

**ANNOUNCEMENT OF THE ANNUAL GENERAL MEETING**  
of the company  
**BGS Energy Plus a.s.**

with its registered office in Světlá nad Sázavou, Zámecká 7, postal code 582 91  
company number 28089880,  
registered in the company register held by the County Court in Hradec Králové, section B, file 2840

The Board of Directors of the company BGS Energy Plus a.s. (hereinafter just “Company”) convenes ANNUAL GENERAL MEETING of the Company, which will be held on 30 June 2014 at 11:00 a.m. in Horní Bohušice 853, Světlá nad Sázavou, Czech Republic.

**The agenda of the Annual General Meeting will be as follows:**

1. Opening and check of the quorum of the General Meeting
  2. Election of the bodies of the General Meeting
  3. Resolution upon change of Articles of Association
  4. Report by the Board of Directors on the Company’s business activities and its assets for the year 2013, submitting of the regular (annual) and consolidated balance sheet reports for the year 2013 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 2013, and report on controlling relationship for the year 2013 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 2013
  5. Report by the Supervisory Board on its controlling activity in the year 2013, statement by the Supervisory Board to regular (annual) and consolidated balance sheet reports for the year 2013, statement by the Supervisory Board to the proposal the Board of Director’s for the allocation of the financial result for the year 2013 and opinion of the Supervisory Board on report on controlling relationships pursuant Article 66a Section 9 of the Czech commercial code
  6. GM resolution on the Company’s regular (annual) and consolidated balance sheet reports for the year 2013
  7. GM resolution on the Board of Director’s proposal for the allocation of the financial result for the year 2013, resolution upon cancelation of reserve fund
  8. GM resolution on approval upon agreement on performance of an office of a member of the supervisory board
  9. Closing
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The registration of shareholders for the Annual General Meeting starts at 10:30 at the venue of the Annual General Meeting. Shareholders – legal entities identify themselves by excerpts from the company register or similar register (in original or notarized copy) issued not later than 1 month as of the date of Annual General Meeting. Shareholders – individuals identify themselves by a valid document (identity card or passport). Representatives of shareholders must present written power of attorney (in original or notarized copy) detailing the extent of transferred powers before opening of the Annual General Meeting.

The decisive date for access to the Annual General Meeting is June 23rd, 2014 pursuant article 22 section 5 of the valid Statutes of the Company. To execute the shareholder’s rights at the Annual General Meeting (including but not limited to voting rights) is entitled a person being the shareholder of the Company on the decisive date.

The General Meeting shall be attended by the shareholders who were registered as owners of shares of the Company by the custodian of the emission of the immobilized securities of the Company as at the decisive date. The shareholders may alternatively meeting submit the proof that they were shareholders of the Company on the decisive day by means of the certificate (świadectwo depozytowe) issued by a member of the National Securities Depository in Poland, manages the shareholder’s securities account.

Shareholders are not entitled to any reimbursement of costs incurred in relation to their attendance of the Annual General Meeting.

**Drafts for resolutions:**

**ad 1)**

No draft resolution.

**ad 2)**

Will be proposed election of the bodies of the Annual General Meeting, i.e. chairman, clerk, two verifiers of the minutes and scrutineer as follows:

- *chairman: Mgr. Štěpán Schenk*

- *minutes writer: Aleš Radil*

- *minutes verifiers: Radim Hruža, JUDr. Ing. Zdeněk Radil*

- *scrutineer: Hana Kohoutová*

Reason: Board proposes this resolution pursuant § 422 of the Act No. 90/2012 Coll., on Business Corporations ( hereinafter only “ZOK”):

**ad 3)**

It is proposed to adopt the following resolution:

*The Annual General Meeting decided that pursuant to § 777 paragraph 5 of the ZOK the Articles of Association are subordinated to the ZOK as a whole.*

