

**Statutes of
iCom Vision Holding a.s.,
joint stock company**
*in the wording after increase in the registered capital to CZK 4,063,000,
entry of the split and consolidation of shares into the Commercial Register and amendment to
the Statutes,
after immobilisation of shares and entry into New Connect*

I

Fundamental provisions

Clause 1

Foundation of the joint stock company

BMQ Czech, a.s., a joint stock company (newly: iCom Vision Holding, a.s.) (hereinafter the "Company") is a legal entity founded as a one-off company, without an invitation for public subscription for shares, by a single founder, namely ASB Prague, s.r.o., with its registered office at Prague 1, V Celnici 1031/4, Company ID (IČ): 479 02 728 (hereinafter the "Founder"), based on a foundation deed (containing the Founder's decision pursuant to Section 172 et seq. of Act No. 513/1991 Coll., the Commercial Code).

Clause 2

Company name and registered office of the Company

3. The business name of the Company is: iCom Vision Holding, a.s.
4. The Company's registered office is: Prague.

Clause 3

Object of the Company's activities and object of business

a) Object of the Company's activities:

- lease of real property, flats and non-residential premises

b) Object of business:

- production, trade and services not listed in Annexes 1 to 3 to the Trades Licence Act.

Clause 4

Duration of the Company

The Company has been founded for an indefinite period of time.

Clause 5

Acting and signing on behalf of the Company

3. The Board of Directors acts on behalf of the Company. The Chairman of the Board of Directors acts on behalf of the Company independently or two members of the Board of Directors act jointly.
4. When signing on behalf of the Company, the signatories attach their signature to the printed, stamped or written business name of the Company.

II

Registered capital of the Company and shares

Clause 6

Registered capital, shares and bonds

4. Registered capital of the Company amounts to CZK 4,063,000 (in words: four million sixty three thousand Czech crowns).
5. The registered capital is divided into 2,031,500 (in words: two million thirty one thousand and five hundred) pieces of ordinary bearer shares in the nominal value of CZK 2 (in words: two Czech crowns) each. The shares are issued in certificated form.

In compliance with Polish law, the shares are immobilized, i.e. deposited in collective escrow of securities with one of the authorized members of the National Securities Depository, a joint stock company (in Polish: Krajowy Depozyt Papierów Wartościowych S.A.), with its registered office in the Republic of Poland, Warsaw, Książęca 4, identification no. 0000081582 (hereinafter the "National Securities Depository").

All shares of the Company can be traded on non-regulated market "New Connect" organized by the Warsaw Stock Exchange (in Polish: Giełda Papierów Wartościowych), with its registered office in the Republic of Poland, Warsaw, Książęca 4, Post Code 00-498.

The Company may issue shares as collective share certificates, substituting individual shares. In such event any shareholder may ask the Company, at any time, to exchange their collective share certificates for individual shares or other collective share certificates. The Company is obliged to carry out the exchange and deliver to the shareholder the individual certificated shares or collective share certificates within 15 days of delivery of the shareholder's written request for exchange.

3. As at the date of the Company's incorporation into the Commercial Register the registered capital has been paid up to 100%.

4. Upon each increase in the registered capital, the share premium, if any, plus at least 30% of the nominal value of shares to be subscribed for by monetary contributions, plus 100% of the nominal value of shares to be subscribed for by contributions in-kind, must be paid up prior to the entry of the capital increase into the Commercial Register. The remaining nominal value of subscribed shares paid up by monetary contributions must be paid up within a time-limit set out by the General Meeting, however, no later than in 6 months following the entry of the capital increase into the Commercial Register.

5. Unless the subscriber pays the issue price of the subscribed shares, or the due portion thereof, the Board of Directors shall invite them to pay up the issue price within 30 days of the invitation's delivery.

6. Upon breach of the obligation to pay up the issue price of the subscribed shares, or a part thereof, the subscriber shall be subject to default interest amounting to 20% p.a. of the amount due for each commenced day of the delay.

7. The Company may, based on a decision of the General Meeting, issue bonds entailing the right to exchange the bonds for shares of the Company ("convertible bonds") or the right to subscribe for shares ("priority shares"), provided it simultaneously decides on a conditional increase in the registered capital.

