

# RULES FOR DECISION-MAKING BY THE COMPANY'S GENERAL MEETING OUTSIDE THE GENERAL MEETING (I.E. FOR DECIDING IN THE FORM OF "PER ROLLAM")

**Doosan Škoda Power a.s.**, Company ID: 49193864, residing at Tylova 1/57, Jižní Předměstí, 301 00 Plzeň, Czech Republic, registered in the Commercial Register maintained by the Regional Court in Pilsen under File No. B 2251 ("**Company**"), hereby, in accordance with the Company's notice on the intention for "per rollam" General Meeting decision dated 6 February 2026, establishes the following

## RULES FOR DECISION-MAKING BY THE GENERAL MEETING IN THE FORM OF "PER ROLLAM":

### A. GENERALLY ON DECISION-MAKING IN THE FORM OF "PER ROLLAM":

Decision-making in the form of "per rollam" is an alternative manner for shareholders to participate in the management of the Company, which is regulated in Sections 418 to 420 of the Act No. 90/2012 Coll., on Business Corporations, as amended ("**ZOK**"), and admitted in Article 16.1 of the Company's Articles of Association.

By way of "per rollam", the Company's General Meeting may adopt decisions outside its physical (or online) session. In practice, this means that the Company's shareholders will not vote "at the meeting" of the General Meeting within one day, but remotely within a longer period specified in the Company's Articles of Association – typically in writing (by post) or electronically (by e-mail or data box), see detailed rules below.

If the conditions set out in relevant laws and Articles of Association are met, voting in the form of "per rollam" has the same legal effect as if voting was done at a "standard" General Meeting of the Company, i.e., decision-making in the form of "per rollam" involves decisions by the General Meeting as the highest Company's body.

Decision-making in the form of "per rollam" has three basic phases:

- a) Phase One: The Company publishes on its website and in the Czech Commercial Gazette the draft proposals for decisions on which shareholders will vote, together with:
  - reasoning for respective proposals (i.e. an explanation of why the relevant proposal was proposed and what are the implications of its adoption);
  - underlying documents for respective proposals (contracts, reports, draft documents, etc.);
  - instructions for shareholders to vote (i.e. which document, in what form, where and within which deadline must be provided); and
  - determination of the so-called record date (i.e. the date on which the shareholder must own at least one share of the Company in order to be able to vote on the proposals in the form of "per rollam").
- b) Phase Two: Shareholders who owned at least one share of the Company on the so-called "record date" vote "remotely", i.e. in the form of "per rollam", in the prescribed form and within the prescribed period (see below); and
- c) Phase Three: The Company counts valid votes received from shareholders, evaluates whether the required majority has been achieved, and announces the results of the voting on relevant proposals on its website and in the Czech Commercial Gazette.

### B. PLANNED ITEMS OF PROPOSALS FOR "PER ROLLAM" DECISION:

1. Decision on the appointment of an auditor for the purposes of verifying the Company's sustainability report for the year 2025 and approval of the draft contract with this auditor ("**Proposal 1**");
2. Approval of the management contract with a member of the Company's Board of Directors, Mr. Byoungtak Kim ("**Proposal 2**"); and
3. Decision on removal and election of a member of the Company's Board of Directors, Mr. Byoungtak Kim ("**Proposal 2**")

(Proposal 1 to Proposal 3 collectively as "**Proposals**" and individually as "**Proposal**")

### C. UNDERLYING DOCUMENTS FOR RESPECTIVE PROPOSALS AND OTHER DOCUMENTS:

The following underlying documents are available for respective proposals on the Company's website [www.doosanskodapower.com/en](http://www.doosanskodapower.com/en) under the hyperlink "Investors", "Governance", "General Meeting" ("**Website**"):

1. Proposal 1: draft agreement with the auditor;
2. Proposal 2: scan of the management contract with a member of the Company's Board of Directors, Mr. Byoungtak Kim, and confirmation of Remuneration Committee decision which decided on the amount of the base monthly remuneration; and
3. Proposal 3: no document.

