
E-Star Alternative Plc. “cs.a.”
(1134 Budapest, Klapka utca 11. Cg.: 01-10-045428, “Company”),

based on the Capital Market Act and PM Decree No. 24/2008 (VIII.15.) hereby publishes the substantial content of the resolutions passed in connection with the agenda points of the Extraordinary Shareholders’ Meeting held on 05 August 2013¹:

Agenda items

1. Decision on the amendment of sections V – XII of the Company’s Articles of Association
 2. Decision on election and dismissal of Board Member(s)
 3. Decision on election and dismissal of Supervisory Board Member(s)
 4. Decision on election and dismissal of Audit Committee Member(s)
 5. Decision on the representation of the Company, art of procuration
 6. Decision on Employee Share Program
 7. Decision on authorizing the Board of Directors to purchase own shares of the Company
 8. Decision on authorising the Board of Directors to privately increase the Company’s share capital
 9. Decision on accepting the Articles of Association comprised in a consolidated structure together with the amendments
 10. Decision on termination of the Management Share Option Program
 11. Decision on the auditor of the Company
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Resolution No. 1/(05. 08.) 2013 of the Shareholders’ Meeting

The Shareholders’ Meeting unanimously decides to approve the participation of the persons present at the Shareholders’ Meeting.

Resolution No. 2/(05. 08.) 2013 of the Shareholders’ Meeting

The Shareholders’ Meeting with 642,445 yes, with 103,908 abstentions and without any objections decides to elect the representative of Nyugdijreform and Adósságcsökkentő Alap, Mr. Zoltán Poják for minute’s certifier of the Shareholders’ Meeting.

Resolution No. 3/(05. 08.) 2013 of the Shareholders’ Meeting

The Shareholders’ Meeting with 746,353 yes, with 100 objections and without any abstentions decides to accept the agenda points of the Shareholders’ Meeting

Agenda Item No. 1:

Decision on the amendment of sections V – XII of the Company’s Articles of Association

Resolution No. 4/(05. 08.) 2013 of the Shareholders’ Meeting

The Shareholders’ Meeting with 746,353 yes, with 100 objections and without any abstentions decides to establish and accept point 1 of section VI of the Company’s Articles of Association as set out below:

“1. The share capital of the company consists of 2.640.000 number of shares dematerialised ordinary shares having a face value of 10 HUF and introduced into the regulated market.

¹ The present resolutions are the translation of the “Határozatok” drafted in Hungarian language and disclosed by the Company on 06 08 2013. In case of any discrepancies between the Hungarian and English language versions the Hungarian version shall prevail.

The Company may issue employee shares for its full or part time employed employees for free or at a discounted price. The Company may decide on issuing employee shares ensuring preferential dividend rights – after the class of shares granting preferential dividend rights - of the after tax profit compared to shares belonging to other type of shares, or class of shares.

The offering of employee shares (increasing the share capital such way) may happen pursuant to the terms of the articles of association and to the share program (“Program”) adopted by the respective resolution of the Shareholders’ Meeting either based on the Shareholders’ Meeting resolution (pursuant to the conditions set out therein) or based on the resolution of the Board of Directors (pursuant to the conditions set out therein) passed on behalf of authorization of the Shareholder’s Meeting. The nominal value of the employee shares and the voting rights attached thereto shall be the same as the nominal value and voting rights of the ordinary shares introduced to the regulated market.

If in present Articles of Association reference is not explicitly made to employee shares but to “shares”, then also employee shares shall be understood under the reference, except if the law provides otherwise or the context provides otherwise.”

Resolution No. 5/(05. 08.) 2013 of the Shareholders’ Meeting

The Shareholders’ Meeting with 746,353 yes, with 100 objections and without any abstentions decides to establish and accept point 6 of section VI of the Company’s Articles of Association as set out below:

“6. The program will become effective at the first working day following the registration of the amendment of the articles of association related to the Program by the Court of Registration and will be in effect for five years as of the ten days turnover weighed stock (Budapest Stock Exchange) average price of the ordinary shares issued by the Company excluding the so called "all" and "fix" contracts reaches the below set out Target Price, thus employee shares may be offered (employee shares created) according to the Program there until, except if the Program terminates earlier as set out below.

