

## **RULES OF PROCEDURE OF THE ORDINARY GENERAL MEETING OF VEMEX ENERGIE A.S. HELD ON 25.06.2025**

The Board of Directors of VEMEX Energie a.s., with its registered office at 160 00 Praha 6 – Dejvice, Evropská 2591/33e, Company ID No. 289 03 765, entered in the Commercial Register kept on file at the Municipal Court in Prague, Section B, Insert 15299 (the “**Company**”) hereby submits a proposal that the ordinary General Meeting of the Company held at 10 AM on 25.06.2025, within the premises of the Company headquarters (the “**General Meeting**”), adopts the following Rules of Procedure of the General Meeting.

### **ARTICLE 1 OPENING PROVISIONS**

1. These Rules of Procedure regulate, in accordance with Act 90/2012 Coll., on Commercial Companies and Cooperatives (the “**Business Corporations Act**”) and the Articles of Association of the Company, (i) the rules concerning the shareholders’ attendance, (ii) the rules concerning the conduct of the General Meeting, (iii) the manner in which shareholders exercise their rights during General Meeting, and (iv) the rules concerning voting during General Meeting.
2. For the purposes of these Rules of Procedure, the term “shareholder” shall also be deemed to include shareholder’s authorized representatives (proxies), unless otherwise specified.

### **ARTICLE 2 ATTENDANCE AT THE GENERAL MEETING**

1. General Meeting may be attended by all the Company’s shareholders, together with members of the Board of Directors and the Supervisory Board of the Company. General Meeting may also be attended by other persons invited by the Board of Directors in writing, in the position of guests and/or members of the General Meeting’s organizational team.
2. Pursuant to Article 6 (3) of the Articles of Association of the Company, the effective date for shareholders’ participation in General Meeting is the seventh (7th) day preceding the General Meeting date, i.e. 18.06.2025.

### **ARTICLE 3 REGISTRATION OF SHAREHOLDERS**

1. A registration centre shall be established for the purpose of the due registration of shareholders and other General Meeting attendees, which will make sure that the attending shareholders and other General Meeting attendees are duly entered in the shareholder attendance sheet and the attendance sheet for other attendees and guests invited by the Board of Directors, including the details required by the applicable law and the Articles of Association of the Company.
2. Upon their registration, the Company shareholders will be provided with the following documents:
  - a) These Rules of Procedure of the General Meeting;
  - b) Annual report of the Company for the year 2024;
  - c) Board of Directors’ presentation on the results of the year 2024 and forecast for the year 2025;

- d) Supervisory Boards' report on the results of the review of the ordinary financial statements, the Board of Directors' proposal for the allocation of profit and the report on relations; and
  - e) Supervisory Boards' report on the supervisory activities.
3. For the purpose of registration, shareholders prove their identity using the following documents:
- a) Shareholder – individual: valid proof of identity;
  - b) Shareholder's authorized representative – individual: valid proof of identity and a written power of attorney (original or certified copy). The power of attorney must indicate whether the representative is authorized to act in one or more general meetings, and if the power of attorney is written in a language other than Czech, an officially certified translation into Czech must be submitted. The power of attorney must contain a clear definition of the authorized representative's powers;
  - c) Shareholder – corporation: official extract from the Czech Commercial Register (or a similar register of another state), and a valid proof of identity of the person (persons) authorized to act on behalf of the corporation;
  - d) Shareholder's authorized representative – corporation: official extract from the Czech Commercial Register (or a similar register of another state), and a valid proof of identity of the person (persons) authorized to act on behalf of the corporation, and a written power of attorney (original or certified copy) granted by the statutory body. The power of attorney must indicate whether the representative is authorized to act in one or more general meetings, and if the power of attorney is written in a language other than Czech, an officially certified translation into Czech must be submitted. The power of attorney must contain a clear definition of the authorized representative's powers.
4. Attendees may arrive at the General Meeting at any time during their course. During the General Meeting, shareholders who sign their name in the attendance sheet and do not indicate to the attendance staff their will to end their presence at the General Meeting in the form of a written statement, or do not leave the room where the General Meeting is taking place, shall be considered present.
5. Shareholders who leave the room where the General Meeting is taking place must be entered in the attendance sheet when re-entering the room, and must present the documents according to Article 3 (3) of the present Rules of Procedure.

