

UniCredit Leasing CZ, a.s.
STATUTES
Current wording
As of 24 September 2019

I. Basic provisions

Article 1.

Establishment and creation of the joint stock company

- 1) The joint stock company UniCredit Leasing CZ, a.s. (hereinafter only the "Company") was established by the founders based on and in accordance with the foundation deed dated 12.2.1991.
- 2) The Company is registered in the Commercial Register at the Municipal court in Prague, Section B, Enclosure 546.
- 3) The Company was established for unlimited period of time.
- 4) The Company belongs to UniCredit Banking Group. As a member of the Group, subject to applicable law, the Company must comply with the provisions issued by the Holding Company UniCredit, in the exercise of the powers to manage and co-ordinate, and in order to observe the instructions issued by the Bank of Italy aimed at maintaining Group financial stability. Subject to applicable law, the members of the Board of Directors agree to supply the Holding Company with all data and information regarding the activities of the Company.

Article 2.

Business firm and company seat

- 1) Business firm of the Company: UniCredit Leasing CZ, a.s.
- 2) Company Seat: Praha
- 3) Identification company number: 158 86 492

Article 3.

Scope of business

- 1) The scope of the business of the Company is the following:
 - a) Production, trade and services not listed in the Annexes 1 to 3 of the Trade Act;
 - b) Accounting advisory, accounting and tax accounting;
 - c) Providing or mediation of consumer loans;
 - d) Renting real estate, apartments and non-residential premises.
- 2) The Company may establish representative offices, branches either in the Czech Republic or abroad. The trade name of the Company's branches or representative office shall be formed by the aforementioned Company's name with the appendix "branch" or "representative office" and the place of establishment of the branch or the representative office.

II. Share capital of the Company and shares

Article 4.

Share capital and shares

- 1) The share capital of the company is CZK 981,452,000 (in words nine hundred eighty one million Czech crowns) and has been fully paid up.

- 2) The share capital is divided into 661 registered shares issued as the book-entry shares with the nominal value as follows:
 - a) 260 shares with nominal value of each share of CZK 100,000 (one hundred thousand Czech crowns)
 - b) 400 shares with nominal value of each share of CZK 500,000 (five hundred thousand Czech crowns)
 - c) 1 (one) share with nominal value of CZK 755,452,000 (seven hundred and fifty five million four hundred and fifty two thousand Czech crowns)

III. Shareholders

Article 5.

Rights and obligations of the shareholders

- 1) The shareholder is authorised to participate at the General Meeting, to vote at the General Meeting, has the right to request and to receive explanation of the issues concerning the company, if such explanation is essential for evaluation of the subject of the meeting of the General Meeting and to propose proposals and counter proposals.
- 2) The shareholder present at the General Meeting has the right to the mentioned explanation also regarding the issues concerning the persons governed by the Company. If at the General Meeting the shareholder wants to file counter proposals to the matters of the General Meeting's agenda, the shareholder should deliver it to the Company in a reasonable time period before the General Meeting; not applicable in case of proposal for election of particular persons to the Company's corporate bodies. The Board of Directors is obliged to publish, in the way designed for the calling of the General Meeting, the counter proposal of the shareholder with its standpoint; not applicable if the counter proposal was not delivered to the Company at least two (2) days before the General Meeting or in case of inadequate costs of such proposal comparing to its goal or in case the counter proposal contains more than 100 words.
- 3) The voting right belonging to the shareholder depends on the nominal value of its shares; each CZK 1 000 (one thousand Czech crowns) of nominal value of the share - shall represent one vote. That means each single share of nominal value of CZK 100,000 (one hundred thousand Czech crowns) represents 100 (one hundred) votes, each share of nominal value of CZK 500,000 (five hundred thousand Czech crowns) represents 500 (five hundred) votes, and one share of nominal value of CZK 755,452,000 (seven hundred and fifty five million four hundred and fifty two thousand Czech crowns) represents 755,452 (seven hundred and fifty five thousand four hundred and fifty two) votes. Total number of votes in the Company is 981,452 (nine hundred and eighty one thousand four hundred and fifty two).
- 4) The shareholder or the shareholders of the Company, who own the shares with summary nominal value of at least 3 % of the registered capital (the "qualified shareholder"), can request:
 - a) the Board of Directors to convene the extraordinary General Meeting with the purpose to discuss proposed issued;
 - b) the Board of Directors to include specified issue in the agenda of the meeting of the General Meeting;
 - c) the Supervisory Board to review the acts of authorities of the Board of Directors in the issues described in the request;

The request pursuant to this paragraph has to be in written form and it has to be handled in the way defined by the generally binding legal regulations and those Statutes.

