



**Resolutions of the Board of Directors of PannErgy Public Company Limited by Shares  
accepted on 24 March 2016 in association with the agenda items of the Company's annual  
ordinary General Meeting to be held on 15 April 2016/28 April 2016\***

**Resolution no. 2016.03.24/1 of the Board of Directors**

Pursuant to Article 3:259 of Act V of 2013 (Civil Code), the Board of Directors – has fulfilled the requests of the Company's two shareholders whose individual shareholdings in the Company exceed 1%, and thus has modified the Company's letter of invitation to the General Meeting publicly disclosed on 10 March 2016 as described in the appendix hereto, and is publishing it concurrently with the proposed agenda.

**Resolution no. 2016.03.24/3 of the Board of Directors**

In association with Agenda Item no. 1–4, with the contents and substances attached to this Resolution, the Board of Directors proposes to the shareholders to accept the Company's following reports in relation to the business year of 2015:

- report of the Board of Directors;
- non-consolidated annual report under the Hungarian accounting regulations;
- IFRS consolidated financial statements of the Company and its subsidiaries.

The Board of Directors proposes to the General Meeting to set off the total amount of the Company's profit after taxes (loss) against the existing amount of the profit reserve. The Company does not propose any dividend payment in view of the capital demand of the geothermal strategy announced by the Company.

**Resolution no. 2016.03.24/4 of the Board of Directors**

In association with Agenda Item no. 5, in the form of the appendix to this Resolution the Board of Directors proposes to the shareholders to accept the Company's corporate governance report, stating to what extent the recommendations and proposals described in the relevant provisions of Budapest Stock Exchange's Corporate Governance Recommendations have been applied in the Company's own corporate governance practices.

**Resolution no. 2016.03.24/5 of the Board of Directors**

In association with Agenda Item no. 6, - The General Meeting has resolved to grant the discharge defined in Section (1) of Article 3:117 of Act V of 2013 on the Civil Code, and detailed in Paragraph 19.z) and 20.g) of the Company's Articles of Association to the members of the Board of Directors for the period starting on 30 April 2015 and ending on 15 April 2016/28 April 2016\*. By granting such discharge, the General Meeting confirms that the members of the Board of Directors have properly executed their management activities in the previous business year. The Company may have any claim against the members of the Board of Directors based on their violation of their managerial obligations in case the facts or data serving as the basis of the provision of this discharge are untrue or incomplete

**Resolution no. 2016.03.24/6 of the Board of Directors**

In association with Agenda Item no.8, the Board of Directors proposes to the General Meeting to establish the emoluments of the Chairman of the Board of Directors to be a gross amount of HUF 260,000 a month, and the emoluments of the individual members to be a gross amount of HUF 210,000 from 16 April 2016/29 April 2016\*.

**Resolution no. 2016.03.24/7 of the Board of Directors**

In association with Agenda Item 9, the Board of Directors proposes to the General Meeting to accept a new "*Management Share Option Program 2016–2019*" to be effective from 1 May 2016 in line with the provisions of the appendix hereto.

**Resolution no. 2016.03.24/8 of the Board of Directors**

In association with Agenda Item no.10, - the Board of Directors proposes to the General Meeting has granted authorization to the Board of Directors to purchase treasury shares up to an amount of HUF 200,000,000 (in words two hundred million Hungarian Forints) at a rate corresponding at least to HUF 1 and maximally to the equity per share value stated in PannErgy Plc's last audited, consolidated report prepared in line with IFRS and approved by the General Meeting. To calculate the equity per share value, the total number of shares stated in the same report has to be taken into account less the number of the repurchased treasury shares. The authorization shall be valid in the period starting on 29 April 2016 and ending on 30 April 2017. The shares may be purchased solely in trading at the stock exchange

**Resolution no. 2016.03.24/9 of the Board of Directors**

For the business year of 2016 (for the period starting on 16 April 2016/29 April 2016\* and ending on 30 April 2017), the General Meeting has elected

company name: UNION-Audit Könyvvizsgáló és Tanácsadó Korlátolt Felelősségű Társaság  
registered address: H–1124 Budapest, Thomán István utca 8. fszt. 5.  
company registration number: 01-09-692868  
registration no. at the Chamber: 001927

to act as the Company's permanent auditor, and

name: Mónika Révai KOVÁCSNÉ  
name at birth: Mónika Révai  
mother's name: Katalain Balázs  
place of residence: H–1149 Budapest, Fráter köz 2.  
registration no. at the Chamber: 007211

as the person in charge of auditing activities. The General Meeting has established the annual remuneration of the permanent auditor as a maximum amount of HUF 8,000,000 + VAT. The other conditions of contracting with the permanent auditor shall be identical to the terms and conditions



agreed earlier. The General Meeting has requested the Audit Committee to prepare the contract to be concluded with the permanent auditor, and the Board of Directors to conclude the contract.

\*according to the date of the annual General Meeting

**Resolution no. 2016.03.24/10 of the Board of Directors**

In association with Agenda Item no. 13, the Board of Directors proposes to the General Meeting to modify Company's Articles of Corporation in line with the provisions of the appendix to this document.

\*according to the date of the Annual General Meeting

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