

MERGER PROJECT

drafted in accordance with the provisions of Section 15, Section 70 and Section 88 et seq. of Act No. 125/2008 Coll., on the transformations of commercial companies and cooperatives, as amended (the “**Transformations Act**”), by the participating companies (the “**Project**”):

- 1) **Magna Automotive (CZ) s.r.o.**, with its registered office at Spořická 632, 431 01 Spořice, Czech Republic, ID No.: 273 18 583 registered in the Commercial Register maintained by the Regional Court in Ústí nad Labem, under file No. C 24166
the “**Successor Company**”
and
- 2) **MAGNA Seating Pilsen, s.r.o.**, with its registered office at Podnikatelská 1153/10, Skvrňany, 301 00 Plzeň, Czech Republic, ID No.: 263 54 063, registered in the Commercial Register maintained by the Regional Court in Plzeň, under file No. C 14903
the “**Dissolving Company**”

1. PARTICIPATING COMPANIES

1.1 Successor Company

- 1.1.1 Magna Automotive (CZ) s.r.o., with its registered office at Spořická 632, 431 01 Spořice, Czech Republic, ID No.: 273 18 583 registered in the Commercial Register maintained by the Regional Court in Ústí nad Labem, under file No. C 24166, legal form: limited liability company, is the Successor Company.
- 1.1.2 The Successor Company has a sole shareholder at the date of execution of this Project.
- 1.1.3 The sole shareholder of the Successor Company is MAGNA Metalforming GmbH, with its registered office at 1120 Wien, Technologiestraße 8, Austria, Reg. No.: FN 187453 t („**MAGNA Metalforming**“), which owns 100% basic ownership interest in the Successor Company which corresponds to the contribution into the registered capital of the Successor Company in the amount of CZK 20,000,000 (in words: twenty million Czech crowns) and was fully paid up.
- 1.1.4 The registered capital of the Successor Company amounts to CZK 20,000,000 (in words: twenty million Czech crowns).

1.2 Dissolving Company

- 1.2.1 MAGNA Seating Pilsen, s.r.o., with its registered office at Podnikatelská 1153/10, Skvrňany, 301 00 Plzeň, Czech Republic, ID No.: 263 54 063, registered in the Commercial Register maintained by the Regional Court in Plzeň, under file No. C 14903, legal form: limited liability company, is the Dissolving Company.
- 1.2.2 The Dissolving Company has a sole shareholder at the date of execution of this Project.
- 1.2.3 The sole shareholder of the Dissolving Company is the Successor Company which owns 100% ownership interest in the Dissolving Company which corresponds to the contribution into the registered capital of the Dissolving Company in the amount of CZK 87,000,000 (in words: eighty-seven million Czech crowns) and was fully paid up. The Successor Company became the sole

shareholder of the Dissolving Company on [●], this change was not registered in the Commercial Register as of the date of elaboration of this Project yet.

1.2.4 The registered capital of the Dissolving Company amounts to CZK 87,000,000 (in words: eighty seven million Czech crowns).

2. THE MERGER

2.1 The subject of this Project is the merger by acquisition of the Dissolving Company with the transfer of the assets and liabilities of the Dissolving Company to the Successor Company under the conditions set out in the Transformations Act (the "**Merger**"). The Merger shall result in the dissolution of the Dissolving Company and the transfer of its assets, including real estate listed in the Annex No. 1 owned by the Dissolving Company as of elaboration of this Merger Project, and liabilities to the Successor Company; the Successor Company shall enter into the legal position of the Dissolving Company.

3. DECISIVE DAY OF THE MERGER

3.1 The decisive day of the Merger according to this Project within the meaning of Section 10(1) and Section 70(1)c) of the Transformations Act is 1 January 2024 (the "**Decisive Day**"). From this day forward according to Section 176(1) of Act No. 89/2012 Coll., the Civil Code, as amended (the "**Civil Code**"), the actions of the Dissolving Company shall for accounting purposes be considered as actions performed on behalf of the Successor Company.

3.2 The legal effects of the Merger, i.e. transfer of the assets and liabilities of the Dissolving Company to the Successor Company, shall occur on the day of registration of the Merger with the Commercial Register.