Qualified shareholder who considers that the report on the relations between the controlling entity and the controlled person and between the controlled person and the persons controlled by the same controlling entity within the meaning of Act No. 90/2012 Coll., On Commercial Companies and Cooperatives (hereinafter referred to as the "Act on Corporations") has not been properly drafted, may propose that the court shall appoint an expert for the purposes of its review under the conditions laid down in the Act on Corporations.

- 5) For the time of the existence of the Company and even in the case of its dissolution, the shareholder is not entitled to obtain deposits which the shareholder put into the Company for the purpose of acquisition or increase of its participation in the Company. In case of Company dissolution with liquidation, the shareholder is entitled to the corresponding pro-quota from the liquidation balance.
- 6) The shareholder is entitled to receive a pro-quota from the profit of the Company (dividend) which the General Meeting approved for distribution according to the business results of the Company.
- 7) The Company is obliged to pay the approved dividend on its costs and at its risk, at the latest within three (3) months from the day on which the General Meeting approved the profit distribution and method of dividend payment.
- 8) If the Company has a sole shareholder, the sole shareholder shall exercise the powers of the General Meeting pursuant to the generally binding legal regulations. The sole shareholder may convene the General Meeting at any time, whereas the invitation to the General Meeting is not required to be sent and the notice on the General Meeting is not published. The decision of the sole shareholder made when performing the powers of the General Meeting must be executed in writing and signed. If required so by legal regulations, the Board of Directors shall be obliged to provide a notarial deed on the decisions of the sole shareholder made when performing the powers of the General Meeting.

IV. Company organisation

Article 6. Company 's corporate bodies

The Company's corporate bodies are the following:

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

System of internal structure of the Company is dualistic.

A. General Meeting

Article 7. Position of the General Meeting

- 1) The General Meeting is the supreme body of the Company.
- 2) The General Meeting decides by resolutions, which are binding for the Company.

Article 8. Scope of the authorities of the General Meeting

- 1) The scope of authorities of the General Meeting includes the following:
 - a) deciding on the change of the Statutes, other than a change arising from the increase of the share capital by the Board of Directors , or a change that occurred based on other legal facts;
 - b) deciding on increase, decrease of share capital or the authorisation of the Board of Directors to increase the share capital;

- c) deciding on the possibility of offsetting a monetary claim against the company against a claim for repayment of the issue rate;
- d) deciding on the issue of convertible or priority bonds;
- e) appointment and recall of the members of the Board of Directors;
- f) appointment and recall of the members of the Supervisory Board and of the other bodies specified by this Statutes;
- g) approval of the ordinary and extraordinary financial statements and of the consolidated financial statements and in the legally stipulated case also of the interim financial statements;
- h) decision on distribution of profit or other incomes or on payment of loss;
- i) decision to apply for the admission of the Company's participating securities to trading on a European regulated market or the disposal of those securities from trading on a European regulated market
- j) on dissolution of the Company with liquidation;
- k) decision on appointment and recall of the liquidator;
- l) decision on approval of the shares on the liquidation balance;
- m) approval of the transfer or suspension of an enterprise or part thereof which would entail a substantial change in the existing structure of the enterprise or a substantial change in the subject of the Company's business or activities;
- n) decision to take over the effects of the conduct of the Company prior to its commencement;
- o) approval of the agreement on the silent shareholder, including the approval of its amendments and its termination;
- p) appointment of statutory auditor;
- q) decisions on other issues, which the law or the Statutes put into the scope of the authorities of the General Meeting.

Article 9. Convocation of the General Meeting

- 1) The General Meeting takes place at least once a year, no later than four (4) months from the last day of the accounting period.
- 2) The General Meeting is called by the Board of Directors, or eventually by one of the Board of Directors member if it is stipulated by legal regulations or these Statutes.
- 3) The written invitation for the General Meeting is published on the web of the Company and distributed to the shareholders to their registered addresses at least thirty (30) days before the day of the General Meeting.
The invitation includes at least the following:
 - a) business firm and Company' s seat;
 - b) place, date and time of the General Meeting;
 - c) information whether the convened General Meeting is ordinary or extraordinary meeting, or eventually an alternative place, date and time for adjourned General Meeting;
 - d) agenda of the meeting of the General Meeting;
 - e) decisive day to exercise shareholders' rights;
 - f) other data required by the law.

If the agenda of the General Meeting includes change of the Statutes, the announcement of the General Meeting includes the notice of the change and on the fact that proposed changes are available at the premises of the Company.

- 4) The issues that were not included into the proposed agenda of the General Meeting could be decided only with the participation and consent of all Company shareholders.

