

**Resolution Proposals**

**of**

**ENEFI Energy Efficiency Plc.**

**for the**

**General Meeting<sup>1</sup>**

**SUPPLEMENT VERSION 2.**

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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: 18. 11. 2019, 10 a.m.  
Place of General Meeting: 1134 Budapest, Klapka utca 11.  
Date of repeated General Meeting: 29. 11. 2019, 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

Based on its previously disclosed strategy, the General Meeting of the Company decided to increase its registered capital against non-financial contributions on 8<sup>th</sup> August 2019.

According to the decision of the General Meeting the non-financial contributions shall be provided by 30<sup>th</sup> November 2019.

The Company conducted the due diligence of the non-financial contributions and also started negotiations with the Central Bank of Hungary considering that the acquisition of one of the assets, i.e. the share of Random Capital Zrt. exceeding 10% shall be a process bound to the approval of the Central Bank of Hungary which is a prerequisite of the capital increase.

- During the preparations of the licencing proceedings the Company concluded that there is a well-founded possibility that the process does not close by the end of November in which case however the capital increase would fail in terms of all property elements according to a previous decision of the General Meeting.
- During the due diligence the Company found in relation with the business share representing 10% of the registered capital of HUNGARO-FOOD 2009 Kft. that due to industrial risks, swine fever and negative international trends and unpredictability, it would take too high a risk by the acquisition of minority shares.

Considering the above, the Company shall make a proposal to make new decisions of the General Meeting which allow for the capital increase with the original deadlines with the property elements not involved in licencing and the property share of Random Capital Zrt below 10% and thus not bound to licencing except for HUNGARO-FOOD 2009 Kft..

The acquisition of another approx. 31.8% shares of Random Capital Zrt. would take place after the completion of the proceedings of the Central Bank of Hungary.

As a consequence of the above deviating from the previous proposal to the General Meeting

- Ferenc Virág shall transfer 9.94% share of Random Capital Zrt. instead of 19.33% to the Company (and the remaining share shall be transferred after the licencing by the Central Bank of Hungary).
- ARX Kft.\* and the claims against ARX Kft. shall not be purchased by the Company (\*in a previous announcement the Company provided information that “ARX Kft. owns 122 pieces of Random shares issued by Random Capital Zrt. which represent 22,47% of the registered capital of Random Capital Zrt. furthermore real estates amounting to HUF 640,000,000 including 3 real estates of 489 square metres total floor spaces designated as business premises in Prestige Tower Office Building (Budapest, Meder u. 8, 1138). In case of a successful transaction the Company plans to relocate the registered seat of the corporate group to Prestige Tower thus using the local and personal opportunities of the synergy.”); instead ARX Kft. shall directly transfer the real estates mentioned above to the Company (and after the licencing by the Central Bank of Hungary also the 122 shares issued by Random Capital Zrt.),
- the 10% business share of HUNGARO-FOOD 2009 Kft. shall not be acquired by the Company.

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The Company explicitly calls the respected Investors' attention for the following,

- the sale / assignment contracts may only be concluded if the General Meeting authorizes the Board of Directors thereto;
  - the capital increase is subject to the conclusion and closing of the purchase / assignment contracts
  - financial and legal closure of purchase / assignment contracts and capital increases are subject to several conditions,
- thus there is a possibility of transaction failure

The Company publishes accordingly its General Meeting announcement, whereby it also initiates the change of the Company's name with a consideration of the amended base strategy.

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 election of Board of Director Member
2. Decision on the amendment of representation of the Company, mode of procuration (sections X. of the Company's Articles of Association)
3. Decision on the adoption of the consolidated statute

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

Shareholders holding more than 1% of the votes has submitted resolution proposals in connection with the agenda 2.

