

[QR Code] 2A7NNWQ

Notarial Deed

drawn up on 29/8/2023 (the twenty-ninth of August two thousand twenty-three) by Mgr. Eva Králová, notary public in Prague, in her notary office at Revoluční 1080/2, Nové Město, 110 00 Prague 1. -----

Party: Energetický a průmyslový holding, a.s., having its registered office at Pařížská 130/26, Josefov, 110 00 Prague 1, Company ID: 283 56 250, registered in the Commercial Register kept by the Municipal Court of Prague, Section B, file No. 21747 (“Energetický a průmyslový holding, a.s.” or the “Party”), **represented by Jan Bílek**, date of birth 24 November 1982, residing at Musílkova 335/62, Košíře, 150 00 Prague 5 (“Jan Bílek” of the “Representative”), on the basis of a power of attorney, *which forms Annex one hereto.* -----

JUDr. Jan Bílek, personally known to me, declares that he has the legal capacity to act independently within the scope of the founding legal act which is the subject of this Notarial Deed, and is authorized by a power of attorney that is effective and has not been revoked by the principal or terminated by the agent to represent Energetický a průmyslový holding, a.s. individually in the legal act below, stating that the company has not filed for insolvency as a bankrupt and is not insolvent. -----

The existence of Energetický a průmyslový holding, a.s. has been proved by presenting a certified extract from the Commercial Register kept by the Municipal Court of Prague, Section B, file No. 21747, issued by Mgr. Eva Králová, notary public in Prague, under number V 4011/2023, of which the representative of the Party, JUDr. Jan Bílek, has declared that it contains up-to-date and correct information about Energetický a průmyslový holding, a.s. as entered in the Commercial Register. -----

By this founding legal act, in accordance with Section 125 of Act No. 89/2012 Coll., the Civil Code, as amended (the “Civil Code”) and with Sections 8 (1) and 250 (1) of Act No. 90/2012 Coll., on Business Companies and Cooperatives (Business Corporations Act), as amended (the “Business Corporations Act” or “BCA”), the Party, represented by the Representative, hereby constitutes (establishes) a joint stock company, adopting its Articles of Association reading as follows: -----

-----**“ARTICLES OF ASSOCIATION**-----
-----**of the joint stock company**-----
-----**EPH Financing International, a.s.**-----

-----**1. BASIC PROVISIONS**-----

-----**Article 1**-----

-----**Corporate Name**-----

The Company’s corporate name is: EPH Financing International, a.s.-----

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----- **Article 2** -----

----- **Registered Office** -----

The Company's registered office is located in the Municipality of Prague. -----

----- **Article 3** -----

----- **Duration of the Company** -----

The Company has been established for an indefinite period. -----

----- **Article 4** -----

----- **Object of Activity** -----

The Company's object of activity is: -----

1. Holding and management of investment ownerships in subsidiaries. -----

----- **Article 5** -----

----- **Share Capital and Shares** -----

1. The Company's share capital amounts to CZK 2,000,000 (two million Czech Crowns). -----
2. The Company's share capital is divided into 10 (ten) registered shares in certificated form with a par value of CZK 200,000 (two hundred thousand Czech Crowns). -----
3. The Company's shares can be replaced by a collective share certificate. -----
4. Based on a General Meeting's resolution, the Company may issue bonds conferring the right to acquire shares by exchange or senior bonds giving the pre-emptive right to acquire shares by subscription. -----

----- **2. SHAREHOLDERS** -----

----- **Article 6** -----

----- **Shareholders' Rights and Obligations** -----

1. Shareholders are entitled to attend and to vote at General Meetings. Voting rights are attached to shares. The number of votes attaching to shares is determined by the par value of shares, with 1 (one) vote being attached to one share with a par value of CZK 200,000 (two hundred thousand Czech Crowns). The total number of votes in the Company is 10 (ten). -----
2. 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. -----
3. Other rights and obligations of shareholders are determined by law or these Articles of Association. -----

