

Invitation to the Annual General Meeting of¹

ENERGOCHEMICA SE

The **Board of Directors of ENERGOCHEMICA SE**, with its registered office at Prosecká 851/64, Prague 9, Prosek, Postcode 190 00, ID No.: 241 98 099, entered in the Commercial Register kept by the Municipal Court in Prague, file no. H 502 (the “**Company**”),

hereby convenes

the annual general meeting of the Company

to be held on **30 June 2014 at 12:00 a.m.**

in the Company’s registered offices at Prosecká 851/64, Prague 9 - Prosek, postcode 190 00, Czech Republic, in the conference room on the second floor of Building A at the PROSEK POINT administrative centre (the “**General Meeting**”).

Agenda of the General Meeting:

1. Opening, election of the Chair, the minute-taker, tellers, and minute-verifiers;
2. Discussion on and approval of the Board of Directors’ Report on the Company’s Business Activities and the State of its Assets for the 2013 period and discussion on the Board of Directors’ executive summary under Section 118 (8) of Act No. 256/2004 Sb., on Capital Market Trading, as amended;
3. Discussion on and approval of the Supervisory Board’s Report for 2013, the Supervisory Board’s statement on the review of the Company’s annual financial statements for the accounting period from 1 January 2013 to 31 December 2013, the Company’s consolidated financial statements for the period from 1 January 2013 to 31 December 2013, the Board of Directors’ proposal for the settlement of the Company’s profit/loss for the period from 1 January 2013 to 31 December 2013, and discussion on the Supervisory Board’s opinion on the review of the Related Party Transaction Report for the 2013 period;
4. Discussion on the report of the Company’s audit committee on the results of its activity in 2013;
5. Resolution regarding the approval of the Company’s annual financial statements for the period from 1 January 2013 to 31 December 2013, and acknowledgement of the profit/loss generated by the Company;
6. Resolution regarding the approval of the Company’s consolidated financial statements for the period from 1 January 2013 to 31 December 2013;
7. Resolution regarding the approval of the settlement of the Company’s profit/loss;
8. Approval of the 2013 annual report and the consolidated financial statements for the year ended 31 December 2013;
9. Resolution regarding the appointment of the Company’s auditor to carry out the statutory audit of the Company’s financial statements for the 2014 period or during this period, if such audit is required by the applicable legal regulations, in line with the recommendations of the Company’s Audit Committee;

¹ The translation of this Notice of the Annual General Meeting of ENERGOCHEMICA SE will be published on 30 May 2014 at the latest on the Company’s website www.energochemica.eu.

10. Adoption of the new amended and restated Articles of Association of the Company;
11. Resolution regarding the Company's agreement to abide by Act No. 90/2012 Sb., on business companies and cooperatives (the Companies Act) as a whole, pursuant to Section 777(5) of the Companies Act;
12. Resolution regarding the dissolution of the Company's reserve fund and transfer of the monies from the reserve fund to the retained earnings account;
13. Conclusion.

The relevant date for participation in the General Meeting is 23 June 2014. The relevant day means the day on which the rights to participate in the General Meeting and to exercise shareholder rights, including voting at the General Meeting, are available to a person listed as a shareholder in the statutory register of securities on the record day. The shareholders shall participate in the General Meeting in person or by a proxy acting under a written power of attorney. A person listed in the register of investment instruments or in the register of book-entry securities as a custodian or as a person authorised to exercise the rights attached to the shares of the Company may represent a shareholder in exercising all the rights attached to the shares kept in the relevant account, including the voting at the General Meeting. The authorisation of such a person is proved upon registration by an extract from the statutory register of book-entry securities as of the relevant date to be produced by the Company.

Shareholders may also notify the granting or revocation of a power of attorney for representing a shareholder at the General Meeting by electronic means to the e-mail address: akcionari@energochemica.eu. Such notification must be furnished with an advanced electronic signature based upon a qualified certificate issued by an accredited provider of certification services. More details relating to receiving notifications of the granting or revocation of a power of attorney and the requirements as to their contents are available at the Company's website at www.energochemica.eu. If a shareholder's notification of the granting or revocation of a power of attorney for the representation of the shareholder at the General Meeting meets all the requirements prescribed, the Company will not request the submission of the original or an officially certified copy of the power of attorney upon the roll-call of the shareholders.

