

**Notice of the Annual General Meeting of<sup>1</sup>**  
**ENERGOCHEMICA SE**

The **Board of Directors of ENERGOCHEMICA SE**, having its registered office at Prague 4 - Nusle, Hvězdova 1716/2b, postcode 140 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 **26 June 2013 at 1:00 p.m.**  
in the offices of Havel, Holásek & Partners s.r.o., Attorneys-at-Law,  
at Prague 1, Týn 645/12, Postcode 110 00  
(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 Director’s Report on the Company’s Business Activity and the State of its Assets for the 2012 accounting 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;
3. Discussion on and approval of the Supervisory Board’s Report for 2012, the Supervisory Board’s statement on the review of the Company’s annual financial statements for the accounting period from 23 December 2011 to 31 December 2012, the Company’s consolidated financial statements for the accounting period from 23 December 2011 to 31 December 2012, the Supervisory Board’s proposal for the distribution of profit for the period from 23 December 2011 to 31 December 2012, and discussion on the Supervisory Board’s opinion on the review of the Related Party Transaction Report for the 2012 accounting period;
4. Discussion on the report of the Company’s audit committee on the results of its activity in 2012;
5. Resolution regarding the approval of the Company’s annual financial statements for the accounting period from 23 December 2011 to 31 December 2012, and acknowledgement of the achievement of profit;
6. Resolution regarding the approval of the Company’s consolidated financial statements for the accounting period from 23 December 2011 to 31 December 2012;
7. Resolution regarding the distribution of the Company’s profit for the purposes of creating a reserve fund;
8. Resolution regarding the transfer of the remainder of the profit to the retained earnings account;
9. Approval of the annual report and the consolidated annual report of the Company prepared as at 31 December 2012;
10. Resolution regarding the appointment of the Company’s auditor that will audit the Company’s financial statements prepared for the entire period of 2013 or during this period, if such an audit

---

<sup>1</sup> The translation of this Notice of an Annual General Meeting of ENERGOCHEMICA SE will be published on 27 May 2013 at the latest in the company’s webpage [www.energochemica.eu](http://www.energochemica.eu).

is required by the applicable legal regulations, in line with the recommendations of the Company's Audit Committee;

## 11. Closing.

**The relevant date for participation in the General Meeting is 19 June 2013.** 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](mailto: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](http://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 that are part of the agenda of the General Meeting, and submit proposals and counterproposals, either in person, via their authorised representative or their agents who produce a written power of attorney, 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 3,798,000,000 (EUR 150,000,000) and is divided into 1,500,000 ordinary shares with a par value of CZK 2,532 (EUR 100) 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 Company's affairs that are on the agenda of the General Meeting are answered at the General Meeting, unless such requests involve cases where an explanation may be denied in compliance with the Commercial Code. 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 a supplementary explanation on the agenda items 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 a counter-proposal to a proposal, the content of which is specified in the notice of 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 items of the agenda of the General Meeting even before the notice of the General Meeting is published. Proposals that are delivered to the Company no later than 7 days prior to the publication of the notice of the General Meeting shall be published by the Board of Directors together with the notice of 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 the inclusion of a certain matter on the agenda of the General Meeting**

A shareholder or shareholders of the Company that hold shares with a total par value of at least 3% of the share capital have the right to ask the Board of Directors to convene a general meeting to discuss the proposed matters. Each of the proposed matters must be supplemented by justification or proposed resolution.

At the request of the abovementioned shareholder or shareholders, if each of the items of the proposal is supplied with justification or a proposed resolution and is delivered to the Board of Directors no later than 20 days prior to the relevant date, the Board of Directors will include the item designated by the shareholder(s) on the agenda of the General Meeting; if the request is delivered after the

publication of the notice of the General Meeting, the Board of Directors shall publish a supplement to the agenda of the General Meeting during the period of ten days prior to the relevant date in a manner prescribed by law and the Articles of Association for convening a general meeting. If such publication is no longer possible, the given item may only be included in the agenda of the General Meeting subject to the consent and presence of all the shareholders of the Company.

