



KONZUM Investment and Asset Management Public Limited Company (registered seat: 59 Andrásy Avenue, Budapest HU-1062; company registration number: 01-10-049323; court of registration: Company Registry Court of Budapest-Capital Regional Court; "KONZUM Nyrt." or "Merging Company") hereby respectfully informs the Investors, that the extraordinary General Meeting, held on 08th April 2019, has adopted the following resolutions after the declaration of the quorum:

Resolution of the General Meeting No. 1/2019 (IV.08.)

The General Meeting elects Aladin Ádám Linczényi to be its Chairman, dr. Gábor Miklós Dakó to be its keeper of the minutes, Zoltán Simon as the authorized representative of the KONZUM PE Magántőkealap shareholder to witness the minutes, as well as Dr. Krisztina Kovács Szeidl and Olga Salánki to be the vote counters.

The General Meeting has adopted the resolution unanimously.

In accordance with the point e) of subsection 1 of section 3:278 of the Civil Code, the resolution has been adopted with 182 517 420 pieces of yes votes, that is 55.22 % compared to the Share Capital; 0 pieces of no votes, that is 0 % compared to the Share Capital; 0 pieces of abstain votes, that is 0% compared to the Share Capital.

(The number of shares representing valid votes: 182 517 420, that is 55.22 % compared to the Share Capital)

Resolution of the General Meeting No. 2/2019 (IV.08.)

The General Meeting shall acknowledge the fact of the following amendments upon this resolution:

From the day of 28 February 2019, ESSEL Audit Könyvvizsgáló Korlátolt Felelősségű Társaság (seat of business: 1162 Budapest, Fertály u. 7.; company registration number: 01-09-698566), as a permanent auditor of KONZUM Befektetési és Vagyonkezelő Nyilvánosan Működő Részvénytársaság (hereinafter referred to as 'KONZUM Nyrt.') performing auditing tasks – as a result of the increased workload and allocation of tasks in relation with the internal operation of the auditor appointed by the supreme body of KONZUM Nyrt. – hereby shall appoint Dr. SASVÁRI László (mother's maiden name: Tóth Erzsébet; address: 1162 Budapest, Fertály utca 5-7.), who is a member of the auditors' chamber, and the appointment of dr. Sasváriné Dr. Hoffmann Anna (mother's maiden name: Petz Franciska; address: 7627 Pécs, Kispircsizma dűlő 88.) simultaneously shall be terminated.

The Board of Directors takes the measures required to enter the hereinabove detailed changes into the Articles of Association of KONZUM Nyrt. and the company register.

The General Meeting has adopted the resolution unanimously.

In accordance with the point e) of subsection 1 of section 3:278 of the Civil Code, the resolution has been adopted with 223 340 420 pieces of yes votes, that is 67.57 % compared to the Share Capital; 0 pieces of no votes, that is 0 % compared to the Share Capital; 0 pieces of abstain votes, that is 0% compared to the Share Capital.

(The number of shares representing valid votes: 223 340 420, that is 67.57 % compared to the Share Capital)

Resolution of the General Meeting No. 3/2019 (IV.08.)

The General Meeting shall amend the effective text of the Articles of Association of KONZUM Nyrt. upon this resolution today with that the text being crossed shall be deleted while the text in bold, italic and underlined should be inserted into the text of the Articles of Association:

The paragraph included in Subpoint 1 of Point 9 of Chapter V of the Articles of Association is to be amended as it follows:

'The personally responsible auditor is: Dr. Sasváriné Dr. Hoffmann Anna (born: on 9 April 1960 in Pécs, mother's maiden name: Petz Franciska, address: 1162 Budapest, Fertály u. 7., auditor chamber identification card number: 001631) Dr. Sasvári László (mother's maiden name: Tóth Erzsébet; address: H 1162 Budapest, Fertály utca 5-7.; auditor chamber registration number: 001630).'

The General Meeting has adopted the resolution unanimously.

In accordance with the point e) of subsection 1 of section 3:278 of the Civil Code, the resolution has been adopted with 223 340 420 pieces of yes votes, that is 67.57 % compared to the Share Capital; 0 pieces of no votes, that is 0 % compared to the Share Capital; 0 pieces of abstain votes, that is 0% compared to the Share Capital.

(The number of shares representing valid votes: 223 340 420, that is 67.57 % compared to the Share Capital)

Resolution of the General Meeting No. 4/2019 (IV.08.)

