The Company has been established for an indefinite period of time.
- 2.3. The Company has subordinated itself to the Czech Act No. 90/2012 Coll., on Commercial Companies and Cooperatives, as amended (the Czech Corporations Act, "**CCA**"). The Company is subject to the provisions of the CCA as a whole in accordance with Section 777(5) of the CCA.

### Article 3

#### Scope of business

- 3.1. The Company's scope of business is:
  - a) construction of structures, changes thereto, and demolition thereof;
  - b) construction design;
  - c) machining;
  - d) locksmithery, tool-making;
  - e) manufacture, installation, and repair of electrical machinery and appliances, electronic and telecommunication equipment;
  - f) installation, repair, inspection and testing of gas equipment and the filling of vessels with gas;
  - g) installation, repair, inspection and testing of pressure equipment and gas vessels;
  - h) manufacture of metal structures and fabricated metal products;
  - i) manufacture of electronic components, electrical equipment, and the manufacture and repair of electrical machinery, appliances and electronic equipment powered by low voltage;
  - j) manufacture of industrial machinery;
  - k) wholesale and retail trade;
  - l) provision of software, information technology consulting, data processing, hosting and related activities and web portals;
  - m) guidance and consulting activities, production of expert studies and opinions;
  - n) design of electrical equipment;
  - o) research and development in the field of natural and technical sciences or social sciences;
  - p) testing, measurement, analysis and inspections;
  - q) administrative services and services of an organisational and economic nature;

- r) installation, repair, inspection and testing of electrical equipment;
- s) installation, repair, inspection and testing of lifting equipment;
- t) land consolidation design;
- u) surface treatment and welding of metals and other materials;
- v) leasing and loaning of movables; and
- w) extra-curricular education, organisation of courses, training, including instructor services.

## **PART TWO: SHARE CAPITAL AND ITS CHANGES**

### **Article 4 Share capital**

- 4.1. The Company's share capital amounts to CZK 1,450,000,000.

### **Article 5 Increase of share capital**

- 5.1. The General Meeting decides on the increase of share capital under the conditions and in the manner as set out in the relevant provisions of the CCA. The Company's share capital may be increased:
- a) by subscribing for new shares;
  - b) from the Company's own resources; or
  - c) conditionally pursuant to Section 505(1) of the CCA, while a conditional increase of the share capital pursuant to Section 505(2) of the CCA is not permitted.
- 5.2. The General Meeting may authorise the Board of Directors to increase the Company's share capital in any of the ways set out in Art. 5.1; however, the amount of such increase of share capital is limited to a maximum of one half of the existing share capital at the time of such authorization. The increase of the share capital shall be carried out by the Company's Board of Directors in accordance with the resolution of the General Meeting, these Articles of Association and the provisions of the CCA.

### **Article 6 Decrease of share capital**

- 6.1. The General Meeting decides on the decrease of share capital under the conditions and in the manner as set out in the relevant provisions of the CCA, provided that the decrease of share capital cannot be carried out by way of withdrawing shares from circulation by drawing lots pursuant to Section 527 of the CCA. Decrease of the Company's share capital can be carried out by:
- a) reducing the nominal or book value of the Company's shares or interim certificates;
  - b) withdrawing shares from circulation by contract; or
  - c) refraining from issuing shares.
- 6.2. Further steps in connection with decrease of share capital shall be taken by the Board of Directors of the Company in accordance with the resolution of the General Meeting, these Articles of Association and the provisions of the CCA.
- 6.3. As a result of the Company's share capital decrease, the share capital may not fall below the minimum amount as set out in the CCA.

## PART THREE: SHARES AND BASIC SHAREHOLDER RIGHTS

### Article 7 Shares

- 7.1. The Company's share capital is divided into 29,000,000 pieces of ordinary book-entry registered shares with a nominal value of each share in the amount of CZK 50.
- 7.2. The Company's shares are freely transferable.
- 7.3. Each share carries 1 vote when voting at the Company's General Meeting.
- 7.4. The total number of votes in the Company is 29,000,000.
- 7.5. The shares carry rights and obligations under these Articles of Association and applicable laws.
- 7.6. The rights and obligations attached to an outstanding share may be attached to an interim certificate.
- 7.7. The Company's list of shareholders is replaced by a register of book-entry securities.

### Article 8 Basic shareholder rights

- 8.1. A shareholder is entitled to a share of the Company's profits (dividend) and other own resources approved by the Company's General Meeting for distribution to shareholders. A shareholder's share in the Company's profits and other own resources shall be determined by the ratio of the nominal value of the shares owned by the shareholder to the share capital of the Company.
- 8.2. In the event of the Company's liquidation, a shareholder is entitled to a share in the Company's liquidation balance.
- 8.3. A shareholder or shareholders of the Company who hold shares with an aggregate nominal value of at least 1% of the Company's share capital (further also as "**qualified shareholders**") have further rights set out in Section 365 et seq. of the CCA, in particular the right to:
  - a) request the Board of Directors to convene a General Meeting to discuss the matters proposed by such qualified shareholders;
  - b) request the Board of Directors to add a matter of their choice to the General Meeting's agenda;
  - c) request the Supervisory Board to review the Board of Directors' performance of its duties in the matters specified in their request;
  - d) to seek on behalf of the Company:
    - (i) the compensation for damage against a member of the Board of Directors or member of the Supervisory Board, or the fulfilment of their obligation, if any, arising from a settlement agreement pursuant to Section 53(3) of the CCA;
    - (ii) the compensation for damage against an influential person if such person causes damage to the Company; or
    - (iii) the payment of the issue price against a shareholder who is in default in paying it, and to represent the Company in such proceedings (including the subsequent enforcement of the judgment); and
  - e) for important reasons, file a petition to a court to appoint an expert for the purpose of reviewing the report on relations.
- 8.4. Shareholders have also other rights as set out in these Articles of Association and in the relevant laws.

## **PART FOUR: EMPLOYEE STOCK OPTION PLANS**

### **Article 9**

#### **Option for employees to acquire shares on preferential terms (option plans)**

- 9.1. Employees of the Company may acquire its shares on the preferential terms set out in Section 258 of the CCA by:
  - a) subscribing such shares at an exercise price determined by the Company's stock option plan;
  - b) not repaying the full price at which the Company purchased the shares for the employees; or
  - c) not having to pay the entire issue price.
- 9.2. Any difference between the part of the issue price paid by the employee and the issue price of the shares or the issue price and the price must be covered by the Company from its own resources.
- 9.3. The sum of all parts of the issue price or the purchase price of all shares not subject to payment by employees shall not exceed 10% of the Company's share capital at the time when the decision is taken to subscribe or sell shares to employees.
- 9.4. This Article shall also apply to employees of companies within the consolidation unit and employees of the Company and companies within the consolidation unit who have retired.

## **PART FIVE: COMPANY'S INTERNAL STRUCTURE**

### **Article 10**

#### **Internal structure and bodies**

- 10.1. The Company has a dualistic system of internal structure consisting of the Board of Directors and the Supervisory Board.
- 10.2. The Company's bodies are:
  - a) the General Meeting;
  - b) the Board of Directors;
  - c) the Supervisory Board; and
  - d) the Audit Committee.

### **Article 11**

#### **General Meeting and its powers**

- 11.1. The General Meeting is the supreme body of the Company.
- 11.2. In addition to other matters provided for by law or these Articles of Association, the powers of the General Meeting include:
  - a) deciding on a change to these Articles of Association, unless the change stems from share capital increase by the authorised Board of Directors or such change results from other legal facts;
  - b) deciding on changes in the amount of share capital and on authorising the Board of Directors to increase the share capital;
  - c) deciding on increasing the share capital by non-cash contributions;
  - d) deciding on the possibility of offsetting a shareholder's monetary claim against the Company's claim for repayment of the issue price by such shareholder;
  - e) deciding on issuance of convertible or priority bonds;

- f) deciding on the exclusion or limitation of preferential right to acquire convertible or priority bonds or on the exclusion or limitation of the shareholder's preferential right to increase the share capital by subscribing for new shares;
- g) electing and removing members of the Board of Directors and deciding on their remuneration, including the provision of other benefits to members of the Board of Directors within the meaning of Section 61 of the CCA and approving management contracts of members of the Board of Directors;
- h) electing and removing members of the Supervisory Board and deciding on their remuneration, including the provision of other benefits to members of the Supervisory Board within the meaning of Section 61 of the CCA, and approval of management contracts of members of the Supervisory Board;
- i) electing and removing members of the Audit Committee and deciding on their remuneration, including the provision of other benefits to members of the Audit Committee within the meaning of Section 61 of the CCA, and approval of management contracts members of the Audit Committee;
- j) appointing and removing the Company's auditor, and deciding on the auditor for the relevant accounting period (financial year), including approval of contract with the auditor;
- k) approving ordinary, extraordinary and consolidated financial statements and, in cases provided for by law, also interim financial statements;
- l) deciding on distribution of profits or other own resources or on covering losses;
- m) deciding whether to apply for admission of the Company's participating securities to trading on the European regulated market or to delist such securities from trading on the European regulated market;
- n) deciding to dissolve the Company with liquidation;
- o) appointing and removing a liquidator and deciding on his remuneration;
- p) approving final report on the liquidation process and proposal for the use of the liquidation balance;
- q) approving transfer or pledge of an enterprise or such a part thereof that would imply a significant change of the Company's actual scope of business or activities;
- r) approving silent partnership agreements and other agreements establishing the right to share in the Company's profits or other own resources;
- s) deciding on changing the type or form of shares, on changing the rights attached to shares, or on splitting or merging of shares;
- t) deciding on the acquisition of own shares by the Company, if the decision of the General Meeting is required by law;
- u) approving financial assistance pursuant to Section 311 et seq. of the CCA;
- v) deciding on the business transformation of the Company within the meaning of the Czech Act No. 125/2008 Coll., on business transformations of commercial companies and cooperatives, as amended;
- w) approving organisational measures related to the General Meeting proceedings;
- x) deciding on the establishment or termination of the reserve fund or other funds, including the manner in which such funds shall be created and replenished;
- y) discussion of measures proposed by the Board of Directors pursuant to Section 403 of the CCA;
- z) discussing the results of the Supervisory Board's supervisory activities pursuant to Sections 83(1) and 449 of the CCA;

- aa) giving instructions to the Board of Directors or the Supervisory Board and approving the operating principles of the Board of Directors and the Supervisory Board, unless they are contrary to law;
- bb) deciding on other matters which are delegated by laws or these Articles of Association to the General Meeting;
- cc) approving remuneration policy and remuneration report within the meaning of Section 121j et seq. of the Czech Act No. 256/2004 Coll., the Capital Market Undertakings Act, as amended ("**CMUA**"); and
- dd) approving significant transactions within the meaning of § 121s et seq. of the CMUA.