III

Registered capital increase and reduction

Clause 7

Increase in the registered capital

The method of increase of the Company's registered capital is governed by Sections 202 through 210 of the Commercial Code.

1. The General Meeting or the Board of Directors decide on the increase in the registered capital of the Company, with the General Meeting's authority, in compliance with the Commercial Code and these Statutes.
2. The Board of Directors may decide, with the General Meeting's authority, to increase the registered capital of the Company by way of subscription for shares or from own resources (save for retained earnings), however, no more than one third of the current amount of the registered capital.
6. The registered capital can be increased:
 - d) By subscription for new shares subject to Sections 203 to 206 of the Commercial Code;
 - e) From the Company's own resources pursuant to Sections 208 and 209 of the Commercial Code;
 - f) By integrated increase in the registered capital pursuant to Section 210 of the Commercial Code.

Clause 8

Rules of procedure in increasing the registered capital

2. When increasing the registered capital, the following rules of procedure shall apply:
 - h) The decision to increase the registered capital is made by the General Meeting based on the proposal of the Board of Directors, or by the Board of Directors with the General Meeting's authority;
 - i) The notice convening the General Meeting shall include, apart from formalities set out in Clause 15(5) of the Statutes, also the essential elements stipulated in Section 202(2) to (4) of the Commercial Code;

- j) Within 30 days of the General Meeting's resolution, the Board of Directors shall file a petition for entry of the increase into the Commercial Register;
 - k) The Board of Directors shall publish the resolution on the entry in the manner set out in Clause 34 of the Statutes, without undue delay following the entry of the increase into the Commercial Register;
 - l) The Board of Directors shall exercise the resolution to increase the registered capital on its own or through a third party based on a contract;
 - m) Upon breach of the obligation to pay up the issue price of subscribed shares within the time-limit set out by the General Meeting, the subscriber shall be subject to default interest pursuant to Clause 6(6) of the Statutes;
 - n) The Board of Directors shall file a petition for entry of the new amount of the registered capital into the Commercial Register. Effects of the increase in the registered capital shall arise as of the respective date of entry.
3. Each shareholder shall have a preferential right to subscribe for a part of the new shares of the Company subscribed for the purpose of increasing the registered capital in the extent of their share in the Company's registered capital if the shares are subscribed for by monetary contributions.

Clause 9

Reduction of the registered capital

- 3. Reduction of the Company's registered capital is possible only on the basis of a decision of the General Meeting. Reduction of the registered capital is governed by Sections 211 to 216b of the Commercial Code.
- 4. Reduction of the registered capital [by withdrawing shares from circulation] based on drawing a lot is not permitted.

Clause 10

Rules of procedure in reducing the registered capital

- 2. When reducing the registered capital, the following rules shall apply:
 - h) The General Meeting decides on reducing the registered capital based on a proposal of the Board of Directors;
 - i) The notice convening the General Meeting shall include, apart from formalities set out in Clause 15(6) of the Statutes, also the essential elements stipulated in Section 211(1) of the Commercial Code;
 - j) Within 30 days of the General Meeting's resolution, the Board of Directors shall file a petition for entry of the reduction into the Commercial Register;
 - k) The Board of Directors shall publish the resolution on the entry in the manner set out in Clause 34 of the Statutes, without undue delay following the entry of the reduction into the Commercial Register;
 - l) The Board of Directors shall exercise the General Meeting's resolution to reduce the registered capital;

- m) The Board of Directors will be obliged, within 30 days of entry of the reduction into the Commercial Register, to notify the scope of the capital reduction to all known creditors who incurred receivables against the Company prior to the date of entry. The Board of Directors shall make sure the General Meeting's decision to reduce the registered capital is published after the entry thereof into the Commercial Register at least two times in a row, at an interval of no less than 30 days, in the manner set out in Clause 34 of the Statutes;
- n) The Board of Directors shall file the petition for entry of the capital reduction into the Commercial Register within the time-limit stipulated in Section 216 of the Commercial Code.

