

**INVITATION FOR THE REGULAR GENERAL MEETING**  
of the company  
**BGS Energy Plus a.s.**

with its registered office at Světlá nad Sázavou, Zámecká 7, postal code 582 91  
company ID 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”) according to §§ 366 and 367 of the Act No. 90/2012 Coll., on Business Corporations ( hereinafter only “BC Act”) convenes REGULAR GENERAL MEETING of the Company, which will be held on November 29th 2016 at 11:00 a.m. – legal office HSP & Partners advokátní kancelář v.o.s., at the address Prague, Vodičkova 710/31, Czech Republic.

**The agenda of the Regular 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. Decision on change of Statutes of the Company;
  4. Removal and election of the members of the board of directors;
  5. Removal and election of the members of the supervisory board;
  6. Change of the general meeting decision of 24<sup>th</sup> June 2016 on the approval of the financial statements of 2015 and the financial result of 2015;
  7. Closing.
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The registration of shareholders at the General Meeting starts at 9:30 at the venue of the General Meeting. Shareholders – legal entities identify themselves by actual excerpts from the company register or similar register (in original or notarized copy). 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 General Meeting. Shareholder's signature on a power of attorney must be officially certified.

The decisive date for access to the General Meeting is November 22nd, 2016 pursuant article 13 section 1 of the valid Statutes of the Company. To execute the shareholder's rights at the 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. Shareholders shall provide the proof that they were shareholders of the Company on the decisive day by means of a certificate (świadectwo depozytowe) issued by a member of the National Securities Depository in Poland, which manages the shareholder's securities account.

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

**Drafts for resolutions:**

**ad 1)**

No resolution is proposed to be adopted.

Statement of the Board of Directors: The General Meeting will be opened and presided by the person nominated by the Board of Directors until a moment of electing the chairman of the General Meeting.

**ad 2)**

No resolution is proposed to be adopted.

Statement of the Board of Directors: The bodies of the GM, i.e. chairman which will be also in the capacity of the scrutineer, minutes writer and minutes verifier, will be proposed for election. Specific candidates will be nominated later on, depending on the presence at the meeting.

**ad 3)**

It is proposed to adopt the following resolution:

*The General meeting of the Company decides on the following change of Statutes of the Company:*

*The wording of article 4 sec 1 newly reads:*

*The company represents a board member separately in its entirety.*

*The wording of article 11 sec 2 letter i) newly reads:*

*Election and removal of the members of the board of directors and the supervisory board;*

*The wording of article 11 sec 2 letter k) newly reads:*

*Approval of the agreement on performance for members of the board of directors and the supervisory board and a decision on any further transactions under § 61 of the Business Corporations Act;*

*The wording of article 16 sec 1 newly reads:*

*The board of directors has one member. Board member is elected and dismissed by the general meeting.*

*The wording of article 16 sec 2 newly reads:*

*The period of office of a board of director's members is 5 years and ceases upon the cases defined by law or these statutes. A member of the board of directors may be elected repeatedly.*

*The wording of article 16 sec 4 newly reads:*

*If the member of the board of directors resign from office, or if he is dismissed or if his office expires otherwise the new member of the board of directors must be elected by the general meeting within two months from the date when such a circumstance occurred. If the number does not decrease below half board members elected by the general meeting, the board may appoint substitute members until the next general meeting.*

*The wording of article 16 sec 5 newly reads:*

*The general meeting may elect alternates who enter the vacant office by the board of directors determined the order in which they were elected.*

*Article 18 is amended so that it complements the first paragraph, which reads:*

*1. The provisions of this Article 18 applies only if the board of directors has more than one member.*

*The other paragraphs of Article 18, ie. paragraphs 1 to 10 shall be renumbered as paragraphs 2-11.*

*The wording of article 20 sec 1 newly reads:*

*The board of supervisors is the inspection body of the company, it supervises the performance of powers of the board of directors and performance of business activity of the company. The member of the supervisory board may not be a member of the board of directors, procurist or a person authorized under commercial registration to act on behalf of the company.*

*The wording of article 21 sec 2 newly reads:*

*The period of office of a Board of director's member is 5 years and ceases upon the cases defined by law or these statutes. A member of the supervisor board may be elected repeatedly.*

**Reason:** It is proposed to change the model of the statutes from the so-called German model to English model, where the competence to elect the members of the board of directors and the competence to approve contracts for the performance of duties and other benefits to members of the board of directors passes from the supervisory board onto the general meeting.. The number of directors is reduced to one. Other changes relate to the change in the mechanism of electing the members of the board of directors. 5-year term of office of board of directors members is proposed for consistency with the law and the needs of Company. **Note:** Shareholders have the right, within a period from the

date of publication of this invitation to the general meeting of free approach into the draft amendments to the statutes.

