

**Resolution Proposals**  
**of**  
**ENEFI Energy Efficiency Plc.**  
**for the**  
**General Meeting<sup>1</sup>**

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<sup>1</sup>The present resolution proposals are the translation of the "Az ENEFI Energhatékonyági Nyrt. Közgyűlési Előterjesztései" drafted in Hungarian language. In case of any discrepancies between the Hungarian and English language versions the Hungarian version shall prevail.

Date of General Meeting:	15. 09. 2017, 10 a.m.
Place of General Meeting:	1134 Budapest, Klapka utca 11.
Date of repeated General Meeting:	26. 09. 2017, 10 a.m.

ENEFI Energy Efficiency Plc. hereby announces for informing its reputable shareholders the proposals for its upcoming **extraordinary general meeting**, resolution proposals and current information on the number of shares and voting rights at the time of convocation of the general meeting as set out below.

### **I. Summary**

Also considering the previous announcements of the Company, it put the proposal for the decrease of the registered capital thereof on the agenda.

The proposed reduction of registered capital would be implemented by delisting 19.672.579 pieces of own ordinary shares and the increase of other elements of equity.

The employee shares issued by the Company earlier shall not be involved in the decrease; the Company shall still be entitled to make decisions about or transfer thereof among the entitled persons at any time.

The Company presently owns 17.801.409 pcs of ordinary shares. In the event that the Company does not purchase additional shares by the day of the General Meeting on the market then the missing amount of ordinary shares shall be purchased from an affiliated company, EETEK Ltd.

The Company shall also put the modification of the Articles of Foundation on the agenda in relation with the planned capital decrease.

Shareholder holding more than 1% of the votes has put forward a proposal for the supplementation of the agenda of the General Meeting with the following agenda items:

1. Decision on revoking and on election of Supervisory Board Members
2. Decision on revoking and on election of Audit Committee Members

The shareholder has also submitted resolution proposals in connection with the agenda items.

### **II. Agenda items**

1. Decision on decreasing the Company's share capital to increase other elements of its own capital by cancelling 19.672.579 pieces of ordinary shares with a face value of HUF 10, owned by the Company with an amount of HUF 196.725.790. Thus the Company's share capital will be reduced from HUF 296.725.790 to 100.000.000 and the number of dematerialized shares with a face value of HUF 10, issued by the Company will be reduced from 29.672.579 pieces to 10.000.000 pieces.
2. Decision on the amendment of the Articles of Association and decision on the acceptance of the Articles of Association comprised in a consolidated structure together with the amendments.
3. Decision on revoking and on election of Supervisory Board Members
4. Decision on revoking and on election of Audit Committee Members

### III. Resolution proposals

#### **Agenda item 1.:**

Decision on decreasing the Company's share capital to increase other elements of its own capital by cancelling 19.672.579 pieces of ordinary shares with a face value of HUF 10, owned by the Company with an amount of HUF 196.725.790. Thus the Company's share capital will be reduced from HUF 296.725.790 to 100.000.000 and the number of dematerialized shares with a face value of HUF 10, issued by the Company will be reduced from 29.672.579 pieces to 10.000.000 pieces.

Proponent: Board of Directors

Resolution Proposal:

The General Meeting shall decide to decreasing the Company's share capital to increase other elements of its own capital by cancelling 19.672.579 pieces of ordinary shares with a face value of HUF 10, owned by the Company with an amount of HUF 196.725.790. Thus the Company's share capital will be reduced from HUF 296.725.790 to 100.000.000 and the number of dematerialized shares with a face value of HUF 10, issued by the Company will be reduced from 29.672.579 pieces to 10.000.000 pieces.

Reasoning:

Also considering the previous announcements of the Company, it put the proposal for the decrease of the registered capital thereof on the agenda. The proposed reduction of registered capital would be implemented by delisting 19.672.579 pieces of own shares and the increase of other elements of equity.

