

# **CHARTER**

## **OF JOINT-STOCK COMPANY AD Plastik**

**(consolidated text)**

Pursuant to Article 46, paragraph 2 of the Charter of AD Plastik d.d., the Supervisory Board adopted the Consolidated Text of the Charter of AD Plastik d.d. at its meeting held on March 27, 2026.

The Consolidated Text of the Charter of AD Plastik d.d. comprises the Charter dated December 18, 1995 and its amendments and supplements dated April 28, 1997, July 21, 2000, July 26, 2001, April 15, 2002, July 8, 2004, June 21, 2007, July 18, 2008, July 16, 2009, July 14, 2011, July 19, 2012, July 20, 2023, and March 27, 2026.

Solin, March 27, 2026

## **C H A R T E R**

### **OF JOINT-STOCK COMPANY AD Plastik**

**(consolidated text)**

#### **I. GENERAL PROVISIONS**

##### Article 1

By the provisions of this Charter, the shareholders of AD Plastik d.d. (hereinafter: the “Company”) shall regulate, in particular, matters relating to:

- the duration of the Company,
- the Company’s name and registered office,
- the Company’s branches,
- the Company’s business activities,
- the Company’s share capital,
- the Company’s shares,
- the Company’s corporate bodies and the manner of their operation,
- the manner and form of publication of the Company’s notices,
- the annual financial statements and allocation of profit,
- the Company’s business secrets,
- amendments to the Charter,
- dissolution of the Company.

##### Article 2

1. The Charter of the Company is the Company’s fundamental governing document.
2. The Charter is obligatory for all the shareholders, bodies and employees of the Company.

## II. DURATION OF THE COMPANY

### Article 3

The Company was founded for the time which has not been determined in advance (for indefinite time).

## III. COMPANY NAME AND REGISTERED OFFICE

### 1. Company Name

#### Article 4

1. The Company shall operate and participate in legal transactions under the name:  
AD Plastik dioničko društvo za proizvodnju dijelova i pribora za motorna vozila i proizvoda iz plastičnih masa / AD Plastik Joint-Stock Company for Production of Parts and Accessories for Motor Vehicles and Products from Plastic Masses
2. The abbreviated Company's name shall read:  
AD Plastik d.d.
3. The Company's name in the English language shall be:  
AD Plastik, Joint-stock company for production
4. The abbreviated name of the Company in the English language shall be:  
AD Plastik JSC
5. The Company's name and abbreviated name may be changed by a resolution of the General Assembly of the Company.

### 2. Registered Office of the Company

#### Article 5

1. The registered office of the Company shall be in Solin.
2. The business address at the registered office of the Company shall be determined by the Management Board of the Company. The Management Board of the Company shall adopt a Resolution on any change of the Company's business address.

## IV. BRANCHES

### Article 6

The Company may have one or more branches established by a resolution of the Management Board, subject to the approval of the Supervisory Board.

## V. BUSINESS ACTIVITIES OF THE COMPANY

### Article 7

The Company shall conduct, within the scope of its business operations, the following business activities:

- 17.4. Manufacture of finished textile products, except clothing
- 24.17 Manufacture of synthetic rubber in primary forms
- 24.62 Manufacture of glues and gelatine
- 25. Manufacture of rubber and plastic products
- 28. Manufacture of fabricated metal products, except machinery and equipment
- 34.3 Manufacture of parts and accessories for motor vehicles and their engines
- 35.12 Building and repair of pleasure and sporting boats
- 36.11 Manufacture of chairs and seats
- 36.4 Manufacture of sports equipment
- 37.20 Recycling of non-metal waste and scrap
- 72. Computer and related activities
  - \* Provision of advice, guidance and operational assistance to legal entities
  - preparation of accounting system designs, bookkeeping programs, cost accounting and budgetary control procedures
  - advice and assistance to legal entities in relation to planning, organization, efficiency and control, management information systems, etc.
  - \* Purchase and sale of goods
  - \* Commercial agency activities on the domestic and foreign markets
  - \* Manufacture and trade of disposable medical devices made of plastic:
    - disposable plastic syringes, infusion sets, transfusion sets, haemodialysis needles for single-use therapeutic application, disposable urine bags
  - \* Representation of foreign companies
  - \* International freight forwarding
  - \* Use of hazardous chemicals
  - \* Recovery of hazardous and non-hazardous waste.