In addition to the above-mentioned underlying documents for relevant Proposals, the following additional information and documents are published on the Website :

- a) Rules for decision-making by the Company's General Meeting outside the General Meeting (i.e. this document);
- b) Proposals for decisions of the Company's General Meeting outside the General Meeting, together with reasoning for respective Proposals;
- c) Form of shareholder statement on the respective Proposals ("**Statement**"); and
- d) Form of Power of Attorney for a shareholder.

### D. MAJORITIES REQUIRED FOR THE ADOPTION OF RESPECTIVE PROPOSALS:

The Company's share capital amounts to CZK 1,595,000,000 (in words: one billion five hundred and ninety-five million Czech crowns) and is divided into 31,900,000 (in words: thirty-one million nine hundred thousand) book entry ordinary registered shares with a nominal value of CZK 50 (in words: fifty Czech crowns) each. Each share of the Company with a nominal value of CZK 50 is associated with 1 vote. The total number of votes in the Company is 31,900,000 (in words: thirty one million nine hundred thousand).

In accordance with Section 419(3) of the ZOK and Article 16.6 of the Company's Articles of Association, the decisive majority shall be calculated from the total number of votes of all shareholders, i.e. from the number 31,900,000.

With respect to Section 415 et seq. of the ZOK, and with respect to the current Articles of Association of the Company, the following majorities of votes are required for the adoption of respective Proposals,:

1. Proposal 1: simple majority of the total number of votes of all shareholders of the Company, i.e. at least 15,950,001 votes;
2. Proposal 2: simple majority of the total number of votes of all shareholders of the Company, i.e. at least 15,950,001 votes; and
3. Proposal 3: simple majority of the total number of votes of all shareholders of the Company, i.e. at least 15,950,001 votes.

### E. RECORD DAY:

According to Article 16.3 of the Company's Articles of Association, the record day for the General Meeting to make resolutions outside the meeting (i.e. decision-making in the form of "per rollam") is the 7th day preceding the date of notification of proposals for decision to all shareholders, i.e. the date of publication of proposals for decision on the Company's website.

The Proposals were published on the Website on 23 February 2026, and therefore the record date is 16 February 2026 ("**Record Date**").

The significance of the record date for the decision-making of the General Meeting in the form of "per rollam" lies in the fact that the right to decide or vote on the Proposals is exclusively held by the person registered as the owner of the Company's shares (shareholder) as at the Record Date in the register of book-entry securities kept by the Czech Central Securities Depository. An extract from this register as at the Record Date will be provided by the Company.

The shareholder is obliged to report any changes in his/her personal data that are recorded in the legal register of book-entry securities without undue delay. The Company shall not be liable for any consequences of the Shareholder's failure to comply with this obligation.

## **F. RULES FOR SHAREHOLDERS WHO WISH TO EXPRESS THEIR STATEMENT ON THE PROPOSALS IN THE FORM OF "PER ROLLAM":**

The rules for shareholders to make decisions in the form of "per rollam" are set out in Article 16.4 of the Company's Articles of Association. According to this Article, a shareholder of the Company or his representative may express his statement on the Proposals by means of a Statement only in writing, whereby the following additional 4 rules apply:

- a) the Statement must bear an officially certified signature of the shareholder or his representative;
- b) the Statement must be accompanied with all supporting documents required by Article 14.11 of the Company's Articles of Association; specifically:
  - *shareholder – natural person*: ordinary colour scan of an identity card (ID card or passport);
  - *shareholder – legal entity*: (i) ordinary colour scan of an identity card (ID card or passport) of the person authorized to act on behalf of the shareholder – legal entity, and (ii) an original or certified copy of a current (not older than 3 months) extract from the relevant public register or other document certifying the right of such person to act on behalf of this shareholder – legal entity;
  - *shareholder representative acting on the basis of a power of attorney (proxy)* : (i) ordinary colour scan of an identity card (ID card or passport) of the proxy, and (ii) an original or an officially certified copy of the power of attorney with an officially certified signature of the relevant shareholder, plus (iii) all documents listed above for the shareholder – legal entity, if such proxy acts on behalf of the shareholder – legal entity;
- c) the shareholder or his representative is obliged to send the Statement, together with all supporting documents pursuant to Article 14.11 of the Company's Articles of Association, to the Company in paper or electronic form in accordance with the rules set out in Article 14.12 of the Company's Articles of Association; specifically:
  - by post to the address of the Company's registered office (in case of sending paper versions by post, the shareholder or his representative is also obliged to provide his e-mail contact for potential feedback from the Company pursuant to Article 14.18 of the Company's Articles of Association); or
  - electronically to the Company's e-mail address [valnahromada@doosan.com](mailto:valnahromada@doosan.com) (in the case of electronic form, such electronic documents must be created by converting the original paper-form documents or their certified copies into an electronic form by way of procedure stipulated in the Czech Act No. 300/2008 Coll., on Electronic Acts and Authorised Conversion of Documents, as amended, with the exception of the identity card, for which it is sufficient to send an ordinary colour scan, see above);
- d) the shareholder or his representative is obliged to send the Statement, together with all supporting documents pursuant to Article 14.11 of the Company's Articles of Association, to the Company in paper or electronic form within the period specified in Article 16.2(b) of the Company's Articles of Association; specifically:
  - the period for shareholders to deliver their Statements on the Proposals (i.e. the opportunity to vote on the Proposals) begins on 23 February 2026 (including) and ends on 5 March 2026 (including).

The following separate rules apply in relation to the Statement itself:

- a) In the Statement, the shareholder shall clearly fill in his/her identification data, the number of shares and the nominal value of shares with which he/she votes;
- b) in the table containing the relevant Proposal, the shareholder shall clearly mark (e.g. with a cross) in the box "FOR" or "AGAINST" whether he/she votes for or against the adoption of the respective Proposal;

- c) at the end of the Statement, the shareholder or his representative shall sign, and the signature on the Statement must be officially certified (a Statement that is not signed with an officially certified signature by the shareholder or his representative is invalid);
- d) shareholders or their representatives are entitled to modify the Statement only in a manner that is foreseen by its structure and content – an arbitrarily amended Statement or a Statement completed in an unsatisfactory or confusing manner or in a manner that is not foreseen by the Statement will not be taken into account by the Company; and
- e) the Statement delivered to the Company cannot be changed or revoked by the shareholder.

The form of Statement, along with other documents, is published on the Website.

## **G. RULES CONCERNING POWER OF ATTORNEY AND SHAREHOLDER REPRESENTATION:**

The Company hereby informs shareholders that they can use the form of power of attorney published by the Company on the Website to grant a power of attorney. Everyone has the right to request, at his own expense and risk, that the form power of attorney be sent in paper form (request to the Company's registered office) or electronically to the e-mail address: [valnahromada@doosan.com](mailto:valnahromada@doosan.com).

The Company accepts notifications regarding granting a power of attorney to represent a shareholder in decision-making outside the General Meeting (i.e. for decisions in the form of “per rollam”), as well as its revocation by the shareholder, electronically at the e-mail address: [valnahromada@doosan.com](mailto:valnahromada@doosan.com). Such notification must be accompanied by a qualified electronic signature based on a qualified certificate issued by an accredited certification service provider.