## **Article 12**

### **Convening the General Meeting**

- 12.1. The General Meeting shall be held as necessary, but at least once per accounting period (financial year), and always no later than 6 months after the last day of the preceding accounting period (financial year). The General Meeting shall also be convened at the request of a qualified shareholder, under the conditions laid down in the CCA and these Articles of Association.
- 12.2. The General Meeting is convened by the Board of Directors. Alternatively, the General Meeting may be convened by any member of the Board of Directors if:
  - a) the Board of Directors fails to convene the General Meeting without undue delay and the CCA requires the convening of such General Meeting; or
  - b) if the Board of Directors is not able to meet and pass resolutions for a long period of time.
- 12.3. In the event that the Company does not have an elected Board of Directors or the elected Board of Directors fails to perform its duties for a long period of time and the General Meeting is not convened even by any member of the Board of Directors, the General Meeting shall be convened by the Supervisory Board; the Supervisory Board may also convene the General Meeting if the interests of the Company so require. The Supervisory Board shall also propose necessary measures. If the Supervisory Board does not convene the General Meeting, any of Supervisory Board members may convene it.
- 12.4. The convenor shall publish an invitation to the General Meeting on the Company's website at least 30 days before the date of the General Meeting. Sending the invitation to the address of individual shareholders within the meaning of Section 406(1) of the CCA shall be replaced by publication of the invitation in the Czech Commercial Gazette.
- 12.5. If one or more qualified shareholders request the convening of a General Meeting and the requirements set out in Section 366 of the CCA are met, the Company's Board of Directors shall convene such General Meeting by publishing an invitation to the General Meeting on the Company's website and by publishing the invitation in the Czech Commercial Gazette so that it is held no later than 50 days from the date on which the request for such convening is received, in which case the time limit for publishing the invitation on the Company's website and publication of the invitation in the Czech Commercial Gazette shall be reduced to 21 days.
- 12.6. The invitation to the General Meeting contains at least:
  - a) the Company's business name and registered office;
  - b) the venue, date and time of the General Meeting;
  - c) an indication of whether an ordinary or substitute General Meeting is being convened;
  - d) the agenda of the General Meeting, including specification of the person(s) (if known to the convenor or proposed by the convenor), if such person is proposed to be appointed as a member of the Company's body;

- e) the record date for participation in the General Meeting and an explanation of its relevance to voting at the General Meeting;
- f) conditions for the exercise of shareholder rights at the General Meeting, or, if the Board of Directors so decides, further instructions and warnings concerning the exercise of these rights;
- g) a draft resolution of the General Meeting and the reasons for such resolution, and if no draft resolution is submitted to the General Meeting on the proposed matter, the invitation shall contain a statement of the Board of Directors on the proposed matter;
- h) if correspondence voting is allowed, the deadline for delivery of the shareholder's statement to the agenda of the General Meeting which may not be shorter than 15 days;
- i) if the agenda of the General Meeting contains also approval of the financial statements or consolidated financial statements, a notice to the shareholders of the possibility to get acquainted with the full text of the financial statements or consolidated financial statements on the Company's website, with the proviso that the financial statements or consolidated financial statements are published in this way for at least 30 days prior to the date of the General Meeting (but no later than as from the date of publication of the invitation to the General Meeting) until 30 days after their approval or non-approval;
- j) if the agenda of the General Meeting contains also approval of an amendment to the Articles of Association, also a brief and concise description and justification of the proposed amendments to the Articles of Association, including a notice of the shareholder's right to inspect the draft amendments to the Articles of Association free of charge at the Company's registered office or on the Company's website within the time limit specified in the invitation to the General Meeting;
- k) information that voting at the General Meeting may be carried out by technical means and the conditions for verifying the identity of the person entitled to exercise the right to vote by technical means and the identification of the shares to which the voting right exercised is attached; and
- l) any other requirements set out in these Articles of Association, in relevant laws or by decision of the convenor.

12.7. At the request of a qualified shareholder or qualified shareholders of the Company referred to in Section 365 of the CCA, the Board of Directors shall include the matter specified by them on the agenda of the General Meeting under conditions set out in Section 369 of the CCA or publish a supplement to the agenda of the General Meeting.

12.8. The General Meeting may decide that some of the matters on the agenda of the General Meeting shall be postponed to the next General Meeting or that they shall not be discussed at all. This shall not apply if the General Meeting is held at the request of a qualified shareholder, unless such qualified shareholder agrees with this.

12.9. Matters that have not been included on the agenda of the General Meeting may be discussed or decided at the General Meeting only if all shareholders agree with this.

12.10. Without complying with the requirements of the CCA and these Articles of Association relating to convening a General Meeting, the General Meeting may only be held if all shareholders agree with this.

12.11. The General Meeting may be called off, cancelled or rescheduled for a later date. The Company shall give notice of the calling off, cancellation or rescheduling of date of the General Meeting to the shareholders by way of publishing this information on the Company's website and in the Czech Commercial Gazette at least 1 week before the date of the General Meeting as originally announced; otherwise, the Company shall reimburse the shareholders who attended the General Meeting in accordance with the original invitation the expenses reasonably incurred in connection therewith. In case a General Meeting has been convened at the request of qualified shareholders, it may be cancelled or postponed only if those qualified shareholders agree with this.

- 12.12. No audio or video recordings may be created during a General Meeting without the prior consent of the General Meeting.

### **Article 13**

#### **Quorum of the General Meeting**

- 13.1. The General Meeting is quorable if shareholders are present who, on the record date for participation in the General Meeting, held shares with a nominal value exceeding 50% of the Company's share capital.
- 13.2. In assessing the quorum of the General Meeting and the results of voting at the General Meeting, no account shall be taken of shares or issued interim certificates to which no voting right is attached or where no voting right may be exercised under the law or these Articles of Association. This shall not apply if such shares or interim certificates temporarily acquire voting rights.
- 13.3. If the General Meeting is not quorable, the Board of Directors shall convene a substitute General Meeting in the manner provided by law and these Articles of Association without undue delay so that it is held within 6 weeks from the date on which the original General Meeting was convened. The invitation must be published on the Company's website and in the Czech Commercial Gazette no later than 15 days after the date on which the original general meeting was convened. The agenda of the substitute General Meeting shall be unchanged, provided that if the General Meeting loses its quorum during its session, the agenda of the substitute General Meeting shall include the items not discussed in the agenda of the original General Meeting.
- 13.4. The substitute General Meeting is quorable regardless of the number of shareholders present, which must be indicated in the invitation to the substitute General Meeting.

### **Article 14**

#### **Participation in the General Meeting**

- 14.1. A shareholder is entitled to participate in and vote at the General Meeting.
- 14.2. The General Meeting may be attended by a shareholder who is registered in the statutory register of book-entry securities as the owner of the Company's shares as at the record date for participation in the General Meeting, which is the 7th calendar day preceding the date of the General Meeting. The Board of Directors of the Company shall apply for an extract from the statutory register of book-entry securities as at such record date.
- 14.3. The shareholder is obliged to report any changes in his personal data that are recorded in the statutory register of book-entry securities without undue delay. The Company is not liable for any consequences of any failure on the part of the shareholder to comply with this obligation.
- 14.4. No person designated by the shareholder within the meaning of Section 399(2) of the CCA may be present with the shareholder at the General Meeting, with the exception of a person providing assistance to a shareholder who is a person with a disability in accordance with the relevant laws.
- 14.5. Shareholders may attend the General Meeting in person or by proxy based on a written power of attorney with a notarized signature of the relevant shareholder; such power of attorney must include:
- a) how many shares it relates to;
  - b) the total nominal value of those shares; and
  - c) whether it has been granted for representation at one or more General Meetings.
- 14.6. A shareholder may use a form for granting a power of attorney, which the Company will make available no later than on the date of publication of the invitation to the General Meeting at the registered office of the Company in paper form and on the Company's website in electronic form.

- 14.7. A shareholder may also notify the Company of the granting or revocation of a power of attorney by electronic means to the e-mail address specified in the invitation to the General Meeting no later than 6 days before the date of the General Meeting.
- 14.8. A shareholder may be represented at the General Meeting by only one proxy.
- 14.9. If the shares of the Company are jointly owned by more persons, the joint owners are the common shareholders and the shares are managed in relation to the Company only by the trustee of the common property (shares). The above rules for the representation of a shareholder by a proxy based on a power of attorney shall also apply to the representation of the trustee of the common property by a proxy based on a power of attorney.
- 14.10. A shareholder may also be represented at the General Meeting or in the exercise of other rights attached to the shares by a person registered in the statutory register of book-entry securities as a custodian or as a person authorised to exercise the rights attached to the shares. The authority of the custodian or such person to represent the shareholders at the General Meeting shall be evidenced by an extract from the statutory register of book-entry securities, which shall be provided by the Company. A person registered in the statutory register of book-entry securities as a custodian or as a person entitled to exercise rights attached to shares does not submit a power of attorney at a General Meeting. If a shareholder pursuant to the first sentence of this paragraph wishes to be present at the General Meeting in person or by proxy in a manner other than that as set out above, he shall, when registering his name in the list of participants at the General Meeting, submit an extract from such register of book-entry securities, in which the shares of the Company are registered, and which will prove that he was a shareholder of the Company on the record date, or deliver such extract to the Company electronically to the e-mail address specified in the invitation to the General Meeting no later than 6 days before the date of the General Meeting.
- 14.11. When registering in the list of participants at the General Meeting, the shareholder, or his proxy, is obliged, in addition to any extract from the statutory register of book-entry securities pursuant to Art. 14.10, submit the following documents (subject to the other formalities set out in Art. 14.19 and Art. 14.20 of these Statutes):
- a) shareholder – natural person:
    - (i) original identification (ID card or passport);
  - b) shareholder – legal entity:
    - (i) original identification (ID card or passport) of the person authorised to act on behalf of the shareholder – legal entity;
    - (ii) original or certified copy of a current (not older than 3 months) extract from the relevant public register or other document certifying the right of the person under Art. 14.11 par. b) point (i) to act on behalf of that shareholder – legal entity; and, if applicable
    - (iii) original or certified copy of a document other than an extract from the relevant public register certifying the right of the person under Art. 14.11 par. b) point (i) to act on behalf of that shareholder – legal entity;
  - c) shareholder's proxy acting on the basis of a power of attorney:
    - (i) original identification (ID card or passport);
    - (ii) original or a certified copy of the power of attorney with a notarized signature of the relevant shareholder including documents under Art. 14.11 par. b) if such proxy act on behalf of a shareholder – legal entity.
- 14.12. A shareholder or his proxy may send some or all of the documents necessary to prove the right to attend the General Meeting and to exercise the shareholder rights referred to in Art. 14.11 also in advance by mail or electronically to the Company's registered office address or e-mail address specified in the invitation to the General Meeting, as from the date of publication of such invitation, but always no later than 6 days before the date of the General Meeting. In the case of electronic form, such electronic documents must be

created by converting the original paper-form documents or their certified copies into an electronic form by way of procedure stipulated in the Czech Act No. 300/2008 Coll., on Electronic Acts and Authorised Conversion of Documents, as amended, with the exception of the identity card, for which it is sufficient to send an ordinary colour scan. In the case of sending paper versions, the shareholder or his proxy is also obliged to provide his e-mail contact for possible feedback from the Company pursuant to Art. 14.18.

