

Resolution Proposals

of

ENEFI Energy Efficiency Plc.

for the

General Meeting¹

¹The present resolution proposals are the translation of the "Az ENEFI Energhatékonyági Nyrt. Közgyűlési Előterjesztései" drafted in Hungarian language. In case of any discrepancies between the Hungarian and English language versions the Hungarian version shall prevail.

Date of General Meeting: 28. 12. 2015, 10 a.m.
Place of General Meeting: 1134 Budapest, Klapka utca 11.
Date of repeated General Meeting: 08. 01. 2016, 10 a.m.

ENEFI Energy Efficiency Plc. hereby announces for informing its reputable shareholders the proposals for its upcoming **extraordinary general meeting**, resolution proposals and current information on the number of shares and voting rights at the time of convocation of the general meeting as set out below.

I. Summary

The reason for calling the General Meeting together is that the mandates of Mr. Komoncz Zsolt and Mr. Kisvári János, members of the Board of Directors of the Company and Mr. Attila Fekete, Mr. Zoltán Poják and Dr. Miklós László Siska, members of the Supervisory Board and the Audit Committee shall expire by 31/12/2015 considering that these persons were elected to their office by the General Meeting for a temporary period of time.

Considering the above, in order to ensure the continuous operation of the Company, the General Meeting shall make a decision on the persons becoming members of the Supervisory Board and the Audit Committee.

The Curriculum Vitae of the persons proposed for the positions and the number of shares issued by the Company and owned by the persons had been published by the Company.

A shareholder possessing over 1% of the shares submitted new points on the agenda within the term specified in the legal regulation as follows:

- Election of Kisvári János as member of the Board of Directors for a definite period until 31/12/2016.
- Election of Komoncz Zsolt as member of the Board of Directors for a definite period until 31/12/2016.
- Election of Fekete Attila as member of the Supervisory Board for a definite period until 31/12/2016.
- Election of Fekete Attila as member of the Audit Committee for a definite period until 31/12/2016.
- Election of Poják Zoltán as member of the Supervisory Board for a definite period until 31/12/2016.
- Election of Poják Zoltán as member of the Audit Committee for a definite period until 31/12/2016.
- Election of Siska Miklós László as member of the Supervisory Board for a definite period until 31/12/2016.
- Election of Siska Miklós László as member of the Audit Committee for a definite period until 31/12/2016.

The shareholder has also submitted resolution proposals in connection with the agenda items.

II. Agenda items

1. Election of Kisvári János as member of the Board of Directors for a definite period from 01/01/2016. until 31/12/2016.
2. Election of Komoncz Zsolt as member of the Board of Directors for a definite period from 01/01/2016. until 31/12/2016.
3. Election of Fekete Attila as member of the Supervisory Board for a definite period from 01/01/2016. until 31/12/2016.

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4. Election of Fekete Attila as member of the Audit Committee for a definite period from 01/01/2016. until 31/12/2016.
5. Election of Poják Zoltán as member of the Supervisory Board for a definite period from 01/01/2016. until 31/12/2016.
6. Election of Poják Zoltán as member of the Audit Committee for a definite period from 01/01/2016. until 31/12/2016.
7. Election of Siska Miklós László as member of the Supervisory Board for a definite period from 01/01/2016. until 31/12/2016.
8. Election of Siska Miklós László as member of the Audit Committee for a definite period from 01/01/2016. until 31/12/2016.
9. Election of Kisvári János as member of the Board of Directors for a definite period until 31/12/2016.
10. Election of Komonczai Zsolt as member of the Board of Directors for a definite period until 31/12/2016.
11. Election of Fekete Attila as member of the Supervisory Board for a definite period until 31/12/2016.
12. Election of Fekete Attila as member of the Audit Committee for a definite period until 31/12/2016.
13. Election of Poják Zoltán as member of the Supervisory Board for a definite period until 31/12/2016.
14. Election of Poják Zoltán as member of the Audit Committee for a definite period until 31/12/2016.
15. Election of Siska Miklós László as member of the Supervisory Board for a definite period until 31/12/2016.
16. Election of Siska Miklós László as member of the Audit Committee for a definite period until 31/12/2016.

III. Resolution proposals

Agenda item 1.:

Election of Kisvári János as member of the Board of Directors for a definite period from 01/01/2016. until 31/12/2016.

Proponent: Board of Directors
Resolution Proposal:

The General Meeting shall decide to elect Kisvári János as member of the Board of Directors for a definite period from 01/01/2016. until 31/12/2015.

Agenda item 2.:

Election of Komonczai Zsolt as member of the Board of Directors for a definite period from 01/01/2016. until 31/12/2016.

Proponent: Board of Directors
Resolution Proposal:

The General Meeting shall decide to elect Komonczai Zsolt as member of the Board of Directors for a definite period from 01/01/2016. until 31/12/2015.

Agenda item 3.:

Election of Fekete Attila as member of the Supervisory Board for a definite period from 01/01/2016.

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until 31/12/2016.

Proponent: Board of Directors
Resolution Proposal:

The General Meeting shall decide to elect Fekete Attila as member of the Supervisory Board for a definite period from 01/01/2016. until 31/12/2016.

