

Full text of the  
**ARTICLES OF ASSOCIATION**

of Citfin – Finanční trhy, a.s.  
established in Prague

as of 9 January 2026

**Article I.**

**Trade Name and Registered Office of the Company:**

Trade name: **Citfin – Finanční trhy, a.s.**

Registered office: Prague

**Article II.**

**Term of the Company**

The Company is established for an indefinite term.

**Article III.**

**Trades**

**The Company's trades are as follows:**

1. Activities of a security dealer pursuant to Act 256/2004 on business activities in the capital market, as amended, ("**Capital Market Business Act**") within the scope of the Decision of the Czech National Bank issued on 10 July 2009 under file no.: 2009/5096/570, namely:

Main investment services:

- a) Pursuant to Section 4 (2a) of the Capital Market Business Act, reception and transmission of orders in relation to the investment instruments under Section 3 (1d) of the Act;

- b) Pursuant to Section 4 (2b) of the Capital Market Business Act, execution of instructions concerning investment instruments on behalf of the client in relation to the investment instruments under Section 3 (1d) of the Act;
- c) Pursuant to Section 4 (2c) of the Capital Market Business Act, trading in investment instruments on behalf of the Company in relation to the investment instruments under Section 3 (1d) of the Act.

Ancillary investment services:

- a) Pursuant to Section 4 (3a) of the Capital Market Business Act, safekeeping and administration of financial instruments for the client, including custodianship and related services in relation to the investment instruments under Section 3 (1d) of the Act;
2. Activities of a payment institution pursuant to Act 370/2017 on payments, as amended ("Payments Act") in compliance with the Decision of Česká národní banka issued on 15 April 2011 under file no. 2011/3978/570 within the scope of the following payment services:
- a) Pursuant to Section 3 (1c) of the Payments Act, the transfer of funds from a payment account initiated by a payment order given by
    - i. the payer,
    - ii. the payee, or
    - iii. the payer through the payee,where the transferred funds are not provided to the user as a credit and except for transfers under Section 3 (1d) or (1f) of the Payments Act and payment transactions under Section 3 (1g) of the Payments Act;
  - b) Pursuant to Section 3 (1e) of the Payments Act, the issue and administration of payment instruments and, where the user is the payee, the transfer of payment orders and the processing of payment transactions,
3. Manufacture, trade and services not listed in Annexes 1 through 3 to the Trade Licensing Act in the following areas:
- a) Intermediation of trade and services
  - b) Advisory and consultancy activities, preparation of expert studies and opinions.

#### **Article IV.**

##### **Registered Capital of the Company**

The Company's registered capital amounts to **CZK 22,000,000** (in words: twenty two million Czech koruna).

#### **Article V.**

##### **Shares**

- 1. The Company's registered capital is divided into 2,200 registered shares issued as certificates, each with a par value of CZK 10,000. The shares are neither quoted nor dematerialised or immobilised. The Company does not issue shares of various types.

2. The Company's shares may be issued as bulk share certificates replacing individual shares, i.e. bulk shares may be issued. A bulk share contains information about the number and type of the shares it replaces (where various types of shares have been issued). Unlike individual shares, the rights attached to a bulk certificate replacing shares cannot be divided through a transfer. Following an application submitted by the shareholder to whom a bulk certificate replacing shares of the Company has been issued, the Company's Board of Directors shall issue individual shares in exchange for the bulk certificate within sixty (60) days from the day of receipt of the application to that effect. The application shall state the number of individual shares subject to the exchange and whether such shares are to be issued in exchange for shares falling under another bulk certificate. The same procedure shall apply when a shareholder requests the exchange of individual shares for bulk certificates to replace those shares. The Board of Directors shall be entitled to extend the deadline for the exchange by the amount of time the shareholder has not been able to submit the bulk certificates or shares to be exchanged.
3. There are no limits to the shares that can be transferred.

## **Article VI.**

### **Payment of Issue Price for Shares**

1. The Company's registered capital had already been paid up in full on the day of its incorporation through contributions provided by founders in compliance with the Memorandum of Association.
2. A shareholder who subscribes the Company's shares when registered capital is raised shall pay 30% of the par value of the shares subscribed by them, including share premium, prior to the increase in registered capital entered in the Commercial Register.
3. Prior to the incorporation of the Company in the Commercial Register, a contribution, or part thereof, shall be paid to the custodian of contributions, who will then issue a written confirmation for the founder in compliance with Section 252 of the Business Corporations Act.
4. The issue price of the shares subscribed by the remaining shareholders shall be paid up within one year from the date of when the increase in registered capital has been entered in the Commercial Register for which they have subscribed shares. The subscribed shares shall be paid up at their issue price and not at the par value of each subscribed share.
5. Anybody having subscribed shares shall pay late interest of 20% p.a. for failure to pay up the issue price of subscribed shares or part thereof by the deadline for payment.
6. A contribution in kind shall be paid up in full prior to the increase in registered capital having been entered in the Commercial Register. Where a contribution in kind is made in the form of real estate, the contributor shall submit a written declaration of the transfer thereof in compliance with Section 19 of the Business Corporations Act. The contribution shall be deemed as having paid up when both the declaration has been submitted and the real estate likewise handed over to the custodian of contributions.
7. An interim certificate shall be issued for each new subscriber, which will replace shares that have been subscribed but not yet paid up. An interim certificate constitutes a security to order and certifies the shareholder's rights until the subscribed shares have been fully paid up and the interim certificate exchanged for the shares. Should the holder transfer an interim certificate

prior to the shares having been fully paid up at their par value, the holder shall be liable for payment of the remaining amount to reach the par value of the subscribed shares.