#### **Agenda item 2.:**

**Decision on the amendment of the Articles of Association and decision on the acceptance of the Articles of Association comprised in a consolidated structure together with the amendments.**

Proponent: Board of Directors

Resolution Proposals:

1. Paragraph 1. of Section V/1. of the Articles of Foundation shall be modified by the General Meeting as follows:

**1. The share capital of the company is HUF 100.000.000. (one hundred million Hungarian Forint).**

2. Section V/1. of the Articles of Foundation shall be amended by the General Meeting as follows:

***The general meeting decided on \_\_ September 2017 on decreasing the Company's share capital to increase other elements of its own capital by cancelling 19.672.579 pieces of ordinary shares with a face value of HUF 10, owned by the Company with an amount of HUF 196.725.790. Thus the Company's share capital will be reduced from HUF 296.725.790 to 100.000.000 and the number of dematerialized shares with a face value of HUF 10, issued by the Company will be reduced from 29.672.579 pieces to 10.000.000 pieces.***

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3. Paragraph 1. of Section VI/1. of the Articles of Foundation shall be modified by the General Meeting as follows:

***1. The share capital of the company consists of 7,500,000 number of dematerialised ordinary shares having a face value of 10 HUF (Series A) and 2,500,000 number of dematerialised employee shares having a face value of 10 HUF (Series B). The share capital of the company consists of 10.000.000 number of dematerialised shares.***

4. The shareholders' meeting shall acceptance of the Articles of Association comprised in a consolidated structure together with the amendments.

Reasoning:

The Company shall also put the modification of the Articles of Foundation on the agenda in relation with the planned capital decrease.

### **Agenda item 3.:**

Decision on revoking and on election of Supervisory Board Members

Proponent: Shareholder

Resolution Proposals:

1. The General Meeting shall decide to revoke dr. Siska Miklós László as member of the Supervisory Board.
2. The General Meeting shall decide to election Kerekes Imre as member of the Supervisory Board.

### **Agenda item 4.:**

Decision on revoking and on election of Audit Committee Members

Proponent: Shareholder

Resolution Proposals:

1. The General Meeting shall decide to revoke dr. Siska Miklós László as member of the Audit Committee.
2. The General Meeting shall decide to election Kerekes Imre as member of the Audit Committee.

# I. Number of shares and voting rights

The Company hereby publishes the number of voting rights attached to its shares and size the of its share capital as of the time of convocation of the general meeting.

Composition of share capital of the Company:

Share series ISIN: HU0000089198 ISIN: HU0000151386	Nominal value (HUF/share)	Issued number	Total Nominal value (HUF)
Ordinary shares	10	27.172.579	271.725.790,-
Employee shares	10	2.500.000	25.000.000,-
Share capital			296.725.790,-

Number of voting rights attached to the shares:

Share series	Issued number	Shares with voting rights	Voting right per share	Total voting rights	Number of own shares
Ordinary shares	27.172.579	27.172.579	1	27.172.579	17 801 409
Employee shares	2.500.000	2.500.000	1	2.500.000	1.305.000
Total:	29.672.579	29.672.579	1	29.672.579	

In accordance with the interpretation of the National Bank of Hungary, the Company relates the number of voting shares and the amount of total voting right to all the shares issued by the Company which voting right may be associated to. The Company shall continue not to vote with its own shares.

Shares of related companies: 3.073.542 (ISIN: HU0000089198)

The Company calls the attention of its reputable investors to their reporting obligations towards MNB and the Company in connection with the above changes – if any – with special regard to the provisions of the Capital Market act and the Company's Articles of Associations.

## AUTHORISATION TEMPLATE

I, the undersigned \_\_\_\_\_ (mother's name: \_\_\_\_\_, place and date of birth: \_\_\_\_\_, ID card number: \_\_\_\_\_) residing under \_\_\_\_\_

**or**

The undersigned \_\_\_\_\_ (company registration number: \_\_\_\_\_, tax number: \_\_\_\_\_, registered seat: \_\_\_\_\_, represented by: \_\_\_\_\_)

as the shareholder of **ENEFI Energy Efficiency Plc.** (company registration number: Cg. 01-10-045428, registered seat: 1134 Budapest, Klapka utca 11. "**Company**") today, hereby

### ***authorise***

\_\_\_\_\_ (mother's name: \_\_\_\_\_, place and date of birth: \_\_\_\_\_, ID card number: \_\_\_\_\_) residing under \_\_\_\_\_

to represent me at the shareholders' meeting of the Company to be held on the

. \_\_\_\_<sup>th</sup> \_\_\_\_ . 20\_\_\_\_(\_\_\_\_),  
under \_\_\_\_\_ at, \_\_\_\_ o'clock

with full power of representation **or** under the following instructions (in case of bound mandate).

Dated: . \_\_\_\_<sup>th</sup> \_\_\_\_ . 20\_\_\_\_

\_\_\_\_\_  
Assignor

\_\_\_\_\_  
Assignee

Witnessed in the presence of:

Name:

Name:

Home address:

Home address:

Signature:

Signature:

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