

Proposal for resolution of the General Meeting and its reasoning

Item 12 – Approval of an extraordinary remuneration for the Vice-Chairman of the Supervisory Board of the Company, Mr. David Aguilar, and for the Chairman of the Supervisory Board of the Company, Mr. Jan Drahota, and discussion of a conflict of interest of Mr. Jan Drahota

Proposed resolution 1:

“The General Meeting of the Company hereby approves an individual extraordinary remuneration for the Vice-Chairman of the Company’s Supervisory Board, Mr. David Aguilar, date of birth 25 December 1955, residing at 12213 Chapel Road, Clifton, Virginia 20124, United States of America, in the form of 19,975 shares in the Company, providing that 9,988 shares will be transferred as of 1 July 2026 and the remaining 9,987 shares will be transferred as of 1 June 2027, subject to a three-year prohibition on disposal and encumbrance from the date of the respective tranche transfer.”

Proposed resolution 2:

- I. The General Meeting of the Company hereby approves an individual extraordinary remuneration for the Chairman of the Company’s Supervisory Board, Mr. Jan Drahota, date of birth 31 October 1974, residing at Na Hřebenkách 815/130, Smíchov, 150 00 Prague 5 (“Jan Drahota”), in the form of 50,150 shares in the Company, providing that 25,075 shares will be transferred as of 1 July 2026 and the remaining 25,075 shares will be transferred as of 1 June 2027, subject to a three-year prohibition on disposal and encumbrance from the date of the respective tranche transfer.*
- II. The General Meeting of the Company hereby further acknowledges the approval and payment of an individual extraordinary cash remuneration to Mr. Jan Drahota in the gross amount of CZK 1,507,800, arising from his service on the Company’s Board of Directors in the period from 1 January 2025 to 30 September 2025, which has already been approved by the Company’s Supervisory Board. The General Meeting of the Company further acknowledges that, at the time of approval of the cash remuneration pursuant to this item of this resolution, Mr. Jan Drahota may have been in a conflict of interest within the meaning of Section 54 of the Companies Act, and that no measures provided for by law are being adopted in connection with the above conflict of interest.”*

Reasoning:

In accordance with Article 7.3(i) of the Company’s Articles of Association, the powers of the Company’s General Meeting include, inter alia, decision-making on the remuneration of, and the provision of benefits to, members of the Company’s Supervisory Board within the meaning of Section 61 of the Companies Act.

In compliance with Section 61 of the Companies Act, any benefit provided to a person who is a member of an elected body of the Company, other than the benefit to which the right arises from a legal regulation, from a service agreement approved pursuant to Section 59(2) of the Companies Act, or from an internal regulation approved by the body of the Company whose powers include the approval of the service agreement, may only be provided subject to the consent of the person who approves the service agreement and with the opinion of the supervisory body, if established.

Following the above, it is proposed to approve:

- ▶ an individual extraordinary remuneration for the Vice-Chairman of the Supervisory Board, Mr. David Aguilar, date of birth 25 December 1955, residing at 12213 Chapel Road, Clifton, Virginia 20124, United States of America (“**David Aguilar**”), in the form of 19,975 shares in the Company, providing that 9,988 shares will be transferred as of 1 July 2026 and the remaining 9,987 shares will be transferred as of 1 June 2027, each tranche being subject to a three-year prohibition on disposal and encumbrance from the date of the respective tranche, for his proper performance of the office of Vice-Chairman of the Company’s Supervisory Board; and
- ▶ an individual extraordinary remuneration for the Chairman of the Supervisory Board, Mr. Jan Drahota, date of birth 31 October 1974, residing at Na Hřebenkách 815/130, Smíchov, 150 00 Prague 5 (“**Jan Drahota**”), in the form of 50,150 shares in the Company, providing that 25,075 shares will be transferred as of 1 July 2026 and the remaining 25,075 shares will be transferred as of 1 June 2027, each tranche being subject to a three-year prohibition on disposal and encumbrance from the date of the respective tranche, for his proper performance of the office of Chairman of the Company’s Supervisory Board.

The granting of the above-described individual extraordinary remuneration is justified by the proper, responsible and professional performance of the office of Vice-Chairman of the Company’s Supervisory Board by Mr. David Aguilar and of the office of Chairman of the Company’s Supervisory Board by Mr. Jan Drahota, taking into account their long-term contribution to the activities and to the exercise of the control and supervisory powers of the Company’s Supervisory Board. The proposed remuneration also reflects the importance of their contribution to the stable and proper performance of the powers of the Company’s Supervisory Board, as well as their experience, professional expertise and the degree of responsibility associated with the performance of these offices.

The proposed remuneration is in accordance with the Company’s remuneration policy.

