

**AMENDMENT OF THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING SUMMONED FOR 4 JULY 2016
PURSUANT TO SECTION (2) OF ARTICLE 3:259 OF THE CIVIL CODE**

In deviation from the agenda items that are described in the invitation published by PannErgy Public Company Limited by Shares (hereinafter referred to as the “Company”) on 30 May 2016 for the Company’s General Meeting to be held on 4 July 2016, the shareholders jointly representing at least one percent of the votes in the Company (hereinafter referred to as “**Joint Petitioners**”) requested in writing pursuant to Article 3:259 of Act V of 2013 on the Civil Code (Ptk.) in the form of their specific petition submitted until the statutory deadline and thus received on 7 June 2016 – in conformance to the rules pertaining to the details of the agenda – that the Company’s Board of Directors should amend the announced agenda of the General Meeting with the following new agenda items:

“Agenda Item 3: Decrease of the Company’s share capital by means of the withdrawal of treasury shares”

In their petition, the Joint Petitioners have sought the shareholders’ decision on the specifically proposed agenda items, with respect to the following reasons (literally cited from the petition of the Joint Petitioners):

“At the General Meeting closing the business year of 2015, a question was raised by a shareholder in connection with the Company’s strategy to handle treasury shares owned by the Company. The Chairman of the Board of Directors explained – quote: “the Board of Directors does not have any known strategic goal or proposed resolution in this respect”.

The Company’s shareholders are interested in preventing these shares from being disposed by the Company beyond the scope of the MSOP program that has been proposed by the Board of Directors and supported by the large shareholders. Any disposal, selling of treasury shares at any price under the own equity per share value would be injurious to the Company’s shareholders, and deteriorate the individual shareholder value (otherwise, it is also true for the approved MSOP program). At the currently prevailing stock exchange rate, it is quite unlikely that treasury shares could be sold at any price over the own equity per share benchmark. Besides, the treasury share repurchasing program that is in progress further increases the number of treasury shares held, and therefore the proposed withdrawal would not jeopardize the completion of the MSOP program, but would open broader grounds for the purchasing of additional treasury shares.

Due to the foregoing, we are making a proposal for the decrease of the share capital by withdrawing 1,854,656 treasury shares in a face value of HUF 37,093,120 with the effective date of 1 October 2016. After its decrease, the Company’s share capital would be HUF 383,999,980, embodied by 19,199,999 shares.”

In relation to the agenda item, the Joint Petitioners have not put forward a proposed resolution in compliance with the relevant legal regulations.

“Agenda Item 4: Election and recall of members of the Board of Directors and Audit Board.”



In their petition, the Joint Petitioners have set out a specific draft resolution in relation to the agenda item, with respect to the following reasons (literally cited from the petition of the Joint Petitioners):

“At the General Meeting closing the business year of 2015, two shareholders with significant participations referred to the “Female shareholders for gender equality” project discussed at the General Meeting closing the business year of 2014, and consequently proposed the election of Katalin Gyimóthy and Lilla Martonfalvay as members of the Board of Directors. We want to express our delight to see that the said initiative has impressed the Company’s large shareholders, and as a result the close relatives of the Chairman of the Board of Directors and the Chief Executive Officer have been voted to become members of the Board of Directors. On the other hand, it is to be noted to the General Meeting and large shareholders that a considerable proportion, nearly 40% of the Company’s shares are held by Hungarian private persons as small investors. The proportionate representation of these shareholders in the Company’s decision-making bodies would largely improve the Company’s image among investors. Therefore, it is proposed that small shareholders should be given the opportunity to be represented in both the Board of Directors and the Audit Board.”

The candidate is intended to be named and introduced at a later date in writing or at the General Meeting. Furthermore, the Joint Petitioners have also put forward the following proposal:

“István Töröcskei is proposed to be recalled from the Board of Directors in view of his role as an owner and senior officer at companies that have become liquidated in recent years.”