## **II. Agenda items**

1. Authorization of the Board of Directors for the conclusion of purchase/assignment contracts and decisions repeal
2. Decision on the private increase of the Company's share capital by way of listing new shares, admitting the newly issued shares to the stock exchange and decisions repeal.
3. Decision on the amendment of the Company's statute with regard to the capital increase and decisions repeal.
4. Decision on the amendment of the Company, amendment of the statute with regard to the change of the name and decisions repeal
5. Decision on the adoption of the consolidated statute and decisions repeal
6. Decision on election of Board of Director Member
7. Decision on the amendment of representation of the Company, mode of procuration (sections X. of the Company's Articles of Association)
8. Decision on the adoption of the consolidated statute

### III. Resolution proposals

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

Authorization of the Board of Directors for the conclusion of purchase/assignment contracts

Proponent: Board of Directors

Resolution Proposal 1:

The General Meeting shall repeal the following resolution: 12/2019. (08.08.) Resolution of the General Meeting

Resolution Proposal 2:

The General Meeting hereby authorises the Board of Directors to conclude the following sale and purchase / assignment agreements subject to the closure conditions so that the capital of the Company shall be increased by the Seller by the purchase price as an acknowledged claim against the Company in the form of non-pecuniary property contribution, by way of private offering of new shares:

Name of asset	Síaréna Korlátolt Felelősségű Társaság (Company registry number: Cg.19-09-508208; seat: 8413 Eplény, Veszprémi street 66/a.) 100% shares
Purchaser / Assignor / Target company	ENEFI Energyefficiency Plc. (seat: 1134 Budapest, Klapka s. 11.; company registry number: 01-10-045428)
Purchaser / Assignor / Apporter	Csaba Soós
Purchase price / Value of non-monetary contribution:	HUF 770,650,000
Subject of non-monetary contribution:	Receivable recorded towards the Company
Number, nominal value and characteristics of shares to be provided in consideration of the non-monetary contribution:	500 000 pieces dematerialized ordinary shares in series A with a HUF 10 nominal value for each and 1,426,625 pieces dematerialized convertible dividend-preference share in series H with a HUF 10 nominal value for each

Resolution Proposal 3:

The General Meeting hereby authorises the Board of Directors to conclude the following sale and purchase / assignment agreements subject to the closure conditions so that the capital of the Company shall be increased by the Seller by the purchase price as an acknowledged claim against the Company in the form of non-pecuniary property contribution, by way of private offering of new shares:

Name of asset	Receivable recorded towards Síaréna Korlátolt Felelősségű Társaság
Purchaser / Assignor / Target company	ENEFI Energyefficiency Plc. (seat: 1134 Budapest, Klapka s. 11.; company registry number: 01-10-045428)
Purchaser / Assignor / Apporter	Csaba Soós
Purchase price / Value of non-monetary contribution:	HUF 829,336,247
Subject of non-monetary contribution:	Receivable recorded towards the Company

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Number, nominal value and characteristics of shares to be provided in consideration of the non-monetary contribution:	150,000 pieces dematerialized ordinary shares in series A with a HUF 10 nominal value for each and 1,923,341 pieces dematerialized convertible dividend-preference share in series H with a HUF 10 nominal value for each
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## Resolution Proposal 4:

The General Meeting hereby authorises the Board of Directors to conclude the following sale and purchase / assignment agreements subject to the closure conditions so that the capital of the Company shall be increased by the Seller by the purchase price as an acknowledged claim against the Company in the form of non-pecuniary property contribution, by way of private offering of new shares:

Name of asset	Balatonfenyves, within urban zone with topographical number 987/5, with size of 1,0445 hectare marked as uncultivated, courtyard situated at 33-34 Mária street, 8649 Balatonfenyves
Purchaser / Assignor / Target company	ENEFI Energyefficiency Plc. (seat: 1134 Budapest, Klapka str. 11.; company registry number: 01-10-045428)
Purchaser / Assignor / Apporter	dr. Szilvia Márta Módra (Mother's name: Edit Terézia Bóka, address 6726 Szeged, Szövő street 5) ½ ownership András Zoltán Petykó (Mother's name: Erzsébet Laczó, address: 6726 Szeged, Szövő street 5) ½ ownership
Purchase price / Value of non-monetary contribution:	HUF 278,000,000
Subject of non-monetary contribution:	Receivable recorded towards the Company
Number, nominal value and characteristics of shares to be provided in consideration of the non-monetary contribution:	dr. Szilvia Márta Módra: 347,500 pieces dematerialized convertible dividend-preference share in series H with a HUF 10 nominal value for each András Zoltán Petykó: 347,500 pieces dematerialized convertible dividend-preference share in series H with a HUF 10 nominal value for each