## **Article VII.**

### **Shareholder Rights and Obligations**

1. Unless otherwise stated in these Articles of Association, shareholder rights and obligations shall be governed by the provisions of the Business Corporations Act.
2. The Company shall list the holders of its shares and maintain it along with the data required under Section 264 of the Business Corporations Act. Shareholder rights shall be exercised by the person listed as holding shares in the company unless anything to the contrary has been proven.
3. When voting at the General Meeting, each share with a par value of CZK 10,000 is entitled to one vote. There are altogether 2,200 votes in the Company. Should the Company issue shares with different par values, the number of votes to be allocated among those shares will be determined from the ratio between the par values of the shares and the par value of the shares entitled to one vote.

## **Article VIII.**

### **Internal Structure and Bodies of the Company**

1. The Company has chosen a dual internal structure.
2. The Company's bodies are:
  - a) Shareholders at the General Meeting;
  - b) Board of Directors;
  - c) Supervisory Board.

## **General Meeting**

### **Article IX.**

#### **Competence of the General Meeting**

1. The General Meeting is the Company's supreme body.
2. The powers vested in the General Meeting include:
  - a) Deciding to amend the Articles of Association unless it is amended to raise registered capital and the increase has been approved by the Board of Directors or the amendment is based on other legal facts;
  - b) Deciding to change the amount of registered capital and authorizing the Board of Directors to increase it;
  - c) Deciding whether to set off monetary claims against the Company against claims for settlement of the issue price;
  - d) Deciding upon the issue of convertible or senior bonds;

- e) Electing and dismissing directors serving on the Board of Directors;
- f) Electing and dismissing members of the Supervisory Board and other bodies set forth in the Articles of Association;
- g) Approving contracts for members serving on the Company's bodies and amendments thereto;
- h) Approving agreements to settle damages caused by members of elected bodies in the Company;
- i) Approving as specified by the law the annual financial statements, extraordinary and consolidated financial statements and interim financial statements;
- j) Deciding upon the payout of dividends from profits or other resources within the Company and on the covering of losses;
- k) Deciding upon the payment of royalties under Article XVI (9) of the Articles of Association and the amount thereof;
- l) Deciding upon the filing of applications for admission of the Company's participating securities for trading on a European regulated market or the withdrawal thereof from trading on a regulated market;
- m) Deciding upon the dissolution of the Company by liquidating its assets, appointment and dismissal of a liquidator and the liquidator's remuneration, and approving the final liquidation report and the proposed use of any funds remaining after liquidation;
- n) Approving the transfer or pledging of an asset or part of an asset which would entail a substantial change in its structure or a substantial change in the Company's current trades or activities;
- o) Deciding to accept the impact of acts executed on behalf of the Company prior to its incorporation;
- p) Approving silent partnership agreements and other agreements establishing a right to a share of the Company's profits or other resources, including the approval amendments and annulment thereof;
- q) Deciding upon the conversion of the Company, unless the law governing the conversion of companies and cooperatives provides otherwise;
- r) Deciding upon the appointment of auditors where special regulations require the Company to have its financial statements audited;
- s) Deciding upon the approval of financial assistance;
- t) Deciding upon instructions and policies for managing the business and strategic instructions for the Company's Board of Directors;
- u) Deciding upon the supervision policy to be practiced by the Supervisory Board;
- v) Electing and dismissing members serving on the Audit Committee should legal regulations oblige the Company to establish such a committee;
- w) Deciding upon replenishment, use, cancellation or other disposition of the reserve fund;

- x) Deciding upon other issues falling within the competence of the shareholders at the General Meeting by virtue either of the law or the Articles of Association.
3. Should the Company have only one shareholder, no General Meeting will be held and its powers shall be vested in by the sole shareholder. Decisions adopted within the powers vested in the General Meeting shall be handed by a shareholder to the Board of Directors, sent to the Company's registered address or emailed to [compliance@citfin.cz](mailto:compliance@citfin.cz).

## **Article X.**

### **General Meeting**

1. Unless the Business Corporations Act provides otherwise, the General Meeting shall be held at least once during an accounting period and be convened by the Board of Directors, or any of its members should either the Board of Directors fail to convene it without undue delay and the Business Corporations Act requires the General Meeting to be convened, or should the Board of Directors not have been able to adopt resolutions in the long term.
2. The Board of Directors shall at all times convene the regular General Meeting within six (6) months from the last day of the preceding accounting period.

