

## **Invitation to the Annual General Meeting**

The Board of Directors of **Nupharo Holding, a.s.**, Company ID No.: 294 16 809, registered office Prague 1, Václavské náměstí 813/57, zip code 110 00, entered in the Commercial Register administrated by Municipal Court in Prague, section B, entry 18909 (hereinafter referred to as the "**Company**") calls the Annual General Meeting of the Company on August 20, 2014 at 12 p.m. to be held in the registered office of the Company.

**Nupharo Park, a.s.**, Company ID No.: 290 31 621, registered office Prague 1, Václavské náměstí 813/57, zip code 110 00, entered in the Commercial Register administrated by Municipal Court in Prague, section B, entry 15928 (hereinafter referred to as "**Nupharo Park, a.s.**")

**Nupharo Services, s.r.o.**, Company ID No.: 015 44 217, registered office Prague 1, Václavské náměstí 813/57, zip code 110 00, entered in the Commercial Register administrated by Municipal Court in Prague, section C, entry 208192 (hereinafter referred to as "**Nupharo Services, s.r.o.**")

### **Agenda of the General Meeting:**

1. Opening, checking the quorum of the General Meeting of the Company to adopt resolutions;
2. Election of bodies of the General Meeting;
3. Approval of the financial statements of the Company, of Nupharo Park, a.s. and of Nupharo Services, s.r.o. in 2013;
4. Resolution on the economic performance of the Company, of Nupharo Park, a.s. and of Nupharo Services, s.r.o. in 2013;
5. Approval of the Report on the business activities of the Company and of the Nupharo Park, a.s. in 2013;
6. Approval of the Supervisory Board report of the Company and of Nupharo Park, a.s. on monitoring conducted in 2013;
7. Approval of the proposal on amending of the Articles of Association of the Company, of Nupharo Park, a.s. and of Memorandum of Association of Nupharo Services, s.r.o. and approval of the observance of new legal regulation of the Company, of Nupharo Park, a.s. and of Nupharo Services, s.r.o.;
8. Approval of the Report on Relations for the year 2013 of Nupharo Park, a.s. and of the Report on Relations for the year 2013 of Nupharo Services, s.r.o.;
9. Approval of Executive contract of Mr. Milan Gánik, member of the Board of Directors of Company;
10. Miscellaneous;
11. Conclusion.

Pursuant to Article 407 (1f) of Act No. 90/2012 Coll., on Commercial Companies and Cooperatives (hereinafter referred to as "**ZOK**"), the Board of Directors presents proposals for individual resolutions and their justification:

#### ***Pertaining to the item 2. of the Agenda:***

##### **Draft resolution:**

*The General Meeting elects bodies of the General Meeting.*

Justification:

Pursuant to Article 12 (5) of the Articles of Association of the Company, the General Meeting elects the Chairman first, then record-keepers, two verifiers of the minutes and scrutineers.

***Pertaining to the item 3. of the Agenda:***

Draft resolution:

- 3.1. *The General Meeting approves the Financial statement of the Company for the accounting period of 2013.*
- 3.2. *The General Meeting approves the Financial statement of the Nupharo Park, a.s. for the accounting period of 2013.*
- 3.3. *The General Meeting approves the Financial statement of the Nupharo Services, s.r.o. for the accounting period of 2013.*

Justification:

The reason for proposing the above-mentioned resolutions of the General Meeting is the fulfillment of duties pursuant to Article 181 (2) of ZOK and pursuant to Article 403 (1) of ZOK.

***Pertaining to the item 4. of the Agenda:***

Draft resolution:

- 4.1. *The General Meeting approves the proposal on the carry-over of the losses of the Company for the accounting period for the 2013 in the total amount of CZK 202,354 to the next accounting period as "accumulated loss over the previous years."*
- 4.2. *The General Meeting approves the proposal on the carry-over of the losses of Nupharo Park, a.s. for the accounting period for the 2013 in the total amount of CZK 9,937,598 to the next accounting period as "accumulated loss over the previous years."*
- 4.3. *The General Meeting approves the proposal on the carry-over of the losses of Nupharo Services, s.r.o. for the accounting period for the 2013 in the total amount of CZK 130,572 to the next accounting period as "accumulated loss over the previous years."*

Justification:

The reason for proposing the above-mentioned resolutions of the General Meeting is the fulfillment of duties pursuant to Article 181 (2) of ZOK and 403 (1) of ZOK.

