
DOCUMENTS OF THE GENERAL MEETING

FOR THE ANNUAL GENERAL MEETING ON
20 APRIL 2018
OF DUNA HOUSE HOLDING NYILVÁNOSAN MŰKÖDŐ RÉSZVÉNYTÁRSASÁG

Time and venue of the General Meeting:
20 April 2018 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., 20 April, 2018, 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 19 March 2018 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 11 April 2018.

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 18 April 2018 and shall, at the Board's instruction, close the record of shareholders on 18 April 2018, 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 21 March 2018.

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 04 May 2018 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	31 200
Series „B”	1 000	1 000	50	50 000	-
Total	3 439 787	3 439 787	-	171 989 350	31 200

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 Zoltán Tóth bursar and also ask the general meeting to elect the appointed officers.

[Based on the resolution no. 2/2018. (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, 2017, 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 2017.

The Consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2017 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 2017.

[Based on the resolution no. 4/2018. (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, 2017; 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 2017, and also recommends the General Meeting to adopt it.

The Supervisory Board and the Audit Committee in a consolidated session which was held on 27 March 2018 adopted the reports on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2017 with the *consolidated resolution no. 6/2018. (03.27.) 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 2017 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 2017.

[Based on the resolution no. 5/2018. (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 2017; 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 2017.

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

The Supervisory Board and the Audit Committee of the Company adopted and recommended for adoption the report of the Auditor in the consolidated session, held 27 March 2018 with a *consolidated resolution no. 5/2018. (03.27.) 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 2017.

[Based on the resolution no. 6/2018. (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, 2017

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 2017 with the following main data:

Total comprehensive income: 943 378 000,- HUF
Total Assets: 9 456 330 000,- HUF

The Supervisory Board and the Audit Committee in a consolidated session which was held on 27 March 2018 adopted the reports on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2017 with the *consolidated resolution no. 6/2018. (03.27.) 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 2017.

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 2017 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 2017 with the following main data:

**Total comprehensive income: 943 378 000,- HUF
Total Assets: 9 456 330 000,- HUF**

[Based on the resolution no. 7/2018. (03. 28.) 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, 2017.; 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 2017.

The separate annual accounts of the company made under the IFRS with the closing date of 31 December 2017 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 2017.

[Based on the resolution no. 9/2018. (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, 2017; 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 2017.

The Supervisory Board and the Audit Committee in a consolidated session which was held on 27 March 2018 adopted the report on the separate annual accounts made under the IFRS with the closing date of 31 December 2017 with the *consolidated resolution no. 3/2018. (03.27.) 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 2017 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 2017.

[Based on the resolution no. 10/2018. (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, 2017; 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 2017.

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

The Supervisory Board and the Audit Committee in a consolidated session which was held on 27 March 2018 adopted the report of the Auditor on the annual accounts made in line with IFRS with the closing date of 31 December 2017 with the *consolidated resolution no. 2/2018. (03.27.) 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 2017.

[Based on the resolution no. 11/2018. (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 2017

The Board recommends the General Meeting to adopt the separate annual account made under the IFRS with the closing date of 31 December 2017 with the following main data:

After-tax profit: 786 462 000,- HUF profit

Total Assets: 4 501 340 000,- HUF

The Supervisory Board and the Audit Committee in a consolidated session which was held on 27 March 2018 adopted the reports on the separate annual account made under the IFRS with the closing date of 31 December 2017 by the *consolidated resolution no. 3/2017. (03.27.) 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 2017.

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 2017 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, 2017 with the following main data:

After-tax profit: 786 462 000,- HUF profit

Total Assets: 4 501 340 000,- HUF

[Based on the resolution no. 12/2018. (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 of 653 017 512,- HUF dividend to the shareholders from which the amount of employee shares are HUF 47 791 000, while the amount of ordinary shares are HUF 605 226 512. 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.

The Supervisory Board and the Audit Committee of the Company supported the above suggestion of the Board on the consolidated session which was held on 27 March 2018 with the *consolidated resolution no. 9/2018. (03.27.) 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 653 017 512,- HUF dividend to the shareholders from which the amount of employee shares are HUF 47 791 000, while the amount of ordinary shares are HUF 605 226 512. 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. 13/2018. (03. 22.) of the Board.]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 11.