## **Article XI.**

### **Convening the General Meeting**

1. The General Meeting shall be convened through an invitation published on the Company's website ([www.citfin.cz](http://www.citfin.cz)) and sent to the shareholders listed by the Company at the addresses specified therein no later than thirty (30) days prior to the date of the General Meeting unless the law determines otherwise. A shareholder may request their e-mail address to be included among the listed shareholders as their mailing address, in which case it shall be deemed the primary address to be used to convene the General Meeting. The legal provisions governing mandatory publication of invitations to the General Meeting on the Company's website shall not apply when the Company has only one shareholder.
2. An invitation to the General Meeting shall include the Company's trade name and registered office; the venue, date and time of the General Meeting; indication of whether a regular, extraordinary or substitute General Meeting is being convened; agenda at the General Meeting and identification of the persons nominated to be members of an elected body within the Company; the date of record for shareholders to participate at the General Meeting were it determined and its importance for voting at the General Meeting explained; the Board of Directors' opinion on any matter where no resolution has been proposed; and the time limit for delivery of shareholders' opinions on the agenda of the General Meeting where voting by correspondence is allowed, which shall not be shorter than fifteen (15) days and commence on the day when the draft agenda has been sent to shareholders. The Board of Directors shall determine which items appear on the agenda.
3. Should the agenda of the General Meeting also include an amendment to the Articles of Association of the Company, the invitation to the General Meeting shall contain at least a brief and clear description of and reasoning behind the proposed amending thereof. The full text of the draft amendments to the Articles of Association and the invitation shall be published by the

Board of Directors on the Company's website and the Company shall allow each shareholder to inspect them at no charge at the Company's registered office within the period of time stated in the invitation to the General Meeting. The Board of Directors shall draw the shareholders' attention to those rights in the invitation to the General Meeting.

4. A shareholder is entitled to submit proposals and counterproposals regarding the matters included in the General Meeting's agenda. Those delivered to the Company no later than three (3) days prior to the date of the General Meeting shall be published by the Board of Directors without undue delay on the Company's website and include the reasoning contained therein. Were any proposals and counterproposals delivered at least five (5) days prior to the date of the General Meeting, the opinion of the Board of Directors shall also be published without undue delay.
5. The Board of Directors shall send the financial statements and annual report, or the report on the Company's business activities and its assets where the law does not require the Board of Directors to draw up an annual report, together with the invitation of the General Meeting, or indicate in the invitation the link and password for access to those documents available on the Company's website. In addition, the Company shall allow each shareholder to inspect the financial statements and annual reports, or reports on the Company's business activities and assets, at the Company's registered office within the period of time specified in the invitation.
6. A General Meeting may be convened only with the consent of all the shareholders should the legal and other requirements set out in these Articles of Association not be met.

## **Article XII.**

### **Exercise of Voting Rights**

1. The General Meeting may be attended by all shareholders, members of the Company's bodies and company employees invited by the Board of Directors or the Supervisory Board. Members of the Board of Directors shall always attend the General Meeting. The General Meeting is not open to the public. No shareholder shall have the right to be accompanied at the General Meeting by another person determined beforehand by them. A shareholder shall be entitled to be represented at the General Meeting by a proxy appointed through power of attorney. The proxy letter therein shall indicate whether it applies to only one or several General Meetings during a specific term and the principal's signature thereon does not have to be officially authenticated. The proxy shall submit the power of attorney to the Board of Directors before the start of the General Meeting.
2. Neither a director serving on the Company's Board of Directors nor a member of the Supervisory Board can act as proxy for a shareholder.
3. A shareholder is not allowed to exercise their voting rights under any of the circumstances specified in Sections 426 and 427 of the Business Corporations Act.

## **Article XIII.**

### **General Meeting Quorum**

1. Resolutions may be adopted at the General Meeting where the attending shareholders hold shares whose total par value exceeds 50% of the Company's registered capital. Shares

specified in Sections 412 (2), 426, and 427 of the Business Corporations Act shall not to be taken into account in assessing whether the General Meeting has a quorum.

#### **Article XIV.**

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

1. The chair, secretary, verifier of the minutes of the General Meeting, and tellers appointed to count votes shall be elected thereat. Until the chair has been elected, the General Meeting shall be chaired by whoever convened it or somebody else appointed by them.
2. Votes at the General Meeting shall be cast upon the call of the chair of the General Meeting. Any proposal by the Board of Directors shall be put to a vote prior to any counterproposals to be put thereto, and in the order in which they have been presented. Once a proposal has been adopted, no further proposals shall be put to a vote. Should a shareholder submit a counterproposal at the General Meeting, each shareholder shall be allocated five (5) minutes thereafter to submit their own counterproposals unless the chairperson decides otherwise.
3. Unless otherwise decided at the General Meeting, any vote shall be taken in the open by the raising of hands holding the ballot.
4. Voting by letter is permitted, including for votes taken at the General Meeting (or when decisions are taken outside it), for example through communication means enabling the transmission of sound and images over long distances (video or teleconferencing), unless the decisions taken by a vote are to be drawn up as notarial acts. Where a decision adopted at the General Meeting is to be drawn up as a notarial act, the vote may only be taken through written correspondence. The same shall also apply to decisions adopted by the Board of Directors and/or the Supervisory Board. The participants shall be introduced and identified at the beginning of such a transmission and the identity of the persons entitled to exercise their voting rights or take the decisions concerned shall be verified. Their identities shall be verified as instructed in the invitation to the General Meeting. It shall also contain rules and conditions for voting. A record of the proceedings and decisions taken therein may be made. The Board of Directors shall then arrange for a written record thereof and of the significant circumstances behind the decision-making, to be signed by any of the participants in the meeting determined by shareholders during it from among the directors serving in the Board of Directors, members of the Supervisory Board, employees of the Company or other attending persons. The Company shall archive the records in the same way as the minutes of the General Meeting. When voting by correspondence, the signatures of shareholders shall be officially authenticated. Further details may be determined by either rules of procedure or the Board of Directors set out in the invitation to the General Meeting, or at the General Meeting prior to voting.
5. The language to be spoken at the General Meeting shall be Czech. All costs related to translation of, or facilitation of access to, the proceedings or minutes of the General Meeting shall be borne by shareholders.

