



## EXTRAORDINARY ANNOUNCEMENT

**OPUS GLOBAL Public Limited Company** (registered seat: 59 Andrásy Road, HU-1062 Budapest; company registration number: 01-10-042533; hereinafter: '*Company*') hereby informs the Market on the following.

- 1) The Board of Directors of the Company has resolved on the increase of the Share Capital of the Company on its Meeting of the 15<sup>th</sup> November, 2018.
  - (i) **KONZUM PE Magántőkealap** (registration number: 6122-44; managed by Konzum Investment Fund Management Private Limited Company; registered seat: 59 Andrásy Road, HU-1062 Budapest; company registration number: 01-10-045654; hereinafter: '**KONZUM PE**') has committed itself to provide its claim against **KALL Ingredients Kereskedelmi Korlátolt Felelősségű Társaság** (registered seat: 1 Fehértó part, HU-5122 Tiszapüspöki; company registration number: 16-09-016853; hereinafter: '**KALL Ingredients Kft.**') at the amount of EUR 6.526.743,72,- namely Six Million, Five Hundred Twenty-Six Thousand, Seven Hundred Forty-Three Euros and Seventy-Two Cents and HUF 2.261.100.000,- namely Two Billion, Two Hundred Sixty-One Million, One Hundred Thousand Hungarian Forint (hereinafter: '*In-Kind Contribution1*'); having converted the said claim, its overall value is HUF 4.368.650.815,- namely Four Billion, Three Hundred Sixty-Eight Million, Six Hundred Fifty Thousand, Eight Hundred Fifteen Hungarian Forint.

Within this context, the Company has ordered to issue 9.314.820 namely Nine Million, Three Hundred Fourteen Thousand, Eight Hundred Twenty pieces of 'A' series equity shares with the face value of HUF 25,- namely Twenty-Five Hungarian Forint and issue value of HUF 469,- namely Four Hundred Sixty-Nine Hungarian Forint with the same attaching rights which KONZUM PE is exclusively entitled to.

The proportion of the In-Kind Contribution1 that is not involved in this increase of the Share Capital is ordered to be constitute a part of the capital reserve of the Company.

- (ii) Based on the agreements on the provision of in-kind contribution of the 15<sup>th</sup> November, 2018, the Company acquires 51 % of the total voting stock (hereinafter: '**Mészáros Építőipari Holding Shares**') of Mészáros Építőipari Holding Zártkörűen Működő Részvénytársaság (registered seat: 65 Fő Street, HU 8086 Felcsút; company registration number: 07-10-001511; hereinafter: '**Mészáros Építőipari Holding Zrt.**'). The value of the Mészáros Építőipari Holding Shares is HUF 59.759.357.242,- namely Fifty-Nine Billion, Seven Hundred Fifty-Nine Million, Three Hundred Fifty-Seven Thousand, Two Hundred Forty-Two Hungarian Forints which are to be provided by the



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providers to the Company within 30 days (*'In-Kind Contribution'* and *'In-Kind Contribution2'*). The Company draws the attention of the Investors to the fact that construction companies have a significant portfolio of approximately HUF 300 billion.

Within this context, the Company has ordered to issue 97.805.822 namely Ninety-Seven Million, Eight Hundred Five Thousand, Eight Hundred Twenty-Two pieces of 'A' series equity shares with the face value of HUF 25,- namely Twenty-Five Hungarian Forint and issue value of HUF 611,- namely Six Hundred Eleven Hungarian Forints with the same attaching rights which the providers are exclusively entitled to.

The proportion of the In-Kind Contribution2 and In-Kind Contribution3 that is not involved in this increase of the Share Capital is ordered to be constitute a part of the capital reserve of the Company.

The volume of the Share Capital increase is HUF 2.678.016.050,- namely Two Billion, Six Hundred Seventy-Eight Million, Sixteen Thousand, Fifty Hungarian Forints, according to which 107.120.642 namely One Hundred Seven Million, One Hundred Twenty Thousand, Six Hundred Forty-Two pieces of equities are to be issued, whilst the increased Share Capital of the Company is expected to be HUF 13.409.611.900,- namely Thirteen Billion, Four Hundred Nine Million, Six Hundred Eleven Thousand, Nine Hundred Hungarian Forints.

