

TRANSLATION OF THE ORIGINAL CZECH VERSION — FOR INFORMATIVE PURPOSES

The Board of Directors of  
**MEDIS INTERNATIONAL a.s.**,

having its registered office at Praha 2, Karlovo náměstí 319/3, Postcode 120 00, Ident. No.: 27651304,  
registered in the Commercial Register maintained by the Municipal Court in Prague, File B, insert:  
11522

(hereinafter the "**Company**"),

convenes pursuant to Section 402 et seq. of Act No. 90/2012 Coll., on Commercial Companies and  
Cooperatives (the Act on Commercial Corporations), as amended (the "**Corporations Act**"),

**AN ANNUAL GENERAL MEETING,**

to be held on 27 June 2023 at 10.00 AM

at the registered office of the Law Firm Advokátní kancelář Liška&Sabolová, s.r.o. at the address of  
Praha 2, Vinohrady, Jugoslávská 620/29, Postcode 120 00, fifth floor

**Agenda of the General Meeting:**

1. Opening and electing the bodies of the General Meeting
2. Discussion on the Board of Director's report on entrepreneurial activity of the Company and status of its property for year 2022
3. Discussion of the Supervisory Board's report on the results of its supervisory activity for year 2022
4. Decision on the approval of the Company's financial statements and profit distribution proposal for 2022
5. Approval of Amendment No. 4 to the service agreement with the chairman and vice-chairman of the board of directors
6. Decision on the approval of the settlement of the optional contribution outside the Company's share capital
7. Instruction to the Company's Board of Directors to settle the contribution
8. Decision on the approval of the auditor for the accounting period from 1 January 2023 to 31 December 2023
9. Approval of the conclusion of the loan agreements with the company Komerční banka, a.s.
10. Approval of the conclusion of the real estate pledge agreement in favour of the company Komerční banka, a.s.
11. Discussion
12. Conclusion

**Ad 1: Opening and electing the bodies of the General Meeting**

Electing the bodies of the General Meeting is a regular point of agenda, which arises out of Section 422 of Corporations Act. According to the cited Section the General meeting elects its Chairman, recorder, verifier of the record and person/s tasked with vote counting. Until the election of Chairman, the General meeting is governed by the caller of the General meeting or the person determined by them.

**Ad 2: Discussion on the Board of Director's report on entrepreneurial activity of the Company and status of its property for year 2022**

Pursuant to Section 436 (2) of Corporations Act the Board of Directors along with the financial statements publishes the report on the entrepreneurial activity of the Company and status of its

property. This report becomes the part of the Annual report. After the opening of the General Meeting, this report of the Board of directors will be outlined to the shareholders as far as its substantial characteristics are concerned, so that the shareholders are properly informed about the Company's status before continuing with the following agenda of the General Meeting.

**Ad 3: Discussion on the Supervisory Board's report on the results of its supervisory activity for year 2022**

Pursuant to Section 447 (3) of Corporations Act the Supervisory board verified the annual financial statements of the Company and the profit distribution proposal for year 2022. The member of the Supervisory board acquaints the General Meeting with the results of Supervisory board's activity.

**Ad 4: Decision on the approval of the Company's financial statements and profit distribution proposal for 2022**

**Proposal of the decision:**

*The General meeting approves the financial statements of the Company for the accounting period from 1<sup>st</sup> January 2022 to 31<sup>st</sup> December 2022 and the Annual Report for the accounting period from 1<sup>st</sup> January 2022 to 31<sup>st</sup> December 2022. The General Meeting also approves that the distribution of profit at the amount of 10,261,660.00 CZK (in words: ten million two hundred sixty-one thousand six hundred sixty Czech crowns) shall be in the way, that this whole amount will be transferred to the Retained earnings from last years' account.*

**Reasoning:**

Approval of the financial statements of the Company and the decision how to treat the profit or loss is a regular decision of the General Meeting, which is directly required by law. The financial statements are available to shareholders in the registered office of the Company on working days since 10.00 AM till 4.00 PM. These are the main information from the financial statements (in thousands CZK):

<b>Assets (netto)</b>	<b>424 721</b>	<b>Liabilities (netto)</b>	<b>424 721</b>
Fixed assets	173 995	Equity	225 943
Current assets	250 343	Debt	198 774

**Profit of 2022 in CZK 10,261,660.00**

**Ad 5: Approval of Amendment No. 4 to the service agreement with the chairman and vice-chairman of the board of directors**

**Proposal of the decision:**

*The General Meeting hereby approves the amendment no. 4 to the service agreement concluded between the Company and Ing. Karel Ren, the Company's chairman of Board of Directors, on 27 June 2019, as amended by amendments no. 1-3, and the amendment no. 4 to the service agreement concluded between the Company and Ing. Pavlína Gratzová, the Company's vice chairman of Board of Directors, on 27 June 2019, as amended by amendments no. 1-3.*

**Reasoning:**

Pursuant to Section 59(2) of Corporations Act, the service agreement is negotiated in writing and approved, including amendments, by the company's supreme body; without such approval,

the contract will not become effective. The proposed amendments to the service agreement of the Company's chairman and vice-chairman of the Board of Directors are available to shareholders in the registered office of the Company prior to the General Meeting on working days since 10 AM till 4 PM and also at the General Meeting.

**Ad 6: Decision on the approval of the settlement of the optional contribution outside the Company's share capital**

**Proposal of the decision:**

*The General Meeting hereby approves the settlement of the optional contribution outside the Company's share capital on the basis of audited annual financial statements for 2022.*

**Reasoning:**

The optional contribution outside the Company's share capital provided by the shareholders and booked in the Company's accounting may be settled upon the approval of the Company's General Meeting only, and up to the amount resulting from the latest financial statements.