The term of the Program terminates before expiring of the five years term, when the company (i) has acquired all employee shares; or (ii) the company has withdrawn all of its employee shares with regards to decreasing its share capital; or (iii) the articles of association has been amended in a manner that all employee shares – incorporating not less favorable entitlements in respect of the voting right and the right to dividend – has been transformed into shares belonging to a different share type. The termination of the Program does not affect the validity, effect and enforceability of the contracts concluded under the term thereof, or concluded in connection with the execution thereof or based thereon.

Where a public limited company by shares has issued shares of different types or classes, the explicit consent - as prescribed in the articles of association - of the holders of the types or classes of shares which are directly affected by the capital decrease, or the holders of shares which are deemed affected by the articles of association is required for the decrease of the share capital as a pre-condition for the shareholders’ meeting resolution adopted for the decrease of share capital to take effect. In the course thereof, the provisions on the restriction or exclusion of the voting rights attached to such shares may not be applied, save where voting rights are restricted under Section 227 of the Company Act. Holders of employee shares are deemed to be directly affected by a share capital decrease through the withdrawal of employee shares, thus their consent is required as a pre-condition for the shareholders’ meeting resolution adopted for the decrease of share capital to be valid and take effect.

The eventual consent may be given such way that following adding the respective item to the agenda the Company shall notify in writing (by post) the owners of the employee shares being registered in the share register of the agenda and the resolution proposals known to the Company and ask them whether the owners of the employee shares registered in the share register may grant their consent thereto. The owners of the employee shares registered in the share register have further five days, following the receipt of the Company’s notification, to inform the Company in writing or by fax – which shall be delivered to and received by the Company within five day deadline to be valid - on eventually granting their consent (if granted it shall be considered to be granted in respect of all employee shares of the given employee shareholder). If the consent of the owner of the employee shares was not delivered to and received by the Company within the deadline it shall

be considered as refused by the employee shareholder in respect of all of his/her employee shares. The consent shall be considered as granted and the shareholders' meeting resolution adopted and valid if at least 90% of all owners of the employee shares granted their consent within the deadline."

Resolution No. 6/(05. 08.) 2013 of the Shareholders' Meeting

The Shareholders' Meeting with 746,353 yes, with 100 objections and without any abstentions decides to establish and accept point 7 of section VI of the Company's Articles of Association as set out below:

"7. At the first place those employee may acquire the employee shares through the offering process (for which generally the rules of private offering of shares shall apply) whose work and contribution to the operation of the Company substantially contributes to the efficiency of the Company. Thus in case the Board of Directors decides on the offering of employee shares, the Board and if the shareholders' meeting was to decide thereon, the shareholders' meeting shall be entitled to differentiate between the employees in respect of who shall be entitled to acquire and which amount of employee shares during the offering process.

Those part or full time employee of the Company shall be entitled to participate in respect of the given offering and receive the employee shares and issue the preliminary declaration on undertaking the obligation to provide the eventual offset at the first day of the specified period, which were authorized by the Board of Directors of the Company taking into account the above set out.

A target price (hereinafter referred to as: "Target Price") shall be determined in respect of the price of the ordinary shares issued by the Company in connection with the employee share program. The Target Price shall be HUF 366 until 31 December 2013. The Target Price shall be

$$366 * (1 + 0,1)^{\frac{\text{napok száma}}{365}}$$

(where "napok száma" means the number of days between the given day and 31 December 2013)

as of 1 January 2014.

Under the term of the Program if not expressly prohibited by the law (e.g. lack of assets above the registered capital) the Company's Board of Directors (if the appropriate authorization was granted by the shareholders' meeting for the share capital increase) or the shareholders' meeting (if the Board of Directors was not authorized for the share capital increase or it failed to implement it) shall be obliged to implement the employee share program (implementation of the adequate share capital increase, creation of employee share etc.) such way that the respective resolution shall become effective and implementable on the day and with the day the ten days turnover weighed stock (Budapest Stock Exchange) average price of the ordinary shares issued by the Company excluding the so called "all" and "fix" contracts reaches the Target Price if following (conjunctive) conditions are met together (i) there until the company and its creditors have concluded final and non-appealable settlement agreement in the bankruptcy process of the company ("Settlement Agreement") being in progress at the time of accepting the Program (ii) the shares to be issued in line with the obligations undertaken by the company in the Settlement Agreement were introduced to the Budapest Stock Exchange. If the conditions precedent set out in previous sentence were met the Company's Board of Directors is obliged to immediately state their fulfillment in a resolution and undertake the actions in favor of the implementation of the share capital increase.

