

STATUS

joint stock companies

FIXED.zone a.s.

(the "Company")

Full text as of 8.11.2021

Article 1.

Company name and registered office

- 1.The Company's business name is **FIXED.zone a.s.**
- 2.The registered office of the Company is located in **České Budějovice.**

Article 2.

Subject of business and activities of the Company

1. The object of the Company's business:

-production , trade and services not specified in annexes 1 to 3 trade act:

- Providing Services For agriculture, horticulture, fish farming, forestry and hunting;
- Manufacture of textiles, textile products, clothing and clothing accessories;
- Manufacture and repair of footwear, luggage and saddlery goods;
- Manufacture of school and office supplies, except paper products, manufacture of jewellery, card and confectionery, umbrellas, souvenirs;
- Mediation of trade and services;
- Wholesale and retail trade, warehousing, packaging of goods, cargo handling and technical activities in transport;
- Rental and lending of movable property;
- Preparation and elaboration of technical designs, graphic and drawing work;
- Advertising, marketing, media representation;
- Designing, designing, arranging and modelling.

-sale of chemicals and chemical mixtures classified as highly toxic and toxic.

-hospitality activity.

-sale of fermentation alcohol, potable alcohol and spirits.

Article 3.

Company's website, duration of the Company

1. The Company's website is located at www.FIXED.zone, where information and documents required by law and these Articles of Association are published.
2. The company was established for an indefinite period of time.

Article 4.

Share capital of the Company

1. The share capital of the Company amounts to CZK 2.222.000,- (in words: two million two hundred and twenty-two thousand Czech crowns).
2. The General Meeting shall decide on the change of the amount of the share capital on the basis of the legal regulations and the provisions of these Articles of Association.
3. The share capital of the Company was fully paid up from the equity of RECALL s.r.o. when changing its legal form to a joint stock company FIXED.zone a.s., therefore these Articles of Association do not contain the requirements pursuant to the provisions of Section 250(3) of Act No. 90/2012 Coll., on Commercial Companies and Cooperatives (the Commercial Corporations Act), as amended (the "**Commercial Corporations Act**").

Article 5.

Shares

1. The share capital of the Company in the amount of CZK 2,222,000 (in words: two million two hundred and twenty-two thousand Czech crowns) is divided into 2,222,000 (in words: two million two hundred and twenty-two thousand) pieces of book-entry registered shares with a nominal value of one share of CZK 1 (in words: one Czech crown). The shares carry the rights and obligations attached to them by law. The shares are not admitted to trading on a European regulated market.
2. The Company's shares are securities (book-entry shares). The Company may also issue temporary certificates.
3. Each share has one vote attached to it when voting at or outside the General Meeting. The total number of votes in the Company is 2,222,000 (in words: two million two hundred and twenty-two thousand).
4. Shares are freely transferable.

5.The list of shareholders is replaced by a register of book-entry securities.

Article 6.

Bodies of the Company

1.The internal structure of the Company is monistic.

2. The company has the following bodies:

- a) the general meeting,
- (b) the Board of Directors.

General Assembly

Article 7.

Status and powers of the General Meeting

1.The General Assembly is the supreme body of the Company.

2.The General Assembly shall have the power to decide on all matters which the law or the statutes entrust to its competence.

3. The competence of the General Assembly includes:

- a) deciding on a change in the articles of association, unless the change is due to an increase in the share capital authorized by the board of directors or to a change resulting from other legal facts;
- b) deciding on the change of the amount of the share capital and on authorizing the Management Board to increase the share capital;
- c) deciding on the possibility of setting off a monetary claim against the Company against the claim for repayment of the issue price;
- (d) deciding whether to issue exchangeable or senior bonds;
- e) election and dismissal of members of the Board of Directors;
- (f) approval of the service contract of the members of the Board of Directors, including approval of any remuneration provided to them for the performance of their duties;
- g) approval of the ordinary, extraordinary or consolidated financial statements and, in the cases provided for by law, the interim financial statements;
- h)a decision on the distribution of profits or other own resources or on the payment of losses;
- i) deciding on the application for the acceptance of the Company's participating securities to trading on a European regulated market or to the delisting of such securities from trading on a European regulated market;