Upon this resolution the General Meeting shall accept the individual, audited, non-consolidated annual report of KONZUM Nyrt. for the year of 2018 with its annexes with the included principal data as it follows:

- HUF 53 385 589 thousand.- assets/capital and resources altogether;
- HUF 38 739 786 thousand.- own equity;
- HUF 347 336 thousand.- comprehensive income after taxes.

The General Meeting has adopted the resolution unanimously.

In accordance with the point e) of subsection 1 of section 3:278 of the Civil Code, the resolution has been adopted with 223 340 420 pieces of yes votes, that is 67.57 % compared to the Share Capital; 0 pieces of no votes, that is 0 % compared to the Share Capital; 0 pieces of abstain votes, that is 0% compared to the Share Capital.

(The number of shares representing valid votes: 223 340 420, that is 67.57 % compared to the Share Capital)

Resolution of the General Meeting No. 5/2019 (IV.08.)

Upon this resolution the General Meeting made an irrevocable decision on the merger (hereinafter referred to as 'Merger') of KONZUM Nyrt., as merging company into OPUS GLOBAL Nyilvánosan Működő Részvénytársaság (seat of business: 1062 Budapest, Andrássy út 59.; company register: 01-10-042533, hereinafter referred to as 'OPUS GLOBAL Nyrt.' or 'Legal Successor Company') as an investee company or legal successor company. Regarding the Merger, the company acting as legal successor company is to be OPUS GLOBAL Nyrt. As a result of the Merger, the assets of KONZUM Nyrt. are transferred to OPUS GLOBAL Nyrt., as the universal legal successor company. Following the Merger OPUS GLOBAL Nyrt. shall operate in the same corporate form, namely as a publicly listed company.

The General Meeting shall indicate the number of the departing shareholders who do not intend to participate in the transformation and the quantity of the owned shares prior to the time of this resolution.

Number of the shareholders:	0 person
Quantity of shares	0 pieces

The General Meeting has adopted the resolution unanimously.

In accordance with the point e) of subsection 1 of section 3:278 of the Civil Code, the resolution has been adopted with 223 340 420 pieces of yes votes, that is 67.57 % compared to the Share Capital; 0 pieces of no votes, that is 0 % compared to the Share Capital; 0 pieces of abstain votes, that is 0% compared to the Share Capital.

(The number of shares representing valid votes: 223 340 420, that is 67.57 % compared to the Share Capital)

Resolution of the General Meeting No. 6/2019 (IV.08.)

Upon this resolution – accepted by the General Meeting Resolution under the number of 4/2019 (III.6), and disclosed on 07 March 2019 and in a unified structure including clarifications and amendments and proposed for the General Meeting – the General Meeting has approved the Joint Draft Terms on Transformation with its Annexes, in particular with the following notes:

1. The drafts of statements of assets and liabilities and inventories of assets and liabilities of the Merging Company and the audit reports in relation of such drafts, the Supervisory Board (Audit Committee) report;
2. The draft of statements of assets and liabilities of the Investee Company (prior to the transformation) and the opening statements of assets and liabilities and the inventories of assets and liabilities of the Legal Successor Company by Merger, and the audit report on the drafts, and report of Supervisory Board (Audit Committee);

3. The Articles of Association of the Legal Successor Company;
4. Declaration of the departing OPUS Shareholder;
5. Declaration of departing KONZUM Shareholder;
6. OPUS GLOBAL Nyrt. executive summary on the importance of transformation;
7. KONZUM Nyrt. executive summary on the importance of transformation
8. Annual Report of OPUS GLOBAL Nyrt. for the years of 2016-2017;
9. Annual Report of KONZUM Nyrt. for the years of 2016-2017;
10. DRAFT MERGER AGREEMENT

The General Meeting shall state that the approval of this resolution included in the Joint Draft Terms on Transformation is realized in accordance with Subsection 2 and 3 of Section 6 of the Act on the Transformation, Combination and Separation of Legal persons, and this resolution shall include the mode of settlement with the persons (departing shareholders), who do not intend to participate in the Legal Successor Company as a member (shareholder), by setting up the rules of settlement on the basis of the non-audited but accepted as the final consolidated financial data is more advantageous for the departing shareholders compared to the data included in the draft statements of assets and liabilities calculated on the individual report of the year of 2018.

