

Resolution Proposals

of

ENEFI Energy Efficiency Plc.

for the

General Meeting¹

¹The 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: 02. 11. 2016, 10 a.m.
Place of General Meeting: 1134 Budapest, Klapka utca 11.
Date of repeated General Meeting: 14. 11. 2016, 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

The Shareholders' Meeting of the Company authorised the Board of Directors to conduct the capital increase by issuing employee shares. The Board of Directors prepared its interim balance sheet required for the capital increase which has been audited and is submitted to the Shareholders' Meeting.

There were discussions between the auditor and the Company to close the agreement for audit with mutual consent. Considering that the decisions related to the position of auditor belong to the competence of the Shareholder's Meeting, the Board of Directors hereby proposes the decision to the Shareholders' Meeting. By the sales of the Polish operation of the Company, the size of the corporate group does not require the employment of an international, high-priced auditor.

In the event that the Shareholders' Meeting makes a decision about the withdrawal of the auditor, a new auditor shall be selected and its fee shall be determined.

Considering that the quarterly report is not part of the stock exchange reports any more, the Board of Directors puts the authorisation of the Shareholders' Meeting to purchase own shares again.

The Board of Directors had published its strategy about the further operation of the company which is submitted to the Shareholders' Meeting for discussion.

II. Agenda items

1. Decision on the acceptance of the interim financial statements prepared in accordance with the Hungarian accounting act
2. Withdrawal of the Auditor from its position.
3. Decision on appointing the Auditor and on its remuneration.
4. Decision on authorizing the Board of Directors to purchase own shares of the Company
5. Decision on the acceptance of the strategy of the Board of Directors.

III. Resolution proposals

Agenda item 1.:

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

Proponent: Board of Directors

Resolution Proposal: The Shareholders' Meeting shall accept the interim financial statements of ENEFI Energy Efficiency Plc. in accordance with the Hungarian Accounting Act.

Reasoning: The Shareholders' Meeting of the Company authorised the Board of Directors to conduct the capital increase by issuing employee shares. The Board of Directors prepared its interim balance sheet required for the capital increase which has been audited and is submitted to the Shareholders' Meeting.

Agenda item 2.:

Withdrawal of the Auditor from its position.

Proponent: Board of Directors

Resolution Proposal: The Shareholders' Meeting shall decide to withdraw BDO Magyarország Könyvvizsgáló Kft. from his position as an Auditor of the Company.

Reasoning: There were discussions between the auditor and the Company to close the agreement for audit with mutual consent. Considering that the decisions related to the position of auditor belong to the competence of the Shareholder's Meeting, the Board of Directors hereby proposes the decision to the Shareholders' Meeting. By the sales of the Polish operation of the Company, the size of the corporate group does not require the employment of an international, high-priced auditor.

Agenda item 3.:

Decision on appointing the Auditor and on its remuneration.

Proponent: Board of Directors

Resolution Proposal: The Shareholders' Meeting shall decide to elect for the audit of the Company's annual report for 2016 for a consideration of HUF 2,000,000 + VAT and for the audit of the Company's consolidated annual report for 2016 for a consideration of HUF 2,000,000 + VAT for a definite period until 31. 05. 2017 to be the auditor of the Company:

Name: Akkredit Könyvvizsgáló és Adótanácsadó Korlátolt Felelősségű Társaság
 Registered seat: 1023 Budapest, Frankel Leó út 21-23. fszt. 7.
 Registration number: 01-09-662094
 Chamber number: 000787

Auditor personally liable for the audit:

Name: Dr. Varga András
 Address: 2016 Leányfalu, Szőlő u. 3.

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Mother's maiden name: Miklós Bernadett
Chamber number: 001905

Reasoning: In the event that the Shareholders' Meeting makes a decision about the withdrawal of the auditor, a new auditor shall be selected and its fee shall be determined.

Agenda item 4.:

Decision on authorizing the Board of Directors to purchase own shares of the Company

Decision on authorizing the Board of Directors to purchase own shares of the Company

Proponent: Board of Directors

Resolution Proposal: Shareholders' Meeting to authorize the Board of Directors to acquire own shares. The authorization shall be for the onerous acquisition of maximum 10,000,000 pieces dematerialized ordinary shares with a face value of HUF 10 within 18 months for consideration at the stock exchange. The minimum amount of the consideration shall be HUF 1 while the maximum amount shall be HUF 1,000* but it shall not exceed HUF 250 per share, or in the event that it is higher, it shall not exceed the value of the Equity per voting shares in the half year / annual report preceding the acquisition.

(*to indicate the maximum and minimum amount of the consideration is an obligation set out by the law, the indicated amounts cannot be interpreted as forecasts they are not based on economic calculations, thus they are not eligible to influence decisions of investors.)

Reasoning: Considering that the quarterly report is not part of the stock exchange reports any more, the Board of Directors puts the authorisation of the Shareholders' Meeting to purchase own shares again.

Agenda item 5.:

Decision on the acceptance of the strategy of the Board of Directors.

Proponent: Board of Directors

Resolution Proposal: The Shareholders' Meeting shall accept the strategy of the Board of Directors.

Reasoning: The Board of Directors had published its strategy about the further operation of the company (https://www.bet.hu/newkibdata/120981622/K_zlem_ny_IG_c_lkit_z_sek_EN.pdf) which is submitted to the Shareholders' Meeting for discussion.

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.

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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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

. __. th __. 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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