#### **Article XV.**

##### **Conditions for a Resolution Adopted at the General Meeting to be Valid**

1. Decisions taken at the General Meeting shall be adopted by a majority of attending shareholders unless the Business Corporations Act ("BCA") or these Articles require a different majority.
2. A qualified majority of the votes of attending shareholders is required in the cases referred to in Sections 416 and 417 of the BCA.
  - a) At least a two-thirds majority of the votes of attending shareholders is required for the following decisions:
    - i. To authorise the transfer or pledging of an asset, or part thereof, which would constitute a material change in the Company's actual scope of business or activities;
    - ii. To amend the Articles of Association;
    - iii. For any decision resulting in a change in the Articles of Association;
    - iv. To authorise the Board of Directors to raise registered capital;
    - v. To opt for setting off monetary claims against the Company against a claim for payment of the issue price;
    - vi. To issue convertible or senior bonds;
    - vii. To wind-up of the Company through the liquidation of its assets and distribution of funds remaining after liquidation.
  - b) At least a three-quarters majority of votes of attending shareholders holding the shares concerned is required for the following decisions:
    - i. To change the type or form of shares;
    - ii. To change the rights attached to a specific type of shares;
    - iii. To limit the transferability of registered shares;
    - iv. To withdraw participating securities from trading on a European regulated market.
  - c) At least a three-quarters majority of votes of attending shareholders is required for the following decisions:
    - i. To exclude or limit a preferential right to acquire convertible or senior bonds;
    - ii. To pay out dividends from profits or other own resources to persons other than shareholders, pursuant to Section 34 (1) of the BCA;
    - iii. To exclude or limit a shareholder's preferential right to raise registered capital through the subscription of new shares and/or non-cash contributions.
  - d) The agreement of all shareholders concerned shall be required for the following decision:
    - i. To merge shares or transform a type of shares to shares with no voting rights attached.
  - e) At least a two-thirds majority of votes of all shareholders shall be required for a decision to approve an agreement on settlement of damage.
3. Where several types of shares have been issued, at least a two-thirds majority of the votes of the shareholders present for each type of shares whose rights are affected by a resolution under Section 421 (2m) of the BCA shall be required to adopt the resolution or change the amount of registered capital.
4. Where several types of shares have been issued, at least a three-quarters majority of votes of the shareholders present for each type of shares whose rights are affected by a resolution pursuant to Section 417 (3) of the BCA shall be required to adopt it.

5. All decisions and facts referred to in Section 416 of the BCA and any other facts whose effects commence upon them having been entered in the Commercial Register shall be subject to a notarial act. It shall also contain the approved text of the amended version of the Articles of Association. A resolution adopted at the General Meeting which results in change in the content of the Articles of Association shall replace the resolution amending the Articles of Association and such a resolution shall be drawn up as a notarial act.
6. Where a resolution adopted at the General Meeting is to be certified by a notarial act pursuant to legal regulations, it shall be drawn up within sixty (60) days from the day of its adoption.
7. Matters not included in the published draft agenda of the General Meeting may be decided only with the consent of all of the Company's shareholders.