**Ad 7: Instruction to the Company's Board of Directors to settle the contribution**

**Proposal of the decision:**

*The General Meeting hereby instructs the Company's Board of Directors to settle the optional contribution outside the Company's share capital on the basis of audited annual financial statements for 2022.*

**Reasoning:**

After the approval of the settlement of the contribution by the General Meeting, the settlement itself shall be executed as soon as possible. Therefore, the General Meeting instructs the Board of Directors to settle the contribution accordingly.

**Ad 8: Decision on the approval of the auditor for the accounting period from 1<sup>st</sup> January 2023 to 31<sup>st</sup> December 2023**

**Proposal of the decision:**

*The General meeting hereby appoints TPA Audit s.r.o., ID No. 60 20 34 80, with its registered office in Prague 4, Antala Staška 2027/79, Postcode 140 00, registered with the Commercial register maintained by the Municipal Court in Prague under file C 25463, to be the Company's auditor pursuant to Section 17 of Act No. 93/2009 Coll., on Auditors, for the purpose verifying of financial statements for the accounting period from 1<sup>st</sup> January 2023 till 31<sup>st</sup> December 2023.*

**Reasoning:**

Pursuant to Section 17 of Act No. 93/2009 Coll., on Auditors, if the accounting unit (corporation) is obliged to have its financial statements verified by auditor, the auditor is appointed by the highest body of the company, i.e. the General Meeting. The Board of Directors proposes to appoint TPA Audit s.r.o. as the auditor, given the positive previous experiences with this auditor.

**Ad 9: Approval of the conclusion of the loan agreements with the company Komerční banka, a.s.**

**Proposal of the decision:**

*The General Meeting approves the conclusion of the loan agreement reg. no. 99040804867 up to the principal amount of CZK 135,000,000.00 a of the loan agreement reg. no. 99040814164 up to the principal amount of EUR 5,740,000.00 with the company Komerční banka, a.s., with its registered office in Prague 1, Na Příkopě 33 čp. 969, Postal Code 11407, ID No. 45317054.*

**Reasoning:**

Upon the request of the Company's Board of Directors, the General Meeting approves the conclusion of the above loan agreements. The loan agreements are available to shareholders in the registered office of the Company prior to the General Meeting on working days since 10 AM till 4 PM and also at the General Meeting.

**Ad 10: Approval of the conclusion of the real estate pledge agreement in favour of the company Komerční banka, a.s.**

**Proposal of the decision:**

*The General Meeting approves the conclusion of an agreement on the pledge of real estate with Komerční banka, a.s., with registered office at Prague 1, Na Příkopě 33 No. 969, Postal Code 114 07, ID No.: 45317054, where the subject of the pledge is immovable property owned by MEDIS INTERNATIONAL a.s., registered in the Cadastre of Real Estate at Deed of ownership No. 2040 for cadastral area Bolatice, parc. no. 2756/29, parc. no. 2756/45, parc. no. 2756/48, parc. no. 2756/49, parc. no. 2756/50 and parc. no. 2756/51, building no. 961 for manufacture standing on parc. no. 2756/48, a building with no registration number for another building standing on parc. no. 2756/50 and a building with no registration number for technical equipment standing on parc. no. 2756/51, in order to secure the debts of MEDIS INTERNATIONAL a.s. to Komerční banka, a.s, namely:*

*a) debts arising from the credit agreement reg. no. 99040804867 up to the principal amount of CZK 135,000,000.00 (in words: one hundred and thirty-five million Czech crowns);*

*b) debts arising from the credit agreement reg. no. 99040814164 up to the principal amount of EUR 5,740,000.00 (in words: five million seven hundred and forty thousand EUR);*

*c) debts arising from credit agreements which will be incurred in the period until 31 December 2038 (in words: thirty-first December of the year two thousand and thirty-eight) up to a maximum total amount of CZK 100,000,000.00 (in words: one hundred million Czech crowns).*

**Reasoning:**

Pursuant to Section 190(2)(i) of the Corporations Act, the competence of the General Meeting includes the approval of the transfer or pledge of the plant or such part of the assets that would entail a significant change in the actual scope of business or activity of the company. Given this fact and upon the request of the bank, the pledge agreement shall be approved by the Company's General Meeting. The real estate pledge agreement is available to shareholders in the registered office of the Company prior to the General Meeting on working days since 10 AM till 4 PM and also at the General Meeting. A notary deed will be drawn up about this decision of the General Meeting.

**Information for the shareholders**

The General meeting is summoned as regular. The registration of attending shareholders will begin at 9.30 AM at the venue of the General Meeting. Rights attached to the shares in the Company may be exercised by those who are registered as shareholders of the Company.

Upon registration, a shareholder — an individual — registered as a shareholder of the Company shall prove his identity by presenting a valid identity card. The shareholder — individual — shall exercise his rights in person or by proxy. The proxy is required to present a written power of attorney to represent

the shareholder — individual — at the General Meeting. It must be apparent from the power of attorney whether it was granted for the purposes of one or multiple General Meetings.

Upon registration, a shareholder — legal entity — registered as a shareholder of the Company shall present a current copy of the entry in the Commercial Register or an authenticated photocopy of the entry in the Commercial Register no older than three months. The shareholder — legal entity — shall exercise his rights by his authorised representative or by proxy. The proxy is required to present a written power of attorney to represent the shareholder — legal entity — at the General Meeting. It must be apparent from the power of attorney whether it was granted for the purposes of one or multiple General Meetings. An individual acting on behalf of, or for, the shareholder — legal entity — shall prove their identity by presenting a valid identity card.

The shareholders are not entitled to any reimbursement of expenses associated with the attendance at the General Meeting.

In Prague on 16<sup>th</sup> of May, 2023



**Ing. Karel Ren,**

Chairman of Board of Directors