

**ARTICLES OF ASSOCIATION**  
**of the joint stock company**  
**Energetický a průmyslový holding, a.s.**  
**as of 24 January 2025**

**I. BASIC PROVISIONS**

**Article 1**

**Corporate Name**

Corporate name: Energetický a průmyslový holding, a.s.

**Article 2**

**Registered Office**

The Company's registered office is located in Prague.

**Article 3**

**Duration of the Company**

The Company is established for an indefinite period.

**Article 4**

**Object of Business and Object of Activity**

The Company's object of business is:

- Production, trade and services not stated in Annexes 1 – 3 to the Trade Licensing Act, in the following range of activities:
  - Intermediation of trade and services
  - Wholesale and retail trade
  - Software provision, IT consulting, data processing, hosting and related activities and web portals
  - Purchase, sale, management and maintenance of real estate
  - Rental and lending of movable property
  - Advisory and counselling, preparation of expert studies and opinions
  - Translation and interpreting activities
  - Administrative management services and services of organizational and economic nature
  - Provision of services to legal entities and trusts

The Company's object of activity is:

- own asset management.

**Article 5**

**Share Capital and Shares**

1. The Company's share capital amounts to CZK 4,000,000,000 (in words: four billion Czech Crowns).
2. The Company's share capital is divided into 4,000,000 ordinary shares, issued as registered share certificates, with a par value of CZK 1,000 each.

3. The Company may, in accordance with Section 524 (1) of the Civil Code and Section 262 of the Business Corporations Act, issue shares in the form of a collective share certificate replacing the individual shares. The collective share certificate contains information on how many shares and which class of shares it replaces.
4. The rights attached to a collective share cannot be divided into separate interests through transfer. This does not apply if the security has been immobilized by placing in collective deposit; in this case, such a share must be equal to individual securities that are substituted by the collective share certificate.
5. A shareholder may ask the Company to have a collective share certificate replaced with individual shares or other collective shares. The shareholder may also ask to have individual shares replaced with a collective share or collective shares replacing these individual shares. If requesting replacement of a collective share with other collective shares, the shareholder must specify the required collective shares by indicating the number of the collective shares and the number of individual shares to be replaced with these newly issued collective shares. The request must be in writing and must be delivered to the Company's Board of Directors. Replacement of a collective share with individual shares or other collective shares and replacement of individual shares with a collective share or several collective shares does not represent an acquisition of own shares by the Company.
6. If a shareholder – a holder of a collective share certificate – requires the replacement of a collective share with individual shares, the Board of Directors is obliged to ensure the issue of the relevant number of shares to be replaced with the collective share, within twenty (20) calendar days of the date of receipt of the shareholder's request for replacement of a collective share with individual shares. No later than within three (3) business days after the Board of Directors is in possession of the individual shares, it is obliged to inform the shareholder – the holder of the collective share certificate – of this fact, inviting them to take over the individual shares. The invitation by the Board of Directors must include the place and date where the shareholder shall appear to collect the individual shares in exchange for a collective share certificate. Should the shareholder – the holder of the collective share certificate – fail to appear for the replacement of the collective share, the Board of Directors shall set in writing an alternative date for the replacement of the collective share certificate with individual shares. A handover certificate shall be made of the replacement of the collective share with individual shares. After having replaced the collective share certificate with the individual shares, the Board of Directors shall destroy the collective share certificate taken over from the shareholder. If the shareholder withdraws the intention to have the collective share certificate replaced with individual shares, they shall notify the Board of Directors thereof in writing without undue delay. If, in the period until the Company receives the shareholder's notice saying that the shareholder no longer insists on the replacement of the collective share certificate with individual shares, the Company incurs costs associated with the issue of the individual share certificates, the shareholder shall bear those costs in full. The provisions of this paragraph apply by analogy to the replacement of a collective share with other collective shares as well as to the replacement of individual shares with a collective share or several collective shares.
7. Registered shares are entered in the register of shareholders kept by the Company. The person entered in the register of shareholders is considered a shareholder in respect of the Company. The Company shall enter a new owner in the register of shareholders without undue delay after the change in the person of a shareholder has been demonstrated. If a shareholder is, through their own fault, not entered in the register of shareholders or if the entry does not correspond to reality, the shareholder cannot demand that a resolution of a General Meeting be declared invalid on the ground that the Company did not enable the shareholder to attend the General Meeting or to vote at the General Meeting.
8. Transfer of registered shares is subject to the consent of the General Meeting, and therefore a share

purchase agreement cannot become effective unless and until approved by the General Meeting. The General Meeting is obliged to grant its consent to a transfer of shares if a shareholder is planning to transfer shares to a company directly or indirectly controlling the shareholder or to a company being directly or indirectly controlled by such a company or by the shareholder. Where a General Meeting fails to decide within (2) months of receipt of the request by the Company, its consent shall be deemed to have been granted.

