
NOTICE OF THE GENERAL MEETING

The Management Board of the **DUNA HOUSE HOLDING Public Limited Company** (registered office: 1016 Budapest, Gellérthegy u. 17.; comp.reg.no.: 01-10-048384; hereinafter: „*Company*”) call the **extraordinary meeting** of the Company as follows:

Time of the general meeting: **18th December, 2018. 10.00 a.m.**

Place of the general meeting: **The registered office of the Company, H-1016 Budapest, Gellérthegy utca 17.**

The general meeting will be held by **personal attendance**.

Agenda:

1. Determination of voting method, election of officers of the General Meeting;
2. Decision on the adoption of the modification of Employee Stock Ownership Plan and Allowance Policy and the adaptation of the modification of the Program of 2018-2020, a new Program of 2019 and a new Program of 2019-2021
3. Authorization of the Management Board regarding the acquisition of own shares
4. Other questions

In the event there is no quorum at the time specified, the repeated general meeting is hereby convened by the Management Board with the same agenda for

10.00 a.m. on 28th December, 2018 at the Company’s registered office (H-1016 Budapest, Gellérthegy utca 17.)

On the basis of Section 3:275(1) of Act V of 2013 on the **Civil Code**, in matters on the original agenda, the repeated general meeting shall form a quorum regardless of the number of attending shareholders.

Submissions related to the items on the agenda, the relevant Supervisory Board reports, draft resolutions, aggregated data concerning the number of shares existing at the time the general meeting is convened and the ratio of voting rights, including separate summaries for each share category, and the forms for voting by proxy will be published on the Company’s website (<https://dunahouse.com/hu/kozvetelek>) at least 21 days prior to the initial day of the general meeting. Submissions and draft resolutions related to the items on the agenda will be available for personal receipt at the venue of the general meeting on **18 December 2018**, during registration.

The right to supplement the agenda of the general meeting may be exercised within eight days of the publication of the notice on convening the general meeting by shareholders who collectively possess at least one percent of votes. In accordance with the provisions of the Civil Code, where a proposal to supplement the agenda, which complies with the rules governing the level of detail of the agenda, or a draft resolution concerning an item on the agenda or an item which should be included in the agenda is communicated to the Board within eight days of the publication of this notice by shareholders collectively possessing at least one percent of votes, the Board shall, once it has been notified of a proposal, publish a notice on the supplemented agenda or the draft resolutions put forward by the shareholders

Participation at the general meeting and the exercising of the right to vote are subject to the following conditions:

On the registration of shareholders through identification procedure, the Company’s statutes and the applicable statutory requirements shall be complied with. The record date for identification procedure is **11 December 2018**. On the basis of data concerning the outcome of identification procedure, KELER Zrt., the keeper of the record of shareholders, shall register the names of shareholders or nominee shareholders intending to attend the general meeting in the record of shareholders on **11 December 2018** and shall, at the Management Board’s instruction,

close the record of shareholders on **14 December 2018**, without recording any registration requests until the day after the general meeting is adjourned. In accordance with the applicable statutory provisions, the person empowered to **exercise the shareholder's rights at the general meeting** (i.e. to participate at the general meeting, request information as specified by the law, put forward observations and motions and exercise voting rights) **shall be the person whose name is specified in the record of shareholders at 6.00 p.m. on the second business day preceding the initial day of the general meeting.**

The keepers of securities accounts shall register shareholders in the record of shareholders on the basis of shareholders' instructions. The time-limit for giving instructions to the keepers of securities accounts shall be notified to shareholders by the keepers of securities accounts. The Company shall not be responsible for compliance with the instructions to the keepers of securities accounts or the consequences of failure to comply with such instructions.

The closure of the record of shareholders shall not restrict the right of persons registered in the record of shareholders to transfer their shares following the closure of the record of shareholders. The transfer of shares prior to the initial day of the general meeting shall not prevent persons registered in the record of shareholders from attending the general meeting and exercising the rights vested in them as shareholders.

The general meeting shall form a quorum if shareholders representing more than fifty percent of votes embodied by shares carrying voting rights are present. Shares (i.e. both series A ordinary shares and series B preferred dividend employee shares) shall provide voting rights in proportion with the nominal value of shares. The number of votes pertaining to each share shall be equal to the nominal value of the share concerned.

The general meeting shall be attended by shareholders in person or by way of proxy or a nominee shareholder (hereinafter collectively referred to as 'Nominee Shareholder') meeting the requirements laid down in the Civil Code and Act CXX of 2001 on the capital market.

Where shareholders intend to issue a proxy using a form, the relevant form is available on the Company's website (<https://dunahouse.com/hu/kozzetetelek>).

Proxies issued for Nominee Shareholders (including proxies issued on a form) shall be issued as a notarial document or a private document of full probative value. If the proxy was issued in a country other than Hungary, the relevant provisions of the international agreement or reciprocity between the country where the authorisation was issued and Hungary (the Hungarian State) shall also be taken into consideration. If the proxy was issued in a language other than Hungarian, an authentic Hungarian translation shall be attached. The authorisation of persons signing the proxy in the case of shareholders other than natural persons or the authorisation of persons acting at the general meeting on behalf of non-natural person shareholders shall be verified by an original document issued by an authentic register (e.g. certificate of incorporation) or by a notarial statement. If the document verifying authorisation was issued in a language other than Hungarian, an authentic Hungarian translation shall be attached.

The proxy (including proxies issued on a form) shall be handed over to the Company's representative in original during registration before the general meeting at the latest.

For further information, please contact the Company's Investor Relations Contact Person (Dániel Schilling, telephone: +36-1-555-2222, fax: +36-1-555-2220).

Registration, i.e. the verification of authority as a shareholder (Nominee Shareholder), shall take place at the venue on the day of the general meeting, between 9:00 and 9:45 a.m.

Please note that punctual arrival at the registration is important. Once registration has been closed, shareholders (Nominee Shareholders) registered in the record of shareholders but not included in the attendance list may attend the general meeting without exercising their right to vote.

The language of the general meeting is Hungarian.

The notice for the general meeting has been published in Hungarian and English. In case of divergence, the Hungarian text shall prevail

Budapest, 16 November, 2018

**A DUNA HOUSE HOLDING Nyilvánosan Működő Részvénytársaság
Management Board**