

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: 11. 03. 2019, 10 a.m.
Place of General Meeting: 1134 Budapest, Klapka utca 11.
Date of repeated General Meeting: 22. 03. 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

The Board of Directors had published, that it participated in the implementation of two projects supported by the European Union: The budget of the PAN-LNG and the Clean Fuel Box projects is EUR 17 million and EUR 11.6 million respectively supported in 85% by the Innovation and Networks Executive Agency (hereinafter referred to as "INEA", Managing Authority).

The Shareholders' Meeting shall accept the modified strategy of the Board of Directors, participate in the implementation of two projects supported by the European Union (PAN-LNG and the Clean Fuel Box projects).

In accordance with the option provided by statutory provisions, the Company recommends to set the threshold applicable for the quorum of the original general meeting at 10%, for the sake of the more effective organisation of general meetings. In addition to the above, making a reference to the legislation text is recommended concerning the reconvened general meeting.

Date of General Meeting:	11. 03. 2019, 10 a.m.
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II. Agenda items

1. Decision on the acceptance of the modified strategy of the Board of Directors.
2. Decision on the amendment of sections VIII/3.1., 3.2. of the Company's Articles of Association.
3. Decision on the acceptance of the Articles of Association comprised in a consolidated structure together with the amendments

III. Resolution proposals

Agenda item 1.:

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

Proponent: Board of Directors

Resolution Proposal: The Shareholders' Meeting shall accept the modified strategy of the Board of Directors, participate in the implementation of two projects supported by the European Union (PAN-LNG and the Clean Fuel Box projects).

Reasoning: The Board of Directors had published, that it participated in the implementation of two projects supported by the European Union: The budget of the PAN-LNG and the Clean Fuel Box projects is EUR 17 million and EUR 11.6 million respectively supported in 85% by the Innovation and Networks Executive Agency (hereinafter referred to as "INEA", Managing Authority).

The management of ENEFI Plc. see great potential in participating in the projects; nevertheless it must be made clear and pointed out that investment in the projects is expressly risky due to the status of the projects.

Agenda item 2.:

Decision on the amendment of sections VIII/3.1., 3.2. of the Company's Articles of Association.

Proponent: Board of Directors

Resolution Proposal:

- The shareholders' meeting shall amend Section VIII/3.1. of the Articles of Association of the Company as follows:

3.1. The general meeting has quorum if shareholders representing more than 10% of the votes embodied by shares with voting rights are present.

- The shareholders' meeting shall amend Section VIII/3.2. of the Articles of Association of the Company as follows:

3.2. If the general meeting fails to have quorum, the reconvened general meeting shall have a quorum on the issues of the original agenda irrespective of the number of those present, the reconvened general meeting shall be held after a period of between ten and twenty-one days have lapsed.

Reasoning:

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Agenda item 3.:

Decision on the acceptance of the Articles of Association comprised in a consolidated structure together with the amendments

Proponent: Board of Directors

Resolution Proposal:

The shareholders' meeting shall acceptance of the Articles of Association comprised in a consolidated structure together 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	313740
Employee shares	2.500.000	2.500.000	1	2.500.000	630 000
Total:	10.000.000	10.000.000	1	10.000.000	

The Company's connected entities own shares: 1 202 372 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

. __. 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:

Readable Name:

Readable Name:

Readable Home address:

Readable Home address:

Signature:

Signature:

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