

# Notice<sup>1</sup> of an Extraordinary General Meeting of ENERGOCHEMICA, SE

The Board of Directors of ENERGOCHEMICA, SE, having its registered office at Moravská 1687/34, Prague 2, Postcode 120 00, ID No.: 241 98 099, entered in the Commercial Register with the Municipal Court in Prague, Section H, File 502, (the “Company”)

convenes  
an extraordinary general meeting  
to be held on **25 September 2012 at 3:00 pm**  
at the registered office of Havel, Holásek & Partners s.r.o., Attorneys-at-Law,  
at Týn 1049/3, Prague 1, Postcode 110 00  
(the “General Meeting”).

## Agenda:

1. Opening, election of the Chair, a minute-taker, tellers and minute-verifiers;
2. Resolution on the amendment to the Company’s Articles of Association;
3. Removal of a member of the Board of Directors
4. Election of members of the Board of Directors;
5. Removal of a member of the Supervisory Board
6. Election of members of the Supervisory Board;
7. Appointment of the auditor to audit the Company’s financial statements for 2012 based on the recommendation of the audit committee;
8. Removal of current members of the audit committee;
9. Appointment of new members of the audit committee;
10. Closing.

**The relevant date for participation in the General Meeting is 18 September 2012.** The relevant day means the day on which the rights to participate in the General Meeting and to exercise shareholder rights including voting are available to a person listed as a shareholders in the statutory register of the 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 tools or the register of book-entry securities as a custodian or as a person authorised to exercise rights attached to the shares may represent a shareholder in exercising all the rights attached to the shares kept in the given account, including 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 that shall be obtained 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 certification-service provider. 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 submission of the power of attorney upon registration of the shareholders.

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<sup>1</sup> The translation of this Notice of an Extraordinary General Meeting of ENERGOCHEMICA, SE will be published on the Company’s website at [www.energochemica.eu](http://www.energochemica.eu) on 22 August 2012.

## 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 explanation of matters involving 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 that prove their identity by presenting a written power of attorney with a legalised signature of the principal, or via a custodian listed in the statutory register of securities. The costs associated with the participation in the General Meeting shall be borne by the shareholders.

### Number of shares and voting rights

The Company's registered capital is CZK 3,798,000 and is divided into 1,500,000 ordinary shares with a nominal value of CZK 2,532. Each share with a nominal value of CZK 2,532 carries one vote. All shares are book-entry, registered and quoted shares.

### Participation in and voting at the General Meeting

The General Meeting gradually 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 are answered at the General Meeting unless such requests involve cases where an explanation may be rejected 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 (postal voting or voting by electronic means is not permitted by the Company's Articles of Association). The General Meeting decides by absolute majority of the shareholders present unless a different majority is required by law or 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 a notarial deed, the shareholder is required to deliver the written wording of their proposal or counter-proposal to the Company no later than five business days before the day of the General Meeting. This shall not apply if proposals for the election of specific persons in the Company's bodies are involved.

Shareholders may put forward their proposals to points that will be put on 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 before 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 as the course of the General Meeting permits so, the chairman of the General Meeting shall give them the floor in the sequence they have claimed the floor. All shareholders shall be obliged to formulate their verbal statement so as to make it brief and understandable.

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

The shareholder or shareholders of the Company that hold shares with a total nominal value of at least 3% of the registered 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, the Board of Directors, provided that each of the items of the proposal is supplied with justification or a proposed resolution and that it is delivered no later than 20 days before the relevant date, shall include the item designated by them on the agenda of the General Meeting; if the request is delivered after the publication of the General Meeting, the Board of Directors shall publish an addition 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 shareholders of the Company.

### Manner and place of obtaining documents

Shareholders or any other persons as arising from the law are entitled, with effect from 22 August 2012 until the day of the General Meeting (inclusive), to the following:

- on business days from 8 am to 4 pm, inspect the proposed amendment to the Articles of Association (or request, at their own expense and risk, the delivery of a copy of the proposed amendment) and other documents concerning the agenda of the General Meeting, unless the law provides otherwise, 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 points of the agenda, at the Company's registered office;
- receive, in hard-copy form, a power of attorney form for representing a shareholder at the General Meeting, at the Company's registered office on business days from 8 am to 4 pm, or request the delivery of the hard-copy form at their own expense and risk;
- obtain from the Company's website at [www.energochemica.eu](http://www.energochemica.eu) under the 'Information' link, a power of attorney form or request the delivery of the form at the e-mail address [akcionari@energochemica.eu](mailto:akcionari@energochemica.eu), and 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 at [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 agenda items of the General Meeting;
- be informed of the wording of the notice of the General Meeting in the Commercial Journal published on 22 August and in the iDenik.cz daily 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.

Essence of proposed amendments to the Articles of Association:

Since 2 July 2012, the Company's shares have been tradable on a regulated market. Therefore, in this context, the relevant provisions of the Articles of Association should reflect the applicable legal regulation. The proposal for an amendment to the Company's Articles of Association also includes rules governing the convening of a general meeting at the request of the Company's shareholder or shareholders, specification of the number of members of the Board of Directors, the Supervisory Board, or the manner of acting on the Company's behalf.

Hence, the amendment of the provisions of Article (5) (2), Article (9) (5), Article (12) (2) and (17) (2) of the Articles of Association will be presented for approval.

Notice for shareholders:

Registration of the shareholders will begin at 3:30 pm 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. A shareholder-individual may exercise their rights in person or via proxy. The proxy shall present an original or legalised copy of a written power of attorney to represent the shareholder-individual at the General Meeting. The proxy-individual acting on behalf of the shareholder-individual shall produce a valid identity document. A proxy-legal entity is subject to the rules below.

The shareholder who is a legal entity shall exercise their rights via its authorised representative or proxy. Besides presenting his/her valid identity document, a person acting on behalf of the legal entity shall also produce an original or legalised copy of an up-to-date extract from the Commercial Register or any other document showing the authorisation to act on behalf of the shareholder-legal entity. In addition to his/her valid identity document, the proxy is required to produce the original or a legalised 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 superlegalised 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 22 August 2012 until the day of the General Meeting and published on its website [www.energochemica.eu](http://www.energochemica.eu). In compliance with the previous provisions, the form may also be obtained by the shareholders in hard-copy form.

The signature on the written power of attorney for representing a shareholder-individual or legal entity must be legalised and, in such a case, apostilled or superlegalised in compliance with the requirements above.

Powers of attorney and extracts from the Commercial Register, or, as the case may be, their legalised copies shall be submitted upon registration. The shareholders present shall register in the list of shareholders present.