

Resolution Proposals

of

ENEFI Asset Management Plc.

for the

General Meeting¹

¹The present resolution proposals are the translation of the "Az ENEFI Vagyonkezelő 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: 06. 05. 2020, 10 a.m.
Place of General Meeting: 1134 Budapest, Klapka utca 11.
Date of repeated General Meeting: 18. 05. 2020, 10 a.m.

ENEFI Asset Management Plc. hereby announces for informing its reputable shareholders the proposals for its upcoming **annual 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.

Announcement:

Under Govt. Decree 102/2020. (IV. 10.) the public limited corporation shall publish their invitation to the annual general meeting and the documents set out in section b), paragraph (3), Article 3:272 of the Civil Code (documentation of the general meeting) if the invitation and the documentation was not published on the day when the decree entered into force providing that the invitation shall be published at least 21 days prior to the general meeting and the documentation of the general meeting shall be published at least 8 days prior to the general meeting. Under the decree the management of the public limited corporation shall be entitled to make decisions in all matters set out in the published agenda as well as the matters set out in paragraph (1), Article 5 of the decree. The management may also make decisions deviating from the published decision proposals in the matters set out in the agenda. Under the decree furthermore the management of the public limited corporation shall make a decision on the report of the company under the Act on Accounting before 30th April 2020. Concurrently with the acceptance of the report, the management may also make decision about the use of the after-tax profit, including the dividend according to the provisions of the decree.

According to the foregoing, the Company hereby discloses its proposals of the general meeting also announcing that the conditions of holding the general meeting are not met in the extraordinary circumstances of the pandemic. In the event that the extraordinary circumstances are released by the time of the general meeting and the obstacle of holding the general meeting is eliminated, the Company shall hold the general meeting according to the provisions of the present announcement. In the event that the obstacle of holding the general meeting still exists, the management of the Company shall make decisions in the matters on the agenda under the provisions of the government decree.

The Board of Directors of the Company shall publish the annual reports accepted by the Board of Directors 8 days prior to the general meeting as part of the invitation to the general meeting, also fulfilling its obligation set out above before 30th April 2020.

I. Summary

The annual general meeting had been convoked by the Company pursuant to the applicable legal provisions.

The main theme of the upcoming annual general meeting is the closing of the Company's business year 2019.

The Company has put on the agenda the review and assessment of the performance of board members contemplated in previous business year and decision on the discharge of liability and also to decide on, pursuant to the applicable law, the acceptance of the Board of Directors' Remuneration Policy and the acceptance of the Board of Directors' report on corporate governance to be submitted to the Budapest Stock Exchange.

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II. Agenda items

1. Closing business year 2019 of the Company
 - 1.1. Report of the Board of Directors on the management, net-worth position and business policy of the Company and on the Company's annual and consolidated annual report for business year 2019
 - 1.2. Report of the Supervisory Board on the Company's annual and consolidated annual report for business year 2019
 - 1.3. Report of the Auditor on the Company's annual and consolidated annual report for business year 2019
 - 1.4. Decision on the acceptance of the individual annual financial statements of the company
 - 1.5. Decision on the utilization of the profit after tax
 - 1.6. Decision on the acceptance of the consolidated annual financial statements of the company.
2. Review and assessment of the performance of board members contemplated in previous business year and decision on the discharge of liability
3. Decision on the acceptance of the Board of Directors' report on corporate governance to be submitted to the Budapest Stock Exchange.
4. Advisory vote on the acceptance of the Company's remuneration policy

III. Resolution proposals

Agenda item 1.:

Closing business year 2019 of the Company

1.1. Report of the Board of Directors on the management, net-worth position and business policy of the Company and on the Company's annual and consolidated annual report for business year 2019.

Proponent: Board of Directors

Resolution Proposal: No proposal had been submitted

Reasoning: The Board of Directors reports on the management, net-worth position and business policy of the Company in line with its obligation under the law.

1.2. Report of the Supervisory Board on the Company's annual and consolidated annual report for business year 2019.

Proponent: Board of Directors

Resolution Proposal: No proposal had been submitted

Reasoning: The Supervisory Board reports on the Report of the Supervisory Board in respect of the Company's annual and consolidated annual report for business year 2019. The chairman of the Supervisory Board and the Audit Committee had been invited to the general meeting.