IV

Shareholder

Clause II

Shareholder rights

- 8. Shareholders are entitled to attend, and vote at, the General Meeting, and request and receive from the General Meeting explanations regarding the Company's affairs on the General Meeting's agenda. Also, shareholders are entitled to submit proposals and counterproposals.
- 9. Shareholders are entitled to receive a share in profits (dividend) allocated by the General Meeting to be distributed, depending on the financial results. This share is determined as a proportion of the nominal value of shares held by a shareholder and the nominal value of shares of all shareholders. The dividend is payable within 3 months of the day, on which the General Meeting adopted the resolution on profit distribution. Dividends shall be paid out through the National Securities Depository in the Republic of Poland, i.e. the National Securities Depository shall pay out the dividends to its members who shall subsequently pay the same to the shareholders of the Company.
- 10. The Company is not entitled to distribute profit among shareholders unless conditions stipulated in Section 178(2) of the Commercial Code have been met.
- 11. Decisive date of the dividend payment is the date of the General Meeting resolving on the dividend to be paid out. Shareholders acquiring shares upon increase in the registered capital are entitled to the dividend only in the year following the registered capital increase.
- 12. Throughout the Company's duration or in the event of the Company's dissolution, shareholders are not entitled to require a refund of their investment contributions. Payments made:
 - e) As a result of reduction of the registered capital;
 - f) Upon returning of an interim certificate or upon declaring of the interim certificate invalid;
 - g) Upon purchase of shares by the Company, subject to conditions set out by law;
 - h) Upon distribution of the share in liquidation balance,shall not be considered a refund of investment contributions.
- 13. Upon dissolution of the Company with liquidation, shareholders are entitled to a share in the liquidation balance, in the proportion of the nominal value of shares held by a shareholder and the nominal value of shares of all shareholders.

14. The number of votes held by a shareholder correlates with the share, i.e. every CZK 2 (in words: two Czech crowns) of the nominal value of the share represent one vote.

V

Organization of the Company

Clause 12

Bodies of the Company

The Company's bodies are :

- D. General Meeting
- E. Supervisory Board
- F. Board of Directors

General Meeting

Clause 13

Position of the General Meeting

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

Clause 14

Powers of the General Meeting

5. The General Meeting is authorized to decide on all matters that are entrusted into its competence by law or these Statutes.
6. The General Meeting's powers include, without limitation:
 - a) Decisions on amendments to the Statutes unless they are amendments resulting from an increase in the registered capital by the Board of Directors pursuant to Section 210 of the Commercial Code or amendments resulting from other legal facts;
 - b) Decisions on an increase or reduction of the registered capital, or an authorization of the Board of Directors pursuant to Section 210 of the Commercial Code, or an option to set off a monetary receivable due from the Company against a receivable to pay the issue price;

- c) Decisions to issue bonds pursuant to Section 160 of the Commercial Code;
 - d) Election and removal of members of the Supervisory Board and other bodies defined by the Statutes, save for members of the Supervisory Board elected and removed pursuant to Section 200 of the Commercial Code;
 - e) Approval of regular or extraordinary financial statement and consolidated financial statement and, in cases prescribed by law, also interim financial statement, and decisions to distribute profit or to cover loss and to determine emoluments;
 - f) Decisions on remuneration for members of the Board of Directors and the Supervisory Board;
 - g) Decisions on the registration of participating securities of the Company pursuant to a special legal regulation and on their de-registration on the Czech or foreign regulated markets;
 - h) Decisions to dissolve the Company with liquidation, to appoint and remove a liquidator, including determination of the liquidator's fees, approval of the proposal to distribute the liquidation balance;
 - i) Decisions on merger, transfer of assets to a shareholder or distribution, or, as the case may be, on the change of legal form;
 - j) Approvals of contracts stipulated in Section 67a;
 - k) Approvals of actions carried out on behalf of the Company up to the point of the Company's inception pursuant to Section 64 of the Commercial Code;
 - l) Approval of the controlling agreement (Section 190b of the Commercial Code), profit transfer agreement (Section 190a of the Commercial Code), and the silent partnership agreement, and any amendments thereto;
 - m) Approval of reports on the Company's business activities and reports on the Company's financial standing;
 - n) Other issues entrusted to the powers of the General Meeting by the Commercial Code.
7. The General Meeting cannot include into its powers matters not entrusted to it by law or these Statutes.
 8. The General Meeting decides by way of resolutions binding on other bodies of the Company.