#### **ARTICLE 4 PROCEEDINGS OF THE GENERAL MEETING**

- 1. General Meeting have a quorum if the attending shareholders hold shares with a nominal value exceeding fifty per cent (50 %) of the Company's registered capital.
- 2. General Meeting is opened by the chairman of the Board of Directors of the Company or another board member authorized for this purpose by the Board of Directors, and are presided by the same person until the General Meeting elects its chairman.
- 3. After the opening of the General Meeting shall elect its chairman, minutes recorder, two verifiers of the minutes, and a scrutinizer. Based on a proposal presented by the Board of Directors (or the Supervisory Board, if it has convened the meeting),

the candidates are voted for by the show of hand, by an absolute majority of the votes of the attending shareholders.

4. As the next step, the General Meeting shall approve the Rules of Procedure.
5. The chairman of the General Meeting manages the meeting and invites attendees to speak. The chairman of the General Meeting may give a warning to any person who disrupts the proceedings of the General Meeting. If the warned person does not change his/her behaviour, the chairman may ask the person in question to leave the meeting room or suspend the General Meeting until order is restored.
6. The General Meeting chairman may announce breaks during the meeting if needed or requested by a shareholder.
7. General Meeting is conducted in Czech, with consecutive interpretation into English.
8. Minutes of the General Meeting will be issued in Czech and English.
9. The audio recording of the General Meeting will be made by the elected minutes recorder, specifically for the purpose of preparing the minutes of the General Meeting. The audio recording will therefore be provided to the recorder and verifiers of the minutes of the General Meeting.
10. The audio recordings made in accordance with Article 4 (9) will be retained by the Company for its internal purposes and may serve as evidence which the Company may present to as evidence upon the request of a competent court. The audio recordings must not be shared with any other entities.
11. It is not permitted to make any video recordings from General Meeting.
12. No photos may be taken during the General meeting.
13. The General Meeting shall only address the topics listed in the agenda that is part of the invitation to the meeting according to these Rules of Procedure.
14. Shareholders present at the General Meeting have the right to request explanations regarding matters concerning the Company or entities controlled by the Company, if such explanations are relevant for considering the matters included in the agenda of the General Meeting or for exercising shareholder rights at the General Meeting.
15. The provision of the information under Article 4 (14) may be refused, in whole or in part, if a due business consideration implies that this may cause detriment to the Company or if this is subject to the Company's business secret. The decision to refuse to provide information shall be made by the Board of Directors of the Company and is subject to a review by the Company's Supervisory Board, directly during the course of the General Meeting, or – if this is not possible – within five (5) business days following the General Meeting date.
16. If this is not possible owing to the complexity of the explanation, the Board of Directors of the Company will provide such explanation within fifteen (15) days following the General Meeting date.

## **ARTICLE 5 VOTING**

1. Before each vote, the chairman of the General Meeting will state which resolutions are to be voted on.

2. Shareholders vote by the show of hand, expressing whether they (i) agree with the adoption of the proposed resolution, (ii) disagree with the adoption of the proposed resolution, or (iii) abstain from voting on the proposed resolution.
3. During each vote, the scrutineer counts and announces the number of votes of the shareholders who (i) agree with the adoption of the proposed resolution, (ii) disagree with the adoption of the proposed resolution and (iii) abstain from voting on the proposed resolution, and presents the result to the General Meeting chairman.
4. The General Meeting chairman subsequently announces the result of the vote and informs about the quorum of the General Meeting for each resolution.
5. The General Meeting shall decide by a simple majority of the votes held by the attending shareholders, unless the Business Corporations Act or the Articles of Association of the Company require a different majority.
6. If shareholders apply the right concerning the submission of proposals and counterproposals prior to the General Meeting date, such proposals or counterproposals shall be voted on first in the order in which the proposals or counterproposals were presented, and if the respective resolutions are not adopted, the proposals presented by the Board of Directors shall be voted on next.