The General Meeting hereby declares that the financial data included in the pre-merger draft statements of assets and liabilities are fully identical with the balance sheet data included in the individual, non-consolidated annual financial reports for 2018 of the Merging Company and the Legal Successor Company (the financial reports, including the financial report, the comprehensive profit and loss statement and the individual cash-flow statement for 2018, prepared in line with the rules of the IFRS) and no further revaluation took place; hence, the provisions of Subsection 3 of Section 4 of the Act on the Transformation, Combination and Separation of Legal persons shall apply; namely, there are no obstacles to the execution of the Merger according to the relevant laws and regulations.

With regards this resolution, the General Meeting shall document that as a precondition of the Merger the General Meeting made decision on the approval of the individual, non-consolidated annual report of KONZUM Nyrt. for the year of 2018, including its annexes.

Furthermore, the General Meeting shall declare upon this resolution that the departing shareholder is entitled to receive HUF 154,-, namely One Hundred and Fifty-four Hungarian Forints per quantity per share at the nominal value of HUF 2.5,- via wire transfer within 60 (sixty) days following the registration of the Merger at the competent company court. The departing shareholder' shares shall become the own property of KONZUM Nyrt. as the company's own shares until the date of – in the interest of removal from trading – delisting thereof by the Budapest Stock Exchange. With special regard to the fact that acquisition of the shares is realized upon Merger in line with the regulation of Subsection 3 of Section 3:223 of the Act V of 2013 on the Civil Code (hereinafter referred to as the Act on Civil Code), namely it is not required for the Board of Directors to have prior authorization of the general meeting for the acquisition of the limited company's own shares.

The General Meeting has adopted the resolution.

In accordance with the point e) of subsection 1 of section 3:278 of the Civil Code, the resolution has been adopted with 221 307 020 pieces of yes votes, that is 66.96 % compared to the Share

Capital; 2 033 400 pieces of no votes, that is 0.61 % compared to the Share Capital; 0 pieces of abstain votes, that is 0% compared to the Share Capital.

(The number of shares representing valid votes: 223 340 420, that is 67.57 % compared to the Share Capital)

Resolution of the General Meeting No. 7/2019 (IV.08.)

Upon this resolution – accepted by the Board of Directors Resolution under the number of 4/2019 (III.6), and disclosed on 07 March 2019 in a unified structure including clarifications and amendments and proposed for the General Meeting, and included in the Annexes of the Joint Draft Terms on Transformation – the General Meeting has approved the Merger Agreement.

The General Meeting has adopted the resolution.

In accordance with the point e) of subsection 1 of section 3:278 of the Civil Code, the resolution has been adopted with 221 307 020 pieces of yes votes, that is 66.96 % compared to the Share Capital; 2 033 400 pieces of no votes, that is 0.61 % compared to the Share Capital; 0 pieces of abstain votes, that is 0% compared to the Share Capital.

(The number of shares representing valid votes: 223 340 420, that is 67.57 % compared to the Share Capital)

Resolution of the General Meeting No. 8/2019 (IV.08.)

Upon this resolution – accepted by the Board of Directors Resolution under the number of 4/2019 (III.06), and disclosed on 07 March 2019 in unified structure including clarifications and amendments and proposed for the General Meeting and included in the Annexes of the Joint Draft Terms on Transformation – OPUS GLOBAL Nyrt. as the legal successor company upon Merger has approved the Articles of Association amended in a unified structure.

The General Meeting has adopted the resolution.

In accordance with the point e) of subsection 1 of section 3:278 of the Civil Code, the resolution has been adopted with 221 307 020 pieces of yes votes, that is 66.96 % compared to the Share Capital; 2 033 400 pieces of no votes, that is 0.61 % compared to the Share Capital; 0 pieces of abstain votes, that is 0% compared to the Share Capital.

(The number of shares representing valid votes: 223 340 420, that is 67.57 % compared to the Share Capital)

Resolution of the General Meeting No. 9/2019 (IV.08.)

Upon this resolution the General Meeting shall state hereby that the day of the Merger – in accordance with the provisions included in the Joint Draft Terms on Transformation – is to be 30 June 2019 with that, if the competent court of registrations fails to enter the Merger into the company registration until this date, it is the actual time of registration (namely

the day on which the Merger is entered into the company registration by the competent court of registration).

The General Meeting has adopted the resolution.