Clause 15

Convening and venue of the General Meeting

8. The General Meeting is convened at least once a year, no later than within six months of the last day of the previous calendar year.
9. The General Meeting is convened by the Board of Directors. Subject to Section 184(3) of the Commercial Code, the General Meeting may also be convened by a member of the Board of Directors. Subject to conditions set out in the Commercial Code, the Extraordinary General Meeting may be convened by court.

10. If the Company's interests so require, the General Meeting may also be convened by the Supervisory Board.
11. The Board of Directors is obliged to convene the Extraordinary General Meeting:
- c) If so requested by a shareholder or shareholders holding shares or interim certificates the nominal value of which exceeds no less than 5% of the Company's registered capital, in order to discuss the proposed matters; the Board of Directors convenes the Extraordinary General Meeting so that it is held no later than 40 days of the day when the Board of Directors received the request to convene the Extraordinary General Meeting;
 - d) If it was established that the total loss of the Company based on any financial statement reached an amount that the unpaid loss would amount to a half of the registered capital in case of covering the loss from available funds of the Company, or if the same may be anticipated taking account of all circumstances, or if it was established that the Company became bankrupt and the Board of Directors proposes to the General Meeting that the Company be dissolved or that another measure be adopted, unless a special legal regulation stipulates otherwise.
12. If the Company issues bearer shares, the Board of Directors publishes, at least 30 days prior to the date of the General Meeting, a notice of the General Meeting in the nationally distributed Mladí Fronta Dnes daily and simultaneously in the Commercial Bulletin.
13. The notice of the General Meeting must specify at least the following:
- f) Business name and registered office of the Company;
 - g) Date, time and venue of the General Meeting;
 - h) Specification whether the Regular, Extraordinary or Substitute General Meeting is convened;
 - i) Agenda of the General Meeting;
 - j) Other facts if required by the Commercial Code.
14. The General Meeting is usually held at the registered office of the Company.

Clause 16

Agenda of the General Meeting

3. The agenda of the General Meeting is set out in the published notice.
4. Upon request of a shareholder or shareholders holding shares or interim certificates the nominal value of which exceeds at least 5% of the Company's registered capital, the Board of Directors shall add any matter to the agenda of the General Meeting as requested by such shareholders; if the request is received after publication of the notice of the General Meeting, the Board of Directors shall publish the matter to be added to the agenda of the General Meeting within 10 days prior to the date of the General Meeting in the method for convening of the General Meeting stipulated by the Commercial Code or these Statutes; if such publication is unfeasible, the agenda not specified in the notice may be resolved only subject to the presence and consent of all shareholders of the Company.

Clause 17

Organization and conducting of the General Meeting

11. Shareholders attend the General Meeting in person, through persons authorized to act on their behalf or through a proxy based on a written power of attorney.

12. The Company shall ensure a list of the attending shareholders is made, specifying the business name and registered office of the legal entity or the name and address of a natural person being the shareholder, or their proxy, if any; numbers of certificated shares; nominal value of shares entitling the shareholders to vote or, as the case may be, a note informing that the share carries no voting rights. The attendance list shall also include the powers of attorney. Accuracy of the attendance list is confirmed by signatures of the Chairman of the General Meeting and the minutes-taker, elected pursuant to the Statutes.
13. The General Meeting is opened by a member of the Board of Directors authorized by the Board of Directors who shall preside over the General Meeting until the Chairman is elected. If the General Meeting is convened by the Supervisory Board pursuant to Clause 21(1) of the Statutes, a similar procedure shall apply.
14. The General Meeting elects its Chairman, minutes-taker, two clerks verifying the minutes and persons authorized to count votes.
15. Voting at the General Meeting is by acclamation, unless the General Meeting resolves otherwise. Results of the vote are reported to the General Meeting by its Chairman.
16. The General Meeting votes first on proposals submitted by the convening member, only then followed by counterproposals in the order in which these were submitted.
17. The minutes reflecting the course of the General Meeting shall contain the following information:
 - Business name and registered office of the Company;
 - Venue and date (time) of the General Meeting;
 - Names of the Chairman of the General Meeting, the minutes-taker, clerks verifying the minutes and persons authorized to count votes;
 - Description of the discussion of individual issues on the General Meeting's agenda;
 - Decision of the General Meeting including results of the vote;
 - Contents of the protest raised by a shareholder or member of the Board of Directors or the Supervisory Board with respect to a decision of the General Meeting, if they so require, and contents of the protest raised by a member of the Board of Directors or the Supervisory Board with respect to an inappropriate instruction of the General Meeting, if they so require.

