



SUBMISSIONS AND PROPOSAL FOR RESOLUTIONS
regarding the ORDINARY GENERAL MEETING of
KONZUM Investment and Asset Management Public Limited Company
held on 26th April 2019 at 10:00 AM

The Board of Directors of KONZUM Investment and Asset Management Public Limited Company (registered seat: 59 Andrásy Avenue, Budapest HU-1062; company registration number: 01-10-049323; court of registration: Company Registry Court of Budapest-Capital Regional Court; „Company”) hereby respectfully informs the Esteemed Shareholders on the submissions and proposals for resolutions regarding the Agenda Items of the ordinary general meeting (“General Meeting”) to be held on 26th April 2019.

Agenda Item No. 1:

Report of the Board of Directors concerning the business year 2018.

Submission to Agenda Item No. 1:

The Board of Directors hereby informs the Esteemed Shareholders, that the management report presenting the business performance, development and position of the Company has been prepared in relation to the consolidated annual report for the year 2018 of the Company, and the Board of Directors has taken the relevant actions to disclose such report for its Shareholders on the website of the Company, on the website of the Budapest Stock Exchange and on the official publication platform operated by the National Bank of Hungary, and as a reason of the hereinbefore it is available and downloadable without any restrictions.

The Board of Directors proposes the management report to be acknowledged by the General Meeting.

The Board of Directors hereby proposes the adoption of the following Resolution of the General Meeting.

Proposal for resolution concerning the Agenda Item No. 1:

Resolution of the General Meeting No. [■]/2019. (IV.26.):

The General Meeting – with the present resolution – has acknowledged the management report presenting the business performance, development and position of the Company and prepared by the Board of Directors in relation to the consolidated annual report for the year 2018 of the Company.

Agenda Item No. 2:

Information provided by the Board of Directors on the Report of the Supervisory Board and the Audit Committee concerning the year 2018.

Submission to Agenda Item No. 2:

The Board of Directors hereby informs the Esteemed Shareholders, that the report of the Supervisory Board and the Audit Committee concerning the year 2018 has been prepared in relation to the consolidated annual report for the year 2018 of the Company, and the Board of Directors has taken the relevant actions to disclose such report for its Shareholders on the website of the Company, on the website of the Budapest Stock Exchange and on the official publication platform operated by the National Bank of Hungary, and as a reason of the hereinbefore it is available and downloadable without any restrictions.

The Board of Directors proposes the report of the Supervisory Board and the Audit Committee to be acknowledged by the General Meeting.

The Board of Directors hereby proposes the adoption of the following Resolution of the General Meeting.

Proposal for resolution concerning the Agenda Item No. 2:

Resolution of the General Meeting No. [■]/2019. (IV.26.):

The General Meeting – with the present resolution – has acknowledged the report of the Supervisory Board and the Audit Committee concerning the year 2018 and prepared in relation to the consolidated annual report for the year 2018 of the Company.

Agenda Item No. 3:

Information provided by the Board of Directors on the Report of the Auditor concerning the year 2018.

Submission to Agenda Item No. 3:

The Board of Directors hereby informs the Esteemed Shareholders, that the report of the Auditor has been prepared in relation to the consolidated annual report for the year 2018 of the Company, and the Board of Directors has taken the relevant actions to disclose such report for its Shareholders on the website of the Company, on the website of the Budapest Stock Exchange and on the official publication platform operated by the National Bank of Hungary, and as a reason of the hereinbefore it is available and downloadable without any restrictions.

The Board of Directors proposes the report of the Auditor to be acknowledged by the General Meeting.

The Board of Directors hereby proposes the adoption of the following Resolution of the General Meeting.

Proposal for resolution concerning the Agenda Item No. 3:

Resolution of the General Meeting No. [■]/2019. (IV.26.):

The General Meeting – with the present resolution – has acknowledged the report of the Auditor prepared in relation to the consolidated annual report for the year 2018 of the Company.

Agenda Item No. 4:

Decision on the consolidated annual report for the year 2018 prepared in accordance with the IFRS, in view of the information provided regarding the 2nd and 3rd Agenda Item.

