

# Minutes

*from the regular General Meeting of the company*

***BGS Energy Plus a.s.,***

*registered office Světlá nad Sázavou, Zámecká 7, Postcode 582 91*

*held on 14.6.2010 in the registered office of the company*

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## *1.*

### ***Opening and checking of the capability of the General Meeting to adopt resolutions***

The General Meeting was opened at 10:00 by the Chairman of the Board of Directors, Aleš Radil, who welcomed the present shareholders, members of the company bodies and guests and presented the **agenda of the General Meeting** in accordance with the notification of the regular General Meeting published in the Commercial Bulletin and published in the nationally distributed daily [idenik.cz](http://idenik.cz), which was published on the website [www.idenik.cz](http://www.idenik.cz) on 12.5.2010 as follows:

- 1. Opening and checking of the capability of the General Meeting to adopt resolutions**
- 2. Election of the bodies of the General Meeting**
- 3. Report of the Board of Directors of the company on the business activity of the company and the balance of company assets in 2009, submission of the regular and consolidated Financial Statement for 2009 produced at 31.12.2009, including the statement of the auditor, submission of the report of the Board of Directors and the relations between linked persons according to Section § 66a par. 9 of the Commercial Code and the proposal for settlement of the economic result for 2009**
- 4. Report of the Supervisory Board in 2009, standpoint of the Supervisory Board on the Regular and Consolidated Financial Statement, proposal for settlement of the economic result for 2009 and standpoint on the investigation of the Report on relations between linked subjects according to Section 66a, par. 9 of the Commercial Code.**
- 5. Approval of the Regular and Consolidated Financial Statement for 2009.**
- 6. Approval of the proposal for settlement of the economic result for 2009.**
- 7. Conclusion**

The notification of the calling of the Regular General Meeting of the company is in **Appendix No 1** to these minutes.

The Chairman of the Board of Directors, Aleš Radil, notified the present shareholders that all the company shares relate to the total of 152,090,000 votes and according to the list of present participants as at 10:00 a.m., the shareholders present in the General Meeting have 114,589,980 votes which represent 75.34 % of the votes of all shares and he stated that the General Meeting is capable of adopting resolutions and is able to take decisions. He also stated that the Board of Directors refused to write into the list of present participants Pavel Chlistkovský, born on 8.7.1946, residing at Prague – Smíchov, Pravoúhlá 2015/30, who stated that he is a shareholder of the company BGS Energy Plus a.s., when he previously purchased shares approximately nine

months ago from the securities dealer Atlantik finance. However Mr. Chlistovský did not present any document pursuant to the provisions of Section 156, par. 7 of the Commercial Code proving that he is a shareholder of the company at the decisive date. For this reason, the Board of Directors of the company refused to register Mr. Chlistovský into the list of present participants so that Mr. Chlistovský could be given the opportunity to be present in the General Meeting, however, without the possibility to execute a shareholders rights.

## 2.

### *Election of the bodies of the General Meeting*

Mr. Aleš Radil proposed that the General Meeting elect Marie Novotná as the scrutator in this General Meeting.

He stated that this candidate proposed by the Board of Directors expressed her consent for her candidacy. Moreover, he stated that in the general assembly and in the information centre there were no other proposals, counter proposals or requests for explanation and, therefore, the Chairman of the Board of Directors called the present participants to vote by acclamation regarding the election of the proposed candidate.

Result of voting: in favour – 100%, against - 0, abstain – 0.

The Chairman of the Board of Directors, Aleš Radil, stated after the voting that it is evident from the voting that the scrutator of the General Meeting was elected in one accord.

The Chairman of the Board of Directors proposed that the present shareholders approve the Agenda of this regular General Meeting which was submitted by the Board of Directors of the company. He stated that the proposal for the Agenda of the General Meeting was given to all present shareholders during the presentation.

From plenum and in the information centre of the Regular General Meeting there were no counter proposals and, therefore, the Chairman of the General Meeting called the present shareholders to vote by acclamation for the approval of the Agenda.

