

RULES OF PROCEDURES
for the Regular General Meeting
of BGS Energy Plus a.s.,
Company ID number (IČ): 28089880
registered office: Světlá nad Sázavou, Zámecká 7, Postcode 582 91

held in Světlá nad Sázavou on 29.6.2011 at 10:00 a.m.

Introductory provisions

1. The Rules of Procedures for the Regular General Meeting (hereinafter referred to as the "RGM") of the company stipulate the rules and procedures in the ŘVH. The Rules of Procedures implement the respective provisions of the Article of the Company and the respective generally binding legal regulations stipulating the requirements and the course of the RGM.

Opening the RGM

2. The RGM is opened by the authorized member of the Board of Directors of the company. When opening the RGM the authorized member of the Board of Directors is obliged to announce to the RGM the ascertained number of shareholders present with the number of votes they hold. In the case that in the RGM there are no representatives of more than 30% of the registered capital of the company, i.e. more than 30% of the shares of the company and the shares are not taken into consideration for which there is no right to vote, the authorized member of the Board of Directors is obliged to immediately terminate the RGM due to the incapability to adopt resolutions. In this case, the Board of Directors will call an alternative RGM in accordance with the respective regulations. In the introductory part of the RGM the authorized member of the Board of Directors will introduce to the participants of the RGM, the present members of the Board of Directors and the Supervisory Board and present the agenda of the RGM as was published.
3. After fulfilment of the obligations according to the previous paragraphs, the authorized member of the Board of Directors will conduct the election of the vote counters in the RGM and propose the persons recommended by the Board of Directors for these positions. Each candidate or opposing candidate must agree with their candidature.
4. After electing the vote counters the authorized member of the Board of Directors will propose the approval of the Rules of Procedures of the RGM in the wording given to the shareholders during the presentation before the opening of the RGM. They will also be informed of any amendments or changes (counter proposals) to the proposed Rules of Procedures. Any amendments or changes to the Rules of Procedures must be proposed by the shareholders and delivered to the Chairman of the RGM no later than

before the opening of the approval of the Rules of Procedures and the voting. Any proposals delivered late will not be taken into consideration.

5. The authorized member of the Board of Directors conducts the election of the Chairman of the RGM, the minutes clerk and two verifiers of the minutes and proposes the persons designated for these functions provided by the Board of Directors. Each candidate or opposing candidate must agree with their candidature. The Chairman of the RGM need not be a shareholder or his/her representative; the verifier of the minutes must always be a shareholder or his/her representative. The proposal of the Board of Directors for the election of these bodies of the General Meeting is voted in one round of voting, i.e. "en block". In the case that this proposal of the Board of Directors is not approved, a separate vote is taken on each person proposed to be in the body of the General Meeting in accordance with the submitted proposals and in the sequence order in which they were submitted.
6. Persons proposed for the bodies of the General Meeting (Chairman of the RGM, minutes clerk, verifiers of minutes and vote counters) are elected by a simple majority of present votes taking into consideration the weight of the votes (number of shares). Exact number of votes will consequently be used in subsequent ballots. The same is valid for further elected bodies of the RGM and for adopting the Rules of Procedures.
7. After the election of the Chairman of the RGM, they will immediately start to execute their function and continue with the agenda of the General Meeting according to the published letter of invitation.
8. The RGM is conducted by its Chairman according to the agenda stated in the letter of invitation and according to the adopted Rules of Procedures. All persons present in the RGM are obliged to follow the instructions of the Chairman of the RGM and participate in discussions after the Chairman of the RGM will give them the floor.
9. Reports and proposals stated in the agenda of the RGM are presented by the reporting persons stated by the Board of Directors or the Supervisory Board or the shareholder who requested the RGM to be called or proposed a point in the agenda.
10. Any proposals submitted in accordance with the law (Section 180 of the Commercial Code), as well as counter proposals or requirements for explanation to the RGM, Rules of Procedures, reports or proposals submitted by reporting persons to the bodies of the company or the bodies of the RGM or objections concerning the decisions of the RGM may be submitted by the present shareholders or authorized persons, in particular in written form handed over to the Chairman of the General Meeting. In the submission it is necessary to indicate the shareholder (name and surname, business name, residence and registered office) and the number of votes which the shareholder or representative can use in the RGM. If it is not excluded from the nature of the manner, requests for explanations are immediately settled directly in the Information Centre of the ERGM by answers from the persons stated for this purpose by the Board of Directors; settlement in this manner is indicated in the submission. The other written submissions are passed to the Chairman of the RGM later. All written submissions handed over to the RGM Information Centre are attached and merged with the minutes from the RGM. The Chairman of the RGM or (up to their election) the authorized member of the Board of Directors accepts in the interest of rationally conducting the RGM or, if it results