The Supervisory Board, pursuant to Section 61(1) of the Companies Act, recommended that the Company’s General Meeting approve the extraordinary remuneration as set forth in the proposed resolution.

With respect to draft resolution 2 and its item II, the Company’s Board of Directors states the following.

Mr. Jan Drahota served as Chairman of the Company’s Board of Directors during the previous year, specifically in the period from 1 January 2025 to 30 September 2025. In addition to the fixed component, the agreed remuneration for the performance of the office of Chairman of the Board of Directors also included a variable component, the amount of which and the conditions for its payment were stipulated directly in the agreement on performance of office concluded in accordance with Section 59 et seq. of the Companies Act, which was approved in accordance with the Company’s Articles of Association. This variable component of remuneration was tied to the fulfilment of predetermined performance targets, the specific parameters of which were set by the Company’s Supervisory Board as the body competent to supervise the performance of the duties of the members of the Company’s Board of Directors. In accordance with the contractual mechanism thus established, the Company’s Supervisory Board decides, retrospectively for the relevant assessment period, on the fulfilment of the set targets and on the approval and payment of the variable

component of remuneration itself. The assessment of the fulfilment of the targets is based exclusively on objectively measurable quantitative indicators, which exclude any room for subjective discretion on the part of the assessing body.

As Mr. Jan Drahota held the office of Chairman of the Board of Directors only for part of the year under assessment, he became entitled only to a proportionate part of the variable component of remuneration corresponding to the length of his term of office, i.e. for the period from 1 January 2025 to 30 September 2025.

In the interim period between the end of his service as Chairman of the Board of Directors and the moment when the Company's Supervisory Board proceeded to assess the performance targets and decide on the payment of the variable component of remuneration, significant changes occurred in Mr. Jan Drahota's position within the structure of the Company's bodies. On 14 November 2025, Mr. Jan Drahota was appointed a member of the Company's Supervisory Board, and on 25 November 2025, he was elected Chairman of the Company's Supervisory Board. In that position, Mr. Jan Drahota was thus the chairman of the body that was competent to decide retrospectively on the approval and payment of his own variable component of remuneration for the performance of the office of Chairman of the Board of Directors.

The above-described situation may have given rise to a conflict of interest within the meaning of Section 54(1) of the Companies Act. As Chairman of the Company's Supervisory Board, Mr. Jan Drahota was in the position of a member of a body deciding on a benefit in his own favor as the recipient of the remuneration. His personal pecuniary interest in the approval and payment of the variable component of remuneration was objectively capable of conflicting with the interest of the Company, as it could, even if only potentially, affect his approach to the performance of the office of Chairman of the body in discussing and approving the matter. The existence of a conflict of interest is not conditional upon actual influence on the decision having occurred; it is sufficient that the conflict of interest objectively may have existed, i.e. that the interest of the member of the body in the relevant matter may have been in conflict with the interest of the Company, as expressly envisaged by Section 54 of the Companies Act.

The Board of Directors has decided to submit this matter to the Company's General Meeting for discussion, solely as an informational item on the General Meeting's agenda.

After carefully considering all relevant circumstances of the case, the Company's Board of Directors has concluded **that, in its opinion, it is not necessary to propose the adoption of the measures provided for by law**, for the following reasons.

First, as stated above, the variable component of Mr. Jan Drahota's remuneration was agreed in the agreement on performance of office, the conclusion of which had been approved by the competent body of the Company in accordance with Section 59 of the Companies Act before Mr. Jan Drahota accepted the office of Chairman of the Company's Supervisory Board, **while the mechanism and the conditions for the entitlement to the variable component of remuneration had already been determined in advance by that contractual arrangement and were not retroactively changed**. The approval of the payment of the remuneration by the Company's Supervisory Board therefore did not constitute a decision as to whether Mr. Jan Drahota was entitled to the remuneration and in what amount, but merely a formal confirmation of whether the objectively predetermined performance targets had or had not been met. It is further decisive that the assessment of the fulfilment of the performance targets was carried out exclusively on the basis of objective and quantitatively measurable

indicators, in respect of which any subjective influence on the outcome of the assessment by the assessing body is structurally excluded.

In view of the foregoing, Mr. Jan Drahota did not in fact influence the amount of remuneration awarded by the Supervisory Board's decision, as that remuneration was predetermined by the service agreement in combination with objectively measurable indicators.

The Board of Directors therefore informs the General Meeting of the payment of an individual extraordinary cash remuneration to Mr. Jan Drahota in the amount of CZK 1,507,800 and that, despite the formal existence of a potential conflict of interest on the part of Mr. Jan Drahota within the meaning of Section 54 of the Companies Act, there are no grounds in the matter under discussion for the proposing of any remedial measures.