

Attn: Board of Directors  
ENEFI Energy Efficiency Plc.

Dear Board of Directors,

I, undersigned András Gyula Bajor, Managing Director acting on behalf of CRH Invest Kft. (Registered seat: 1051 Budapest, Hercegprímás u. 12. Company registration number: 01-09-929060) as a shareholder of ENEFI Energy Efficiency Plc. (hereinafter: Company) possessing more than 5% of the shares of the Company hereby request that the agenda of the extraordinary general meeting of the Company convened on 28<sup>th</sup> December 2015 shall be supplemented with the following items on the agenda:

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**Agenda of the general meeting:**

- Regulation of the representation of owners in terms of business associations under majority ownership;
- Exercising employer’s rights on the chief executive officer of the Company;
- Decision on the management of own shares.”

ENEFI Energy Efficiency Plc.”

Sincerely,

CRH Invest Kft.  
András Gyula Bajor  
Managing Director

Budapest, 1<sup>st</sup> December 2015.

Proposal for the general meeting of  
ENEFI Plc on 28<sup>th</sup> December 2015

**Regulation of the representation of owners in  
terms of business associations under  
majority ownership;**

A significant part of the assets of ENEFI Plc (hereinafter: Company) is embodied in shares. Nevertheless the Company does not have regulations on the representation of owners in terms of business associations owned by the Company.

Considering the above the general meeting hereby requests the Board of Directors to prepare a proposal on the rules of the representation of owners on the business associations under the majority ownership of the Company and present that to the general meeting.

Until the regulation is accepted by the general meeting, procuration in the following business associations under majority ownership shall be exercised by the joint signature of the members of the Board of Directors of the majority owner:

- ENEFI Projektársaság Kft. (Hungary)
- EETEK Limited (Cyprus)
- ENEFI Polska Spółka Z o. o. (Poland)

The member of the Board of Director or chief executive officer currently exercising the representation of owners shall forthwith modify the procuration as set forth above in the Articles of Association of the company involved.

## **Decision No: ...../2015 of the General Meeting of ENEFI Plc**

The general meeting hereby requests the Board of Directors to prepare a proposal on the rules of the representation of owners on the business associations under the majority ownership of the Company.

Until the above regulation is made procuration in the following business associations under majority ownership, shall be exercised by the joint signature of the members of the Board of Directors of the majority owner:

- ENEFI Projektársaság Kft. (Hungary)
- EETEK Limited (Cyprus)
- ENEFI Polska Spółka Z o. o. (Poland)

shall be exercised by the joint signature of the members of the Board of Directors of the majority owner.

The member exercising representation of owners shall be responsible to make the above modification of procuration in the companies involved.

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Chairman

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Recorder

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Attestor of minutes

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Attestor of minutes

Proposal for the general meeting of  
ENEFI Plc on 28<sup>th</sup> December 2015

Exercising employer's rights on the chief executive  
officer of the Company

Clause IX.4. of the effective Articles of Association of the Company states that the chief executive officer shall exercise employer's rights of the employees of the Company and the Chairman of the Supervisory Board shall exercise employer's rights of the chief executive officer until 31<sup>st</sup> December 2014.

Considering that after the above date no decision was made on exercising the employer's rights of the chief executive officer, this shall be supplemented.

I hereby propose that until the relevant provision of the Articles of Association is made, the Board of Directors shall be entitled to exercise employer's right of the chief executive officer.

**Decision No: ...../2015 of the  
General Meeting of ENEFI Plc**

The general meeting decided that the Board of Directors shall be entitled to exercise employer's right of the chief executive officer.

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Chairman

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Recorder

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Attestor of minutes

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Attestor of minutes

Budapest, 28<sup>th</sup> December 2015

Proposal for the general meeting of  
ENEFI Plc on 28<sup>th</sup> December 2015

**Decision on the management of own shares**



The general meeting of the Company made a decision about the repurchase programme of the own shares of ENEFI on 03/02/2014.

The Company has not formed its concept about the own shares remaining after the execution of the programme.

Considering this, I hereby propose that the general meeting shall request the Board of Directors to present its proposal about the further plans in terms of the own shares at the next general meeting.

**Decision No: ...../2015 of the  
General Meeting of ENEFI Plc**

The general meeting hereby requests the Board of Directors to prepare and present its proposal to the general meeting about the further plans in terms of the own shares at the next general meeting.

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Chairman

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Recorder

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Attestor of minutes

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Attestor of minutes

Budapest, 28<sup>th</sup> December 2015