## **Board of Directors**

### **Article XVI.**

#### **General Provisions**

1. The Board of Directors is the Company's statutory body managing its activities and acting on its behalf. It shall be responsible for managing the Company's trades.
2. The Board of Directors shall have a minimum of three (3) and a maximum of five (5) members. The term of office of a director serving on the Board of Directors is ten (10) years.
3. No director serving on the Board of Directors may be a member of the Supervisory Board or hold a position in another supervisory body that oversees the management and governance system serving to ensure effective and prudent management under the Capital Market Business Act.
4. Directors serving on the Board of Directors are elected and may be dismissed at the Company's General Meeting. Directors serving on the Board of Directors may be re-elected. Only a person who meets the legal requirements for serving as a member of a commercial corporation's body, in particular the requirements laid down in Section 152 et seq. of the Civil Code and the requirements laid down in Sections 46, 46a, 63-66, and 70 of the BCA, may serve as a director on the Board of Directors. Any legal person serving as a director on the Board of Directors shall, without undue delay, authorise a natural person who complies with the requirements for serving as a director laid down by the law to represent it on the Board of Directors. The legal person may no longer serve, *inter alia*, if the director to be serving on the Board of Directors has not been entered in the Commercial Register within three (3) months of the date of appointment. A person who does not comply with those requirements shall not become a director serving on the Board of Directors even if a decision to that effect has been adopted at the General Meeting.
5. Directors serving on the Board of Directors shall elect and dismiss their chair.
6. Should a director serving on the Board of Directors die, resign, or be dismissed, or their term expire, or the relevant government body not grant consent to the director holding the office in the cases provided in a special law, or should the legal person which is serving as a director on the Board of Directors cease to exist without a legal successor, a new member of the Board of Directors shall be elected at the General Meeting within two (2) months thereof.
7. A director serving on the Board of Directors may resign therefrom. A director serving on the Board of Directors who resigns shall notify the Company thereof. Any notice of resignation from

the Board of Directors shall be discussed at the General Meeting to be held immediately thereafter. The term of a director serving on the Board of Directors shall expire on the day on which it has been or should have been discussed at the General Meeting or upon the expiry of three (3) months from the date when the notice of resignation has been served, whichever is earlier. Should a member of an elected body announce their resignation at the General Meeting, the term of the director serving on the Board of Directors shall expire two (2) months after the announcement, unless another date for the term to expire is approved at the General Meeting, at the request of the resigning member.

8. Where a sole shareholder exercises the powers of the General Meeting, the term of a director serving on the Board of Directors shall expire two (2) months after the date when the notice of resignation has been served to the sole shareholder, unless the sole shareholder approves another date for the term to expire at the request of the resigning member.
9. Should a legal entity serving as a director on the Board of Directors cease to exist and there is a legal successor, the legal successor shall serve as a director on the Board of Directors.
10. The directors serving on the Board of Directors shall be entitled to director's fees, provided a decision to remunerate them has been adopted at the General Meeting.
11. A director serving on the Board of Directors shall not be permitted:
  - a) To engage in business activities falling under the Company's scope of business, not even for the benefit of other persons, or to broker the Company's business for another party, unless such party is a person controlled by the Company, controlling the Company, and/or a person forming part of the same group with the Company;
  - b) To serve on a statutory body or be employed by another person with the same or a similar scope of business or an entity in a similar position, unless the entity is a business corporation controlled by the Company, controlling the Company or a business corporation forming a group with the Company,
  - c) To engage in the business activities of another commercial corporation as a partner with unlimited liability or as the controlling person of another entity with the same or similar scope of business, unless it is a business corporation controlled by the Company, controlling the Company or a business corporation forming a group with the Company.
12. A director serving on the Board of Directors shall not during their term carry out any other continuous activity (whether paid or unpaid) which might prevent the director from properly exercising the powers vested in them, unless consent thereto has been granted at the General Meeting (or by the sole shareholder) of the Company.

## **Article XVII.**

### **Competence of the Board of Directors**

1. The Board of Directors shall decide on all matters concerning the Company unless they fall under the powers vested in the shareholders at the General Meeting or members of the Supervisory Board pursuant to the BCA or these Articles of Association.
2. The Board of Directors particularly:

- a) Executes resolutions adopted at the General Meeting and resolutions adopted by the Supervisory Board in the cases specified in the Articles of Association;
  - b) Submits at the General Meeting, after it has been discussed by the Supervisory Board:
    - i. Annual reports where the Company is required by law to prepare such reports and also reports on the Company's business activities, assets and business policies;
    - ii. Financial statements and proposed payouts of dividends from profits or other resources or coverage of losses;
    - iii. Drafts of main directives governing the Company's economic policy and proposals concerning the means to achieve objectives;
    - iv. Drafts of the Company's annual plans and reports on their implementation;
  - c) The Board of Directors is obliged:
    - i. To enable the Supervisory Board, or its members, to review the activities of the Board of Directors;
    - ii. To provide the members of the Supervisory Board, at their request, with all documents and papers relating to the management and economic activities of the Company;
  - d) To ensure proper keeping of the Company's accounts, to submit at the General Meeting for approval regular, extraordinary, and consolidated financial statements with any proposed payout of dividends from profits or other own resources or coverage of losses and interim financial statements in cases provided for by law;
  - e) To adopt the Company's internal rules and directives within the framework of the Articles of Association;
  - f) To act in accordance with the Capital Market Business Act and, in particular, to be vested with the power to establish and apply a management and governance system to ensure efficient and prudent management.
3. The Board of Directors shall seek prior written consent to be granted at the General Meeting or prior written consent of the sole shareholder for the following legal acts:
- a) To conclude, amend or terminate contracts (except commercial contracts with clients in the ordinary course of business) where the value thereof for performance during one calendar quarter exceeds CZK 200,000,00 (two hundred thousand Czech koruna and including any contractual and statutory penalties);
  - b) To conclude, amend or terminate contracts for recurring or ongoing performance (including lease agreements, license agreements and the like) for an indefinite period or for a fixed period exceeding one (1) year;
  - c) To conclude, amend or terminate credit agreements, borrowing agreements and agreements concerning other means of providing or using funds;
  - d) To conclude contracts which would impose a burden on the Company's assets, and in particular pledges, contracts on easements and the like, or to conclude contracts to secure a third party's obligation or for performance on behalf of third parties, which include the issue, acceptance, endorsement or other signature of bills and similar security documents, the provision of guarantees and the like.
  - e) To decide upon changing the Company's registered office or to set up a new establishment.