Report of the Board on the Company's business year of 2017, 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 2017, financial situation and business policy.

The Report of the Board on the Company's business year of 2017 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 March 2017; 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 2017 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.

The Supervisory Board and the Audit Committee of the Company supported the above suggestion of the Board on the consolidated session which was held on 27 March 2018 with the *consolidated resolution no. 1/2018. (03.27.) 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 2017, the financial situation and the business policy.

The General Meeting reviewed the work of the Board in the business year 2017 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. 14/2018. (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.

The Supervisory Board and the Audit Committee of the Company supported the above suggestion of the Board on the consolidated session which was held on 27 March 2018 with the *consolidated resolution no. 10/2018. (03.27.) 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. 15/2018. (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 Zoltán Varga (mother's name: Gergely Erzsébet; address: 1121 Budapest, Remete út 10. B build. 2.stairw. 1.fl. 5a.d.) members of the Board until 31 May 2019. and recommends to the General Meeting that dr. Nagy Jenő (her mother's name: Julianna Farkas, resident: 1037 Budapest, Floating Slope 22), to be elected member of the Board of Directors by the remuneration of Zoltán Varga, member of the Board of Directors, unchanged monthly HUF 250,000. The remuneration of Jenő Nagy member of the Board of Directors is gross HUF 150,000 per month, 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 Zoltán Varga as well as Dr. Jenő Nagy 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.

The Supervisory Board and the Audit Committee of the Company supported the above suggestion of the Board on the consolidated session which was held on 27 March 2018 with the *consolidated resolution no. 11/2018. (03.27.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

DRAFT RESOLUTIONS

The General Meeting decides to extent to mandate of Ferenc Máté (mother's name: Petrenka Zsuzsanna Éva, address: 1121 Budapest, Denevér út 70. member of the Board, until 31 May 2019. The mandate of the member shall be extended if the members accept the appointment.

The General Meeting decides to extent to mandate of Zoltán Varga (anyja neve: Gergely Erzsébet; lakik: 1121 Budapest, Remete út 10. B build. 2. stairw. 1. fl. 5a. d.), member of the Board, until 31 May 2019. The mandate of the member shall be extended if the members accept the appointment.

The General Meeting decides that dr. Nagy Jenő (her mother's name: Julianna Farkas, residing at 1037 Budapest, Hailing slope 22.) is elected member of the Board of Directors with a mandate of May 31, 2019. 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 remuneration of Zoltán Varga, member of the Board of Directors, remains unchanged monthly, gross HUF 250,000. The remuneration of Jenő Nagy member of the Board of Directors is gross HUF 150,000 per month, other members of the Board of Directors will not be remunerated in connection with this legal relationship.

[Based on the resolution no. 16/2018. (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 2019. Based on that, the Board suggests the General Meeting that the members of the Supervisory Board 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 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.

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.

The Supervisory Board and the Audit Committee of the Company supported the above suggestion of the Board on the consolidated session which was held on 27 March 2018 with the *consolidated resolution no. 12/2018. (03.27.) 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, 2019. Based on that, the members of the Supervisory Board of the Company shall be in case the members accept the appointment until 31 May 2019:

**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.

[Based on the resolution no. 17/2018. (03. 22.) of the Board and resolution no. 18/2018. (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 2019. 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.

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.

The Supervisory Board and the Audit Committee of the Company supported the above suggestion of the Board on the consolidated session which was held on 27 March 2018 with the *consolidated resolution no. 12/2018. (03.27.) 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 2019:

**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.

[Based on the resolution no. 17/2018. (03. 22.) of the Board and resolution no. 18/2018. (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 July 2018 until 31 May 2019.

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.

The Supervisory Board and the Audit Committee of the Company supported the above suggestion of the Board on the consolidated session which was held on 27 March 2018 with the *consolidated resolution no. 13/2018. (03.27.) 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 July 2018 until 31 May 2019.

The General Meeting determine the remuneration of the Auditor from 1 July 2018 until 31 May 2019 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. 19/2018. (03. 22.) of the Board]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 18.

