

Record of the Per Rollam Approval of Resolutions of the General Meeting 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")

1. Introduction.

Mr. Milan Gánik, Chairman of the Board of Directors of the Company (hereinafter referred to as "BoD"), has on December 10, 2014, decided that the below described resolutions shall be adopted by the General Meeting of the Company (hereinafter referred to as the **General Meeting**) in accordance with the conclusions of the BoD meeting held on November 20, 2014. Mr. Gánik has invited the shareholders of the Company to adopt the following resolutions of the General Meeting per rollam in accordance with Article 11 (7) of the Articles of Incorporation of the Company. Mr. Milan Gánik further stated that the below resolutions shall be distributed via e-mail to the shareholders of the Company for their approval and requested them to make this approval until December 20, 2014.

Mr. Gánik has further appointed, subject to approval of the General Meeting, Mgr. Jiří Novák, Attorney-at-Law with his seat at Klimentská 1652/36, 110 00 Prague 1, bar license no. 14774, to serve as record keeper of this per rollam approval.

2. Proposed resolutions:

Resolution 1.:

- A. *"The General Meeting discussed and reviewed the **Financial Statements of the Company for the financial year 2013 and hereby approves them.**"*
- B. *"The General Meeting acknowledged that the Company has closed the financial year 2013 with the loss in the amount of **CZK 202 354.00, (to wit: two hundred two thousand three hundred fifty four Czech crowns)**, whereas this loss shall be carried over to the next accounting period as accumulated loss over the previous years."*

Resolution 2.:

- A. *"The General Meeting discussed and reviewed the **Financial Statements of Nupharo Park for the financial year 2013 and hereby approves them.**"*
- B. *"The General Meeting acknowledged that Nupharo Park has closed the financial year 2013 with the loss in the amount of **CZK 9 937 598.00, (to wit: nine million nine hundred thirty seven thousand five hundred ninety eight Czech crowns)**, whereas this loss shall be carried over to the next accounting period as accumulated loss over the previous years."*

Resolution 3.:



- A. *"The General Meeting discussed and reviewed the **Financial Statements of Nupharo Services for the financial year 2013** and hereby approves them."*
- B. *"The General Meeting acknowledged that Nupharo Services has closed the financial year 2013 with the loss in the amount of **CZK 130 572.00, (to wit: one hundred thirty thousand five hundred seventy two Czech crowns)**, whereas this loss shall be carried over to the next accounting period as accumulated loss over the previous years."*

Resolution 4.:

"The General Meeting hereby appoints Mgr. Jiří Novák, Attorney-at-Law with his seat at Klimentská 1652/36, 110 00 Prague 1, bar license no. 14774, to serve as record keeper of this per rollam approval."

Abbreviations:

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 (herein referred to as "**Nupharo Park**")

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 (herein referred to as "**Nupharo Services**")

3. Record of Shareholders' Votes

The shareholders voted as follows:

1. **ABB Schweiz AG**, Company ID No.: CHE-101.538.426, registered office Brown Boveri Strasse 6, 5400 Baden, Switzerland, as the shareholder of the company owning 48 ordinary shares nos. 153 - 200 in par value of 10.000,- representing 24% of the stock capital of the Company (which corresponds to CZK 2.000.000,-);

Date of execution: December 16, 2014

Resolution 1: Approved

Resolution 2: Approved

Resolution 3: Approved

Resolution 4: Approved

2. **CPP Development, s.r.o.**, Company ID No.: 270 669 59, 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 93832 (hereinafter referred to as "**CPP Development**"), as the shareholder of the company owning 152 ordinary shares nos. 1 - 152 in par value of 10.000,- representing 76% of the stock capital of the Company (which corresponds to CZK 2.000.000,-);

Date of execution: December 10, 2014

Resolution 1: Approved

Resolution 2: Approved

Resolution 3: Approved

Resolution 4: Approved

4. Conclusions

Resolution 1 has been unanimously approved.

Resolution 2 has been unanimously approved.

Resolution 3 has been unanimously approved.

Resolution 4 has been unanimously approved.

Prague, December 17, 2014



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



Jiří Novák
Record-keeper