- j) decision on the dissolution of the Company with liquidation and on the appointment and dismissal of the liquidator, including the determination of the amount of his remuneration;
 - k) approval of the final report on the course of the liquidation and the proposal for the use of the liquidation balance;
 - l) approval of the transfer or pledge of the plant or such part of the assets as would constitute a material change in the actual business or activities of the Company;
 - m) approval of the silent partnership agreement and other agreements establishing the right to share in the profits or other own resources of the Company;
 - n) a decision on the transformation of the Company, unless the law governing transformations of commercial companies and cooperatives provides otherwise;
 - o) deciding on the strategic and conceptual plans of the Company;
 - (p) the appointment and removal of the Company's auditor;
 - q) other decisions that the Companies Act or the Articles of Association entrust to the competence of the General Meeting.
4. The General Assembly may not reserve to itself for decision matters which are not entrusted to it by law or the statutes.

Article 8.

Participation in the General Meeting

1. A shareholder shall be entitled to attend and vote at the General Meeting, and shall have the right to request and receive at the General Meeting an explanation of matters concerning the Company or persons controlled by it, if such explanation is necessary for the assessment of the subject matter of the General Meeting or for the exercise of shareholder rights. A shareholder shall be entitled to make proposals and counterproposals on matters on the agenda of the General Meeting.
2. The General Meeting may be attended by a shareholder who is registered in the statutory register of book-entry securities as the owner of the Company's shares on the record date for participation in the General Meeting, which is the 7th (in words: seventh) calendar day preceding the date of the General Meeting. The Board of Directors of the Company shall apply for an extract from the statutory securities register on such record date. A shareholder shall be obliged to report any changes in the information about his/her person that is recorded in the statutory securities register without undue delay. The Company shall not be liable for any consequences of any failure to comply with this obligation.
3. The shareholder attends the General Meeting in person or by proxy. The power of attorney for representation at the General Meeting must be in writing with a certified signature and must indicate whether it was granted for representation at one or more General Meetings.
4. At the General Meeting, the shareholder or his/her representative must present his/her identity card/passport and, in the case of a representative, a power of attorney with a certified signature of the relevant shareholder. In addition, a member of the statutory body of a legal entity which is a shareholder of the Company shall submit a current (not older than 3 (in words: three) months) extract from the relevant public register or other document certifying his/her right to act on behalf of the shareholder. A person registered in the register of book-entry securities as trustee or as a person authorised to exercise the rights attached to the shares

does not submit. A representative whose right to represent a shareholder is based on a fact/document other than a power of attorney is obliged to provide evidence of this fact or to submit the relevant documents.

5. Documents certified by foreign authorities, which are used by the shareholder or his representative to prove his identity, must be certified (apostilled) or super-legalized, unless the Czech Republic has concluded an agreement on legal assistance with the country in which the document was certified.
6. All documents related to participation, voting or the exercise of other rights of a shareholder at the General Meeting must be submitted in Czech or English. If the documents (or verification clauses) are drawn up in another language, a certified translation into Czech must also be submitted.
7. No person designated by the shareholder may be present with the shareholder at the General Meeting, except for a person providing assistance to a shareholder who is a person with a disability in accordance with applicable law.
8. A third person (guest) may attend the General Meeting of the Company upon prior invitation by the Board of Directors of the Company.

Article 9.

Convening the General Meeting

1. The General Meeting shall be held at least once per accounting period, not later than 6 (six) months from the last day of the previous accounting period. The General Meeting shall be convened by the Board of Directors.
2. In the event that the Board of Directors fails to convene a General Meeting when required by law or these Articles of Association, or if the Board of Directors is unable to meet for a long period of time, any member of the Board of Directors may convene a General Meeting.
3. The Convenor shall publish the invitation to the General Meeting on the Company's website at least 30 (thirty) days before the date of the General Meeting and at the same time publish it in the Commercial Bulletin, thereby replacing the sending of the invitation to the shareholders' address.
4. Without complying with the requirements of the Companies Act and these Articles of Association for convening a general meeting, a general meeting may be held only if all shareholders agree to it.