Submission to Agenda Item No. 4:

The Board of Directors hereby informs the Esteemed Shareholders, that the consolidated annual report in accordance with IFRS for the year 2018 of the Company has been prepared, and the Board of Directors has taken the relevant actions to disclose such report for its Shareholders on the website of the Company, on the website of the Budapest Stock Exchange and on the official publication platform operated by the National Bank of Hungary, and as a reason of the hereinbefore the annual report is available and downloadable without any restrictions.

The Board of Directors proposes the consolidated annual report prepared in accordance with IFRS for the year 2018 to be accepted by the General Meeting with the included principal data as it follows:

- HUF 144 939 139 thousand assets/capital and resources altogether;
- HUF 73 840 741 thousand own equity;
- HUF 6 082 187 thousand comprehensive income after taxes.

The Board of Directors hereby proposes the adoption of the following Resolution of the General Meeting.

Proposal for resolution concerning the Agenda Item No. 4:

Resolution of the General Meeting No. [■]/2019. (IV.26.):

The General Meeting – with the present resolution – has accepted the consolidated annual report prepared in accordance with IFRS for the year 2018 with the included principal data as it follows:

- HUF 144 939 139 thousand assets/capital and resources altogether;
- HUF 73 840 741 thousand own equity;
- HUF 6 082 187 thousand comprehensive income after taxes.

Agenda Item No. 5:

Decision on the allocation of taxed profits and on the dividend.

Submission to Agenda Item No. 5:

The Board of Directors hereby informs the Esteemed Shareholders, that based on the income statement the profit after tax of the Company is HUF 6 082 187 thousand.

The Board of Directors proposes for the General Meeting to transfer the profit after tax of the Company entirely to the profit reserves of the Company.

The Board of Directors hereby proposes the adoption of the following Resolution of the General Meeting.

Proposal for resolution concerning the Agenda Item No. 5:

Resolution of the General Meeting No. [■]/2019. (IV.26.):

The General Meeting has decided to transfer the profit after tax of the Company amounting to 6 082 187 thousand entirely to the profit reserves of the Company.

Agenda Item No. 6:

Decision on the Report of Responsible Corporate Governance.

Submission to Agenda Item No. 6:

The Board of Directors hereby informs the Esteemed Shareholders, that the report of the Board of Directors on responsible corporate governance presenting the corporate governance policy of the Company has been prepared, and the Board of Directors has taken the relevant actions to disclose such report for its Shareholders on the website of the Company, on the website of the Budapest Stock Exchange and on the official publication platform operated by the National Bank of Hungary, and as a reason of the hereinbefore it is available and downloadable without any restrictions.

The Board of Directors proposes the report on responsible corporate governance to be accepted by the General Meeting.

The Board of Directors hereby proposes the adoption of the following Resolution of the General Meeting.

Proposal for resolution concerning the Agenda Item No. 6:

Resolution of the General Meeting No. [■]/2019. (IV.26.):

The General Meeting – with the present resolution – has accepted the report of the Board of Directors on responsible corporate governance presenting the corporate governance policy of the Company.

Agenda Item No. 7:

Decision on the adequacy of the management activity performed by the Members of the Board of Directors in the year of 2018 and on issuing discharge certifying the adequacy of the management activity for the Members of the Board of Directors.

Submission to Agenda Item No. 7:

The Board of Directors proposes for the General Meeting to decide on the adequacy of the management activity performed by the Members of the Board of Directors in the year of 2018 and on issuing discharge certifying the adequacy of the management activity for the Members of the Board of Directors having regard that the management activity was performed in the best interests of the Company in 2018 by the Members of the Board of Directors.

The Board of Directors hereby proposes the adoption of the following Resolution of the General Meeting.

Proposal for resolution concerning the Agenda Item No. 7:

Resolution of the General Meeting No. [■]/2019. (IV.26.):

The General Meeting – with the present resolution – has concluded that the management activity was performed in the best interests of the Company in 2018 by the Members of the Board of Directors, therefore the General Meeting has issued discharge certifying the adequacy of the management activity in 2018 for the Members of the Board of Directors.