Employee shares shall be transferable to the Company's employees, and to those who were formerly employed by the Company at any time (ex-employee) and shall be free to trade therewith among such persons. The employee shares shall be transferred to the Company by the successor of the employee in case of the death of the employee or by the ex-employee after the termination of employment contract within 15 years from the termination of the employment (this right and deadline shall also be applicable if the employee shares were acquired by the ex-employee following the termination of its employment).

If the ten days turnover weighed stock (Budapest Stock Exchange) average price of the ordinary shares issued by the company excluding the so called "all" and "fix" contracts reached or exceeds the Target Price the employee, ex-employees are entitled to exchange their employee shares with the company to ordinary shares issued by the

Company in a 1/1 proportion (this means that one employee share shall be exchanged against one ordinary share with the same nominal value) following this date or if the crediting of employee shares to the entitled persons will be effecter thereafter than following the crediting within 180 days.

The Company is entitled to conclude or amend existing agreements, e.g.: employment contracts with its employees and ex-employees about the participation (even future or conditional) in the Program, thus inter alia about the amount and receipt of the receivable employee shares during the private issuance and about realization and execution of the proper exchange-transaction in connection with the acquired employee shares according to the conditions of the Program, about depositing the employee shares and the contingent suspension of voting rights.”

Resolution No. 7/(05. 08.) 2013 of the Shareholders' Meeting

The Shareholders' Meeting with 746,353 yes, with 100 objections and without any abstentions decides to establish and accept point 1 of section VII of the Company's Articles of Association as set out below:

“1. The responsibility of the shareholder towards the Company shall consist of paying the price of such share upon issue with the exception of employee shares which may be issued for free. The shareholder shall otherwise – with the exceptions defined in the law – not be responsible for the liabilities of the Company. The shareholder shall be entitled to exercise his rights after being recorded in the share register.”

Resolution No. 8/(05. 08.) 2013 of the Shareholders' Meeting

The Shareholders' Meeting with 746,353 yes, with 100 objections and without any abstentions decides to establish and accept point 2 of section VII of the Company's Articles of Association as set out below:

“2. The shareholder shall have property rights associated with the shares, including but not limited to the right to a dividend, an interim dividend and to a share of any proceeds upon liquidation. The shareholder of employee shares may be entitled to the preferential right set out in section 191 (1) of the Company Act, if owns such type of employee shares. The eventually offered employee shares with entitlement to preferential dividends may practically restrict the right to dividend of the owners of ordinary shares and the entitlements to dividend shall be interpreted by taking into consideration this.

Any shareholder shall be entitled to a dividend whose name is recorded in the share register on the dividend-payment effective date defined in the shareholders' meeting resolution on the payment of dividends, according to the share-owner verification report issued by KELER Zrt. The dividend shall be due for payment after at least 20 days following the adoption of the resolution of the shareholders' meeting, on the day specified by the shareholders' meeting.”

Resolution No. 9/(05. 08.) 2013 of the Shareholders' Meeting

The Shareholders' Meeting with 746,353 yes, with 100 objections and without any abstentions decides to establish and accept point 4 of section VII of the Company's Articles of Association as set out below:

“4. In addition to the above, the shareholder shall be entitled to the minority rights specified in the law, and shall also have the right of transfer in respect of the shares, but in such manner that the restrictions in connection with the transferability of point 1 of section VI of the Articles of Association shall be taken into account in respect of the employee shares.”

Resolution No. 10/(05. 08.) 2013 of the Shareholders' Meeting

The Shareholders' Meeting with 746,353 yes, with 100 objections and without any abstentions decides to establish and accept point 5.4 of section VIII of the Company's Articles of Association as set out below:

“5.4. Every ordinary share and employee share shall entitle its holder to one vote and thus the shareholder shall have one vote for each share of a par value of HUF 10.”