Agenda item 4.:

Election of Fekete Attila as member of the Audit Committee for a definite period from 01/01/2016. until 31/12/2016.

Proponent: Board of Directors
Resolution Proposal:

The General Meeting shall decide to elect Fekete Attila as member of the Audit Committee for a definite period from 01/01/2016. until 31/12/2016.

Agenda item 5.:

Election of Poják Zoltán as member of the Supervisory Board for a definite period from 01/01/2016. until 31/12/2016.

Proponent: Board of Directors
Resolution Proposal:

The General Meeting shall decide to elect Poják Zoltán as member of the Supervisory Board for a definite period from 01/01/2016. until 31/12/2016.

Agenda item 6.:

Election of Poják Zoltán as member of the Audit Committee for a definite period from 01/01/2016. until 31/12/2016.

Proponent: Board of Directors
Resolution Proposal:

The General Meeting shall decide to elect Poják Zoltán as member of the Audit Committee for a definite period from 01/01/2016. until 31/12/2016.

Agenda item 7.:

Election of Siska Miklós László as member of the Supervisory Board for a definite period from 01/01/2016. until 31/12/2016.

Proponent: Board of Directors
Resolution Proposal:

The General Meeting shall decide to elect Siska Miklós László as member of the Supervisory Board for a definite period from 01/01/2016. until 31/12/2016.

Agenda item 8.:

Election of Siska Miklós László as member of the Audit Committee for a definite period from

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01/01/2016. until 31/12/2016.

Proponent: Board of Directors
Resolution Proposal:

The General Meeting shall decide to elect Siska Miklós László as member of the Audit Committee for a definite period from 01/01/2016. until 31/12/2016.

Agenda item 9.:

Election of Kisvári János as member of the Board of Directors for a definite period until 31/12/2016.

Proponent: Soós Csaba
Resolution Proposal:

The General Meeting shall decide to elect Kisvári János as member of the Board of Directors for a definite period until 31/12/2015.

Agenda item 10.:

Election of Komonczai Zsolt as member of the Board of Directors for a definite period until 31/12/2016.

Proponent: Soós Csaba
Resolution Proposal:

The General Meeting shall decide to elect Komonczai Zsolt as member of the Board of Directors for a definite period until 31/12/2015.

Agenda item 11.:

Election of Fekete Attila as member of the Supervisory Board for a definite period until 31/12/2016.

Proponent: Soós Csaba
Resolution Proposal:

The General Meeting shall decide to elect Fekete Attila as member of the Supervisory Board for a definite period until 31/12/2016.

Agenda item 12.:

Election of Fekete Attila as member of the Audit Committee for a definite period until 31/12/2016.

Proponent: Soós Csaba
Resolution Proposal:

The General Meeting shall decide to elect Fekete Attila as member of the Audit Committee for a definite period until 31/12/2016.

Agenda item 13.:

Election of Poják Zoltán as member of the Supervisory Board for a definite period until 31/12/2016.

Proponent: Soós Csaba
Resolution Proposal:

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The General Meeting shall decide to elect Poják Zoltán as member of the Supervisory Board for a definite period until 31/12/2016.

Agenda item 14.:

Election of Poják Zoltán as member of the Audit Committee for a definite period until 31/12/2016.

Proponent: Soós Csaba

Resolution Proposal:

The General Meeting shall decide to elect Poják Zoltán as member of the Audit Committee for a definite period until 31/12/2016.

Agenda item 15.:

Election of Siska Miklós László as member of the Supervisory Board for a definite period until 31/12/2016.

Proponent: Soós Csaba

Resolution Proposal:

The General Meeting shall decide to elect Siska Miklós László as member of the Supervisory Board for a definite period until 31/12/2016.

Agenda item 16.:

Election of Siska Miklós László as member of the Audit Committee for a definite period until 31/12/2016.

Proponent: Soós Csaba

Resolution Proposal:

The General Meeting shall decide to elect Siska Miklós László as member of the Audit Committee for a definite period until 31/12/2016.

IV. Number of shares and voting rights

The Company in accordance with in Clause 304 (1) of Act IV of 2006 on business associations hereby publishes the number of voting rights attached to its shares and size the of its share capital as of the time of convocation of the general meeting.

Composition of share capital of the Company:

Share series	Nominal value (HUF/share)	Issued number	Total nominal value (HUF)
Ordinary shares	10	27.172.579	271.725.790,-
Share capital			271.725.790,-

Number of voting rights attached to the shares:

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Share series	Issued number	Number of own shares	Shares with voting rights*	Voting right per share	Total voting rights*
Ordinary shares	27.172.579	4 869 155	21 190 906	1	21 190 906
Total	27.172.579	4 869 155	21 190 906	1	21 190 906

*Issued shares decreased by the number of own shares and the shares owned by connected entities. The Company's connected entities own shares: 1 112 518 units.

The Company calls the attention of its reputable investors to their reporting obligations towards MNB and the Company in connection with the above changes – if any – with special regard to the provisions of the Capital Market act and the Company's Articles of Associations.

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