

Resolution Proposals

of

ENEFI Energy Efficiency Plc.

for the

General Meeting¹

¹The present resolution proposals are the translation of the "Az ENEFI Energiatechnológiai 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: 29. 08. 2014, 10 a.m.
Place of General Meeting: 1134 Budapest, Klapkautca 11.
Date of repeated General Meeting: 09. 09. 2014, 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

1. The General Meeting has been called together for the purpose of selecting the auditor.

The Board of Directors of the Company hereby proposes that the General Meeting shall select BDO Magyarország Könyvvizsgáló Kft to perform the audit of the individual and consolidated annual reports of the Company for 2014, 2015 and 2016 for the fixed term ending on 31/05/2017 in accordance with the proposal for decision below.

2. The shareholder of the Company over 1% (Csaba Soós) has presented a proposal for the supplementation of the agenda and a proposal for decision.

The shareholder proposes that the General Meeting shall authorise the Board of Directors to acquire own shares in accordance with the proposal for decision below.

II. Agenda items

1. Decision on appointing the Auditor and on its remuneration as below:

The Shareholders' Meeting shall decide to elect for the audit of the Company's

- annual report for 2014 for a consideration of HUF 1,450,000 + VAT and for the audit of the Company's consolidated annual report for 2014 for a consideration of HUF 2,250,000 + VAT
- annual report for 2015 for a consideration of HUF 2,000,000 + VAT and for the audit of the Company's consolidated annual report for 2015 for a consideration of HUF 2,700,000 + VAT
- annual report for 2016 for a consideration of HUF 2,000,000 + VAT and for the audit of the Company's consolidated annual report for 2016 for a consideration of HUF 2,700,000 + VAT

for a definite period until 31. 05. 2017 to be the auditor of the Company:

Name:	BDO Magyarország Könyvvizsgáló Kft.
Registered seat:	1103 Budapest, Kőérutca 2/A.,
Registration number:	Cg. 01-10-867785
Chamber number:	002387

Auditor personally liable for the audit:

Name:	Ferenc Baumgartner chartered auditor
Address:	1037 Budapest, Kunigundaútja22.,
Mother's maiden name:	Margit Szajki,
Chamber number:	002955

2. Decision on authorizing the Board of Directors to purchase own shares of the Company

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III. Resolution proposals

1. Decision on appointing the Auditor and on its remuneration as below:

Proponent: Company
Resolution Proposal:

The Shareholders' Meeting shall decide to elect for the audit of the Company's

- annual report for 2014 for a consideration of HUF 1,450,000 + VAT and for the audit of the Company's consolidated annual report for 2014 for a consideration of HUF 2,250,000 + VAT
- annual report for 2015 for a consideration of HUF 2,000,000 + VAT and for the audit of the Company's consolidated annual report for 2015 for a consideration of HUF 2,700,000 + VAT
- annual report for 2016 for a consideration of HUF 2,000,000 + VAT and for the audit of the Company's consolidated annual report for 2016 for a consideration of HUF 2,700,000 + VAT

for a definite period until 31. 05. 2017 to be the auditor of the Company:

Name: BDO MagyarországKönyvvizsgáló Kft.
Registered seat: 1103 Budapest, Kőérutca 2/A.,
Registration number: Cg. 01-10-867785
Chamber number: 002387

Auditor personally liable for the audit:

Name: Ferenc Baumgartner chartered auditor
Address: 1037 Budapest, Kunigundaútja22.,
Mother's maiden name: Margit Szajki,
Chamber number: 002955

Reasoning:

Observing its legal obligations, the management of the Company hereby proposes that an auditor is selected. The selection of the auditor included in the proposal was also supported by the Audit Commission and the Supervisory Board of the Company as well.

2. Decision on authorizing the Board of Directors to purchase own shares of the Company

Proponent: Soós Csaba
Resolution Proposal:

Shareholders' Meeting to authorize the Board of Directors to acquire own shares. The authorization shall be for acquiring maximum 10,000,000 pieces dematerialized ordinary shares with a face value of HUF 10 within 18 months for consideration. The minimum amount of the consideration shall be HUF 1 while the maximum amount shall be HUF 1,000*. The Board of Directors of the Company shall make a proposal for decision to the General Meeting annually in relation with the capital decrease implemented by the inclusion of the

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repurchased own shares.

(*to indicate the maximum and minimum amount of the consideration is an obligation set out by the law, the indicated amounts cannot be interpreted as forecasts they are not based on economic calculations, thus they are not eligible to influence decisions of investors.)

Reasoning:

Permanent value can be created for the owners of the Company by purchasing own shares below Book Value.

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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	<u>Nominal value</u> (HUF/share)	Issued number*	Total <u>nominal value</u> (HUF)*
Ordinary shares	10	52.531.445	525.314.450,-
Share capital			525.314.450,-

Number of voting rights attached to the shares:

Share series	Issued number	Number of own shares	Shares with voting rights**	Voting right per share	Total voting rights**
Ordinary shares	52.531.445	29.377.214	21 724 548	1	21 724 548
Total	52.531.445	29.377.214	21 724 548	1	21 724 548

*The Company decided to decrease its registered capital on 13/02/2014 to the amount of HUF 271,725,790 (i.e. two hundred and seventy-one million seven hundred and twenty-five thousand seven hundred and ninety Forints). The capital decrease has not been recorded at the Court of Registration. The registered capital of the Company recorded in the Corporate Registry is HUF 525,314,450 i.e. five hundred and twenty-five million, three hundred and fourteen thousand, four hundred and fifty forint.

Issued shares decreased by the number of own shares and the shares owned by connected entities. The Company's connected entities own shares: **1 429 683 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.