Resolution No. 11/(05. 08.) 2013 of the Shareholders' Meeting

The Shareholders' Meeting with 746,353 yes, with 100 objections and without any abstentions decides to establish and accept point 5.5 of section VIII of the Company's Articles of Association as set out below:

“5.5. The shareholders' meeting shall adopt its resolutions by way of a simple majority of the votes cast, unless a provision of the law or, based on an authorisation granted by the law, the articles of association, or a stock-exchange regulation obligatorily applicable in respect of the Company's operation, make a higher ratio of votes obligatory.

The shareholders' meeting shall adopt its resolutions by way of ¾ majority of the votes cast until 31 December 2014:

- *dismissal of the Members of the Board of Directors*
- *dismissal of the Members of the Supervisory Board*
- *dismissal of the Members of the Audit Committee*
- *decision on increasing the share capital*
- *decision on decreasing the share capital*
- *decision on annulling, amending the shareholders' meeting's resolution on increasing the share capital, decreasing the share capital, acquisition of own shares, employee share program.”*

Resolution No. 12/(05. 08.) 2013 of the Shareholders' Meeting

The Shareholders' Meeting with 746,353 yes, with 100 objections and without any abstentions decides to establish and accept point 2 of section IX of the Company's Articles of Association as set out below:

“2. The members of the Board of Directors are elected by the shareholders' meeting for a definite or an indefinite term. The members of the Board of Directors may perform their duties in the framework of an employment relationship with the Company.”

Resolution No. 13/(05. 08.) 2013 of the Shareholders' Meeting

The Shareholders' Meeting with 746,353 yes, with 100 abstentions and without any objections decides to establish and accept point 4 of section IX of the Company's Articles of Association as set out below:

“4. The Board of Directors of the Company elects the chairman from among its members.

The rights of the employer over the employees of the Company shall be exercised by the chief executive officer and by the chairman of the Supervisory Board over the chief executive officer until 31 December 2014.”

Resolution No. 14/(05. 08.) 2013 of the Shareholders' Meeting

The Shareholders' Meeting with 746,353 yes, with 100 abstentions and without any objections decides to establish and accept point 5 of section IX of the Company's Articles of Association as set out below:

“5. The members of the Board of Directors accept their election and declare that the conditions of exclusion and conflict of interest specified in the law, especially in Act IV of 2006, do not apply to them, and thus they do not fall under the effect of the prohibition as per section 23 of the Companies Act either.”

Resolution No. 15/(05. 08.) 2013 of the Shareholders' Meeting

The Shareholders' Meeting with 746,353 yes, with 100 abstentions and without any objections decides to establish and accept point 6 of section IX of the Company's Articles of Association as set out below:

“6. Besides acquiring shares in public limited companies, the members of the Members of the Board of Directors may acquire shares in other business organisations that specify the same activity as that of the Company as their main activity, and furthermore they may become executive directors or senior office-holders in other companies or co-operatives performing the same main activity as that of the Company insofar as E-Star Alternative Energy Services Plc. (the company) has directly or indirectly a legal relationship of membership in such business organisation.”

Resolution No. 16/(05. 08.) 2013 of the Shareholders’ Meeting

The Shareholders’ Meeting with 746,353 yes, with 100 abstentions and without any objections decides to establish and accept section X of the Company’s Articles of Association as set out below:

“X. Representation of the Company, mode of procuration

The members of the Board of Directors shall have joint rights of representation and procuration together with the other Board Members.

Procuration (signing) on behalf of the Company shall take place in such manner that a member of the Board of Directors shall write his name under or above the typed, handwritten, pre-printed or printed business name of the Company together with another member of the Board of Directors specified in the articles of association, in accordance with their company-signature declaration.”

Resolution No. 17/(05. 08.) 2013 of the Shareholders’ Meeting

The Shareholders’ Meeting with 746,353 yes, with 100 objections and without any abstentions decides to establish and accept point 2 of section XI of the Company’s Articles of Association as set out below:

“2. The Supervisory Board shall consist of five persons; it proceeds as a body, and elects a chairman from among its members.”

Resolution No. 18/(05. 08.) 2013 of the Shareholders’ Meeting

The Shareholders’ Meeting with 642,445 yes, with 100 objections and with 103,908 abstentions decides to establish and accept point 4 of section XI of the Company’s Articles of Association as set out below:

“4. Members of the Supervisory Board shall be appointed for an indefinite term, and for their activities they shall be entitled to remuneration of an extent specified by the shareholders’ meeting.”