**ad 4)**

It is proposed to adopt the following resolution:

*a) The general meeting decided to recall these board of director members:*

*ALEŠ RADIL, date of birth February 2<sup>nd</sup>, 1973, address Pod Kadlečákem 1200, 582 91 Světlá nad Sázavou*

*RADIM HRŮZA, date of birth October 1<sup>st</sup>, 1977, address Horní Bohušice 1246, 582 91 Světlá nad Sázavou*

*OKSANA BATALOVÁ, date of birth September 4<sup>th</sup>, 1983, Herlíkovická 1021/4, address Kbely, 197 00 Praha 9*

*Day of extinction: November 29<sup>th</sup>, 2016*

*b) The General Meeting decided on the election of the board of director member:*

*RADIM HRŮZA, date of birth October 1<sup>st</sup>, 1977, address Horní Bohušice 1246, 582 91 Světlá nad Sázavou*

*Date of appointment: November 29<sup>th</sup>, 2016*

Reason: The proposal is submitted with respect to the change in the number of the board of directors members and with respect to the proposed competency change to elect the members from the supervisory board to the general meeting.

**ad 5)**

It is proposed to adopt the following resolution:

*a) The General Meeting decided to recall a member of the supervisory board:*

*JUDr. Ing. ZDENĚK RADIL, date of birth January 31<sup>st</sup>, 1975, address Průhonická 217/31, Záběhllice, 106 00 Praha 10*

*Day of extinction: November 29<sup>th</sup>, 2016*

*b) The General Meeting decided on the election of the supervisory board member:*

*ROSTISLAV KOTLAS, date of birth February 2<sup>nd</sup>, 1972, address Ledčská 2984, 580 01 Havlíčkův Brod*

*Date of appointment: November 29<sup>th</sup>, 2016*

*Reason: The proposal is submitted with respect to the need for changes in the composition of the supervisory board.*

**ad 6)**

It is proposed to adopt the following resolution:

*The general meeting decides to cancel the decisions of the general meeting, which was held on June 24, 2016, i.e. decisions taken under paragraphs 5) and 6) of the agenda of the general meeting.*

*The general meeting approves the annual financial statements for 2015 and consolidated financial statements for 2015 as presented.*

*The general meeting approves the financial result achieved by the company in 2015 - a loss of 163.340,39 CZK so that this loss will be paid from retained earnings, which is booked at the account no. 428th*

*The general meeting approves the settlement of the total accumulated losses from previous years, which is booked as at December 31, 2015 at the account no. 429 in the amount of 3.879.792,15 thousand CZK, so that this loss will be paid from retained earnings from previous years, which is booked at the account no. 428th*

*The balance of retained earnings from previous years after payment of the total loss recorded in previous periods and losses reported for 2015, shall amount to CZK 11.230.054,91.*

*Reason: After the approval of the financial statements for 2015 and approval of the financial result for the 2015 made on the general meeting which was held on June 24, 2016, it was found that the some*

relevant figures and economic results of 2015 were not taken into account due to the change of the tax advisor of the company. Therefore, it is repeatedly submitted for approval the financial statements for 2015 and consolidated financial statements for 2015, which include the final and relevant economic figures for the year 2015. It is therefore proposed to abolish the decisions of the general meeting held on 24 June 2015 in this respect and their re-approval, including the proposal for the settlement of the result, as it comes out from the presented proposal. Company's financial statements and consolidated financial statements for the year 2015 are available to shareholders on the company's website [www.bgs-energy.cz](http://www.bgs-energy.cz).

In Světlá nad Sázavou on October 27<sup>th</sup> 2016

The Board of Directors