9. Pledge of registered shares is subject to the consent of the General Meeting and therefore a share pledge agreement cannot become effective unless and until approved by the General Meeting. Where shares are to be pledged in favour of a shareholder of the Company and/or in favour of the Company itself, the General Meeting is obliged to grant its consent to the pledge of shares. Where a General Meeting fails to decide within (2) months of receipt of the request by the Company, its consent shall be deemed to have been granted.
10. A transfer of a share entails the transfer of all rights attached thereto, unless provided otherwise by law. The right to a share in the profits, the preferential right to subscribe shares and convertible and priority bonds, the right to a share in the liquidation balance are separately transferable. The voting right attached to a share cannot be transferred separately.
11. A separately transferable right may be separated from the share and attached to a security issued in relation to such a share. Where the Company gave the instruction to register a separately transferable right attached to a book-entry share in the book-entry securities register, such right shall be transferred upon the registration of the transfer in the book-entry securities register. The provisions of the law applicable to the issue and transfers of book-entry securities apply by analogy to the procedure of registration of separately transferable rights and their transfers. The transfer and separation of a separately transferable right shall be marked on the share or in the book-entry securities register.
12. The right to a share in the profits is separately transferable from the date on which the General Meeting decided to pay out a profit share. The right to a share in the liquidation balance is separately transferable from the date on which the Company entered liquidation.
13. A separately transferable right is transferred by an agreement to assign a receivable, unless the right is transferred through registration of the transfer in the book-entry securities register.
14. A right for which a security was issued, or which was registered in the book-entry securities register is not transferred along with the share.
15. The shareholder shall bear the costs incurred in relation to the separation of a separately transferable right. The Company is not obliged to issue a security with a separated right unless and until these costs are paid in full.
16. The rights and obligations attached to an outstanding share may be attached to an interim certificate.
17. Based on a General Meeting's resolution, the Company may issue bonds conferring the right to acquire shares by exchange or preferred bonds giving the pre-emptive right to acquire shares by subscription.

## **II. SHAREHOLDERS**

### **Article 6**

#### **Shareholders' Rights and Obligations**

1. The law and these Articles of Association provide for the rights and obligations of shareholders. Both legal and natural persons may be the Company's shareholders.

2. Shareholders are entitled to attend General Meetings and to vote. Voting rights are attached to shares. The number of votes attaching to shares is determined by the par value of shares, with one vote being attached to one share with a par value of CZK 1,000,
3. Shareholders have the right to a share in the profits approved by the General Meeting to be distributed among the shareholders. This share is determined by the ratio of the shareholder's investment to the share capital. A share in the profits is paid in cash or through transfer of another item whose value can be expressed in monetary terms, or through transfer of the Company's own shares to a shareholder. A share in the profits under Section 34 (1) of the Business Corporations Act may be distributed among persons other than the Company's shareholders.
4. At General Meetings, shareholders are entitled to request and receive from the Company an explanation of matters concerning the Company or the entities controlled by it if such explanation is necessary to assess the content of the matters included in the agenda of the General Meeting or to exercise their shareholder rights at the General Meeting. Shareholders shall present their requests within no more than ten (10) minutes.
5. Explanations of matters relating to the ongoing General Meeting shall be provided by the Company to the shareholder directly at the General Meeting, and the information contained in the explanation must be specific and must give a sufficient and true picture of the inquired fact. An explanation may be provided in the form of a summary response to multiple questions of similar content. A shareholder shall be deemed to have received an explanation even when the information was posted on the Company's website no later than on the date preceding the General Meeting and is available to shareholders at the place where the General Meeting is held.
6. The Board of Directors or a person convening a General Meeting may refuse, in full or in part, to provide an explanation where its provision might cause damage to the Company or the companies controlled by the Company, the explanation concerns internal information or confidential information under another law, or the requested explanation is publicly available.
7. Shareholders are entitled to make proposals and counterproposals on matters included in the agenda of the General Meeting. Where a shareholder intends to make a counterproposal on matters included in the agenda of a General Meeting, they shall deliver it to the Company within a reasonable period of time before the General Meeting is held; this does not apply to proposals to i more than ten (10) minutes.
8. Shareholders are not entitled to have the object of contribution returned throughout the existence of the Company or after its dissolution. However, considerations provided as a result of the share capital reduction, considerations provided upon repurchase of the Company's shares, if the conditions laid down by law are met, considerations provided upon return of an interim certificate or declaration of an interim certificate invalid, and considerations provided upon distribution of shares in the liquidation balance are not considered to be return of the object of contribution.

### **III. INTERNAL STRUCTURE SYSTEM – DUALISTIC SYSTEM**

#### **Article 7**

#### **Company's Bodies**

The Company's bodies are:

- A. General Meeting
- B. Board of Directors
- C. Supervisory Board

A dualistic system of internal structure is applied in the Company.

