

Board of Directors (*představenstvo*)
of Nitra Holdings Czech Republic a.s.
Věžeňská 116/5
110 00 Praha 1 – Staré Město

In Prague on 18 April 2024

Request of a qualified shareholder to convene a general meeting

Dear Board of Directors,

I, Jonathan Wilkinson, born on 22 July 1966, residing at Tiché údolí 192, 252 63 Roztoky, Czech Republic, shareholder of Nitra Holdings Czech Republic a.s., with its registered seat at Věžeňská 116/5, Postal Code: 110 00 Prague 1, Staré Město, Czech Republic, Identification No. (IČO): 051 66 373, registered with the Commercial Register kept by the Municipal Court in Prague, under Registration No.: B 21662 (the "**Company**"), own shares of the Company whose aggregate nominal value exceeds 5 % of its registered capital (specifically 72.718 %).

Pursuant to Section 366 *et seq.* of the Act No. 90/2012 Coll., on Business Companies and Cooperatives, as amended (the "**BCA**"), I request the Board of Directors of the Company to convene a general meeting of the Company without undue delay to discuss the following items on **the proposed agenda of the general meeting**:

- 1. Opening of the General Meeting and election of the General Meeting's bodies**
- 2. Approval of the financial documents concluded by the Company with UniCredit Bank Czech Republic and Slovakia, a.s., on 26 March 2024**

Draft Resolution:

The General Meeting hereby refers to the Up to EUR 25,750,000 Term Facility Agreement dated 26 March 2024 concluded between the Slovak subsidiary Zeon, spol. s r.o., ID No.: 35 865 105 ("Zeon") as borrower and UniCredit Bank Czech Republic and Slovakia, a.s, ID No.: 649 48 242, acting through UniCredit Bank Czech Republic and Slovakia, a.s., pobočka zahraničnej banky, ID No.: 47 251 336 ("UniCredit Bank") as lender (the "Facilities Agreement") and:

- I. approves, inter alia, pursuant to Section 421 (2) (m) of the Act No. 90/2012 Coll., on Business Corporations and Cooperatives (the "BCA"), the conclusion of the following financial documents entered into by the Company in connection with the Facilities Agreement and the establishment of security in favour of UniCredit Bank, which establish these documents:**
 - a) the ownership interest pledge agreement (*Zmluva o zriadení záložného práva k obchodnému podielu*) dated 26 March 2024 between the Company, as pledgor, and UniCredit Bank, as pledgee, pursuant to which the Company has established a pledge over its 100% ownership interest in Zeon in favour of UniCredit Bank;**
 - b) the Subordination Agreement dated 26 March 2024, by and among Zeon as debtor, the Company as subordinated creditor and UniCredit Bank as senior creditor; and**
 - c) the Receivables Pledge Agreement (*Zmluva o zriadení záložného práva***

Rationale:

The General Meeting shall, *inter alia*, in accordance with Section 421 (2) (m) of the BCA and Article 6.5 (I) of the Company's Articles of Association, approve the conclusion of the security documents entered into by the Company on 26 March 2024 with UniCredit Bank Czech Republic and Slovakia, a.s., with registered office at Želetavská 1525/1, Prague 4 - Michle, Postal Code: 140 92, Czech Republic, ID No.: 649 48 242, registered in the Commercial Register maintained by the Municipal Court in Prague, file No. B 3608, acting through UniCredit Bank Czech Republic and Slovakia, a.s., branch of a foreign bank, with registered office at Šancová 1/A, Bratislava, Postal Code: 813 33, Slovak Republic, ID No.: 47 251 336, registered in the Commercial Register of the Municipal Court Bratislava III, Section Po, Insert No. 2310/B ("**UniCredit Bank**"), in connection with the Up to EUR 25,750,000 Term Facility Agreement dated 26 March 2024 between the subsidiary Zeon, spol. s r.o., with registered office at Tomášikova 50/E, Bratislava, Postal Code: 831 04, Slovak Republic, ID No.: 35 865 105, registered in the Commercial Register of the Municipal Court Bratislava III, Section Sro, Insert No. 29580/B ("**Zeon**") as borrower and UniCredit Bank as the lender (the "**Facilities Agreement**"), as the conclusion thereof may constitute a pledge of the enterprise or such part of the assets as would constitute a material change in the actual business or activity of the Company.