Agenda Item No. 8:

Decision on the election of the Members of the Board of Directors and on their remuneration, caused by the expiration of the mandate of the present members.

Submission to Agenda Item No. 8:

The Board of Directors hereby informs the Esteemed Shareholders, that the mandate of the present members of the board of directors is going to expire on 30th April 2019, therefore new members are necessary to be elected by the General Meeting.

Furthermore, the Board of Directors informs the Esteemed Shareholders, that the General Meeting of the Company will make its irrevocable decision on merger of the Company, as merging company into OPUS GLOBAL Public Limited Company (registered seat: 59 Andrásy Avenue, HU-1062 Budapest; company registration number: 01-10-042533) as an investee company on 08th April 2019, regarding which the predicted date of the merger shall be 30th June 2019 with that, if the competent court of registration fails to enter the merger into the company registration until this date, it shall be the actual time of registration.

Having regard to the nature of the predicted date of merger mentioned above, the Board of Directors proposes the following persons as the new members to be elected by the General Meeting with joint power of representations – in accordance with the Articles of Association – from date of 01st May 2019 until the date of merger, but not later than 30th April 2020:

- Dr. Beatrix Mészáros (mother's maiden name: Beatrix Csilla Kelemen; date of birth: 15.11.1985; address: 311/5 Fő Street, Felcsút HU-8086; tax identification number: 8434173662);
- Ágnes Homlok-Mészáros (mother's maiden name: Beatrix Csilla Kelemen; date of birth: 31.03.1987; address: 311/5 Fő Street, Felcsút HU-8086; tax identification number: 8439183666);
- Lőrinc Mészáros (mother's maiden name: Beatrix Csilla Kelemen; date of birth: 12.10.1993; address: 311/5 Fő Street, Felcsút HU-8086; tax identification number: 8463053718);
- Gellért Zoltán Jászai (mother's maiden name: Margit Nagy; date of birth: 17.06.1974; address: 7 Napraforgó Street, Budapest HU-1021; tax identification number: 8392483952);
- Aladin Ádám Linczényi (mother's maiden name: Julianna Bernáth; date of birth: 06.06.1979; address: 35 Jeszenák János Street, Budapest HU-1141; tax identification number: 8410633078).

The Board of Directors proposes the remuneration of the new members to be determined by the General Meeting in accordance with the amount determined in the Resolution of the General Meeting No. 10/2017. (IV.26.).

The Board of Directors hereby proposes the adoption of the following Resolutions of the General Meeting.

Proposal for resolutions concerning the Agenda Item No. 8:

Resolution of the General Meeting No. [■]/2019. (IV.26.):

The General Meeting – with the present resolution – has elected the following persons as the new Members of the Board of Directors with joint power of representations from date of 01st May 2019 until the date of merger decided irrevocably by the Resolution of the General Meeting No. [■]/2019. (IV.08.), but not later than 30th April 2020:

- Dr. Beatrix Mészáros (mother's maiden name: Beatrix Csilla Kelemen; date of birth: 15.11.1985; address: 311/5 Fő Street, Felcsút HU-8086; tax identification number: 8434173662);
- Ágnes Homlok-Mészáros (mother's maiden name: Beatrix Csilla Kelemen; date of birth: 31.03.1987; address: 311/5 Fő Street, Felcsút HU-8086; tax identification number: 8439183666);
- Lőrinc Mészáros (mother's maiden name: Beatrix Csilla Kelemen; date of birth: 12.10.1993; address: 311/5 Fő Street, Felcsút HU-8086; tax identification number: 8463053718);
- Gellért Zoltán Jászai (mother's maiden name: Margit Nagy; date of birth: 17.06.1974; address: 7 Napraforgó Street, Budapest HU-1021; tax identification number: 8392483952);
- Aladin Ádám Linczényi (mother's maiden name: Julianna Bernáth; date of birth: 06.06.1979; address: 35 Jeszenák János Street, Budapest HU-1141; tax identification number: 8410633078).