## **A. GENERAL MEETING**

### **Article 8**

#### **Position and Powers of the General Meeting**

1. The General Meeting is the Company's supreme body. A General Meeting decides by adopting resolutions.
2. The powers of the General Meeting include:
  - (a) Decisions to approve a transfer of registered shares
  - (b) Decisions to approve a pledge of registered shares
  - (c) Decisions to amend the Articles of Associations unless this is an amendment made as a result of an increase of the share capital by a duly authorized Board of Directors or an amendment made on the basis of other legal facts
  - (d) Decisions to change the amount of the share capital and to authorize the Board of Directors to increase the share capital
  - (e) Decisions to allow the possibility of setting off a monetary claim to the Company against a claim for payment of the issue price
  - (f) Decisions to issue convertible or priority bonds
  - (g) Election and removal of members of the Supervisory Board and other bodies specified in the Articles of Association, with the exception of those members of the Supervisory Board who are not elected by the General Meeting
  - (h) Approval of regular, extraordinary or consolidated financial statements, and where preparation is required by other legislation, of interim financial statements
  - (i) Decisions to distribute profits or the Company's other equity, or to cover loss
  - (j) Decisions to file an application to have the Company's participating securities admitted to trading on a European regulated market or to exclude these securities from trading on a European regulated market
  - (k) Decisions to dissolve the Company with liquidation
  - (l) Appointment and removal of a liquidator
  - (m) Approval of the proposed distribution of the liquidation balance
  - (n) Approval of a transfer, usufructuary lease or pledge of an enterprise or such a part thereof that would imply a significant change of the existing structure of the enterprise or a significant change in the objects of business or activity of the Company
  - (o) Decisions to assume the effects of actions taken on behalf of the Company prior to its incorporation
  - (p) Approval of a silent partnership agreement, including approval of its amendments and termination
  - (q) Any other decisions falling within the competence of the General Meeting , by law or under the Articles of Association
3. The General Meeting may not reserve the decision-making authority in matters that do not fall within its competence by law or under the Articles of Association.
4. If the Company has a sole shareholder, no General Meeting is held, and the powers of a General Meeting are exercised by this sole shareholder. The sole shareholder's decisions made in the

exercise of the powers of a General Meeting must be in writing and must bear the shareholder's signature. Where resolutions of a General Meeting are adopted in the form of an authentic instrument, the sole shareholder's written resolution must also take the form of an authentic instrument. The sole shareholder's written decisions made in the exercise of the powers of a General Meeting must be delivered to the Board of Directors and the Supervisory Board.

## **Article 9**

### **Attendance at the General Meeting**

1. Shareholders attend General Meetings in person or by proxy. The power of attorney authorizing the agent to represent a shareholder at a General Meeting must be in writing and must state whether it was granted for representation at one or several General Meetings.
2. The authorization to attend a General Meeting shall be assessed in accordance with Section 265 of the Business Corporations Act.
3. The Company shall state the following information on the present shareholders in the attendance list: (a) the name and place of residence or registered office, (b) the information referred to under (a) with regard to the agent where a shareholder is represented, (c) the share numbers, (d) the par value of the shares that give the shareholder the right to vote, or, where appropriate, the information that a share does not entitle a shareholder to vote. If the registration of a person in the attendance list is refused, the refusal and reasons for it shall be specified in the attendance list. The convenor or a person designated by the convenor shall confirm the accuracy of the attendance list by their signatures. At the attendance check, shareholders are obliged to notify of any exclusion of the exercise of the shareholder's rights according to Section 426 of the Business Corporations Act, either for the entire agenda or a part thereof.
4. At the attendance check, shareholders or their representatives are required to prove their identity by presenting a valid identity document. Shareholders that are legal entities must also present an excerpt from the Commercial Register or another register required by law. The governing body is entitled to represent a shareholder that is a legal entity without further action.

## **Article 10**

### **Convening the General Meeting**

1. The Board of Directors shall convene a General Meeting at least once per financial year.
2. A General Meeting is convened by the Board of Directors, or by a member of the Board of Directors if the Board of Directors fails to do so without undue delay where the law requires a General Meeting to be convened, or if the Board of Directors has not had a quorum for an extended period, unless otherwise provided by law.
3. The General Meeting shall discuss the regular financial statements no later than 6 months after the last day of the preceding financial year.
4. The Board of Directors shall convene a General Meeting without undue delay after having ascertained that the Company's total loss as shown in the financial statements has reached a level where, if covered from the Company's available resources, the outstanding accumulated loss would, or in view of all the circumstances or for another serious reason could be expected to amount to half of the share capital. The Board of Directors shall propose to the General Meeting that the Company be dissolved or another appropriate measure be taken.
5. If the Company's Board of Directors has not been elected or the elected Board of Directors has failed to perform its duties for an extended period, and if the General Meeting has not been convened by

a member of the Board of Directors, the General Meeting shall be convened by the Supervisory Board; the Supervisory Board may also convene a General Meeting if the Company's interests so require. At the same time, the Supervisory Board shall propose the necessary measures. If the Supervisory Board has failed to convene a General Meeting, any of its member may do so.

