

**INVITATION  
TO GENERAL MEETING OF THE JOINT STOCK COMPANY  
HANDICAP, a.s.**

Pursuant to the provisions of the applicable legislation and the articles of incorporation of HANDICAP, a.s., having its registered seat at Benešov 71, Postal Code 679 53, company identification number 13695452, entered in the Commercial Register maintained by the District Court in Brno, Section B, File 4885, the Board of Directors hereby convenes regular General meeting of the company.

**Date and time:** 5<sup>th</sup> June 2019 at 15:00 pm  
**Place:** Brno, hotel Noem Arch, Cimburkova 564/9, 612 00 Brno

*Agenda of the general meeting:*

- 1. Introduction and election of bodies of the General meeting**
- 2. Approval of the financial statement for the year 2018, decision of the General meeting on the use of the economical result from 2018, resolution on the distribution of profit.**
- 3. Resolution of the changes of the Articles of Association.**
- 4. Appointment of an auditor for the purpose of the audit of the 2018 financial statement.**
- 5. Approval of contracts on the permanence of the office of the members of the Board of Directors Tomáš Nerad and Klára Neradová.**
- 6. Miscellaneous**
- 7. Conclusion**

**The board of directors of the company proposes that the General meeting adopt resolutions which are justified below:**

**Item number 1. of the agenda - Introduction and election of bodies of the General meeting**

Proposed resolution: The General meeting approves the bodies of the General meeting, namely the chairman, minutes clerk, verifiers of the minutes and persons authorised to count votes.

Justification: Pursuant to the relevant provisions of the applicable law and the Articles of Association of the Company the General meeting shall elect the aforementioned officials and bodies of the General meeting.

**Item number 2. Approval of the 2018 financial statement, decision of the general meeting on the use of the economical result from 2018, resolution on the distribution of profit**

Proposed resolution: The general meeting approves the proper financial statement for the year 2017 and decides on the distribution of profit, including retained earnings from previous fiscal periods, in accordance with the proposal submitted by the board of directors.

Justification: Pursuant to the applicable law and the Articles of Association of the Company, the approval of the financial statement is the responsibility of the General meeting. The distribution of profit is proposed in accordance with the Articles of Association of the Company.

**Item number 3. Resolution of the changes of the Articles of Association**

Proposed resolution: The general meeting approve changes of the Articles of Association according to the proposal submitted by the Board of Directors.

Justification: In accordance with the relevant provisions of the constitution and the law, decides of change the Articles of General Meeting, mostly proposed by the Board of Directors. Proposed changes to the Articles of Association should be based on partial modifications that these changes do not change the basic statutes of legal relations in company.

**Item number 4. Appointment of an auditor for the purpose of the audit of the 2018 financial statement.**

Proposed resolution: The General meeting determines, that the auditor for verifying the Annual Financial Statement of the company HANDICAP, a.s. for the period of 2018, will be Ing. Pavel Šudák, Hornikova 4, 628 00 Brno, number of write permissionsto auditors list 1624.

Justification: The auditor is an independent person who audits the company's accounting records. Pursuant to the relevant provisions of the applicable law the General meeting shall approve the auditor who shall audit the company's financial statement.

**Item number 5. Approval of contracts on the permanence of the office members of the Board of Directors Tomas Nerad and Klara Neradova.**

Proposed resolution: The General meeting approves the contracts on the permanence of the office the members of the Board of Directors Tomas Nerad, born on February 23, 1962, Zeleného 2607/32, 616 00 Brno, and Klara Neradova, born on March 24, 1977, Zeleného 2607/32, 616 00 Brno, as amended by the Board of Director's proposal. "

Justification: In accordance with the relevant provisions of the law, the General meeting approves the contracts on the permanence of the office of the members of the Board of Directors on the basis of a proposal submitted by the Board of Directors.

**Item number 6. Miscellaneous**

Within this item of the agenda of the General meeting are usually discussed issues, that do not fall within the scope of the competence of General meeting from the law. The General meeting does not accept any decision within this scope of its competence on this item of the agenda, however, shareholders may agree on how to deal with some of the issues discussed (for instance the possibility to enter into loan contract between a shareholder as the creditor and the company as the debtor). The draft of resolution is not presented on this item on the agenda.

**Item number 7. Conclusion**

Conclusion, end of the General meeting (without proposed resolution).

*Information for shareholders:*

*All shareholders who have fulfilled the conditions stipulated by the statutes have the right to attend the general meeting. Every person representing a shareholder shall be obliged to submit a written power of attorney.*

*All materials to be discussed and approved during the session of the general meeting shall be available to all shareholders, free of charge, in the headquarters of the company from 5<sup>th</sup> May 2018 until the scheduled date of the general meeting (during working days from 9:00am to 2:00pm). They will also be sent to the shareholders' addresses the company has on file.*

Brno, 3<sup>rd</sup> May 2019

HANDICAP, a. s.  
Ing. Tomáš Nerad  
Chairman of the Board of Directors

