

Resolution Proposals

of

ENEFI Energy Efficiency Plc.

for the

General Meeting¹

¹The present resolution proposals are the translation of the "Az ENEFI Energihatékonysági 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: 08. 12. 2014, 10 a.m.
Place of General Meeting: 1134 Budapest, Klapka utca 11.
Date of repeated General Meeting: 19. 12. 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

The reason for calling the General Meeting together is that the mandates of Mr. Tamás Vágány and Mr. Norbert Szivek, 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 31/12/2014 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.

II. Agenda items

1. Decision on the members of the Board of Directors as follows:
 - 1.1. Withdrawal of Szivek Norbert from his position of member of the Board of Directors.
 - 1.2. Election of Szivek Norbert as member of the Board of Directors for a definite period until 31/12/2015.
 - 1.3. Withdrawal of Vágány Tamás from his position of member of the Board of Directors.
 - 1.4. Election of Vágány Tamás as member of the Board of Directors for a definite period until 31/12/2015.

2. Decision on the members of the Supervisory Board as follows:
 - 2.1. Withdrawal of Fekete Attila from his position of member of the Supervisory Board.
 - 2.2. Election of Fekete Attila as member of the Supervisory Board for a definite period until 31/12/2015.
 - 2.3. Withdrawal of Poják Zoltán from his position of member of the Supervisory Board.
 - 2.4. Election of Poják Zoltán as member of the Supervisory Board for a definite period until 31/12/2015.
 - 2.5. Withdrawal of dr. Siska Miklós László from his position of member of the Supervisory Board.
 - 2.6. Election of dr. Siska Miklós László as member of the Supervisory Board for a definite period until 31/12/2015.

3. Decision on the members of the Audit Committee as follows:
 - 3.1. Withdrawal of Fekete Attila from his position of member of the Audit Committee.
 - 3.2. Election of Fekete Attila as member of the Audit Committee for a definite period until 31/12/2015.
 - 3.3. Withdrawal of Poják Zoltán from his position of member of the Audit Committee.
 - 3.4. Election of Poják Zoltán as member of the Audit Committee for a definite period until 31/12/2015.
 - 3.5. Withdrawal of dr. Siska Miklós László from his position of member of the Audit Committee.
 - 3.6. Election of dr. Siska Miklós László as member of the Audit Committee for a definite period until 31/12/2015.

Date of General Meeting:	08. 12. 2014, 10 a.m.
Place of General Meeting:	1134 Budapest, Klapka utca 11.
Date of repeated General Meeting:	19. 12. 2014, 10 a.m.

III. Resolution proposals

1. **Agenda item:** Decision on the members of the Board of Directors as follows:
 - 1.1. Withdrawal of Szivek Norbert from his position of member of the Board of Directors.
 - 1.2. Election of Szivek Norbert as member of the Board of Directors for a definite period until 31/12/2015.
 - 1.3. Withdrawal of Vágány Tamás from his position of member of the Board of Directors.
 - 1.4. Election of Vágány Tamás as member of the Board of Directors for a definite period until 31/12/2015.

Proponent: Board of Directors
Resolution Proposal:

- 1.1. The General Meeting shall decide to withdraw Szivek Norbert from his position as a member of the Board of Directors.
- 1.2. The General Meeting shall decide to elect Szivek Norbert as member of the Board of Directors for a definite period until 31/12/2015.
- 1.3. The General Meeting shall decide to withdraw Vágány Tamás from his position as a member of the Board of Directors.
- 1.4. The General Meeting shall decide to elect Vágány Tamás as member of the Board of Directors for a definite period until 31/12/2015.

2. **Agenda item:** Decision on the members of the Supervisory Board as follows:
 - 2.1. Withdrawal of Fekete Attila from his position of member of the Supervisory Board.
 - 2.2. Election of Fekete Attila as member of the Supervisory Board for a definite period until 31/12/2015.
 - 2.3. Withdrawal of Poják Zoltán from his position of member of the Supervisory Board.
 - 2.4. Election of Poják Zoltán as member of the Supervisory Board for a definite period until 31/12/2015.
 - 2.5. Withdrawal of dr. Siska Miklós László from his position of member of the Supervisory Board.
 - 2.6. Election of dr. Siska Miklós László as member of the Supervisory Board for a definite period until 31/12/2015.

Proponent: Board of Directors
Resolution Proposal:

- 2.1. The General Meeting shall decide to withdraw Fekete Attila from his position as a member of the Supervisory Board.
- 2.2. The General Meeting shall decide to elect Fekete Attila as member of the Supervisory Board for a definite period until 31/12/2015.
- 2.3. The General Meeting shall decide to withdraw Poják Zoltán from his position as a member of the Supervisory Board.
- 2.4. The General Meeting shall decide to elect Poják Zoltán as member of the Supervisory Board for a definite period until 31/12/2015.
- 2.5. The General Meeting shall decide to withdraw dr. Siska Miklós László from his position as a member of the Supervisory Board.
- 2.6. The General Meeting shall decide to elect dr. Siska Miklós László as member of the Supervisory Board for a definite period until 31/12/2015.

Date of General Meeting: 08. 12. 2014, 10 a.m.
 Place of General Meeting: 1134 Budapest, Klapka utca 11.
 Date of repeated General Meeting: 19. 12. 2014, 10 a.m.

3. **Agenda item:** Decision on the members of the Audit Committee as follows:
- 3.1. Withdrawal of Fekete Attila from his position of member of the Audit Committee.
 - 3.2. Election of Fekete Attila as member of the Audit Committee for a definite period until 31/12/2015.
 - 3.3. Withdrawal of Poják Zoltán from his position of member of the Audit Committee.
 - 3.4. Election of Poják Zoltán as member of the Audit Committee for a definite period until 31/12/2015.
 - 3.5. Withdrawal of dr. Siska Miklós László from his position of member of the Audit Committee.
 - 3.6. Election of dr. Siska Miklós László as member of the Audit Committee for a definite period until 31/12/2015.

Proponent: Board of Directors

Resolution Proposal:

- 3.1. The General Meeting shall decide to withdraw Fekete Attila from his position as a member of the Audit Committee.
- 3.2. The General Meeting shall decide to elect Fekete Attila as member of the Audit Committee for a definite period until 31/12/2015.
- 3.3. The General Meeting shall decide to withdraw Poják Zoltán from his position as a member of the Audit Committee.
- 3.4. The General Meeting shall decide to elect Poják Zoltán as member of the Audit Committee for a definite period until 31/12/2015.
- 3.5. The General Meeting shall decide to withdraw dr. Siska Miklós László from his position as a member of the Audit Committee.
- 3.6. The General Meeting shall decide to elect dr. Siska Miklós László as member of the Audit Committee for a definite period until 31/12/2015.

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	21 636 449	1	21 636 449
Total	52.531.445	29.377.214	21 636 449	1	21 636 449

Date of General Meeting: 08. 12. 2014, 10 a.m.
 Place of General Meeting: 1134 Budapest, Klapka utca 11.
 Date of repeated General Meeting: 19. 12. 2014, 10 a.m.

*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: 1 517 782 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.

Date of General Meeting: 08. 12. 2014, 10 a.m.
Place of General Meeting: 1134 Budapest, Klapka utca 11.
Date of repeated General Meeting: 19. 12. 2014, 10 a.m.