6. At least 30 days prior to the date of the General Meeting, the convenor shall publish an invitation to the General Meeting on the Company's website, sending it, at the same time, to shareholders holding registered shares or book-entry shares to the addresses specified in the register of shareholders or in the book-entry securities register, or the records kept by the custodian of immobilized shares. Once the invitation is published, it shall be deemed to have been delivered to shareholders holding bearer shares. The invitation must be posted on the Company's website until the time of the General Meeting.
7. Unless the requirements for convening a General Meeting provided for in the previous paragraph of these Articles and/or in the Business Corporations Act are met, the General Meeting may only take place if all shareholders agree.
8. An invitation to a General Meeting must include at least: (a) the Company's corporate name and registered office; (b) the venue, date and time of the General Meeting; (c) whether an ordinary or a substitute General Meeting is being convened; (d) the agenda of the General Meeting, including the name of any person proposed to be appointed as a member of a Company's body; (e) the relevant date for attending the General Meeting, if determined, along with an explanation of its relevance for voting at the General Meeting; (f) a draft resolution of the General Meeting, including the reasons; (g) a deadline for receiving shareholders' comments on the agenda, where correspondence voting is allowed. This deadline must be no less than 15 days, with the date the proposal is received by the shareholder and other requirements laid down by law being decisive for the commencement of the period.
9. The venue, date and time of the General Meeting shall be determined in a manner as not to unreasonably restrict the shareholders' right to attend the General Meeting. At its registered office, the Company shall make the proposed amendments to the Articles of Association available, free of charge, for inspection to each shareholder, within the period of time specified in the invitation to the General Meeting. The Company must notify the shareholders of this right in the invitation to the General Meeting. Matters not included in the agenda of the General Meeting may only be discussed or decided at the General Meeting if all shareholders agree.
10. At the request of qualified shareholders, provided that it meets the requirements laid down in Section 366 of the Business Corporations Act, the Board of Directors shall convene a General Meeting in a manner prescribed by law and the Articles of Association to ensure, that the General Meeting is held no later than 40 days after the date of receipt of the request for the convening; in such a case, the period of time for publishing and sending an invitation to the General Meeting is reduced to 15 days.

## **Article 11**

### **General Meeting Sessions**

1. A General Meeting has a quorum if the present shareholders hold shares whose par value amounts to at least a simple majority of the Company's share capital. In assessing the quorum of a General Meeting, any shares or issued interim certificates to which no voting rights are attached or where the voting right cannot be exercised by law or under the Articles of Association, shall be disregarded; this does not apply where these shares or certificates temporarily gain voting rights.
2. Where a General Meeting does not have a quorum, the Board of Directors shall convene, without undue delay, a substitute General Meeting with the same agenda; the substitute General Meeting

has a quorum if the present shareholders hold shares whose par value amounts to at least a simple majority of the Company's share capital; the deadline for sending out the invitation is reduced to 15 days; the invitation does not have to include appropriate information on the essence of the matters on the agenda of the General Meeting.

3. A General Meeting elects its chairperson, minute taker, minute verifier and one or more scrutinizers. Until the chairperson is elected, the General Meeting is chaired by the convenor or a person designated by the convenor. The same applies where no chairperson of the General Meeting was elected. Where no minute taker, minute verifier or scrutinizer were elected, they are determined by the convenor of the General Meeting. The General Meeting may decide that the chair of the General Meeting and the minute verifier shall be the same person. The General Meeting may decide that the chair of the General Meeting shall also scrutinize votes provided that this does not hamper the proper course of the General Meeting.
4. Members of the Board of Directors attend General Meetings. Members of the Board of Directors must be allowed to speak whenever they so request. Members of the Supervisory Board attend General Meetings; the designated member of the Supervisory Board presents to the General Meeting the results of the Supervisory Board's activities. Members of the Supervisory Board must be allowed to speak whenever they so request.
5. The General Meeting may decide that some of the items on the agenda of the General Meeting should be postponed to the next General Meeting or should not be discussed at all. This does not apply where a General Meeting is held at the request of a qualified shareholder unless such shareholder agrees.
6. The minute taker shall draw up minutes of the General Meeting within 15 days of its end. The minutes shall be signed by the minute taker, the chairperson of the General Meeting or the convenor and the scrutinizer(s). The minutes must include: (a) the Company's corporate name and registered office; (b) the venue and time of the General Meeting; (c) the names of the chairperson, minute taker, minute verifier(s) and scrutinizer(s); (d) a description of the discussion on the individual items put on the agenda of the General Meeting; (e) resolution(s) of the General Meeting with an indication of the voting results; and (f) content of an objection raised by a shareholder, member of the Board of Directors or the Supervisory Board to a resolution of the General Meeting, if the person raising the objection so requests. Any submitted proposals, statements and the attendance list shall be attached to the minutes.

## **Article 12**

### **Decision-Making of the General Meeting**

1. Resolutions of a General Meeting shall be determined by a simple majority of votes of all shareholders, unless a different majority is required by law or these Articles.
2. Matters not included in the agenda of the General Meeting may only be discussed or decided at the General Meeting if all shareholders agree.
3. The voting at a General Meeting takes place by acclamation unless the General Meeting decides otherwise.
4. In the vote, first the proposal presented by the convenor is voted on; only if this is not adopted, then a shareholder's counterproposal is voted on.

