

RESOLUTIONS of the GENERAL MEETING of SHAREHOLDERS

Which were passed by the repeated general meeting of shareholders of E-Star Alternative Plc. (Company Registration number: Cg. 01-10-045428; registered seat: 1122 Budapest, Székács u. 29.) (the "Company") held with personal attendance of the shareholders on 02. 11. 2012, at 10.00 a.m.

1/2012. (11.02.) General Meeting Resolution:

The General Meeting unanimously decides without any abstention and objection on election of the officers of the General Meeting as follows:

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| 1. Chairman of the General Meeting: | Csaba Soós |
| 2. Minutes certifier: | József László Makra |
| 3. Minutes keeper: | Dr. Gergely Sárkány |
| 4. Vote counters: | Dóra Patakfalvi |

2/2012. (11.02.) General Meeting resolution:

The General Meeting unanimously decides without any abstention and objection on the approval of the items of the Agenda.

3/2012. (11.02.) General Meeting resolution:

The General Meeting with 651,959 yes, without any objections and with 443,967 abstentions elects Mr. Balázs Csaba (mother's maiden name: Izabella Nagy; address: 1135 Budapest, Tahí u. 85.) for member of the Supervisory Board of the Company for an indefinite period.

4/2012. (11.02.) General Meeting resolution:

The General Meeting with 651,959 yes, with 500 objections and with 443,467 abstentions elects Mr. Gábor Dác (mother's maiden name: Varga Paraschiva; address: 1135 Budapest, Tahí u. 85.) for member of the Supervisory Board of the Company for an indefinite period.

5/2012. (11.02.) General Meeting resolution:

The General Meeting with 832,841 yes, with 1,085 objections and with 262,000 abstentions decides that the remuneration of the Members of the Supervisory Board shall be HUF 85,000/month

6/2012. (11.02.) General Meeting resolution:

The General Meeting with 651,959 yes, without any objections and with 443,967 abstentions elects Mr. Balázs Csaba (mother's maiden name: Izabella Nagy; address: 1135 Budapest, Tahí u. 85.) for member of the Audit Committee of the Company for an indefinite period.

7/2012. (11.02.) General Meeting resolution:

The General Meeting with 652,459 yes, without any objections and with 443,967 abstentions elects Mr. Gábor Dác (mother's maiden name: Varga Paraschiva; address: 1135 Budapest, Tahí u. 85.) for member of the Audit Committee of the Company for an indefinite period.

8/2012. (11.02.) General Meeting resolution:

The General Meeting with 651,374 yes, without any objections and with 444,552 abstentions decides that the remuneration of the Members of the Audit Committee shall be HUF 85,000/month.

9/2012. (11.02.) General Meeting resolution:

The General Meeting with 833,926 yes, without any objections and with 262,000 abstentions decides to approve the decision previously taken by the Board of Directors of the Company and published, according thereto the remuneration of the Board of Directors decreases from USD 4,300 by 50% to 2150 USD as of 1 May 2012.

10/2012. (11.02.) General Meeting resolution:

The General Meeting with 642,445 yes, with 181,967 objections and with 271,514 abstentions decides not to amend Section X of the Articles of Association pursuant to the amendment proposal that Csaba Soós shall be entitled to represent the Company solely on its own and the representation right of the other Board Members shall be joint.

11/2012. (11.02.) General Meeting resolution:

The General Meeting unanimously decides without any abstention and objection to amend Section X. of the Articles of Association as follows:

X. Representation of the Company, mode of procuration

The members of the Board of Directors shall have joint rights of representation and procuration, as follows:

<i>Csaba Soós:</i>	<i>with any other Board member</i>
<i>Dániel Molnos:</i>	<i>with Board member Csaba Soós</i>
<i>Maximilian N. Teleki:</i>	<i>with Board member Csaba Soós</i>
<i>George E. Pataki:</i>	<i>with Board member Csaba Soós</i>

Procuration (signing) on behalf of the Company shall take place in such manner that a member of the Board of Directors shall write his name under or above the typed, handwritten, pre-printed or printed business name of the Company together with another member of the Board of Directors specified in the articles of association, in accordance with their company-signature declaration.

12/2012. (11.02.) General Meeting resolution:

The General Meeting with 833,926 yes, without any objections and with 262,000 abstentions decides to accept the report on the liquidity situation of the Company and authorises the Board of Directors to negotiate and agree with the owners of the corporate bonds belonging to series 2012/A, 2014/A, 2015/A and 2016/C (“Bonds”) issued by the Company, but with special regard to the owners of the corporate bonds 2012/A on repurchasing the corporate bonds belonging to series 2014/A, 2015/A and 2016/C below their face value at a discount price, and on the fulfilment of the payment obligation related to 2012/A bonds below their face value.

13/2012. (11.02.) General Meeting resolution:

The General Meeting with 643,024 yes, with 1,085 objections and with 451,817 abstentions decides to authorize the Board of Directors to negotiate with the Bond owners on the fulfilment of the obligations connected to the Bonds by granting them corporate ownership (share conversion), and if necessary convene a new general meeting to decide on the public or private issuance of shares.

14/2012. (11.02.) General Meeting resolution:

The General Meeting with 651,959 yes, without any objections and with 443,967 abstentions decides to authorize the Board of Directors to negotiate and conclude agreements with third party investors on granting short-term bridge financing to the Company, with the Company’s free assets as securities, in connection with the repurchasing of corporate bonds belonging to series 2014/A, 2015/A and 2016/C at a discount price.

15/2012. (11.02.) General Meeting resolution:

The General Meeting with 651,959 yes, without any objections and with 443,967 abstentions decides to authorize the Board of Directors to enter into negotiations and conclude all necessary agreements in connection with the above General Meeting resolutions, no.12/2012. (11.02.), 13/2012. (11.02.) and 14/2012. (11.02.) or any combinations thereof.

16/2012. (11.02.) General Meeting resolution:

The General Meeting with 652,459 yes, without any objections and with 443,467 abstentions decides to give its consent in advance and authorizes the Board of Directors to file for initiating bankruptcy proceedings against the Company to the court with jurisdiction pursuant to section (1) Article 7 of the Act XLIX of 1991 on Bankruptcy Proceedings and Liquidation Proceedings if the liquidity situation of the Company makes it necessary, with special regard to the situation if the negotiations pursuant to the above General Meeting resolutions, no.12/2012. (11.02.), 13/2012. (11.02.), 14/2012. (11.02.) and 15/2012. (11.02.) failed and liquidation proceeding was initiated against the Company and the Company is not able to comply with its obligation forming the basis of the petition for liquidation.

17/2012. (11.02.) General Meeting resolution:

The General Meeting unanimously decides without any abstention and objection to amend Section XI/2 of the Articles of Association as follows:

2. The Supervisory Board shall consist at least of three and maximum of five persons; it proceeds as a body, elects its chairman from among its members.

18/2012. (11.02.) General Meeting resolution:

The General Meeting with 651,959 yes, without any objections and with 443,967 abstentions decides not to amend Section XII/3 of the Articles of Association pursuant to the resolution proposal.

19/2012. (11.02.) General Meeting resolution:

The General Meeting unanimously decides without any abstention and objection to amend Section XI/3 of the Articles of Association pursuant to the amendment proposal as follows:

3. Members of the Audit Committee shall be entitled to remuneration for their activities to an extent as set out by the general meeting.

20/2012. (11.02.) General Meeting resolution:

The General Meeting unanimously decides without any abstention and objection to accept the Company's Articles of Association comprised in a consolidated structure together with the amendments