Resolution No. 19/(05. 08.) 2013 of the Shareholders’ Meeting

The Shareholders’ Meeting with 642,445 yes, with 100 objections and with 103,908 abstentions decides to establish and accept point 1 of section XII of the Company’s Articles of Association as set out below:

“1. An Audit Committee consisting of five members shall operate at the Company. The appointment of the Members of the Audit Committee shall be for a definite or an indefinite term.”

Agenda Item No. 2:

Decision on election and dismissal of Board Member(s)

Resolution No. 20/(05. 08.) 2013 of the Shareholders’ Meeting

The Shareholders’ Meeting with 746,353 yes, with 100 objections and without any abstentions decides to revoke Mr Dániel Molnos board member from his position.

Resolution No. 21/(05. 08.) 2013 of the Shareholders’ Meeting

The Shareholders' Meeting with 746,353 yes, with 100 objections and without any abstentions decides to revoke Mr Maximilian N Teleki board member from his position.

Resolution No. 22/(05. 08.) 2013 of the Shareholders' Meeting

The Shareholders' Meeting with 746,353 yes, with 100 objections and without any abstentions decides to elect Mr Norbert Szivek to be member of the Company's Board of Directors for a definite period until 31 12 2014.

Resolution No. 23/(05. 08.) 2013 of the Shareholders' Meeting

The Shareholders' Meeting with 746,353 yes, with 100 objections and without any abstentions decides to elect Mr Tamás Vágány to be member of the Company's Board of Directors for a definite period until 31 12 2014.

Resolution No. 24/(05. 08.) 2013 of the Shareholders' Meeting

The Shareholders' Meeting with 746,353 yes, with 100 objections and without any abstentions decides to elect Mr Csaba Soós to be member of the Company's Board of Directors for an indefinite period.

Agenda Item No. 3:

Decision on election and dismissal of Supervisory Board Member(s)

Resolution No. 25/(05. 08.) 2013 of the Shareholders' Meeting

The Shareholders' Meeting with 746,353 yes, with 100 objections and without any abstentions decides to revoke Mr Gábor DácZ Supervisory Board Member from his position.

Resolution No. 26/(05. 08.) 2013 of the Shareholders' Meeting

The Shareholders' Meeting with 746,353 yes, with 100 objections and without any abstentions decides to elect Mr Attila Fekete to be member of the Company's Supervisory Board for a definite period until 31 12 2014.

Resolution No. 27/(05. 08.) 2013 of the Shareholders' Meeting

The Shareholders' Meeting with 642,445 yes, with 100 objections and with 103,908 abstentions decides to elect Mr Zoltán Poják to be member of the Company's Supervisory Board for a definite period until 31 12 2014.

Resolution No. 28/(05. 08.) 2013 of the Shareholders' Meeting

The Shareholders' Meeting with 746,353 yes, with 100 objections and without any abstentions decides to elect dr. Miklós László Siska to be member of the Company's Supervisory Board for a definite period until 31 12 2014.

Agenda Item No. 4:

Decision on election and dismissal of Audit Committee Member(s)

Resolution No. 29/(05. 08.) 2013 of the Shareholders' Meeting

The Shareholders' Meeting with 746,353 yes, with 100 objections and without any abstentions decides to revoke Mr Gábor DácZ Audit Committee Member from his position.

Resolution No. 30/(05. 08.) 2013 of the Shareholders' Meeting

The Shareholders' Meeting with 746,353 yes, with 100 objections and without any abstentions decides to elect Mr Attila Fekete to be member of the Company's Audit Committee for a definite period until 31 12 2014.

Resolution No. 31/(05. 08.) 2013 of the Shareholders' Meeting

The Shareholders' Meeting with 642,445 yes, with 100 objections and with 103,908 abstentions decides to elect Mr Zoltán Poják to be member of the Company's Audit Committee for a definite period until 31 12 2014.

Resolution No. 32/(05. 08.) 2013 of the Shareholders' Meeting

The Shareholders' Meeting with 746,353 yes, with 100 objections and without any abstentions decides to elect dr. Miklós László Siska to be member of the Company's Audit Committee for a definite period until 31 12 2014.