## **B. BOARD OF DIRECTORS**

### **Article 13**

#### **Position and Powers of the Members of the Board of Directors**

1. The Board of Directors is the Company's governing body.
2. The Board of Directors is responsible for the business management of the Company. No one is authorized to give instructions to the Board of Directors with regard to the business management; this is without prejudice to the authorization of a member of the Board of Directors under Section 51 (2) of the Business Corporations Act and to Article 13 (3) of these Articles.
3. Any member of the Board of Directors may request that the Company's General Meeting give them instruction concerning the business management; this shall not affect their duty to act with due managerial care.
4. The Board of Directors ensures that the Company's books are duly kept, submits ordinary, extraordinary, consolidated and, where appropriate, interim financial statements, and, in accordance with the Articles of Association, also a proposal on profit distribution and loss coverage to the General Meeting for approval.
5. In conducting its activities, the Board of Directors shall comply with the applicable legislation, General Meeting's decisions and instructions, provided that they are in accordance with law and the Articles of Association and shall also comply with its own resolutions.
6. Members of the Board of Directors attend General Meetings. Members of the Board of Directors must be allowed to speak whenever they so request.

### **Article 14**

#### **Members, Appointment and Term of Office of Members of the Board of Directors**

1. The Board of Directors consists of twelve (12) members.
2. The members of the Board of Directors are elected and removed by the Supervisory Board.
3. The term of office of members of the Board of Directors is twenty (20) years.
4. Members of the Board of Directors are eligible for re-election.
5. A member of the Board of Director may resign from the office. However, they may not do so at a time that is inappropriate for the Company. A resigning member of the Board of Directors shall give notice of resignation to the Supervisory Board. Their duties shall end one month after the delivery of the resignation notice, unless the Supervisory Board approves, at the resigning member's request, that the office will expire at another time.
6. The Board of Directors elects and removes its Chair and three (3) Vice-Chairs.
7. Members of the Board of Directors shall perform their duties in person. A member of the Board of Directors may authorize, on a case-by-case basis, another member of the Board of Directors to vote on their behalf in their absence.

### **Article 15**

#### **Convening, Meetings and Decision-Making of the Board of Directors**

1. The Chair of the Board of Directors convenes its meetings by means of a written invitation, indicating the venue, date and time of the meeting and its agenda. Where necessary, a meeting may also be convened by wire, by fax or by e-mail. Even then, however, the invitation must meet the above

requirements, and the members of the Board of Directors must confirm receipt.

2. The Chair must convene a meeting of the Board of Directors whenever this is requested by a member of the Board of Directors or, based on a Supervisory Board's resolution, by the Chair of the Supervisory Board.
3. The Board of Directors has a quorum if an absolute majority of the members of the Board of Directors is present at the meeting.
4. Meetings of the Board of Directors are chaired by the Chair of the Board of Directors. If the Chair is absent from the meeting, the member of the Board of Directors appointed by the chairperson shall chair the meeting.
5. Resolutions of the Board of Directors shall be determined by a majority of votes of the members present. Each member of the Board of Directors has 1 vote. In the event of a tie vote, the Chair of the Board of Directors shall have the casting vote. Absent members of the Board of Directors may vote in writing or using communication technologies outside a meeting of the Board of Directors.
6. Minutes of meetings of the Board of Directors are kept and signed by the chairperson and the minute taker to document the course of the meeting and the resolutions; the attendance list must be attached to the minutes.
7. The minutes must specify by name the members of the Board of Directors who voted against particular decisions or abstained from voting; members not specified in the minutes are deemed to have voted in favour of the relevant decision.
8. In urgent cases that cannot be delayed, the Chair of the Board of Directors may initiate a per rollam vote by an inquiry submitted to all members of the Board of Directors in writing, per e-mail or per fax if all members of the Board of Directors agree. In such a case, all members must vote in favour of the resolution for such a resolution to be adopted. Resolutions adopted outside meetings must be included in the minutes of the next meeting of the Board of Directors.
9. The Board of Directors may, at its discretion, invite members of other Company bodies, the Company's employees or shareholders to attend its meetings. Supervisory Board members may attend a meeting of the Board of Directors where the Supervisory Board so requests.
10. Unless the number of members of the Board of Directors has fallen below half, the Board of Directors may appoint substitute members by the next General Meeting. The term of office of a substitute member of the Board of Directors shall be included in the term of office of the relevant member of the Board of Directors.
11. The Company shall bear the costs associated with the meetings and other activities of the Board of Directors.

## **Article 16**

### **Obligations of Members of the Board of Directors**

1. Members of the Board of Directors must perform their duties with due managerial care and keep confidential any confidential information and facts the disclosure of which to third parties might cause damage to the Company. They shall also fulfil other obligations laid down by law and these Articles.
2. The confidentiality obligation under Article 16 (1) of these Articles of Association shall survive the term of office in the body.
3. Members of the Board of Directors must respect any restrictions in terms of non-competition arising from the applicable legislation (particularly Section 441 *et seq.* of the Business Corporations Act).