## Resolution Proposal 5:

The General Meeting hereby authorises the Board of Directors to conclude the following sale and purchase / assignment agreements subject to the closure conditions so that the capital of the Company shall be increased by the Seller by the purchase price as an acknowledged claim against the Company in the form of non-pecuniary property contribution, by way of private offering of new shares:

Name of asset	54 pieces Random shares issued by Random Capital Zrt.* (seat: Budapest Szép utca 2, 1053) meaning 9.94 % of Random Capital Zrt.'s share capital
Purchaser / Assignor / Target company	ENEFI Energyefficiency Plc. (seat: 1134 Budapest, Klapka u. 11.; company registry number: 01-10-045428)
Purchaser / Assignor / Apporter	Ferenc Virág (Mother's name: Karacs Klára) 1149 Budapest, Kövér Lajos street 51/B.
Purchase price / Value of non-monetary	HUF 124,457,143

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contribution:	
Subject of non-monetary contribution:	Receivable recorded towards the Company
Number, nominal value and characteristics of shares to be provided in consideration of the non-monetary contribution:	311,143 pieces dematerialized convertible dividend-preference share in series H with a HUF 10 nominal value for each

Resolution Proposal 6:

The General Meeting hereby authorises the Board of Directors to conclude the following sale and purchase / assignment agreements subject to the closure conditions so that the capital of the Company shall be increased by the Seller by the purchase price as an acknowledged claim against the Company in the form of non-pecuniary property contribution, by way of private offering of new shares:

Name of asset	Budapest, with topographical number 25910/2/A/198, 25910/2/A/199 and 25910/2/A/200, courtyard situated at 1138 Budapest, <b>Meder street 8. B. ép. fszt.</b>
Purchaser / Assignor / Target company	ENEFI Energyefficiency Plc. (seat: 1134 Budapest, Klapka u. 11.; company registry number: 01-10-045428)
Purchaser / Assignor / Apporter	ARX Medical Center Limited Liability Company * (Cg.01-09-321916, 1138 Budapest, Meder street 8. B. block ground floor)
Purchase price / Value of non-monetary contribution:	HUF 600,000,000
Subject of non-monetary contribution:	Receivable recorded towards the Company
Number, nominal value and characteristics of shares to be provided in consideration of the non-monetary contribution:	500,000 pieces dematerialized ordinary shares in series A with a HUF 10 nominal value for each and 1,000,000 pieces dematerialized convertible dividend-preference share in series H with a HUF 10 nominal value for each

Resolution Proposal 7:

The General Meeting hereby authorises the Board of Directors to conclude the following sale and purchase / assignment agreements subject to the closure conditions so that the capital of the Company shall be increased by the Seller by the purchase price as an acknowledged claim against the Company in the form of non-pecuniary property contribution, by way of private offering of new shares:

Name of asset	Budapest, with topographical number 25910/2/A/128, courtyard situated at 1138 Budapest, Meder utca 8. -1, (14 garage)
Purchaser / Assignor / Target company	ENEFI Energyefficiency Plc. (seat: 1134 Budapest, Klapka u. 11.; company registry number: 01-10-045428)
Purchaser / Assignor / Apporter	ARX Medical Center Limited Liability Company * (Cg.01-09-321916, 1138 Budapest, Meder street 8. B. block ground floor)
Purchase price / Value of non-monetary contribution:	HUF 400,000,000
Subject of non-monetary contribution:	Receivable recorded towards the Company
Number, nominal value and characteristics of shares to be provided in consideration of the	100,000 pieces dematerialized convertible dividend-preference share in series H with a HUF 10 nominal value for

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non-monetary contribution:	each
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Resolution Proposal 8:

The General Meeting hereby authorises the Board of Directors to conclude the following sale and purchase / assignment agreements subject to the closure conditions so that the capital of the Company shall be increased by the Seller by the purchase price as an acknowledged claim against the Company in the form of non-pecuniary property contribution, by way of private offering of new shares (**capital increase at a later date**)