4. SPECIAL ADVANTAGES

4.1 Within the meaning of Section 70(1)f) of the Transformations Act neither of the Participating Companies has provided nor shall provide any special advantage to any person.

5. RIGHTS PROVIDED TO THE BOND HOLDERS

5.1 Neither of the Participating Companies issued any bonds within the meaning of Act No. 190/2004 Coll., on bonds, as amended. The Project therefore does not contain neither rights which the Successor Company shall render to bond holders, nor arrangements which are proposed for them within the meaning of Section 70(1)d) of the Transformations Act.

6. EXCHANGE RATIO OF THE OWNERSHIP INTERESTS

6.1 There shall be no exchange of ownership interests in the Successor Company for ownership interests in the Dissolving Company in accordance with Section 97(a) of the Transformations Act, since the Successor Company is the sole shareholder of the Dissolving Company, i.e. the Successor Company owns all ownership interests in the Dissolving Company. Therefore, in accordance with Section 88(2) of the Transformations Act, this Project contains neither information according to Section 70(1) b) and e) nor information regarding the exchange ratio according to Section 88(1) of the Transformations Act.

6.2 The Merger shall not lead to change of the registered capital of the Successor Company.

7. RIGHT TO PROFIT SHARE

7.1 Since the ownership interest in the Dissolving Company shall not be exchanged for the ownership interest in the Successor Company, it is not necessary to set a day from which

the right to profit share from the exchanged ownership interest arises to the shareholders, or special conditions relating to this right.

8. CHANGES TO THE FOUNDER'S DEED OF THE SUCCESSOR COMPANY

8.1 The founder's deed of the Successor Company changes in connection to the Merger as follows:

8.1.1 Article 3 changes and now reads:

"Article 3

Scope of the company's business

The scope of the company's business is:

1. Production, trade and services not specified in Annexes 1 to 3 of the Trade Licensing Act and within its scope the following fields of activity:
 - (a) Manufacture of textiles, textile products, clothing and clothing accessories
 - (b) Manufacture of plastic and rubber products
 - (c) Manufacture of fabricated metal structures and fabricated metal products
 - (d) Arts and crafts metalworking
 - (e) Surface treatment and welding of metals and other materials
 - (f) Manufacture of electronic components, electrical equipment and manufacture and repair of electrical machinery, apparatus and electronic equipment operating at low voltage
 - (g) Manufacture of motor vehicles, trailers and car bodies
 - (h) Manufacture and repair of upholstery products
 - (i) Mediation of trade and services
 - (j) Wholesale and retail trade
 - (k) Provision of software, information technology consultancy, data processing, hosting and related activities and web portals
 - (l) Advisory and consultancy services, preparation of expert studies and reports
 - (m) Preparation and elaboration of technical proposals, graphic and drawing work
 - (n) Advertising, marketing, media representation
 - (o) Administrative management services and services of an organisational and economic nature
 - (p) Provision of technical services
2. Coloring and chemical changes of textiles.
3. Machining
4. Locksmith, toolmaking;
5. Leather and fur processing;
6. Manufacture, installation, repair of electrical machinery and apparatus, electronic and communication equipment;
7. Activity of accounting advisors, bookkeeping, keeping of tax records.

9. SPECIAL PROVISIONS REGARDING CORPORATE INCOME TAX

9.1 The Participating Companies agreed that in the process of the Merger the Successor Company will proceed in accordance with Section 23c of Act No. 586/1992 Coll., on income tax, as amended, and the Participating Companies will submit the relevant notification to the tax administrator.

