
DOCUMENTS OF THE GENERAL MEETING

**FOR THE EXTRAORDINARY GENERAL MEETING ON
18 December 2018
OF DUNA HOUSE HOLDING NYILVÁNOSAN MŰKÖDŐ RÉSZVÉNYTÁRSASÁG**

**Time and venue of the General Meeting:
18 December 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 extraordinary general meeting (hereinafter: **General Meeting**) for 10.00 a.m., **18 December, 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 **16 November 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 December 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 **14 December 2018** and shall, at the Board's instruction, close the record of shareholders on **18 December 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/kozsetetelek>) on **28 November 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 **28 December 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 Dániel Schilling bursar and also ask the general meeting to elect the appointed officers.

[Based on the resolution no. 2/2018. (11.21.) of the Board]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 2.

Decision on the adoption of the modification of Employee Stock Ownership Plan and Allowance Policy and the adaptation of the modification of the Program of 2018-2020, a new Program of 2019 and a new Program of 2019-2021

The Member's Board proposes the Shareholder's Meeting to approve

- the modification of the Employee Shareholder Program and Remuneration Policy of the Company (hereinafter: "**ESP**")
 - the modification of the Program of 2018-2020 which is Annex 1 of the ESP
 - Program of 2019-2021 which is Annex 2 of the ESP having regard to the participants and all other special conditions indicated in that, and an effective date of 19th December 2018,
 - Employee Program of 2019 which is Annex 3 of the ESP having regard to the participants and all other special conditions indicated in that, and an effective date of 19th December 2018,
- and to extend all the authorizations of the Company's Board set out in Resolution of 24/2018 (04.20.) of the General Meeting to the accepted Programs and modifications and execution of these Programs.

The Company's Board hereby informs the General Meeting that the projected costs (excluding transaction costs and maintenance cost of ESP) of the Program of 2018-2020 and the Program 2019-2021 are zero for the Company, while the projected cost of the Employee Program of 2019 is 24 million HUF for the Company.

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 **22 November 2018** with the *consolidated resolution no. 3/2018. (11.22.) 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 modification of the Employee Shareholder Program and Remuneration Policy of the Company (hereinafter: "**ESP**")
 - the modification of the Program of 2018-2020 which is Annex 1 of the ESP
 - Program of 2019-2021 which is Annex 2 of the ESP having regard to the participants and all other special conditions indicated in that, and an effective date of 19th December 2018,
 - Employee Program of 2019 which is Annex 3 of the ESP having regard to the participants and all other special conditions indicated in that, and an effective date of 19th December 2018,
- and approve to extend all the authorizations of the Company's Board set out in Resolution of 24/2018 (04.20.) of the General Meeting to the accepted Programs and modifications and execution of these Programs.

[Based on the resolution of 3/2018. (11. 21.) of the Board]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 3.

Authorization of the Board of Directors to purchase own shares.

The Board suggests the General Meeting that for the purpose of executing the Programs of ESP authorizes the Company's Board of Directors to acquire ordinary shares of the Company within the framework of Resolution of 26/2018. (04.20.) 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 **22 November 2018** with the *consolidated resolution no. 4/2018. (11.22.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

DRAFT RESOLUTION

The General Meeting authorizes the Company's Board of Directors to acquire ordinary shares of the Company within the framework of Resolution of 26/2018. (04.20.) of the General Meeting for the purpose of executing the Programs of ESP.

[Based on the resolution of 4/2018. (11. 21.) of the Board

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 4.

Other questions