1.3. Report of the Auditor on the Company's annual and consolidated annual report for business year 2019.

Proponent: Board of Directors

Resolution Proposal: No proposal had been submitted

Reasoning: The Auditor reports on the Report of the Auditor in respect of the Company's annual and consolidated annual report for business year 2019. The Auditor had been invited to the general meeting.

1.4. Decision on the acceptance of the individual annual financial statements of the Company .

Proponent: Board of Directors

Resolution Proposal: The Shareholders' Meeting shall accept the individual annual financial statements of ENEFI Asset Management Plc. for business year 2019.

Reasoning: The Board of Directors submits to the general meeting the annual statement prepared of ENEFI Asset Management Plc. for business year 2019 in line with its obligation under the law.

1.5. Decision on the utilization of the profit after tax.

Proponent: Board of Directors

Resolution Proposal: The Shareholders' Meeting shall decide in connection with the utilization of the after tax profit/loss the ENEFI Asset Management Plc. shall not disburse dividend to its shareholders.

Reasoning: The Board of Directors submits to the general meeting its resolution proposal regarding distribution of dividend in respect of business year 2019 in line with its obligation under the law.

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1.6. Decision on the acceptance of the consolidated annual financial statements of the Company.

Proponent: Board of Directors

Resolution Proposal: The Shareholders' Meeting shall accept the consolidated annual financial statements of ENEFI Asset Management Plc. for business year 2019.

Reasoning: The Board of Directors submits to the general meeting the consolidated annual statement of ENEFI Asset Management Plc. for business year 2019 in line with its obligation under the law.

Agenda item 2.:

Review and assessment of the performance of board members contemplated in previous business year and decision on the discharge of liability.

Proponent: Board of Directors

Resolution Proposal:

2.1. The Shareholders' Meeting shall decide on accepting that Csaba Soós, member of the Board of Directors exercised his duties during the previous business year in favour of the Company's interests and discharge him of his liability in connection therewith.

2.2. The Shareholders' Meeting shall decide on accepting that László Bálint, member of the Board of Directors exercised his duties during the previous business year in favour of the Company's interests and discharge him of his liability in connection therewith.

2.3. The Shareholders' Meeting shall decide on accepting that Virág Ferenc, member of the Board of Directors exercised his duties from his appointment in favour of the Company's interests and discharge him of his liability in connection therewith.

2.4. The Shareholders' Meeting shall decide on accepting that Petykó András Zoltán, member of the Board of Directors exercised his duties from his appointment in favour of the Company's interests and discharge him of his liability in connection therewith.

Reasoning: The Board of Directors submits to the general meeting the agenda point on review and assessment of the performance of board members of ENEFI Asset Management Plc. contemplated in previous business year and on deciding on the discharge of liability in line with its obligation under the articles of associations.

Agenda item 3.:

Decision on the acceptance of the Board of Directors' report on corporate governance to be submitted to the Budapest Stock Exchange.

Proponent: Board of Directors

Resolution Proposal: The Shareholders' Meeting shall decide to accept the corporate governance report of the Board of Directors that is to be submitted to the Budapest Stock Exchange.

Reasoning: The Board of Directors submits to the general meeting the corporate governance report of the Board of Directors that is to be submitted to the Budapest Stock Exchange in line with its obligation under the law.

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Agenda item 4.:

Advisory vote on the acceptance of the Company's remuneration policy

Proponent: Board of Directors

Resolution Proposal: The Shareholders' Meeting shall decide to accept the Company's remuneration policy.

Reasoning: The Board of Directors submits to the general meeting the Company's remuneration policy.

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	ISIN	Nominal value (HUF/share)	Issued number	Total Nominal value (HUF)
Ordinary shares listed on the stock exchange	HU0000089198	10	7.500.000	75.000.000,-
Ordinary shares unlisted on the stock exchange	HU0000173729	10	3.650.000	36.500.000,-
Dividend-preference convertible shares	HU0000173737	10	5.456.109	54.561.090,-
Share capital	-	-	16.606.109	166.061.090,-

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 listed on the stock exchange	7.500.000	7.500.000	1	7.500.000	0
Ordinary shares unlisted on the stock exchange	3.650.000	3.650.000	1	3.650.000	1.613.000
Dividend-preference convertible shares unlisted on the stock exchange	5.456.109	0	0	0	0
Total:	16.606.109	11.150.000	1	11.150.000	

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 Asset Management 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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