**Key data from the annual financial statements of the Company prepared under International Financial Reporting Standards for the period from 23/12/2011 to 31/12/2012 (in whole thousands of EUR)**

Total assets:	137,925	Total equity and liabilities:	137,925
Current assets:	63,802	Equity:	137,848
Fixed assets:	74,123	Short-term liabilities:	77
Financial results - profit:	34		
Revenue:	229		

From 27 May 2013 until the date of the Company's General Meeting (inclusive), the annual financial statements of the Company for the period from 23/12/2011 to 31/12/2012 will be available for inspection by shareholders at the Company's registered office at Prague 4 - Nusle, Hvězdova 1716/2b, Postcode 140 00, on business days (Monday to Friday) from 10 am to 3 pm. The annual financial statements of the Company for the period from 23/12/2011 to 31/12/2012 will also be available on the Company's website at [www.energochemica.eu](http://www.energochemica.eu) under the 'Information' link.

**Key data from the consolidated financial statements of the Company prepared under International Financial Reporting Standards for the period from 23/12/2011 to 31/12/2012 (in whole thousands of EUR)**

Total assets:	177,657	Total equity and liabilities:	177,657
Current assets:	103,763	Equity:	140,271
Fixed assets:	73,894	Long-term liabilities::	11,361
		Short-term liabilities:	26,025
Financial results - loss:	9,740		
Revenue:	93,492		

From 27 May 2013 until the date of the Company's General Meeting (inclusive), the consolidated financial statements of the Company for the period from 23/12/2011 to 31/12/2012 will be available for inspection by shareholders at the Company's registered office at Prague 4 - Nusle, Hvězdova 1716/2b, Postcode 140 00, on business days (Monday to Friday) from 10 am to 3 pm. The consolidated financial statements of the Company for the period from 23/12/2011 to 31/12/2012 will also be available on the Company's website at [www.energochemica.eu](http://www.energochemica.eu) under the 'Information' link.

**Key data from the Related Party Transaction Report prepared under Section 66a (9) of the Commercial Code for the 2012 period.**

No loss in connection with the transactions concluded between the entities affiliated with the Company has been incurred by the Company during the period 23/12/2011 to 31/12/2012 and no other acts or other measures have been taken during this period in the interest of the affiliated entities or their initiative.

### **Manner and place of obtaining documents**

Shareholders, or any other persons by the operation of law, are entitled, with effect from 27 May 2013 until the date of the General Meeting (inclusive), to the following:

- on business days (Monday to Friday) from 10 a.m. to 3 p.m., 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 at Prague 4-Nusle, Hvězdova 1716/2b, Postcode 140 00;
- 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 on business days from 10 a.m. to 3 p.m., or request the delivery of the hard-copy form at their own expense and risk;
- obtain from the Company's website [www.energochemica.eu](http://www.energochemica.eu), under the 'Information' link, a power of attorney electronic form, or request the delivery of the electronic form at the e-mail address [akcionari@energochemica.eu](mailto:akcionari@energochemica.eu), and also obtain detailed information relating to the receiving of notices of granting or withdrawing a power of attorney for representation of a shareholder at the General Meeting;
- obtain from the Company's website [www.energochemica.eu](http://www.energochemica.eu), under the 'Information' link, documents in electronic form relating to the agenda of the General Meeting, unless the law provides otherwise;
- obtain from the Company's website [www.energochemica.eu](http://www.energochemica.eu), under the 'Information' 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;
- be informed of the wording of the notice of the General Meeting in the Commercial Journal issue published on 27 May 2013, and in the iDenik.cz daily and at the Company's website [www.energochemica.eu](http://www.energochemica.eu) under the 'Information' link.

The e-mail address [akcionari@energochemica.eu](mailto:akcionari@energochemica.eu) is solely intended for the purposes stipulated in this notice of the General Meeting.

### **Notice for shareholders**

Registration of the shareholders will begin at 12:20 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 24 May 2013 at the latest until the day of the General Meeting and published on its website [www.energochemica.eu](http://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 the written power of attorney for representing the shareholder (whether a private individual or a legal entity) must be 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](mailto:akcionari@energochemica.eu).

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

Board of Directors of **ENERGOCHEMICA SE**