

**Draft of GM resolutions of the company BGS Energy Plus a.s.
to be adopted on Annual General Meeting**

Agenda of the GM and proposal resolutions

1. Opening and check of the quorum of the General Meeting

No resolution

2. Election of the bodies of the General Meeting

BOD proposal for election of the bodies of the GM is as follows:

Chairman of the GM: Stepan Schenk

Recorder of the minutes: Ales Radil

Verifiers of the minutes: Zdenek Radil, Radim Hruza

Scrutator:(to be added later)

3. Report by the Board of Directors on the Company's business activities and its assets for the year 2012, submitting of the regular (annual) and consolidated balance sheet reports for the year 2012 including auditor's statement, proposal by the Board of Directors for the approval of the regular (annual) and consolidated balance sheet reports for the year 2012, and report on controlling relationship for the year 2012 pursuant Article 66a Section 9 of the Czech commercial code and proposal of the Board of Directors for the allocation of the financial result for the year 2012

No resolution – only discussion

4. Report by the Supervisory Board on its controlling activity in the year 2012, statement by the Supervisory Board to regular (annual) and consolidated balance sheet reports for the year 2012, statement by the Supervisory Board to the proposal the Board of Director's for the allocation of the financial result for the year 2012 and opinion of the Supervisory Board on report on controlling relationships pursuant Article 66a Section 9 of the Czech commercial code

No resolution – only discussion

5. GM resolution on the Company's regular (annual) and consolidated balance sheet reports for the year 2012

The BOD proposes to adopt the following resolutions:

- a) GM approves on the Company's regular (annual) balance sheet report for the year 2012 as submitted
- b) GM approves on the Company's consolidated balance sheet report for the year 2012 as submitted
- c) GM takes into account the report of the Board of Directors on the Company's business activities and its assets for the year 2012
- d) GM takes into account the report of the Board of Directors on controlling relationship for the year 2012 pursuant Article 66a Section 9 of the Czech commercial code including the opinion of the Supervisory Board on the same

6. GM resolution on the Board of Director's proposal for the allocation of the financial result for the year 2012

The BOD proposes to adopt the following resolutions:

GM approves on allocation of the financial result for the year 2012 – the profit amounting to 4 355 ths Czech crowns to be distributed as follows:

- 218 ths Czech crowns – to reserve fund - account 421
- 4 137ths Czech crowns – to retained earnings of previous years – account 428.

7. Conclusion

No resolution