- 5) The Supervisory Board has to be informed on the proposed agenda of the General Meeting as prepared by the Board of Directors.
- 6) The General Meeting takes place usually at the seat of the Company, but it take place also somewhere else, but only on the territory of the Czech Republic.
- 7) The Supervisory Board must be informed in case the draft agenda of the General Meeting was drawn up by the Board of Directors.
- 8) The General Meeting can be called off or the date of its meeting can be changed to a later date in the way and under the conditions defined in the respective provision of the Commercial Code.

**Article 10.
Meeting of the General Meeting**

- 1) The shareholder participates at the General Meeting personally or by mean of a representative having a written Power of attorney. The signature of the shareholder on the Power of attorney has to be officially certified. The shareholder or its representative has to submit current entry from the Commercial register (if the shareholder is legal entity).
- 2) With the exception of the meetings held through the distant communication channels the present shareholders or their representatives register themselves in the Attendance list, that includes business firm or name and seat of the legal person or name and residence of the physical person who is the shareholder, or of its representative, number of paper shares and nominal value of the shares, that authorise the person to vote, or eventually information on the fact that the shares do not allow voting. If the Company refuses registration of a certain person into the Attendance list, this fact shall be recorded in the Attendance list including the reason of refusal. The correctness of the Attendance list is confirmed by the signatures of the elected General Meeting Chairman and the elected minutes-taker of the General Meeting.
- 3) The members of the Board of Directors and of the Supervisory Board can participate at the General Meeting. Also other persons can participate at the General Meeting if they are invited by the person convening the General Meeting, unless the General Meeting excludes, by its decision, their participation.
- 4) The minute's taker shall prepare the Minutes of the General Meeting within fifteen (15) days from its ending. The Minutes are signed by the minute's taker and the Chairman of the General Meeting and by the elected verifiers of the minutes The Minutes of the General Meeting include the following information:
 - a) business firm and Company' s seat;
 - b) place and time of the General Meeting session;
 - c) name of the Chairman of the General Meeting, minutes-clerk, Minutes verifiers and of the persons authorised to count the votes;
 - d) description of the discussions to the individual points of the agenda of the General Meeting;
 - e) decision of the General Meeting with the result of the voting to the decision;
 - f) content of the protest of the shareholder, member of the Board of Directors or Supervisory Board concerning the decision of the General Meeting, if the protesting requires so.The propositions, statements and the attendance list will be attached to the Minutes.

**Article 11.
Quorum and decision of the General Meeting**

- 1) The General Meeting has a quorum if the present shareholders represent more than 50 % of the Company share capital and if the character of the shares and generally binding legal regulations grant voting rights.

- 2) If the General Meeting does not have a quorum, the Board of Directors (or the Supervisory Board or the shareholder or shareholders authorised to call the extraordinary General Meeting by court, if they were the convenors of the General Meeting), calls a new General Meeting.
- 3) The new General Meeting is convened by new written invitation at least within 15 days from the day on which the original General Meeting was called. The new General Meeting has to take place within six (6) weeks from the day on which the original General Meeting was called. The agenda of the new called General Meeting must be the same of the original meeting and it has a quorum regardless the provision of point 1) of this Article.
- 4) The General Meeting decides by majority of the votes of the present shareholders, unless the relevant legal regulations require other majority of the votes.
- 5) Voting at the General Meeting is done by lifting a hand. First is the voting on the proposal of the General Meeting's convener.
- 6) It is permitted to vote at a General Meeting or to take decisions outside the General Meeting by holding a conference with the help of appropriate technical means. The terms of such voting or decision-making must be determined in such a way as to enable the Company to verify the identity of the person entitled to exercise the right to vote and to identify the shares attached to the executed voting rights.

B. Board of Directors

Article 12.

Position of the Board of Directors

- 1) The Board of Directors is a+ statutory body of the Company and manages the activities of the Company; it acts on its behalf and ensures business management of the Company including proper management of the accounting of the Company.
- 2) The Board of Directors acts in compliance with the generally binding legal regulations, and instructions approved by the General Meeting provided that are in line with legal regulations and this Statutes.

Article 13.

Election and composition of the Board of Directors

- 1) The Board of Directors shall be composed of four (4) members. The members of the Board of Directors are appointed and recalled by the General Meeting. The member of the Board of Directors must be a natural person at least 18 years old, with full legal capacity, blameless in relation to Entrepreneurial Act and in full compliance with general conditions for entrepreneurial activities in accordance with Entrepreneurial Act. The Board of Directors shall elect the Chairman and Vice-Chairman of the Board of Directors among its members; such candidates are nominated by the Supervisory Board.
- 2) The term of the office of the Board of Directors member is three (3) years and commences on the day of his/her election, unless the Supervisory Board decides otherwise or as otherwise stipulated by these Statutes. Re-election of a member of the Board of Directors is permitted.
- 3) If the Board member dies, resigns or is recalled from the office or otherwise the office term is terminated, the General Meeting shall elect new Board of Directors member. The new Board member has to be

elected, at the latest, within two (2) months from termination of the office of the Board of Directors member.

