

**Resolution Proposals**

**of**

**ENEFI Energy Efficiency Plc.**

**for the**

**General Meeting<sup>1</sup>**

**SUPPLEMENT VERSION**

<sup>1</sup>The present resolution proposals are the translation of the “Az ENEFI EnergihatékonyságiNyrt. Közgyűlési Előterjesztései Kiegészített” 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

Board of Directors of the Company convened the General Meeting upon the resolutions of General Meeting kept on January 8, 2016, several requests of a shareholders over 5% of the shares (CHR Invest Kft.) and judicial supervisory process of the Court of Registration first of all in order to reach the minimum number of members Board of Directors, the Supervisory Board, and the Audit Committee in compliance with the legal operation.

Soós Csaba as member of the Board of Directors has resigned, and the mandates of Poják Zoltán and dr. Siska Miklós László as members of Supervisory Board and Audit Committee have expired on 31th December 2015 and they were not reelected.

On the strength of provisions of Act CLXXVII of 2013 about transitional and authorizing provisions in connection with promulgation of Act V of 2013 on the Civil Code the articles of association of the Company shall be reviewed in virtue of provisions of Act V of 2013 on the Civil Code and the Company shall decide about the operation according to provisions of Act V of 2013 on the Civil Code.

The Company has prepared and submitted the modified articles of association of the Company.

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

- Revocation of Komonczi Zsolt as member of the Board of Directors;
- Revocation of Kisvári János as member of the Board of Directors;
- Election of Bálint László as member of the Board of Directors for an indefinite period;
- Election of Gagyí Pálffy Attila as member of the Board of Directors for an indefinite period;
- Election of Soós Csaba as member of the Board of Directors for an indefinite period;
- Election of Fekete Attila as member of the Supervisory Board for an indefinite period;
- Election of Fekete Attila as member of the Audit Committee for an indefinite period;
- Election of dr. Siska Miklós László as member of the Supervisory Board for an indefinite period;
- Election of dr. Siska Miklós László as member of the Audit Committee for an indefinite period;
- Election of dr. Sárkány Gergely as member of the Supervisory Board for an indefinite period;
- Election of dr. Sárkány Gergely as member of the Audit Committee for an indefinite period;
- Election of Sebők Ildikó as member of the Supervisory Board for an indefinite period;
- Election of Sebők Ildikó as member of the Audit Committee for an indefinite period;
- Approval of the sale of the ownership quota of ENEFI Polska sp. zoo owned by EETEK Ltd. for 48,51 Million PLN cash and consideration of all debts of ENEFI Polska against ENEFI Plc. (approximately 28 Million PLN) with outstanding obligation to ENEFI Polska BZ WBK;
- Decision on that the General Meeting shall order the Board of Directors of company that the company as only member of EETEK Ltd. shall make a members' resolution regarding EETEK Ltd. in which it is decided that EETEK Ltd shall purchase shares of ENEFI Plc. up to the amount of the purchase price of ENEFI Polska sp. zoo. at the stock exchange and order the management of EETEK Ltd. to execute the decision. The purchase rate shall not exceed the value of equity for one voting stock in previous quarterly exchange report;
- Decision on that the General Meeting shall instruct the Board of Directors of company to make decision on behalf of company regarding affiliated companies directly owned by the company that

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the combination of management and the mode of power of representation shall be modified in the charter documents of companies (bylaws, articles of incorporation, deed of foundation, etc.) as the current members of the Board of Directors of ENEFI Plc. shall be managers (representative, executive officer with power of representation) of the affiliated companies with joint representation and signatory right as well as to make decision that the Board of Directors shall order the manager of affiliated companies directly owned by the company to proceed in above-mentioned way in respect of the companies owned by the affiliated companies owned by the company, i.e. indirectly owned companies to modify the mode of management and power of representation according to the decision.

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

Allianz Hungária Önkéntes Nyugdíjpénztár as shareholder possessing over 1% of the shares submitted new points for the agenda within the term specified in the legal regulation as follows:

- Election of dr. Siska Miklós as member of the Supervisory Board for a definite period until 31/12/2016;
- Election of dr. Siska Miklós 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 dr. Bakacsi Gyula as member of the Supervisory Board for a definite period until 31/12/2016;
- Election of dr. Bakacsi Gyula as member of the Audit Committee for a definite period until 31/12/2016;
- Election of Benke Szabó Viktor as member of the Supervisory Board for a definite period until 31/12/2016;
- Election of Benke Szabó Viktor 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.