4. The rights and obligations arising from the relationship between the Company and a member of the Board of Directors shall be governed, with the necessary modifications, by the provisions of the Civil Code applicable to mandate agreements unless the executive service agreement, where concluded, or the Business Corporations Act provide otherwise. The provisions of the Civil Code applicable to management of third-party assets shall not apply. An executive service agreement must be made in writing and must be approved, including its amendments, by the Company's Supervisory Board.

## **C. SUPERVISORY BOARD**

### **Article 17**

#### **Position and Powers of the Members of the Supervisory Board**

1. The Supervisory Board shall supervise the exercise of the powers of the Board of Directors and the Company's activities.
2. The powers of the Supervisory Board include:
  - (a) to oversee whether the Company's business activities are being conducted in accordance with the applicable legislation, the Articles of Association, and General Meeting's instructions,
  - (b) to review the regular, extraordinary, and consolidated, and, where appropriate, interim financial statements, proposals for profit distribution and loss coverage, and present its opinions to the General Meeting,
  - (c) to convene a General Meeting where the Company's interests so require and to propose the necessary measures at the General Meeting,
  - (d) to present to the General Meeting and the Board of Directors its statements, recommendations, and proposals,
  - (e) to grant its consent to the Board of Directors in matters specified in these Articles of Association, General Meeting's instructions, or the applicable legislation,
  - (f) to elect and remove members of the Board of Directors,
  - (g) to decide on the remuneration of members of the Board of Directors, and to approve executive service agreements of members of the Board of Directors,
  - (h) to request an internal audit of the Company and/or any subsidiary of the Company,
  - (i) other rights and obligations arising from the applicable legislation or these Articles.
3. No one is entitled to give instructions to the Supervisory Board regarding its legal obligation to control the powers of the Board of Directors.
4. The Supervisory Board is authorized to inspect all documents and records relating to the Company's activities and check whether the accounting records are kept properly and in accordance with reality and whether the Company's business or other activities are conducted in accordance with law and the Articles of Association.
5. The Supervisory Board shall appoint a member to represent the Company in proceedings before courts and other authorities against a member of the Board of Directors.

### **Article 18**

#### **Members, Appointment and Term of Office of Members of the Supervisory Board**

1. The Supervisory Board consists of 3 members.

2. Members of the Supervisory Board are elected and removed by the General Meeting.
3. The Chair of the Supervisory Board is elected and removed by the Supervisory Board.
4. The term of office of members of the Supervisory Board is 20 years.
5. Members of the Supervisory Board are eligible for re-election.
6. A member of the Supervisory Board may resign from the office. However, they may not do so at a time that is inappropriate for the Company. A resigning member of the Supervisory Board shall give a notice of resignation to the Supervisory Board. Their duties shall end one month after the delivery of the resignation notice, unless the Supervisory Board approves, at the resigning member's request, that the office will expire at another time.
7. A member of the Supervisory Board may not at the same time be a member of the Board of Directors or another representative authorized to act on behalf of the Company according to the entry in the commercial register.
8. Members of the Supervisory Board shall perform their duties in person. A member of the Supervisory Board may authorize, on a case-by-case basis, another member of the Supervisory Board to vote on their behalf in their absence.

## **Article 19**

### **Convening, Meetings and Decision-Making of the Supervisory Board**

1. The Chair or Vice-Chair of the Supervisory Board convene its meetings by means of a written invitation indicating the venue, date and time of the meeting and its agenda, to be delivered to the members of the Supervisory Board no later than 15 days before the relevant Supervisory Board meeting. Where necessary, a meeting can also be convened by wire, by fax or by e-mail. Even then, however, the invitation must meet the above requirements, and the members of the Supervisory Board must confirm receipt.
2. Where the Supervisory Board does not have a quorum, the Chair or the Vice-Chair of the Supervisory Board shall convene a substitute meeting of the Supervisory Board in such a manner as to make sure that the substitute Supervisory Board meeting is not held until 30 days after the date when the originally convened Supervisory Board meeting was scheduled to be held.
3. The Chair must convene a meeting of the Supervisory Board whenever this is requested by a member of the Supervisory Board or by the Board of Directors. The request must be in writing and must state a compelling reason for convening the meeting.
4. The Supervisory Board has a quorum if at least 2 Supervisory Board members are present at the meeting.
5. Meetings of the Supervisory Board are chaired by the Chair of the Supervisory Board. If the Chair is absent from the meeting, the member of the Supervisory Board appointed by the Chair shall chair the meeting.
6. Resolutions of the Supervisory Board shall be determined by at least 2 votes of the Supervisory Board members. Each member of the Supervisory Board has one vote. Absent members of the Supervisory Board may vote in writing or using communication technologies outside a meeting of the Supervisory Board.
7. In urgent cases that cannot be delayed, the Chair of the Supervisory Board may initiate a per rollam vote by an inquiry submitted to all members of the Supervisory Board in writing, per e-mail or per fax if all Supervisory Board members agree. In such a case, all members must vote in favour of the resolution for such a resolution to be adopted. Resolutions adopted outside meetings must be

included in the minutes of the next meeting of the Supervisory Board.