The minutes shall include proposals and statements submitted at the General Meeting for discussion and the attendance list. The minutes shall be signed by the Chairman of the General Meeting, the minutes-taker and two elected clerks verifying the minutes. The Board of Directors shall ensure the minutes are made within 30 days of the final date of the General Meeting. Minutes, along with notices and attendance lists, shall be kept in the Company's archives throughout the Company's duration.

18. Each shareholder may, at any time, ask the Board of Directors to provide them a copy of the minutes, or a part thereof, throughout the existence of the Company. Costs related to making a copy of the minutes, or a part thereof, shall be borne by the Company.
19. As the Company's shares are immobilized, the decisive date for attendance and voting at the General Meeting shall be the 7th calendar day prior to the date of the General Meeting.
20. Shareholders must certify at the General Meeting that they have been shareholders of the Company as at the date decisive for attendance at the General Meeting, by way of a written declaration (in Polish called: "świade ctwo depozytowe") issued by a member of the National

Securities Depository, which keeps a deposit account for the shareholders as owners of securities; the declaration shall specify, at least, the purpose for which the written declaration is made, and the date of issue.

Clause 18

Quorum and decision-making of the General Meeting

5. The General Meeting is quorate if shareholders holding shares of the nominal value representing more than 30% (in words: thirty per cent.) of the Company's registered capital are present.
6. If the General Meeting is not quorate even after one hour from the time for which it was convened, then the person authorized to open the General Meeting reports such fact. The Board of Directors shall convene a Substitute General Meeting by a new notice so that it is held within 6 weeks from the date of the original General Meeting. The notice of the Substitute General Meeting must be published no later than within 15 days prior to the date of the Substitute General Meeting. The Substitute General Meeting's agenda must be the same and shall be quorate regardless of Clause 18(1) of the Statutes.
7. The General Meeting decides on matters by a simple majority of the shareholders present unless the Commercial Code requires a different majority of votes.
8. The programme of the General Meeting shall be governed by Section 188 et seq. of the Commercial Code.

Supervisory Board

Clause 19

Position of the Supervisory Board

3. The Company's Supervisory Board, as a supervisory body, supervises the exercise of powers by the Board of Directors and the carrying out of the Company's business activities.
4. A member of the Supervisory Board must not, at the same time, be a member of the Board of Directors, a proxy or a person authorized pursuant to the entry in the Commercial Register to act on behalf of the Company.

Clause 20

Election and composition of the Supervisory Board

6. The Supervisory Board has three members. Only natural persons may be members of the Supervisory Board.
7. Members of the Supervisory Board are elected and removed by the General Meeting.
8. The Supervisory Board elects and removes the Chairman of the Supervisory Board.

9. The term of office of the Supervisory Board members is five years, without prejudice to the right of a member of the Supervisory Board to resign from their office. Members of the Supervisory Board may be re-elected. The first term of office of the Supervisory Board members shall last one year from the Company's inception.
10. If a member of the Supervisory Board dies, resigns or is removed or their term of office terminates or, in cases stipulated by special provisions, the mandatory body has failed to grant consent to their performance of the office, the Supervisory Board may nominate (co-opt) a substitute member until the date of the next General Meeting.

Clause 21

Powers of the Supervisory Board

3. The Supervisory Board:

- Reviews regular, extraordinary, consolidated or, as the case may be, interim financial statements and proposals for profit distribution or covering of losses, and submits its opinions to the General Meeting;
- Decides about nominating and removing of members of the Board of Directors;
- Convenes the General Meeting if the interests of the Company so require, and proposes necessary measures at the General Meeting thus convened;
- Proposes measures to the Board of Directors or the General Meeting which it deems appropriate;
- Discusses business plans of the Company, including financial plans, budgets, organizational structure and modifications thereof;
- Comments upon the report on business activities and financial standing of the Company for the previous year submitted by the Board of Directors to the General Meeting;
- Requests information from the Board of Directors and its members;
- Approves the rules of procedure of the Supervisory Board.