- 14.13. General Meetings may be held not only in person ("offline") but also "online" using the Internet and appropriate technical means (e.g. via the MS Teams application), in which case the participants in such meeting must be able to:
- a) identify each other vocally and visually through a microphone and camera;
  - b) hear and see each other; and
  - c) comment electronically or orally on individual matters at the General Meeting.
- 14.14. A combined (offline and online) form of the General Meeting is also allowed.
- 14.15. Any method of attendance at the General Meeting must be indicated and admitted in the invitation to the General Meeting, e.g. due to the technical impossibility of notarization of some decisions of the General Meeting according to the relevant laws.
- 14.16. A shareholder or his proxy who intends to participate in the General Meeting in online mode (if such online mode is indicated and admitted in the invitation to the General Meeting) is obliged to announce this fact electronically to the Company's e-mail address indicated in the invitation to the General Meeting, as from the date of publication of such invitation, but always no later than 6 days before the date of the General Meeting. At the same time, he is obliged to send to the Company, within this period, the supporting documents referred to in Art. 14.11 necessary to prove the right to participate in the General Meeting and to exercise the shareholders' rights, in the manner specified in Art. 14.12 of these Articles of Association. This shall not deprive the shareholder of the right to attend the General Meeting in person.
- 14.17. Detailed conditions for voting and participation at the General Meeting using the Internet and relevant technical means, as well as conditions for verification of the identity of shareholders voting using technical means and verification of shares with such voting rights, shall be determined by the Company's Board of Directors. Information on these conditions will be included in the invitation to the General Meeting.
- 14.18. If a shareholder or his proxy makes use of the procedure under Art. 14.12 of these Articles of Association and the Company, after reviewing these documents, finds that their form or content is not sufficient in terms of the conditions set out in Art. 14.11, the Company shall notify the shareholder or his proxy of this fact without undue delay by e-mail, giving details of the relevant deficiencies and informing him that online participation of such shareholder or his proxy at the General Meeting is not possible (if this online mode is indicated and admitted in the invitation to the General Meeting), while the corrected or correct documents may be physically brought by the shareholder or his proxy directly to the General Meeting when entering them in the list of participants at the General Meeting.
- 14.19. Documents certified by foreign authorities, which are used by the shareholder or his proxy to prove his identity, must be certified (apostilled) or super-legalized, unless the Czech Republic has concluded an agreement on legal assistance with the country in which the document was certified.
- 14.20. All documents related to participating in, voting at or exercising other rights of a shareholder at the General Meeting must be submitted in Czech or English language. If documents (or verification clauses) are drawn up in a language other than Czech or English, a certified translation into Czech or English language must also be submitted.
- 14.21. The shareholders present at the General Meeting who prove themselves in the manner provided for in these Articles of Association shall be entered into the list of participants which shall include:
- a) the identification of the shareholder or, where applicable, his proxy; and

- b) the number and total nominal value of shares entitling the shareholder to vote, or an indication that the shares do not entitle the shareholder to vote.

14.22. If a shareholder participates in the General Meeting using technical means, this information shall be entered in the list of participants. If the Company refuses to enter a person into the list of participants, it shall indicate this fact in the list of participants, including the reason for such refusal. The list of participants shall be accompanied by powers of attorney for the shareholders' proxies as well as other documents proving the shareholder's representation by a proxy, custodian or other third party at the General Meeting. Each shareholder or his proxy shall always have at least the original of his identity card checked when entering the list of participants at the General Meeting, regardless of whether the shareholder or his proxy attends in person or by technical means. The list of participants shall be drawn up and the authenticity of the documents presented by the persons entered in the list of participants shall be certified by the convenor of the General Meeting (or a person designated by such convenor) by his signature on the list of participants.

14.23. Members of the Board of Directors, the Supervisory Board and the Audit Committee always attend the General Meeting. Persons who are advisable to comment on individual items on the agenda of the General Meeting, such as the Company's auditors or advisors, and persons who ensure the orderly conduct of the General Meeting, or any third party upon prior invitation by the Company's Board of Directors, may also attend the General Meeting.

## **Article 15**

### **Proceedings and decisions of the General Meeting**

15.1. The General Meeting shall elect at the beginning of the session its:

- a) Chairman;
- b) recorder;
- c) verifier of the minutes; and
- d) person or persons responsible for counting the votes.

15.2. Until the election of the Chairman of the General Meeting, the convenor or a person designated by such convenor shall preside over the General Meeting. The same shall apply if the Chairman of the General Meeting has not been elected or otherwise appointed. The powers and duties of the Chairman of the General Meeting shall also to any other person who presides over the General Meeting. If a General Meeting is convened by order of a court at the request of qualified shareholders and the court also appoints the Chairman of the General Meeting, the Chairman of such General Meeting shall be the person appointed by the court.

15.3. If no recorder, verifier of the minutes or person or persons responsible for counting the votes are elected, they shall be appointed by the convenor of the General Meeting. The General Meeting may decide that one person shall be the Chairman of the General Meeting and also the verifier of the minutes. The General Meeting may decide that the Chairman of the General Meeting shall also count the votes, provided that this does not jeopardise the proper conduct of the General Meeting.

15.4. The Company or persons entrusted with tasks related to the organisation and proper conduct of the General Meeting may, in accordance with the law, prevent participation in the General Meeting to:

- a) persons whose attendance may be prejudicial to the dignity and orderly conduct of the General Meeting, including persons whose dress, dirt or appearance is likely to disrupt the proceedings of the General Meeting or is manifestly contrary to the principles of decency; or
- b) armed persons.

- 15.5. Unless otherwise provided by relevant laws or these Articles of Association, the General Meeting shall decide by a majority vote of the shareholders present.
- 15.6. A shareholder may not exercise voting rights in cases provided for by laws.
- 15.7. Minutes of the General Meeting shall be taken and published on the Company's website no later than 15 days after the General Meeting, or sent to the shareholder's address upon request and at the shareholder's expense; such minutes must contain the following information:
  - a) the business name and registered office of the Company;
  - b) the place and time of the General Meeting;
  - c) the name of the Chairman, the recorder, the verifiers of the minutes and the persons responsible for counting the votes;
  - d) a description of the discussion of the individual matters on the agenda of the General Meeting;
  - e) the resolutions of the General Meeting, indicating the results of voting;
  - f) the content of a protest by a shareholder, a member of the Board of Directors or the Supervisory Board concerning a resolution of the General Meeting;
  - g) proposals and statements made during the General Meeting; and
  - h) list of participants.

## **Article 16**

### **Decision-making outside the General Meeting (per rollam)**

- 16.1. The General Meeting of the Company may adopt resolutions within its competence also by way of decision-making outside the meeting within the meaning of Sections 418 to 420 of the CCA, i.e. by means of "per rollam".
- 16.2. In the case of a per rollam resolution, the person authorized to convene the General Meeting shall notify all shareholders the draft resolution by its publishing on the Company's website and in the Czech Commercial Gazette; such per rollam resolution shall include:
  - a) the text of the proposed resolution and the reasons for it;
  - b) a period of not less than 10 days for the delivery of the shareholder's statement; such period shall commence on the date of notification of the proposal to all shareholders, which for these purposes shall be deemed to be the date of publication of the draft resolution on the Company's website;
  - c) the documents necessary for the adoption of the resolution; and
  - d) a record day.
- 16.3. The record day for the General Meeting to make resolutions outside the meeting (per rollam) is the 7th day preceding the date of notification of the draft resolution to all shareholders, i.e. the date of publication of the draft resolution on the Company's website. The person authorised to convene the General Meeting shall ensure that at least 15 days prior to the date of announcement of the proposal for a resolution outside the General Meeting (per rollam), a notice of intention to take resolutions outside the General Meeting (per rollam) is published on the Company's website, which shall include in particular information on how the shareholders may become acquainted with the proposals for resolutions and the relevant documents relating to such proposals and the rules for decision-making.
- 16.4. A shareholder of the Company or his proxy may provide a statement on the proposed resolution only in writing, while the following rules apply:
  - a) such statement shall bear the notarized signature of the shareholder or his proxy;

- b) such statement must be accompanied by all supporting documents required under Art. 14.11;
  - c) such statement, together with all supporting documents pursuant to Art. 14.11, must be sent to the Company by the shareholder or his proxy in paper or electronic form in accordance with the rules set out in Art. 14.12; and
  - d) such statement, together with all supporting documents pursuant to Art. 14.11, must be sent to the Company by the shareholder or his proxy in paper or electronic form within the time limit specified in Art. 16.2 par. b).
- 16.5. If the shareholder fails to deliver his consensual statement together with other supporting documents pursuant to Art. 16.4 in content and form acceptable to the Company within the time limit set out in Art. 16.2 par. b), the proposal pursuant to Art. 16.2 par. a) deems not to be accepted by such shareholder.
- 16.6. If the law requires that a resolution of a General Meeting be evidenced by a notarial deed, the draft per rollam resolution must also take the form of a notarial deed. In such a case, a copy of the notarial deed on the draft resolution shall be sent to the shareholders. The shareholder's statement shall also include the content of the draft resolution of the General Meeting to which such statement relates, and the shareholder's signature on the statement shall be notarized. The second sentence of Section 382(1), Section 416(2), the second sentence of Section 432(1) and the second sentence of Section 432(2) of the CCA shall apply. The decisive majority shall be calculated from the total number of votes of all shareholders.
- 16.7. The Company or the person authorised to convene the General Meeting shall notify all shareholders the result of the resolution of the General Meeting adopted by the per rollam procedure, including the date of its adoption, without undue delay from the date of its adoption by its publishing on the Company's website and in the Czech Commercial Gazette. Such resolution shall be adopted on the date on which the last shareholder's statement on the proposal is received, or on the expiry of the last day of the period set for the receipt of shareholders' statements if the number of votes required for the adoption of the resolution has been reached.

