

**PROPOSAL AND DRAFT RESOLUTION
IN RELATION TO AGENDA ITEM
9 OF THE ORDINARY GENERAL MEETING ENTITLED MODIFICATION OF THE COMPANY'S ARTICLES OF CORPORATION**

Pursuant to Book III of Act V of 2013 on the Civil Code ("new CC"), the modification and amendment of the Company's Articles of Association (hereinafter referred to as the "**Articles of Association**") belong to the scope of the exclusive competence of the General Meeting.

The Company's Board of Directors has summarized the proposals for the modification and amendment of the Company's Articles of Association put forward to the ordinary General Meeting of 2015 as follows.

The Company's Articles of Corporation was last modified by the ordinary General Meeting of 2014. This proposal of the Board of Directors has again suggested the modification of the Articles of Association, with the underlying reason being the change in the composition of the Board of Directors and the election of the auditor for 2015.

DRAFT RESOLUTION

- 1. The General Meeting has decided to modify the Company's Articles of Association – without changes to the other provisions – as follows:**

Article 36 shall be replaced by the following provision:

Members of the Board of Directors are:

Mr. Balázs Bokorovics (place of residence: H-3533 Miskolc, Árvíz utca 2/a. 6.2; mother's name: Magdolna Jakupcsó)

Mr. Dénes Gyimóthy (place of residence: SK-94501 Komarno, M.R. Stefanika 2/9., Slovakia; mother's name: Antónia Ruppert)

Mr. Attila Juhász (place of residence: H-2251 Tápiószecső, Kossuth Lajos u. 4.; mother's name: Julianna Borsik)

Mr. István Töröcskei (place of residence: H-1125 Budapest, Kútvölgyi út 24/B. 1.4.; mother's name: Ilona Jaeger)

Mr. Gábor Briglovics (place of residence: H-1121 Budapest, Csorma u. 1.; mother's name: Gertrúd Juhász)

Mr. Csaba Major (place of residence: H-1025 Budapest, Áfonya utca 9. 2a.; mother's name: Katalin Jolán Várkonyi)

Mr. Péter Tóth (place of residence: H-1065 Budapest, Bajcsy-Zsilinszky út 33.; mother's name: Zsuzsanna Jánka)

2. Pursuant to the Resolution no. __/2015 (Apr 17/29)* of the General Meeting, the General Meeting has modified the Section 47.2 of the Company's Articles of Corporation as follows:

"The Company's Auditor shall be:

name of the company: UNION-Audit Könyvvizsgáló és Tanácsadó Korlátolt Felelősségű Társaság
registered seat: H-1124 Budapest, Thomán István utca 8. fszt. 5.
company registration number: 01-09-692868
registration number at the Chamber: 001927

Person being responsible for auditing activities:

name: Mónika Révai Kovácsné
name at birth: Mónika Révai
mother's name: Katalin Révai
place of residence: H-1149 Budapest, Fráter köz 2.
Registration no. at the Chamber: 007211
Title as from: 18 April 2015/30 April 2015
Title as to: 30 April 2016"

*according to the date of the annual General Meeting