Employee Shareholder Program and Remuneration Policy Acceptance

The Member's Board proposes the Shareholder's Meeting to approve the Employee Shareholder Program and Remuneration Policy of the Company in accordance with the Program of 2018 having regard to the participants indicated in that, with an Option Price of HUF 3 750 ,- and an effective date of 21st April, 2018. The Member's Board proposes furthermore the Shareholder's Meeting to authorize the Member's Board to make all legal statement and legal agreement which is necessary for the establishment of the ESP including in particular granting an option right to the ESP organization and to provide that to the ESP, as well as to authorize the Member's Board to make every necessary decision relating to the maintenance of the ESP organization, to modify the Remuneration Policy and its attachments excluding the Option Price and the effective date of the Programs. The Member's Board also proposes the Shareholder's Meeting to authorize the Member's Board to acquire own shares within the framework of a separate resolution of the Shareholder's Meeting for the purpose of implementing the Remuneration Policy and other Programs, as well as, to decide the conditions of the financial assistance provided to the participants of the ESP organization and the Programs in the form of a loan under market conditions, subject to the assets available for dividend payment solely for the purposes of the ESP and the Remuneration Policy.

The Supervisory Board and the Audit Committee of the Company supported the above suggestion of the Board on the consolidated session which was held on 27 March 2017 with the *consolidated resolution no. 14/2018. (03.27.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

DRAFT RESOLUTION

The Shareholder's Meeting approve the Employee Shareholder Program and Remuneration Policy of the Company in accordance with the Program of 2018 having regard to the participants indicated in that, with an Option Price of HUF 3 750 ,- and an effective date of 21st April, 2018. The Shareholder's Meeting authorize the Member's Board to make all legal statement and legal agreement which is necessary for the establishment of the ESP including in particular granting an option right to the ESP organization and to provide that to the ESP, as well to make every necessary decision relating to the maintenance of the ESP organization, to modify the Remuneration Policy and its attachments excluding the Option Price and the effective date of the Programs. The Shareholder's Meeting to authorize the Member's Board to acquire own shares within the framework of a separate resolution of the Shareholder's Meeting for the purpose of implementing the Remuneration Policy and other Programs, as well as, to decide the conditions of the financial assistance provided to the participants of the ESP organization and the Programs in the form of a loan under market conditions, subject to the assets available for dividend payment solely for the purposes of the ESP and the Remuneration Policy.

[Based on the resolution of 20/2018. (03. 22.) of the Board]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 19.

Report of the Board on the purchase of own shares

The Board of Directors suggests the General Meeting accepting the report of the Board of Directors on the purchase of all together 31.200 pieces of class „A” ordinary shares issued by the Company with an ISIN number of HU0000135090 and with a total nominal value of HUF 1.560.000 incorporating 0,91% of the share capital purchased against a consideration of HUF 117 000 000 on February 20, 2018 by an over the counter transaction.

The Supervisory Board and the Audit Committee of the Company supported the above suggestion of the Board on the consolidated session which was held on 27 March 2018 with the *consolidated resolution no. 15/2018. (03.27.) 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 of Directors on the purchase of all together 31.200 pieces of class „A” ordinary shares issued by the Company with an ISIN number of HU0000135090 and with a total nominal value of HUF 1.560.000 incorporating 0,91% of the share capital purchased against a consideration of HUF 117 000 000 on February 20, 2018 by an over the counter transaction.

[Based on the resolution of 21/2018. (03. 22.) of the Board

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 20.

Authorization of the Board of Directors to purchase own shares.

The Board suggests the General Meeting that, on the basis of Section 3:223 § (1) as well as Section 3 of Act V of year 2013 (Ptk.) authorizes the Company's Board of Directors to acquire ordinary shares of the "A" series 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, from 21 October 2018 through 18 months.

The Supervisory Board and the Audit Committee of the Company supported the above suggestion of the Board on the consolidated session which was held on 27 March 2018 with the *consolidated resolution no. 16/2018. (03.27.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

DRAFT RESOLUTION

The Board suggests the General Meeting that, on the basis of Section 3:223 § (1) as well as Section 3 of Act V of year 2013 (Ptk.) authorizes the Company's Board of Directors to acquire ordinary shares of the "A" series 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, from 21 October 2018 through 18 months.

[Based on the resolution of 22/2018. (03. 22.) of the Board

Other questions