- 4) The Board of Directors consisting of at least half of its members may appoint the substitutional member until the nearest General Meeting.
- 5) The General Meeting has the right to decide, at any time, on recall of the Board of Directors member. The Board member stops performing the office with the personal delivery of the recall or by post to the address given in the contract on performance of the office, unless the recall states later date. The obligation of delivery is fulfilled also in the case that the letter is returned to the Company as undeliverable or the Board member circumvents its delivery by his acts or negligence.
- 6) The Board of Directors member can resign from the office by a written notice delivered to the Board of Directors. The Board of Directors shall immediately inform all shareholders about such resignation. In such case the office of the member of the Board of Directors ends on the day on which the Board of Directors discussed or should have discussed the resignation. The Board of Directors is obliged to discuss the resignation at its nearest meeting after the information on the resignation from the office. If the Board member resigning from the office announces the resignation at the meeting of the Board of Directors, the office terminates by elapse of two (2) months from the announcement, unless the Board of Directors approves, upon request of the member, other date for the office termination.
- 7) The members of the Board of Directors are obliged to perform their scope of activities with proper care and to keep discretion on confidential information and on facts, whose disclosure to third persons could cause damage to the Company. The performance of the office of the Board of Directors cannot be delegated.

Article 14.

Scope of the authorities of the Board of Directors

- 1) The Board of Directors decides on all issues of the Company, unless they fall, by the law or by the Statutes, under the authorities of the General Meeting or the Supervisory Board.
- 2) The scope of the authorities of the Board of Directors includes mainly the following:
 - a) conduct business management of the Company;
 - b) prepare and implement yearly and long-term business plans, financial plans and the strategic plans of the Company in accordance with legal regulations and this Statutes;
 - c) submit to the General Meeting a proposal for:
 - i. the approval of the ordinary, extraordinary or consolidated financial statements, interim financial statements and proposals concerning the distribution of profits or settlement of the losses of the company and stipulation of royalties;
 - ii. the acknowledgment of the reports on the business activities of the company and state of its assets;
 - iii. the approval of the Annual Report;
 - iv. the discussion of any other matter which requires an approval of the General Meeting pursuant to legal regulations or this Statute;
 - d) convene the General Meeting and implement its resolutions;
 - e) approve the Rules of procedure of the Board of Directors;
 - f) appoint and recall the heads of the Company pursuant to the Organisation rules of the company;
 - g) conclude the contracts on conditions of the performance of the office with the members of the Board of Directors and Supervisory Board, in compliance with the decision of the particular corporate body, conclude management contracts with the managers;
 - h) implement Group Guidelines and present to the Supervisory Board at least once a year a written information on status of implementation of Group Guidelines;

- i) grant and recall of holder of special power of attorney (Prokura).
- 3) The Board of Directors provides the Supervisory Board with the information requested by the Supervisory Board. In particular, the Board of Directors shall:
 - a) submit, in occasion of each meeting of the Supervisory Board, a written report on the top 20 leasing agreements in terms of commercial value entered into the previous three months period and on the worst 20 existing leasing agreements in term of risk profile.
 - b) submit to the Supervisory Board a bi-yearly written report on pending tax litigation, claims or application.
- 4) The Board of Directors convenes the General Meeting without unnecessary delay when it learns that the total loss of the Company, based on any accounting closing, reached such level that it is not possible to pay such loss from disposable resources of the Company, the unpaid loss would reach half of the basic capital or it can be assumed that it happens, with regard to all circumstance, or if the Board of Directors learns that the Company is in decline and proposes to the General Meeting dissolution of the Company and its entry into liquidation or passing another measure, unless stipulated otherwise by special legal regulation.