After the vote, the Chairman of the General Meeting stated that the Agenda was approved by a simple majority of votes of the present shareholders. The approved Agenda will become the integral **Appendix No. 2** to these minutes.

Result of voting: in favour – 100%, against - 0, abstain – 0.

The Chairman of the Board of Directors proposed that the Chairman of the Regular General Meeting be elected as Štěpán Schenk, attorney in the Law Office Novák, Hlína, Schenk, Příkazská and partners and also proposed that the present shareholders elect the further bodies of the Regular General Meeting as follows:

- Minute taker: Aleš Radil
- Verifiers of the minutes: JUDr. Ing. Zdeněk Radil, Radim Hruža

The Chairman of the Board of Directors stated that candidates proposed by the Board of Directors of the company agreed with their candidatures.

As in the plenum and in the information centre of the General Meeting there were no other proposals, counter proposals or requests for explanation, the Chairman of the General Meeting called on the present shareholders to vote by acclamation.

Result of voting: in favour – 100%, against - 0, abstain – 0.

After the election, the Chairman of the Board of Directors stated that the Chairman of the Board of Directors, the minute taker of the Regular General Meeting and the verifiers of the minutes were elected by the General Meeting in one accord.

### 3.

***Report of the Board of Directors of the company on the business activity of the company and the balance of company assets in 2009, submission of the regular and consolidated Financial Statement for 2009 produced at 31.12.2009, including the statement of the auditor, submission of the report of the Board of Directors and the relations between linked persons according to Section § 66a par. 9 of the Commercial Code and the proposal for settlement of the economic result for 2009***

In accordance with the Agenda of the General Meeting, the Chairman of the General Meeting requested the Chairman of the Board of Directors of the company, Aleš Radil, to present the Report on the results of business activity in 2009, the balance of company assets, submission of the regular and consolidated Financial Statement and the proposal for settlement of the economic result in 2009. The presented report of the Board of Directors in written form is an integral part of **Appendix No. 3** of these minutes. The Chairman of the Board of directors proposed that the loss of the company in 2009 of CZK 3.879 thousand as reported in the Regular Financial statement was settled so that it will be transferred to account 429 - unpaid loss from the previous year and it will be paid from profit accrued in future periods.

The Chairman of the General Meeting thanked the Chairman of the Board of Directors for his report and asked the forum of shareholders and the information centre for any requests for explanation, comments or written submissions to this discussed point. No such submissions were submitted on the part of the shareholders in written or oral form and, therefore, the discussion of this point of the agenda of the Regular General Meeting was concluded.

### 4.

***Report of the Supervisory Board in 2009, standpoint of the Supervisory Board on the Regular and Consolidated proposal for settlement of the economic result for 2009 and standpoint to the investigation of the Report on relations between linked subjects according to Section 66a, par. 9 of the Commercial Code.***

The Chairman of the General Meeting, Mgr. Štěpán Schenk asked the Chairman of the Supervisory Board, JUDr. Ing. Zdeňek Radil to present the Report on the activity of the Supervisory Board of the company in 2009, its standpoint to the Regular and Consolidated Financial Statement for 2009, the proposal for the payment of the loss in 2009 and the investigation of the Report on relations between linked subjects according to Section 66a par. 9 of the Commercial Code. The report of the Supervisory Board of the company submitted in writing is an integral part of **Appendix No. 4** to these minutes.

The Chairman of the Regular General Meeting asked the plenum of shareholders and the information centre for any requests for explanations, comments, questions, objections or protests. No such submissions were made by the shareholders in writing or oral form and, therefore, the discussion on point 4 of the agenda of the Regular General Meeting was concluded.

## 5.

### *Approval of the Regular and Consolidated Financial Statement for 2009*

The Chairman of the General Meeting continued with the discussions of the Regular General Meeting and stated that Regular and Consolidated Financial Statement prepared as at 31.12.2009 was available for shareholders from 12.5.2010 in the registered office of the company and the main – selected data from the Financial Statement was contained in the notification on the calling of the Regular General Meeting advertised in the Commercial Bulletin and the nationwide distributed daily periodical idenik.cz. The Regular and Consolidated Financial Statement was submitted to the shareholders in the General Meeting and therefore all conditions necessary for voting in the General Meeting on the approval of the Financial Statement were fulfilled.