OTP Supra Származtatott Befektetési Alap as shareholder possessing over 1% of the shares submitted new points on the agenda within the term specified in the legal regulation as follows:

- Confirmation the mandate of Kisvári János as member of the Board of Directors and prolong his mandate for an indefinite period.
- Confirmation the mandate of Komonczai Zsolt as member of the Board of Directors and prolong his mandate for an indefinite period.
- Confirmation the mandate of Fekete Attila as member of the Supervisory Board and prolong his mandate for an indefinite period.
- Confirmation the mandate of Fekete Attila as member of the Audit Committee and prolong his mandate for an indefinite period.
- Decision about management of the purchase price of ENEFI Polska.

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

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

- Realization of the income generating from the sale of ENEFI Polska z.o.o. and related transactions for the Company, and decision about payment of dividend for the shareholders of ENEFI Plc.;
- Election of Sáródy Ferenc as member of the Supervisory Board for an indefinite period of time;

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- Election of Sáródy Ferenc as member of the Audit Committee for an indefinite period of time;
- Election of Lingvai Brigitta as member of the Supervisory Board for an indefinite period of time;
- Election of Lingvai Brigitta as member of the Audit Committee for an indefinite period of time.

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

## II. Agenda items

1. Election of members of Board of Directors in order to reach the minimum number of members Board of Directors in compliance with the legal operation;
2. Election of members of Supervisory Board in order to reach the minimum number of members of Supervisory Board in compliance with the legal operation;
3. Election of members of Audit Committee in order to reach the minimum number of members of Audit Committee in compliance with the legal operation;
4. Modification of the power of representation of members of Board of Directors;
5. Forbidding to purchase shares of ENEFI Plc. for the company and for the affiliated companies of the company.
6. Revision of the Articles of Association of the company in compliance with the new Civil Code and decision about the operation in compliance with the new Civil Code.
7. Revocation of the mandate of Komonczai Zsolt as member of the Board of Directors;
8. Revocation of the mandate of Kisvári János as member of the Board of Directors;
9. Election of Bálint László as member of the Board of Directors for an indefinite period;
10. Election of Gagyi Pálffy Attila as member of the Board of Directors for an indefinite period;
11. Election of Soós Csaba as member of the Board of Directors for an indefinite period;
12. Prolongation the mandate of Fekete Attila as member of the Supervisory Board for an indefinite period.
13. Prolongation the mandate of Fekete Attila as member of the Audit Committee for an indefinite period.
14. Election of dr. Siska Miklós as member of the Supervisory Board for an indefinite period;
15. Election of dr. Siska Miklós as member of the Audit Committee for an indefinite period ;
16. Election of dr. Sárkány Gergely as member of the Supervisory Board for an indefinite period;
17. Election of dr. Sárkány Gergely as member of the Audit Committee for an indefinite period;
18. Election of Sebők Ildikó as member of the Supervisory Board for an indefinite period;
19. Election of Sebők Ildikó as member of the Audit Committee for an indefinite period;
20. Approval of the sale of the ownership quota of ENEFI Polska sp. zoo owned by EETEK Ltd. for 48,51 Million PLN cash and consideration of all debts of ENEFI Polska against ENEFI Plc. (approximately 28 Million PLN) with outstanding obligation to ENEFI Polska BZ WBK.
21. Decision on that the General Meeting shall order the Board of Directors of company that the company as only member of EETEK Ltd. shall make a members' resolution regarding EETEK Ltd. in which it is decided that EETEK Ltd shall purchase shares of ENEFI Plc. up to the amount of the purchase price of ENEFI Polska sp. zoo. at the stock exchange and order the management of EETEK Ltd. to execute the decision. The purchase rate shall not exceed the value of equity for one voting stock in previous quarterly exchange report;
22. Decision on that the General Meeting shall instruct the Board of Directors of company to make decision on behalf of company regarding affiliated companies directly owned by the company that the combination of management and the mode of power of representation shall be modified in the charter documents of companies (bylaws, articles of incorporation, deed of foundation, etc.) as the current members of the Board of Directors of ENEFI Plc. shall be managers (representative, executive officer with power of representation) of the affiliated companies with joint representation and signatory right as well as to make decision that the Board of Directors shall order the manager of affiliated companies directly owned by the company to proceed in above-mentioned way in respect

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of the companies owned by the affiliated companies owned by the company, i.e. indirectly owned companies to modify the mode of management and power of representation according to the decision.

