

## ENEFI Energy Efficiency Plc

(company registration number: Cg. 01-10-045428; registered seat: 1134 Budapest, Klapka utca 11.; „Company”)

hereby publishes the essential content of the resolutions made at the general meeting of the Company held on 22<sup>nd</sup> March 2016 pursuant to the Capital Market Act and to Decree No 24/2008. (VIII.15.) of the Minister of Finance

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### **Points on the Agenda:**

1. Election of the members of the Board of Directors to reach at least the minimum number of members of the Board of Directors required for legitimate operation;
- 2 . Election of the members of the Supervisory Board to reach at least the minimum number of members of the Supervisory Board required for legitimate operation;
3. Election of the members of the Audit Committee to reach at least the minimum number of members of the Audit Committee required for legitimate operation;
4. Modification of the right of procuration of the members of the Board of Directors;
5. Prohibition of purchasing ENEFI shares by the Company and the affiliated companies of the Company;
6. Revision of the Articles of Foundation of the Company on the basis of the new Civil Code and decision on the operation according to the new Civil Code;
7. Revocation of Zsolt Komonczai as member of the Board of Directors;
8. Revocation of János Kisvári as member of the Board of Directors;
9. Election of László Bálint as member of the Board of Directors for an indefinite period;
10. Election of Attila Gagyí Pálffy as member of the Board of Directors for an indefinite period;
11. Election of Csaba Soós as member of the Board of Directors for an indefinite period;
12. Election of Attila Fekete as member of the Supervisory Board for an indefinite period;
13. Election of Attila Fekete as member of the Audit Committee for an indefinite period;
14. Election of dr. Miklós László Siska as member of the Supervisory Board for an indefinite period;
15. Election of dr. Miklós László Siska as member of the Audit Committee for an indefinite period;
16. Election of dr. Gergely Sárkány as member of the Supervisory Board for an indefinite period;
17. Election of dr. Gergely Sárkány as member of the Audit Committee for an indefinite period;
18. 16. Election of Ildikó Sebők as member of the Supervisory Board for an indefinite period;
19. 16. Election of Ildikó Sebők as member of the Audit Committee for an indefinite period;
20. Approval of sale the ownership stake of EETEK Ltd. in ENEFI Polska sp. zoo for PLN 48.51 Million cash and consideration of all debts of ENEFI Polska against ENEFI Plc. (approximately PLN 28 Million) with outstanding obligation to ENEFI Polska BZ WBK.
21. Decision that the General Meeting shall order the Board of Directors of the Company that the Company representing EETEK Ltd. as the sole member thereof shall make a members' decision in EETEK Ltd. wherein it decides to purchase shares of ENEFI Plc. to the tune of sales amount of ENEFI Polska sp. zoo. in the context of exchange transaction and orders 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.
22. Decision that the General Meeting shall order the Board of Directors of the Company to make decision on behalf of the Company in the 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 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 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 so they are indirectly owned companies to modify the mode of management and power of representation according to the decision.

23. Payment of 80% of the profit after tax of ENEFI Plc. defined in the special report of the year as dividend after each business year

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

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

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

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

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

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

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

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

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

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

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

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

36. Decision on the management of the purchase price from the sale of ENEFI Polska;

37. Realization of the income from the sale of ENEFI Polska z.o.o. and related transactions for the Company; decision on payment of dividend for the shareholders of ENEFI Plc after reception of the income;

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

39. Election of Ferenc Saródy as member of the Audit Committee for an indefinite period;

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

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

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The General Meeting made the following resolutions with **851,427 yes, 0 no votes and 0 abstention**:

**Resolution of the General Meeting 1/2016. (03. 22.):**

**The General Meeting decides to elect the executives of the General Meeting as follows:**

**Chairman:** **László Bálint**

The General Meeting made the following resolutions with **851,427 yes, 0 no votes and 0 abstention**:

**Resolution of the General Meeting 2/2016. (03. 22.):**

**The General Meeting decides to elect the executives of the General Meeting as follows:**

**Recorder:** **Dr. Gergely Sárkány**

The General Meeting made the following resolution with **851,427 yes, 0 no votes and 0 abstention**:

**Resolution of the General Meeting 3/2016. (03. 22.):**

**The General Meeting decides to elect the executives of the General Meeting as follows:**

**Teller: Csilla Kalmár**

The General Meeting made the following resolution with **851,427 yes, 0 no votes and 0 abstention**:

**Resolution of the General Meeting 4/2016. (03. 22.):**

**The General Meeting decides to elect the executives of the General Meeting as follows:**

**Attestor of minutes: László Csillag, shareholder**

The General Meeting made the following resolution with **851,427 yes, 0 no votes and 0 abstention**:

**Resolution of the General Meeting 5/2016. (03. 22.):**

**The General Meeting decides to accept the agenda of the General Meeting discussing it in the following order: 5-6, 20-23, 36-41, 2-3, 12-19, 24-35, 1, 4, 7, 8, 10, 11, 9..**

The General Meeting made the following resolution with **0 yes, 851,427 no votes and 0 abstention**:

**Resolution of the General Meeting 6/2016. (03. 22.):**

**The General Meeting decides not to accept the proposal that: *The General Meeting shall accept the modifications of the Articles of Association in accordance with the provisions of Act V. of 2013 of the Civil Code and the Articles of Association included in consolidated structure with the modifications, furthermore decide that from this time the Company shall operate in accordance with the provisions of Act V. of 2013 of the Civil Code. The General Meeting authorises the attorney's office representing the Company to prepare and countersign the Articles of Association included in consolidated structure with the modifications.***

The General Meeting made the following resolution with **851,427 yes, 0 no votes and 0 abstention**:

**Resolution of the General Meeting 7/2016. (03. 22.):**

**The General Meeting approves the of sale the ownership stake of EETEK Ltd. in ENEFI Polska sp. zoo for PLN 48.51 Million cash and consideration of all debts of ENEFI Polska against ENEFI Plc. (approximately PLN 28 Million) with outstanding obligation to ENEFI Polska BZ WBK.**

The General Meeting made the following resolution with **851,427 yes, 0 no votes and 0 abstention**:

**Resolution of the General Meeting 8/2016. (03. 22.):**

**The General Meeting decides to order the Board of Directors of the Company that the Company representing EETEK Ltd. as the sole member thereof shall make a members' decision in EETEK Ltd. wherein it decides to purchase shares of ENEFI Plc. to the tune of sales amount of ENEFI Polska sp. zoo. in the context of exchange transaction and to order 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.**

The General Meeting made the following resolution with **851,427 yes, 0 no votes and 0 abstention**:

**Resolution of the General Meeting 9/2016. (03. 22.):**

The General Meeting decides to order the Board of Directors of the Company to make decision on behalf of the Company in the 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 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 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 so they are indirectly owned companies to modify the mode of management and power of representation according to the decision.

The General Meeting made the following resolution with **851,427 yes, 0 no votes and 0 abstention**:

**Resolution of the General Meeting 10/2016. (03. 22.):**

The General Meeting decides that ENEFI shall pay 80% of the profit after tax of ENEFI Plc. defined in the special report of the year as dividend in case the legal conditions of dividend payment exist after each business year.

The General Meeting made the following resolution with **200,756 yes, 650 671 no votes and 0 abstention**:

**Resolution of the General Meeting 11/2016. (03. 22.):**

The General Meeting decides not to accept the proposal that: *The General Meeting obliges the Board of Directors to spend at least 70% of the incoming purchase price of own shares through the stock exchange. The Board of Directors shall act accordingly at the affiliated companies in the event that the purchase price does not arrive to ENEFI Energy Efficiency Plc.*

The General Meeting made the following resolution with **0 yes, 851,427 no votes and 0 abstention**:

**Resolution of the General Meeting 12/2016. (03. 22.):**

The General Meeting decides not to accept the proposal that: *The General Meeting orders to realize the income from the sale of ENEFI Polska z.o.o. and related transactions for the Company; to decide on the payment of dividend for the shareholders of ENEFI Plc after reception of the income;*

The General Meeting made the following resolution with **0 yes, 851,427 no votes and 0 abstention**:

**Resolution of the General Meeting 13/2016. (03. 22.):**

The General Meeting decides not to accept the proposal that: *The General Meeting elects Ferenc Saródy as member of the Supervisory Board for an indefinite period.*

The General Meeting made the following resolution with **0 yes, 851,427 no votes and 0 abstention**:

**Resolution of the General Meeting 14/2016. (03. 22.):**

The General Meeting decides not to accept the proposal that: *The General Meeting elects Ferenc Saródy as member of the Audit Committee for an indefinite period.*

The General Meeting made the following resolution with **0 yes, 851,427 no votes and 0 abstention**:

**Resolution of the General Meeting 15/2016. (03. 22.):**

**The General Meeting decides not to accept the proposal that: *The General Meeting elects Brigitta Lingvai as member of the Supervisory Board for an indefinite period.***

The General Meeting made the following resolution with **0 yes, 851,427 no votes and 0 abstention**:

**Resolution of the General Meeting 16/2016. (03. 22.):**

**The General Meeting decides not to accept the proposal that: *The General Meeting elects Brigitta Lingvai as member of the Audit Committee for an indefinite period.***

The General Meeting made the following resolution with **850,427 yes, 0 no votes and 0 abstention**:

**Resolution of the General Meeting 17/2016. (03. 22.):**

**The General Meeting decides to elect dr. Miklós László Siska as member of the Supervisory Board for an indefinite period from the date of his election.**

The General Meeting made the following resolution with **851,427 yes, 0 no votes and 0 abstention**:

**Resolution of the General Meeting 18/2016. (03. 22.):**

**The General Meeting decides to elect Zoltán Poják as member of the Supervisory Board for an indefinite period from the date of his election.**

The General Meeting made the following resolution with **850,427 yes, 0 no votes and 0 abstention**:

**Resolution of the General Meeting 19/2016. (03. 22.):**

**The General Meeting decides to elect dr. Miklós László Siska as member of the Audit Committee for an indefinite period from the date of his election.**

The General Meeting made the following resolution with **851,427 yes, 0 no votes and 0 abstention**:

**Resolution of the General Meeting 20/2016. (03. 22.):**

**The General Meeting decides to elect Zoltán Poják as member of the Audit Committee for an indefinite period from the date of his election.**

The General Meeting made the following resolution with **851,427 yes, 0 no votes and 0 abstention**:

**Resolution of the General Meeting 21/2016. (03. 22.):**

**The General Meeting decides to elect Attila Fekete as member of the Supervisory Board for an indefinite period from the date of his election.**

The General Meeting made the following resolution with **851,427 yes, 0 no votes and 0 abstention**:

**Resolution of the General Meeting 22/2016. (03. 22.):**

**The General Meeting decides to elect Attila Fekete as member of the Audit Committee for an indefinite period from the date of his election.**

The General Meeting made the following resolution with **850,427 yes, 0 no votes and 0 abstention**:

**Resolution of the General Meeting 23/2016. (03. 22.):**

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

The General Meeting made the following resolution with **850,427 yes, 0 no votes and 0 abstention**:

**Resolution of the General Meeting 24/2016. (03. 22.):**

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

The General Meeting made the following resolution with **200,756 yes, 650 671 no votes and 0 abstention**:

**Resolution of the General Meeting 25/2016. (03. 22.):**

**The General Meeting decides not to accept the proposal that: *The General Meeting shall elect dr. Gergely Sárkány as member of the Supervisory Board for an indefinite period.***

The General Meeting made the following resolution with **200,756 yes, 650 671 no votes and 0 abstention**:

**Resolution of the General Meeting 26/2016. (03. 22.):**

**The General Meeting decides not to accept the proposal that: *The General Meeting shall elect dr. Gergely Sárkány as member of the Audit Committee for an indefinite period.***

The General Meeting made the following resolution with **200,756 yes, 650 671 no votes and 0 abstention**:

**Resolution of the General Meeting 27/2016. (03. 22.):**

**The General Meeting decides not to accept the proposal that: *The General Meeting shall elect Ildikó Sebők as member of the Supervisory Board for an indefinite period.***

The General Meeting made the following resolution with **200,756 yes, 650 671 no votes and 0 abstention**:

**Resolution of the General Meeting 28/2016. (03. 22.):**

**The General Meeting decides not to accept the proposal that: *The General Meeting shall elect Ildikó Sebők as member of the Audit Committee for an indefinite period.***

The General Meeting made the following resolution with **200,756 yes, 649 671 no votes and 0 abstention**:

**Resolution of the General Meeting 29/2016. (03. 22.):**

**The General Meeting decides not to accept the proposal in the present form thereof that: *The General Meeting shall decide to elect dr. Miklós László Siska as member of the Supervisory Board for a temporary period expiring on 31/12/2016.***

The General Meeting made the following resolution with **200,756 yes, 649 671 no votes and 0 abstention:**

**Resolution of the General Meeting 30/2016. (03. 22.):**

The General Meeting decides not to accept the proposal in the present form thereof that: *The General Meeting shall decide to elect dr. Miklós László Siska as member of the Audit Committee for a temporary period expiring on 31/12/2016.*

