
DOCUMENTS OF THE GENERAL MEETING

**FOR THE ANNUAL GENERAL MEETING ON
18 APRIL 2019
OF DUNA HOUSE HOLDING NYILVÁNOSAN MŰKÖDŐ RÉSZVÉNYTÁRSASÁG**

**Time and venue of the General Meeting:
18 April 2019 10:00 a.m
H-1016 Budapest, Gellérthegy utca 17.**

Dear Shareholders,

The Board of Directors of **DUNA HOUSE HOLDING Nyrt.** (registered seat: H-1016 Budapest, Gellérthegy u.17.; comp.reg.no.: 01-10-048384; hereinafter: **Company**) has convened the Company's annual general meeting (hereinafter: **General Meeting**) for **10.00 a.m., 18 April, 2019**, which agenda is set out in the notice and in the Notice regarding supplementing the General Meeting's agenda published in the manner specified by the statutes. The notice for the General Meeting was published on **18 March 2019** on the websites of both the Company and the Budapest Stock Exchange.

This document set out submissions, information and draft resolutions according to the items on the agenda. The General Meeting document provides shareholders with information on the issues to be discussed at the general meeting.

If the General Meeting fails to form a quorum 1 or more items on the agenda at the time specified in the notice, the general meeting repeated due to the lack of quorum will have the same agenda –affected the cases of lack of quorum - with the same draft resolutions.

This document has been published in Hungarian and English, in case of any divergence, the Hungarian text shall prevail.

TECHNICAL NOTES, INFORMATION

Participation at the general meeting and the exercising of the right to vote are subject to the following conditions:

On the registration of shareholders through identification procedure, the Company's statutes and the applicable statutory requirements shall be complied with. The record date for shareholder verification is **9 April 2019**.

On the basis of data concerning the outcome of shareholder verification, KELER Zrt., the keeper of the record of shareholders, shall register the names of shareholders or nominee shareholders intending to attend the general meeting in the record of shareholders on **9 April 2019** and shall, at the Board's instruction, close the record of shareholders on **16 April 2019**, without recording any registration requests until the day after the general meeting is adjourned. In accordance with the applicable statutory provisions, the person empowered to exercise the shareholder's rights at the general meeting (i.e. to participate at the general meeting, request information as specified by the law, put forward observations and motions and exercise voting rights) shall be the person whose name is specified in the record of shareholders at 6.00 p.m. on the second business day preceding the initial day of the general meeting

The keepers of securities accounts shall register shareholders in the record of shareholders on the basis of shareholders' instructions. The time-limit for giving instructions to the keepers of securities accounts shall be notified to shareholders by the keepers of securities accounts.

The Company shall not be responsible for compliance with the instructions to the keepers of securities accounts or the consequences of failure to comply with such instructions. The closure of the record of shareholders shall not restrict the right of persons registered in the record of shareholders to transfer their shares following the closure of the record of shareholders. The transfer of shares prior to the initial day of the general meeting shall not prevent persons registered in the record of shareholders from attending the general meeting and exercising the rights vested in them as shareholders.

The general meeting shall form a quorum if shareholders representing more than fifty percent of votes embodied by shares carrying voting rights are present. Shares (i.e. both series A ordinary shares and series B preferred dividend employee shares) shall provide voting rights in proportion with the nominal value of shares. The number of votes pertaining to each share shall be equal to the nominal value of the share concerned. The quorum has to be examined/analysed separately for each item on the agenda.

The general meeting shall be attended by shareholders in person or by way of proxy or a nominee shareholder (hereinafter collectively referred to as 'Nominee Shareholder') meeting the requirements laid down in the Civil Code and Act CXX of 2001 on the capital market.

The forms for voting by proxy has been published on the Company's website (<https://dunahouse.com/hu/kozsetelek>) on **27 March 2019**.

Proxies issued for Nominee Shareholders shall be issued as a notarial document or a private document of full probative value. If the proxy was issued in a country other than Hungary, the relevant provisions of the international agreement or reciprocity between the country where the authorization was issued and Hungary (the Hungarian State) shall also be taken into consideration. If the proxy was issued in a language other than Hungarian, an authentic Hungarian translation shall be attached. The authorization of persons signing the proxy in the case of shareholders other than natural persons or the authorization of persons acting at the general meeting on behalf of non-natural person shareholders shall be verified by an original document issued by an authentic register (e.g. certificate of incorporation) or by a notarial statement. If the document verifying authorization was issued in a language other than Hungarian, an authentic Hungarian translation shall be attached.