Article 15. Meeting of the Board of Directors

- 1) The meeting of the Board of Directors is convened and managed by the Chairman. As a general rule, the meetings of the Board of Directors shall be held at Company's registered office or any other place to be determined by the Chairman, including outside of Czech Republic. The Board of Directors may decide in or outside the registered office by any means of communications by which all the members of the Board of Directors may simultaneously see and hear each other during the meeting (via video-conference) unless these Articles of Association stipulates otherwise.
- 2) The Board of Directors has a quorum if all the Board members were properly invited to the meeting and if simple majority of members is present at the meeting.
- 3) For approval of the resolution regarding all issues discussed at the meetings of the Board of Directors it is necessary to have the majority of attending Board members voting in favour of them.
- 4) In case of equal amounts of votes, Chairman's voice prevails.
- 5) In exceptional cases, the Board of Directors may decide in writing and without holding a meeting (*per rollam*). The per rollam resolution shall be adopted if approved by all the members of the Board of Directors. Per rollam resolution must be entered into the minutes at the next meeting of the Board of Directors.
- 6) The meeting of the Board of Directors and the passed resolutions are recorded in the Minutes that are signed by the Board Chairman and the minutes clerk.
- 7) The Minutes of the Board of Directors meeting shall list the names of the all Board members who voted against individual resolutions of the Board of Directors or of those who abstained from the voting. If nothing else is given, it is understood that the non-listed members voted for approval of the resolution.
- 8) The details on the process of the meeting, discussions and decision making of the Board of Directors are defined by its Rules of Procedure.

C. Supervisory Board

Article 16. Position of the Supervisory Board

- 1) The Supervisory Board supervises the performance of the scope of activities of the Board of Directors and the business activities of the Company.
- 2) The Supervisory Board members are obliged to perform their activities with due care and to keep discretion on confidential information and on facts, whose disclosure to third persons could cause damage to the Company.

Article 17. Election and composition of the Supervisory Board

- 1) The Supervisory Board comprises of four (4) members, physical persons. The term of office of the Supervisory Board members shall be three (3) years.
- 2) The member of the Supervisory Board can only be a physical person who complies with the conditions defined by the law.
- 3) The member of the Supervisory Board can not be at the same time member of the Board of Directors or the persons authorised to act on behalf of the Company.
- 4) If the member of the Supervisory Board dies, resigns or is recalled from the office or otherwise his/her term of office is terminated, the General Meeting shall elect a new Supervisory Board member within two (2) months as of termination of the Supervisory Board member. Within the same time frame the Board of Directors is obliged to ensure also new election of the member of the Supervisory Board elected by the employees.
- 5) The Supervisory Board consisting of at least half of its members may appoint the substitutional member until the nearest General Meeting.
- 6) The member of the Supervisory Board resigns from the office by written announcement delivered to the Supervisory Board. If the Supervisory Board member resigning from the office announces his/her resignation at the meeting of the Supervisory Board, his/her office terminates by elapse of two (2) months from the announcement, unless the Supervisory Board approves, upon request of the member, other date for the office termination. The Supervisory Board informs about the resignation of its member at the nearest General Meeting.
- 7) The Supervisory Board shall immediately inform the Board of Directors about resignation or death if its member.
- 8) The members of the Supervisory Board elect, among themselves, the Chairman and the Vice-Chairman of the Supervisory Board.
- 9) Re election of the member of the Supervisory Board is possible.
- 10) The office of the member of the Supervisory Board always ends by appointment of the new substitutional member, if before the voting it is clear that the new member is appointed to substitute particular member.

Article 18

Scope of activities of the Supervisory Board

- 1) The Supervisory Board shall arrange for and perform such duties which are vested to its authority by the generally binding legal regulations and these Statutes. The Supervisory Board shall in particular:
 - a) review the financial statements and proposal for profit distribution or payment of loss, stipulation of royalties and to submit its standpoint to the General Meeting;
 - b) convene the extraordinary General Meeting, if it is required by the interests of the Company and to propose necessary measures at such convened General Meeting;
 - c) review the report on business activities of the Company and on status of its assets for the past year, as submitted by the Board of Directors to the General meeting;
 - d) inspect accounting books and records of the Company related to its business activities and review compliance of the accounting books of the Company with legal regulations and the Statutes;
 - e) require information from the Board of Directors and its members related to matters connected to the Company or its activities;
 - f) approve the Rules of Procedure of the Supervisory Board;
 - g) give approval on following resolutions of the Board of Directors:
 - representing the Company as the sole shareholder of the other joint stock company,
 - annual and long-term business, budget, financial and strategic plans of the company prepared by the Board of Directors and to review the fulfilment thereof,
 - motion on capital participation of the Company in other companies, including any disposal of such capital participation of the Company,
 - establishment and closure of any branches (including foreign branches) and organizational units (organizační složky) of the Company which are subject to registration at the Commercial Register pursuant to the applicable provisions of the Commercial Code,
 - proposal for Rules of Procedure of the Board of Directors and any their amendments,
 - adoption or change of organizational structure of the Company and Framework of Powers of the Board of Directors;
 - proposal for amendments of the Statutes;
 - proposal for increasing and reducing the share capital, with the exception of such decisions already taken by the General Meeting or by the Board of Directors authorized by the General Meeting from the Company's internal resources according to Art. 25 of this Statutes;
 - proposal for issue of bonds;
 - proposal related to investment, incurring obligation, disposal or acquisition of assets or agreements exceeding EUR 50,000 per single transaction, and any additional acquisition or disposal of assets once the threshold of EUR 250,000 per financial year is reached, provided that the transaction are carried out by the Company out of the ordinary course of business;
 - motion regarding acquisition, encumbering, rent agreements or sale of real estate or a portion of real estate of the Company carried out by the Company out of the ordinary course of business;
 - proposal regarding borrowing agreements with companies not belonging to UniCredit Group once the aggregate value of the outstanding exposure towards the single lender exceeds 3% of the balance sheet of the Company, excluding borrowing agreements entered into with Supranational Institutions and those guaranteed by a company belonging to UniCredit Group.
 - h) decide in other matters which are vested to the powers and authority of the Supervisory Board by legal regulations, group guidelines or internal rules of the Company approved by Supervisory Board.
- 2) The Chairman of the Supervisory Board or eventually other authorised member of the Supervisory Board is authorised to participate at the meetings of the Board of Directors.