Name of asset	51 pieces Random shares issued by Random Capital Zrt.* (seat: Budapest Szép utca 2, 1053) meaning 9.39 % of Random Capital Zrt.'s share capital
Purchaser / Assignor / Target company	ENEFI Energyefficiency Plc. (seat: 1134 Budapest, Klapka u. 11.; company registry number: 01-10-045428)
Purchaser / Assignor / Apporter	Ferenc Virág (Mother's name: Karacs Klára) 1149 Budapest, Kövér Lajos street 51/B.
Purchase price / Value of non-monetary contribution:	HUF 117,542,857
Subject of non-monetary contribution:	Receivable recorded towards the Company
Number, nominal value and characteristics of shares to be provided in consideration of the non-monetary contribution:	293,857 pieces dematerialized convertible dividend-preference share in series H with a HUF 10 nominal value for each

Resolution Proposal 9:

The General Meeting hereby authorises the Board of Directors to conclude the following sale and purchase / assignment agreements subject to the closure conditions so that the capital of the Company shall be increased by the Seller by the purchase price as an acknowledged claim against the Company in the form of non-pecuniary property contribution, by way of private offering of new shares (**capital increase at a later date**)

Name of asset	122 pieces Random shares issued by Random Capital Zrt.* (seat: Budapest Szép utca 2, 1053) meaning 22,47 % of Random Capital Zrt.'s share capital
Purchaser / Assignor / Target company	ENEFI Energyefficiency Plc. (seat: 1134 Budapest, Klapka u. 11.; company registry number: 01-10-045428)
Purchaser / Assignor / Apporter	ARX Medical Center Limited Liability Company * (Cg.01-09-321916, 1138 Budapest, Meder street 8. B. block ground floor)
Purchase price / Value of non-monetary contribution:	HUF 280,000,000
Subject of non-monetary contribution:	Receivable recorded towards the Company
Number, nominal value and characteristics of shares to be provided in consideration of the non-monetary contribution:	100,000 pieces dematerialized ordinary shares in series A with a HUF 10 nominal value for each and 600,000 pieces dematerialized convertible dividend-preference share in series H with a HUF 10 nominal value for each

The Company explicitly calls the respected Investors' attention for the following,

- the sale / assignment contracts may only be concluded if the General Meeting authorizes the Board of Directors thereto;
- the capital increase is subject to the conclusion and closing of the purchase / assignment

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contracts

- financial and legal closure of purchase / assignment contracts and capital increases are subject to several conditions, thus there is a possibility of transaction failure

Expected date of closure: 30 November 2019

**Agenda item 2.:**

Decision on the private increase of the Company's share capital by way of listing new shares, admitting the newly issued shares to the stock exchange.

Proponent: Board of Directors

Resolution Proposal 1:

The General Meeting shall repeal the following resolution: 13-14/2019. (08.08.) Resolutions of the General Meeting

Resolution Proposal 2./A:

Proponent: Shareholder

The General Meeting shall decide on the registered capital rise of the Company by private offering of new shares. The minimum planned amount of registered capital rise shall be HUF 66,061,090. In case of successful registered capital rise the registered capital of the Company shall be increased HUF 66,061,090 from HUF 100,000,000 to HUF 166,061,090

- (i) by the private offering of 1.150.000 pieces of A Series dematerialised ordinary shares of HUF 10 par value and HUF 400 issuing value and
- (ii) 5,456,109 pieces of H Series dematerialised dividend-preference convertible shares of HUF 10 par value and HUF 400 issue value

against non-pecuniary property contributions assigning.

Resolution Proposal 2/B.:

Proponent: Board of Directors

The General Meeting shall decide on the registered capital rise of the Company by private offering of new shares. The minimum planned amount of registered capital rise shall be HUF 39,999,660. The maximum planned amount of registered capital rise shall be HUF 66,061,090.

In case of successful registered capital rise the registered capital of the Company shall be increased at least by HUF 39,999,660 from HUF 100,000,000 to HUF 139,999,660, at most by HUF 66,061,090 from HUF 100,000,000 to HUF 166,061,090

- (iii) by the private offering of at least 650.000 at most 1.150.000 pieces of A Series dematerialised ordinary shares of HUF 10 par value and HUF 400 issuing value and
- (iv) at least 3,349,966 at most 5,456,109 pieces of H Series dematerialised dividend-preference convertible shares of HUF 10 par value and HUF 400 issue value

against non-pecuniary property contributions assigning.