The proxy shall be handed over to the Company's representative in original during registration before the general meeting at the latest.

For further information, please contact DUNA HOUSE HOLDING Nyrt's Investor Contact Person(Dániel Schilling, telephone: +36-1-555-2222, fax: +36-1-555-2220).

Registration, i.e. the verification of authority as a shareholder (nominee shareholder), shall take place at the venue on the day of the general meeting, between 9:00 and 9:45 a.m.

Please note that punctual arrival at the registration is important. Once registration has been closed, shareholders (nominee shareholders) registered in the record of shareholders but not included in the attendance list may attend the general meeting without exercising their right to vote.

In the event there is no quorum at all or on certain agenda items at the time specified, the repeated general meeting is hereby convened by the Board with the same agenda for 10.00 a.m. on **02 May 2019** at the Company's registered address (1016 Budapest, Gellérthegy utca 17.). On the basis of Section 3:275(1) of Act V of 2013 on the Civil Code, in matters on the original agenda affected with lack of quorum, the repeated general meeting shall form a quorum regardless of the number of attending shareholders.

Summaries of the number of shares and voting rights existing at the time of convening the general meeting.

The composition of the Company's capital

Type of shares	class of shares	series of shares	number of shares issued	nominal value (HUF/share)	Total nominal value
ordinary shares	-	„A”	3 438 787	50	171 939 350,- Ft
employee shares	preferential dividend	„B”	1 000	50	50 000,- Ft
Size of share capital					171 989 350,- Ft

The number of voting rights corresponding to shares

series of shares	number of shares issued	number of shares conferring voting rights	voting rights per share	total voting rights	number of own shares
Series „A”	3 438 787	3 438 787	50	171 939 350	40 130
Series „B”	1 000	1 000	50	50 000	-
Total	3 439 787	3 439 787	-	171 989 350	40 130

SUGGESTION FOR AGENDA ITEM 1.

Determining the method of voting at the general meeting and electing the officials acting at the general meeting

The Board proposes that the method of voting at the General Meeting should be by ballot papers. The Board shall make suggestion for the officers of the general meeting from the attended members of the Board and shareholders, with that the Board suggest for the president of the General Meeting Dániel Schilling bursar and also ask the general meeting to elect the appointed officers.

[Based on the resolution no. 2/2019. (03.22.) of the Board]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 2.

Report of the Board on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31th December, 2018, adopt the report of the Board

The Board proposes the General Meeting to adopt the report of the Board on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2018.

The Consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2018 and the related report of the Board – which is the same in content with the business report which is an annex of the consolidated accounts - forms the Annex no. 1 of present Documents of the General Meeting.

DRAFT RESOLUTION

The General Meeting has adopt the report of the Board on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2018.

[Based on the resolution no. 4/2019. (03.22.) of the Board]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 3.

Report of the Company's Supervisory Board and Audit Committee on the consolidated accounts of Company compiled under the IFRS with the closing date of 31 December, 2018; adopt the report of the Supervisory Board and Audit Committee

The Board introduces for adoption the reports of the Supervisory Board and the Audit Committee on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2018, and also recommends the General Meeting to adopt it.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 22 March 2019 adopted the reports on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2018 with the *consolidated resolution no. 6/2019. (03.22.) of the Supervisory Board and the Audit Committee.*

The report of the Supervisory Board and the Audit Committee on the consolidated accounts of the Company compiled under the IFRS with the closing date of 31 December 2018 forms an *Annex no.2.* of present Documents of the General Meeting.

DRAFT RESOLUTION

The General Meeting adopted the consolidated report of the Supervisory Board and the Audit Committee on the consolidated accounts of the Company compiled under the IFRS with the closing date of 31 December 2018.

[Based on the resolution no. 5/2019. (03.22.) of the Board]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 4.

Report of the Company's auditor on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2018; adopt the report of the Auditor

The Board recommends the General Meeting to adopt the report of the Company's auditor on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2018.