The new Members of the Board of Directors perform their duties based on agency agreements.

Furthermore, the General Meeting – with the present resolution – has determined the remuneration of the new members in accordance with the amount determined in the Resolution of the General Meeting No. 10/2017. (IV.26.).

Agenda Item No. 9:

Decision on the election of the Members of the Supervisory Board and on their remuneration, caused by the expiration of the mandate of the present members.

Submission to Agenda Item No. 9:

The Board of Directors hereby informs the Esteemed Shareholders, that the mandate of the present members of the Supervisory Board is going to expire on 30th April 2019, therefore new members are necessary to be elected by the General Meeting.

Having regard to the nature of the predicted date of merger mentioned in the submission to Agenda Item No. 8, the Board of Directors proposes the following persons as the new members to be elected by the General Meeting from date of 01st May 2019 until the date of merger, but not later than 30th April 2020:

- János Tima (mother's maiden name: Zsuzsanna Tóth; address: 9 Szabadság Street, Alcsútdoboz HU-8087);
- Dr. Orsolya Páricsi Dr. Egyed (mother's maiden name: Mária Kresák; address: 8 Tulipán Street, Kápolnásnyék HU-2475);
- Dr. Ádám Balog (mother's maiden name: Éva Varga; address: 62 Kelő Street, Pécel HU-2119).

The Board of Directors proposes the remuneration of the new members to be determined by the General Meeting in accordance with the amount determined in the Resolution of the General Meeting No. 11/2017. (IV.26.).

The Board of Directors hereby proposes the adoption of the following Resolution of the General Meeting.

Proposal for resolution concerning the Agenda Item No. 9:

Resolution of the General Meeting No. [■]/2019. (IV.26.):

The General Meeting – with the present resolution – has elected the following persons as the new Members of the Supervisory Board from date of 01st May 2019 until the date of merger decided irrevocably by the Resolution of the General Meeting No. [■]/2019. (IV.08.), but not later than 30th April 2020:

- János Tima (mother's maiden name: Zsuzsanna Tóth; address: 9 Szabadság Street, Alcsútdoboz HU-8087);
- Dr. Orsolya Páricsi Dr. Egyed (mother's maiden name: Mária Kresák; address: 8 Tulipán Street, Kápolnásnyék HU-2475);
- Dr. Ádám Balog (mother's maiden name: Éva Varga; address: 62 Kelő Street, Pécel HU-2119).

Furthermore, the General Meeting – with the present resolution – has determined the remuneration of the new members in accordance with the amount determined in the Resolution of the General Meeting No. 11/2017. (IV.26.).

Agenda Item No. 10:

Decision on the election of the Members of the Audit Committee and on their remuneration, caused by the expiration of the mandate of the present members.

Submission to Agenda Item No. 10:

The Board of Directors hereby informs the Esteemed Shareholders, that the mandate of the present members of the Audit Committee is going to expire on 30th April 2019, therefore new members are necessary to be elected by the General Meeting.

Having regard to the nature of the predicted date of merger mentioned in the submission to Agenda Item No. 8, the Board of Directors proposes the following persons as the new members to be elected by the General Meeting from date of 01st May 2019 until the date of merger, but not later than 30th April 2020:

- János Tima (mother's maiden name: Zsuzsanna Tóth; address: 9 Szabadság Street, Alcsútdoboz HU-8087);
- Dr. Orsolya Páricsi Dr. Egyed (mother's maiden name: Mária Kresák; address: 8 Tulipán Street, Kápolnásnyék HU-2475);
- Dr. Ádám Balog (mother's maiden name: Éva Varga; address: 62 Kelő Street, Pécel HU-2119).

The Board of Directors proposes the remuneration of the new members to be determined by the General Meeting in accordance with the amount determined in the Resolution of the General Meeting No. 12/2017. (IV.26.).

The Board of Directors hereby proposes the adoption of the following Resolution of the General Meeting.