## **Article XVIII.**

### **Resolutions of the Board of Directors**

1. The Board of Directors shall decide on the basis of a majority of the directors present. Each member of the Board of Directors shall have one vote. If there is a tie in the voting of the Board of Directors, the vote of the Chair of the Board shall not be decisive.
2. Meetings of the Board of Directors shall be convened by its chair, where if the election of the chair is pending, any member of the Board of Directors shall be entitled to convene a meeting. Meetings of the Board of Directors shall be chaired by its chair, where if the election of the chair is pending, its meetings may be chaired by any member of the Board of Directors.
3. The Board of Directors is quorate if a majority of its members are present.
4. Each adopted resolution shall be recorded in its minutes.
5. Voting of the Board of Directors may take place remotely through the use of communication means, including voting, in such a way that the members of the Board of Directors cast their votes prior to the Board meeting. The Board of Directors may make decisions outside of meetings (per letter) and using communication means outside of meetings (per letter). The consent of the members of the Board of Directors to the Board of Directors acting or deciding in the manner described above is not required. Other conditions are governed by the rules of procedure of the Board of Directors.

## **Article XIX.**

### **Supervisory Board**

1. The Supervisory Board oversees the Company. The Supervisory Board shall be vested with the power to oversee the Board of Directors and the conduct of the Company's business. The Supervisory Board has a minimum of three (3) and a maximum of five (5) members. The term of each member of the Supervisory Board is ten (10) years.
2. Members of the Supervisory Board are elected and can be dismissed at the General Meeting. Members of the Supervisory Board may be re-elected. Only a person who meets the legal requirements for serving on a commercial corporation's body, and in particular the requirements under Section 152 et seq. of the Civil Code and the requirements laid down in Section 46, 46a, 63-66, and 70 of the BCA, may serve on the Supervisory Board. Where a legal person is serving on the Supervisory Board, it shall, without undue delay, authorise a natural person who meets the requirements for serving thereon laid down by law to represent it on the Supervisory Board. A legal person ceases to be a member of the Supervisory Board if, *inter alia*, it has not been entered in the Commercial Register within three (3) months of becoming a member of the Supervisory Board and a person who does not meet the said requirements shall not serve on the Supervisory Board even if the decision to appoint them has been adopted at the General Meeting.
3. The Supervisory Board shall elect its chair from among its members.

4. A member of the Supervisory Board shall not simultaneously serve as a director on the Board of Directors, hold proxy or be authorised to act on behalf of the Company because it has been entered in the Commercial Register.
5. A member of the Supervisory Board may resign therefrom. A member resigning from the Supervisory Board shall notify the Company of their resignation. The member shall also inform the Board of Directors.
6. Any notice of resignation from the Board of Directors shall be discussed at the General Meeting to be held immediately thereafter. The term of a member of the Supervisory Board shall then expire on the day it has or should have been discussed at the General Meeting or upon the expiry of three (3) months from the date when the notice of resignation has been served, whichever is earlier. If a member of an elected body announces their resignation at the General Meeting, the term of office of the member of the Supervisory Board shall end two (2) months after the announcement, unless another expiration date has been approved at the General Meeting at the request of the resigning member.
7. Where the powers of the General Meeting have been vested in the sole shareholder, the term of a member of the Supervisory Board shall end two (2) months after the date on which the notice of resignation has been served to the sole shareholder, unless the sole member approves, at the request of the resigning member, another date for the resignation to enter into effect.
8. Should a member of the Supervisory Board die, resign, be removed from office, or if their term of office expires and the relevant government authority has not given its consent to serving on the Supervisory Board provided for by a special law, or should the legal person who is serving on the Supervisory Board cease to exist without a legal successor, an alternate member shall replace them in accordance with the rules set out below until the next General Meeting.
9. An alternate member(s) of the Supervisory Board may be elected at the General Meeting to fill a vacancy as a member of the Supervisory Board in the determined order of precedence.
10. If no alternates are elected, the Supervisory Board may appoint alternates until the next General Meeting unless the number of members elected at the General Meeting has not fallen below half of the number set out in these Articles of Association. The term of an alternate member of the Supervisory Board shall not be counted against their term as a member serving on the Supervisory Board.
11. Should the legal person who is a member of the Supervisory Board cease to exist with a legal successor, its successor shall serve on the Supervisory Board.
12. No member of the Supervisory Board shall be allowed:
  - a) To engage in business activities falling under the Company's scope of business, not even for the benefit of other persons, or to broker the Company's business for another party unless such party is a person controlled by the Company, controlling the Company, and/or a person forming part of the same group with the Company;
  - b) To be a member of a statutory body or employed by another entity with the same or similar scope of business or a person in a similar position, unless it is a commercial corporation controlled by the Company, a commercial corporation controlling the Company or a commercial corporation forming a group with the Company

- c) To engage in the business activities of another commercial corporation as a partner with unlimited liability or as the controlling person of another person with the same or similar scope of business, unless it is a commercial corporation controlled by the Company, controlling the Company or a commercial corporation forming a group with the Company
13. The above provisions do not apply to a fact which a member of the Supervisory Board has brought to the attention at the General Meeting (or to the sole shareholder) in writing and against which no objection is raised at the General Meeting within one (1) month of receipt of the notice from that member of the Supervisory Board.