23. Election of dr. Siska Miklós as member of the Supervisory Board for a definite period until 31/12/2016;
24. Election of dr. Siska Miklós as member of the Audit Committee for a definite period until 31/12/2016;
25. Election of Poják Zoltán as member of the Supervisory Board for a definite period until 31/12/2016;
26. Election of Poják Zoltán as member of the Audit Committee for a definite period until 31/12/2016;
27. Election of dr. Bakacsi Gyula as member of the Supervisory Board for a definite period until 31/12/2016;
28. Election of dr. Bakacsi Gyula as member of the Audit Committee for a definite period until 31/12/2016;
29. Election of Benke Szabó Viktor as member of the Supervisory Board for a definite period until 31/12/2016;
30. Election of Benke Szabó Viktor as member of the Audit Committee for a definite period until 31/12/2016;
31. Confirmation the mandate of Kisvári János as member of the Board of Directors and prolong his mandate for an indefinite period.
32. Confirmation the mandate of Komonczai Zsolt as member of the Board of Directors and prolong his mandate for an indefinite period;
33. Confirmation of the mandate of Fekete Attila as member of the Supervisory Board and prolong his mandate for an indefinite period;
34. Confirmation the mandate of Fekete Attila as member of the Audit Committee and prolong his mandate for an indefinite period;
35. Decision about the management of the purchase price generating from the sale of ENEFI Polska.
36. Realization of the income generating from the sale of ENEFI Polska z.o.o. and related transactions for the Company, and decision about payment of dividend for the shareholders of ENEFI Plc after credit of the income.
37. Election of Saródy Ferenc as member of the Supervisory Board for an indefinite period;
38. Election of Saródy Ferenc as member of the Audit Committee for an indefinite period;
39. Election of Lingvai Brigitta as member of the Supervisory Board for an indefinite period;
40. Election of Lingvai Brigitta as member of the Audit Committee for an indefinite period;

### **III. Resolution proposals**

#### **Agenda No 1.:**

Election of members of Board of Directors in order to reach the minimum number of members Board of Directors in compliance with the legal operation.

**Proponent:** Board of Directors

**Resolution Proposal A:**

None.

**Proponent:** OTP Supra Származtatott Befektetési Alap

**Resolution Proposal B:**

The General Meeting shall decide to elect Dr. Dávid Alíz as member of the Board of Directors for an indefinite period.

#### **Agenda No. 2:**

Election of members of Supervisory Board in order to reach the minimum number of members of Supervisory Board in compliance with the legal operation;

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**Proponent:** Board of Directors  
**Resolution Proposal:**  
 None.

**Proponent:** OTP Supra Származtatott Befektetési Alap  
**Resolution Proposal:**  
 The General Meeting shall decide to elect dr. Siska Miklós László as member of the Supervisory Board for an indefinite period of time.

**Proponent:** OTP Supra Származtatott Befektetési Alap  
**Resolution Proposal:**  
 The General Meeting shall decide to elect Poják Zoltán as member of the Supervisory Board for an indefinite period of time.

**Agenda No. 3:**

Election of members of Audit Committee in order to reach the minimum number of members of Audit Committee in compliance with the legal operation.

**Proponent:** Board of Directors  
**Resolution Proposal:**  
 None

**Proponent:** OTP Supra Származtatott Befektetési Alap  
**Resolution Proposal:**  
 The General Meeting shall decide to elect dr. Siska Miklós László as member of the Audit Committee for an indefinite period.

**Proponent:** OTP Supra Származtatott Befektetési Alap  
**Resolution Proposal:**  
 The General Meeting shall decide to elect Poják Zoltán as member of the Audit Committee for an indefinite period.

**Agenda No.4:**

Modification the power of representation of members of Board of Directors.

**Proponent:** Board of Directors  
**Resolution Proposal:**  
 None.

**Agenda No.5:**

Forbidding to purchase shares of ENEFI Plc. for the company and for the affiliated companies of the company.