The report of Auditor forms Annex no.3 of present Documents of the General Meeting.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 22 March 2019 adopted and recommended for adoption the report of the Auditor in a *consolidated resolution no. 5/2019. (03.22.) of the Supervisory Board and the Audit Committee.*

DRAFT RESOLUTION

The General Meeting adopts the report of the Auditor on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2018.

[Based on the resolution no. 6/2019. (03.22.) of the Board]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 5.

Adopt the consolidated account of the Company compiled under the IFRS made with the closing date of 31 December, 2018

The Board recommends the General Meeting to adopt the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2018 with the following main data:

Total comprehensive income: 1 707 811 000,- HUF
Total Assets: 11 078 107 000,- HUF

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 22 March 2019 adopted the reports on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2018 with the *consolidated resolution no. 6/2019. (03.22.) of the Supervisory Board and the Audit Committee* and also recommends to the General Meeting to acknowledge the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2018.

The report of the Supervisory Board and the Audit Committee on the consolidated accounts of the Company compiled under the IFRS with the closing date of 31 December 2018 forms an *Annex no.2.* of present Documents of the General Meeting.

DRAFT RESOLUTION

The General Meeting adopt the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2018 with the following main data:

**Total comprehensive income: 1 707 811 000,- HUF
Total Assets: 11 078 107 000,- HUF**

[Based on the resolution no. 7/2019. (03. 22.) of the Board]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 6.

Report of the Company's Board on the annual accounts made under the IFRS with the closing date of 31th December, 2018.; Adopt the report of the Board

The Board recommends the General Meeting to acknowledge the report of the Board on the separate annual accounts made under the IFRS with the closing date of 31 December 2018.

The separate annual accounts of the company made under the IFRS with the closing date of 31 December 2018 and the relating report of the Board – which is the same in content with the business report which is a part of the annual accounts – forms Annex no. 4. of present Documents of the General Meeting.

DRAFT RESOLUTION

The General Meeting adopt the report of the Board on the separate annual accounts of the Company under the IFRS with the closing date of 31 December 2018.

[Based on the resolution no. 9/2019. (03. 22.) of the Board.]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 7.

Report of the Company's Supervisory Board and Audit Committee on the annual accounts made under the IFRS with the closing date of 31th December, 2018; adopt the report of the Company's Supervisory Board and the Audit Committee

The Board recommends the General Meeting to acknowledge the report of the Company's Supervisory Board and Audit Committee on the annual accounts made under the IFRS with the closing date of 31 December 2018.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 22 March 2019 adopted the report on the separate annual accounts made under the IFRS with the closing date of 31 December 2018 with the *consolidated resolution no. 3/2019. (03.22.) of the Supervisory Board and the Audit Committee.*

The report of the Supervisory Board and the Audit Committee on the annual accounts made in line with IFRS with the closing date of 31 December 2018 forms an *Annex no. 5.* of present Documents of the General Meeting.

DRAFT RESOLUTION

The General Meeting adopt the report of the Supervisory Board and the Audit Committee on the separate annual accounts made under the IFRS with the closing date of 31 December 2018.

[Based on the resolution no. 10/2019. (03. 22.) of the Board.]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 8.

Report of the Company's auditor on the separate annual accounts made under the IFRS with the closing date of 31th December, 2018; adopt the report of the Auditor

The Board recommends the General Meeting to acknowledge the report of the Company's Auditor committee on the separate annual accounts made under the IFRS with the closing date of 31 December 2018.

The report of the Auditor forms *Annex no. 6.* of present Documents of the General Meeting.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 22 March 2019 adopted the report of the Auditor on the annual accounts made in line with IFRS with the closing date of 31 December 2018 with the *consolidated resolution no. 2/2019. (03.22.) of the Supervisory Board and the Audit Committee.*

DRAFT RESOLUTION

The General Meeting adopt the report of the Auditor on the separate annual accounts made under the IFRS with the closing date of 31 December 2018.

[Based on the resolution no. 11/2019. (03. 22.) of the Board.]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 9.

