

**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: 08. 08. 2019, 10 a.m.  
Place of General Meeting: 1134 Budapest, Klapka utca 11.  
Date of repeated General Meeting: 19. 08. 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

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

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- 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, etc., thus there is a possibility of transaction failure

Expected date of closure: 31 October 2019

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.

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Date of repeated General Meeting: 19. 08. 2019, 10 a.m.

**II. Agenda items**

1. Decision on the adoption of the Company's base strategy
2. Decision on the amendment of statute, regulation concerning the convertible dividend-preference share
3. Authorization of the Board of Directors for the conclusion of purchase/assignment contracts
4. 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.
5. Decision on the amendment of the Company's statute with regard to the capital increase.
6. Decision on the amendment of the Company, amendment of the statute with regard to the change of the name
7. Decision on the adoption of the consolidated statute

### **III. Resolution proposals**

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

Decision on the adoption of the Company's base strategy

Proponent: Board of Directors

Resolution Proposal:

Decision on the acceptance of the strategy of the Company (Dated: 2019. 06. 27.

Reasoning: 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.

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

Decision on the amendment of statute, regulation concerning the convertible dividend-preference share

Proponent: Board of Directors

Resolution Proposal 1.:

"The general meeting shall amend Section 1 Part VI of the Articles of Association with the following text:

1. 1. The registered capital consists of 10,000,000 pieces of registered, dematerialised ordinary shares, the par value of which is HUF 10, each.

The Company may issue maximum 2.500.000 pieces employee shares for its full or part time employed employees for free or at a discounted price. The Company may decide on issuing employee shares ensuring preferential dividend rights – after the class of shares granting preferential dividend rights - of the after tax profit compared to shares belonging to other type of shares, or class of shares.

The offering of employee shares (increasing the share capital such way) may happen either based on the Shareholders' Meeting resolution (pursuant to the conditions set out therein) or based on the resolution of the Board of Directors (pursuant to the conditions set out therein) passed on behalf of authorization of the Shareholder's Meeting. The nominal value of the employee shares and the voting rights attached thereto shall be the same as the nominal value and voting rights of the ordinary shares introduced to the regulated market.

**The Company may make a decision on issuing (H Series) priority type shares and dividend-preference convertible share class dematerialized shares of HUF 10 par value each too. The dividend-preference convertible shares shall be issued (capital increase this way) shall take place either on the basis of the decision of the General Meeting (under the conditions determined therein), or in accordance of the decision of the Board of Directors on the basis of the authorisation of the General Meeting (under the conditions determined**

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therein) and shall be listed on the Budapest Stock Exchange. The dividend-preference convertible shares shall hold no voting right (even in the case set forth in Paragraph (2), Article 3:231. of the Civil Code). The dividend-preference convertible shares shall 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 their owner, the dividend-preference convertible shares, such shares can be converted to A Series, dematerialized ordinary shares of HUF 10 par value in the rate of one to one. The entitled parties may announce their request for conversion twice a year by the end of the first and the second half of the given calendar year holding an owner certificate to the Board of Directors so that the request shall be delivered to the Company in a verified way. The Board of Directors shall decide on the conversion of dividend-preference convertible shares into ordinary shares within 30 days of the last day of the calendar semester in the event that the cumulative sum of the requests submitted in the reference semester reaches the 500,000 pieces of convertible-dividend-preference shares in series H. The Board of Directors shall be authorised and obliged to set forth the additional detailed rules of conversion (the date of conversion in particular). In case of partial conversion the Board of Directors may require the closure or transfer of the shares involved in the conversion to a specified account number and thus make this a criterion of performing the conversion.

The general meeting hereby authorises the Board of Directors to make all decisions related to the conversion of dividend-preference convertible shares into ordinary shares. The authorisation shall cover the modification of the Articles of Association and making any related decisions otherwise under the competence of the General Meeting. The authorisation shall cover the conversion of any dividend-preference convertible shares into ordinary shares partially or wholly under one or more decisions in the rate of one to one without limitation in time.