Agenda Item No. 5:

Decision on the representation of the Company, art of procuration

Resolution No. 33/(05. 08.) 2013 of the Shareholders' Meeting

The Shareholders' Meeting with 746,353 yes, with 100 objections and without any abstentions decides to amend the representation right and art of procuration in respect of the Members of the Board of Directors of the Company in a way that the representation right and art of procuration of all Board Members shall be joint with the other Board Members.

Agenda Item No. 6:

Decision on Employee Share Program

Resolution No. 34/(05. 08.) 2013 of the Shareholders' Meeting

The Shareholders' Meeting with 746,353 yes, with 100 objections and without any abstentions decides to accept the Company's Employee Share Program as set out below:

*Description of E-Star Alternative Plc "cs. a."s (hereinafter referred to as: the „**Company**”) Employee Share Program („**Program**”).*

The Issuer wishes to implement capital increase in the future by issuing Employee Shares by private placement of shares.

Objective of the Program

*The program's objective is to give opportunity, in respect of the expected conclusion of a potentially complex agreement of the Company in the bankruptcy proceeding, to the employees of the Company that are employed part or full time for the acquisition of so called employee shares [pursuant to section 183 (1), point c) of the Company Act no 2006/IV (hereinafter referred to as "**Company Act**".)].*

Decision of the Board of Directors on the Program

Under the term of the Program (meaning as of the registration of the respective amendments of the Articles of Association by the Court of Registration, until five years as of the ten days turnover weighed stock (Budapest Stock Exchange) average price of the ordinary shares issued by the Company excluding the so called "all" and "fix" contracts reaches the below set out Target Price, except the Program terminates prior), assuming that the Company's Board of Directors possesses appropriate authorization for the capital increase and the Company's shareholders' meeting has not passed the respective decision previously, if the so called Target Price was reached the Company's Board of Directors is obliged to pass resolution on capital increase the latest on issuing employee shares and on offering such shares.

Persons entitled to participate in the Program

Those part or full time employee of the Issuer are entitled to participate in the program, thus to participate in respect of the given issuance and receive the employee shares and to issue the preliminary declaration on undertaking the obligation to provide the eventual offset, who were employed on the first day of the specified period and authorized by the Board of Directors of the Company because based on the given employee's work and contribution to the operation of the Company his/her cooperation substantially contributes to the efficiency

of the Company. The employee shares may also be acquired in compliance with the Company's articles of association, on the basis of section 191 (3) of the Company Act besides the Company's employees, former employees of the Company.

Quantity and type of shares to be issued within the Program

Employee shares shall be issued during the Program up to maximum of 15% of the current increased share capital – but decreased by the amount of own shares and with the amount of shares allocated to the subsidiaries. The goal is – unless the law prohibits its possibility under the current circumstance – to issue the maximum amount of employee shares allowed by law. The nominal value of the employee shares shall equal to the nominal value of the ordinary shares. The employee shares shall be issued for free or at a discounted price. The employee shares issued within the Program may be employee shares ensuring preferential dividend rights according to section 191 (1) of the Company Act. Such employee shares ensuring dividend preferential rights pursuant to the decision of the Board of Directors may grant preferential right for dividend of the after tax profit compared to shares belonging to other type of shares, or class of shares.

Price conditions in connection with the Program

In respect of the price of the ordinary shares issued by the Company a target price (hereinafter referred to as: “**Target Price**”) shall be determined. The Target Price shall be HUF 366 until 31 December 2013. The Target Price shall be

$366 * (1 + 0,1) \frac{\text{napok száma}}{365}$ → *where “napok száma” means the number of days between the given day and 31 December 2013

as of 1 January 2014.

The employee shares issued within the Program may be acquired by the Company, by complying with its articles of association and the provisions of the Company Act, under below set out terms and conditions.

As long as the ten day turnover weighed stock (Budapest Stock Exchange) average price of the ordinary shares issued by the Company excluding the so called "all" and "fix" contracts reaches the Target Price, then the employee / ex-employees are entitled to exchange their employee shares with the Company to ordinary shares issued by the Company in a 1/1 proportion (this means that one employee share shall be exchanged against one ordinary share with the same nominal value) following this date or if the crediting of employee shares to the entitled persons will be effecter thereafter than following the crediting within 180 days.