Article 19 Supervisory Board meeting

- 1) The meeting of the Supervisory Board takes place as needed, but at least four times a year. As a general rule, the meetings of the Supervisory Board shall be held at the Company's seat or any other place to be determined by the Chairman of the Supervisory Board. The Supervisory Board may decide in or outside the registered office by any means of communications by which all the Supervisory Board may simultaneously hear each other during the meeting (via teleconference) unless this Articles stipulates otherwise.
- 2) The meeting is convened by the Supervisory Board Chairman, in his absence the Supervisory Board Vice-Chairman, unless other member of the Supervisory Board is authorised to convene the meeting.
- 3) The written invitation for the Supervisory Board meeting has to provide information on the time, place of the meeting, and the agenda of the Supervisory Board meeting. The invitation has to be distributed to all Supervisory Board members, the latest 10 days before the meeting of the Supervisory Board.
- 4) The meeting of the Supervisory Board is governed by its Chairman or in his absence by the Supervisory Board Vice-Chairman.
- 5) The Supervisory Board can, based on its consideration, invite to the Supervisory Board meeting also members of other Company's corporate bodies, Company employees or other persons for explanations concerning the information linked to the Company or its activities. If the invited persons are Company employees or the member of other Company bodies, they are obliged to participate at the Supervisory Board meeting as invited.
- 6) The Supervisory Board has a quorum if simple majority of all members is present. The Supervisory Board decides based on the consent of majority of its all members
- 7) In case of equal amounts of votes, Chairman's voice prevails.
- 8) The meeting of the Supervisory Board is recorded in the Minutes of the meeting as well as all approved resolutions. The Minutes are signed by the Supervisory Board Chairman and by the minutes clerk appointed by the Supervisory Board. The Minutes shall also record the standpoints of the minority members, if they ask for it and there shall always be record of the different opinion of the Supervisory Board members elected by the employees, if they have it.
- 9) In extraordinary cases the Supervisory Board may decide in writing without holding a meeting ("per rollam resolution"). The "per rollam resolution shall be adopted if approved by all the members of the Supervisory Board. Per rollam resolution must be entered into the minutes at the next meeting of the Supervisory Board.
- 10) Detailed procedure for organization, convocation of meetings and adoption of resolutions of the Supervisory Board are stipulated in the Rules of Procedure of the Supervisory Board.

Article 20

Committees of the Supervisory Board

- 1) The Supervisory Board may establish different committees for the performance of specific tasks.
- 2) The procedure of appointment and the proceedings of any committee of the Supervisory Board as well as the number of members thereof shall be determined by Rules of Procedure for such committee to be approved by the Supervisory Board.

V. Economy of the Company

Article 21
Accounting period

The accounting period of the Company is the calendar year, unless provided otherwise by the law.

Article 22.
Financial statements

- 1) After termination of the accounting period, the Board of Directors shall ensure preparation of financial statements, and, when necessary preparation of extraordinary, consolidated or eventually interim financial statements.
- 2) The ordinary, extraordinary and consolidation or eventually interim financial statements has to be prepared in the way corresponding to the generally binding legal regulations and to the principles of proper accounting so as to provide comprehensive information on assets and financial situation of the Company and on the level of profit or loss recorded in the previous accounting period.
- 3) The Board of Directors shall submit the ordinary, extraordinary and consolidation or eventually interim financial statements of the Company for review to the Supervisory Board of the Company, for verification to the auditor and for approval to the General Meeting.
- 4) The ordinary, extraordinary and consolidation or eventually interim financial statements is delivered to the shareholders with nominated registered shares, at least 30 days before the General Meeting.
- 5) Besides the ordinary, extraordinary and consolidation or eventually interim financial statements, the Board of Directors is obliged to ensure preparation of quarterly results of the Company providing basic information on current assets and financial situation of the Company, efficiency of its business in the last calendar quarter and on the level of achieved profit or recorded loss in the respective period. The quarterly results of the Company are also subject to discussion by the Supervisory Board.