If in present Articles of Association reference is not explicitly made to employee shares *or Dividend-preference convertible shares* but to “shares”, then also employee shares shall be understood under the reference, except if the law provides otherwise or the context provides otherwise.

Resolution Proposal 2.:

“The general meeting shall amend Section 6 Part VI of the Articles of Association with the following text:

6. Where a public limited company by shares has issued shares of different types or classes, the explicit consent of the holders of the types or classes of shares which are directly affected by the capital decrease, or the holders of shares which are deemed affected by the articles of association is required for the decrease **or increase** of the share capital **or for the unfavourable modification of any right related to any series of shares** as a pre-condition for the shareholders’ meeting resolution adopted for the decrease of share capital to take effect. In the course thereof, the provisions on the restriction or exclusion of the voting rights attached to such shares shall not be applied, excluding the prohibition of exercising voting rights attached to own shares. Holders of employee shares / **dividend-preference convertible shares** are deemed to be directly affected by a share capital decrease through

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the withdrawal of employee shares / **dividend-preference convertible shares**, thus their consent is required as a pre-condition for the shareholders' meeting resolution adopted for the decrease of share capital to be valid and take effect.

The eventual consent may be given such way that following adding the respective item to the agenda the Company shall notify in writing (by post) the owners of the employee shares being registered in the share register **and the Company shall notify the owners of the dividend-preference convertible shares registered in the share register by an announcement according to Part XIV of the Articles of Association** of the agenda and the resolution proposals known to the Company and ask them whether the owners of the employee shares registered in the share register may grant their consent thereto. The owners of the employee shares registered in the share register have further five days, following the receipt of the Company's notification **and the owners of the dividend-preference convertible shares registered in the share register have further five days of the publication of the announcement** to inform the Company in writing or by fax – which shall be delivered to and received by the Company within five day deadline to be valid - on eventually granting their consent (if granted it shall be considered to be granted in respect of all employee shares of the given employee shareholder). If the consent of the owner of the employee shares was not delivered to and received by the Company within the deadline it shall be considered as refused by the employee shareholder in respect of all of his/her employee shares. The consent shall be considered as granted and the shareholders' meeting resolution adopted and valid if at least 90% of all owners of the employee shares **and at least 75% of all owners of dividend-preference convertible shares** granted their consent within the deadline.

Resolution Proposal 3.:

"The general meeting shall amend Section 2 Part VII of the Articles of Association with the following text:

2. The shareholder shall have property rights associated with the shares, including but not limited to the right to a dividend, an interim dividend and to a share of any proceeds upon liquidation. The shareholder of employee shares may be entitled to the preferential right of the Ptk. , if owns such type of employee shares. The eventually offered employee shares **or Dividend-preference convertible shares** with entitlement to preferential dividends may practically restrict the right to dividend of the owners of ordinary shares and the entitlements to dividend shall be interpreted by taking into consideration this.

Any shareholder shall be entitled to a dividend whose name is recorded in the share register on the dividend-payment effective date defined in the shareholders' meeting resolution on the payment of dividends, according to the share-owner verification report issued by KELER Zrt. The dividend shall be due for payment after at least 20 days following the adoption of the resolution of the shareholders' meeting, on the day specified by the shareholders' meeting.

Resolution Proposal 4.:

"The general meeting shall amend Section 4 Part VII of the Articles of Association with the following text:

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4. In addition to the above, the shareholder shall be entitled to the minority rights specified in the law (**excluding the enforcement of rights bound to holding shares with voting rights in case of shareholders not holding voting rights**), and shall also have the right of transfer in respect of the shares, but in such manner that the restrictions in connection with the transferability of point 1 of section VI of the Articles of Association shall be taken into account in respect of the employee shares.