***Pertaining to the item 5. of the Agenda:***

Draft resolution:

- 5.1. *The General Meeting takes note of the Report on the business activities of the Company in 2013.*

- 5.2. *The General Meeting takes note of the Report on the business activities of Nupharo Park, a.s. in 2013.*

Justification:

The reason for proposing the above-mentioned resolutions of the General Meeting is the fulfillment of duties pursuant to Article 435 (4) of ZOK and 436 (2) of ZOK.

***Pertaining to the item 6. of the Agenda:***

Draft resolution:

- 6.1. *The General Meeting takes note of the Supervisory Board report of the Company on monitoring conducted in 2013.*
- 6.2. *The General Meeting takes note of the Supervisory Board report of Nupharo Park, a.s. on monitoring conducted in 2013.*

Justification:

The reason for proposing the above-mentioned resolutions of the General Meeting is the fulfillment of duties pursuant to Article 447 (3) of ZOK.

***Pertaining to the item 7. of the Agenda:***

Draft resolution:

- 7.1. *The General Meeting approves the amendment to the Articles of Association of the Company in the version submitted to the General Meeting by the Board of Directors responding to the new legislation ensuing from ZOK. Pursuant to the provision of Article 777 (5) of ZOK the Company shall observe ZOK as a whole. Regarding legal relations, which are not explicitly regulated by the Articles of Association of the Company, the Company shall observe the legal regulations as contained in ZOK.*
- 7.2. *The General Meeting approves the amendment to the Articles of Association of Nupharo Park, a.s. in the version submitted to the General Meeting by the Board of Directors responding to the new legislation ensuing from ZOK. Pursuant to the provision of Article 777 (5) of ZOK Nupharo Park, a.s. shall observe ZOK as a whole. Regarding legal relations, which are not explicitly regulated by the Articles of Association of Nupharo Park, a.s., Nupharo Park, a.s. shall observe the legal regulations as contained in ZOK.*
- 7.3. *The General Meeting approves the amendment to the Memorandum of Association of Nupharo Services, s.r.o. in the version submitted to the General Meeting by the Executive Director responding to the new legislation ensuing from ZOK. Pursuant to the provision of Article 777 (5) of ZOK Nupharo Services, s.r.o. shall observe ZOK as a whole. Regarding legal relations, which are not explicitly regulated by the Memorandum of Association of Nupharo Services, s.r.o., Nupharo Services, s.r.o. shall observe the legal regulations as contained in ZOK.*

Justification:

The reason for proposing the above-mentioned resolutions of the General Meeting is the fulfillment of duties pursuant to Article 777 (1, 2 and 5) of ZOK, because since January

1, 2014 the legal regulation of limited liability company and joint-stock company is included in ZOK.

The shareholders are entitled to be familiarized in the registered office (8 a.m. - 4 p.m.) with written draft amendment of the Articles of Association of the Company, of Nupharo Park, a.s., and with Memorandum of Association of Nupharo Services, s.r.o., by the day the annual General Meeting is held. The shareholders are free to being acquainted with new version of the above-mentioned documents also on websites <http://www.nupharo.com/>.

***Pertaining to the item 8. of the Agenda:***

**Draft resolution:**

- 8.1. *The General Meeting approves the Report on Relations for the year 2013 of Nupharo Park, a.s.*
- 8.2. *The General Meeting approves the Report on Relations for the year 2013 of Nupharo Services, s.r.o.*

**Justification:**

The reason for proposing the above-mentioned resolutions of the General Meeting is the fulfillment of duties pursuant to Article 84 (1) of ZOK.

***Pertaining to the item 9. of the Agenda:***

**Draft resolution:**

*The General Meeting approves the Executive contract between the Company and Mr. Milan Gánik, Chairman of the Board of Directors of the Company.*

**Justification:**

The reason for proposing the above-mentioned resolutions of the General Meeting is the fulfillment of duties pursuant to Article 777 (3) of ZOK.

Prague, July 17, 2014



---

**Nupharo Holding, a.s.**  
Milan Gánik  
Chairman of the Board of Directors



---

**Nupharo Holding, a.s.**  
Martina Matoušková  
Member of the Board of Directors