## VI. SHARE CAPITAL OF THE COMPANY

### 1. Share capital

### Article 8

The share capital of the Company amounts to EUR 54,594,592.00 (in words: fifty-four million five hundred ninety-four thousand five hundred ninety-two euros).

#### Article 9

The share capital has been fully paid in.

### **2. Increase and Reduction of Share Capital**

#### Article 10

The share capital of the Company may be increased or reduced in accordance with the law.

## **VII. SHARES**

### **1. Number of Shares and Nominal Amount**

#### Article 11

The share capital of the Company is divided into 4,199,584 (in words: four million one hundred ninety-nine thousand five hundred eighty-four) registered ordinary shares, each having a nominal value of EUR 13 (in words: thirteen euros).

### **2. Rights Attached to Ordinary Shares**

#### Article 12

Ordinary shares shall confer upon their holder the following rights:

- the right to vote at the General Assembly, whereby each EUR 13 of the nominal value of shares, i.e. each such share, shall entitle the holder to one (1) vote;
- the right to payment of a portion of the Company's profit (dividend);
- the right to payment of a portion of the remainder of the Company's liquidation or bankruptcy estate.

### **3. Types of Shares**

#### Article 13

The Company may issue registered shares, as well as ordinary and preference shares, in accordance with the law and this Charter.

### **4. Payment of Interim Dividend**

#### Article 14

Following the expiry of a financial year, the Management Board shall be authorized to pay to shareholders an interim dividend out of the foreseeable portion of the net profit, provided that the following conditions are met:

- if the interim profit and loss account for the preceding financial year shows a profit; and
- if the Supervisory Board of the Company grants its prior approval.

The amount paid as an interim dividend may not exceed one half of the profit reduced by the amounts which, pursuant to the law and this Charter, must be allocated to the Company's reserves, nor may it exceed one half of the Company's profit from the previous year.

## 5. Registration, Records and Transfer of Shares

### Article 15

1. The shares of the Company, as dematerialized securities, shall be kept in the form of electronic records in the computer system of Središnje klirinško depozitarno društvo d.d. (Central Depository & Clearing Company Inc.) (CDCC).
2. In relation to the Company, only a person registered as a shareholder in the depository of the CDCC shall be deemed to be a shareholder.
3. Shareholders shall be obliged to timely notify the CDCC of any change in their personal data, ownership positions and other changes not related to trading on the market, and such entries shall be made in accordance with the applicable regulations and general acts of the CDCC.
4. The shares of the Company, as dematerialized securities, shall be freely transferable in legal transactions in accordance with the applicable regulations of the Republic of Croatia and the general acts of the CDCC.

## VIII. CORPORATE BODIES OF THE COMPANY AND THE MANNER OF THEIR OPERATION

### Article 16

The corporate bodies of the Company shall be the Management Board, the Supervisory Board and the General Assembly of the Company.

### 1. Management Board

#### Article 17

1. The Management Board of the Company shall consist of 3 (three) to 8 (eight) members, appointed and removed by the Supervisory Board. The Supervisory Board shall determine the number of members of the Management Board.
2. The Supervisory Board shall appoint one member of the Management Board as President of the Management Board and may also appoint a Deputy President of the Management Board.
3. The term of office of the members of the Management Board shall be up to 5 (five) years, with the possibility of reappointment without limitation as to the number of terms.

#### Article 18

1. Each member of the Management Board shall be authorized to represent the Company independently and individually.
2. The Management Board of the Company may, subject to the approval of the Supervisory Board, grant or revoke procuration to one or more persons.

