

**RESOLUTIONS of
the BOARD OF DIRECTORS
of
KONZUM Investment and Asset Management Public Limited Company
of
12th November, 2018**

Undersigned Gellért Zoltán Jászai and Aladin Ádám Linczényi, as members of The Board of Directors of **KONZUM Investment and Asset Management Public Limited Company** (registered seat: 59 Andrásy Street, Budapest, HU1062; company registration number: 01-10-049323, registered at the Court of Registration of the Budapest-Capital Regional Court; “**Limited company**” or “**Company**” or “**KONZUM**”) hereby declare that the Board of Directors has made the following decision – working with the procedural rules of point III/8. of the Order of business of the Company signed on the 14th November 2017 – without holding a seat, by written decision, in compliance with the relevant legal provisions and the Articles of Association.

the Board of Directors adopted the following decision:

Resolution of the Board of Directors No. 1/2018. (XI.12.)

The Board of Directors presents a proposal to the General Meeting on the merger (integration) as defined by Act CLXXVI. of 2013 on the transformation, merger and demerger of certain legal persons, within the framework of which **KONZUM Investment and Asset Management Public Limited Company** (registered seat: 59 Andrásy Street, HU-1062 Budapest, company registration number: 01-10-049323, hereinafter as: “**KONZUM**”) is integrated into **OPUS GLOBAL Public Limited Company** (registered seat: 59 Andrásy Street, Budapest, HU1062; company registration number: 01-10-042533, hereinafter as: “**OPUS**”). Consequently, all assets of **KONZUM** shall be transferred to **OPUS**, being the general legal successor (hereinafter as: “**Integration**”). The company emerging as the successor company following the Integration is **OPUS**.

Resolution of the Board of Directors No. 2/2018. (XI.12.)

The Board of Directors presents a proposal to the General Meeting that following the Integration, the form of **OPUS** as the successor company remains unaltered and **OPUS** will continue to operate in the future as a public limited company. The General Meeting shall assess preliminarily which shareholders do not wish to participate in the Integration and shall execute the necessary steps regarding this matter.

Resolution of the Board of Directors No. 3/2018. (XI.12.)

The Board of Directors concludes that during the Integration the draft balance sheets’ cut-off date shall be 31st December 2018.

Resolution of the Board of Directors No. 4/2018. (XL12.)

The Board of Directors decides that the General Meeting shall entrust the INTERAUDITOR Neuner, Henzl, Honti Tanácsadó Korlátolt Felelősségű Társaság (registered office: 1074 Budapest, Vörösmarty utca 16-18. A. ép. fszt. 1/F.; company registration number: Cg. 01-09-063211; tax number: 10272172-2-42; statistical code: 10272172-6920-113-01; chamber registration number: 000171 personally responsible auditor: Freiszberger Zsuzsanna [mother's maiden name: Böczkös Rózsa Mária; address: 2440 Százhalombatta Rózsa u. 7.; chamber membership number: 007229]), as the independent auditor responsible for performing tasks related to the verification of draft balance sheets and property inventories serving as the basis of the Integration.

Resolution of the Board of Directors No. 5/2018. (XL12.)

The Board of Directors agrees with the Merger Plan and decides that the General Meeting shall authorize and require the Board of Directors to prepare the Merger Plan, including

- (i) the draft balance sheets and property inventories of the predecessor and the successor company;
- (ii) the draft of the Merger Plan;
- (iii) furthermore, other documents necessary for taking the decision on the merger as required by law or prescribed by the statutes;
- (iv) the draft of arrangements for those not wishing to become shareholders of the successor company;
- (v) the Articles of Association of the successor company

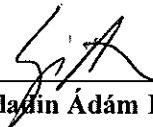
in a manner that should enable the General Meeting to take a decision on the above at the extraordinary General Meeting according to the Section 6 of Act CLXXVI. of 2013 on the transformation, merger and demerger of certain legal persons.

Budapest, 12th November 2018,



Gellért Jászai

Member of the Board of Directors



Aladin Ádám Linczényi

Member of the Board of Directors