4. Members of the Supervisory Board:

- Are entitled to inspect any and all documents and records relating to the activities of the Company;
- Are obliged to acquaint the General Meeting with the results of its inspection activity in the form of a report on inspection activity of the Supervisory Board;
- Check whether the accounting records are properly kept in compliance with reality;
- Check whether the business activities of the Company are carried on in compliance with legal regulations, the Statutes and instructions of the General Meeting;
- Attend the Company's General Meeting.

3. The Chairman of the Supervisory Board or, as the case may be, another authorized member of the Supervisory Board is entitled to attend the meeting of the Board of Directors.

Clause 22

Obligations of the Supervisory Board members

1. Members of the Supervisory Board are obliged to exercise their powers with due care and to keep confidential the information and facts the disclosure of which to third parties might cause damage to the Company. Members of the Supervisory Board are not liable for damage caused to the Company by their acting upon the instructions of the General Meeting if at least one member of the Supervisory Board warned the General Meeting of the inappropriate nature of the instruction, asked to have his/her protest against the inappropriate instruction recorded in the minutes of the General Meeting and the General Meeting insisted on such inappropriate instruction. This shall not apply if the General Meeting's instruction is in breach of legal regulations.

2. Members of the Supervisory Board are subject to ban on competition (Section 196 of the Commercial Code).

Clause 23

Meetings of the Supervisory Board

6. The Chairman of the Supervisory Board convenes a meeting of the Supervisory Board unless they authorize another member of the Supervisory Board to do so.
7. The meeting of the Supervisory Board is quorate provided that a simple majority of its members is present. A simple majority of all members of the Supervisory Board is required to adopt resolutions on all matters discussed by the Supervisory Board.
8. Minutes signed by the Chairman of the Supervisory Board are prepared to reflect the course of the Supervisory Board's meeting, including opinions of the minority members, if they so require.
9. If necessary, the Supervisory Board may also adopt decisions outside the meeting, subject to consent of all of its members. In such case, however, all members of the Supervisory Board must demonstrably express their opinion of the proposed decision and the decision must be adopted unanimously. Decisions adopted outside the meeting must be recorded in the minutes of the first next meeting of the Supervisory Board.
10. Costs related to the meetings as well as other activities of the Supervisory Board shall be borne by the Company.

Board of Directors

Clause 24

Position of the Board of Directors

1. The Board of Directors is the Company's mandatory body, managing the Company's activity, acting in the Company's name, and ensuring the business management of the Company, including proper keeping of the Company's accounts.
2. Members of the Board of Directors may not, at the same time, be members of the Supervisory Board.

Clause 25

Election and composition of the Board of Directors

6. The Board of Directors has three members. Only natural persons may be members of the Board of Directors.
7. Where the Board of Directors has more than one member, members of the Board of Directors elect and remove the Board's Chairman.
8. The term of office of the members of the Board of Directors is five years. Members of the Board of Directors may be re-elected.
9. If a member of the Board of Directors dies, resigns or is removed or their term of office terminates, or in other cases stipulated by law, the General Meeting elects a new member of the Board of Directors within three months.
10. Unless the number of members of the Board of Directors elected by the General Meeting falls below one half, the Board of Directors may nominate substitute members until the next General Meeting.