8. The Supervisory Board may, at its discretion, invite members of other Company bodies, the Company's employees or other persons to attend its meetings. Where employees or members of other Company bodies have been invited, they must appear at the meeting.
9. Minutes of meetings of the Supervisory Board are kept and signed by the chairperson to document the course of the meeting and the resolutions; the attendance list must be attached to the minutes. The minutes must specify by name the members of the Supervisory Board who voted against particular decisions or abstained from voting; members not specified in the minutes are deemed to have voted in favour of the relevant decision. The views of the minority members shall also be included in the minutes if they so request.
10. Unless the number of members of the Supervisory Board has fallen below half, the Supervisory Board may appoint substitute members by the next General Meeting. The term of office of a substitute member of the Supervisory Board shall be included in the term of office of the relevant Supervisory Board member.
11. The Company shall bear the costs associated with the meeting and other activities of the Supervisory Board.

## **Article 20**

### **Obligations of Members of the Supervisory Board**

1. Members of the Supervisory Board must perform their duties with due managerial care and keep confidential any confidential information and facts the disclosure of which to third persons might cause damage to the Company. They shall also fulfil other obligations laid down by law and these Articles. This is without prejudice to the authorizations of Supervisory Board members arising from the supervisory powers of this Company body.
2. The confidentiality obligation under Article 20 (1) of these Articles of Association shall survive the term of office in the body.
3. Members of the Supervisory Board must respect any restrictions in terms of non-competition arising from the applicable legislation (particularly Section 451 *et seq.* of the Business Corporations Act).
4. The rights and obligations arising from the relationship between the Company and a Supervisory Board member shall be governed by analogy by the provisions of the Civil Code applicable to mandate agreements unless the executive service agreement, where concluded, or the Business Corporations Act provide otherwise. The provisions of the Civil Code applicable to management of third-party assets shall not apply. An executive service agreement must be made in writing and must be approved, including its amendments, by the General Meeting, or by the sole shareholder acting in the exercise of the powers of a General Meeting.

## **Article 21**

### **Share in the Profits for Members of the Board of Directors and the Supervisory Board**

Shares in the profits may also be distributed among the members of the Board of Directors and the Supervisory Board.

## **Article 22**

### **Internal Structure of the Company**

The internal structure of the Company may be provided for in the rules of organization and other

internal rules approved by the Board of Directors.

#### **IV. REPRESENTATION OF THE COMPANY**

##### **Article 23**

###### **Representation of the Company**

1. Members of the Board of Directors may represent the Company in all matters, with the Company being externally represented either (i) jointly by the Chair and any Vice-Chair or member of the Board of Directors or (ii) jointly by any two Vice-Chairs of the Board of Directors.
2. The members of the Board of Directors may authorize third parties within the meaning of Section 438 of the Civil Code.

#### **V. ECONOMIC MANAGEMENT OF THE COMPANY**

##### **Article 24**

###### **Record Keeping and Accounting**

1. The Company's records and accounts are kept in a manner that complies with the applicable law. The Board of Directors shall ensure that the accounts are duly and properly kept.
2. The Company creates a set of information required by laws and regulations, making information on its operations available to the bodies defined by these laws and regulations.

##### **Article 25**

###### **Financial Statements**

1. The Board of Directors shall ensure the preparation of regular, extraordinary, or consolidated or interim financial statements, and proposals for profit distributions or loss coverage. The Board of Directors shall present them to the Supervisory Board for review in accordance with the deadlines provided for by tax laws.
2. 1. The Board of Directors shall publish the key information stated in the financial statements, i.e. Fixed Assets, Current Assets, Equity, Loans and Borrowings, Total Assets, Total Liabilities, Profit or Loss for the Current Period Before Tax and After Tax in the manner determined to convene a General Meeting, stating the time and place where the financial statements are available for inspection. If the Company publishes its financial statements on its website at least 30 days prior to the date of the General Meeting and within 30 days after the financial statements are either approved or not approved, the first sentence shall not apply.
3. Along with the financial statements, the Board of Directors shall disclose, in the manner stated above, the report on the Company's business operations and assets; this report is included in the Annual Report according to other legislation (if presented). The second sentence of the previous paragraph shall apply by analogy.
4. The General Meeting shall discuss the regular financial statements no later than 6 months after the last day of the preceding financial year.

## **Article 26**

### **Distribution of the Company's Profit**

1. The General Meeting decides on the distribution of shares in the profits determined by the regular or extraordinary financial statements,
2. The Board of Directors decides to pay the share in the profits.
3. The share in the profits is due within the period of time determined by a resolution of the Company's General Meeting to distribute shares in the profits according to Article 1.
4. The Company may not pay profit or funds from other own resources, including advance payments on them, if this could result in its insolvency according to other legislation.
5. Advance payments for shares in the profits may be paid only on the basis of interim financial statements clearly showing that the Company has sufficient funds to distribute the profit.