In accordance with the point e) of subsection 1 of section 3:278 of the Civil Code, the resolution has been adopted with 221 307 020 pieces of yes votes, that is 66.96 % compared to the Share Capital; 2 033 400 pieces of no votes, that is 0.61 % compared to the Share Capital; 0 pieces of abstain votes, that is 0% compared to the Share Capital.

(The number of shares representing valid votes: 223 340 420, that is 67.57 % compared to the Share Capital)

Resolution of the General Meeting No. 10/2019 (IV.08.)

The General Meeting shall hereby authorize the Board of Directors to sign the unified Merger Agreement including the necessary clarifications and amendments made until the day of the General Meeting and annexed to the Joint Draft Terms on Transformation.

The General Meeting has adopted the resolution.

In accordance with the point e) of subsection 1 of section 3:278 of the Civil Code, the resolution has been adopted with 221 307 020 pieces of yes votes, that is 66.96 % compared to the Share Capital; 2 033 400 pieces of no votes, that is 0.61 % compared to the Share Capital; 0 pieces of abstain votes, that is 0% compared to the Share Capital.

(The number of shares representing valid votes: 223 340 420, that is 67.57 % compared to the Share Capital)

Resolution of the General Meeting No. 11/2019 (IV.08.)

Upon this resolution the General Meeting shall suggest hereby that the principal data of OPUS GLOBAL Nyrt. as the legal successor company upon Merger should be as it follows:

Company name:	OPUS GLOBAL Nyilvánosan Működő Részvénytársaság
Short company name:	OPUS GLOBAL Nyrt.
Company seat:	1062 Budapest, Andrássy út 59.
principal activity (TEÁOR '08):	6420 '08 Asset Management (holding)
Share capital (issued capital) value:	HUF 17,541,151,250. - namely seventeen billion, five hundred forty-one million, one hundred fifty-one thousand, two hundred fifty Hungarian Forints

Furthermore, the General Meeting shall decide hereby that the persons in duty and the duration of the assignments of the executive officers (members of the board of directors, members of the supervisory board and audit committee) of OPUS GLOBAL Nyrt. as the legal successor company should be as it is stated in the company registration (not-amended).

The General Meeting has adopted the resolution.

In accordance with the point e) of subsection 1 of section 3:278 of the Civil Code, the resolution has been adopted with 221 307 020 pieces of yes votes, that is 66.96 % compared to the Share Capital; 2 033 400 pieces of no votes, that is 0.61 % compared to the Share Capital; 0 pieces of abstain votes, that is 0% compared to the Share Capital.

(The number of shares representing valid votes: 223 340 420, that is 67.57 % compared to the Share Capital)

Resolution of the General Meeting No. 12/2019 (IV.08.)

Upon this resolution the General Meeting shall hereby appoint the Board of Directors of the OPUS GLOBAL Nyrt. as the legal successor company to submit the fact of Merger to the company court and pursuant to the provisions of Section 9 of the Act on the Transformation, Combination and Separation of Legal persons the General Meeting appoints OPUS GLOBAL Nyrt. to publish communication on such matters in the Official Gazette.

The General Meeting has adopted the resolution.

In accordance with the point e) of subsection 1 of section 3:278 of the Civil Code, the resolution has been adopted with 221 307 020 pieces of yes votes, that is 66.96 % compared to the Share Capital; 2 033 400 pieces of no votes, that is 0.61 % compared to the Share Capital; 0 pieces of abstain votes, that is 0% compared to the Share Capital.

(The number of shares representing valid votes: 223 340 420, that is 67.57 % compared to the Share Capital)

Resolution of the General Meeting No. 13/2019 (IV.08.)

Upon this resolution and in the course of correction procedure the General Meeting shall hereby authorize the Board of Directors to fulfil of such responsibilities in relation with the company registration procedure on Merger and in the event of the amendments of the principal data concerning the Merger regarding the necessary documents of the correction procedure to realize tasks hereof.

The General Meeting has adopted the resolution.

In accordance with the point e) of subsection 1 of section 3:278 of the Civil Code, the resolution has been adopted with 221 307 020 pieces of yes votes, that is 66.96 % compared to the Share Capital; 2 033 400 pieces of no votes, that is 0.61 % compared to the Share Capital; 0 pieces of abstain votes, that is 0% compared to the Share Capital.

(The number of shares representing valid votes: 223 340 420, that is 67.57 % compared to the Share Capital)

08th April 2019, Budapest

KONZUM Investment and Asset Management
Public Limited Company
Board of Directors