*The Annual General Meeting resolved that the Articles of Association of the Company with effect from the date of adoption of the decision shall be - except for the subordination provisions of the ZOK, which comes into force upon publication of this fact in the commercial register- changed and completely replaced by a new full text of the Articles of Association which shall be annexed to the minutes of the Annual General Meeting and the notarial deed , which will be written about this decision of the Annual General Meeting. (text of the draft amendments of the Articles of Association constitutes an Appendix 1 to this invitation)*

Reason: The Board of Directors proposes the adoption of the proposed text of the Articles of Association as they are submitted. Draft of the Articles of Association subordinates to the new legislation effective from 1 January 2014, i.e. ZOK. Some of the changes to the Articles of Association are also required by a new regulation under the Act No. 89/2012 Coll. - the Civil Code. Model of Articles of Association shall be changed to the so called “German model”, when the board is elected and dismissed by the Supervisory Board and the Supervisory Board also approves the remuneration of directors and agreement on performance of an office of a member of the supervisory board. The Supervisory Board shall be in the future composed of one-man. A significant change is also a change in the definition of the rights and obligations of the shareholders against the company and vice versa and change of the conditions for convening the General Meeting.

Each shareholder has the right to see the draft of Articles of Association for free in the headquarters of the company from the date of publication of this notice to the General Meeting. A shareholder has the right to demand to serve him a copy of the Articles of Association draft to the address of his registered office or residence.

**ad 4)**

No draft resolution.

**ad 5)**

No draft resolution.

**ad 6 )**

It is proposed to adopt the following resolution:

- a) *The Annual General Meeting approves the annual financial statements prepared as at December 31, 2013 as submitted to the Annual General Meeting.*
- b) *The Annual General Meeting approves the consolidated financial statements prepared as at December 31, 2013 as submitted to the Annual General Meeting.*
- c) *The Annual General Meeting takes into account the report of the Board of Directors on the Company's business results for 2013 and its assets in the present text.*
- d) *The Annual General Meeting takes into account the report of the Supervisory Board on its activities for 2013 , including the opinion of the Supervisory Board on the annual and consolidated financial statements for 2013 and comments on the review of the report on relations between related parties in accordance with § 66a paragraph 9 of the Commercial Code for the year 2013.*

Reason: The Board of Directors proposes the adoption of that resolution, in accordance with § 435 paragraph 4 ZOK and § 447 paragraph 3 sack. The annual financial statements and consolidated financial statements for inspection by the shareholders at the company's website at [www.bgs - energy.cz](http://www.bgs-energy.cz) .

**ad 7 )**

It is proposed to adopt the following resolution:

*The Annual General Meeting decided to distribute the profit achieved in 2013 in the amount of CZK 3,273,407.24 as follows:*

*- The amount of CZK 3,273,407.24 - will be transferred to the account 428 - undistributed profit from previous years.*

*The Annual General Meeting decided to cancel the reserve fund, which is equal to 504 654 , - CZK booked on the account No. 421 and this amount of the canceled reserve fund shall be transferred to the account 428 - undistributed profit from previous years.*

Reason: The Board of Directors proposes the abolition of the reserve fund, which is not, following adopted changes of the Articles of Association, mandatory and the amount of the reserve fund will be transferred to the available resources. Profit achieved in 2013 is proposed to transfer to the account of undistributed profit from previous years, in order to create sufficient resources to cover the Company's business, respectively a potential losses in the future.

**ad 8)**

It is proposed to adopt the following resolution:

*The Annual General Meeting approves the draft of the agreement on performance of an office of a member of the supervisory board as presented by the Board of Director, including remuneration amounting to 1.500, - CZK per month.*

Reason: Approval of the agreement on performance of an office of a member of the supervisory board is required pursuant § 777 paragraph 5 ZOK, according to which such agreements must be customized with the new legislation, till June 30, 2014 .

In Světlá nad Sázavou on 30<sup>th</sup> of May 2014

The Board of Directors