According to the possibility set out in section 193 (4) of the Company Act the Company determines its articles of association in such a manner that an ex-employee is entitled to transfer its employee shares to the Issuer (under the title of exchange according to the Program) within fifteen years following the termination of its employment, and at the same time in return the Company shall transfer as consideration for the transfer the appropriate number of ordinary shares to the given employee.

Amendment and termination of the Program

The Company's shareholders' meeting by modifying, amending or abolishing the respective provisions of the articles of association, is entitled to amend or terminate the Program with effect for the future, but in case of already issued employee shares the current owners of the employee shares (and their legal successors) shall be entitled to their rights as of the time of issuing the employee shares within the Program, as well as agreements concluded in connection with the Program shall stay in force and shall be enforceable against the Company.

Other provisions

In respect of issues not regulated in this resolution in connection with the Program, the provisions of Hungarian law, particularly the provisions of the Company Act and the articles of associations of the Company shall be applicable.

Resolution No. 35/(05. 08.) 2013 of the Shareholders' Meeting

The Shareholders' Meeting with 746,353 yes, with 100 objections and without any abstentions decides to repeal resolution No 19/2013 (04.26.) of the Shareholders' Meeting with regard to resolution No 34/(05. 08.) 2013 of the Shareholders' Meeting.

Agenda Item No. 7:

Decision on authorizing the Board of Directors to purchase own shares of the Company

Resolution No. 36/(05. 08.) 2013 of the Shareholders' Meeting

The Shareholders' Meeting with 746,353 yes, with 100 objections and without any abstentions decides to authorize the Board of Directors to acquire own shares from the Company's connected entities. The authorization shall be for acquiring maximum 35,000,000 pieces dematerialized ordinary shares with a face value of HUF 10 within 18 months for consideration. The minimum amount of the consideration shall be HUF 1 while the maximum amount shall be HUF 1,000*.

*(*to indicate the maximum and minimum amount of the consideration is an obligation set out by the law, the indicated amounts cannot be interpreted as management forecasts they are not based on economic calculations, thus they are not eligible to influence decisions of investors.)*

Agenda Item No. 8:

Decision on authorising the Board of Directors to privately increase the Company's share capital

Resolution No. 37/(05. 08.) 2013 of the Shareholders' Meeting

The Shareholders' Meeting with 746,353 yes, with 100 objections and without any abstentions decides to authorize the Board of Directors to increase the Company's share capital by private placement of newly issued employee shares to implement the Employee Share Program.

The Board of Directors may increase the share capital based on the authorization by a maximum of HUF 60,000,000 (that is by issuing no more than 6,000,000 new shares) during a period of 5 years, but employee shares shall only be issued up to 15% of the actual increased share capital at all time.

The authorisation of the Shareholders' Meeting also includes making all decisions related to the capital increase (thus the right to designate as set out in the articles of association), amending the Articles of Association in respect of the capital increase and making all other related decisions that would otherwise fall within the competence of the Shareholders' Meeting.

The Shareholders Meeting further authorises the Board of Directors in connection with the capital increase to limit or exclude the exercising of the priority subscription right during the term of the authorisation pertaining to the capital increase taking into consideration that employee shares may not be acquired by the owners of ordinary shares not being employee of the Company.

Agenda Item No. 9:

Decision on accepting the Articles of Association comprised in a consolidated structure together with the amendments

Resolution No. 38/(05. 08.) 2013 of the Shareholders' Meeting

The Shareholders' Meeting with 746,353 yes, with 100 objections and without any abstentions decides to accept the Company's Articles of Association comprised in a consolidated structure together with the amendments.

Agenda Item No. 10:

Decision on termination of the Management Share Option Program

Resolution No. 39/(05. 08.) 2013 of the Shareholders' Meeting

The Shareholders' Meeting with 746,453 yes, without any objections or abstentions unanimously decides to terminate the Management Share Option Program accepted by resolution No 8/2010. (01.22.) of the Shareholders' Meeting.

Agenda Item No. 11:

Decision on the auditor of the Company

No resolution was passed in connection this agenda point.

E-Star Alternative Plc. "cs. a."