**Proponent:** Board of Directors  
**Resolution Proposal:**  
 None.

**Agenda No.6:**

Revision of the Articles of Association of the company upon the new Civil Code and decision about the operation in compliance with the new Civil Code.

**Proponent:** Board of Directors  
**Resolution Proposal:**

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The General Meeting accepts the modifications of articles of association of the company according to provisions of Act V of 2013 on the Civil Code, and the consolidated text with modifications of the articles of association, furthermore the General Meeting makes the decision that the Company shall operate according to provisions of Act V of 2013 on the Civil Code. The General Meeting empowers the Law Office which represents the Company to prepare and countersign the consolidated articles of incorporation.

**Agenda No. 7:**

Revocation of the mandate of Komonczai Zsolt as member of the Board of Directors.

**Proponent:** Soós Csaba

**Resolution Proposal:**

The General Meeting shall decide to revoke Komonczai Zsolt as member of the Board of Directors with immediate effect.

**Agenda No. 8:**

Revocation of the mandate of Kisvári János as member of the Board of Directors.

**Proponent:** Soós Csaba

**Resolution Proposal:**

The General Meeting shall decide to revoke Kisvári János as member of the Board of Directors with immediate effect.

**Agenda No. 9:**

Election of Bálint László as member of the Board of Directors for an indefinite period.

**Proponent:** Soós Csaba

**Resolution Proposal:**

The General Meeting shall elect Bálint László as member of the Board of Directors for an indefinite period.

**Agenda No. 10:**

Election of Gagyi Pálffy Attila as member of the Board of Directors for an indefinite period.

**Proponent:** Soós Csaba

**Resolution Proposal:**

The General Meeting shall elect Gagyi Pálffy Attila as member of the Board of Directors for an indefinite period.

**Agenda No. 11:**

Election of Soós Csaba as member of the Board of Directors for an indefinite period.

**Proponent:** Soós Csaba

**Resolution Proposal:**

The General Meeting shall decide to elect Soós Csaba as member of the Board of Directors for an indefinite period.

**Agenda No. 12:**

Election of Fekete Attila as member of the Supervisory Board for an indefinite period.

**Proponent:** Soós Csaba

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**Resolution Proposal:**

The General Meeting shall decide to elect Fekete Attila as member of the Supervisory Board for an indefinite period.

**Agenda No. 13:**

Election of Fekete Attila as member of the Audit Committee for an indefinite period.

**Proponent:** Soós Csaba

**Resolution Proposal:**

The General Meeting shall decide to elect Fekete Attila as member of the Audit Committee for an indefinite period.

**Agenda No. 14:**

Election of dr. Siska Miklós László as member of the Supervisory Board for an indefinite period.

**Proponent:** Soós Csaba

**Resolution Proposal:**

The General Meeting shall decide to elect dr. Siska Miklós László as member of the Supervisory Board for an indefinite period.

**Agenda No. 15:**

Election of dr. Siska Miklós László as member of the Audit Committee for an indefinite period.

**Proponent:** Soós Csaba

**Resolution Proposal:**

The General Meeting shall decide to elect dr. Siska Miklós László as member of the Audit Committee for an indefinite period.

**Agenda No. 16:**

Election of dr. Sárkány Gergely as member of the Supervisory Board for an indefinite period.

**Proponent:** Soós Csaba

**Resolution Proposal:**

The General Meeting shall decide to elect dr. Sárkány Gergely as member of the Supervisory Board for an indefinite period.

**Agenda No. 17:**

Election of dr. Sárkány Gergely as member of the Audit Committee for an indefinite period.

**Proponent:** Soós Csaba

**Resolution Proposal:**

The General Meeting shall decide to elect dr. Sárkány Gergely as member of the Audit Committee for an indefinite period.

**Agenda No. 18:**

Election of Sebők Ildikó as member of the Supervisory Board for an indefinite period.

**Proponent:** Soós Csaba

**Resolution Proposal:**

The General Meeting shall decide to elect Sebők Ildikó as member of the Supervisory Board for an indefinite period.

**Agenda No. 19:**

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Election of Sebők Ildikó as member of the Audit Committee for an indefinite period.