## **Article 17**

### **Rules of Procedure of the General Meeting**

- 17.1. Subject to the conditions set out in these Articles of Association, shareholders may exercise the rights granted by law at the Company's General Meeting, i.e. the right to:
- a) cast votes;
  - b) request and receive from the Company at the General Meeting an explanation of matters relating to the Company or persons controlled by it, if such explanation is necessary for the assessment of the content of the matters included in the General Meeting or for the exercise of his shareholder rights at such General Meeting;
  - c) make proposals and counterproposals, unless otherwise provided by law or unless the impossibility of a shareholder making a proposal or counterproposal arises from the nature of the matter under consideration; and
  - d) make protests.
- 17.2. In relation to the right to an explanation under Art. 17.1 let. b), the following rules apply:
- a) oral requests for explanation must be formulated in a concise and comprehensible manner and each shareholder is limited to 5 minutes when presenting his request for explanation;
  - b) written requests for explanation must be accompanied by the shareholder's name and surname, or the business name of the shareholder, and the signature of the shareholder or his proxy, whereby each shareholder must limit the scope of his request to a maximum of 1 standard page with font size 12;

- c) the Company shall provide the shareholder with an explanation of the matters relating to the General Meeting in progress directly at the General Meeting; if this is not possible due to the complexity of the explanation, it shall be provided to the shareholders within 15 days, even if it is no longer necessary for the consideration of the General Meeting or for the exercise of shareholder rights at the General Meeting;
- d) the Company may provide an explanation in the form of a summary answer to several questions of similar content, or refer to information that has been published on the Company's website no later than the day preceding the date of the General Meeting;
- e) an explanation may be refused in whole or in part if:
  - (i) its provision could cause harm to the Company or its controlled persons;
  - (ii) it is inside information or classified information under special laws; or
  - (iii) the requested information is publicly available.

17.3. Each shareholder is obliged:

- a) not to abuse its rights when exercising these rights, i.e. in particular to exercise such rights only in accordance with their purpose and in a manner that does not harm other shareholders or the Company or otherwise unreasonably interfere with their rights or legally protected interests;
- b) to act honestly, responsibly and in a manner that respects the purpose of the General Meeting (substantive discussion of the matters on its agenda) and its orderly and peaceful conduct;
- c) to follow, when exercising its rights, the instructions of the Chairman of the General Meeting issued in accordance with the law and these Articles of Association;
- d) to respect the rules and restrictions imposed by law and by these Articles of Association; and
- e) state clearly, concisely and understandably in every written submission and in every oral speech what right is being exercised and what is the content of the submission or speech.

17.4. The convenor of the General Meeting shall decide whether the shareholders shall vote by way of:

- a) electronic voting machines;
- b) ballot papers; or
- c) in any other appropriate way.

17.5. The Chairman of the General Meeting:

- a) is obliged to ensure that the General Meeting is acquainted with all duly made submissions or proposals and counter-proposals of shareholders;
- b) takes care of a dignified and undisturbed course of the General Meeting;
- c) is entitled (after consultation with the Board of Directors) to waive the time limit or allow the time or other limitation to be exceeded in exceptional cases for a particular shareholder if this is necessary for serious reasons beyond the control of the shareholder concerned;
- d) has the authority to direct the speeches of shareholders, or intervene in their speeches (for example, in case of apparently repetitive questions or in order to specify the content of a shareholder's speech); and
- e) ensures that the voting is conducted in such a way that minutes of the General Meeting can be drawn up or that the decision of the General Meeting can be certified by a notarial deed, if required by law, in particular ensuring that the voting persons provide their identification and, where appropriate, the identification of the represented shareholder and the number of shares with which they are voting.

- 17.6. For each item on the agenda of the General Meeting in which a draft resolution is to be submitted to the General Meeting, the following procedure shall be followed:
- a) first, the Board of Directors or a person authorised by it shall acquaint the General Meeting with all draft resolutions submitted by the elected bodies, including, where appropriate, the reasoning;
  - b) then, the Board of Directors or a person authorized by it shall acquaint the General Meeting with all duly submitted shareholder proposals and counterproposals;
  - c) following that, requests for clarification shall then be discussed, i.e. responses will be provided to the shareholder's request for clarification submitted in accordance with law and these Articles of Association; and
  - d) finally, a vote will be taken on the individual proposals, with a vote being taken:
    - (i) first on a proposal by one or more qualified shareholders referred to in Section 365 of the CCA, if the item has been placed on the agenda of the General Meeting pursuant to Section 367 or 369 of the CCA based on request by such qualified shareholders; then
    - (ii) on proposals of the Board of Directors; subsequently
    - (iii) on proposals of the Supervisory Board; and finally
    - (iv) on proposals and counterproposals of shareholders not listed in Section 365 of the CCA in the order in which they were submitted.
- 17.7. Once a submitted proposal is approved, no further proposals and counter-proposals related to that approved proposal are allowed.

## **Article 18**

### **Board of Directors and its powers**

- 18.1. The Board of Directors is the statutory body of the Company, which manages and represents the Company.
- 18.2. The Board of Directors decides on all matters of the Company, unless they are entrusted to other bodies of the Company by law or these Articles of Association.
- 18.3. The Board of Directors is governed by the policies and guidelines approved by the General Meeting, insofar as they are in accordance with the law and these Articles of Association.
- 18.4. The powers of the Board of Directors include, in addition to other matters provided for by law or these Articles of Association, in particular:
- a) carrying out business and operational management of the Company, in particular:
    - (i) creating the Company's development and investment concept and plans;
    - (ii) determining ways and means to ensure the development of the Company, determining economic management tools, especially in terms of financing, pricing and remuneration;
    - (iii) exercising the Company's rights as a shareholder in relation to the Company's shareholding or other ownership interest in another legal entity, including, if relevant, appointing the Company's representative to exercise such rights;
    - (iv) exercising the employer's rights under the relevant provisions of the Czech Act No. 262/2006 Coll., the Labour Code, as amended, including appointing and removing senior employees, determining their job description and deciding on their remuneration;
  - b) ensuring proper book-keeping;
  - c) submitting to the General Meeting for approval the ordinary, extraordinary and consolidated, and, where appropriate, interim financial statements and a proposal for distribution of profits or other own resources or covering of losses;

- d) submitting to the Supervisory Board for consideration and to the General Meeting for approval the annual report, including a report on the Company's business activities and the status of its assets;
- e) defining the subject matter of trade secret within the meaning of the relevant laws;
- f) convening the General Meeting and submitting to the General Meeting for discussion and approval matters within the General Meeting's powers;
- g) implementing resolutions of the General Meeting, insofar as they are in accordance with the law and these Articles of Association;
- h) organising the elections of one third of the Supervisory Board members by the Company's employees; in this context, the Board of Directors may issue election rules which shall include details pertaining to such elections;
- i) deciding on the use of the funds, except in cases where the use is for a purpose that is for the General Meeting to decide;
- j) increasing the Company's share capital in accordance with these Articles of Association;
- k) granting and revoking general corporate representation (procura), whereby the approval of the General Meeting is not required for the granting or revoking such representation (procura);
- l) submitting to the General Meeting a summary explanatory report pursuant to Section 118(9) of the CMUA, a remuneration policy and remuneration report pursuant to the CMUA, and a proposal to approve a significant transaction pursuant to Section 121s et seq. of the CMUA; and
- m) deciding on the content of the annual report according to Czech accounting laws and the semi-annual and annual reports according to CMUA.

18.5. The Board of Directors is obliged to inform the Supervisory Board of the implementation of the following decisions:

- a) approval of the Company's Long Range Plan.

18.6. The Board of Directors is obliged to submit for discussion and request prior opinion of the Supervisory Board on these matters:

- a) decision on the acquisition or increase of the Company's equity interest (shareholding) in other legal entities or on the granting of a premium by the Company to create equity outside the share capital of another legal entity or on any disposition of the equity interest (shareholding) in another company;
- b) approval of compliance policies governing the Company's rules of conduct, prevention of fraudulent conduct, prevention of corporate criminal liability, corrective actions and improvement measures in the areas of compliance, risk management, and the Company's internal control system; and
- c) decision on Corporate Social Responsibility (CSR), sponsorship, donation and philanthropy activities with respect to the Company's business areas, unless approved as part of the Company's annual financial plan.

18.7. The Board of Directors is obliged to submit the following matters to the Supervisory Board for discussion and seek prior approval:

- a) approval of general principles relating to the Company's operations and management in the form of one or more internal standards relating to approval procedures, or the allocation of competences in the execution of significant transactions.

18.8. The Board of Directors or an individual member of the Board of Directors may authorize another representative within the meaning of Section 438 of the Czech Act No. 89/2012 Coll., the Civil Code, as amended ("**Civil Code**"), to represent the Company in a given matter.

- 18.9. The Board of Directors may also delegate the decision-making of certain matters to individual members of the Board of Directors within the meaning of Section 156(2) of the Civil Code, in particular through the Company's internal regulations. The delegation of authority does not relieve the members of the Board of Directors of their duty to oversee how the Company's affairs are managed.
- 18.10. The Board of Directors may establish and dissolve committees as its advisory bodies for the purpose of its activities. The members of the committees of the Board of Directors shall be elected and removed by the Board of Directors. Board committees shall meet as necessary. The Board of Directors may adopt the statutes and/or rules of procedure of individual committees.

