

**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: 18. 04. 2017, 10 a.m.  
Place of General Meeting: 1134 Budapest, Klapka utca 11.  
Date of repeated General Meeting: 29. 04. 2017, 10 a.m.

ENEFI Energy Efficiency Plc. hereby announces for informing its reputable shareholders the proposals for its upcoming **annual 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**

The annual general meeting had been convoked by the Company pursuant to the applicable legal provisions.

The main theme of the upcoming annual general meeting is the closing of the Company's business year 2016.

The Board of Directors of the Company hereby informs its Honourable Investors that the reports are being audited at the moment. The Company publish its audited reports before the general meeting.

The Company has put on the agenda the review and assessment of the performance of board members contemplated in previous business year and decision on the discharge of liability and also to decide on, pursuant to the applicable law, the acceptance of the Board of Directors' report on corporate governance to be submitted to the Budapest Stock Exchange.

Date of General Meeting:	18. 04. 2017, 10 a.m.
Place of General Meeting:	1134 Budapest, Klapka utca 11.
Date of repeated General Meeting:	29. 04. 2017, 10 a.m.

## **II. Agenda items**

1. Closing business year 2016 of the Company
  - 1.1. Report of the Board of Directors on the management, net-worth position and business policy of the Company and on the Company's annual and consolidated annual report for business year 2016
  - 1.2. Report of the Supervisory Board on the Company's annual and consolidated annual report for business year 2016
  - 1.3. Report of the Auditor on the Company's annual and consolidated annual report for business year 2016
  - 1.4. Decision on the acceptance of the financial statements prepared in accordance with the Hungarian accounting act
  - 1.5. Decision on the utilization of the profit after tax
  - 1.6. Decision on the acceptance of the consolidated annual financial statements prepared in accordance with IFRS.
2. Review and assessment of the performance of board members contemplated in previous business year and decision on the discharge of liability
3. Decision on the acceptance of the Board of Directors' report on corporate governance to be submitted to the Budapest Stock Exchange.

### **III. Resolution proposals**

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

Closing business year 2016 of the Company

1.1. Report of the Board of Directors on the management, net-worth position and business policy of the Company and on the Company's annual and consolidated annual report for business year 2016.

Proponent: Board of Directors

Resolution Proposal: No proposal had been submitted

Reasoning: The Board of Directors reports on the management, net-worth position and business policy of the Company in line with its obligation under the law.

1.2. Report of the Supervisory Board on the Company's annual and consolidated annual report for business year 2016.

Proponent: Board of Directors

Resolution Proposal: No proposal had been submitted

Reasoning: The Supervisory Board reports on the Report of the Supervisory Board in respect of the Company's annual and consolidated annual report for business year 2016. The chairman of the Supervisory Board and the Audit Committee had been invited to the general meeting.

1.3. Report of the Auditor on the Company's annual and consolidated annual report for business year 2016.

Proponent: Board of Directors

Resolution Proposal: No proposal had been submitted

Reasoning: The Auditor reports on the Report of the Auditor in respect of the Company's annual and consolidated annual report for business year 2016. The Auditor had been invited to the general meeting.

1.4. Decision on the acceptance of the financial statements prepared in accordance with the Hungarian accounting act .

Proponent: Board of Directors

Resolution Proposal: The Shareholders' Meeting shall accept the annual financial statements of ENEFI Energy Efficiency Plc. for business year 2016, prepared in accordance with the Hungarian Accounting Act.

Reasoning: The Board of Directors submits to the general meeting the annual statement prepared of ENEFI Energy Efficiency Plc. in accordance with the Hungarian Accounting Act for business year 2016 in line with its obligation under the law.

1.5. Decision on the utilization of the profit after tax.

Proponent: Board of Directors

Resolution Proposal: The Shareholders' Meeting shall decide in connection with the utilization of the after tax profit/loss the ENEFI Energy Efficiency Plc. shall not disburse dividend to its shareholders.

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Reasoning: The Board of Directors submits to the general meeting its resolution proposal regarding distribution of dividend in respect of business year 2016 in line with its obligation under the law.

1.6. Decision on the acceptance of the consolidated annual financial statements prepared in accordance with IFRS.

Proponent: Board of Directors

Resolution Proposal: The Shareholders' Meeting shall accept the consolidated annual financial statements of ENEFI Energy Efficiency Plc. for business year 2016, prepared in accordance with IFRS.

Reasoning: The Board of Directors submits to the general meeting the consolidated annual statement of ENEFI Energy Efficiency Plc. prepared in accordance with IFRS for business year 2016 in line with its obligation under the law.

**Agenda item 2.:**

Review and assessment of the performance of board members contemplated in previous business year and decision on the discharge of liability.

Proponent: Board of Directors

Resolution Proposal:

2.1. The Shareholders' Meeting shall decide on accepting that Csaba Soós, member of the Board of Directors exercised his duties during the previous business year in favour of the Company's interests and discharge him of his liability in connection therewith.

2.2. The Shareholders' Meeting shall decide on accepting that László Bálint, member of the Board of Directors exercised his duties during the previous business year in favour of the Company's interests and discharge him of his liability in connection therewith.

2.3. The Shareholders' Meeting shall decide on accepting that Attila Gagyí Pálffy, member of the Board of Directors exercised his duties from his appointment in favour of the Company's interests and discharge him of his liability in connection therewith.

Reasoning: The Board of Directors submits to the general meeting the agenda point on review and assessment of the performance of board members of ENEFI Energy Efficiency Plc. contemplated in previous business year and on deciding on the discharge of liability in line with its obligation under the articles of associations.

**Agenda item 3.:**

Decision on the acceptance of the Board of Directors' report on corporate governance to be submitted to the Budapest Stock Exchange.

Proponent: Board of Directors

Resolution Proposal: The Shareholders' Meeting shall decide to accept the corporate governance report of the Board of Directors that is to be submitted to the Budapest Stock Exchange.

Reasoning: The Board of Directors submits to the general meeting the corporate governance report of the Board of Directors that is to be submitted to the Budapest Stock Exchange in line with its obligation under the law.

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### 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	27.172.579	271.725.790,-
Share capital			271.725.790,-

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

\*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, thus the number of actually voting shares is 9 371 170 pieces at the moment.

On the basis of the decision No: 34/2016. (05. 06.) of the General Meeting accepted on 06/05/2016, the Board of Directors of the Company decided on the registered capital increase via close issue of free employee shares by the amount of HUF 25,000,000, via issuing 2,500,000 pieces of employee shares with the par value of HUF 10 to the amount of the amount of HUF 296,725,790. The Board of Directors also decided on the modification of the Articles of Association on the basis of the authorization of the general meeting. **The employee shares have not been created and distributed;** the Company shall inform its Honourable Investors of this later in a separate announcement.

**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.**

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 Date of repeated General Meeting: 29. 04. 2017, 10 a.m.

## 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:

Name:

Name:

Home address:

Home address:

Signature:

Signature:

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