

**PROPOSAL AND DRAFT RESOLUTION TO AGENDA ITEM  
„11 DECISION ON THE INITIATION OF A SCHEDULED TREASURY SHARE PURCHASING PROGRAM”**

Following the announcement of the agenda items defined in the letter of invitation to the Company's ordinary general meeting that has been summoned for 15 April 2016 as it was publicly disclosed by PannErgy Public Limited by Shares (hereinafter referred to as the "**Company**") on 10 March 2016, the Company's two shareholders whose individual shareholdings in the Company exceeded 1% (hereinafter referred to as "**Petitioner**") requested the Company's Board of Directors to amend the disclosed agenda of the general meeting on the basis of Article 3:259 of Act V of 2013 on the Civil Code (Ptk.) in the form of their separate petitions received on 16 March 2016 within the statutory period – in line with the rules pertaining to the required details of the agenda, and thus add the following agenda items to the agenda with the proper adjustment of the numbering of the agenda items in the letter of invitation having been published earlier:

On the part of the Petitioner:

The Petitioner has set out a specific draft resolution in the petition in relation to the agenda item, with respect to the following reasons:

The Petitioner opines that in comparison with their actual values PannErgy shares are traded at the Budapest Stock Exchange with considerable discount, and the most efficient way of increasing the assets value for the shareholders is to allocate some of the generated profit to the shareholders by means of purchasing treasury shares from the shareholders. Such scheduled share repurchasing would enhance calculability, stability and credibility. Furthermore, based on the authorization granted in another agenda item, the Company may as well purchase treasury shares over the said volume also to maintain flexibility in this respect.

**Draft resolution proposed by the Petitioner:**

**"In June 2016, PannErgy Plc shall start a treasury share purchasing program. The first month of the program is June 2016, whereas its last month is April 2017. In the framework of the program, PannErgy Plc shall purchase PannErgy shares via the Budapest Stock Exchange in an amount of at least HUF 50 million in each month with the additional condition that in the course of the scheduled share repurchasing program the individual purchase price of the shares may not exceed HUF 500."**

*This announcement is published in Hungarian and English languages. In case of any contradiction between these two versions, the Hungarian version shall prevail.*

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