from the nature of the discussed point on the agenda of the discussions and from the course of discussions on the respective point, that the indicated submissions have also been made by the shareholder orally then after settlement the further stipulation of these Rules of Procedures are applied adequately.

11. If the written submissions contain proposals for change or counter proposals to the proposals submitted during the discussion of the RGM by the persons reporting, they will be used for voting in the sequence order in which they were delivered. Such submissions can only be made, if the Commercial Code does not state otherwise, no later than up to the start of the voting or repeated voting on the respective point of the agenda of the RGM or the stated question; late submissions will not be taken into consideration during the voting. In the case of the approval of a certain proposal or counter proposal on the discussed point of the agenda of the RGM, further proposals or counter proposals will not be voted on.

Voting

12. Voting is done using the voting slip which the shareholder will receive during the presentation. The voting slip contains the name or business name of the shareholder and the number of votes which the shareholder is authorized to vote with. The voting is conducted by the Chairman of the RGM or an authorized member of the Board of Directors.
13. The subject of voting may only be proposals or counter proposals which concern the discussed agenda of the General Meeting which are sufficiently understood and certain so that approval is in accordance with the law, articles, does not cause any interpretation problems or difficulties and can be executable. The Chairman of the RGM decides on the capability of the proposal or the counter proposal which is the subject of voting. If the Chairman of the RGM refuses to vote on the proposal or counter proposal due to incapability, this will be indicated in the minutes from the RGM. The voting rights of the shareholder are governed by the nominal value of their shares so that each share with a nominal value of CZK 1 represents 190 votes.
The type, form and appearance of shares does not have any influence on the shareholders rights. In the General Meeting, firstly there is voting on the proposal of the Board of Directors or the Supervisory Board if the General Meeting is called by the Supervisory Board or on the proposal of the shareholder who requested to call the General Meeting. Only then is there voting on proposals or counter proposals from other shareholders in the sequence order in which these proposals or counter proposals were received by the Chairman of the General Meeting.
Proposals and counter proposals or proposals which are included in the letter of invitation to the General Meeting
or if the decision of the General Meeting regarding this proposal or counter proposal
is the subject of a notarial record, they can be discussed and voted on only if the shareholder delivered such proposal or counter proposal in writing to the company a minimum of five working days before the date of the General Meeting. This is not valid in the case of proposals for electing specific persons onto the company bodies.

14. Shareholders vote on the call of the Chairman of the ERGM or the authorized member of the Board of Directors so that on the basis of the call if they are for or against the proposal or abstain from voting, they raise hands with the voting slip.
15. The results of the voting are declared by the Chairman of the RGM. The actual number of votes present at the time of voting is evaluated according to the total of counted votes.
16. For the approval of the proposal or counter proposals, a simple majority of votes by the shareholders present is sufficient, unless the law or Articles of the company require a higher majority – qualified.

Minutes and standard general provisions

17. Minutes from the RGM containing all requirements stated by the article of the company, the respective generally binding legal regulations and the Rules of Procedures of the ERGM are archived in the basic documents of the company. Each shareholder is entitled to request the Board of Directors in writing for the provision of a copy of the minutes or parts of at the costs of the shareholder. The minutes are signed by the Chairman, the minutes clerk and the minute verifiers from the RGM. The list of present shareholders which is an amendment to the minutes, is signed by the Chairman and the minutes clerk.
18. The Chairman of the RGM ensures a dignified and undisturbed course. They are entitled to intervene or issue a respective command to the body for action against anybody who may disturb the RGM through their behaviour and conduct during the RGM. They are entitled to expel such a person from the RGM, as well as expel persons who are not shareholders or bodies elected to the RGM.
19. In the case of any queries in the interpretation of any of the provisions of these Rules of Procedures or in the case of the origination of any unexpected facts by these Rules of Procedures, the interpretation of the operatively issued instructions of the Chairman of the RGN is binding.