**Proponent:** Soós Csaba

**Resolution Proposal:**

The General Meeting shall decide to elect Sebők Ildikó as member of the Audit Committee for an indefinite period.

**Agenda No. 20:**

Approval of sale the ownership stake of EETEK Ltd. in ENEFI Polska sp. zoo for 48,51 Million PLN cash and consideration of all debts of ENEFI Polska against ENEFI Plc. (approximately 28 Million PLN) with outstanding obligation to ENEFI Polska BZ WBK.

**Proponent:** Soós Csaba

**Resolution Proposal:**

The General Meeting shall approve the sale of the shares of ENEFI Polska sp. zoo owned by EETEK Ltd. for 48,51 Million PLN cash and consideration of all debts of ENEFI Polska against ENEFI Plc. (approximately 28 Million PLN) with outstanding obligation to ENEFI Polska BZ WBK.

**Agenda No. 21:**

Decision about the General Meeting shall order the Board of Directors of company that the company as only member of EETEK Ltd. shall make a members' decision in EETEK Ltd. wherein it decides about purchasing shares of ENEFI Plc. to the tune of sales amount of ENEFI Polska sp. zoo. in the context of exchange transaction and ordering the management of EETEK Ltd. to execute the decision. The buy rate shall not exceed the value of equity for one voting stock in previous quarterly exchange report.

**Proponent:** Soós Csaba

**Resolution Proposal:**

The General Meeting shall decide to order the Board of Directors of company as only member of EETEK Ltd. to make a members' decision in EETEK Ltd. wherein it decides about purchasing shares of ENEFI Plc. in the amount of the purchase price of ENEFI Polska sp. zoo. at the stock exchange and order the management of EETEK Ltd. to execute the decision. The purchase rate shall not exceed the value of equity for one voting stock in previous quarterly exchange report.

**Agenda No. 22:**

Decision about the General Meeting shall order the Board of Directors of company to make decision on behalf of company in affiliated companies direct owned by the company that the combination of management and the mode of power of representation shall be modified in the charter documents of companies (bylaws, articles of incorporation, deed of foundation, etc.) as the all-time members of the Board of Directors of ENEFI Plc. shall be managers (representative, executive officer with power of representation) of the affiliated companies with joint representation and signatory right as well as to make decision that the Board of Directors shall order the manager of affiliated companies direct owned by the company to proceed in above-mentioned way in respect of the companies owned by the affiliated companies owned by the company so they are indirect owned companies to modify the mode of management and power of representation according to the decision.

**Proponent:** Soós Csaba

**Resolution Proposal:**

The General Meeting shall decide to order the Board of Directors of company to make decision on behalf of company regarding the affiliated companies direct owned by the company that the combination of management and the mode of power of representation shall be modified in the charter documents of companies (bylaws, articles of incorporation, deed of foundation, etc.) as the current members of the Board of Directors of ENEFI Plc. shall be managers (representative, executive officer with power of representation) of the affiliated companies with joint

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representation and signatory right as well as to make decision that the Board of Directors shall order the manager of affiliated companies direct owned by the company to proceed in above-mentioned way in respect of the companies owned by the affiliated companies owned by the company so they are indirect owned companies to modify the mode of management and power of representation according to the decision.

**Agenda No. 23:**

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

**Proponent:** Allianz Hungária Önkéntes Nyugdíjpénztár

**Resolution Proposal:**

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

**Agenda No. 24:**

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

**Proponent:** Allianz Hungária Önkéntes Nyugdíjpénztár

**Resolution Proposal:**

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

**Agenda No.25:**

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

**Proponent:** Allianz Hungária Önkéntes Nyugdíjpénztár

**Resolution Proposal:**

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

**Agenda No.26:**

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

**Proponent:** Allianz Hungária Önkéntes Nyugdíjpénztár

**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 No. 27:**

Election of dr. Bakacsi Gyula as member of the Supervisory Board for a definite period until 31/12/2016.

**Proponent:** Allianz Hungária Önkéntes Nyugdíjpénztár

**Resolution Proposal:**

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

**Agenda No. 28:**

Election of dr. Bakacsi Gyula as member of the Audit Committee for a definite period until 31/12/2016.

**Proponent:** Allianz Hungária Önkéntes Nyugdíjpénztár

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

**Agenda No. 29:**

Election of Benke Szabó Viktor as member of the Supervisory Board for a definite period until 31/12/2016.