## **Article 19**

### **Composition and term of office of members of the Board of Directors**

- 19.1. The Board of Directors has 4 members, one of whom is always the Chairman and Chief Executive Officer (CEO) and one of whom is always the Vice-Chairman and Chief Financial Officer (CFO).
- 19.2. The members of the Board of Directors are elected and removed by the General Meeting.
- 19.3. The Board of Directors elect and removes its Chairman and Vice-Chairman from among its members.
- 19.4. The term of office of members of the Board of Directors is 3 years. A member of the Board of Directors may be removed and another one elected during the term of office. A member of the Board of Directors may be re-elected.
- 19.5. A member of the Board of Directors may resign from his position by written statement delivered to the Company and addressed to the Board of Directors. His office shall terminate on the date on which the resignation was or should have been considered by the Board of Directors of the Company. The Board of Directors shall consider the resignation without undue delay, but no later than at the next meeting after the written resignation has been delivered to the Company. If the resigning member gives notice of his resignation at a meeting of the Board of Directors, his office shall terminate at the expiration of 2 months after such notice, unless the Board of Directors, at his request, approves a different time of termination.
- 19.6. In case of termination of the office of a member of the Board of Directors for any other reason (e.g. expiry of the term of office, removal, or death), the General Meeting shall elect a new member of the Board of Directors within 2 months following such expiry.
- 19.7. If the number of members of the Board of Directors does not fall below half as a result of the termination of the office of a member of the Board of Directors, the Board of Directors may appoint (co-opt) a substitute member of the Board of Directors of the Company until the next meeting of the General Meeting of the Company. The term of office of the substitute member of the Board of Directors shall not be counted as part of the term of office of a member of the Board of Directors.
- 19.8. A member of the Board of Directors must conduct its duties within his office personally. However, this does not preclude a member of the Board of Directors from authorising another member of the Board of Directors in writing to vote on his behalf in his absence, in accordance with Section 159(2) of the Civil Code.

## **Article 20**

### **Convening a meeting of the Board of Directors**

- 20.1. The Board of Directors shall meet as required, at least once per two months, at the Company's registered office or at another location, or online, as agreed by all members of the Board of Directors.
- 20.2. Meetings of the Board of Directors shall be convened by the Chairman or, in his absence, by the Vice-Chairman by written (including e-mail) invitation. The invitation must be sent

to all members of the Board of Directors and all members of the Supervisory Board. An invitation to a meeting of the Board of Directors is not required if such meeting is to be held on a date in accordance with the meeting schedule approved by the Board of Directors.

- 20.3. Upon the written request of any member of the Board of Directors or upon the written request of the Supervisory Board, an extraordinary meeting of the Board of Directors must be convened by usually no later than 7 days after receipt of such request; such request must be substantiated and must include a proposal of the meeting's agenda.
- 20.4. The invitation to an ordinary meeting of the Board of Directors must include the place, date and time of the meeting and the agenda and must be sent to the members of the Board of Directors usually no later than 7 days before the date of the meeting, and in the case of an extraordinary meeting it must be sent usually no later than 2 days before the date of the meeting. If there is an important reason for convening the Board of Directors and each of the members of the Board of Directors is aware of it sufficiently in advance, an extraordinary meeting may be convened also orally or by telecommunication, even without adhering to the above seven-day or two-day periods referred to in this paragraph; the same shall apply in the event of a change of date, place or time of an ordinary or extraordinary meeting.

## **Article 21**

### **Meetings and decisions of the Board of Directors**

- 21.1. The Board of Directors takes decisions at its meetings. The meetings of the Board of Directors are chaired by its Chairman. In his absence, the Vice-Chairman of the Board of Directors shall chair the meeting.
- 21.2. Minutes of the Board of Directors meeting and its decisions shall be taken and signed by the Chairman and the recorder. The minutes of the meeting of the Board of Directors shall indicate name of the members of the Board of Directors who voted against individual decisions or abstained from voting, including their reasoning; members not named shall be deemed to have voted in favour of the decision. The chairperson shall ensure that copies of the minutes are sent to all members of the Board of Directors and the Supervisory Board without undue delay after the minutes have been drawn up.
- 21.3. The Board of Directors is quorable only if a majority of its members are present.
- 21.4. A simple majority of votes of all members of the Board of Directors is required for the adoption of a resolution of the Board of Directors, provided that one of the votes for the adoption of a resolution of the Board of Directors shall always be the vote of the Chairman of the Board of Directors.
- 21.5. Each member of the Board of Directors has 1 vote. In the event of an equality of votes of the members of the Board of Directors, the resolution shall be adopted if the Chairman of the Board of Directors votes in favour of the adoption of the resolution.
- 21.6. Individual proposals and counterproposals submitted to the Board of Directors shall be voted on by a show of hands.
- 21.7. Resolutions of the Board of Directors may also be taken outside the Board of Directors meeting (per rollam). In this case, the draft resolution is sent to the members of the Board of Directors in writing or electronically to their e-mail addresses. The member of the Board of Directors is obliged to deliver his written or electronic (also e-mail) statement to the Company within 5 working days from the date of receipt of the draft resolution. The proposed resolution shall be adopted when a majority of all members of the Board of Directors have expressed their opinion in favour of such resolution. If any member of the Board of Directors does not express his opinion within the time limit set for expressing his opinion, he shall be deemed to disagree. At the earliest meeting of the Board of Directors, per rollam resolutions must be entered in the minutes of the meeting.
- 21.8. Meetings of the Board of Directors may also be held by video conference, telephone conference or other technical means ensuring that the participants can hear each other, can comment on individual matters (electronically or verbally) and are able to identify

each other by voice or visually (e.g. via MS Teams). A member of the Board of Directors who votes in the above manner is deemed to be participating in the meeting of the Board of Directors. To pass such a resolution, a vote from a majority of all members of the Board of Directors is required.

- 21.9. The Board of Directors may, at its discretion and in accordance with applicable laws, invite members of other bodies of the Company, Company employees or other persons to attend meetings. However, members of the Supervisory Board shall always have the right to attend the meetings of the Board of Directors.
- 21.10. Further details concerning the meetings of the Board of Directors may be set out in the rules of procedure of the Board of Directors.
- 21.11. The costs associated with the meetings and other activities of the Board of Directors shall be borne by the Company.

## **Article 22**

### **Duties of the members of the Board of Directors**

- 22.1. Members of the Board of Directors are obliged to perform their duties with due professional care and must maintain confidentiality relating to information and facts, the disclosure of which to third parties could cause damage to the Company.
- 22.2. Members of the Board of Directors are obliged to respect the restrictions on non-competition and conflict of interest arising for them from the relevant laws and/or from the management contract, if such a contract has been concluded.
- 22.3. If a Company body entitled to elect a member of the Board of Directors has been expressly notified by the member of the Board of Directors of any of the circumstances relating to the non-competition prohibition or if this fact has arisen later and the member of the Board of Directors has drawn attention to it in writing, it shall be deemed that the member of the Board of Directors is not prohibited from the activity to which the non-competition prohibition relates. This shall not apply if such Company body has expressed its disapproval of the activity to which the non-competition applies within one month of the date on which such body was notified of this fact.
- 22.4. Members of the Board of Directors are obliged to attend the General Meeting of the Company.

## **Article 23**

### **Remuneration of members of the Board of Directors**

- 23.1. Members of the Board of Directors are entitled to remuneration under the terms and conditions set out in the management contract concluded between the member of the Board of Directors and the Company and in accordance with the remuneration policy pursuant to the relevant provisions of the CMUA. The management contract is approved, including amendments thereto, by the General Meeting of the Company.

## **Article 24**

### **Supervisory Board and its powers**

- 24.1. The Supervisory Board is the supervisory body of the Company which supervises the exercise of the powers of the Board of Directors and the Company's activities.
- 24.2. The Supervisory Board has powers relating to matters entrusted to it by laws or by these Articles of Association.
- 24.3. The Supervisory Board is governed by the policies and guidelines approved by the General Meeting, insofar as they are in accordance with the law and these Articles of Association. No one may give instructions to the Supervisory Board regarding the supervision of the exercise of the powers of the Company's Board of Directors.

- 24.4. The powers of the Supervisory Board include, in addition to other matters provided for by law or these Articles of Association, in particular:
- a) supervising the compliance with generally binding regulations, these Articles of Association and resolutions of the Company's General Meeting;
  - b) having the right to inspect all documents and records relating to the Company's business and to supervise if the Company's accounting records are kept properly and if the Company's business or other activities are conducted in accordance with the laws, these Articles of Association and resolutions of the Company's General Meeting;
  - c) reviewing ordinary, extraordinary, consolidated and, where appropriate, interim financial statements and the proposal for the distribution of profits or other own resources or the covering of losses and submitting an opinion to the General Meeting;
  - d) participating in the Company's General Meeting and informing the General Meeting of the results of its supervisory activities;
  - e) convening a General Meeting under the conditions set out in these Articles of Association or in relevant laws;
  - f) representing the Company against members of the Board of Directors in proceedings before courts or other authorities under the conditions set out in these Articles of Association or in relevant laws;
  - g) submitting statements, recommendations and proposals to the Board of Directors and the General Meeting of the Company in accordance with relevant laws and these Articles of Association;
  - h) having the right to be informed by the Board of Directors, in particular in cases referred to in Art. 18.5 of these Articles of Association;
  - i) providing opinions to the Board of Directors on matters pursuant to Art. 18.6 of these Articles of Association;
  - j) giving approval to the Board of Directors on matters pursuant to Art. 18.7 of these Articles of Association;
  - k) performing other activities that are imposed on the Supervisory Board by relevant laws, by the General Meeting or by these Articles of Association.
- 24.5. If the Supervisory Board (or even a member of the Supervisory Board individually) finds deficiencies in the Company's business activities, it shall submit them to the Board of Directors for discussion, possibly with a proposal to eliminate the identified deficiencies. If the Board of Directors does not draw the necessary consequences from the report of the Supervisory Board (or its member), the Supervisory Board (or its member) may convene a General Meeting to discuss the identified deficiencies and take the necessary measures.
- 24.6. The Supervisory Board may establish and dissolve committees as its advisory bodies for the purposes of its activities. The members of the committees of the Supervisory Board are elected and removed by the Supervisory Board. The Supervisory Board committees shall meet as necessary. The Supervisory Board may adopt the statutes and/or rules of procedure of individual committees.

## **Article 25**

### **Composition and term of office of members of the Supervisory Board**

- 25.1. The Supervisory Board has 6 members, one of whom is always the Chairman and one of whom is always the Vice-Chairman.
- 25.2. As the Company has more than 500 employees, two thirds of the Supervisory Board members are elected and removed by the General Meeting and one third of the Supervisory Board members are elected and removed by the Company's employees.
- 25.3. Each employee has 1 vote.

