

## NOTIFICATION

The company

**AWP Solutions ČR a SR, s. r. o.,**

with its registered office at Jankovcova 1596/14b, Holešovice, 170 00 Prague 7, Czech Republic, ID No.: 256 22 871, registered in the Commercial Register maintained by the Municipal Court in Prague, file number C 55651

(the “**Transferring Entity**”),

hereby publishes,

pursuant to the provisions of Section 59m of Act No. 125/2008 Sb. on Transformations of Business Companies and Cooperatives, as amended (the “**Transformations Act**”),

in connection with the ongoing process of cross-border merger by acquisition involving **AP Solutions GmbH**, incorporated and existing under the laws of the Federal Republic of Germany, with its registered office at Königinstr. 28, 80802 Munich, Federal Republic of Germany, registration number HRB 177695 (the “**Receiving Entity**” and together with the Transferring Entity, the “**Participating Entities**”), as the acquiring company, and the Transferring Entity, as the company being acquired (the said process hereinafter referred to as the “**Cross-Border Merger**”),

### **notice to creditors and shareholders of the Transferring Entity and the Receiving Entity regarding their rights**

In connection with the forthcoming implementation of the Cross-Border Merger process and in compliance with applicable provisions of the Transformations Act, the Transferring Entity hereby notifies its creditors of their rights under Sections 35 to 39 of the Transformations Act.

Creditors of the Transferring Entity who file their outstanding claims, which are not yet due for payment, within three (3) months of the date of publication of the Merger plan of the Cross-Border Merger pursuant to the Transformations Act may request the provision of sufficient security if the recoverability of their claims is impaired as a result of the Cross-Border Merger. The expiry of the time limit referred to in the preceding sentence shall extinguish this right. If there is no agreement between the creditors and the Transferring Entity as to the method of securing the claim, the court shall decide on sufficient security with regard to the type and amount of the claim. If a creditor proves that the recoverability of their claim will be substantially impaired as a result of the Cross-Border Merger and the Transferring Entity has not provided adequate security, the creditor has the right to demand the provision of sufficient security before the registration of the Cross-Border Merger in the Commercial Register.

Creditors who are entitled to preferential satisfaction of their claims in insolvency proceedings, or who are considered secured creditors for the purposes of insolvency proceedings, or whose claims arose after the registration of the Cross-Border Merger in the Commercial Register, are not entitled to the provision of security.

The sole shareholder of the Transferring Entity who was liable for the debts of the company before the Cross-Border Merger shall be liable for the debts incurred before the Cross-Border Merger takes effect to the same extent as before the Cross-Border Merger takes effect.

In view of the fact that the Transferring Entity has not issued convertible or preferred bonds or any other debentures within the meaning of Act No. 190/2004 Sb. on debentures, as amended, or any equity securities or dematerialised equity securities other than shares, carrying any special rights, this notification does not contain the rights held by owners of such convertible or preferred bonds or of equity securities or dematerialised equity securities other than shares pursuant to the provisions of Sections 37 and 38 of the Transformations Act.

The information on the rights that may be exercised by creditors and shareholders of the Receiving Entity is governed by the law of the Federal Republic of Germany. Under German law, shareholders and creditors of the Receiving Entity have the following rights to receive certain information and to submit comments on the merger plan: Pursuant to Section 308 (1) sentence 1 of the German Transformation Act (“**UmwG**”), the merger plan or its draft has to be filed with the commercial register and the information required under Section 308 (1) sentence 2 UmwG has to be disclosed. This includes the right of shareholders and creditors of the Participating Entities to submit comments on the merger plan to the respective Participating Entity no later than five working days before the date of the shareholders' meeting pursuant to Section 308 (1) sentence 2 no 4 letter (a), and Section 310 (1) UmwG. Pursuant to Section 310 (1) sentences 1 and 3 UmwG, the merger plan and the merger reports have to be made electronically available to shareholders.

As of the effective date of the Cross-Border Merger, which is the date of entry of the Cross-Border Merger in the Commercial Register maintained by the Local Court of Munich, the Receiving Entity will assume all the rights and obligations of the Transferring Entity. As of that date, creditors of the Transferring Entity will become creditors of the Receiving Entity. The Cross-Border Merger will not adversely affect the rights of any of the creditors of any of the Participating Entities.

The shareholders and creditors of each of the Participating Entities can obtain full information about their rights free of charge at the registered office of the Transferring Entity at the address shown below:

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In accordance with Section 93 of the Transformations Act, it is hereby stated that as of the date of publication of this notification, the following documents will be available to shareholders for inspection at the registered office of the Transferring Entity at least 1 month prior to the scheduled date of the general meeting (resolution of the sole shareholder) which is to approve the Cross-Border Merger:

- the Merger Plan of the Cross-Border Merger;
- the final financial statements and, as the case may be, other related documents of the Transferring Entity for the years 2022, 2021 and 2020;
- the final financial statements and, as the case may be, other related documents of the Receiving Entity for the years 2023, 2022 and 2021;
- reports of the management boards of the Participating Entities on the Cross-Border Merger.

The Transferring Entity will issue to each shareholder who so requests, without undue delay and free of charge, a copy of or an extract from the above documents or, as appropriate, will use electronic means to provide information and copies of the documents will be sent electronically subject to the shareholders' consent. The consent may be given in any manner that implies the corresponding will of the shareholder.

The Transferring Entity is obliged to provide free of charge to each shareholder or creditor of the Participating Entities, in writing or, if requested by the shareholder or creditor, in electronic form, full information on all the rights that belong to the shareholders, members and creditors of the Transferring Entity under the Transformations Act.

The shareholders of the Transferring Entity are entitled to a cash payment if the law governing the internal legal relations of the Receiving Entity grants the same or an equivalent right to the shareholders or members. If the condition set out in the preceding sentence is not fulfilled, the shareholders of the Transferring Entity are only entitled to the cash payment if the Receiving Entity, whose governing law does not provide for the entitlement of shareholders or members to cash payment, expressly decides when approving the Cross-Border Merger that the shareholders of the Transferring Entity may exercise the right to the cash payment under the conditions set out in the Transformations Act. The decision rendered in that proceeding will be binding on the Receiving Entity and its shareholders. If a shareholder of the Transferring Entity has the right to seek in court of law redemption of his shares by the Receiving Entity even after the registration of the Cross-Border Merger in the Commercial Register or in a foreign Commercial Register, the provisions of the preceding sentences will apply *mutatis mutandis*.

If a shareholder of the Transferring Entity is not entitled to a cash payment, the fact that the exchange ratio is not adequate may also be a reason for filing a petition for invalidity of the decision to approve the Cross-Border Merger or the Merger plan of the Cross-Border Merger. If a shareholder of the Transferring Entity acquires the right to a cash payment in accordance with the procedure pursuant to Section 59r(2) of the Transformations Act after the commencement of proceedings concerning invalidity of the decision to approve the Cross-Border Merger or the Merger plan of the Cross-Border Merger, and the sole reason for commencing the proceedings was the inadequacy of the exchange ratio, the proceedings may be continued only if the subject matter of the proceedings is changed pursuant to Section 57(2) of the Transformations Act.

If proceedings have been initiated whereby a shareholder seeks a cash payment pursuant to the Transformations Act, the Transferring Entity or, following the registration of the Cross-Border Merger in the Commercial Register maintained by the Local Court of Munich, the Receiving Entity must, upon request of the court, disclose whether the Receiving Entity has approved the entitlement to a cash payment to the shareholders of the Transferring Entity.

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