## **Article 27**

### **Coverage of the Company's Loss**

The General Meeting decides on the coverage of the Company's loss based on a proposal of the Board of Directors.

## **Article 28**

### **Reserve Fund**

The Company does not establish a reserve fund.

## **Article 29**

### **Other Funds**

The Company may, or may be obligated to, establish other funds, contributing to them in accordance with the applicable legislation.

## **Article 30**

### **Acquisition of Own Shares and Financial Assistance**

1. The Company may not subscribe for its own shares. The Company may only acquire its own shares if the conditions laid down in Section 298 et seq. of the Business Corporations Act are met.
2. The Company may provide financial assistance if the conditions laid down in Sec. 311 et seq. of the Business Corporations Act are met.

## **VI. RULES FOR INCREASING AND REDUCING THE SHARE CAPITAL**

### **Article 31**

#### **Rules for Increasing and Reducing the Share Capital**

When increasing and reducing the share capital, the Company shall proceed in accordance with the relevant provisions of the Business Corporations Act.

## **VII. SUPPLEMENTS AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

### **Article 32**

#### **Supplements and Amendments to the Articles of Association**

1. Decisions to amend the Articles of Association fall within the competence of the General Meeting.
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 must take the form of an authentic instrument.
3. Unless the General Meeting's decision specifies the amendments to be made to the Articles of Association, the Board of Directors shall change their content in accordance with the General Meeting's decision. Resolutions of the Board of Directors to amend the content of the Articles of Association must take the form of an authentic instrument.
4. Where a General Meeting decides to split shares or merge multiple shares into a single share, to change the type or form of the shares and/or to restrict the transferability of registered shares or book-entry shares, the relevant amendments to the Articles of Association shall come into effect upon the entry of these facts in the commercial register. Other amendments to the Articles of Association decided on by the General Meeting shall come into effect at the moment when the decision is made unless it follows from this decision or the Business Corporations Act that they come into effect at a later date.
5. Whenever an amendment to the content of the Articles of Association is made, the Board of Directors shall draw up a full version of the Articles of Association, without undue delay after any of its members became aware of the amendment.
- 6.

## **VIII. DISSOLUTION AND TERMINATION OF THE LEGAL EXISTENCE OF THE COMPANY**

### **Article 33**

#### **Dissolution, Termination of the Legal Existence of the Company and Liquidation**

1. The dissolution and termination of the legal existence of the Company are governed by the relevant provisions of the Business Corporations Act.
2. Decisions to dissolve the Company with liquidation fall within the competence of the General Meeting.
3. The liquidator shall also present the final report on the course of liquidation, the proposal on the use of the liquidation balance and the financial statements to the Company's General Meeting. The liquidator shall ensure that the above documents are kept for a period of 10 years after the Company ceased to exist. Where the Company is wound up without liquidation, its legal successor shall ensure that these documents are kept.
- 4.

## **IX. COMMON, TRANSITIONAL AND FINAL PROVISIONS**

### **Article 34**

#### **Conformation to the Business Corporations Act**

The Company conforms to the Business Corporations Act in its entirety.

**Article 35****Legal Status of the Company**

The incorporation, legal status and termination of the legal existence of the Company as well as any legal relationships arising from these Articles shall be governed by Czech law.

**Article 36****Interpretation Provision**

In case any provision of these Articles is found to be invalid, whether in respect of the applicable law or in respect of amendments thereto, the remaining provisions shall remain unaffected. Such a provision shall be replaced either by a provision of the relevant generally applicable law, if such law contains mandatory rules, or by such a legal provision that is, by its nature and purpose, closest to the intended purpose of the provision concerned, or – in the absence of such legal provision or such law – the situation is to be dealt with in a manner common in business practice. If an amendment to the Articles shall come into effect upon entry in the Commercial Register, the previous wording of the Articles shall apply until the amended provision becomes effective. Where it is obvious that the new provision will not come into effect, the Board of Directors shall present the matter for a decision to the next General Meeting to be held after this fact is ascertained. Unless the General Meeting adopts a different resolution, a provision concerned shall apply in the wording before the adoption of a resolution on an amendment that has not become effective.

**Article 37****Guardian of the Company**

Mgr. Petr Sekanina, born on 9 November 1973, Jan Špringl, born on 17 April 1978, Ing. Tomáš Mareček, born on 30 July 1976, Mgr. Ing. Jiří Nováček, LL.M., born on 9 July 1979, or Mgr. Ing. David Bregar, born on 21 September 1974, shall be court-appointed guardians of the Company within the meaning of Section 488 of Act No. 89/2012 Sb., the Civil Code.

Marek Spurný

Vice-Chairman of the Board of Directors

Pavel Horský

Vice-Chairman of the Board of Directors