- 25.4. The right to elect a member of the Supervisory Board has an employee who has an employment contract with the Company:
- a) on the date of the election, if the election is held during one day; or
  - b) on the first day of the election, if the election is held during more days.
- 25.5. Employees may cast votes only in person; proxy voting is not permitted.
- 25.6. A member of the Supervisory Board elected by the employees can only be a person:
- a) who has an employment contract with the Company as at the date of the election and is not in a trial period as at that date;
  - b) with whom no agreement to terminate the employment relationship has been concluded, nor has a notice of dismissal or immediate termination of employment been given by or in respect of that person (if the election is held during more days, this condition must be met on each of those days);
  - c) who has been nominated as a member of the Supervisory Board in accordance with these Articles of Association and has given his/her prior written consent to his/her nomination; and
  - d) who does not infringe the non-competition clause set out in Art. 28.3, nor is in danger of such infringement.
- 25.7. The following entities may propose one or more candidates as a member of the Supervisory Board elected by the employees:
- a) the Board of Directors of the Company;
  - b) trade union or works council; or
  - c) a group of at least 10% of the employees who have an employment contract with the Company as at the date of delivery of the proposal of the candidate to the Company.
- 25.8. A candidate or candidates for election as a member of the Supervisory Board may be nominated, i.e. the nomination delivered to the Company or the relevant resolution of the Board of Directors adopted, no earlier than the date of the announcement of the election of the Supervisory Board member elected by the employees and no later than 10 days before:
- a) the date of the election; or
  - b) the first day of the election if the election is held during more days.
- 25.9. The election of a member of the Supervisory Board elected by the employees shall be announced by the Company's Board of Directors so as to take place no later than the 30th day following such announcement.
- 25.10. Elections and votes on the removal of a Supervisory Board member elected by the employees shall be conducted by ballot or other means ensuring the secrecy of the vote. The details of the organisation of the election and voting on the removal of a member of the Supervisory Board elected by the employees shall be determined by the Company's Board of Directors in the election regulations to be prepared and approved by the Board of Directors after consultation with the Company's trade union and the works council, if relevant.
- 25.11. The election of a member of the Supervisory Board by employees shall be valid if at least 35% of the Company's employees entitled to vote participate; if the election of a member of the Supervisory Board elected by employees or a voting on his/her removal is held during more days, compliance with this condition shall be assessed by the number of employees on the last day of the election or voting on removal. In case of invalid elections, the Board of Directors shall without undue delay organize substitute elections to be held no later than 30 days after the invalid elections; no new candidates may be proposed for the substitute elections and 20% of the Company's employees entitled to vote shall be required for its validity; text of the first sentence after the semicolon applies for such elections.

- 25.12. In case that the substitute elections are invalid, the Board of Directors shall without undue delay call new elections, for which all the provisions of these Articles of Association concerning the election of a Supervisory Board member elected by the employees shall apply.
- 25.13. If all candidates withdraw their candidacy prior to the election of a member of the Supervisory Board elected by the employees, the Board of Directors shall cancel the elections and without undue delay call organize new elections for which all provisions of these Articles of Association concerning the election of a member of the Supervisory Board elected by the employees shall apply.
- 25.14. The candidate(s) receiving the highest number of valid votes of the employees participating in the elections shall be elected as member(s) of the Supervisory Board elected by the employees.
- 25.15. The Supervisory Board elects and removes its Chairman and Vice-Chairman from among its members.
- 25.16. The term of office of the members of the Supervisory Board is 3 years. A member of the Supervisory Board may be removed another one elected during the term of office. A member of the Supervisory Board may be re-elected.
- 25.17. A member of the Supervisory Board cannot be, at the same time, a member of the Board of Directors, a procurist or a person authorised to act on behalf of the Company according to the entry in the Commercial Register.
- 25.18. A member of the Supervisory Board may resign from his position by written statement delivered to the Company and addressed to the Supervisory Board. His office shall terminate on the date on which the resignation was or should have been considered by the Supervisory Board of the Company. The Supervisory Board shall consider the resignation without undue delay, but no later than at the next meeting after the written resignation has been delivered to the Company. If the resigning member gives notice of his resignation at a meeting of the Supervisory Board, his office shall terminate at the expiration of 2 months after such notice, unless the Supervisory Board, at his request, approves a different time of termination.
- 25.19. In case of termination of the office of a member of the Supervisory Board elected by the General Meeting for any other reason (e.g. expiry of the term of office, removal, or death), the General Meeting shall elect a new member of the Supervisory Board within 2 months following such expiry. In case of termination of the office of a member of the Supervisory Board elected by the employees for any other reason (e.g. expiry of the term of office, removal, or death), the Board of Directors shall organize elections of a Supervisory Board member by the employees to be held within 2 months following such expiry. The office of a Supervisory Board member elected by the employees shall also cease upon the termination of the employee's employment contract with the Company.
- 25.20. If the Company serves a member of the Supervisory Board that has been elected by employees with a notice of employment termination or terminates the employment relationship with such employee immediately, or if such employee serves a notice of employment termination to the Company or terminates its employment relationship with the Company immediately, the Board of Directors may propose his removal and organize voting of the employees on the removal of such member of the Supervisory Board without undue delay.
- 25.21. A member of the Supervisory Board elected by the employees is obliged to notify the Board of Directors his violation of the non-competition clause set out in Art. 28.3 as well as the fact that such a breach is imminent. If a member of the Supervisory Board elected by the employees violates the non-competition or such violation of non-competition is imminent, the Board of Directors may propose the removal of such member of the Supervisory Board.
- 25.22. Notwithstanding any other provision of these Articles of Association, the following entities may propose the removal of a member of the Supervisory Board elected by the employees:

- a) the Board of Directors, if so provided by law, these Articles of Association, or for the protection of the Company's interests;
- b) trade union or works council; or
- c) a group of at least 10% of the employees who have an employment contract with the Company as at the date of delivery of the proposal of the candidate to the Company.

25.23. The vote on the removal of a Supervisory Board member elected by the employees shall be organised by the Board of Directors so that it takes place no later than 30 days after the receipt of the proposal for the removal of the Supervisory Board member elected by the employees of the Company, and if the removal of such Supervisory Board member is proposed by the Board of Directors, after the adoption of the relevant resolution of the Board of Directors.

25.24. A Supervisory Board member elected by the employees shall be removed if a majority of the employees participating in the vote on the removal of the Supervisory Board member elected by the employees vote in favour of the removal, and no minimum participation of employees is required for the vote to be valid; the provisions of these Articles of Association relating to the election of a Supervisory Board member elected by the employees set out above shall apply to the process of removal of a Supervisory Board member elected by the employees.

25.25. If the number of members of the Supervisory Board does not fall below half as a result of the termination of the office of a member of the Supervisory Board, the Supervisory Board may appoint (co-opt) a substitute member of the Supervisory Board of the Company until the next General Meeting of the Company. The term of office of the substitute member of the Supervisory Board shall not be counted as part of the term of office of a member of the Supervisory Board.

25.26. A member of the Supervisory Board must conduct its duties within his office personally. However, this does not preclude a member of the Supervisory Board from authorising another member of the Supervisory Board in writing to vote on his behalf in his absence, in accordance with Section 159(2) of the Civil Code.

## **Article 26**

### **Convening a meeting of the Supervisory Board**

26.1. The Supervisory Board shall meet as required, at least once per calendar quarter, at the Company's registered office or at another location, or online, as agreed by all members of the Supervisory Board.

26.2. Meetings of the Supervisory Board shall be convened by the Chairman or, in his absence, by the Vice-Chairman by written (including e-mail) invitation. The invitation must be sent to all members of the Supervisory Board. An invitation to a meeting of the Supervisory Board is not required if such meeting is to be held on a date in accordance with the meeting schedule approved by the Supervisory Board.

26.3. Upon the written request of any member of the Supervisory Board, an extraordinary meeting of the Supervisory Board must be convened by usually no later than 7 days after receipt of such request; such request must be substantiated and must include a proposal of the meeting's agenda.

26.4. The invitation to an ordinary meeting of the Supervisory Board must include the place, date and time of the meeting and the agenda and must be sent to the members of the Supervisory Board usually no later than 7 days before the date of the meeting, and in the case of an extraordinary meeting it must be sent usually no later than 2 days before the date of the meeting. If there is an important reason for convening the Supervisory Board and each of the members of the Supervisory Board is aware of it sufficiently in advance, an extraordinary meeting may be convened also orally or by telecommunication, even without adhering to the above seven-day or two-day periods referred to in this paragraph; the same shall apply in the event of a change of date, place or time of an ordinary or extraordinary meeting.

## **Article 27**

### **Meetings and decisions of the Supervisory Board**

- 27.1. The Supervisory Board takes decisions at its meetings. The meetings of the Supervisory Board are chaired by its Chairman. In his absence, the Vice-Chairman of the Supervisory Board shall chair the meeting.
- 27.2. Minutes of the Supervisory Board meeting and its decisions shall be taken and signed by the Chairman and the recorder. The minutes of the meeting of the Supervisory Board shall indicate name of the members of the Supervisory Board who voted against individual decisions or abstained from voting, including their reasoning; members not named shall be deemed to have voted in favour of the decision. The chairperson shall ensure that copies of the minutes are sent to all members of the Supervisory Board without undue delay after the minutes have been drawn up.
- 27.3. The Supervisory Board is quorable only if a majority of its members are present.
- 27.4. A simple majority of votes of all members of the Supervisory Board is required for the adoption of a resolution of the Supervisory Board, provided that one of the votes for the adoption of a resolution of the Supervisory Board shall always be the vote of the Chairman of the Supervisory Board.
- 27.5. Each member of the Supervisory Board has 1 vote. In the event of an equality of votes of the members of the Supervisory Board, the resolution shall be adopted if the Chairman of the Supervisory Board votes in favour of the adoption of the resolution.
- 27.6. Individual proposals and counterproposals submitted to the Supervisory Board shall be voted on by a show of hands.
- 27.7. Resolutions of the Supervisory Board may also be taken outside the Supervisory Board meeting (per rollam). In this case, the draft resolution is sent to the members of the Supervisory Board in writing or electronically to their e-mail addresses. The member of the Supervisory Board is obliged to deliver his written or electronic (also e-mail) statement to the Company within 5 working days from the date of receipt of the draft resolution. The proposed resolution shall be adopted when a majority of all members of the Supervisory Board have expressed their opinion in favour of such resolution. If any member of the Supervisory Board does not express his opinion within the time limit set for expressing his opinion, he shall be deemed to disagree. At the earliest meeting of the Supervisory Board, per rollam resolutions must be entered in the minutes of the meeting.
- 27.8. Meetings of the Supervisory Board may also be held by video conference, telephone conference or other technical means ensuring that the participants can hear each other, can comment on individual matters (electronically or verbally) and are able to identify each other by voice or visually (e.g. via MS Teams). A Supervisory Board member who votes in the above manner is deemed to be participating in the meeting of the Supervisory Board. To pass such a resolution, a vote from a majority of all members of the Supervisory Board is required.
- 27.9. The Supervisory Board may, at its discretion and in accordance with applicable laws, invite members of other bodies of the Company, Company employees or other persons to attend meetings.
- 27.10. Further details concerning the meetings of the Supervisory Board may be set out in the rules of procedure of the Supervisory Board.
- 27.11. The costs associated with the meetings and other activities of the Supervisory Board shall be borne by the Company.