## **Article XX.**

### **Competence of the Supervisory Board**

1. The Supervisory Board shall carry out all the activities required of a body overseeing the Company unless it is explicitly mentioned in the BCA or the Articles of Association as falling under the competence of the General Meeting or the Board of Directors or those determined as falling under the competence of the General Meeting by a resolution adopted thereat. The Supervisory Board shall be vested with the power to oversee the Board of Directors and the conduct of the Company's business. The Supervisory Board shall follow the principles adopted at the General Meeting, unless they conflict with legislation or the Articles of Association.
2. Members of the Supervisory Board shall have the right to inspect all documents and records relating to the Company, to check whether the accounts are properly kept in accordance with the facts and whether the Company's business activities are carried out in accordance with legal regulations, the Articles of Association and the instructions issued at the General Meeting.
3. Members of the Supervisory Board shall attend the General Meeting of the Company and report thereat on results of their oversight activities.
4. In particular, the Supervisory Board:
  - a) Reviews regular, extraordinary, consolidated and, where appropriate, interim financial statements and proposed payout of dividends from profits or the Company's other resources or proposed coverage of losses and submits its opinions at the General Meeting;
  - b) Presents opinions at the General Meeting on the materials submitted by the Board of Directors relating in particular to the following:
    - i. Oversees its own activities;
    - ii. Reports on the Company's business activities, assets and business policy;
    - iii. Reviews financial statements and the proposed payout of dividends from profits or the Company's other resources or proposed coverage of losses;
    - iv. Drafts main directives for the Company's economic policy and proposals concerning the means to achieve objectives;
    - v. Drafts annual plans of the Company and reports on their implementation;
  - c) Is entitled to continuously review the activities of the Board of Directors and, to that end, it may require the submission of supporting documents, instruments and documents relating to the management and economic activities of the Company;
  - d) Acts as an Audit Committee pursuant to Section 44 of Act 93/2009 on auditing, as amended;

- e) Acts in accordance with the Capital Markets Business Act, in particular oversight and review of the management and governance system serving to ensure efficient and prudent management.
5. Members of the Supervisory Board attend the General Meeting of the Company and shall be obliged to communicate thereat about the results of their supervisory activities.
6. The Supervisory Board shall appoint one of its members to represent the Company before courts and other authorities.

## **Article XXI.**

### **Meetings of the Supervisory Board**

1. The Supervisory Board shall meet at least once a year, but always as required by the Company and with a view to the proper performance of its oversight function.
2. Meetings of the Supervisory Board shall be convened by its chair, where if the election of the chair is pending, any member of the Supervisory Board shall be entitled to convene meetings. The chair of the Supervisory Board shall be obliged to convene a meeting thereof whenever any member or director serving on the Board of Directors requests it, provided that they state the reason for convening it within fifteen (15) days of receipt of such a request. Should the chair of the Supervisory Board fail to do so, any other member of the Supervisory Board shall be entitled to convene a meeting of the Supervisory Board.
3. The Supervisory Board may, at its discretion, invite members of other bodies of the Company, its employees or shareholders to attend meetings.
4. Meetings of the Supervisory Board shall be chaired by its chair. In the absence of the chair, or pending election of the chair, the meeting shall be chaired by an member of the Supervisory Board so appointed. Meetings of the Supervisory Board and adopted resolutions shall be recorded in minutes signed by the chair, or by the member of the Supervisory Board appointed to chair the meeting, and whoever is taking the minutes.
5. Expenses related to the Supervisory Board's meetings and its other activities shall be borne by the Company.
6. The Supervisory Board is quorate if a majority of its members are present at the meeting. The Supervisory Board decides by a majority vote of the members present.
7. Voting of the Supervisory Board may take place remotely through the use of communication means, including voting, in such a way that the members of the Supervisory Board cast their votes prior to the Board meeting. The Supervisory Board may make decisions outside of meetings (per letter) and using communication means outside of meetings (per letter). The consent of the members of the Supervisory Board to the Supervisory Board acting or deciding in the manner described above is not required. Other conditions are governed by the rules of procedure of the Supervisory Board.

## **Article XXII.**

### **Acting and Signing on Behalf of the Company**

The Board of Directors acts on behalf of the Company either through the chairperson of the Board of Directors acting alone or together with another director serving on the Board of Directors.