----- **3. INTERNAL STRUCTURE 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. If the Company has a sole shareholder, no General Meeting is held, and the General Meeting's powers are exercised by this sole shareholder. -----
2. The convocation, powers, position, and course of General Meetings are governed by law, unless stated otherwise in these Articles of Association. -----
3. At a General Meeting, it is voted by acclamation, i.e. on a show of hands. -----
4. Resolutions of the General Meeting shall be determined by a majority of the votes of the shareholders present, unless the law or these Articles require a greater or otherwise determined majority. -----
5. 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. The shareholders have to present their proposals along with the respective requests within no more than ten (10) minutes. -----
6. Per rollam decision-making under Sections 418 to 420 of the BCA is permitted. -----
7. If all shareholders agree, a General Meeting may be held without meeting the statutory requirements for convening General Meetings. -----

----- **B. BOARD OF DIRECTORS** -----

----- **Article 9** -----

----- **Board of Directors** -----

1. The Board of Directors is the Company's statutory body.-----
2. The Board of Directors consists of 3 (three) members.-----
3. Members of the Board of Directors are elected and removed by the General Meeting. -----
4. The chairperson of the Board of Directors is elected and removed by the Board of Directors. -----

5. The term of office of members of the Board of Directors is 20 (twenty) years. -----
6. 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 (one) vote. In the event of a tie vote, the chairperson of the Board of Directors shall have the casting vote. -----
7. The Chairperson of the Board of Directors may initiate decision-making process outside meetings, in written form or using communication tools. -----
8. 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. -----
9. A member of the Board of Directors is not subject to the non-compete clause under Section 441 of the BCA. -----

----- **C. SUPERVISORY BOARD** -----

----- **Article 10** -----

----- **Supervisory Board** -----

1. The Supervisory Board is the controlling body of the Company. -----
2. The Supervisory Board consists of 1 (one) member. -----
3. Members of the Supervisory Board are elected and removed by the General Meeting. -----
4. The chairperson of the Supervisory Board is elected and removed by the Supervisory Board. -----
5. The term of office of members of the Supervisory Board is 20 (twenty) years. -----
6. Resolutions of the Supervisory Board shall be determined by a majority of the votes of the members present. Each member of the Supervisory Board has 1 (one) vote. In the event of a tie vote, the chairperson of the Supervisory Board shall have the casting vote. -----
7. The Chairperson of the Supervisory Board may initiate decision-making process outside meetings, in written form or using communication tools. -----
8. 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. -----
9. A member of the Supervisory Board is not subject to the non-compete clause under Section 451 of the BCA. -----

----- **IV. REPRESENTATION OF THE COMPANY** -----

----- **Article 11** -----

----- **Representation of the Company** -----

Members of the Board of Directors may represent the Company in all matters, with the Company being externally represented jointly by two members of the Board of Directors. -----

-----**ECONOMIC MANAGEMENT OF THE COMPANY**-----

-----**Article 12**-----

-----**Financial Statements**-----

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 (thirty) days prior to the date of the General Meeting and within 30 (thirty) days after the Financial Statements are or are not approved, the first sentence shall not apply.-----
2. Along with the Financial Statements, the Board of Directors shall publish, in the manner stated above, the report on the Company's business operations and assets; this report is included in the Annual Report (if presented). The second sentence of the previous paragraph shall apply by analogy. -----

-----**Article 13**-----

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

The General Meeting decides on the distribution of shares in the profits determined by the ordinary or extraordinary Financial Statements. According to Section 34 (1) of the Business Corporations Act, shares in profits may be distributed among persons other than the shareholders, in particular among the members of the Board of Directors and/or the Supervisory Board. -----

-----**Article 14**-----

-----**Reserve Fund and other funds**-----

1. The company does not establish a reserve fund.-----
2. The company is entitled, or may be obliged to, establish other funds, contributing to them in accordance with the applicable legislation. -----

-----**Article 15**-----

-----**Financial Assistance**-----

The Company may provide financial assistance if the legal conditions are met. -----

-----**VI. COMMON, TRANSITIONAL AND FINAL PROVISIONS**-----

-----**Article 16**-----

-----**Founding of the Company**-----

1. Energetický a průmyslový holding, a.s., having its registered office at Pařížská 130/26, Josefov, 110 00 Prague, Company ID: 283 56 250, entered in the Commercial Register kept by the Municipal Court of Prague, Section B, file No. 21747 (the "**Founder**") subscribed for 10 (ten) shares, each with

a par value of CZK 200,000 (two hundred thousand Czech crowns), at a total issue price of CZK 2,000,000 (two million Czech crowns). -----