Adopt the separate annual account made under the IFRS with the closing date of 31 December 2018

The Board recommends the General Meeting to adopt the separate annual account made under the IFRS with the closing date of 31 December 2018 with the following main data:

After-tax profit: 775 812 000,- HUF profit

Total Assets: 4 955 258 000,- HUF

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 22 March 2019 adopted the reports on the separate annual account made under the IFRS with the closing date of 31 December 2018 by the *consolidated resolution no. 3/2019. (03.22.) of the Supervisory Board and the Audit Committee* and also recommends to the General Meeting to adopt the separate annual account made under the IFRS with the closing date of 31 December 2018.

The report of the Supervisory Board and the Audit Committee on the separate annual account made under the IFRS with the closing date of 31 December 2018 forms *Annex no. 5* of present Documents of the General Meeting.

DRAFT RESOLUTION

The General Meeting adopt the separate annual account of the Company made under the IFRS with the closing date of 31 December, 2018 with the following main data:

After-tax profit: 775 812 000,- HUF profit

Total Assets: 4 955 258 000,- HUF

[Based on the resolution no. 12/2019. (03. 22.) of the Board.]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 10.

Decision of the utilization of after-tax profits, determination of dividend for the shareholders of the Company

The Board of Directors proposes the General Meeting to decide to pay a total amount 945 104 250,- HUF dividend to the shareholders from which the amount of employee shares are HUF 94 060 000, while the amount of ordinary shares are HUF 851 044 250. In accordance with the provisions of the Articles of Association the date of the payment of the dividend shall be determined by the Board, which shall be entitled to decide on the payment of dividend in several installments. In relation with the payment of dividend in one or more installments the Board shall be entitled to dispose differently in respects with the ordinary shares and the employee shares. Those shareholders shall be entitled to dividend, who is listed in the share register on the basis of the identification procedure. In case the Board decide to pay the dividend in more installments, the entitlement to dividends shall be determined before each payment according to the above.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 22 March 2019 supported the above suggestion of the Board with the *consolidated resolution no. 9/2019. (03.22.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

DRAFT RESOLUTION

The General Meeting decide to pay a total amount of 945 104 250,- HUF dividend to the shareholders from which the amount of employee shares are HUF 94 060 000, while the amount of ordinary shares are HUF 851 044 250. In accordance with the provisions of the Articles of Association the date of the payment of the dividend shall be determined by the Board, which shall be entitled to decide on the payment of dividend in several installments. In relation with the payment of dividend in one or more installments the Board shall be entitled to dispose differently in respects with the ordinary shares and the employee shares. Those shareholders shall be entitled to dividend, who is listed in the share register on the basis of the identification procedure. In case the Board decide to pay the dividend in more installments, the entitlement to dividends shall be determined before each payment according to the above.

[Based on the resolution no. 13/2019. (03. 22.) of the Board.]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 11.

Report of the Board on the Company's business year of 2018, financial situation and business policy, decision on the adoption of the report, decision on discharging the members of the Board.

The Board proposes the General Meeting to adopt with a resolution the report of the Board on the Company's business year of 2018, financial situation and business policy.

The Report of the Board on the Company's business year of 2018 is the same in content with the business report which is a part of the consolidated accounts compiled under the IFRS made with the closing date of 31 December 2018; the report forms part of *Annex no.1* of present Documents of the General Meeting.

The Board based on the suggested report asks the General Meeting to review the work of the Board in the business year 2018 and also to give the waiver according to the Section 8.12 of the Articles of Association. The Board suggests to decide with separate resolution in the above matters.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 22 March 2019 supported the above suggestion of the Board with the *consolidated resolution no. 1/2019. (03.22.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

DRAFT RESOLUTION

The General Meeting adopt the report of the Board on the Company's business year 2018, the financial situation and the business policy.

The General Meeting reviewed the work of the Board in the business year 2018 and give waiver according to the Section 8.12 of the Articles of Association to the members of the Board.

[Based on the resolution no. 14/2019. (03. 22.) of the Board.]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 12.

Decision on the adoption of the Corporate Governance Report

The Board introduce the Corporate Governance Report to the General Meeting and recommends to adopt it with a resolution.

The Corporate Governance Report of the Company forms *Annex no. 7.* of present Documents of the General Meeting.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 22 March 2019 supported the above suggestion of the Board with the *consolidated resolution no. 10/2019. (03.22.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

DRAFT RESOLUTION

The General Meeting adopt the Corporate Governance Report of the Company.