Shareholders' rights relating to the participation in the General Meeting and their exercise

At the General Meeting, shareholders may exercise their rights attached to the Company's shares, i.e. in particular vote, request and receive explanations of matters concerning the Company or persons controlled by the Company if such explanations are necessary to assess the content of the matters included in the agenda of the General Meeting or to exercise the shareholder rights at the General Meeting, to submit proposals and counterproposals regarding the matters included in the agenda of the General Meeting, and raise objections against resolutions of the General Meeting, either in person, via their authorised representative or their agents who produce a written power of attorney with the principal's signature officially authenticated, or via a custodian listed in the statutory register of securities. The costs associated with the participation in the General Meeting will be borne by the shareholders.

Number of shares and voting rights

The Company's share capital is CZK 2,088,900,000 (EUR 82,500,000) and is divided into 1,500,000 ordinary shares with a par value of CZK 1,392.60 (EUR 55) per share (the "Shares"). Each Share carries one vote. All the Shares are book-entry, registered and listed shares.

Participation in and voting at the General Meeting

The General Meeting successively discusses each point of its agenda. The Chair of the General Meeting is required to ensure that all proposals, counterproposals and requests for explanation are put forward at the General Meeting if they are related to the agenda of the General Meeting and if a shareholder insists on putting them forward to the General Meeting. Furthermore, the Chair is required to ensure that shareholders' requests for explanation relating to the affairs of the Company or the persons controlled by the Company are answered at the General Meeting if such explanations are necessary to assess the content of the matters included in the agenda of the General Meeting or to exercise the shareholder rights at the General Meeting, unless such requests involve cases where an explanation may be denied in compliance with applicable laws. An explanation may be provided in the form of a summary reply to multiple questions of a similar content. An explanation shall be deemed to have been provided to a shareholder even when the information was published on the Company's website no later than the day preceding the date of the General Meeting and is available to the shareholders at the venue of the General Meeting.

Voting is by a show of hands (voting by mail or voting by electronic means is not permitted by the Company's Articles of Association). The General Meeting decides by a majority vote of the shareholders present, unless a different majority is required by law or by the Company's Articles of Association.

Right to present proposals and counter-proposals

If a shareholder wishes to assert at the General Meeting counter-proposals to the proposals whose contents are specified in the invitation to the General Meeting, or if a resolution of the General Meeting must be recorded in the form of a notarial deed, the shareholder is required to deliver the written wording of his proposal or counter-proposal to the Company no later than five business days prior to the date of the General Meeting. This does not apply to proposals for the election of specific persons to the Company's bodies.

Shareholders may put forward their proposals regarding the matters included on the agenda of the General Meeting even before the invitation to the General Meeting is published. Proposals that are delivered to the Company no later than seven days prior to the publication of the invitation to the General Meeting shall be published by the Board of Directors together with the invitation to the General Meeting.

Requests for explanations of the Company's affairs, if such explanations are necessary for the assessment of the business to be transacted at the General Meeting, proposals and counter-proposals, other than counter-proposals that have to be delivered at least five business days prior to the General Meeting, may be submitted by shareholders, with the aim of facilitating the transacting of business by the General Meeting, to the Chair of the General Meeting in writing as of the commencement of the General Meeting until the General Meeting Chair's declaration that the General Meeting was concluded. The heading of the submission should specify whether the submission is a request for explanation, proposal, or counter-proposal. Requests for explanations, proposals, or counter-proposals must specify, under the text of the request for explanation, proposal, or counter-proposal, the name, birth number (or passport number if a non-resident natural person) and signature of the shareholder – natural person, or the corporate name and identification number (or a similar registration number if a non-resident legal entity) of the shareholder – legal entity, and the signature of the person authorised to act for and on behalf of the legal entity.

If shareholders require explanations of the Company's affairs the explanation of which is necessary for the assessment of the business to be transacted at the General Meeting, raise questions or make proposals and counter-proposals orally, they are required to ask for the floor by the raise of hand. As soon as the course of the General Meeting permits so, the Chair of the General Meeting will give them floor in the sequence they have asked for the floor. All shareholders are obliged to formulate their verbal statement so as to make it brief and comprehensible.