Article 23.
Method of profit distribution and payment of losses

- 1) The General Meeting decides on the distribution of Company's profit or payment of loss. The General Meeting decides upon proposal of the Board of Directors and after review of the proposal by the Supervisory Board.
- 2) The General Meeting can distribute the profit after tax in any way described below:
 - a) allocation to the Company funds;
 - b) payment of dividends;
 - c) payment of royalties for the members of the Board of Directors and the Supervisory Board;
 - d) use for increase of the share capital of the Company;
 - e) payment of shares on profit to the employees;
 - f) as undivided profit;
 - g) payment of loss;
 - h) issue of bonds with the share on the profit for the owner of the bond.The order of the methods of the profit distribution specified in this provision is not binding for the General Meeting. Besides the General Meeting decision, the method and order of the profit distribution can be dictated by the generally binding regulations.
- 3) When distributing the profit among the shareholders, the Company is obliged to proceed pursuant to the applicable legal regulations and this Statutes. The level of the distributed profit shall not be higher than

the economy result of the accounting period reported in the financial statements decreased by the obligatory allocation to the reserve fund and by the non-paid losses of the last years and increased by the un-divided profit of the last years and funds from profit that the Company can use according to its free consideration.

- 4) Eventual losses of the Company from the annual results will be paid mainly using the below listed methods:
 - a) transfer to the next period and payment from the profit of the next period;
 - b) from undivided profit from the last years;
 - c) from other funds of the Company created from the profit;
 - d) by decrease of the share capital of the Company.

The order of the methods of the loss payment specified in this provision is not binding for the General Meeting. Besides the General Meeting decision, the method and order of the loss payment can be dictated by the generally binding regulations.

Article 24. Creation and use of other funds

- 1) The Company forms, pursuant to generally binding legal regulations, also other funds and contributes to those funds from its net profit.
- 2) The reserve fund is terminated. The General Meeting shall decide on distribution of the funds from the terminated reserve fund.

VI. Increase and decrease of the share capital

Article 25. Increase of the share capital

- 1) The increase of the share capital of the Company is subject to the respective provisions of the Act on Corporations and of this Statutes.
- 2) The increase of the share capital can be decided by the General Meeting or the Board of Directors based on authorisation from the General Meeting pursuant to the respective provisions of the Commercial Code and of the Statutes.
- 3) The General Meeting can, under conditions defined by the relevant provisions of the legal regulations, decide upon proposal of the Board of Directors on the increase of the share capital from the own resources of the Company.
- 4) The General Meeting can also, under conditions defined by the relevant provisions of the legal regulations, decide upon proposal of the Board of Directors, on conditional increase of the share capital of the Company in such extent, in which it is possible to apply the exchangeable rights arising from the exchangeable bonds or the priority rights from priority bonds, on whose issue the General Meeting shall equally decide.

Article 26. The rules for procedure for increase of the share capital

- 1) When increasing the share capital of the Company the following rules shall be observed:
 - a) the increase of the share capital can be decided by the General Meeting or the Board of Directors based on authorisation from the General Meeting;

- b) the written invitation for the calling of the General Meeting shall also state, besides the general requirements defined in the respective provisions of the Commercial Code and the Statutes, other necessary information concerning the increase of the share capital;
- c) the Board of Directors is obliged to file a proposal for registration of the resolution on capital increase into the Commercial Register without undue delay, but at the latest within two (2) months from the fulfilment of conditions for registration of the capital increase. The Board of Directors shall publish the resolution, without unnecessary delay;
- d) the Board of Directors shall ensure implementation of the resolution of the General Meeting on the increase of the share capital;
- e) after fulfilment of all conditions defined by the generally binding legal regulations, the Board of Directors shall propose entry of the new level of the share capital into the Commercial Register. The impacts of the increase of the share capital enter into effect as of the day of this registration.

Article 27.

Impacts of the delay in repayment of the shares

- 1) For each increase of the share capital, before its entry into the Commercial Register, the capital in access of industry has to be paid from at least 30 % (thirty percent) of the nominal value of the shares subscribed by monetary deposits and all non-monetary deposits.
- 2) The subscriber is obliged to pay the whole emission rate of the subscribed shares within the deadline defined by the General Meeting, but the latest within one (1) year from the shares subscription.