- 2) The Company points out that the series of transactions of Section 1) of this Announcement is the closing step of the transactions regarding the series of share capital increase disclosed by the Company in its Extraordinary Announcement of the 15<sup>th</sup> February, 2018 (hereinafter: *'Communication'*). According to the facts, the following adjustments were made within the series of transactions compared to the step plan of the Communication.
  - (i) The Board of Directors has decided that the Company shall enter into a sale and purchase agreement with **STATUS Energy Magántőkealap** (registration number: 6122-53; managed by STATUS Capital Kockázati Tőkealap-kezelő Zártkörűen Működő Részvénytársaság; registered seat: 59 Andrassy Road, HU-1062 Budapest; company registration number: 01-10-049602; hereinafter: *'STATUS Energy'*) regarding the quotas of **Status Power Invest Korlátolt Felelősségű Társaság** (registered seat: 59 Andrassy Road, HU-1062 Budapest, company registration number: 01-09-306027; hereinafter: *'Status Power Invest Kft.'*) embodying 55,05 % of the subscribed capital of Status Power Invest Kft. for HUF 9 890 000 000,- namely Nine Billion, Eight Hundred Ninety Million Hungarian Forint purchase price meaning, that the legal title of the acquisition will be 'purchase' instead of 'provision of in-kind contribution'.



- (ii) Compared to the Communication, the quotas embodying 51 % of the initial capital of **STATUS GEO Invest Korlátolt Felelősségű Társaság** (registered seat: 1-3 Riadó Street, HU-1026 Budapest; company registration number: 01-09-306028) – owned by **GEOSOL Korlátolt Felelősségű Társaság** (registered seat: 07/130, HU-3273 Halmajugra; company registration number: 10-09-033901; tax ID.: 13714789-2-10) will not be provided to the Company as in-kind contribution, since it is to be acquired by **Mátrai Erőmű Zártkörűen Működő Részvénytársaság** (registered seat: 11 Erőmű Street, HU-3271 Visonta; hereinafter: '**MEZrt.**') on the legal title of 'purchase'. As a result of the transaction, this asset will constitute a part of OPUS Group after Company acquires influence within Status Power Invest Kft., according to the method mentioned in Section 1 of this Announcement; Status Power Invest Kft. has a 85% of participation within **MÁTRA ENERGY HOLDING Zártkörűen Működő Részvénytársaság** (registered seat: 59 Andrassy út 59; company registration number: 01-10-049629) having ownership over 72.6647% of the voting stock of MEZrt.
- 3) Furthermore, the Company announces, that on the 15<sup>th</sup> November, 2018, The Board of Directors has decided to transfer 20 namely Twenty pieces of equities with the face value of HUF 1 000 000,- namely One Million Hungarian Forint per share issued by **OPUS PRESS Zártkörűen Működő Részvénytársaság** (registered seat: 59 Andrassy Road, HU-1062 Budapest; company registration number: 01-10-048787; hereinafter: '**OPUS PRESS Zrt.**') to **Talentis Group Beruházás-szervező Zártkörűen Működő Részvénytársaság** (registered seat: 16 Zsámbéki Road, HU-2053 Herceghalom, company registration number: 13-10-041257; hereinafter: '**Talentis Group Zrt.**') for HUF 7.357.102.952,- namely Seven Billion, Three Hundred Fifty-Seven Million, One Hundred Two Thousand, Nine Hundred Fifty-Two Hungarian Forint purchase price.

Furthermore, the Board of Directors has decided to assign the pecuniary claim of the Company towards OPUS PRESS Zrt. to Talentis Group Zrt. for HUF 2.532.897.048,- namely Two Billion, Five Hundred Thirty-Two Million, Eight Hundred Ninety-Seven Thousand, Forty-Eight Hungarian Forint purchase price.

The overall value of the Transactions is HUF **9.890.000.000,-** namely **Nine Billion, Eight Hundred Ninety Million Hungarian Forints.**

The Company realized a one-time, nearly HUF 3 billion gain on the sale of the shares of OPUS PRESS Zrt.

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