

Counterproposals of shareholders regarding item 7 of the General Meeting's agenda

Counterproposal of shareholder Mr. Bartolomej Novotný

(regarding the method of dividend payment)

The dividend payment to shareholders who are natural persons with permanent residence in the Slovak Republic and who are not represented by an administrator of securities shall be carried out via Česká spořitelna, a. s. and other banks with established branches in the territory of the Slovak Republic, or by postal money order.

Counterproposal of shareholder Mr. Alojz Mincer

(regarding the method of dividend payment)

The dividend payment to shareholders who are natural persons with permanent residence in the Slovak Republic and who are not represented by an administrator of securities shall be carried out via Česká spořitelna, a. s., and other banks with established branches in the territory of the Slovak Republic, or by bank transfer to the shareholder's account opened at Slovenská sporiteľňa, while the bank fees shall be charged to the shareholder.

Opinion of the Board of Directors regarding counterproposals of shareholders Mr. Novotný and Mr. Mincer

The Board of Directors has taken into account the shareholders' counterproposals regarding the method of dividend payment to shareholders with permanent residence in the Slovak Republic and recommends that the general meeting approve the proposal submitted by the Board of Directors. Adoption of the shareholders' counterproposal would favour shareholders with permanent residence in the Slovak Republic and discriminate shareholders from other foreign countries. Payments to a shareholder's account held at a bank outside the territory of the Czech Republic are ineffective in terms of the costs of such a payment method. The total costs incurred by the company for payment per shareholder from the Slovak Republic would considerably exceed the costs of payment per shareholder from other groups of shareholders. The proposed method of dividend payment is based on the principle of equal treatment of shareholders.

Counterproposal of shareholder Mr. František Štěpánek

- Share of profit declared to company shareholders (hereinafter referred to only as the "dividend") to the amount of CZK 40 per share after tax, which amounts to approx. 81%.
- The decisive date for exercising the right to the dividend is 20th June 2014.
- The Board of Directors will propose specific bonuses for individual board members while the SB proposes special bonuses for its members who have a right to these. The GM either authorises or modifies the proposal. The sum of remuneration subsequently accords the respective share in profit. Any potential difference increases the bank transfer of retained earnings from previous years.
- In other respects, the Board of Directors proposal submitted to the General Meeting does not change.

Opinion of the Board of Directors regarding counterproposal of shareholder Mr. Štěpánek

The Board of Directors has taken into account the shareholder counterproposal and recommends that the general meeting approve the proposal submitted by the Board of Directors.