Resolution Proposal 3.:

The General Meeting shall decide on the capital increase of the following persons:

Apporter	Csaba Soós
Purchase price / Value of non-monetary	HUF 770,650,000

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contribution:	
Subject of non-monetary contribution:	Receivable recorded towards the Company
Number, nominal value and characteristics of shares to be provided in consideration of the non-monetary contribution:	500 000 pieces dematerialized ordinary shares in series A with a HUF 10 nominal value for each and 1,426,625 pieces dematerialized convertible dividend-preference share in series H with a HUF 10 nominal value for each
Deadline for making a statement on the acquisition of shares.	2019.11.30.
Auditor completing the preliminary verification of the value of in-kind contribution as set out in the articles of association:	Trusted Adviser Kft. 1082 Budapest, Baross u. 66-68. 3. em  Szovics Zsolt auditor 1037 Budapest, Kurkuma köz 4.
Date of providing the in kind contribution:	2019.11.30.

#### Resolution Proposal 4.:

The General Meeting shall decide on the capital increase of the following persons:

Apporter	Csaba Soós
Purchase price / Value of non-monetary contribution:	HUF 829,336,247
Subject of non-monetary contribution:	Receivable recorded towards the Company
Number, nominal value and characteristics of shares to be provided in consideration of the non-monetary contribution:	150,000 pieces dematerialized ordinary shares in series A with a HUF 10 nominal value for each and 1,923,341 pieces dematerialized convertible dividend-preference share in series H with a HUF 10 nominal value for each
Deadline for making a statement on the acquisition of shares.	2019.11.30.
Auditor completing the preliminary verification of the value of in-kind contribution as set out in the articles of association:	Trusted Adviser Kft. 1082 Budapest, Baross u. 66-68. 3. em  Szovics Zsolt auditor 1037 Budapest, Kurkuma köz 4.
Date of providing the in kind contribution:	2019.11.30.

#### Resolution Proposal 5.:

The General Meeting shall decide on the capital increase of the following persons:

Apporter	dr. Szilvia Márta Módra (Mother's name: Edit Terézia Bóka, address 6726 Szeged, Szövő street 5) ½ ownership András Zoltán Petykó (Mother's name: Erzsébet Laczó, address: 6726 Szeged, Szövő street 5) ½ ownership
Purchase price / Value of non-monetary contribution:	HUF 278,000,000
Subject of non-monetary contribution:	Receivable recorded towards the Company
Number, nominal value and characteristics of shares to be provided in consideration of the non-monetary contribution:	dr. Szilvia Márta Módra: 347,500 pieces dematerialized convertible dividend-preference share in series H with a HUF 10 nominal value for each András Zoltán Petykó: 347,500 pieces dematerialized convertible dividend-

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	preference share in series H with a HUF 10 nominal value for each
Deadline for making a statement on the acquisition of shares.	2019.11.30.
Auditor completing the preliminary verification of the value of in-kind contribution as set out in the articles of association:	Trusted Adviser Kft. 1082 Budapest, Baross u. 66-68. 3. em  Szovics Zsolt auditor 1037 Budapest, Kurkuma köz 4.
Date of providing the in kind contribution:	2019.11.30.

## Resolution Proposal 6.:

The General Meeting shall decide on the capital increase of the following persons:

Apporter	Ferenc Virág (Mother's name: Karacs Klára) 1149 Budapest, Kövér Lajos street 51/B.
Purchase price / Value of non-monetary contribution:	HUF 242,000,000
Subject of non-monetary contribution:	Receivable recorded towards the Company
Number, nominal value and characteristics of shares to be provided in consideration of the non-monetary contribution:	311 143 pieces dematerialized convertible dividend-preference share in series H with a HUF 10 nominal value for each
Deadline for making a statement on the acquisition of shares.	2019.11.30.
Auditor completing the preliminary verification of the value of in-kind contribution as set out in the articles of association:	Trusted Adviser Kft. 1082 Budapest, Baross u. 66-68. 3. em  Szovics Zsolt auditor 1037 Budapest, Kurkuma köz 4.
Date of providing the in kind contribution:	2019.11.30.