The execution by the Company of the security documents referred to in the draft resolution was one of the conditions precedent to Zeon's drawdown of the loan under the Facilities Agreement. The approval of their execution by the Company's general meeting is then necessary to comply with i) the above requirement under the BCA and the Articles of Association and ii) the subsequent conditions under the Facilities Agreement.

Pursuant to Clause 20.29.4 of the Facilities Agreement, Zeon must deliver to UniCredit Bank a resolution of this requested general meeting of the Company approving inter alia the transactions contemplated by the Company under the Finance Documents (as defined in the Facilities Agreement) within 45 days following the date of their conclusion (26 March 2024), i.e., 10 May 2024 the latest.

3. Approval of the facilities agreement and related pledge agreements and other finance documents to be entered into between the Company and J&T BANKA, a.s.

Draft Resolution:

The General Meeting hereby:

- I. approves the conclusion of the Up to EUR 33,500,000 Loan Facilities Agreement to be concluded between the Company and the Slovak subsidiary Zeon, spol. s r.o., ID No.: 35 865 105 ("Zeon") as borrowers and J&T BANKA, a.s., ID No.: 471 15 378 (the "Pledgee") as lender (the "Loan Agreement");
- II. approves, inter alia, pursuant to Section 421 (2) (m) of the Act No. 90/2012 Coll., on Business Corporations and Cooperatives (the "BCA"), the execution of pledge agreements and other documents to be executed by the Company in connection with the Loan Agreement and the establishment of security in favour of the Pledgee, which establish the following documents:
 - a) the Ownership Interest Pledge Agreement to be entered into between the Company, as pledgor, and the Pledgee, as pledgee, pursuant to which the Company shall create a pledge over its 100% ownership interest in Zeon in favour of the Pledgee;
 - b) an agreement on pledge over claims under subordinated loans or facilities or

- dokumenty“).*
- III. *schvaluje podmínky všech Finančních dokumentů, jimi předvídané transakce a plnění všech povinností v nich obsažených.*
 - IV. *potvrzuje, že byla členy volených orgánů v souvislosti s Finančními dokumenty informována o možném střetu zájmů ve smyslu § 54 a následujících ZOK ve spojení s § 76 ZOK, a že nepozastavila členům volených orgánů společnosti výkon funkce podle § 54 odst. 4 ZOK.*
 - V. *potvrzuje, že uzavření Finančních dokumentů: i) nepředstavuje bezúplatné plnění podle § 40 odst. 5 ZOK, ii) je v zájmu Společnosti a iii) nebylo zakázáno podle § 56 odst. 2 ZOK.*

Rationale:

The General Meeting shall also approve the conclusion of loan documentation related to the Up to EUR 33,500,000 Loan Facilities Agreement to be concluded between the Company and Zeon as borrowers and J&T BANKA, a.s., having its registered office at Sokolovská 700/113a, Karlín - Prague 8, Postal Code: 186 00, ID No.: 471 15 378, registered in the Commercial Register maintained by the Municipal Court in Prague, file no. B 1731 ("J&T BANKA") as lender (the "**Loan Agreement**").

The execution of the security loan documentation related to the Loan Agreement, which is also to be approved by the proposed resolution, is necessary to satisfy the conditions precedent to drawdown under the Loan Agreement. Approval of this documentation is also required pursuant to, among other things, Section 421 (2) (m) of the BCA and Article 6.5 (l) of the Company's Articles of Association because its execution may constitute a pledge of the enterprise or such part of the assets as would constitute a material change in the Company's actual business or operations.

Approving the Loan Agreement and related finance documents to be entered into between the Company and J&T BANKA simultaneously with the approval of the documents with UniCredit Bank would mean savings of the Company and its shareholders on costs related to an additional general meeting that would need to take place to approve the documentation with J&T BANKA separately.

4. Conclusion

Sincerely,



Jonathan Wilkinson