#### Article 19

1. The Management Board shall manage the Company's business operations at its own responsibility.
2. The Company's business operations shall be managed by the President and the members of the Management Board individually and independently, based on the allocation of duties among the members of the Management Board with respect to specific areas of activity or specific groups of affairs. The manner of operation of the Management Board and the allocation of duties among its members shall be regulated by the Rules of Procedure of the Management Board, adopted by the Management Board and approved by the Supervisory Board. All members of the Management Board shall be responsible for the overall management of the Company's business operations and the successful conduct of the Company's business. Members of the Management Board who breach their duties shall be liable for damages to the Company as joint and several debtors.
3. As a rule, resolutions of the Management Board shall be adopted at meetings and recorded in the Minutes of the Management Board meeting.
4. Except in cases where this Charter, another internal act of the Company or the law requires unanimity, the Management Board shall adopt resolutions by a simple majority of votes of all members, and in the event of a tie, the President of the Management Board shall have the casting vote.
5. In representing the Company and managing its business operations, the members of the Management Board shall comply with the limitations imposed by resolutions of the General Assembly, the Supervisory Board and the provisions of the Rules of Procedure of the Management Board.

#### Article 20

The Management Board shall, subject to the prior approval of the Supervisory Board, perform the following transactions and activities:

- disposal and/or acquisition, pledging, lease, sublease, granting for use free of charge, entrusting for management, as well as any other encumbrance or restriction of the Company's rights in relation to the Company's real estate, including the conclusion of preliminary agreements, option agreements or other arrangements directly or indirectly aimed at such actions, unless included in the Annual Business Plan of the Company for which the Supervisory Board has already granted prior approval;
- disposal and/or acquisition, as well as pledging or creating encumbrances over shares or equity interests in companies, unless included in the Annual Business Plan for which the Supervisory Board has already granted prior approval;

- disposal, acquisition or encumbrance of any assets of the Company where the value of the relevant assets exceeds 10% of the value of the Company's net assets as determined in the latest adopted financial statements, or where the aggregate value of mutually related transactions carried out during one financial year exceeds the said threshold, unless included in the Annual Business Plan for which the Supervisory Board has already granted prior approval;
- adoption of the Main Strategy, the Annual and Mid-Term Business Plan, including the budget and any amendments thereto;
- other matters determined by law, this Charter or a resolution of the Supervisory Board.

The procedure relating to the granting of approvals referred to in the preceding paragraph of this Article shall be regulated in more detail by the Rules of Procedure of the Supervisory Board.

#### Article 21

The members of the Management Board shall be entitled to salary and other remuneration for their work in accordance with the law and the Remuneration Policy for members of the Management Board, as determined by the Supervisory Board and approved by the General Assembly of the Company.

## 2. Supervisory Board

#### Article 22

The Supervisory Board of the Company shall consist of 7 (seven) members.

#### Article 23

1. Four members of the Supervisory Board shall be elected by the General Assembly of the Company for a term of up to 4 (four) years and may be re-elected.
2. One member of the Supervisory Board shall be appointed by the Company's Workers' Council for a term of up to 4 (four) years and may be reappointed.
3. Two members of the Supervisory Board shall be appointed by the shareholder of the Company – Holding "Avtokomponenty" Joint Stock Company, state registration number 1117847003724, Saint Petersburg, Russia, for a term of up to 4 (four) years and may be reappointed.

#### Article 24

The General Assembly may remove the members of the Supervisory Board, or any individual member thereof elected by the General Assembly, prior to the expiry of the term for which such member was elected.

The Workers' Council may remove the member of the Supervisory Board appointed by it prior to the expiry of the term for which such member was appointed.

The shareholder of the Company referred to in Article 23, paragraph 3 of this Charter may remove the members of the Supervisory Board appointed by it prior to the expiry of the term for which such members were appointed.

## Article 25

1. Proposals of candidates for members of the Supervisory Board to be elected by the General Assembly may be submitted by:
  - the Supervisory Board; or
  - the shareholders.
2. If two or more members of the Supervisory Board are elected simultaneously, the proposers referred to in paragraph 1 of this Article shall compile a list of candidates. The list shall contain as many candidates as there are members of the Supervisory Board to be elected.
3. If there are two or more proposals (candidate lists or individual candidates), the proposal of the Supervisory Board shall be voted on first, except where a proposal of a shareholder supported by at least 10% of the share capital represented at the General Assembly has been submitted, in which case such proposal shall be voted on first.
4. If there are several proposals submitted by shareholders, each individually supported by at least 10% of the share capital represented at the General Assembly, priority in voting shall be given to the proposal of the shareholder holding the larger share in the share capital represented at the General Assembly, and if such shares are equal, priority shall be given to the proposal first received by the Company, followed thereafter by the remaining proposals in the order in which they were received.