Proposal for resolution concerning the Agenda Item No. 10:

Resolution of the General Meeting No. [■]/2019. (IV.26.):

The General Meeting – with the present resolution – has elected the following persons as the new Members of the Audit Committee from date of 01st May 2019 until the date of merger decided irrevocably by the Resolution of the General Meeting No. [■]/2019. (IV.08.), but not later than 30th April 2020:

- János Tima (mother's maiden name: Zsuzsanna Tóth; address: 9 Szabadság Street, Alcsútdoboz HU-8087);
- Dr. Orsolya Páricsi Dr. Egyed (mother's maiden name: Mária Kresák; address: 8 Tulipán Street, Kápolnásnyék HU-2475);
- Dr. Ádám Balog (mother's maiden name: Éva Varga; address: 62 Kelő Street, Pécel HU-2119).

Furthermore, the General Meeting – with the present resolution – has determined the remuneration of the new members in accordance with the amount determined in the Resolution of the General Meeting No. 12/2017. (IV.26.).

Agenda Item No. 11:

Decision on the election of the Standing Auditor and on its remuneration, caused by the expiration of the mandate of the present standing auditor.

Submission to Agenda Item No. 11:

The Board of Directors hereby informs the Esteemed Shareholders, that the mandate of the present Standing Auditor of the Company is going to expire on 30th April 2019, therefore new auditor is necessary to be elected by the General Meeting.

Having regard to the nature of the predicted date of merger mentioned in the submission to Agenda Item No. 8, the Board of Directors proposes ESSEL Audit Könyvvizsgáló Korlátolt Felelősségű Társaság (registered seat: 7 Fertály Street, Budapest HU-1162; company registration number: 01-09-698566; registration number issued by the chamber of auditors: 001109; „ESSEL Audit Kft.”) as the new standing auditor to be elected by the General Meeting from date of 01st May 2019 until the date of merger, but not later than 30th April 2020. The ESSEL Audit Kft. is intended to appoint Dr. László Sasvári (mother's maiden name: Erzsébet Tóth; address: 5-7 Fertály Street, Budapest HU-1162; membership number issued by the chamber of auditors: 001630) as the person bearing responsibility for the audit.

Furthermore, the Board of Directors proposes the monthly remuneration of the new standing auditor to be determined in the amount of HUF 420,000.- +VAT, namely four hundred twenty thousand Hungarian Forints and value-added tax by the General Meeting.

The Board of Directors hereby proposes the adoption of the following Resolution of the General Meeting.

Proposal for resolution concerning the Agenda Item No. 11:

Resolution of the General Meeting No. [■]/2019. (IV.26.):

The General Meeting – with the present resolution – has elected ESSEL Audit Könyvvizsgáló Korlátolt Felelősségű Társaság (registered seat: 7 Fertály Street, Budapest HU-1162; company registration number: 01-09-698566; registration number issued by the chamber of auditors: 001109; „ESSEL Audit Kft.”) as the new Standing Auditor of the Company from date of 01st May 2019 until the date of merger decided irrevocably by the Resolution of the General Meeting No. [■]/2019. (IV.08.), but not later than 30th April 2020.

The General Meeting – with the present resolution – has acknowledged that Dr. László Sasvári (mother's maiden name: Erzsébet Tóth; address: 5-7 Fertály Street, Budapest HU-1162; membership number issued by the chamber of auditors: 001630) has been appointed as the person bearing responsibility for the audit by ESSEL Audit Kft.

Furthermore, the General Meeting – with the present resolution – has determined the monthly remuneration of the new standing auditor in the amount of HUF 420,000.- +VAT, namely four hundred twenty thousand Hungarian Forints and value-added tax.

Agenda Item No. 12:

Decision on the necessary amendment of the Articles of Association of the Company related to the resolutions adopted within the Agenda Item No. 8-11.

Submission to Agenda Item No. 12:

The Board of Directors hereby informs the Esteemed Shareholders, that the provisions of Articles of Association, necessary affected by the resolutions of the general meeting adopted within the Agenda Item No. 8-11, are required to be modified.

The Board of Directors hereby proposes the adoption of the following Resolution of the General Meeting.