[Based on the resolution no. 15/2019. (03. 22.) of the Company.]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 13.

Appointment of the members of the Board

The Board suggest the General Meeting to decide about the extension of the mandate of the Ferenc Máté (mother's name: Petrenka Zsuzsanna Éva, address: 1121 Budapest, Denevér út 70.) and dr. Jenő Nagy (mother's name: Julianna Farkas, resident: 1037 Budapest, Vízmosás lejtő 22.) members of the Board until 31 May 2020 and recommends to the General Meeting that Dániel Schilling (mother's name: Horváth Ágota Teréz, resident: 1126 Budapest, Kiss János altábornagy u. 38.), to be elected member of the Board of Directors until 31 May 2020 with a joint right of representation in accordance with the Deed of foundation (the other representative shall be always Gay Dymshiz or Doron Dymshiz). Mandate of Zoltán Varga shall not be extended. The remuneration of Jenő Nagy, member of the Board of Directors, unchanged monthly HUF 150,000. The other members of the Board of Directors shall not be remunerated in connection with this legal relationship.

The Board suggests the General Meeting to decide about the extension of the mandate of the Ferenc Máté and dr. Jenő Nagy as well as Dániel Schilling as a member of the Board with separate resolutions.

The mandate of the members of the Boards shall be extended and also came into force if the members accept the appointment.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 22 March 2019 supported the above suggestion of the Board with the *consolidated resolution no. 11/2019. (03.22.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

DRAFT RESOLUTIONS

The General Meeting decides to extend to mandate of Ferenc Máté (mother's name: Petrenka Zsuzsanna Éva, address: 1121 Budapest, Denevér út 70.) member of the Board, until 31 May 2020. The mandate of the member shall be extended if the members accept the appointment.

The General Meeting decides to extend to mandate of dr. Nagy Jenő (her mother's name: Julianna Farkas, residing at 1037 Budapest, Vízmosás lejtő 22.) member of the Board, until 31 May 2020. The mandate of the member shall be extended if the members accept the appointment.

The General Meeting decides to elect Dániel Schilling (mother's name: Horváth Ágota Teréz, resident: 1126 Budapest, Kiss János altábornagy u. 38.) with a joint right of representation in accordance with the Deed of foundation (the other representative shall be always Gay Dymshiz or Doron Dymshiz). The General Meeting decides that is elected member of the Board of Directors with a mandate of May 31, 2020. The mandate of the member of the Board of Directors enters into force with the acceptance of the appointment.

The General Meeting decides that the mandate of Zoltán Varga shall not be extended.

The General Meeting decides that the remuneration of dr. Jenő Nagy, member of the Board of Directors, remains unchanged monthly, gross HUF 150,000. Other members of the Board of Directors will not be remunerated in connection with this legal relationship.

[Based on the resolution no. 16/2019. (03. 22.) of the Board.]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 14.

Extension of the mandate of the members of the Supervisory Board, decision on the remuneration of the members of the Supervisory Board

The Board recommends the General Meeting to decide about the extension of the mandate of the members of the Supervisory Board and the Audit committee until 31 May 2020. Based on that, the Board suggests the General Meeting that the members of the Supervisory Board shall be continuously, but until 31 May 2020 the following people:

Balázs Sándorfi (mother's name: Bartók Margit; address: 1125 Budapest, Mátyás király út 25)
Károly Redling (mother's name: Tamási Éva; address: 1126 Budapest, Vöröskő utca 12/A. 2. em. 12.)
Dr. György Martin Hajdu (mother's name: Dr. Balogh Éva; address: 1026 Budapest, Széplak utca 11.)

The mandate of the members of the Supervisory Board and the Audit Committee shall be extended if the members accept the appointment.

The Board suggest to the General Meeting to decide about the remuneration of the members of the Supervisory Board and determinate it in the amount of gross HUF 150 000,- until 31 May 2019 per each member of the Supervisory Board, which amount includes the remuneration both for the membership of the Supervisory Board and the Audit Committee.