Article 10.

Proceedings of the General Meeting

1. The General Meeting shall elect its chairman, a recorder, a verifier of the minutes and the person or persons responsible for counting the votes.
2. The General Meeting shall be chaired by the elected Chairman. Until the Chairman is elected, the Convenor or a person designated by him/her shall preside over the General Meeting. The same shall apply if the Chairman of the General Meeting has not been elected. If no recorder, verifier of the minutes or person in charge of counting the votes is elected, the convenor of the general meeting shall appoint them. The General Meeting may decide that one person shall be the chairman of the General Meeting and the verifier of the minutes. The General Meeting may decide that the Chairman of the General Meeting of the General Meeting shall also carry out the counting of votes, if this does not jeopardize the proper conduct of the General Meeting.

3. The recorder shall draw up the minutes of the General Meeting within 15 (fifteen) days from the date of its conclusion. The minutes shall be signed by the recorder, the chairman of the general meeting or the convener and the verifier of the minutes.
4. The Company shall arrange for the preparation of a list of those present, which shall include the name and registered office of the legal entity or the name and residence of the natural person who is a shareholder, or his/her representative or a person attending the General Meeting together with the shareholder pursuant to Article 8.7, the nominal value of the shares entitling them to vote, or the fact that the shares do not entitle them to vote, or other information required by law. If the shareholder participates in the General Meeting using technical means, this information shall be entered in the list of attendees. The convener or a person designated by him shall certify the accuracy of the list of shareholders present by his signature.
5. Voting at the General Meeting shall be by show of hands, or by ballot paper or electronic voting device, unless the General Meeting decides otherwise. The Chairman of the General Meeting shall announce the results of the voting.

Article 11.

Decision-making of the General Meeting

1. The General Meeting is able to hold a quorum if the shareholders present hold shares with a nominal value of at least 60% (in words: sixty percent) of the Company's share capital.
2. If the General Meeting is unable to hold a quorum, the Board of Directors shall convene a replacement General Meeting by new notice in accordance with the relevant provisions of the Act.
3. The General Meeting decides by a majority of at least 60% of the votes of all shareholders. If the law requires a higher majority of votes of the shareholders than that specified in the preceding sentence for the decision of the General Meeting, then the General Meeting shall decide with such majority of votes as required by law, but always with a minimum of 60% majority of votes of all shareholders.
4. A vote is always taken first on the proposal of the convener of the General Meeting and, if no such proposal is approved, other proposals and counter-proposals to the item under discussion are voted on in the order in which they were submitted. Once a motion or counter-motion has been carried, no further counter-motions on that item shall be put to the vote.
5. Decisions outside the General Meeting (per rollam) are permitted, provided that the person authorised to convene the General Meeting notifies all shareholders of the draft decision in the manner for convening the General Meeting according to these Articles of Association, which includes:
 - a) the text of the proposed decision and the reasons for it;
 - b) a period of at least 20 days for the delivery of the shareholder's statement, with the notice of the proposal to the shareholders being decisive for its commencement;
 - (c) the documents necessary for the adoption of the decision;
 - (d) the decisive day.
6. The decisive day for the decision of the General Meeting outside the meeting (per rollam) is the seventh day preceding the day of notification of the draft decision to all shareholders in the manner for convening the General Meeting the date of publication of the draft resolution on the Company's website and the date of publication in the Commercial Gazette, whichever is later. Person

authorised to convene the General Meeting shall ensure that at least 15 days before the date of announcement of the proposal for a decision outside the General Meeting (per rollam), a notice of the intention to take decisions outside the General Meeting (per rollam) is published on the Company's website, in particular providing information on how shareholders may become acquainted with the proposals for decisions and the relevant documents relating to these proposals and the rules for decision-making.