## Article 26

1. The Supervisory Board shall, in particular, perform the following functions:
  1. supervise the management of the Company's business operations and submit to the General Assembly a written report on the supervision performed;
  2. appoint and remove the members of the Management Board of the Company;
  3. convene the General Assembly of the Company when necessary, and in particular where the conditions prescribed by law or this Charter are met;
  4. examine the annual financial statements of the Company and the group, the reports on the status of the Company and the group, as well as the proposed resolution on the allocation of profit;
  5. take a position on the Auditor's report;
  6. jointly with the Management Board, determine the annual financial statements of the Company and the group, unless the Management Board and the Supervisory Board decide to leave the adoption of such statements to the General Assembly of the Company;
  7. represent the Company vis-à-vis the members of the Management Board;
  8. grant approvals to the Management Board for undertaking specific transactions and legal actions where required by law, this Charter or a resolution of the Supervisory Board;
  9. perform other duties determined by law, this Charter and the general acts of the Company.
2. For the purpose of performing the functions referred to in item 1 of the preceding paragraph, the Supervisory Board may inspect and examine the Company's books and records, docu-

- mentation, cash holdings, securities and other assets, and may instruct the auditor to examine the annual financial statements of the Company and the group. For this purpose, the Supervisory Board may engage individual members or external experts.
3. The Supervisory Board, as well as each of its members individually, shall be entitled to require the Management Board to report to the Supervisory Board on:
    - the business policy and other principal matters relating to the future management of business operations, as well as deviations from previous projections together with the reasons for such deviations,
    - the profitability of the operations of the Company and the companies within the group, in particular the profitability of the use of equity capital,
    - the course of business operations, in particular revenue and the status of the Company and the companies within the group,
    - transactions which could be of major significance for the profitability and liquidity of the Company and the companies within the group,
    - other matters of significance for the operations and status of the Company and the companies within the group,
    - other matters permitted by law.
  4. As a rule, the Supervisory Board shall operate and adopt resolutions at meetings. Meetings of the Supervisory Board shall, as a rule, be held at the Company's premises. Meetings of the Supervisory Board may also be held at another location, provided that this does not restrict the rights of the members of the Supervisory Board to participate.
  5. The President of the Supervisory Board shall convene regular and extraordinary meetings of the Supervisory Board. Regular meetings of the Supervisory Board shall be held quarterly, so that at least 4 (four) regular meetings are convened during each year. Extraordinary meetings of the Supervisory Board shall be held as necessary.
  6. The President of the Supervisory Board shall define the schedule of regular meetings of the Supervisory Board no later than by the end of the current year for the following year.
  7. The Supervisory Board may appoint committees for the purpose of facilitating the exercise of its powers prescribed by law and this Charter, preparing the resolutions it adopts, and supervising their implementation.
  8. The Supervisory Board shall adopt Rules of Procedure governing its work. The Rules of Procedure of the Supervisory Board shall regulate the manner of operation of the Supervisory Board, and in particular the rights and obligations of the President and members of the Supervisory Board, the preparation, convening and conduct of meetings (including electronic convening and holding of meetings), the mode of operation and adoption of resolutions at and outside meetings, as well as other matters relevant to the work of the Supervisory Board.

#### Article 27

1. The Supervisory Board shall elect from among its members a President and one Deputy President for a term not exceeding their respective terms of office as members of the Supervisory Board. The President and the Deputy President may be re-elected an unlimited number of times.
2. The principal duties of the President of the Supervisory Board shall include: convening and chairing meetings of the Supervisory Board, signing the minutes and resolutions of the Supervisory Board, and performing other duties in accordance with the provisions of the Rules

of Procedure of the Supervisory Board; representing the Company in matters in which, pursuant to law, the Supervisory Board represents the Company; and performing other duties determined by law, this Charter, the Rules of Procedure of the Supervisory Board and the Rules of Procedure of the General Assembly of the Company.

3. The Deputy President shall have the rights and obligations of the President only where the President is prevented from performing their function. A President prevented from performing their function shall be replaced by the Deputy President in accordance with the provisions of the Rules of Procedure of the Supervisory Board.