Right to request convocation of the General Meeting

A shareholder or shareholders of the Company who hold shares with a total par value of at least 1% of the share capital (the “**qualifying shareholder**”) have the right to ask the Board of Directors to convene a general meeting to discuss the proposed matters. The request will contain the proposed resolution or its justification.

Right to request the inclusion of a certain matter on the agenda of the General Meeting

If a qualifying shareholder so requests, the Board of Directors will include the matter designated by the qualifying shareholder on the agenda of the General Meeting on condition that a resolution is proposed with respect to each such matter or its inclusion is substantiated. If the request is delivered after the publication of the invitation to the General Meeting, the Board of Directors shall publish a supplement to the agenda of the General Meeting no later than five days prior to the scheduled date of the General Meeting or the relevant date for participation in the General Meeting, if set, in the manner stipulated by law and the Articles of Association for convening a general meeting.

Key data from the annual financial statements of the Company prepared under International Financial Reporting Standards for the period from 01/01/2013 to 31/12/2013 (in whole thousands of EUR)

Total assets:	102,733	Total equity and liabilities:	102,733
Current assets:	1,686	Equity:	102,446
Fixed assets:	101,047	Short-term liabilities:	287
Financial results - loss:	2,890		
Revenue:	569		

From 30 May 2014 until the date of the Company’s General Meeting (inclusive), the annual financial statements of the Company for the period from 01/01/2013 to 31/12/2013 will be available for inspection by shareholders at the Company’s registered office at Prague 9, Prosek, Prosecká 851/64, postcode 190 00, on business days (Monday to Friday) from 10 am to 3 pm. The annual financial statements of the Company for the accounting period from 01/01/2013 to 31/12/2013 will also be available on the Company’s website www.energochemica.eu under the ‘About Us’ tab, in ‘Mandatory Disclosures’. Together with the financial statements, the Board of Directors has also published the Report on the Company’s Business Activity and the State of its Assets; the report constitutes a part of the annual report.

Key data from the consolidated financial statements of the Company prepared under International Financial Reporting Standards for the period from 01/01/2013 to 31/12/2013 (in whole thousands of EUR)

Total assets:	145,872	Total equity and liabilities:	145,872
Current assets:	53,923	Equity:	97,608
Fixed assets:	91,949	Long-term liabilities::	20,260
		Short-term liabilities:	28,004
Financial results - loss:	44,081		
Revenue:	220,078		

From 30 May 2014 until the date of the Company’s General Meeting (inclusive), the consolidated financial statements of the Company for the accounting period from 01/01/2013 to 31/12/2013 will be available for inspection by shareholders at the Company’s registered office at Prague 9, Prosek, Prosecká 851/64, postcode 190 00, on business days (Monday to Friday) from 10 am to 3 pm. The

consolidated financial statements of the Company for the accounting period from 01/01/2013 to 31/12/2013 will also be available on the Company's website www.energochemica.eu under the 'About Us' tab, in 'Mandatory Disclosures'.

Key data from the Related Party Transaction Report for the 2013 accounting period

No detriment was caused to the Company in connection with the transactions concluded between the entities affiliated with the Company in the accounting period from 01/01/2013 to 31/12/2013 and no other acts or other measures have been taken during this period in the interest or at the initiative of the affiliated entities.

Manner and place of obtaining documents

Shareholders or any other persons authorised by the operation of law are entitled, with effect from 30 May 2013 until the date of the general meeting (inclusive), to the following:

- to inspect documents concerning the agenda of the general meeting, unless the law provides otherwise; the proposed resolutions of the general meeting including related proposals and counter-proposals put forward by the shareholders; or opinions of the Board of Directors on individual items of the agenda, at the Company's registered office on business days from 10 a.m. to 3 p.m.
- to receive, in hard copy, a form of the power of attorney for representing a shareholder at the General Meeting, at the Company's registered office at Prosecká 851/64, Prague 9-Prosek, Postcode 190 00, on business days (Monday to Friday) from 10 a.m. to 3 p.m., or request the delivery of the hard-copy form at their own expense and risk;
- to obtain from the Company's website at www.energochemica.eu, under the 'About Us', 'Mandatory Disclosures' link, a power of attorney in electronic form, or request the delivery of the electronic form at the e-mail address akcionari@energochemica.eu, and also obtain detailed information relating to the receipt of notices regarding the granting or revocation of a power of attorney for representation of a shareholder at the General Meeting;
- to obtain from the Company's website www.energochemica.eu, under the 'About Us', 'Mandatory Disclosures' link, documents in electronic form relating to the agenda of the General Meeting, unless the law provides otherwise;
- to obtain from the Company's website www.energochemica.eu, under the 'About Us', 'Mandatory Disclosures' link, proposed resolutions of the General Meeting in electronic form, including related proposals or counter-proposals presented by the shareholders or opinions of the Board of Directors on individual items of the agenda of the General Meeting;
- to be informed of the wording of the invitation to the General Meeting published in the Commercial Journal and on the iDenik.cz daily on 30 May 2014 and at the Company's website www.energochemica.eu under the 'About Us', 'Mandatory Disclosures' link.