The Chairman of the Regular General Meeting presented this proposal from the Board of Directors:

*a) The Regular General Meeting of the company approves the Regular Financial Statement prepared as at 31.12.2009 in the wording submitted to the Regular General Meeting of the company.*

*b) The Regular General Meeting of the company approves the Consolidated Financial Statement prepared as at 31.12.2009 in the wording submitted to the Regular General Meeting of the company.*

*c) The Regular General Meeting takes into consideration the Report of the Board of Directors of the company on the results of the business activity of the company for 2009 and on the balance of its assets in the submitted wording.*

*d) The Regular General Meeting takes into consideration the Report of the Supervisory Board on its activity for 2009, including the standpoint of the Supervisory Board to the Regular and Consolidated Financial Statement for 2009 and the standpoint on the investigation of the Report*

*on relations between linked persons according to Section 66a par. 9 of the Commercial Code for 2009.*

The Chairman of the Regular General Meeting asked the shareholders whether they have any proposals or counter proposals to the submitted proposal, comments, requests for explanation or protests. None of such submissions were made in writing or in oral form and therefore voting on the proposal of the Board of Directors commenced.

The Chairman of the General Meeting called on the shareholders present to vote on the above mentioned submitted proposal by acclamation:

Result of voting: in favour – 100%, against - 0, abstain – 0.

After the voting the Chairman of the General Meeting stated that the regular and the Consolidated Financial Statement for 2009 was adopted in one accord.

## 6.

### ***Approval of the proposal for settlement of the economic result for 2009***

The Chairman of the General Meeting, within the discussions concerning this point in the Agenda, repeated the proposal of the Board of Directors for payment of the loss reported in 2009 in accordance with the proposal of the Board of Directors under point 3 above as follows:

*The Regular General Meeting decided regarding the payment of the loss for 2009 in the amount of CZK 3.879 thousand that this loss will be transferred to account 429 – unpaid loss from previous years and paid from profit to be made in future periods.*

The Chairman of the Regular General Meeting asked the shareholders whether they have any proposals or counter proposals to the submitted proposal, comments, requests for explanation or protests. None of such submissions were made in writing or in oral form and therefore voting on the proposal of the Board of Directors commenced.

The Chairman of the General Meeting called on the shareholders present to vote on the approval of the above mentioned payment of the loss for 2009 by acclamation:

Result of voting: in favour – 100%, against - 0, abstain – 0.

After the voting the Chairman of the General Meeting stated that the proposal for the payment of loss for 2009 submitted by the Board of Directors was approved in one accord.

## 7.

### ***Conclusion***

The Chairman of the Regular General Meeting. Mgr. Štěpán Schenk stated that the Agenda of this regular General Meeting was now complete and stated that this **General Meeting in all cases, 100% of the present votes:**

- *decided on the selected bodies of the Regular General Meeting*
- *approved the Rules for the procedures of the company*
- *approved the Regular and Consolidated Financial Statement for 2009.*
- *approved the proposal for the settlement of the loss of the company for 2009 as it was presented*

The Chairman of the Regular General Meeting concluded the discussions of the General Meeting at 10:45 a.m.

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These minutes from the discussions of the Regular General Meeting of the company BGS Energy Plus a.s. held on 14.6.2010 in the registered company is comprised of:

- \*Appendix No. 1 – Notification of the Regular General Meeting
- \*Appendix No. 2 – Rules of procedures
- \*Appendix No. 3 – Report of the Board of Directors
- \*Appendix No. 4 – Report of the Supervisory Board
- \*Appendix 5 – List of present participants, including confirmation on the storage of shares

During the Regular General Meeting no requests were submitted concerning explanations, proposals, counter proposals, declarations or protests of shareholders which are stated in this minutes.

Světla nad Sázavou, 14.6.2010

Recorded by:	Aleš Radil
Verifier of the Minutes	JUDr. Ing. Zdeněk Radil
	Radim Hrůza
Chairman of the General Meeting:	Mgr. Štěpán Schenk