#### Article 28

1. The Supervisory Board may validly adopt resolutions if a majority of the prescribed number of 7 (seven) members of the Supervisory Board participate in the decision-making process. Exceptionally, where a specific resolution under this Charter requires a qualified majority of 6 votes, the Supervisory Board may validly adopt such resolution only if at least 6 members of the Supervisory Board participate in the decision-making process. If, during a meeting, one or more members of the Supervisory Board leave the meeting, and the Supervisory Board thereafter no longer meets the requirements for valid decision-making with respect to any of the remaining agenda items, the meeting of the Supervisory Board shall be suspended without the possibility of adopting further resolutions at such meeting.
2. The Supervisory Board shall adopt, by a majority of 6 (six) members, resolution granting prior approval to the Management Board for the transactions and activities specified in Article 20 of this Charter, as well as resolution determining the activities which the Management Board may undertake only with the prior approval of the Supervisory Board.
3. In matters other than those referred to in paragraphs 2 and 4 of this Article, the Supervisory Board shall adopt its resolutions by a majority of the votes cast.
4. The Rules of Procedure of the Supervisory Board shall be adopted by the Supervisory Board by a majority of 6 (six) members.
5. By way of exception to paragraphs 2 and 4 of this Article, solely in cases where not all 7 (seven) members of the Supervisory Board may participate in the adoption of a resolution because certain members are deprived of voting rights pursuant to mandatory regulations, or where the Supervisory Board does not at that time have all prescribed 7 (seven) members, the required majority for adopting such resolution shall be determined by reducing by 1 (one) vote the total number of votes of all members of the Supervisory Board who at that time have voting rights, provided that at least 4 (four) members of the Supervisory Board having voting rights participate in the voting.

#### Article 29

The members of the Supervisory Board shall be entitled to remuneration for their work in accordance with the resolution of the General Assembly on the remuneration of the members of the Supervisory Board.

### 3. General Assembly

#### Article 30

1. The General Assembly shall have authority to decide on the following matters:
  - the election and removal of members of the Supervisory Board, except where such members are appointed to the Supervisory Board,
  - the allocation of profit,
  - granting discharge to the Management Board (director) and the members of the Supervisory Board,
  - the appointment of the Company's auditor,
  - amendments to the Charter,
  - increases and decreases of the Company's share capital,
  - status changes and the dissolution of the Company,
  - the listing of the Company's shares on a regulated market for trading purposes and the delisting of such shares.
2. The General Assembly may decide on the management of the Company's affairs only upon request of the Company's Management Board.
3. In addition to the matters referred to in paragraph 1 of this Article, the General Assembly shall also decide on other matters placed within its competence pursuant to the provisions of applicable law.

#### Article 31

1. The General Assembly of the Company shall, as a rule, be held once a year and shall be convened whenever the interests of the Company or applicable law so require.
2. The General Assembly shall ordinarily be held at the Company's registered office. The Management Board may decide that the General Assembly be held at another venue, provided that such decision does not restrict the shareholders' rights to participate.
3. The Management Board shall be authorized to adopt a resolution permitting the proceedings of the General Assembly to be transmitted by audio and video means.
4. The Management Board of the Company shall be authorized to adopt a resolution enabling shareholders to participate in the proceedings of the General Assembly and exercise their rights at the General Assembly by electronic communication, either in person or through a proxy, even when they are not physically present at the venue where the General Assembly is held.
5. The Management Board shall be authorized to adopt a resolution providing that the General Assembly shall be held exclusively by electronic communication and that shareholders may

participate in the proceedings of the General Assembly and exercise their rights thereat solely by electronic communication, either in person or through a proxy.

6. The Management Board shall be authorized to adopt a resolution enabling shareholders who do not participate in the proceedings of the General Assembly to cast their votes in writing or by electronic communication after the notice convening the General Assembly has been published and prior to its holding, in which case the Company shall implement appropriate measures to ensure the identification of shareholders casting votes by correspondence.