### **Article XXIII.**

#### **Reserve Fund, Distribution of Profits and Settlement of Losses**

1. The Company has created a reserve fund from net profits reported in its annual financial statements.
2. Any decision on further use of the reserve fund; to replenish, use or cancel it; or on any other use thereof shall be adopted at the General Meeting.
3. The shareholders at the General Meeting shall decide how losses incurred by the Company during the previous financial year are to be covered upon a proposal from the Board of Directors.
4. Should the financial statements show a net profit, the shareholders shall decide at the General Meeting whether to pay out dividends and adopt such a decision. Profits not paid out as dividends may be used to replenish or increase the reserve fund.
5. Dividends from profits or the Company's other resources shall be paid to shareholders through a transfer to the bank account communicated by the shareholders to the Company for that purpose. Dividends from profits or the Company's other own resources shall be paid out if a decision is adopted among the shareholders at the General Meeting to pay out dividends from profits or the Company's other own resources and the Board of Directors decides to pay them. These provisions shall apply, *mutatis mutandis*, to the payment of director's fees.
6. The Board of Directors may decide to pay out dividends and director's fees from profits or other own resources or on advance payments from profits only after statutory conditions have been met, in particular the conditions laid down in Sections 34 to 35 and 40-41 of the BCA.
7. Dividends and director's fees paid out from profits or the Company's other resources shall be payable within three (3) months of the date when the decision has been adopted at the General Meeting to pay out dividends from profits or the Company's other resources or to pay director's fees.
8. The Board of Directors may decide, in compliance with the requirements laid down in Section 35 of the BCA, to advance dividends from profits only on the basis of interim financial statements approved at the General Meeting, provided there are sufficient resources to pay out dividends. The advance of dividends shall be repaid within three (3) months of the date on which the ordinary or extraordinary financial statements have been or should have been approved, unless the amount of the dividends paid out on the basis of the annual or extraordinary financial statements amounts to at least the sum of the advances on dividends paid out in accordance with legislation and the shareholders at the Company's General Meeting has decided to pay out the dividend.

### **Article XXIV.**

#### **Raising and Reducing Registered Capital**

1. Any raising of registered capital shall be decided at the General Meeting from a proposal by the Board of Directors within the limits of the mandate provided for in Section 511 et seq. of the

BCA. A decision may be adopted at the General Meeting to raise registered capital by subscription of new shares in accordance with the rules laid down in Section 474 et seq. of the BCA, through a conditional increase in registered capital in accordance with the rules laid down in Sections 505-510 of the BCA, or from the Company's own resources in accordance with the rules laid down in Sections 495-504 of the BCA. Specific rules for raising registered capital shall be adapted in accordance with the statutory provisions of the decision adopted at the General Meeting to raise registered capital.

2. Any reduction in registered capital has to be decided and adopted at the General Meeting of the Company. Registered capital may be reduced either by lowering the par value or book value of shares in accordance with the rules laid down in Sections 524-526 of the BCA, by withdrawing shares from circulation in accordance with the rules laid down in Sections 527-531 of the BCA, by a contracted withdrawal of shares in accordance with the rules laid down in Sections 532-535 of the BCA, or by refraining from the issue of new shares in accordance with the rules laid down in Section 536 of the BCA.

#### **Article XXV.**

##### **Winding up and Dissolution of the Company**

The winding up and dissolution of the Company shall be governed by Sections 168-173 of the New Civil Code and Sections 93-94 of the BCA. The winding up of the Company shall be decided and adopted at the General Meeting with the option to wind up the Company either through liquidation of its assets or by other means, having applied the procedure under Sections 549-551 of the BCA.

#### **Article XXVI.**

##### **Guardian**

The Company has resolved in accordance with Section 488 of the New Civil Code to appoint Prof. Ing. Karel Kopp, CSc., date of birth 28 August 1948, permanent address: K. Vidouši 1318, Unhošť, postcode 273 51 to be custodian for the Company.

#### **Article XXVII.**

##### **Final Provisions**

1. Amendments to the Articles of Association shall be decided at the General Meeting, unless it is amended when the Board of Directors raises registered capital pursuant to Sections 511 to 515 of the BCA. Should a decision adopted at the General Meeting amend the Articles of Association, that decision shall replace any decision amending the Articles of Association. Such a decision shall be certified by an authentic instrument. Should a decision adopted at the General Meeting not determine whether or how the Articles of Association are to be amended, the Board of Directors shall decide on the amendment in accordance therewith. The decision of the Board of Directors shall be certified by an authentic instrument.
2. Amendments to the Articles of Association adopted at the General Meeting shall enter into force when they are adapted thereat, unless a later date for them to enter into force is indicated either in the decision adopted at the General Meeting to amend the Articles of Association or by law.

3. The incorporation, legal relations and dissolution of the Company, as well as all legal relationships arising from these Articles of Association, labour law and other relationships within the Company, are governed by the laws of the Czech Republic and these Articles of Association.
4. The Company undertakes to comply with Act 90/2012 on business companies and cooperatives (Business Corporations Act) as a whole.
5. This version of the Articles of Association shall take effect from the date of its approval at the General Meeting.