2. The Founder shall pay the issue price within 30 (thirty) days from the date of adoption of these Articles of Association. -----
3. The Founder shall fulfil the deposit obligation by cashless transfer of CZK 2,000,000 (two million Czech crowns) to a special bank account held with the J&T banka, a.s. -----
4. The share capital must be paid up in full at the time of incorporation. -----
5. Approximately 50,000 CZK (fifty thousand Czech crowns) will be incurred in connection with the establishment of the Company. -----
6. The Founder appoints the following persons as members of the Board of Directors: (i) JUDr. Daniel Křetínský, date of birth 9 July 1975, residing at Kostelní 1102/12, Holešovice, 170 00 Prague 7, Czech Republic, (ii) Mgr. Pavel Horský, date of birth 23 April 1973, residing at Na Míčánce 2642/4, Dejvice, 160 00 Prague 6, Czech Republic, and (iii) Mgr. Marek Spurný, date of birth 20 November 1974, residing at Nová 914, 252 43 Průhonice, Czech Republic. -----
7. The Founder appoints the following person as a member of the Supervisory Board: Mgr. Petr Sekanina, date of birth 9 November 1973, residing at Budějovická 351/16, Krč, 140 00 Prague 4, Czech Republic. -----
8. The Founder appoints JUDr. Jan Bílek, date of birth 24 November 1982, residing at Musílkova 335/62, Košíře, 150 00 Prague 5, Czech Republic, as the contribution administrator. -----

----- **Article 17** -----

----- **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 the Company's Articles of Association shall be governed by Czech law. Matters not covered by these Articles of Association shall be governed by the applicable law. -----

----- **Article 18** -----

----- **Interpretation Provision** -----

If any provision of these Articles of Association is found to be invalid, whether in respect of the applicable law or in respect of amendments thereto, the remaining provisions hereof shall not be affected thereby. 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 of Association shall come into effect upon entry in the Commercial Register, the previous wording of the Articles of Association 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 19 -----

----- Guardian of the Company -----

JUDr. Daniel Křetínský, date of birth 9 July 1975, Mgr. Ing. Jiří Nováček, LL.M., date of birth 9 June 1979, Mgr. Pavel Horský, date of birth 23 April 1973, Mgr. Marek Spurný, date of birth 20 November 1974, or Mgr. Ing. David Bregar, date of birth 21 September 1974, shall be court-appointed guardians of the Company under Section 488 of Act. No. 89/2012 Coll., the Civil Code. -----

----- Article 20 -----

----- Advantages in Connection with the Establishment of the Company -----

No special advantage was granted to anyone in connection with the establishment of the Company.” -----

----- Consent to the Entry in the Commercial Register -----

The Founder declares that it gives its express consent to the registration of its details to be entered under Act No. 304/2013 Coll., on Public Registers of Legal Entities and Natural Persons, or another act, in the Commercial Register as part of the registration of the entrepreneur, by these Articles of Association of the company being established, i.e. EPH Financing International, a.s. -----

----- Notary's Statement under Section 70 et seq. of Act No. 358/1992 Coll., Notarial Code -----

I, Mgr. Eva Králová, notary Public in Prague, declare under Sections 70 and 70a of the Notarial Code that all requirements for drafting this Notarial Deed have been met, that the founding legal act performed is in accordance with applicable laws and meets the conditions and requirements laid down by a special regulation for the registration in the Commercial Register and that the necessary formalities laid down by a special regulation applicable to the entry of this founding legal act in the Commercial Register have been fulfilled. -----

This Notarial Deed has been drawn up to certify this legal act. After reading this Notarial Deed, the Party, represented by the Representative, has approved it. -----

----- On behalf of **Energetický a průmyslový holding, a.s.**

----- **JUDr. Jan Bílek**, acting under a power of attorney

----- *JUDr. Jan Bílek, m.p.*

----- **Mgr. Eva Králová, m.p.** -----

L.S. (official stamp) Mgr. Eva Králová, notary public in Prague-----