#### Article 32

1. The General Assembly of the Company shall be convened by the Management Board of the Company in the manner prescribed by law.
2. In addition to the Management Board of the Company, the General Assembly of the Company may also be convened by the Supervisory Board of the Company in the cases prescribed by law.
3. The General Assembly shall be convened upon the request of shareholders holding, in aggregate, at least 5% of the Company's share capital, provided that such shareholders state the purpose and reasons for convening the General Assembly. The request for convening the General Assembly shall be submitted to the Management Board of the Company in writing. The Management Board shall be obliged to convene the General Assembly within a reasonable period and no later than 60 days from the date of receipt of a duly submitted request.
4. The notice convening the General Assembly, together with the agenda, proposed resolutions for each agenda item, and drafts of documents whose content is required by law to be published, shall be published on the website of the court register and on the Company's official website at [www.adplastik.hr](http://www.adplastik.hr).
5. The Management Board of the Company shall deliver notices relating to the forthcoming General Assembly, as well as notices concerning resolutions adopted by the General Assembly, to the shareholders in accordance with the provisions of the Rules of Procedure of the General Assembly.

#### Article 33

1. Only those shareholders who notify the Company of their intention to participate in the General Assembly no later than six days prior to the date of the General Assembly, by submitting a written notice to the address specified in the notice convening the General Assembly, shall be entitled to participate in the General Assembly and exercise their voting rights.
2. Eligibility to participate in the General Assembly shall be determined on the basis of the status recorded in the depository of dematerialized securities maintained by the Central Depository & Clearing Company Inc. (SKDD) as of the last day for registration for participation in the General Assembly.

#### Article 34

1. The General Assembly shall be chaired by the President of the Supervisory Board and, in their absence, by the Deputy President of the Supervisory Board.
2. In the absence of the persons referred to in paragraph 1 of this Article, the General Assembly shall be chaired by the oldest member of the Supervisory Board present at the General Assembly.

#### Article 35

The General Assembly may validly adopt resolutions if shareholders or their proxies holding voting shares with an aggregate nominal value exceeding 50% of the Company's share capital are present at the General Assembly.

#### Article 36

Resolutions of the General Assembly shall be adopted by a majority of the votes cast (simple majority), unless applicable law prescribes a special qualified majority for the adoption of specific resolutions.

#### Article 37

1. Voting rights at the General Assembly shall be exercised in proportion to the nominal value of the shares held by each shareholder, in accordance with Article 12, paragraph 1, item 1 of this Charter.
2. The pledging of shares shall not affect a shareholder's voting rights.
3. A shareholder may exercise voting rights at the General Assembly through a proxy. The proxy authorization shall be granted in writing.

#### Article 38

The proceedings of the General Assembly shall be governed in greater detail by the Rules of Procedure adopted by the General Assembly.

## **IX. METHOD AND FORM OF PUBLIC ANNOUNCEMENTS BY THE COMPANY**

#### Article 39

1. Information and announcements of the Company which are required to be publicly disclosed pursuant to applicable law and this Charter shall be published on the website of the court register and on the Company's official website at [www.adplastik.hr](http://www.adplastik.hr).
2. The Management Board may decide that information and announcements may also be published through other public media or by other means.
3. The Company may provide information to shareholders by electronic means to the extent permitted by applicable law.

## X. ANNUAL FINANCIAL STATEMENTS AND ALLOCATION OF PROFIT

### Article 40

1. The Company shall maintain its accounting records in a lawful and orderly manner, for which the Management Board shall bear direct responsibility.
2. The Management Board of the Company shall ensure the preparation of the Company's financial statements and auditors' reports.