The notification on granting of a power of attorney must, in addition to the above, contain the following information:

- a) name, surname, date of birth and permanent address of the principal, if the principal is a natural person; business name, identification (registration) number and registered office of the principal, who is a legal entity;
- b) name, surname, date of birth and permanent address of the agent, if the agent is a natural person; business name, identification (registration) number and registered office of the agent who is a legal entity;
- c) information whether the power of attorney is granted for representation only for decisions outside the General Meeting in the form of “per rollam” based on the notice dated 6 February 2026 and relating to the Proposals published on 23 February 2026, or also for other decisions outside the General Meeting in the form of “per rollam” or for other General Meetings of the Company;
- d) information whether the agent is authorized to grant a substitution power of attorney;
- e) the date on which the power of attorney was granted; and
- f) how many shares owned by the principal the power of attorney applies to and the total nominal value of these shares.

If the shareholder's representation in decision-making outside the General Meeting in the form of “per rollam” based on the notice dated 6 February 2026 and relating to the Proposals published on 23 February 2026 is proven to the Company in the manner specified above, the Company will not require delivery of a written power of attorney together with the Statement.

However, the notification of the granting of a power of attorney to represent a shareholder in decisions outside the General Meeting in the form of “per rollam” based on the notice dated 6 February 2026 and relating to the Proposals published on 23 February 2026 according to the above rules does not relieve the shareholder of the Company or his representative of the obligation to submit the remaining necessary documents to the Company (see Part F above).

In addition to the above, the notice of revocation of the power of attorney must contain the following information:

- a) name, surname, date of birth and permanent address of the principal, if the principal was a natural person; business name, identification (registration) number and registered office of the principal, who is a legal entity;
- b) name, surname, date of birth and permanent address of the agent, if the agent was a natural person; business name, identification (registration) number and registered office of the agent who is a legal entity;
- c) information about the revoked power of attorney, including the date it was granted and the subject of the representation; and
- d) information about the date of revocation of the power of attorney.

A shareholder may be represented by only one representative when making decisions outside the General Meeting in the form of "per rollam".

If the shares of the Company are jointly owned by more persons, the joint owners are the common shareholders and the shares are managed in relation to the Company only by the trustee of the common property (shares). The above rules for the representation of a shareholder by a proxy based on a power of attorney shall also apply to the representation of the trustee of the common property by a proxy based on a power of attorney.

#### **H. GENERAL FORMAL REQUIREMENTS FOR DOCUMENTS:**

Documents certified by foreign authorities, which are used by the shareholder or his proxy 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.

All of the above documents related to the exercise of shareholder rights in the form of "per rollam" must be submitted in Czech or English language. If such documents (or verification clauses) are drawn up in a language other than Czech or English, their certified translation into Czech or English language must also be submitted.

#### **I. WARNING OF THE CONSEQUENCES IN CASE OF SHAREHOLDER PASSIVITY OR INCORRECT DOCUMENTS:**

If a shareholder does not deliver his/her consent to the relevant Proposal together with other supporting documents specified above in content and form acceptable to the Company within the above-mentioned period, then – in accordance with Article 16.5 of the Company's Articles of Association, and in accordance with Section 419(1) of the ZOK, respectively – it is deemed that such shareholder does not agree with such Proposal.

#### **J. ANNOUNCEMENT OF THE RESULT OF DECISION-MAKING BY THE GENERAL MEETING IN THE FORM OF "PER ROLLAM":**

According to Article 16.7 of the Company's Articles of Association, the Company shall notify all shareholders of the result of the decision of the General Meeting adopted by the "per rollam" procedure, including the date of its adoption, without undue delay from the date of its adoption by publishing it on the Company's website and in the Czech Commercial Gazette.

Such a decision is adopted on the day on which the last shareholder's statement on the proposal was delivered, or upon the expiry of the last day of the deadline set for the delivery of shareholders' statements, if the number of votes required to adopt the decision has been reached.

The Company will announce the result of the decision on the Proposals on the Website and in the Czech Commercial Gazette by 11 March 2026 (inclusive) at the latest.

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In Pilsen on 23 February 2026

Board of Directors  
**Doosan Škoda Power a.s.**