The Board suggests the General Meeting to decide about the prolongation of the mandate of the members of the Supervisory Board and the remuneration of the members of the Supervisory Board with separate resolutions.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 22 March 2019 supported the above suggestion of the Board with the *consolidated resolution no. 12/2019. (03.22.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it with that the members of the Supervisory Board previously made declaration that in case the General Meeting adopt the extension of their mandate and the present remuneration, they accept it.

DRAFT RESOLUTIONS

The General Meeting decides to extent the mandate of the Supervisory Board until 31 May, 2020. Based on that, the members of the Supervisory Board of the Company shall be in case the members accept the appointment until 31 May 2020:

**Balázs Sándorfi (mother's name: Bartók Margit; address: 1125 Budapest, Mátyás király út 25)
Károly Redling (mother's name: Tamási Éva; address: 1126 Budapest, Vöröskő utca 12/A. 2. em. 12.)
Dr. György Martin Hajdu (mother's name: Dr. Balogh Éva; address: 1026 Budapest, Széplak utca 11.)**

The General Meeting determinate the remuneration of the members of the Supervisory Board until 31 May 2019 in the amount of gross HUF 150 000,- monthly per each member of the Supervisory Board, which amount includes the remuneration both for the membership of the Supervisory Board and the Audit Committee.

[Based on the resolution no. 17/2019. (03. 22.) of the Board and resolution no. 18/2019. (03. 22.) of the Board.]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 15.

Extension of the mandate of the members of the Audit Committee, decision on the remuneration of the members of the Audit Committee

The Board recommends the General Meeting to decide about the extension of the mandate of the members of the Audit Committee until 31 May 2020. Based on that, the Board suggests the General Meeting that the members of the Audit Committee shall be continuously, but until 31 May 2019 the following people:

Balázs Sándorfi (mother's name: Bartók Margit; address: 1125 Budapest, Mátyás király út 25)
Károly Redling (mother's name: Tamási Éva; address: 1126 Budapest, Vöröskő utca 12/A. 2. em. 12.)
Dr. György Martin Hajdu (mother's name: Dr. Balogh Éva; address: 1026 Budapest, Széplak utca 11.)

The mandate of the members of the Audit Committee shall be extended if the members accept the appointment.

The Board suggest to the General Meeting to decide about the remuneration of the members of the Audit Committee and determinate it in the amount of gross HUF 150 000,- until 31 May 2019 per each member, which amount includes the remuneration both for the membership of the Supervisory Board and the Audit Committee.

The Board suggests the General Meeting to decide about the prolongation of the mandate of the members of the Audit Committee and the remuneration of the members of the Audit Committee with separate resolutions.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 22 March 2019 supported the above suggestion of the Board on the consolidated session which was held on 22 March 2018 with the *consolidated resolution no. 12/2019. (03.22.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it with that the members of the Audit Committee previously made declaration that in case the General Meeting adopt the extension of their mandate and the present remuneration, they accept it.

DRAFT RESOLUTIONS

The General Meeting decide to extent the mandate of the Audit Committee until 31 May, 2019. Based on that, the members of the Audit Committee of the Company shall be in case the members accept the appointment until 31 May 2020:

**Balázs Sándorfi (mother's name: Bartók Margit; address: 1125 Budapest, Mátyás király út 25)
Károly Redling (mother's name: Tamási Éva; address: 1126 Budapest, Vöröskő utca 12/A. 2. em. 12.)
Dr. György Martin Hajdu (mother's name: Dr. Balogh Éva; address: 1026 Budapest, Széplak utca 11.)**

The General Meeting deteminated the remuneration of the members of the Audit Committee until 31 May 2019 in the amount of gross HUF 150 000,- monthly per each member, which amount includes the remuneration both for the membership of the Supervisory Board and the Audit Committee.

[Based on the resolution no. 17/2019. (03. 22.) of the Board and resolution no. 18/2019. (03. 22.) of the Board.]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 16-17.

Election of the Auditor and decision about the remuneration of the Auditor

The Board suggest the General Meeting to elect the BDO Magyarország Könyvvizsgáló Kft-t (reg.seat: 1103 Budapest, Kőér utca 2/A.; Cg. 01-09-867785; personally responsible auditor: Kékesi Péter) from 1 June 2019 until 31 May 2020.

