

EXTRAORDINARY ANNOUNCEMENT

of ENEFI Energyefficiency Plc.

on the basis of the act on Capital markets and the FM decree No. 24/2008 (VIII.15)

ENEFI Energyefficiency Plc. („Company”) hereby informs its respected Investors of the following:

Dated as March 22, 2019 and April 30, 2019 the General Meeting of Shareholders decided to change the previously published strategy, inter alia authorizing the Board of Directors to search for assets for investment and funding purposes that may be capable of increasing the value of ENEFI Energyefficiency Plc’s shareholders by way of its capacity to generate earnings, that really differs from the energy efficiency portfolio in profile. The General Meeting authorized the Board of Directors at the same time for private increase of the share capital in a maximum amount of HUF 300,000,000 and elected Ferenc Virág as a member of the Board for an indefinite term.

The Company’s Board of Directors has adopted a new base strategy in line with shareholders’ expectations which will be published to inform the respected Investors and which is recommended to be approved by the General Meeting.

Although the Company’s Board of Directors has the right / authority to make the above investment decisions, the Board of Directors has decided to convene the General Meeting in order to allow the owners to discuss the specific investment opportunities, to decide thereon and to raise their questions to the Board of Directors.

The Board of Directors proposes to the General Meeting to acquire the following assets by way of a purchase agreement with the sale price being recognized as a receivable from the Company in the form of a non-monetary financial contribution by the seller through the share capital increase in the Company with the private placement of new shares. The Board of Directors proposes to the General Meeting (Series H) to issue dematerialized shares as preference share within dividend-preference convertible shares with a nominal value of HUF 10 each, and the amendment of the Articles of Association related thereto.

Dividend-preference convertible shares

- hold no voting right (either in case of paragraph (2) of Article 3:231. of Civil Code),
- entitle for 5 % more favourable dividends from the profit after tax that may be distributed among shareholders compared to other types and class of shares, if the statutory conditions for dividend payment are met,
 - at the discretion of its owner, it may be entirely converted into a single share of the A series. Request for conversion may be submitted to the Board of Directors twice a year (at the end of the first or second semester of the particular calendar year) holding an owner certificate. The Board of Directors decides about the conversion of the shares based upon the preliminary authorization provided by the General Meeting in the deed of foundation, in case the cumulative sum of the requests submitted in the reference semester reaches the 500,000 pieces of convertible-dividend-preference shares in series H,
 - it is listed on the Budapest Stock Exchange.

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, in particular but not exclusively to ownership decisions, third party / authority consent (eg acquire of a preliminary approval from NBH with regard to shares in Random Zrt.), due diligence of asset items, approval of capital market prospectus, etc.,

thus there is a possibility of transaction failure

Expected date of closure: 31 October 2019

The Company draws attention to the fact that the newly announced investments are the first step in the implementation of the new base strategy. If the General Assembly supports the changed base strategy, the Board of Directors will search for further investment opportunities in the future.

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.

Asset items

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

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
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 1,573,341 pieces dematerialized convertible dividend-preference share in series H with a HUF 10 nominal value for each

Name of asset	10 % share in HUNGARO-FOOD 2009 Ltd. (seat: 5561 Békésszentandrás, Batthyány s. 30/A, company registry
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	number: 04-09-008833)
Purchaser / Assignor / Target company	ENEFI Energyefficiency Plc. (seat: 1134 Budapest, Klapka str. 11.; company registry number: 01-10-045428)
Purchaser / Assignor / Apporter	NEW HORIZON INVESTMENT Zártkörűen Működő Részvénytársaság* (seat: 1062 Budapest, Székely Bertalan str. 20. I. floor. 11.; company registry number: 01-10-049941)
Purchase price / Value of non-monetary contribution:	HUF 160,000,000
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:	400,000 dematerialized ordinary shares in series A with a HUF 10 nominal value for each

* NEW HORIZON INVESTMENT Zártkörűen Működő Részvénytársaság is owned by Chinese investors.

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

* The property is a direct waterfront plot which is an excellent improvement project for the future with over 2000 sqm that may be built in

Name of asset	105 pieces Random shares issued by Random Capital Zrt.* (seat: Budapest Szép utca 2, 1053) meaning 19.33 % 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 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:	605,000 pieces dematerialized convertible dividend-preference share in series H with a HUF 10 nominal value for each

* Hungary's leading online retail brokerage firm that is a market player with the 5th largest share trading result, with the 2nd largest deal results, with the 2. largest BUX forward trading result at the Budapest Stock Exchange.

Name of asset	100 % share in ARX Medical Center Limited Liability Company * (Cg.01-09-321916, 1138 Budapest, Meder street 8. B. block ground floor)
Purchaser / Assignor / Target company	ENEFI Energyefficiency Plc. (seat: 1134 Budapest, Klapka u. 11.; company registry number: 01-10-045428)
Purchaser / Assignor / Apporter	András Zoltán Petykó (Mother's name: Erzsébet Laczó, address: 6726 Szeged, Szövő street 5) 51% ownership and

	PROFIT-OPTIMA Holding Kft. (Cg.01-09-304590 1138 Budapest, Meder street 8. B. ép. fszt.) 49% ownership
Purchase price / Value of non-monetary contribution:	HUF 743,000,000
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:	András Zoltán Petykó 600,000 pieces dematerialized ordinary shares in series A with a HUF 10 nominal value for each and 347,139 pieces dematerialized convertible dividend-preference share in series H with a HUF 10 nominal value for each PROFIT-OPTIMA Holding Kft. 910,361 pieces dematerialized convertible dividend-preference share in series H with a HUF 10 nominal value for each

* ARX Kft. owns the 122 pieces Random shares issued by Random Capital Zrt. that mean 22.47 % of Random Capital Zrt.'s share capital, it also owns properties in the sum of HUF 640,000,000, including 3 pieces in Prestige Tower Ház (Budapest, Meder s. 8, 1138) with a total size of 489 nm registered as business premises. the Company plans to relocate the seat of the company group to the Prestige Tower for the case of a successful transaction, taking advantage of the local and personal opportunities of synergy.

Name of asset	Receivable recorded towards ARX Medical Center Limited Liability Company
Purchaser / Assignor / Target company	ENEFI Energyefficiency Plc. (seat: 1134 Budapest, Klapka u. 11.; company registry number: 01-10-045428)
Purchaser / Assignor / Apporter	András Zoltán Petykó (Moteher's name: Erzsébet Laczó, address: 6726 Szeged, Szövő street 5.) and
Purchase price / Value of non-monetary contribution:	HUF 127,000,000
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:	317,500 pieces of convertible dividend-preference shares in series H with a HUF 10 nominal value for each that are registered

Name of asset	Receivable recognised towards the ARX Medical Center Limited Liability Company
Purchaser / Assignor / Target company	ENEFI Energyefficiency Plc. (seat: 1134 Budapest, Klapka str. 11.; company registry number: 01-10-045428)
Purchaser / Assignor / Apporter	PROFIT-OPTIMA Holding Kft. (Cg.01-09-304590 1138 Budapest, Meder street 8. B. block. ground floor)
Purchase price / Value of non-monetary contribution:	HUF 50,000,000
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:	125,000 pieces of dematerialized convertible dividend preference shares in series H with a HUF 10 nominal value for each that are registered

Board of Directors
ENEFI Energyefficiency Plc.