7. A shareholder of the Company may comment on the proposed resolution within a specified period of time from the date of notification of the proposed resolution to that shareholder, in writing with the shareholder's signature certified. If the shareholder fails to deliver an original consent to the proposed resolution within the time limit, the shareholder shall be deemed not to have consented to the proposal.
8. If the shareholder is a natural person, he/she will be identified on the basis of the extract from the securities register made on the record date and does not need to attach any other documents when sending the statement. If the shareholder is a legal person, the member of the statutory body of the legal person must also attach to the statement a current (not older than 3 (in words: three) months) extract from the relevant public register or other document certifying his right to act for the legal person. The shareholder's representative must also attach to the statement the original or a certified copy of a written power of attorney with the shareholder's signature certified by a public official. The representative whose right to represent the shareholder is based on a fact/document other than the power of attorney shall be obliged to provide evidence of this fact or relevant documents with the statement.
9. Documents certified by foreign authorities, which the shareholder proves himself with, must be certified (apostilled) or superlegalized, unless the Czech Republic has concluded an agreement on legal assistance with the country in which the document was certified. All documents must be submitted in Czech or English. If the documents (or certification clauses) are in another language, a certified translation into Czech must also be provided.
10. If the Corporations Act requires that the resolution of the general meeting be evidenced by a public deed, the draft per rollam resolution must be in the form of a public deed. In such a case, a copy of the public deed of the draft resolution shall be published on the website and published in the Commercial Gazette. The shareholder's statement shall also state the content of the draft resolution of the general meeting to which the statement relates. The second sentence of Section 382(1), Section 416(2) and the second sentence of Section 432(1) and the second sentence of Section 432(2) shall apply mutatis mutandis. The decisive majority shall be calculated from the total number of votes of all shareholders.
11. The result of the decision, including the date of its adoption, shall be announced by the person authorised to convene the meeting in the manner prescribed by the Companies Act and these Articles of Association for convening the General Meeting to all shareholders without undue delay.
12. Voting at the General Meeting by correspondence with an officially verified signature of the person exercising the right to vote, or with a guaranteed electronic signature, and shareholder participation and voting at the General Meeting using technical means - by means of direct two-way remote transmission enabling audio-visual two-way communication between the General Meeting and the shareholder in real time (e.g. videoconferencing) or audio two-way communication (e.g. telephone conferences), provided that this option is allowed in the invitation to the general meeting in question, e.g. in view of the technical impossibility of notarizing certain decisions of the general meeting in accordance with the law. More detailed conditions for decision-making by technical means or participation in the general meeting by technical means shall be determined by the Board of Directors.

Board of Directors

Article 12.

Status and powers of the Management Board

1. The statutory body of the Company is the Board of Directors. The Board of Directors is responsible for the business management and supervision of the Company's activities.
2. The Board of Directors shall be guided by the policies and instructions approved by the General Meeting, insofar as they are in accordance with the law and the Articles of Association, except for instructions relating to the business management or supervision of the Company's activities, unless otherwise provided by law.
3. The Board of Directors shall ensure the proper accounting of the company and shall submit to the General Meeting for approval the ordinary, extraordinary, consolidated or interim financial statements and a proposal for the distribution of profits or other own resources or the payment of losses.
4. The Board of Trustees shall have all the powers not conferred on any other body of the Society by these Articles of Association, by law or by a decision of a public authority.

Article 13.

Composition, appointment and term of office of the members of the Management Board

1. The Board of Directors shall have 4 (in words: four) members.
2. Members of the Board of Directors are elected and dismissed by the General Meeting. The term of office of a member of the Management Board is 5 (in words: five) years. Re-election of a member of the Board of Directors is possible.
3. The Board of Directors, whose number of members has not fallen below half, may appoint substitute members until the next General Meeting.
4. A member of the Board of Directors may resign from his/her position. The member of the Board of Directors shall be obliged to notify the General Meeting of the resignation. Otherwise, the relevant provisions of the law shall apply.
5. If a member of the Board of Directors dies, resigns, is dismissed or otherwise ceases to hold office, the General Meeting must elect a new member of the Board of Directors within two months.
6. If the Board of Directors of the Company has 1 (one) member, this member shall exercise the powers of the Board of Directors.