Article 28.

Decrease of the share capital

- 1) The decrease of the share capital of the Company is subject to the respective provisions of the Commercial Code and of the Statutes.
- 2) The decrease of the share capital can be decided only by the General Meeting pursuant to the respective provisions of the Commercial Code and the Statutes.
- 3) The share capital of the Company can be decreased in the following ways:
 - a) lowering the nominal value of the shares or of interim securities of the Company;
 - b) withdrawing the shares from circulation based on proposal submitted to the shareholders;
 - c) abandon the issue of the shares pursuant to the respective provision of the Commercial Code.
- 4) For the procedure of decreasing the share capital of the company the rules specified in the Article 26 and required by law have to be observed.
- 5) Decrease of the share capital of the Company by decrease of the nominal value of the shares or of the interim securities of the Company is done proportionally for all shares or interim securities of the Company.

Decrease of the nominal value of the paper shares or of non-paid shares for which interim securities were issued, shall be done by exchange of the share or interim securities for the shares or interim securities with lower nominal value or marking lower nominal value on the current shares or interim securities with signature of the member or members of the Board of Directors authorised to act on behalf of the Company and thus in the way defined by the respective provision of the Commercial Code.

Decrease of the nominal value of booked shares will be done by change of entry on the level of the nominal value of the shares in the legally defined evidence of the booked securities based on instruction of the Company. The instruction has to be documented by the entry from the Commercial Register showing the entry of the decrease of the share capital.

- 6) In case of decrease of the share capital by withdrawing the shares from the circulation:

The General Meeting shall decide on the method of withdrawal of the shares from the circulation based on public draft of the contract. The General Meeting decision can stipulate that the share capital will be decreased in the extent of the nominal values of the shares that will be taken from circulation or that it will be decreased by fixed amount.

VII. Dissolution, liquidation and extinction of the Company

Article 29. Dissolution of the Company

- 1) Dissolution of the Company with liquidation and the change of the Company is governed by the Act on Corporations and the Act no. 125/2008 Coll. on changes of commercial corporations and cooperatives.

VIII. Common provisions

Article 30. Acting and Signing on behalf of the Company

- 1) The members of the Board of Directors are authorized to act on behalf of the Company. Acting on behalf of the Company shall always be performed jointly by two Board of Directors members.
- 2) The Board of Directors shall authorize other persons to act and sign on behalf of the Company by virtue of a power of attorney, whether in their sole capacity or jointly in accordance with such power of attorney or authorization.
- 3) The signing on behalf of the Company is performed in the following way: the authorised persons shall place their signature to the printed, marked or written business name of the Company together with the name and office of the signatory. The holder of a special Power of Attorney registered with the Commercial register (prokurista) shall attach an affix identifying a special Power of Attorney.

IX. Final provisions

Article 31

- 1) The Statutes of the Company, the Rules of Procedure of the Board of Directors, the Rules of Procedure of the Supervisory Board as well as minutes, resolutions from the meetings of the Company's corporate bodies and other documentation in connection thereto are prepared in Czech and English language. In the event of any language discrepancies, the Czech version shall prevail.

Article 32 Procedure for amendments and changes of the Statutes

- 1) The General Meeting decides on changes and addition of the Statutes.
- 2) The Board of Directors prepares the proposal for the changes of the Statutes in compliance with the generally binding legal regulations.

- 3) The Board of Directors submits the proposal for the changes of the Statutes for discussion to the Supervisory Board. After discussion in the Supervisory Board, the Board of Directors shall submit the respective proposal with justifications to the General Meeting.
- 4) After approval of the General Meeting, the Board of Directors shall ensure preparation of the complete version of the Statutes and shall deposit it in the Commercial Register – collection of documents at the respective Registration court.

Article 33
Final provisions

- 1) The Statutes become valid and effective by the approval of the General Meeting, unless the General Meeting defines the day of validity otherwise.
The parts of the Statutes where the change of the entry in the Commercial Register has constitutive character become effective on the day of the entry into the Commercial Register.
- 2) The term of office of the Board of Directors and Supervisory Board members elected prior to 12. 11. 2009 shall terminate under the provisions of the Statutes which were applicable at the time of election of those members.
- 3) The Company is entitled to give financial assistance under conditions stipulated by the Act on Corporations.
- 4) Upon decision of the General Meeting the Company may issue convertible or priority bonds.
- 5) In accordance with the Article 777 of the Act on Corporations the Company decided to submit to the Act on Corporations as a whole. The Board of Directors shall ensure that the above-mentioned fact of submitting will be properly registered in the Commercial Registrar.