The e-mail address akcionari@energochemica.eu is solely intended for the purposes stipulated in this invitation to the General Meeting.

Notice for shareholders

Registration of the shareholders will begin at 11:30 am on the day and at the venue of the General Meeting.

A shareholder who is a natural person shall produce a valid identity document. A shareholder who is a foreign natural person shall produce a travel document or a similar proof of identity. A shareholder – natural person may exercise his rights in person or via proxy. The proxy shall present the original or

an authenticated copy of a written power of attorney to represent the shareholder – natural person at the General Meeting. A proxy – natural person acting on behalf of a shareholder – natural person shall produce a valid identity document. A proxy – legal entity is subject to the rules below.

A shareholder who is a legal entity will exercise its rights via its authorised representative or proxy. Besides presenting his/her valid identity document, the person acting on behalf of the legal entity will also produce the original or an authenticated copy of an up-to-date extract from the Commercial Register or any other document substantiating the existence of the legal entity and the authorisation to act and the method of acting by the authorised representative of the shareholder – legal entity. In addition to his/her valid identity document, the proxy is required to also produce the original or an authenticated copy of a written power of attorney to represent the shareholder – legal entity at the General Meeting, or produce any other binding document (having the status of a public document) proving the authorisation. Documents used by a foreign shareholder or its proxy to prove their identity must be apostilled or legalised if the country of the shareholder's permanent residence or registered office is not a party to the Hague Convention Abolishing the Requirement for Legalisation for Foreign Public Documents of 5 October 1961 and the Czech Republic and the country of the shareholder's permanent residence or registered office have not signed a treaty on mutual legal assistance.

To grant a power of attorney, the shareholders may use the power of attorney form that will be made available in hard-copy form by the Company at its registered office from 30 May 2014 at the latest until the day of the General Meeting and published on its website www.energochemica.eu. In compliance with the foregoing provisions, the form may also be obtained by the shareholders in hard-copy form.

The signature on a written power of attorney for representation of a shareholder – individual must be officially authenticated.

Powers of attorney and extracts from the Commercial Register, or, as the case may be, their authenticated copies, shall be submitted upon registration. It follows from the foregoing that proxies are not required to produce the original or an authenticated copy of the written power of attorney at the time of the roll-call in case the shareholder notified the grant of the power of attorney for purposes of representation at the General Meeting electronically to the e-mail address akcionari@energochemica.eu.

The shareholders present and their proxies will register in the attendance list.

PROPOSED RESOLUTIONS

Re Point 1 on the agenda: Opening, election of the Chair, the minute-taker, tellers, and minute-verifiers

Proposed resolution

“The General Meeting elects:

[TO BE ADDED] as the Chair of the General Meeting

[TO BE ADDED] as the minute-taker

[TO BE ADDED] and [TO BE ADDED] as the minute-verifier

[TO BE ADDED] and [TO BE ADDED] as tellers.”

Point 2 on the agenda: Discussion on and approval of the Board of Directors’ Report on the Company’s business activities and the state of its assets for the 2013 period and discussion on the Board of Directors’ executive summary under Section 118 (8) of Act No. 256/2004 Sb., on Capital Market Trading, as amended

Opinion of the Board of Directors:

The objective of Point 2 on the agenda of the General Meeting is to discuss and approve the Board of Directors’ Report on the Company’s Business Activities and the State of its Assets for the 2013 period and discussion on the Board of Director’s executive summary under Section 118 (8) of Act No. 256/2004 Sb., on Capital Market Trading, as amended (“**Capital Market Trading Act**”).