10. DECLARATIONS

- 10.1 The statutory bodies of the Participating Companies hereby declare that:
- 10.1.1 In accordance with Section 15a of the Transformations Act, no approval of the Merger by any administrative authority is necessary;
 - 10.1.2 As the registered capital of the Successor Company shall not be increased from the assets of the Dissolving Company, the Dissolving Company is not obliged to have its assets valuated in accordance with Section 73(1) of the Transformations Act.
- 10.2 The statutory bodies of the Participating Companies further state, that:
- 10.2.1 MAGNA Metalforming as the sole shareholder of the Successor Company and the Successor Company as the sole shareholder of the Dissolving Company have waived all of their rights stipulated in Section 7 of the Transformations Act, if such rights were pertaining to them, especially under Section 7 f) of the Transformations Act, they have waived their rights to receive documents executed in connection with the Merger;
 - 10.2.2 MAGNA Metalforming as the sole shareholder of the Successor Company and the Successor Company as the sole shareholder of the Dissolving Company have granted their consent in accordance with Section 11a(2) of the Transformations Act, that the interim financial statements of neither the Successor Company nor the Dissolving Company according to Section 11(2) of the Transformations Act shall be prepared, even in case the last ordinary or extraordinary financial statements of the Successor Company or the Dissolving Company were prepared based on information as of the date, from which more than 6 months would have lapsed as of the date of execution of the Merger Project;
 - 10.2.3 MAGNA Metalforming as the sole shareholder of the Successor Company and the Successor Company as the sole shareholder of the Dissolving Company have granted their consent in accordance with Section 8 of the Transformations Act that the managing directors of the Successor Company and the Dissolving Company are not obliged to prepare a transformation report or any other report required by the Transformations Act regarding the Merger;
 - 10.2.4 MAGNA Metalforming as the sole shareholder of the Successor Company and the Successor Company as the sole shareholder of the Dissolving Company neither have nor intend to request a review of the draft transformation project by an expert according to Section 92(1) of the Transformations Act and agree that draft transformation project will not be reviewed by an expert;
 - 10.2.5 MAGNA Metalforming as the sole shareholder of the Successor Company and the Successor Company as the sole shareholder of the Dissolving Company further in accordance with Section 95a(4) of the Transformations Act have granted consent that they shall not be informed about changes of the assets and liabilities of the Successor Company and the Dissolving Company according to Section 95a(1) of the Transformations Act; and
 - 10.2.6 MAGNA Metalforming as the sole shareholder of the Successor Company and the Successor Company as the sole shareholder of the Dissolving Company have waived their right to submit application for declaration of invalidity of the transformation project and application for declaration of invalidity of the decision on approval of the Merger.

11. FINAL PROVISIONS

- 11.1 The costs spent in connection with drafting of this Project will be borne by the Successor Company.
- 11.2 All rights and obligations not expressly stated in this Project will be governed by relevant provisions of Czech legal acts, especially the Transformations Act and the Civil Code.
- 11.3 In case any provision of this Project is found or becomes invalid, ineffective or unenforceable, such provision will not render the Project as whole invalid, ineffective or unenforceable. In such case the Participating Companies shall replace such invalid, ineffective or unenforceable provision by a new one which will fulfil the same economical purpose as the invalid, ineffective or unenforceable provision.
- 11.4 The managing directors of the Participating Companies confirm that the Project was approved by them in this wording.
- 11.5 This Project is drawn up in four counterparts.

In _____ on _____ 2024

Successor Company

In _____ on _____ 2024

Dissolving Company

Magna Automotive (CZ) s.r.o.
Lenka Hellingerová, attorney-at-law,
based on power of attorney

MAGNA Seating Pilsen, s.r.o.
Lenka Hellingerová, attorney-at-law,
based on power of attorney

Annex 1

List of real estate of the Dissolved Company as at the date of the Project to be transferred to the Successor Company

Land in the district of Plzeň and the cadastral territory of Skvrňany registered at LV 6918 in the cadastral register of real estate maintained by the Cadastral Office for the Plzeň Region, Cadastral branch Plzeň - město:

Land Plot No.	Area m ²	Kind of land	Type of use	Building on the land plot
1496/386	21 292	Other area	Other area	No
1496/418	8 954	Built-up area and courtyard	-	Skvrňany, No. 1153; building for production and storage
1496/419	24	Built-up area and courtyard	-	Without No., other building
1496/420	11	Built-up area and courtyard	-	Without No., building – technical facility
1496/421	46	Built-up area and courtyard	-	Without No., building for production and storage

Buildings in the district of Plzeň and the cadastral territory of Skvrňany registered on LV 6918 in the cadastral register maintained by the Cadastral Office for Plzeň Region, Cadastral branch Plzeň-město:

Building Type	Land Plot No.	Type of use
No. 1153	1496/418	Building for production and storage
Without No.	1496/419	Other building
Without No.	1496/420	Building – technical facility
Without No.	1496/421	Building for production and storage