## Resolution Proposal 7.:

The General Meeting shall decide on the capital increase of the following persons:

Apporter	ARX Medical Center Limited Liability Company * (Cg.01-09-321916, 1138 Budapest, Meder street 8. B. block ground floor)
Purchase price / Value of non-monetary contribution:	HUF 600,000,000
Subject of non-monetary contribution:	Receivable recorded towards the Company
Number, nominal value and characteristics of shares to be provided in consideration of the non-monetary contribution:	500,000 pieces dematerialized ordinary shares in series A with a HUF 10 nominal value for each and 1,000,000 pieces dematerialized convertible dividend-preference share in series H with a HUF 10 nominal value for each
Deadline for making a statement on the acquisition of shares.	2019.11.30.
Auditor completing the preliminary verification of the value of in-kind contribution as set out in the articles of association:	Trusted Adviser Kft. 1082 Budapest, Baross u. 66-68. 3. em  Szovics Zsolt auditor 1037 Budapest, Kurkuma köz 4.

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Date of providing the in kind contribution:	2019.11.31.
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**Resolution Proposal 8.:**

The General Meeting shall decide on the capital increase of the following persons:

Apporter	ARX Medical Center Limited Liability Company * (Cg.01-09-321916, 1138 Budapest, Meder street 8. B. block ground floor)
Purchase price / Value of non-monetary contribution:	HUF 40,000,000
Subject of non-monetary contribution:	Receivable recorded towards the Company
Number, nominal value and characteristics of shares to be provided in consideration of the non-monetary contribution:	100,000 pieces dematerialized convertible dividend-preference share in series H with a HUF 10 nominal value for each
Deadline for making a statement on the acquisition of shares.	2019.11.30.
Auditor completing the preliminary verification of the value of in-kind contribution as set out in the articles of association:	Trusted Adviser Kft. 1082 Budapest, Baross u. 66-68. 3. em  Szovics Zsolt auditor 1037 Budapest, Kurkuma köz 4.
Date of providing the in kind contribution:	2019.11.30.

**Resolution Proposal 9.:**

The General Meeting shall decide on the listing of the following shares on the Budapest Stock Exchange related to the registered capital rise of the Company by private offering of new shares

- (i) A Series dematerialised ordinary shares of HUF 10 par value and HUF 400 issuing value and
- (ii) H Series dematerialised dividend-preference convertible shares of HUF 10 par value and HUF 400 issue value.

**Agenda item 3.:**

Decision on the amendment of the Company's statute with regard to the capital increase.

Proponent: Board of Directors

**Resolution Proposal 1:**

The General Meeting shall repeal the following resolution: 15-17/2019. (08.08.) Resolutions of the General Meeting

**Resolution Proposals 2.:**

Paragraph 1, Section V/1. of the Articles of Foundation shall be modified by the General Meeting as follows with the condition of successful performance of capital increase. In the event that the amount of obligations does not reach the minimum amount, then the capital increase shall fail and the Articles of Association shall not be changed:

1. The share capital of the company is HUF 166.061.090,- Ft.

**Resolution Proposals 3.:**

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Section V/1. of the Articles of Foundation shall be amended by the General Meeting as follows with the condition of successful performance of capital increase. In the event that the amount of obligations does not reach the minimum amount, then the capital increase shall fail and the Articles of Association shall not be changed:

On 08/08/2019 / 19/08/2019 the General Meeting of the Company decided on the increase of the registered capital of the Company by the amount of HUF 66,061,090 from the amount of HUF 100,000,000 to the amount of HUF 166,061,090 by issuing new shares via the private offering of 1,150,000 pieces of A Series dematerialised ordinary shares of HUF 10 par value and HUF 400 issuing value and 5,456,109 pieces of H Series dividend-preference convertible shares of HUF 10 par value against non-pecuniary property contributions. The term and condition of providing the non-pecuniary property contributions shall be 30/11/2019. The name and registered seat of the auditor auditing the subject, value, date of provision of the non-pecuniary contribution, the number, other characteristics and par value of shares to be given against thereof, the name and registered seat of the service provider, and the value of the non-pecuniary contribution under the Articles of Association shall be found in Annex No: 2 constituting an inseparable part of the present Articles of Association.

