

**INVITATION  
TO THE GENERAL MEETING  
of Butadien Kralupy a.s.**

The Board of Directors of the joint-stock company **Butadien Kralupy a.s.**, Company Reg. No.: 278 93 995,  
with registered office at Kralupy nad Vltavou, O. Wichterleho 810, Mělník District, Postcode 278 01  
registered in the Commercial Register of the Municipal Court in Prague, in Section B, File 11842

**hereby calls**

**THE GENERAL MEETING**

**held on June 26, 2019 from 10.00 a.m. in the registered office of SYNTHOS Kralupy a.s. at the address:  
O. Wichterleho 810, Kralupy nad Vltavou, Postcode 278 01.**

**I. Agenda of the General Meeting:**

1. Opening and check of the quorum of the General Meeting
2. Approval of the agenda and the Rules of Procedure
3. Election of the bodies of the General Meeting
4. Report of the Board of Directors on business activities and state of the Company's assets for the year 2018
5. Report of the Supervisory Board on the review of Company's ordinary financial statements, set up as of 31/12/2018, on the review of the Proposal of the Board of Directors for distribution of the profit for the year 2018, and the Report on relations between the controlling entity and controlled entity and between the controlled entity and entities controlled by the same controlling entity for the year 2018
6. Report of the Supervisory Board on inspection activities of the Supervisory Board for the year 2018
7. Approval of the Company's ordinary financial statements for the year 2018
8. Decision on the distribution of the Company's profit for the year 2018
9. Decision on the conclusion of amendments to contracts with SYNTHOS Kralupy a.s. and TAMERO INVEST, s.r.o. which are necessary for the operation of the Butadien II production unit in 2019
10. Election of a member of the Supervisory Board of the Company nominated by UNIPETROL, a.s.
11. Closing

**II. Proposed resolution of the General Meeting**

The proposed resolution of the General Meeting and the table outlining the key parameters of the contracts amendments according to the item No 9 of the agenda form the integral part of this invitation.

**III. Participation in the General Meeting**

The General Meeting will be attended by the Company's shareholders who are entered in the list of the Company's shareholders as at the date that the General Meeting is held.

The registration of shareholders will begin in the place and on the day of holding the General Meeting from 9.45 a.m., in meeting room No. 219 on the 2nd floor of the administrative building of SYNTHOS Kralupy a.s.

Natural persons acting on behalf of a shareholder (a legal person) or representing a shareholder (a legal person) should present their valid identity card and evidence (power of attorney) proving their authorization to act on behalf or represent a shareholder (a legal person).

Correspondence voting at the General Meeting is not allowed.

Kralupy nad Vltavou, dated April 29, 2019

Dorota Smolarek-Szewczuk, Chairman of the Board of Directors  
Marek Rosciszewski, Vice Chairman of the Board of Directors  
Ing. Ladislav Varhaník, Member of the Board of Directors  
Martin Komůrka, Member of the Board of Directors

**Enclosure:**

- Proposed Resolution of the General Meeting
- The table outlining the key parameters of the contract amendments submitted under item No 9 of the General Meeting agenda

**Proposed Resolutions**  
**regarding individual items on the agenda of the General Meeting**  
**of Butadien Kralupy a.s.,**  
**held on June 26, 2019**

---

1. **Regarding item 2. )**  
The General Meeting approved the agenda and the Rules of Procedures.
2. **Regarding item 3. )**  
The General Meeting elected its bodies as follows:  
CHAIRMAN: Mr Ladislav Varhaník,  
RECORDING OFFICER: Mrs Ivana Vyhnánková,  
VERIFYING OFFICERS: Mrs Alexandra Kříčková  
Mr Martin Brož  
SCRUTINIZER: Mr Ondrej Fábry.
3. **Regarding item 4. )**  
**Report of the Board of Directors on the business activities and state of the Company's assets for the year 2018**  
**Proposed resolution:**  
The General Meeting approves the Report of the Board of Directors on the business activities and the state of the Company's assets for the year 2018.
4. **Regarding item 5. )**  
**Report of the Supervisory Board on the review of Company's ordinary financial statements, set up as of 31/12/2018, on the review of the Proposal of the Board of Directors for distribution of the profit for the year 2018 and the Report on relations between the controlling entity and controlled entity and between the controlled entity and entities controlled by the same controlling entity for the year 2018**  
**Proposed resolution:**  
The General Meeting takes due note of the Report of the Supervisory Board of the Butadien Kralupy a.s. on the review of Company's ordinary financial statements, set up as of 31/12/2018, on the review of the Proposal of the Board of Directors for distribution of the profit for the year 2018 and the Report on relations between the controlling entity and controlled entity and between the controlled entity and entities controlled by the same controlling entity for the year 2018.
5. **Regarding item 6. )**  
**Report of the Supervisory Board on inspection activities of the Supervisory Board for the year 2018**  
**Proposed resolution:**  
The General Meeting takes due note of the Report of the Supervisory Board of Butadien Kralupy a.s. on inspection activities for the year 2018.
6. **Regarding item 7. )**  
**Approval of the Company's ordinary financial statements for the year 2018**  
**Proposed resolution:**

The General Meeting approves in accordance with the Articles of Association of Butadien Kralupy a.s., Article 13 paragraph 13.1 letter (y) the Company's ordinary financial statements set up as of 31/12/2018.