Clause 26

Powers of the Board of Directors

7. The Board of Directors decides on all matters of the Company unless they are reserved to the powers of the General Meeting or the Supervisory Board by law or these Statutes.
8. The Board of Directors, without limitation:
 - j) Executes resolutions of the General Meeting;
 - k) Approves the rules of procedure of the Board of Directors and the semi-annual meeting plan of the Board of Directors;
 - l) Nominates and removes senior employees of the Company in line with the Company's Organization Rules;
 - m) Organizes compiling of the financial statement;
 - n) Defines the subject matter of trade secret pursuant to Section 17 et seq. of the Commercial Code;
 - o) Convenes the General Meeting;
 - p) Decides on sale of a part of the business;
 - q) Submits to the General Meeting:
 - Draft amendments to the Statutes;
 - Proposals for adoption of the financial statement, for profits distribution or covering of losses and for determination of emoluments;
 - Proposals for remunerating members of the Board of Directors and the Supervisory Board;
 - Proposals for increase or reduction of the registered capital and for issue of bonds;
 - Proposals for election and removal of the Supervisory Board members;
 - Proposals for conversion of the type, form and kind of shares;
 - Proposals for dissolution of the Company with liquidation and for determining the amount of share in the liquidation balance;
 - Proposals for conversion, acquisition, merger or division of the Company;
 - Annual reports on the business activities and financial standing of the Company issued no later than in 6 months of the last day of the previous accounting period.
 - r) Submits to the Supervisory Board:
 - For discussion business plans of the Company, including financial plans, budgets, organizational structure and modifications thereof;
 - For review the financial statements, proposals for profit distribution or covering of losses and determination of emoluments;
 - For assessment the report on business activities and financial standing of the Company.
9. Upon prior discussion with the Supervisory Board, the Board of Directors:
 - g) Determines methods and means for ensuring development and profitability of the Company's operation under conditions of self-financing and approves financial plans of the Company;
 - h) Determines and adopts the Company's system of material incentives for personnel, determines remuneration standards for members of the Board of Directors and the Supervisory Board;
 - i) Adopts the Organization Rules of the Company;
 - j) Approves proposals for changes in the organization structure of the Company;
 - k) Decides on use of the reserve fund;
 - l) Proposes to the General Meeting creation and use of other funds of the Company.
10. Upon request, the Board of Directors provides the Supervisory Board with information.
11. The Board of Directors follows standards and instructions approved by the General Meeting provided these are compliant with legal regulations and these Statutes. Any breach of these standards and instructions shall be without prejudice to the effects of actions by members of the Board of Directors towards third parties.

12. The Board of Directors exercises employer rights.

Clause 27

Obligations of members of the Board of Directors

3. Members of the Board of Directors are obliged to exercise their powers with due care and to keep confidential the information and facts the disclosure of which to third parties might cause damage to the Company. Members of the Board of Directors who have caused damage to the Company by breach of legal obligations are liable for such damage jointly and severally. Members of the Board of Directors are not liable for damage caused to the Company by their acting upon instructions of the General Meeting if at least one member of the Board of Directors warned the General Meeting of the inappropriate nature of the instruction, asked to have his/her protest against the inappropriate instruction recorded in the minutes of the General Meeting and the General Meeting insisted on such inappropriate instruction. This shall not apply if the General Meeting's instruction is in breach of legal regulations.
4. Members of the Board of Directors are subject to ban on competition (Section 196 of the Commercial Code).

Clause 28

Meetings of the Board of Directors

8. The Chairman of the Board of Directors convenes a meeting of the Board of Directors unless they authorize another member of the Board of Directors to do so.
9. Upon written and justified request of any member of the Board of Directors a meeting must be convened in no later than 15 days of receipt of the request in the manner stipulated by the rules of procedure of the Board of Directors.
10. The meeting of the Board of Directors is quorate provided that a simple majority of its members is present. A simple majority of all members of the Board of Directors is required to adopt resolutions.
11. Minutes signed by the Chairman of the Board of Directors and the minutes-taker are prepared to reflect the course of the Board's meeting and decisions. The minutes of the meeting must specify names of members of the Board of Directors voting against the individual resolutions of the Board or names of members abstaining from the vote.
12. Unless demonstrated to the contrary, members not specified are considered to have voted in favour of the resolution.
13. The Board of Directors may also adopt decisions outside the meeting, subject to consent of all of its members. In such case, however, all members of the Board of Directors must demonstrably express their opinion of the proposed decision and the decision must be adopted unanimously. Decisions adopted outside the meeting must be recorded in the minutes of the first next meeting of the Board of Directors.
14. Costs related to the meetings as well as other activities of the Board of Directors shall be borne by the Company.

VI
Management of the Company

Clause 29
Accounting period

The accounting period is a calendar year.

