

# NOTICE TO CREDITORS, EMPLOYEES, PARTNERS AND SHAREHOLDERS OF THE PARTIES INVOLVED REGARDING THEIR RIGHTS IN CONNECTION WITH THE TRANSFORMATION IN THE FORM OF A MERGER BY AMalgamation

### Dissolving company:

ANV Knives s.r.o.

with its registered office at Na Perštýně 362/2, Staré Město, 110 00 Prague 1, ID No. 05522790

registered in the Commercial Register maintained by the Municipal Court in Prague, Section C, File 265089 (hereinafter also referred to as the "Dissolving Company" or simply "ANV"), and

# **Successor company:**

**BOKI Industries a.s.** 

with its registered office at Na Perštýně 362/2, Staré Město, 110 00 Prague 1, ID No. 25767101

registered in the Commercial Register maintained by the Municipal Court in Prague, Section B, File 5950 (hereinafter also referred to as the "Successor Company" or simply "BOKI")

(hereinafter also collectively referred to as the "Participating Companies"),

in accordance with the provisions of Section 33(1)(b) of Act No. 125/2008 Coll., on the transformation of commercial

and Cooperatives, as amended by Act No. 162/2024 Coll., amending Act No. 125/2008 Coll., on the transformation of commercial companies and cooperatives, as amended, and other related laws

(hereinafter referred to as the

"Transformation Act"), publish

Notice to creditors, employees, partners, and shareholders regarding their rights under the Transformation Act in connection with the planned transformation of the Participating Companies in the form of a merger, on the basis of which ANV will cease to exist and its assets will be transferred to the successor company BOKI (hereinafter also referred to as the "Merger"). By this notice, the Participating Companies fulfill their obligation under Section 33(1)(b) of the Transformation Act.

Prior to approving the transformation project (hereinafter also referred to as **the** "Transformation Project") within the meaning of, in particular, Section 7 and other provisions of the Transformation Act, the shareholders of the Participating Companies waived their rights and granted their consent, in particular in the cases specified in Section 8 of the Transformation Act, in the manner specified in Section 9(1)(a) of the Transformation Act.

#### Notice to creditors regarding their rights

In connection with the merger, the Participating Companies hereby notify the creditors of the Participating Companies of their rights under Sections 35 to 39 of the Transformation Act.

The creditors of the Participating Companies have the right to demand sufficient security if, as a result of the above-described transformation, the collectability of their outstanding

claims arising from obligations incurred prior to the publication of the transformation project in accordance with the Transformation Act. The same applies to future or contingent claims.

If no agreement is reached between the creditor and the Participating Companies on the method of securing the claim, sufficient security shall be established by the court at the request of the creditor, who shall certify the facts indicating that the transformation will impair the recoverability of its claim. The court shall establish sufficient security at its discretion, taking into account the type and amount of the claim. The court shall decide on the establishment of sufficient security by a ruling, and the effects of the security shall take effect at the earliest on the date on which the entry of the transformation in the commercial register becomes effective against third parties.

The right to adequate security must be exercised in court within three (3) months from the date of publication of the conversion project pursuant to Section 33 of the Conversion Act or its publication pursuant to Section 33a of the Conversion Act, otherwise it shall expire.

Creditors do not have the right to adequate security in relation to claims to which they are entitled to priority satisfaction in insolvency proceedings, nor in relation to claims arising from obligations incurred after the publication of the transformation project pursuant to Section 33 of the Transformation Act. Creditors who are considered secured creditors for the purposes of insolvency proceedings are also not entitled to adequate security.

The participating companies have not issued any exchangeable or priority bonds or other participating securities or participating book-entry securities that are not shares or interim certificates, and therefore this notice does not contain a warning to creditors regarding their rights under Sections 37 and 38 of the Transformation Act.