Article 14.

Convocation of the Board of Directors

1. The Board of Directors shall meet as required.
2. Meetings of the Board of Directors shall be convened by the Chairman of the Board of Directors by written invitation sent to all members at least 10 (ten) days prior to the date of the meeting of the Board of Directors. The invitation shall specify the place, date and time of the meeting and the agenda. Meetings may also be convened by e-mail. Even in this case the invitation must contain the above-mentioned elements. A meeting of the Board of Directors shall be considered

validly convened without observing the ten (10) day deadline, if all members of the Board of Directors declare that they do not insist on observing this deadline.

3. In the event that the Board of Directors is not convened for more than two (2) months, one third of its members may request the Chairman to convene the Board of Directors with an agenda to be determined by him. If the Chairman fails to convene the Board of Directors without undue delay after receipt of the request, the applicants may convene it themselves; the costs thereof shall be borne by the Company.
4. The Chairman of the Board of Directors may not narrow the draft agenda of the meeting pursuant to paragraph 3 unless those who requested the convening of the Board of Directors agree to it.
5. Board meetings shall be held at the registered office of the Company, unless the Board decides on a different venue.
6. The Board of Directors may, at its discretion, invite members of other bodies of the Company, its employees or shareholders to attend meetings.

Article 15.

Meetings and decisions of the Management Board

1. The chairman of the Board of Directors shall be the chairman of the Board of Directors.
2. The costs associated with the meeting, the attendance of members at the meeting and other activities of the Board of Directors shall be borne by the Company.
- (3) The Board of Directors may act only if an absolute majority of its members is present. The approval of a majority of its members shall be required for the adoption of a resolution. The participation of members of the Management Board in meetings of the Management Board by technical means shall be permitted.
4. Minutes shall be taken of the proceedings and resolutions of the meeting and shall be signed by the chairperson and a recorder elected by the Board. A list of those present shall be annexed to the minutes. The minutes of the Board of Directors' meeting shall indicate by name the members of the Board of Directors who voted against or abstained from individual resolutions of the Board of Directors. Unless proven otherwise, unnamed members shall be deemed to have voted in favour of the resolution. The minutes shall also record the views of a minority of members if they so request.
5. If all members of the Board of Directors agree, the Chairman may call for a vote on a resolution of the Board of Directors per rollam by written or e-mail question to all members of the Board of Directors with reasons and shall set a deadline for comments, which shall not be shorter than 7 (in words: seven) days. All members of the Management Board must comment on the draft decision by e-mail. Such a vote shall be valid only if all the members of the Board of Directors agree to the per rollam vote and the resolution is adopted by a majority of the members of the Board of Directors. The decision so approved must be recorded in the minutes of the next Board meeting.
6. The decision of the Board of Directors may also be made by correspondence, possibly by email or by using technical means. The decision of the Board of Directors thus taken shall be recorded in the minutes of the next following meeting of the Board of Directors.
7. The technical means by means of which it is possible to vote at a meeting or to make decisions outside a meeting of the Board of Directors are, in particular, videoconferencing or Internet communication programmes, whereby the conditions for making decisions outside a meeting of the Board of Directors or for participating in a meeting of the Board of Directors of the Board by technical means shall be designed to enable verification of the identity of the Board member concerned. Detailed conditions for decision-making outside the Board meeting

with the use of technical means, or participation in Board meetings by technical means, may be set out in the Rules of Procedure of the Board of Directors of the Company issued by the Board of Directors.

8. If the Company has a one-member Board of Directors, the preceding provisions of Articles 14 and 15 shall not apply. However, decisions of a member of the Board of Directors must be taken in writing and signed by that member.

Article 16.

