

PROPOSAL AND DRAFT RESOLUTION
IN RELATION TO AGENDA ITEM NO 13
"AMENDMENT OF THE COMPANY'S ARTICLES OF CORPORATION WITH AGENDA ITEM NO. 7 AND 12"

Pursuant to Book III of Act V of 2013 on the Civil Code, the modification and amendment of the Company's Articles of Corporation (hereinafter referred to as the "**Articles of Corporation**") belong to the scope of the exclusive competence of the General Meeting.

The Company's Board of Directors has summarized the proposals for the modification and amendment of the Company's Articles of Corporation put forward to the ordinary General Meeting of 2016 as follows.

The Company's Articles of Corporation was last modified by the ordinary General Meeting of 2015. This proposal of the Board of Directors has again suggested the modification of the Articles of Corporation – provided that the General Meeting of 2016 approves the proposal or motion belonging to the given agenda item –, with the underlying reason being the change in the composition of the Board of Directors and the election of the auditor for 2016.

DRAFT RESOLUTION

1. Pursuant to the Resolution no. ___/2016 (Apr 15/Apr 28) of the General Meeting, the General Meeting has modified Section 36 of the Company's Articles of Corporation as follows (highlighted in *italics* and underlined italics)¹:

"The members of the Board of Directors are the following persons:

Balázs Bokorovics (address: H–3533 Miskolc, Árvíz utca 2/a 6.2; mother's name: Magdolna Jakupcsó)

Dénes Gyimóthy (address: 94501 Komarno, M.R. Stefanika 2/9., Slovakia; mother's name: Antónia Ruppert)

Attila Juhász (address: H–2251 Tápiószecső, Kossuth Lajos u. 4.; mother's name: Julianna Borsik)

István Töröcskei (address: H–1125 Budapest, Kútvölgyi út 24/B 1.4.; mother's name: Ilona Jaeger)

Gábor Briglovics (address: H–1121 Budapest, Csorna u. 1.; mother's name: Gertrúd Juhász)

Csaba Major (address: H–1025 Budapest, Áfonya utca 9. 2 a.; mother's name: Katalin Jolán Várkonyi)

[name of the proposed person] (address: [...]; mother's name: [...])"

2. Pursuant to the Resolution no. ___/2016 (Apr 15/Apr 28) of the General Meeting, the General Meeting has modified Section 2 of the Company's Articles of Corporation as follows (highlighted in *italics* and underlined italics)²:

"The Company's Auditor shall be:

name of the company:

UNION-Audit Könyvvizsgáló és Tanácsadó Korlátolt

¹ If in association with the motion of the Company's shareholder whose individual shareholding in the Company exceeds 1% that has been propounded pursuant to Section (2) of Article 3:259 of Ptk. the General Meeting is to elect new member(s) to the Board of Directors – as expected in the light of the shareholder's motion – in the framework of agenda item no. 7 "Election of new member(s) to the Board of Directors" in contrast with the initially announced agenda of the General Meeting.

² If the General Meeting approves the provisions set out in the proposal that belongs to agenda item no. 12 "Election of the Company's auditor, the establishment of its remuneration, the determination of the substantial elements of the contract to be concluded with the auditor on the basis of the Audit Committee's associated proposal".

registered seat: Felelősségű Társaság
company registration number: H-1124 Budapest, Thomán István utca 8. fszt. 5.
registration number at the Chamber: 01-09-692868
001927

Person being responsible for auditing activities:

name: Mónika Kovácsné Révai
name at birth: Mónika Révai
mother's name: Katalin Balázs
place of residence: H-1149 Budapest, Fráter György köz 2., Fl. 1 4.a.
Registration no. at the Chamber: 007211
Title as from: 16 April 2016/29 April 2015
Title as to: 30 April 2017"

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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