If, as of the date of entry of the Merger in the Commercial Register, there is a lien on the shares of the partners in the Dissolving Company, it shall be transferred or extended to the shares or participation securities that the lien debtor (partner) acquires on the basis of the pledged shares or participation securities, all in accordance with Section 40(1) of the Transformation Act. If the pledged shares cease to exist in the Merger without being exchanged, but the pledgee (partner) already participates in the successor company, the pledge right to the shares or participating securities of the pledgee (partner) in the successor company is transferred, pursuant to Section 40(2) of the Transformation Act. If the pledged shares or participating securities cease to exist in the Merger and the lien is not transferred or extended in accordance with the previous sentences, the pledgee has the right to demand sufficient security in accordance with Section 40(3) of the Transformation Act.

## Notice to employees regarding their rights

In accordance with Section 33(1)(b) of the Transformation Act, the Participating Companies are obliged to notify employees of their rights under the Transformation Act in connection with the Merger. Given that the Participating Companies intend to undergo a domestic transformation, no special rights arise for the employees of the Participating Companies under the Transformation Act.

## Notice to shareholders regarding their rights

In accordance with Section 33(1)(b) of the Transformation Act, the Participating Companies are obliged to notify their partners and shareholders of their rights under the Transformation Act in connection with the Merger.

The partners and shareholders of the Participating Companies have the following rights arising from the Transformation Act in connection with the Merger:

- the right to exchange shares using an appropriate and justified exchange ratio in accordance with Section 70(1)(b) and (2) of the Transformation Act;
- the right to a supplementary payment in accordance with Section 70(3) and (4) of the Transformation Act if, as a result of the Merger, the real value of the shareholder's existing share in the Successor Company is reduced;
- the right to compensation in accordance with Section 45 et seq. of the Transformation Act if the exchange ratio of shares together with any additional payments specified in the Merger Project is not reasonable as of the decisive date;
- the right to subsequently grant consent to the transformation within one (1) month from the date of the general meeting approving the transformation, pursuant to Section 18(1) of the Transformation Act;
- the right under Section 34(1) of the Transformation Act to request information concerning other persons involved in the transformation, if such information is relevant to the Merger, from the date of publication of the notice of filing of the transformation project in the collection of documents;
- the right to sell the share in the Successor Company if, between the effective date of the Merger and the entry of the Merger in the Commercial Register, there is a material change or changes in the assets of any of the Participating Companies that would justify a different share exchange ratio, under the conditions specified in Section 49a(1) of the Transformation Act;
- the right to file a motion to declare the Merger project invalid and a motion to declare the decision approving the Merger invalid in accordance with the procedure set out in Section 52 et seq. of the Transformation Act;
- the right to request a review of the Merger project by an expert pursuant to Sections 92 and 112 et seq. of the Transformation Act;
- the right to information about the Merger within the meaning of Section 93 of the Transformation Act, according to which at least two (2) weeks prior to the date of the general meeting at which the Merger is to be approved, the shareholders must be provided with: the Merger project, the financial statements of all Participating Companies for the last three (3) accounting periods, the final financial statements of all Participating Companies, the interim financial statements, if required, the auditor's report on their verification, the Merger report, and expert reports on the Merger; the shareholders shall also have the right to inspect the expert opinion on the valuation of the assets at the company's registered office at least two (2) weeks prior to the date of the general meeting;
- the right to access the following documents at the registered office of the Successor Company, or electronically on the website in a manner enabling remote access, for inspection at least one (1) month before the date set for the general meeting to decide on the approval of the merger: the merger plan, the financial statements of all participating companies for the last three (3) accounting periods, the final financial statements of the Successor Company, the opening balance sheet of the Successor Company, if the decisive date of the Merger precedes the preparation of the Merger plan, interim financial statements, if required, auditor's reports on their verification, joint report on the Merger and expert reports on the Merger and expert opinion on the valuation of assets, if required; each shareholder has the right to request a copy or extract from the above documents free of charge.

The Participating Companies state that the partners and shareholders of the Participating Companies, together with the preparation of the Merger Project, waived all rights that they could waive under the procedure set out in the Transformation Act.

ANV Knives s.r.o.

represented by Filip Kubrycht, Managing Director

**BOKI Industries a.s.** 

represented by Filip Kubrycht, Member of the Board of Directors

Electronically signed by Filip Kubrycht Date: 10/11/2025 10:13:27 CET