### Article 41

1. The Company shall apply the net profit generated during a financial year in the following order of priority:
  1. to cover losses carried forward from previous years,
  2. to allocations to legal reserves,
  3. to allocations to reserves for treasury shares, if the Company has acquired or intends to acquire such shares.
2. The Company shall allocate one-twentieth of the profit for the current financial year, reduced by the amount of any loss from the previous financial year, to the legal reserves referred to in paragraph 1, item 2 of this Article, until such reserves, together with capital reserves, reach an amount equal to 10% of the Company's share capital.
3. The amount of net profit remaining after allocations have been made for the purposes referred to in paragraph 1 of this Article may, in accordance with the provisions of the Companies Act, be allocated:
  - to other profit reserves;
  - for distribution to shareholders (dividends);
  - for other purposes, including payments to employees and members of the Management Board and the Supervisory Board.
4. Following the determination of the annual financial statements, the Management Board and the Supervisory Board may allocate to other profit reserves an amount not exceeding one-half of the net profit remaining after allocations have been made for the purposes referred to in paragraph 1 of this Article.
5. If, in accordance with the Companies Act and this Charter, the General Assembly of the Company determines the annual financial statements, it may at the same time resolve that the net profit remaining after it has been applied in accordance with paragraph 1 of this Article be allocated to other profit reserves; however, no more than one-half of the net profit remaining after allocations for the purposes set out in paragraph 1 of this Article have been made may be allocated for such purpose.
6. By its resolution on the allocation of profit, the General Assembly may resolve to allocate to other profit reserves an additional amount beyond those referred to in paragraphs 4 and 5 of this Article, and may further resolve that the profit be used for distribution to shareholders and for the other purposes referred to in paragraph 3 of this Article.
7. The Management Board and the Supervisory Board shall submit to the General Assembly a proposal for a resolution on the allocation of profit, specifying the amount to be allocated to other profit reserves, the amount to be distributed to shareholders as dividends, and the

amount to be allocated for other purposes, including payments to employees and members of the Management Board and the Supervisory Board. If the statutory and charter requirements for the payment of dividends are met, a dividend shall be proposed in an amount of not less than one-half of the amount determined as follows: the profit shown in the annual financial statements for the most recent financial year, increased by retained earnings from previous years and reserves available for distribution to shareholders, and reduced by losses from previous financial years and amounts which, pursuant to law or this Charter, have been allocated to the Company's reserves.

## **XI. BUSINESS SECRET**

### Article 42

1. Information and documents designated as a business secret pursuant to law, this Charter or other acts of the Company shall be deemed to constitute a business secret of the Company, including manufacturing secrets, the results of research, development and engineering activities, and other information the disclosure of which to unauthorized persons could adversely affect the Company's business interests.

### Article 43

1. Shareholders, members of the Company's bodies and employees of the Company who, in any manner, become aware of the contents of documents or information constituting a business secret of the Company shall be obliged to preserve such business secret.
2. The obligation to preserve the Company's business secret shall continue even after the persons referred to in paragraph 1 of this Article cease to hold the status on the basis of which they were bound to preserve such business secret.

### Article 44

Any person disclosing, at a meeting of the Company's bodies, information constituting a business secret shall be obliged to inform those present that such information is deemed to constitute a business secret, and all persons present shall be obliged to preserve such business secret.

### Article 45

The handling of documents and information constituting a business secret, as well as other matters relevant to the protection of business secret within the Company, shall be governed by the Company's general acts and operating instructions.

## **XII. AMENDMENTS TO THE CHARTER**

### Article 46

1. The Charter may be amended by a resolution of the General Assembly in accordance with applicable law and this Charter.

2. The Supervisory Board shall be authorized to amend the Charter only for the purpose of aligning its wording with applicable requirements or adopting a consolidated text of the Charter.
3. Proposals for amendments and supplements to the Charter may be submitted by:
  1. the Supervisory Board,
  2. the Management Board,
  3. shareholders of the Company who, individually or collectively, hold shares with an aggregate nominal value exceeding 5% of the Company's share capital.

### **XIII. DISSOLUTION OF THE COMPANY**

#### Article 47

1. The Company may be dissolved on any of the grounds prescribed by applicable law.
2. The Company may also be dissolved if, for any reason, it ceases to have any shareholders, in which case it can no longer continue to exist as a company.

### **XIV. TRANSITIONAL AND FINAL PROVISIONS**

#### Article 48

1. This Charter shall enter into force on the date of its registration with the court register maintained by the competent court.
2. The Company's general acts adopted prior to the entry into force of this Charter shall remain applicable to the extent that they are not inconsistent with the provisions of this Charter, until new acts are adopted. Any general acts of the Company that are inconsistent with the provisions of this Charter shall be brought into compliance therewith within 6 months from the date this Charter enters into force.
3. The Management Board of the Company shall be responsible for safeguarding the Charter and shall, upon the request of any shareholder, permit inspection thereof or, at the shareholder's expense, provide a copy of the Charter.

PRESIDENT OF THE SUPERVISORY BOARD

Ana Luketin