Resolution Proposals 4.:

Paragraph 1, Section VI/1. of the Articles of Foundation shall be modified by the General Meeting as follows with the condition of successful performance of capital increase. In the event that the amount of obligations does not reach the minimum amount, then the capital increase shall fail and the Articles of Association shall not be changed:

1. The registered capital consists of 11,500,000 pieces of registered, dematerialised ordinary shares, the par value of which is HUF 10, each (Series A) and 5,456,109 pieces of dematerialised dividend-preference convertible shares, the par value of which is HUF 110, each (Series H). Therefore, the total number of shares issued by the Company: 16,606,109 pieces.

**Agenda item 4.:**

Decision on the amendment of the Company, amendment of the statute with regard to the change of the name

Proponent: Board of Directors

Resolution Proposal 1:

The General Meeting shall repeal the following resolution: 18-19/2019. (08.08.) Resolutions of the General Meeting

Resolution Proposal 2.:

The name of the Company shall be modified by the General Meeting as follows with the condition of successful performance of capital increase. In the event that the amount of obligations does not reach the minimum amount, then the capital increase shall fail and the Articles of Association shall not be changed:

1. Name of the Company: ENEFI Vagyonkezelő Nyrt.
2. Name of the company in English: ENEFI Asset Management Plc.

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## Resolution Proposal 3.:

The Preamble and Section I of the Articles of Association of the Company shall be modified by the General Meeting as follows with the condition of successful performance of capital increase. In the event that the amount of obligations does not reach the minimum amount, then the capital increase shall fail and the Articles of Association shall not be changed:

1. Name of the Company: ENEFI Vagyonkezelő Nyrt.
2. Name of the company in English: ENEFI Asset Management Plc.

**Agenda item 5.:**

Decision on the adoption of the consolidated statute

Proponent: Board of Directors

## Resolution Proposal 1:

The General Meeting shall repeal the following resolution: 20/2019. (08.08.) Resolutions of the General Meeting

## Resolution Proposal 2.:

The general meeting shall decide to accept the uniform Articles of Association with the amendments.

**Agenda item 6.:**

Decision on election of Board of Director Member

Proponent: Shareholder

## Resolution Proposal:

The General Meeting shall decide to election Petykó Zoltán as member of the Board of Directors, with the condition of successful the ecision on the amendment of representation of the Company, mode of procuration (sections X. of the Company's Articles of Association).

**Agenda item 7.:**

Decision on the amendment of representation of the Company, mode of procuration (sections X. of the Company's Articles of Association)

Proponent: Shareholder

## Resolution Proposal:

The The General Meeting shall amend Section X of the Articles of Association of the Company as follows:

X. Representation of the Company, mode of procuration

Date of General Meeting: 18. 11. 2019, 10 a.m.  
 Place of Genera Meeting: 1134 Budapest, Klapka utca 11.  
 Date of repeated General Meeting: 29. 11. 2019, 10 a.m.

The members of the Board of Directors shall have joint rights of representation and procuration as follows:

Soós Csaba: together with any other board member

Virág Ferenc: together with Soós Csaba

Bálint Ferenc: together with Soós Csaba

Petykó Zoltán: together with Soós Csaba

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.

**Agenda item 8.:**

Decision on the adoption of the consolidated statute

Proponent: Shareholder

Resolution Proposal:

The general meeting shall decide to accept the uniform Articles of Association with the amendments.

### **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	Nominal value (HUF/share)	Issued number	Total Nominal value (HUF)
Ordinary shares	10	7.500.000	75.000.000,-
Employee shares	10	2.500.000	25.000.000,-
Share capital		10.000.000	100.000.000,-

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	7.500.000	7.500.000	1	7.500.000	0
Employee shares	2.500.000	2.500.000	1	2.500.000	1.613.000
Total:	10.000.000	10.000.000	1	10.000.000	1.613.000

The Company's connected entities own shares: 531 041 units.

**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: . \_\_.th \_\_.20 \_\_

\_\_\_\_\_  
Assignor

\_\_\_\_\_  
Assignee

Witnessed in the presence of:

Readable Name:

Readable Name:

Readable Home address:

Readable Home address:

Signature:

Signature:

Date of General Meeting: 18. 11. 2019, 10 a.m.  
Place of General Meeting: 1134 Budapest, Klapka utca 11.  
Date of repeated General Meeting: 29. 11. 2019, 10 a.m.