**7. Regarding item 8. )**

**Decision on distribution of the Company's profit for the year 2018**

**Proposed resolution:**

The General Meeting approves, in accordance with the Articles of Association of Butadien Kralupy a.s. , Article 13 paragraph 13.1 letter (y) the proposal for distribution of the Company's profit for the accounting period of year 2018, amounting to **CZK 114,496,191.70** as follows:

a) In accordance with the provisions of Art. 7.1 of the Company's Articles, to pay a share in the profits equal to **CZK 114,496,188.00** to the Company's shareholders, which means the payment of a share equal to **CZK 190,826.98 per Company's share having a par value of CZK 500,000.00.**

b) The balance of the Company's net profit equal to **CZK 3.70** should be kept by the Company, thus the total amount of Company's retained profits for previous periods will be CZK 820,804,790.98.

The share in profit (dividend) shall be paid out to the shareholders against a written request addressed to the company. The dividend is payable against a payment request to be received from the shareholders, within one month of the date of approval of the decision of the General Meeting regarding the distribution of the company's profit for 2018. The written payment request must contain the shareholder's trade name, registered office, Company ID and bank details. The signatures in the request do not need to be certified. The dividend shall be paid out in Czech Crowns (CZK).

**8. Regarding item 9. )**

**Decision on the conclusion of the amendments to the contracts with SYNTHOS Kralupy a.s. and TAMERO INVEST s.r.o., which are necessary for the operation of the Butadien II production unit in year 2019**

**Proposed resolution:**

The General Meeting approves, in accordance with the Articles of Association of Butadien Kralupy a.s., Article 13 paragraph 13.1 letter (j), the change of the prices according to the spreadsheet, which was presented as a annex to the Invitation to the General Meeting of the company and therefore approves, the conclusion of the following amendments to the contracts with SYNTHOS Kralupy a.s. and TAMERO INVEST s.r.o., concerning deliveries and services in 2019, which are necessary for the due operation of the Butadien II production unit, as follows:

**SYNTHOS Kralupy a.s.**

Amendment No 9 to the Contract No. 19/2009 – Storage of liquids Services

Amendment No 9 to the Contract No. 20/2009 – Control Laboratory Services

Amendment No 9 to the Contract No. 12/2009 – Provision of PHHS Services

Amendment No 1 to the Contract No 19/2017 - Provision of services and supplies in order to provide comprehensive maintenance

**TAMERO INVEST s.r.o.**

Amendment No 9 to the Contract No. 24/2009 – Steam Supply 0,65MPa

Amendment No 9 to the Contract No. 25/2009 – Condensed Steam Supply

**9. Regarding item 11. )**

**Election of a member of the Supervisory Board of the Company nominated by UNIPETROL, a.s.**

**Proposed resolution:**

The General Meeting elects Mr ....., date of birth: ....., residing at ..... as Member of the Supervisory Board of Butadien Kralupy a.s. with effects as of June 26, 2019.

**The reasoning:**

The three year period of the office of Mr Martin Letko member of the Supervisory Board expired on May 25, 2019.

No.	Description	No. Of agreement		Planned price 2019	Expected price 2018	Planned price 2018	Real price 2017	Planned price 2017	Real price 2016	Planned price 2016	Real price 2015	Planned price 2015	Real price 2014	Planned price 2014	Real price 2013	Planned price 2013	Real price 2012	Planned price 2012	Real price 2011	Planned price 2011	Real price 2010	Planned price 2010	Planned price 2009	Unit
		Synthos	Butadien																					
1.	Condensate	55/2010	25/2009	73,22	63,39	61,33	60,80	59,01	65,55	64,20	68,15	70,16	74,19	74,33	76,46	70,19	69,71	69,08	71,64	65,29	51,55	49,07	-	CZK/MT
2.	Steam 0,65MPa	56/2010	24/2009	264,00	223,49	206,00	194,04	198,00	220,88	237,00	273,82	282,00	301,76	307,38	297,39	289,18	266,50	264,13	271,31	250	227,54	239	-	CZK/GJ
3.	Storage on SKP	40/2010	19/2009	9 267 843	9 889 144	8 947 823	9 430 550	9 449 336	10 634 000	10 323 888	10 403 594	10 337 120	9 943 269	11 507 070	11 917 205	13 718 457	12 695 932	11 576 585	13 166 444	13 714 505	9 252 152	15 296 892	-	CZK/year
4.	Fire department services	475/2009	12/2009	3 187 730	3 003 674	2 868 992	2 386 628	2 382 516	2 270 696	2 286 571	2 240 973	2 188 631	2 107 033	2 225 100	2 124 373	2 253 704	2 024 613	2 203 914	2 006 201	1 835 406	1 270 008	1 974 717	-	CZK/year
5.	Laboratory activities	39/2010	20/2009	2 710 020	2 595 476	2 656 872	2 784 710	2 609 892	2 530 338	2 693 880	2 821 177	2 782 932	2 897 381	2 805 372	2 755 696	2 781 264	2 832 829	2 790 060	2 611 937	2 642 100	5 396 452	2 894 784	-	CZK/year

Revenues for Butadien Kralupy a.s.

Formula of Natural gas price

Cost price + WACC

Cost price + WACC

Inflation