The Board suggest the General Meeting to determine the remuneration of the BDO Magyarország Könyvvizsgáló Kft with respect to the previously given offer with the maximum of net 9 500 000 HUF per year, which on top of the audit of the sole and consolidated annual net account of the company made in, and which amount includes the fee of the eventually quarter and the half year examination.

In case of the BDO Magyarország Könyvvizsgáló Kft was elected as an Auditor of the Company, the Board conclude an agency agreement with the content of the offer and the fee determined by the General Meeting within 90 days after the resolution. The Board also suggests the General Meeting to decide about the above matters in separate resolutions compliance with the IFRS.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 22 March 2019 supported the above suggestion of the Board with the *consolidated resolution no. 13/2019. (03.22.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

DRAFT RESOLUTION

The General Meeting elects the BDO Magyarország Könyvvizsgáló Kft-t (reg.seat: 1103 Budapest, Kőér utca 2/A.; Cg. 01-09-867785; personally responsible auditor: Kékesi Péter) as an Auditor of the Company from 1 June 2019 until 31 May 2020.

The General Meeting determine the remuneration of the Auditor from 1 June 2019 until 31 May 2020 in the maximum of net 9 500 000,- HU, which on top of the audit of the sole and consolidated annual net account of the company made in and which amount includes the fee of the quarter and half year examination.

[Based on the resolution no. 19/2019. (03. 22.) of the Board]

SUGGESTION AND DRAFT RESOLUTION FOR AGENDA ITEM 18.

Decisions regarding Employee Stock Ownership Plans (efficiency criteria, option purchase price)

The Board suggest the General Meeting to adopt that the performance indicator has been fulfilled in Employee 2019 Program (Appendix 3.) of the Employee Shareholder Program and Remuneration Policy and declare an Option Price of HUF 3 800,- per shares.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 22 March 2019 supported the above suggestion of the Board with the consolidated resolution no. 14/2019. (03. 22.) of the Supervisory Board and the Audit Committee and also recommended the General Meeting to adopt it.

DRAFT RESOLUTION

The General Meeting adopts that the performance indicator has been fulfilled in Employee 2019 Program (Appendix 3.) of the Employee Shareholder Program and Remuneration Policy and, having regard to the participants indicated in that, declares an Option Price of HUF 3 800 ,- per shares.

[Based on the resolution of 20/2019. (03. 22.) of the Board]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 19.

Decision on the adoption of new Employee Stock Ownership Plans and modified Allowance Policy

The Board suggests General meeting to accept the modification of the

- Remuneration Policy of the Company's Employee Shareholder Program
- Program 2018-2020 stated in Appendix 1. of Remuneration Policy
- Program 2019-2021 stated in Appendix 2. of Remuneration Policy

what enters into force on 30 June 2019 in accordance of Act XLIV of 1992 amended by Act LXXXII of 2018 – which does not affect Employee Program 2019 stated in Appendix 3. of the Remuneration Policy – furthermore accept

- Employee Program 2020 stated in Appendix 4. of Remuneration Policy having regard to the participants indicated in that, subject to the conditions therein and and an effective date of 19th April, 2019, furthermore to extend the authorization of the Board given by the resolution no. 24/2018. (04. 20.) of the Shareholders' Meeting to all approved Programs, to their modification and implementation.

The amended Remuneration Policy and all the Programs forms Appendix 8. of present Documents of the General Meeting.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 22 March 2019 supported the above suggestion of the Board with the *consolidated resolution no. 15/2019. (03.22.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

DRAFT RESOLUTION

General Meeting accepts the change of

- **Remuneration Policy of the Company's Employee Shareholder Program**
- **Program 2018-2020 stated in Appendix 1. of Remuneration Policy**
- **Program 2019-2021 stated in Appendix 2. of Remuneration Policy**

what enters into force on 30 June 2019 in accordance of Act XLIV of 1992 amended by Act LXXXII of 2018 – which does not affect Employee Program 2019 stated in Appendix 3. of the Remuneration Policy – furthermore accept

- **Employee Program 2020 stated in Appendix 4. of Remuneration Policy having regard to the participants indicated in that, subject to the conditions therein and and an effective date of 19th April, 2019,**

furthermore to extend the authorization of the Board given by the resolution no. 24/2018. (04. 20.) of the Shareholders' Meeting to all approved Programs, to their modification and implementation.

