

**INVITATION
TO THE ORDINARY 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 ORDINARY GENERAL MEETING

**held on June 29, 2015 from 10.00 am, 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 2014
5. Report of the Supervisory Board on the review of Company's ordinary financial statements, set up as of 31/12/2014, on the review of the Proposal of the Board of Directors for distribution of the profit for the year 2014, 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 2014
6. Report of the Supervisory Board on inspection activities of the Supervisory Board for the year 2014
7. Approval of the Company's ordinary financial statements for the year 2014
8. Decision on cancellation and settlement of Company's Statutory Reserve Fund
9. Decision on the distribution of the Company's profit for the year 2014
10. 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 2015
11. Appointment of the auditor of the Company's Financial Statements set up as of 31/12/2015 and 31/12/2016
12. Closing

II. Proposed resolution of the General Meeting

The proposed resolution of the General Meeting is enclosed to 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 am, 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 May 21, .2015

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

Proposed Resolutions
regarding individual items on the agenda of the General Meeting
of Butadien Kralupy a.s.,
held on June 29, 2015

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 Dorota Smolarek Szewczuk and 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 2014
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 2014.
4. **Regarding item 5.)**
Report of the Supervisory Board on the review of Company's ordinary financial statements, set up as of 31/12/2014, on the review of the Proposal of the Board of Directors for distribution of the profit for the year 2014 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 2014
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 31/12/2014, on the review of the Proposal of the Board of Directors for distribution of the profit for the year 2014 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 2014.
5. **Regarding item 6.)**
Report of the Supervisory Board on inspection activities of the Supervisory Board for the year 2014
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 2014.
6. **Regarding item 7.)**
Approval of the Company's ordinary financial statements for the year 2014
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 31/12/2014.

7. Regarding item 8.)

Decision on cancellation and settlement of the Company's Statutory Reserve Fund

Proposed resolution:

In accordance with the Business Corporations Act and the Articles of the company there is no obligation for the company to establish the statutory reserve fund for possible future losses. The General Meeting approves the proposal of Board of Directors of company for cancellation of Statutory Reserve Fund and use of proceeds as follows:

- a) Total balance of the Statutory Reserve Fund amounted to **CZK 43,539,471.87** as of December 31, 2014 will be transferred to retained earnings from previous periods.

8. Regarding item 9.)

Decision on distribution of the Company's profit for the year 2014

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 2014, amounting to **CZK 417,826,193.33** as follows:

- a) In accordance with the provisions of Article 7 paragraph 7.1 of the Company's Articles, to pay a share in the profits equal to **CZK 417,826,188.00** to the Company's shareholders, which means the payment of a share equal to **CZK 696,376.98 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 5.33** should be kept by the Company.
- c) The total amount of Company's retained profits for previous periods including the transferred funds from the canceled reserve fund will be in the amount of **CZK 835,387,405.08.**

9. Regarding item 10.)

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 2015

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 conclusion of the following amendments to the contracts with SYNTHOS Kralupy a.s. and TAMERO INVEST s.r.o., concerning deliveries and services in 2015, which are necessary for the due operation of the Butadien II production unit, as follows:

SYNTHOS Kralupy a.s.

Amendment 5 to the Contract No. 18/2009 – Exhaust Gas Elimination Services

Amendment 5 to the Contract No. 19/2009 – Storage of liquids Services

Amendment 5 to the Contract No. 20/2009 – Control Laboratory Services

TAMERO INVEST s.r.o.

Amendment 5 to the Contract No. 24/2009 – Steam Supply 0,65MPa

Amendment 5 to the Contract No. 25/2009 – Condensed Steam Supply

10. Regarding item 11.)

Appointment of the auditor of the Company's Financial Statements set up as of 31/12/2015 and 31/12/2016

Proposed resolution:

The General Meeting, in accordance with the Articles of Association of Butadien Kralupy a.s., Article 13 paragraph 13.1 letter (x), appoints company 22HLAV s.r.o., Všebořická 82/2, Ústí nad Labem, Postal Code 400 01, Comp.Reg.No. 64052907, the auditor of the Financial Statement of Butadien Kralupy a.s., set up as of 31/12/2015 and 31/12/2016.