The executive summary under Section 118 (8) of the Capital Market Trading Act contains a description of and information relating to the Company’s business activities and financial position, a description of management and internal control systems, information related to the Company’s shares and the rights and obligations attached to the shares, as well as a description of other facts in accordance with Section 118 (8) of the Capital Market Trading Act.

Proposed resolution:

“The General Meeting approves the Board of Directors’ Report on the Company’s Business Activities and the State of its Assets for the 2013 period in compliance with Article 12 (1) (d) of the Company’s Articles of Association. The Board of Directors’ Report forms Annex 1 hereto.”

Reasons:

The Board of Directors is required to prepare a report on the Company’s business activities and the state of its assets and submit it to the General Meeting for approval. Under Article 12 (1) (d) of the Articles of Association, the powers of the General Meeting include approving a board of directors’ report on the Company’s business activities and the state of its assets.

The Board of Directors’ executive summary under Section 118 (8) of the Capital Market Trading Act is not subject to voting by the Company’s shareholders.

Point 3 on the agenda: Discussion on the Supervisory Board's Report for 2013, the Supervisory Board's statement on the review of the Company's annual financial statements for the period from 1 January 2013 to 31 December 2013, the Company's consolidated financial statements for the period from 1 January 2013 to 31 December 2013, the Supervisory Board's proposal for the settlement of profit/loss for the period from 1 January 2013 to 31 December 2013, and discussion on the Supervisory Board's opinion on the review of the Related Party Transaction Report for the 2013 period

Opinion of the Board of Directors:

The objective of Point 3 on the agenda of the General Meeting is to discuss the Supervisory Board's Report for 2013, the Supervisory Board's statement on the review of the Company's annual financial statements for the period from 1 January 2013 to 31 December 2013, the Company's consolidated financial statements for the period from 1 January 2013 to 31 December 2013, the Supervisory Board's proposal for the settlement of profit/loss for the period from 1 January 2013 to 31 December 2013, and discussion on the Supervisory Board's opinion on the review of the Related Party Transaction Report for the 2013 period.

The report, opinion and statement relating to Point 3 on the agenda are not subject to voting by the Company's shareholders.

Point 4 on the agenda: Discussion on the report of the Company's audit committee on the results of its activity in 2013

Opinion of the Board of Directors:

The objective of Point 4 on the agenda of the General Meeting is to discuss the report of the Company's audit committee on the results of its activity in 2013 in compliance with Act No. 93/2009 Sb., on Auditors, as amended.

The report of the Company's audit committee on the results of its activity is not subject to voting by the Company's shareholders.

Point 5 on the agenda: Resolution regarding the approval of the Company's annual financial statements for the period from 1 January 2013 to 31 December 2013, and acknowledgement of the profit/loss generated by the Company

Proposed resolution:

"In compliance with Article 10 (2) (c) of the Articles of Association, the General Meeting approves the annual financial statements for the period from 1 January 2013 to 31 December 2013 and acknowledges the loss of EUR 2,890,494.37 (CZK 79,271,808.09) generated by the Company. The annual financial statements form Annex 2 hereto."

Reasons:

The Board of Directors is required to ensure that proper accounting is kept and to submit annual financial statements to the General Meeting for approval. Under Section 421 (2) (g) of the Companies Act and Article 10 (2) (c) of the Company's Articles of Association, the powers of the General Meeting include approving annual financial statements.

Point 6 on the agenda: Resolution regarding the approval of the Company's consolidated financial statements for the period from 1 January 2013 to 31 December 2013

Proposed resolution:

"In compliance with Article 10 (3) (c) of the Articles of Association, the General Meeting approves the Company's consolidated financial statements for the period from 1 January 2013 to 31 December 2013. The consolidated financial statements form Annex 3 hereto."

Reasons:

The Board of Directors is required to ensure that proper accounting is kept and to submit consolidated financial statements to the General Meeting for approval. Under Section 421 (2) (g) of the Companies Act and Article 10 (3) (c) of the Company's Articles of Association, the powers of the General Meeting include approving consolidated financial statements.

Point 7 on the agenda: Resolution regarding the approval of the settlement of profit/loss

Proposed resolution:

"In compliance with Article 10 (3) (c) of the Articles of Association, the General Meeting approves the proposal submitted by the Board of Directors for the settlement of the Company's loss for 2013 so that the loss of EUR 2,890,494.37 (CZK 79,271,808.09) will be carried to accounts as accumulated losses."