Proposal for resolution concerning the Agenda Item No. 12:

Resolution of the General Meeting No. [■]/2019. (IV.26.):

Having regard to the resolutions adopted on the present day, the General Meeting – with the present resolution – has amended the effective text of the Articles of Association of the Company with that the text being ~~crossed~~ shall be deleted, while the text in bold, italic and underlined shall be inserted into the text of the Articles of Association:

The provision of point 5.3. of chapter V of the Articles of Association – quoted below – has been amended as it follows:

“The Members of the Board of Directors:

For a definite period of time ~~starting the 30th April 2015 and ending the 30th April 2019~~ starting on 01st May 2019 and ending on 30th April 2020:

Gellért Zoltán Jászai (mother’s maiden name: Margit Nagy, address: 7 Napraforgó Street, HU-1021 Budapest).

~~For a definite period of time starting the 26th April 2016 and ending the 30th April 2019:~~

Aladin Ádám Linczésyi (mother’s maiden name: Julianna Bernáth, address: 35 Jeszenák János Street, HU-1141 Budapest).

~~For a definite period of time starting the 26th April 2017 and ending the 30th April 2019:~~

Ágnes Homlok-Mészáros (mother’s maiden name: Beatrix Csilla Kelemen, address: 311/5 Fő Street, HU-8086 Felcsút),

Lőrinc Mészáros (mother's maiden name: Beatrix Csilla Kelemen, address:
311/5 Fő Street, HU-8086 Felcsút), and
Dr. Beatrix Mészáros (mother's maiden name: Beatrix Csilla Kelemen, address:
311/5 Fő Street, HU-8086 Felcsút)."

The provision of point 8.4. of chapter V of the Articles of Association – quoted below – has been amended as it follows:

~~"The Members of the Supervisory Board for a definite period of time starting the 26th April 2017 and ending 30th April 2019~~ starting on 01st May 2019 and ending on 30th April 2020:

Dr. Orsolya Páricsi Dr. Egyed (mother's maiden name: Mária Kresák, address: 8 Tulipán Street, HU- 2475 Kápolnásnyék)
János Tima (mother's maiden name: Zsuzsanna Tóth, address: 9 Szabadság Street, HU-8087 Alcsútdoboz)

~~The Member of the Supervisory Board for the definite period of time starting the 26th April 2018 and ending 30th April 2019.~~

Dr. Ádám Balog (mother's maiden name: Éva Varga; address: 62 Kelő Street, HU-2119 Pécel)."

The provision of point 8.8.1. of chapter V of the Articles of Association – quoted below – has been amended as it follows:

~~"The Members of the Audit Committee for a definite period of time starting the 26th April 2017 and ending the 30th April 2019~~ starting on 01st May 2019 and ending on 30th April 2020:

Dr. Orsolya Páricsi Dr. Egyed (mother's maiden name: Mária Kresák, address: 8 Tulipán Street, HU- 2475 Kápolnásnyék)
János Tima (mother's maiden name: Zsuzsanna Tóth, address: 9 Szabadság Street, HU-8087 Alcsútdoboz)

~~The Member of the Audit Committee for the definite period of time starting the 26th April 2018 and ending 30th April 2019.~~

Dr. Ádám Balog (mother's maiden name: Éva Varga; address: 62 Kelő Street, HU-2119 Pécel)."

The provision of point 9.1. of chapter V of the Articles of Association – quoted below – has been amended as it follows:

~~"The Auditor of the Company for a definite period of time starting the 26th April 2016 and ending the 30th April 2019~~ starting on 01st May 2019 and ending on 30th April 2020:

ESSEL Audit Könyvvizsgáló Korlátolt Felelősségű Társaság (5-7 Fertály Street, HU- 1162 Budapest, company registration number: 01-09-698566)

The person responsible for the auditing: Dr. László Sasvári (mother's maiden name: Erzsébet Tóth; address: 5-7 Fertály Street, HU-1162 Budapest; membership number issued by the chamber of auditors: 001630)."

05th April 2019, Budapest

KONZUM Investment and Asset Management
Public Limited Company
Board of Directors