Clause 30
Financial statement

4. Following the end of the accounting period, the Board of Directors shall ensure compiling of the financial statement.
5. The Board of Directors shall submit the financial statement for review to the Company's Supervisory Board, for verification to the auditor and for approval to the Company's General Meeting.
6. The highlights from the financial statements, or information specifying where the financial statements are available for inspection by the Company's shareholders, will be published by the Board of Directors simultaneously with the notice of the General Meeting convened to adopt the financial statements, at least 30 days before the date of the General Meeting, in the manner determined for convening of the General Meeting.

Clause 31

Method of profit distribution and covering of losses, creation and use of the Company's reserve fund

6. The General Meeting decides on distribution of the Company's profit, based on the proposal submitted by the Board of Directors and reviewed by the Supervisory Board.
7. The Company's profit generated in the accounting period, after payment of tax pursuant to legal regulations, after allocation to the reserve fund or other funds, if any, and after allocation for other purposes approved by the General Meeting, shall be distributed, based on the General Meeting's decision, in compliance with Clause 11(2) of the Statutes for payment of dividends to individual shareholders and emoluments to members of the Board of Directors and the Supervisory Board of the Company. This is without prejudice to the General Meeting's right to decide that a part of the profit with no special purpose shall be used to increase the Company's registered capital or that a part of the profit shall remain undistributed.
8. When drafting the proposal for distribution of profit or covering of losses, as the case may be, the procedure stipulated in Section 178(6) of the Commercial Code shall apply.

9. In the course of the first year in which it generates net profits, the Company shall create a reserve fund in the amount of 20% of the net profits, but not more than 10% of the value of the registered capital, structured as required by generally binding legal regulations.
10. Annual contributions to the reserve fund referred to in Clause 31(1) above will amount to 5% of the net profits until the amount of the reserve fund reaches at least 20% of the registered capital. The reserve fund thus created may be used exclusively for covering the Company's losses.

Clause 32

Publication of information on Company management

The Company publishes information on the Company's management pursuant to Act No. 591/1992 Coll., On securities, as amended, and Act No. 563/1991 Sb., On accounting, as amended.

VII

Dissolution and liquidation of the Company

Clause 33

Dissolution of the Company

1. The General Meeting decides on the Company's dissolution. For dissolution and cessation of the Company, provisions of Sections 68 to 75b of the Commercial Code and Sections 218 to 220 of the Commercial Code shall apply.
2. The Company shall cease to exist upon deletion from the Commercial Register.

VIII

Notices of the Company

Clause 34

Notices of the Company

Notices of the Company are always published in the nationally distributed Mladá Fronta Dnes daily, if such publication is required by the Commercial Code.

IX

Final provisions

Clause 35

Trade secret

Shareholders and members of the Board of Directors and the Supervisory Board may not breach or jeopardize the right to trade secret comprising facts of commercial, manufacturing or technical nature relating to the Company as long as it is not information publicly available in business circles and may not otherwise intentionally damage the interests of the Company. Procedure against perpetrators shall comply with generally binding legal regulations. The subject matter of the trade secret is determined by the Board of Directors.

Clause 36

Statutes amendment and modification procedure

4. The General Meeting decides on amendments to the Statutes, save for amendments attributed to other legal facts. In such case, the Board of Directors shall prepare a full wording of the Statutes, without undue delay after any member of the Board of Directors became aware of the change requiring the amendment.
5. If the Company decides to increase or reduce the registered capital, to split shares or consolidate more shares into one, to change the form or type of shares or restrict or change the transferability of bearer shares, the amendment to the Statutes shall take effect as of the date of entry of the above facts into the Commercial Register. Other amendments to and modifications of the Statutes shall come into effect as of the date of the General Meeting's decision, unless the General Meeting's decision to amend the Statutes or the law imply that the amendments or modifications shall take effect later.
6. If the General Meeting's agenda is to include an amendment to the Company's Statutes, the invitation to, or notice of, the General Meeting must identify, at least, the substance of the proposed amendments, and the draft amendment to the Statutes must be available for inspection by shareholders at the registered office of the Company for a time period set for convening of the General Meeting.

Clause 37

Legal relations in the Company and resolution of disputes

The Company's inception, legal relations and dissolution as well as all legal relations resulting from the Statutes shall be subject to generally binding legal regulations of the Czech Republic.