**Proponent:** Allianz Hungária Önkéntes Nyugdíjpénztár

**Resolution Proposal:**

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

**Agenda No. 30:**

Election of Benke Szabó Viktor as member of the Audit Committee for a definite period until 31/12/2016.

**Proponent:** Allianz Hungária Önkéntes Nyugdíjpénztár

**Resolution Proposal:**

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

**Agenda No. 31:**

Confirmation of the mandate of Kisvári János as member of the Board of Directors and prolong his mandate for an indefinite period.

**Proponent:** OTP Supra Származtatott Befektetési Alap

**Resolution Proposal:**

The General Meeting shall decide to confirm the mandate of Kisvári János as member of the Board of Directors and prolong it for an indefinite period.

**Agenda No. 32:**

Confirmation of the mandate of Komonczai Zsolt as member of the Board of Directors and prolong his mandate for an indefinite period.

**Proponent:** OTP Supra Származtatott Befektetési Alap

**Resolution Proposal:**

The General Meeting shall decide to confirm the mandate of Komonczai Zsolt as member of the Board of Directors and prolong it for an indefinite period.

**Agenda No. 33:**

Confirmation the mandate of Fekete Attila as member of the Supervisory Board and prolong his mandate for an indefinite period.

**Proponent:** OTP Supra Származtatott Befektetési Alap

**Resolution Proposal:**

The General Meeting shall decide to confirm the mandate of Fekete Attila as member of the Supervisory Board and prolong it for an indefinite period of time.

**Agenda No. 34:**

Confirmation the mandate of Fekete Attila as member of the Audit Committee and prolong his mandate for an indefinite period.

**Proponent:** OTP Supra Származtatott Befektetési Alap

**Resolution Proposal:**

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The General Meeting shall decide to confirm the mandate of Fekete Attila as member of the Audit Committee and prolong it for an indefinite period of time.

**Agenda No. 35:**

Decision about the management of sales-amount of ENEFI Polska.

**Proponent:** OTP Supra Származtatott Befektetési Alap

**Resolution Proposal:**

The General Meeting shall decide to order the Board of Directors to purchase own stocks from at least 70% of the purchase price generating from the sale of ENEFI Polska at the stock exchange. The Board of Directors shall proceed respectively at the affiliated companies if the purchase price will not be paid to ENEFI Plc.

**Agenda No.36:**

Realization of the income generating from the sale of ENEFI Polska z.o.o. and related transactions for the Company, and decision about payment of dividend for the shareholders of ENEFI Plc after credit of the income.

**Proponent:** CRH Invest Kft.

**Resolution Proposal:**

The General Meeting shall decide to realize the income generating from the sale of ENEFI Polska z.o.o. and related transactions for the Company, and resolve to pay dividend for the shareholders of ENEFI Plc after credit of the income.

**Agenda No. 37:**

Election of Saródy Ferenc as member of the Supervisory Board for an indefinite period.

**Proponent:** CRH Invest

**Resolution Proposal:**

The General Meeting shall decide to elect Saródy Ferenc as member of the Supervisory Board for an indefinite period.

**Agenda No.38:**

Election of Sáródy Ferenc as member of the Audit Committee for an indefinite period.

**Proponent:** CRH Invest Kft.

**Resolution Proposal:**

The General Meeting shall decide to elect Sáródy Ferenc as member of the Audit Committee for an indefinite period.

**Agenda No.39:**

Election of Lingvai Brigitta as member of the Supervisory Board for an indefinite period.

**Proponent:** CRH Invest

**Resolution Proposal:**

The General Meeting shall decide to elect Lingvai Brigitta as member of the Supervisory Board for an indefinite period.

**Agenda No.40:**

Election of Lingvai Brigitta as member of the Audit Committee for an indefinite period.

**Proponent:** CRH Invest Kft.

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.

**Resolution Proposal:**

The General Meeting shall decide to elect Lingvai Brigitta as member of the Audit Committee for an indefinite period.

**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:

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: 1 491 826 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: 28. 12. 2015, 10 a.m.  
 Place of Genera Meeting: 1134 Budapest, Klapka utca 11.  
 Date of repeated General Meeting: 08. 01. 2016, 10 a.m.