Duties of the members of the Management Board

1. Members of the Board of Directors are obliged to comply with the obligations stipulated by legal regulations, in particular to perform their duties with due care, to observe the rules on conflicts of interest and to maintain confidentiality of confidential information and facts whose disclosure to third parties could cause harm to the Company.
2. Members of the Board of Directors are obliged to comply with the prohibition of competition stipulated by law.
3. If a member of the Management Board carries out an activity to which the prohibition of competition provided for by law applies, the member of the Management Board is obliged to expressly draw the attention of the General Meeting to this circumstance. The General Meeting may, within 2 (in words: two) months from the date of the notification pursuant to the preceding sentence, prohibit such activity by the member of the Management Board, otherwise the member of the Management Board shall be deemed not to be prohibited from such activity.
4. Consequences of violation of the obligations contained in paragraphs 1. and 3. shall result from generally binding legal regulations.
5. Members of the Management Board shall be liable to the Company under the conditions and to the extent provided for by generally binding legal regulations for damage caused by their culpable breach of duty in the performance of their duties. If more than one member of the Management Board causes damage in this way, they shall be jointly and severally liable to the Company.

Article 17.

Chairman of the Management Board

- (1) Where the Board has more than one member, it shall elect and remove its Chairperson. The term of office of the Chairperson of the Management Board shall not exceed the length of his or her term of office as a member of the Management Board. If the Board of Directors of the Company has 1 (in words: one) member, that member shall act as Chairman of the Board of Directors.
2. The Chairman of the Board of Directors organizes and directs its activities and supervises the proper performance of the functions of the Company's bodies subordinate to the Board of Directors. He/she shall inform the General Meeting of Shareholders of his/her findings and of the Board's activities.
3. In the event of temporary incapacity of the Chairman of the Board of Directors to perform his/her duties, the Board of Directors may temporarily delegate the duties of the Chairman of the Board of Directors to another member.
4. If the Board of Directors of the Company has 1 (in words: one) member and the incapacity of this member of the Board of Directors to perform his/her duties would jeopardize the continuation of the Company's business, the procedure shall be followed in accordance with the legal regulations so that the Chairman of the Board of Directors can perform his/her duties as soon as possible.
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Article 18.

Acting for the Company

1. A member of the Board of Directors represents the Company in all matters individually, except for the following legal actions, for which the joint action of 2 (in words: two) members of the Board of Directors is always required on behalf of the Company:
 - legal action in connection with the issuance of any securities of the Company (other than shares) or bonds of the Company, the issuance of promissory notes or the giving of a promissory note;
 - securing third party liabilities or providing any security for third party liabilities;
 - providing a promise of indemnity to a third party;
 - establishing the rules of employee remuneration and their changes;
 - appointment of the Company's senior employees (in particular the Chief Executive Officer, Chief Financial Officer, etc.), including the determination of their powers and the amount of their remuneration;
 - disposing of intellectual or industrial property rights, including entering into any licensing agreements;
 - disposition with the Company's establishment or plant or part thereof;
 - entering into contracts for the sale, purchase of real estate or the creation of a mortgage on real estate, the provision of any guarantee, the creation of property rights and other rights of third parties to real estate;
 - acquisition , disposal and other disposition of the Company's equity interests in business corporations or other legal entities;
 - legal actions in connection with the establishment and dissolution of subsidiary business corporations, branches and plants;
 - any other legal action exceeding the amount of CZK 1,000,000,- at one time.

Article 19.

Distribution of profits or other own resources of the Company

1. The distribution of the Company's profit or other own resources shall be decided by the General Meeting of Shareholders on the proposal of the Board of Directors.
- 2.The General Meeting may decide that a share of the profit or other own resources shall also be distributed among the members of the Board of Directors and employees.
3. Unless otherwise determined by the general meeting in accordance with the law, the record date for the exercise of the right to a share of profits or a share of other own resources shall be the fourth business day following the date of the general meeting which decides on the distribution of profits or other own resources decided.

Article 20.

Final provisions

1. Legal relations arising from the Articles of Association, relations between the shareholders and the Company, relations between shareholders related to their participation in the Company, as well as other legal relations within the Company, are governed by the law of the Czech Republic, in particular the Commercial Corporations Act.
2. The Company has complied with the Companies Act as a whole in accordance with section 777(5) of the Companies Act.

In České Budějovice on 8.11.2021



Mgr. Radek Douda

Chairman of the Management Board