## **Article 28**

### **Duties of the members of the Supervisory Board**

- 28.1. Members of the Supervisory Board are obliged to perform their duties with due professional care and must maintain confidentiality relating to information and facts, the disclosure of which to third parties could cause damage to the Company.

- 28.2. Members of the Supervisory Board are obliged to respect the restrictions on non-competition and conflict of interest arising for them from the relevant laws and/or from the management contract, if such a contract has been concluded.
- 28.3. If the General Meeting has been expressly notified by the member of the Supervisory Board of any of the circumstances relating to the non-competition prohibition or if this fact has arisen later and the member of the Supervisory Board has drawn attention to it in writing, it shall be deemed that the member of the Supervisory Board is not prohibited from the activity to which the non-competition prohibition relates. This shall not apply if the General Meeting has expressed its disapproval of the activity to which the non-competition applies within one month of the date on which the General Meeting was notified of this fact.
- 28.4. Members of the Supervisory Board are obliged to attend the General Meeting of the Company and to inform the General Meeting of the results of their supervisory activities.

## **Article 29**

### **Remuneration of members of the Supervisory Board**

- 29.1. Members of the Supervisory Board are entitled to remuneration under the terms and conditions set out in the management contract concluded between the member of the Supervisory Board and the Company and in accordance with the remuneration policy pursuant to the relevant provisions of the CMUA. The management contract is approved, including amendments thereto, by the General Meeting of the Company.

## **Article 30**

### **Audit Committee and its powers**

- 30.1. The Audit Committee is a specific body established pursuant to the provisions of Section 44 et seq. of the Czech Act No. 93/2009 Coll., on Auditors, as amended ("**Auditors Act**").
- 30.2. Without prejudice to the responsibilities of the members of the Board of Directors or the Supervisory Board, the Audit Committee shall be responsible in particular for the following activities:
  - a) monitoring the effectiveness of internal control and risk management systems;
  - b) monitoring the effectiveness of internal audit and its functional independence, if an internal audit function is established;
  - c) monitoring the process of preparing the financial statements and consolidated financial statements and the sustainability report and making recommendations to the Board of Directors and the Supervisory Board to ensure the integrity of the accounting and financial reporting systems;
  - d) recommending the auditor to carry out the statutory audit to the Supervisory Board with due justification for such recommendation;
  - e) assessing the independence of the auditor performing the statutory audit and the provision of non-audit services to the Company by the auditor;
  - f) discussing the risks with the auditor pertaining to the auditor's independence and the safeguards taken by the auditor to mitigate those risks;
  - g) monitoring the statutory audit process and verifying the sustainability report;
  - h) commenting on the termination of the statutory audit contract or withdrawal from the statutory audit contract;
  - i) informing the Supervisory Board of the outcome of the statutory audit and verification of the sustainability report and its findings from the monitoring of the statutory audit process and the verification of the sustainability report;
  - j) informing the Supervisory Board how the statutory audit has contributed to ensuring the integrity of the Company's accounting and financial reporting systems;
  - k) approving the provision of other non-audit services; and

- l) the exercise of other competences pursuant to the provisions of Section 44a et seq. of the Auditors Act or directly applicable European Union laws.
- 30.3. The Audit Committee discusses on an ongoing basis reports on significant matters arising from the statutory audit and the verification of the sustainability report, in particular any material weaknesses in internal control in relation to the process of preparing the financial statements or consolidated financial statements.
- 30.4. If the Audit Committee receives an additional auditor's report pursuant to the relevant provisions of the Auditors Act, it shall discuss it and, upon request, forward it to the Board of Directors, the Supervisory Board and the Public Audit Oversight Board without undue delay.
- 30.5. The Audit Committee is entitled to inspect documents and records relating to the Company's business to the extent necessary for the performance of its activities.
- 30.6. The Audit Committee shall produce an activity report once a year, assessing its activities, and shall provide this report to the Public Audit Oversight Board.

### **Article 31**

#### **Composition and term of office of members of the Audit Committee**

- 31.1. The Audit Committee has 3 members, one of whom is always the Chairman and one of whom is always the Vice-Chairman.
- 31.2. The members of the Audit Committee are elected and removed by the General Meeting from the non-executive members of the Supervisory Board or from third parties. If the number of non-executive members of the Supervisory Board is not sufficient to meet the minimum number of members of the Audit Committee, the number of members shall be supplemented by third parties appointed by the Supervisory Board. If the number of non-executive members of the Supervisory Board exceeds the number of members of the Audit Committee, the Supervisory Board shall determine which of its non-executive members shall be members of the Audit Committee.
- 31.3. The Audit Committee elect and removes its Chairman and Vice-Chairman from among its members; the Chairman of the Audit Committee shall be independent within the meaning of the relevant provisions of the Auditors Act.
- 31.4. The term of office of members of the Audit Committee is 3 years. A member of the Audit Committee may be removed and another one elected during the term of office. A member of the Audit Committee may be re-elected.
- 31.5. A member of the Audit Committee may resign from his position by written statement delivered to the Company and addressed to the Audit Committee. His office shall terminate on the date on which the resignation was or should have been considered by the Audit Committee of the Company. The Audit Committee shall consider the resignation without undue delay, but no later than at the next meeting after the written resignation has been delivered to the Company. If the resigning member gives notice of his resignation at a meeting of the Audit Committee, his office shall terminate at the expiration of 2 months after such notice, unless the Audit Committee, at his request, approves a different time of termination.
- 31.6. In case of termination of the office of a member of the Audit Committee for any other reason (e.g. expiry of the term of office, removal, or death), the General Meeting shall elect a new member of the Audit Committee within 2 months following such expiry.
- 31.7. If the number of members of the Audit Committee does not fall below half as a result of the termination of the office of a member of the Audit Committee, the Audit Committee may appoint (co-opt) a substitute member of the Audit Committee of the Company until the next meeting of the General Meeting of the Company. The term of office of the substitute member of the Audit Committee shall not be counted as part of the term of office of a member of the Audit Committee.

- 31.8. A member of the Audit Committee must conduct its duties within his office personally. However, this does not preclude a member of the Audit Committee from authorising another member of the Audit Committee in writing to vote on his behalf in his absence, in accordance with Section 159(2) of the Civil Code.
- 31.9. The majority of members of the Audit Committee must be independent and professionally competent within the meaning of the relevant provisions of the Auditors Act. The independence and professional competence of the proposed members of the Audit Committee shall be assessed by the Supervisory Board, which shall report the result of its assessment to the General Meeting before the vote on the election of the members of the Audit Committee, together with a duly signed affidavit of the proposed members of the Audit Committee on their independence and professional competence. If the proposed members of the Audit Committee do not sign such an affidavit, they shall be deemed not to be independent and/or not to be professionally competent.
- 31.10. At least one member of the Audit Committee must be a person who is or has been a statutory auditor or a person whose knowledge of or experience in accounting provides a prerequisite for the proper performance of the duties of an Audit Committee member with respect to the industry in which the Company operates; such Audit Committee member must always be independent.
- 31.11. Members of the Audit Committee cannot be members of the Board of Directors or procurists. Only a natural person may be a member of the Audit Committee.

## **Article 32**

### **Convening a meeting of the Audit Committee**

- 32.1. The Audit Committee shall meet as required, at least twice per calendar year, at the Company's registered office or at another location, or online, as agreed by all members of the Audit Committee.
- 32.2. Meetings of the Audit Committee shall be convened by the Chairman or, in his absence, by the Vice-Chairman by written (including e-mail) invitation. The invitation must be sent to all members of the Audit Committee. An invitation to a meeting of the Audit Committee is not required if such meeting is to be held on a date in accordance with the meeting schedule approved by the Audit Committee.
- 32.3. Upon the written request of any member of the Bo Audit Committee, an extraordinary meeting of the Audit Committee must be convened by usually no later than 7 days after receipt of such request; such request must be substantiated and must include a proposal of the meeting's agenda.
- 32.4. The invitation to an ordinary meeting of the Audit Committee must include the place, date and time of the meeting and the agenda and must be sent to the members of the Audit Committee usually no later than 7 days before the date of the meeting, and in the case of an extraordinary meeting it must be sent usually no later than 2 days before the date of the meeting. If there is an important reason for convening the Audit Committee and each of the members of the Audit Committee is aware of it sufficiently in advance, an extraordinary meeting may be convened also orally or by telecommunication, even without adhering to the above seven-day or two-day periods referred to in this paragraph; the same shall apply in the event of a change of date, place or time of an ordinary or extraordinary meeting.

## **Article 33**

### **Meetings and decisions of the Audit Committee**

- 33.1. The Audit Committee takes decisions at its meetings. The meetings of the Audit Committee are chaired by its Chairman. In his absence, the Vice-Chairman of the Audit Committee shall chair the meeting.
- 33.2. Minutes of the Audit Committee meeting and its decisions shall be taken and signed by the Chairman and the recorder. The minutes of the meeting of the Audit Committee shall indicate name of the members of the Audit Committee who voted against individual

decisions or abstained from voting, including their reasoning; members not named shall be deemed to have voted in favour of the decision. The chairperson shall ensure that copies of the minutes are sent to all members of the Audit Committee without undue delay after the minutes have been drawn up.