[Based on the resolution of 21/2019. (03. 22.) of the Board]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 20.

Report of the Management Board on the acquisitions of own shares

The Board suggests the General Meeting to accept the report of the Board regarding the 8.930 pieces of class „A” ordinary shares issued by the Company with an ISIN number of HU0000135090 and with a total nominal value of HUF 446.500, incorporating 0,26% of the total share capital of the Company purchased in the total amount of HUF 35.102.120 price from 20 April 2018 to the day of the General Meeting.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 22 March 2019 supported the above suggestion of the Board with the *consolidated resolution no. 16/2019. (03.22.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

DRAFT RESOLUTION

The General Meeting accepts the report of the Board regarding the 8.930 pieces of class „A” ordinary shares issued by the Company with an ISIN number of HU0000135090 and with a total nominal value of HUF 446.500, incorporating 0,26% of the total share capital of the Company purchased in the total amount of HUF 35.102.120 price from 20 April 2018 to the day of the General Meeting.

[Based on the resolution of 22/2019. (03. 22.) of the Board]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 21.

Authorization of the Management Board regarding the acquisition of own shares

The Board suggests General Meeting to state in resolution that the authorization of the Board given by the resolution of 26/2018. (04. 20.) of the General Meeting regarding the acquisition of own shares stated in, from 21 October 2018 for 18 month-long period issued, in accordance with Subsection 1 of Section 3:223 of Act V of 2013 (Ptk.), "A" series shares issued by the Company of up to 150 000 each with a nominal value of HUF 50 each with a purchase price per unit of at least HUF 500 and up to HUF 6 000 in the aim of execution of Employee Shareholder's Program expressly extends all the accepted Programs accepted by General Meeting.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 22 March 2019 supported the above suggestion of the Board with the consolidated resolution no. 17/2019. (03.22.) of the Supervisory Board and the Audit Committee and also recommended the General Meeting to adopt it.

DRAFT RESOLUTION

General meeting expressly extends the authorization of the Board given by the resolution of 26/2018. (04. 20.) of the General Meeting regarding the acquisition of own shares stated in, from 21 October 2018 for 18 month-long period issued, in accordance with Subsection 1 of Section 3:223 of Act V of 2013 (Ptk.), "A" series shares issued by the Company of up to 150 000 each with a nominal value of HUF 50 each with a purchase price per unit of at least HUF 500 and up to HUF 6 000 in the aim of execution of Employee Shareholder's Program expressly extends all the accepted Programs accepted by General Meeting.

[Based on the resolution of 23/2019. (03. 22.) of the Board]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 22.

Authorization of the Management Board regarding the acquisition of own shares based on Article 5 Section (2) b of EU Regulation 596/2014.

The Board suggests the General Meeting to extend the authorization of the Board of purchasing own shares stated in resolution of 26/2018. (04. 20.) of the General Meeting to the purpose stated in Article 5 Section (2) b of EU Regulation 596/2014.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 22 March 2019 supported the above suggestion of the Board with the consolidated resolution no. 18/2019. (03.22.) of the Supervisory Board and the Audit Committee and also recommended the General Meeting to adopt it.

DRAFT RESOLUTION

General Meeting extends the authorization of the Board of purchasing own shares stated in resolution of 26/2018. (04. 20.) of the General Meeting to the purpose stated in Article 5 Section (2) b of EU Regulation 596/2014.

[Based on the resolution of 24/2019. (03. 22.) of the Board]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 23.

Adopt the new procedural regulation of the Supervisory Board

The Board suggests the General Meeting to approve the new procedural regulation of the Supervisory Board according to subsection 3. of Section 3:122 of Civil Code.

The modified rules of procedure of the Supervisory Board forms Appendix 9 of present Document of General Meeting.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 22 March 2019 **supported the above suggestion of the Board with the consolidated resolution no. 19/2019. (03.22.) of the Supervisory Board and the Audit Committee and also recommended the General Meeting to adopt it.**

DRAFT RESOLUTION

General Meeting approves the new rules of procedure of Supervisory Board according to subsection 3. of Section 3:122 of Civil Code.

[Based on the resolution of 25/2019. (03. 22.) of the Board]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 20.

Other questions