Reasons:

The Company reported a loss of EUR 2,890,494.37 (CZK 79,271,808.09) for 2013. As proposed by the Board of Directors, the loss is to be carried to accounts as accumulated losses.

Point 8 on the agenda: Approval of the 2013 annual report and the consolidated financial statements for the year ended 31 December 2013

Proposed resolution:

"In compliance with Article 12 (1) (d) of the Articles of Association, the General Meeting approves the Company's 2013 annual report and consolidated financial statements for the year ended 31 December 2013. The annual report and the consolidated financial statements form Annex 4 hereto."

Reasons:

The Board of Directors is required to submit annual reports to the General Meeting for approval. Under Article 12 (1) (d) of the Articles of Association, the powers of the General Meeting include approving the Company's annual reports.

Point 9 on the agenda: Resolution regarding the appointment of the Company's auditor to carry out the statutory audit of the Company's financial statements for the 2014 period of or during this period, if such audit is required by the applicable legal regulations, in line with the recommendations of the Company's Audit Committee

Proposed resolution:

"In compliance with Article 10 (3) (u) of the Articles of Association, the General Meeting adopts a resolution to appoint Mazars Audit s.r.o., with its registered office at Pobřežní 620/3, Prague 8, Postcode 186 00, Czech Republic, ID No.: 639 86 884, entered in the Commercial Register with the Municipal Court in Prague, File No. C 38404, as the Company's auditor to carry out the statutory audit of the Company's financial statements for the 2014 period of or during this period, if such audit is required by the applicable legal regulations, in line with the recommendations of the Company's Audit Committee."

Reasons:

In compliance with Article 10 (3) (u), the powers of the Company's General Meeting include the appointment of the Company's auditor.

Point 10 on the agenda: Adoption of the new amended and restated Articles of Association of the Company

Proposed resolution:

"The General Meeting hereby adopts the new amended and restated version of the Company's Articles of Association. The proposed new consolidated version of the Articles of Association forms Annex 5 hereto."

Reasons:

The reason for adopting a new version of the Company's Articles of Association is the effective legislation, i.e. Act No. 90/2012 Sb., the Companies Act, and Act No. 89/2012, the Civil Code, under which the Company's Articles of Association must be amended to comply with the new legislation in accordance with Section 777 (2) of the Companies Act.

Point 11 on the agenda: Resolution regarding the Company's agreement to abide by Act No. 90/2012 Sb., on Companies and Cooperatives (Companies Act) ("Companies Act") as a whole, pursuant to Section 777 (5) of the Companies Act

Proposed resolution:

“The General Meeting adopts a resolution to the effect that the Company agrees to abide by the Companies Act as a whole under Section 777 (5) of the Companies Act.”

Reasons:

The Company uses the opportunity to abide by the Companies Act as a whole under Section 777 (5) of the Companies Act and thus to avoid any ambiguities in the interpretation of relevant legal regulations, in particular of the law applicable to the Company.

Point 12 on the agenda: Resolution regarding the dissolution of the Company’s reserve fund and transfer of the monies from the reserve fund to the retained earnings account

Proposed resolution:

“The General Meeting hereby adopts a resolution to dissolve the Company’s reserve fund and to transfer the monies of EUR 6,977.31 (CZK 175,409.57) from the reserve fund to the retained earnings account.”

Reasons:

In connection with the adoption of the new amended and restated Articles of Association and the Company’s agreement to abide by the Companies Act as a whole under Section 777 (5) of the Companies Act, the Company uses the opportunity not to create a reserve fund in the future and to dissolve the existing reserve fund. Under the Companies Act, companies are not required to create a reserve fund. All monies from the reserve fund will be transferred to the retained earnings account.

All annexes referred to in this Invitation to the Company’s General Meeting and all proposed resolutions are available for inspection by the shareholders on the Company’s website at www.energochemica.eu, under the ‘About Us, ‘Mandatory Disclosures’ link, and at the Company’s registered office at Prosecká 851/64, Prague 9-Prosek, Postcode 190 00, on business days from 10 am to 3 pm until 30 May 2014.

Board of Directors of **ENERGOCHEMICA SE**