- 33.3. The Audit Committee is quorable only if a majority of its members are present.
- 33.4. A simple majority of votes of all members of the Audit Committee is required for the adoption of a resolution of the Audit Committee, provided that one of the votes for the adoption of a resolution of the Audit Committee shall always be the vote of the Chairman of the Audit Committee.
- 33.5. Each member of the Audit Committee has 1 vote. In the event of an equality of votes of the members of the Audit Committee, the resolution shall be adopted if the Chairman of the Audit Committee votes in favour of the adoption of the resolution.
- 33.6. Individual proposals and counterproposals submitted to the Audit Committee shall be voted on by a show of hands.
- 33.7. Resolutions of the Audit Committee may also be taken outside the Audit Committee meeting (per rollam). In this case, the draft resolution is sent to the members of the Audit Committee in writing or electronically to their e-mail addresses. The member of the Audit Committee is obliged to deliver his written or electronic (also e-mail) statement to the Company within 5 working days from the date of receipt of the draft resolution. The proposed resolution shall be adopted when a majority of all members of the Audit Committee have expressed their opinion in favour of such resolution. If any member of the Audit Committee does not express his opinion within the time limit set for expressing his opinion, he shall be deemed to disagree. At the earliest meeting of the Audit Committee, per rollam resolutions must be entered in the minutes of the meeting.
- 33.8. Meetings of the Audit Committee may also be held by video conference, telephone conference or other technical means ensuring that the participants can hear each other, can comment on individual matters (electronically or verbally) and are able to identify each other by voice or visually (e.g. via MS Teams). A member of the Audit Committee who votes in the above manner is deemed to be participating in the meeting of the Audit Committee. To pass such a resolution, a vote from a majority of all members of the Audit Committee is required.
- 33.9. The Audit Committee may, at its discretion and in accordance with applicable laws, invite members of other bodies of the Company, Company employees or other persons to attend meetings.
- 33.10. Further details regarding the meetings of the Audit Committee may be set out in the rules of procedure of the Audit Committee.
- 33.11. The costs associated with the meetings and other activities of the Audit Committee shall be borne by the Company.

## **Article 34**

### **Duties of the members of the Audit Committee**

- 34.1. Members of the Audit Committee are obliged to perform their duties with due professional care and must maintain confidentiality relating to information and facts, the disclosure of which to third parties could cause damage to the Company.
- 34.2. The members of the Audit Committee are obliged to respect the restrictions on non-competition and conflict of interest arising for them from the relevant laws and/or from the management contract, if such a contract has been concluded.
- 34.3. If a Company body entitled to elect a member of the Audit Committee has been expressly notified by the member of the Audit Committee of any of the circumstances relating to the non-competition prohibition or if this fact has arisen later and the member of the Audit Committee has drawn attention to it in writing, it shall be deemed that the member of the Audit Committee is not prohibited from the activity to which the non-competition

prohibition relates. This shall not apply if such Company body has expressed its disapproval of the activity to which the non-competition applies within one month of the date on which such body was notified of this fact.

- 34.4. The members of the Audit Committee are required to attend the Company's General Meeting and report the results of their audit activities to the General Meeting.

### **Article 35**

#### **Remuneration of members of the Audit Committee**

- 35.1. Members of the Audit Committee are entitled to remuneration under the terms and conditions set out in the management contract concluded between the member of the Audit Committee and the Company and in accordance with the remuneration policy pursuant to the relevant provisions of the CMUA. The management contract is approved, including amendments thereto, by the General Meeting of the Company.

## **PART SIX: ACTING ON BEHALF OF THE COMPANY**

### **Article 36**

#### **Board of Directors**

- 36.1. Two members of the Board of Directors act jointly on behalf of the Company, at least one of whom must be the Chairman or Vice-Chairman of the Board of Directors,.
- 36.2. Signing on behalf of the Company is done by adding the signature of the relevant members of the Board of Directors to the Company's business name together with the designation of their position.
- 36.3. The Board of Directors may authorize one of the members of the Board of Directors to represent the Company independently in certain legal matters.

### **Article 37**

#### **Employees**

- 37.1. The Company's employees also act and sign on behalf of the Company in relation to third parties within the scope of authorization according to the relevant internal regulations of the Company.
- 37.2. Such employees shall be bound in particular by the scope of the delegation granted and by the provisions of the relevant internal regulations of the Company.
- 37.3. These employees shall sign by adding their signature to the Company's business name and legibly stating their name, surname and position held.

### **Article 38**

#### **Procurists and other persons**

- 38.1. The Board of Directors may grant and revoke general corporate representation (procura) as necessary, and the approval of the General Meeting is not required for the granting or revoking such procura. The procurist shall sign by adding his signature to the Company's business name and the information indicating the procura.
- 38.2. Other persons shall also act and sign on behalf of the Company on the basis of a written power of attorney granted by the Company's Board of Directors, and, where applicable, other representatives of the Company in accordance with relevant laws.

## **Article 39**

### **Guardian**

- 39.1. If the Board of Directors does not have a sufficient number of members to make decisions, a court shall, on the petition of person who proves its legal interest, appoint the missing members for the period until new members are elected in accordance with the procedure set out in these Articles of Association; otherwise the court shall appoint a guardian for the Company, even without special petition, whenever the court becomes aware of it in the course of its activity.
- 39.2. The court shall appoint a guardian for the Company, even without a petition, if:
- a) the interests of a director are in conflict with the interests of the Company; and, at the same time
  - b) the Company does not have another member of a corporate body capable of representing the Company.

## **PART SEVEN: COMPANY ACCOUNTING**

### **Article 40**

#### **Accounting period (financial year)**

- 40.1. The accounting period (financial year) shall be the calendar year, unless otherwise specified in the relevant laws.

### **Article 41**

#### **Records and accounts**

- 41.1. The Company's records and accounts are kept in a manner consistent with the relevant laws.

### **Article 42**

#### **Financial statements**

- 42.1. The Board of Directors is responsible for the preparation of the financial statements and the proposal for the distribution of profit or other own resources, including the amount and method of payment of the profit share or the proposal for the payment of the Company's losses. The Board of Directors shall submit the prepared financial statements, after verification by the auditor, together with the above proposals to the Supervisory Board for review. The financial statements reviewed by the Supervisory Board shall then be submitted by the Board of Directors to the General Meeting for approval. The Supervisory Board shall also submit a report on the result of its review to the General Meeting.
- 42.2. The Company's auditor for the relevant accounting period (financial year) is appointed by the Company's General Meeting. The contract with the auditor shall be concluded by the Board of Directors after its approval by the General Meeting.
- 42.3. The financial statements shall be prepared in a manner consistent with applicable laws and proper accounting principles so as to give a full account of the financial position of the Company.

### **Article 43**

#### **Method of distribution of profits**

- 43.1. The distribution of the Company's profit or other own resources is decided by the General Meeting based on a proposal made by the Board of Directors after review of such proposal by the Supervisory Board.

- 43.2. The Company's profit earned in the accounting period (financial year), after fulfilling tax obligations under generally binding laws or other performance of a similar nature, is used as decided by the General Meeting:
- a) for allocation to the reserve fund;
  - b) to cover losses from previous years;
  - c) for payment of share of the Company's profits (dividend);
  - d) for allocation to other funds of the Company, if any; and, if relevant
  - e) for other purposes, if relevant laws allow it.
- 43.3. The General Meeting may further decide that all or part of the net profit or its undistributed part shall be transferred to the retained earnings account of previous years.
- 43.4. The share in profit and other own resources and the advance on the profit share may be paid in cash or in kind by way of transfer of shares or assignment of receivables or other consideration in kind. In case of a payment in kind of a share of profits and other own resources or an advance on a share of profits, the amount of the non-cash consideration must be quantified in money, i.e. determined as a fair value based on an expert valuation. The profit share and other own resources and the advance on the profit share may be set off against the Company's claims against the shareholder or shareholder, provided that these are not claims that are ineligible for set-off (i.e. uncertain or indeterminate) or claims that cannot be set off due to legal or contractual restrictions.

#### **Article 44** **Covering of losses**

- 44.1. The General Meeting decides on covering of the Company's losses based on a proposal made by the Board of Directors after review of such proposal by the Supervisory Board.
- 44.2. The Company's loss is primarily covered by the reserve fund, if such reserve fund has been established. The General Meeting may further decide that the loss shall be covered:
- a) from the Company's other funds, unless such funds are legally restricted for other purposes;
  - b) by reducing the Company's share capital; or
  - c) in other ways determined by relevant laws.
- 44.3. The General Meeting may also decide that the accounting loss shall not be covered, with the proviso that it shall be transferred to the account of loss carried forward.

#### **Article 45** **Special-purpose funds**

- 45.1. The Company may, based on a decision of the General Meeting:
- a) establish or dissolve voluntary special-purpose (e.g. reserve, capital or other) funds; or
  - b) change the nature or purpose of existing voluntary funds to funds with different purpose.
- 45.2. The Company establishes a mandatory special reserve fund in cases provided for by relevant laws.

## **PART EIGHT: FINAL PROVISIONS**

### **Article 46**

#### **Amendments to Articles of Association**

- 46.1. The General Meeting decides on amendments to these Articles of Association by a two-thirds majority of the votes of the shareholders present. Such decision shall be certified by a notarial deed.
- 46.2. A decision of the General Meeting resulting in a change in the content of the Articles of Association shall replace the decision to amend the Articles of Association. Such a decision of the General Meeting shall be certified by a notarial deed.
- 46.3. If it is not clear from the decision of the General Meeting how the Articles of Association are to be amended, the Board of Directors shall amend their content in accordance with the decision of the General Meeting. The decision of the Board of Directors to amend the content of the Articles of Association shall be certified by a notarial deed.
- 46.4. In the event of a change in the content of the Articles of Association, the Board of Directors shall draw up a complete version of the Articles of Association without undue delay after any of its members becomes aware of such change.
- 46.5. Amendments to the Articles of Association decided by the General Meeting shall take effect at the time of its decision, unless it follows from that decision or from the law that they take effect later.
- 46.6. When a change in the type or form of shares occurs, the rights attached to that type or form of shares are changed by the effectiveness of the change in the Articles of Association, regardless of when the shares are exchanged.

### **Article 47**

#### **Dissolution, liquidation and winding up of the Company**

- 47.1. The General Meeting decides on the dissolution of the Company, unless otherwise provided by the relevant laws.
- 47.2. The manner of liquidation of the Company in the event of its dissolution with liquidation is governed by the relevant laws.
- 47.3. The General Meeting decides on the distribution of the Company's liquidation balance. The liquidation balance shall be distributed among the shareholders in the proportion corresponding to the paid-up nominal value of their shares.
- 47.4. The Company ceases to exist by deletion from the Commercial Register.

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