Resolution Proposal 5.:

“The general meeting shall amend Section 4 Part VII of the Articles of Association with the following text:

5.4. Every ordinary share and employee share shall entitle its holder to one vote and thus the shareholder shall have one vote for each share of a par value of HUF 10. **Dividend-preference convertible shares hold no voting right (either in case of paragraph (2) of Article 3:231. of Civil Code)**

**Agenda item 3.:**

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

Proponent: Board of Directors

Resolution Proposal:

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:

**1.**

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

**2.**

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

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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

**3.**

Name of asset	10 % share in HUNGARO-FOOD 2009 Ltd. (seat: 5561 Békésszentandrás, Batthyány s. 30/A, company registry 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

**4.**

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

**5.**

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.

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	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

## 6.

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

## 7.

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 (Mother'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

## 8.

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

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	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

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, etc., thus there is a possibility of transaction failure

Expected date of closure: 31 October 2019

**Agenda item 4.:**

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 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 79,999,660.

In case of successful registered capital rise the registered capital of the Company shall be increased by HUF 79,999,660 from HUF 100,000,000 to HUF 179,999,660

- by the private offering of 2,000,000 pieces of A Series dematerialised ordinary shares of HUF 10 par value and HUF 400 issuing value and
- 5,999,966 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 the following persons as specified below:

1

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
Deadline for making a statement on the acquisition of shares.	2019.11.31.

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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:	2019.11.31.

## 2.

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
Deadline for making a statement on the acquisition of shares.	2019.11.31.
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:	2019.11.31.

## 3.

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
Deadline for making a statement on the acquisition of shares.	2019.11.31.
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:	2019.11.31.

## 4.

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

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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:	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
Deadline for making a statement on the acquisition of shares.	2019.11.31.
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:	2019.11.31.

## 5.

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
Deadline for making a statement on the acquisition of shares.	2019.11.31.
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:	2019.11.31.

## 6.

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.

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	910,361 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.	2019.11.31.
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:	2019.11.31.

## 7.

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
Deadline for making a statement on the acquisition of shares.	2019.11.31.
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:	2019.11.31.

## 8.

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
Deadline for making a statement on the acquisition of shares.	2019.11.31.
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:	2019.11.31.

## Resolution Proposal 1.:

Date of General Meeting: 08. 08. 2019, 10 a.m.  
Place of Genera Meeting: 1134 Budapest, Klapka utca 11.  
Date of repeated General Meeting: 19. 08. 2019, 10 a.m.

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) 2,000,000 pieces of A Series dematerialised ordinary shares of HUF 10 par value and HUF 400 issuing value and 5,999,966 pieces of H Series dematerialised dividend-preference convertible shares of HUF 10 par value and HUF 400 issue value.

**Agenda item 5.:**

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

Proponent: Board of Directors

**Resolution Proposals 1.:**

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 179.999.660,- Ft.

**Resolution Proposals 2.:**

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 79,999,660 from the amount of HUF 1,000,000,000 to the amount of HUF 179,999,660 by issuing new shares via the private offering of 2,000,000 pieces of A Series dematerialised ordinary shares of HUF 10 par value and HUF 400 issuing value and 5,999,966 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 31/11/2019. 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 3.:**

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 12,000,000 pieces of registered, dematerialised ordinary shares, the par value of which is HUF 10, each (Series A) and 5,999,966 pieces of

Date of General Meeting: 08. 08. 2019, 10 a.m.  
 Place of General Meeting: 1134 Budapest, Klapka utca 11.  
 Date of repeated General Meeting: 19. 08. 2019, 10 a.m.

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: 17,999,966 pieces.

**Agenda item 6.:**

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 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.

Resolution Proposal 2.:

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 7.:**

Decision on the adoption of the consolidated statute

Proponent: Board of Directors

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: 08. 08. 2019, 10 a.m.  
Place of General Meeting: 1134 Budapest, Klapka utca 11.  
Date of repeated General Meeting: 19. 08. 2019, 10 a.m.