



The General Meeting of the company OHL ŽS Slovakia, a.s.

Proposal to discuss

Compiled: Mgr. Martin Krnčan, company lawyer of OHLA ŽS, a.s.
Submitted: OHLA ŽS, a.s, as a shareholder
Date: 31 May 2022

Subject: Proposal for re-election of the company's Supervisory Board member elected by company's shareholders and proposal for removal of the company's Supervisory Board member elected by company's shareholders

The Ordinary General Meeting No. 1 / 2022

Point of meeting program: No. 6 – Personnel changes in the company's Supervisory Board

6.a. Proposal for re-election of Mr. Roman Kocúrek to the position of company's Supervisory Board member elected by company's shareholders for the next functional period:

As per art. 11 par. 11.3 let. c) of the company's by-laws, the competence of the General Meeting shall especially include the election and the removal of members of the Supervisory Board and other bodies set forth by the articles, except for members of the Supervisory Board elected and removed under art. 200 of the Commercial Code.

As per art. 16 par. 16.3 of the company's by-laws, members of the Supervisory Board are elected and removed by the General Meeting, except for members elected by employees of the company.

As per art. 16 par. 16.5 of the company's by-laws, members of the Supervisory Board shall be elected for the period of 5 years. Re-election of members of the Supervisory Board shall be possible.

As per art. 16 par. 16.8 of the company's by-laws, the Supervisory Board, the number of members of which does not decrease under its half, may appoint substitutional members until the nearest General Meeting. The term of office of a substitute member of the Supervisory Board shall not be counted as a term of office of a member of the Supervisory Board pursuant to art. 16 par. 16.5 of the articles.

The General Meeting is hereby informed about the fact that the 5-years functional period of company's Supervisory Board member and chairman Mr. Roman Kocúrek elected by the General Meeting to the function of company's Supervisory Board member with start of the function on 13 December 2016 and subsequently elected by Supervisory Board members to the function of company's Supervisory Board chairman with start of the function on 21 December 2016 has passed on 13 December 2021 and as a result of that his function of company's Supervisory Board member ended in accordance with art. 16 par 16.5 of the company's by-laws and his function of company's Supervisory Board chairman automatically ended as well.

The General Meeting is also informed about the fact that Mr. Roman Kocúrek was appointed as the substitutional member of the company's Supervisory Board with efficiency at 13 December 2021 (date of start of function) until the nearest General Meeting and subsequently he was elected to the function of company's Supervisory Board chairman with efficiency at 13 December 2021 (date of start of function), by the per rollam decision of the company's Supervisory Board taken on 09 December 2021 in accordance with art. 16 par 16.8 and 16.4 of the company's by-laws.

By this annex of the invitation to General Meeting the shareholders of the company are also notified to their right pursuant to art. 184 par. 6 of the Commercial Code to have allowed for peer the names

of persons proposed as members of company's bodies in the company's registered office and within a period for convening the General Meeting and on their right pursuant to art. 184 par. 7 of the Commercial Code to request a copy of the list of proposed persons and functions or to send it to the shareholders to their cost and danger.

In accordance with the relevant provisions of company's by-laws the General Meeting is proposed to re-elect Mr. Roman Kocúrek as the member of company's Supervisory Board for the period of 5 years with efficiency at 30 June 2021 (date of start of function). The General Meeting is proposed to adopt the following resolution:

Proposal for a resolution:

„In accordance with art. 11 par. 11.3 let. c) and art. 16 par. 16.3 and 16.5 of the by-laws of the company OHL ŽS Slovakia, a.s., with its registered seat at Tuhovská 10722/29, 831 06 Bratislava, Slovak Republic, ID No.: 31 365 701, registered in the Commercial Register of District Court Bratislava I, section: Sa, insert No.: 588/B (hereinafter the „Company“) the General Meeting of the Company re-elects Mr. Roman Kocúrek, date of birth:, ID No:, residing at: as the member of the Supervisory Board of the Company with efficiency at 30 June 2021 (date of start of function).“

6.b. Proposal for removal of Mr. Jiří Procházka from the position of company's Supervisory Board member elected by company's shareholders:

As per art. 16 par. 16.1 of the company's by-laws, the company's Supervisory Board has 6 members, while one third, i.e. 2 members, shall be elected by employees of the company if the company has more than 50 employees in the main job at the time of the election.

As per art. 16 par. 16.3 of the company's by-laws, members of the Supervisory Board are elected and removed by the General Meeting, except for members elected by employees of the company.

The company currently does not have more than 50 full-time employees, so it is not necessary to elect one third of company's Supervisory Board members by company's employees. Functions of company's Supervisory Board members Mr. Aleš Čizmár and Mr. Jozef Grivalský ended as a result of the termination of their employment with the company in 2020. The company currently has 4 members of the Supervisory Board, which are: Mr. Roman Kocúrek, Mr. Paolo Bee, Mrs. Daniela Houčková and Mr. Jiří Procházka. The General Meeting is also proposed to change the content of the company's by-laws including reducing the number of Supervisory Board members to 3 (see point 7 of the agenda of the ordinary General Meeting no 1/2022).

In view of the above facts as well as in order to harmonize the number of Supervisory Board members with the company's by-laws after the proposed change of its content and in order to simplify and streamline the activities of the Supervisory Board the General Meeting is proposed in accordance with the relevant provisions of company's by-laws to remove Mr. Jiří Procházka from the position of the company's Supervisory Board member elected by company's shareholders. The General Meeting is proposed to adopt the following resolution:

Proposal for a resolution:

„In accordance with art. 11 par. 11.3 let. c) and art. 16 par. 16.3 of the by-laws of the company OHL ŽS Slovakia, a.s., with its registered seat at Tuhovská 10722/29, 831 06 Bratislava, Slovak Republic, ID No.: 31 365 701, registered in the Commercial Register of District Court Bratislava I, section: Sa, insert No.: 588/B (hereinafter the „Company“) the General Meeting of the Company removes Mr. Jiří Procházka, MBA, date of birth:, ID No:, residing at: from the position of the member of the Supervisory Board of the Company with efficiency at 30 June 2022 (date of end of function).“