The General Meeting made the following resolution with **200,756 yes, 650 671 no votes and 0 abstention:**

**Resolution of the General Meeting 31/2016. (03. 22.):**

The General Meeting decides not to accept the proposal in the present form thereof that: *The General Meeting shall decide to elect Zoltán Poják as member of the Supervisory Board for a temporary period expiring on 31/12/2016.*

The General Meeting made the following resolution with **200,756 yes, 650 671 no votes and 0 abstention:**

**Resolution of the General Meeting 32/2016. (03. 22.):**

The General Meeting decides not to accept the proposal in the present form thereof that: *The General Meeting shall decide to elect Zoltán Poják as member of the Audit Committee for a temporary period expiring on 31/12/2016.*

The General Meeting made the following resolution with **851,427 yes, 0 no votes and 0 abstention:**

**Resolution of the General Meeting 33/2016. (03. 22.):**

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

The General Meeting made the following resolution with **851,427 yes, 0 no votes and 0 abstention:**

**Resolution of the General Meeting 34/2016. (03. 22.):**

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

The General Meeting made the following resolution with **851,427 yes, 0 no votes and 0 abstention:**

**Resolution of the General Meeting 35/2016. (03. 22.):**

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

The General Meeting made the following resolution with **851,427 yes, 0 no votes and 0 abstention:**

**Resolution of the General Meeting 36/2016. (03. 22.):**

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

The General Meeting made the following resolution with **0 yes, 851,427 no votes and 0 abstention**:

**Resolution of the General Meeting 37/2016. (03. 22.):**

**The General Meeting decides not to accept the proposal that: *The General Meeting shall decide to confirm the mandate of János Kisvári as member of the Board of Directors and prolong his mandate for an indefinite period.***

The General Meeting made the following resolution with **0 yes, 851,427 no votes and 0 abstention**:

**Resolution of the General Meeting 38/2016. (03. 22.):**

**The General Meeting decides not to accept the proposal that: *The General Meeting shall decide to confirm the mandate of Zsolt Komonczai as member of the Board of Directors and prolong his mandate for an indefinite period.***

The General Meeting made the following resolution with **200,756 yes, 650 671 no votes and 0 abstention**:

**Resolution of the General Meeting 39/2016. (03. 22.):**

**The General Meeting decides not to accept the proposal in the present form thereof that: *The General Meeting shall decide to confirm the mandate of Attila Fekete as member of the Supervisory Board and prolong his mandate for an indefinite period.***

The General Meeting made the following resolution with **200,756 yes, 650 671 no votes and 0 abstention**:

**Resolution of the General Meeting 40/2016. (03. 22.):**

**The General Meeting decides not to accept the proposal in the present form thereof that: *The General Meeting shall decide to confirm the mandate of Zsolt Komonczai as member of the Audit Committee and prolong his mandate for an indefinite period.***

The General Meeting made the following resolution with **0 yes, 851,427 no votes and 0 abstention**:

**Resolution of the General Meeting 41/2016. (03. 22.):**

**The General Meeting decides not to accept the proposal that: *The General Meeting decides to elect dr. Alíz Dávid as member of the Board of Directors for an indefinite period from the date of her election.***

The General Meeting made the following resolution with **851,427 yes, 0 no votes and 0 abstention**:

**Resolution of the General Meeting 42/2016. (03. 22.):**

**The General Meeting decides to withdraw Zsolt Komonczai from his position as member of the Board of Directors by immediate effect.**

The General Meeting made the following resolution with **851,427 yes, 0 no votes and 0 abstention**:

**Resolution of the General Meeting 43/2016. (03. 22.):**

**The General Meeting decides to withdraw János Kisvári from his position as member of the Board of Directors by immediate effect.**



The General Meeting made the following resolution with **850,427 yes, 0 no votes and 0 abstention**:

**Resolution of the General Meeting 44/2016. (03. 22.):**

**The General Meeting decides to elect Attila Gagyí Pálffy as member of the Board of Directors for an indefinite period.**

The General Meeting made the following resolution with **424,427 yes, 0 no votes and 0 abstention**:

**Resolution of the General Meeting 45/2016. (03. 22.):**

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

The General Meeting made the following resolution with **777,164 yes, 0 no votes and 74,263 abstention**:

**Resolution of the General Meeting 46/2016. (03. 22.):**

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

ENEFI Energy Efficiency Plc.