Draft resolutions:

“Resolution 4/2016 (July 4) of the General Meeting:

The General Meeting has elected [candidate’s name] (place and date of birth: [candidate’s place and date of birth]; address: [candidate’s address]; mother’s name at birth: [mother’s name at birth]) to act as an independent member of the Board of Directors and at the same time member of the Audit Board for an indefinite term starting today.”

“Resolution 4/2016 (July 4) of the General Meeting:

The General Meeting has recalled István Töröcskei (address: H–1125 Budapest, Kútvölgyi út 24/B 1.4.; mother’s name at birth: Ilona Jaeger) from his office as a member of the Board of Directors.”

“Agenda Item 5: Amendment of Article 7 and 8 of the Company’s Articles of Corporation in relation to Agenda Item 3.”

“Agenda Item 6: Amendment of Article 36 and 43 of the Company’s Articles of Corporation in relation to Agenda Item 4.”

Agenda Item 7: Decision on the remuneration of the members of the Board of Directors in relation to Agenda Item 4.”

In their petition, the Joint Petitioners have not set out a specific draft resolution in relation to the Agenda Item 5, 6 and 7.

**Invitation of PannErgy Public Company Limited by Shares to the Company's
Extraordinary General Meeting
initially published on 30 May 2016 and amended on 15 June 2016**

The Board of Directors of **PannErgy Public Company Limited by Shares** (registered seat: H–1117 Budapest, Budafoki út 56; company registration number: 01-10-041618; “PannErgy Plc” or the “Company”) hereby informs the honourable shareholders that Company will hold its extraordinary general meeting (“General meeting”)

at 9.00 am on 4 July 2016 (Monday)

that

will be arranged at PannErgy Plc’s registered seat (H–1117 Budapest, Budafoki út 56.).

The General Meeting will be held in the presence of the shareholders, or their representatives/agents in person.

Should the General Meeting fail to constitute a quorum within 30 (thirty) minutes following the above time, the General Meeting repeated for the lack of quorum shall be held at the same venue and with unchanged agenda at **9.00 am on 19 July 2016 (Tuesday)**. The rights of participation at the General Meeting repeated for the lack of quorum shall be identical to the rights of participation at the original General Meeting. The General Meeting repeated for the lack of quorum shall be deemed to constitute a quorum concerning the issues included in the original agenda as irrespective of the number of people being present.

The agenda of the General Meeting shall be as follows¹:

- 1. Amendment of the Company’s Articles of Corporation in relation to Section 19 of the Articles of Corporation;**
- 2. Decision on the acquisition of a 6.91% stake in the Company’s subsidiary.**
- 3. Decrease of the Company’s share capital by means of the withdrawal of treasury shares.**
- 4. Election and recall of members of the Board of Directors and Audit Board.**
- 5. Amendment of Article 7 and 8 of the Company’s Articles of Corporation in relation to Agenda Item 3.**
- 6. Amendment of Article 36 and 43 of the Company’s Articles of Corporation in relation to Agenda Item 4.**
- 7. Decision on the remuneration of the members of the Board of Directors in relation to Agenda Item 4.**

¹ Based on Section (2) of Article 3:259 of Act V of 2013 on the Civil Code, upon the proposal of the Company’s shareholders jointly holding at least one percent of the votes in the Company, new Agenda Item 3–7 were added on 15 June 2016.

At the General Meeting, only those shareholders shall have the right to vote whose names are registered in the Shareholders' Ledger of the Company in the course of the shareholder identification that is to be initiated in connection with the closing of the said Shareholders' Ledger, and thus are included in the Shareholders' Ledger at 6.00 p.m. (time for the closing of the Shareholders' Ledger) on the second business day prior to the starting day of the General Meeting.

The closing date for the identification of the shareholders shall be the 5th (fifth) business day at the stock exchange prior to the General Meeting or any other closing date specified in the relevant regulations of KELER Ltd in effect from time to time, i.e. 27 June 2016, and thus the Company is closing the Shareholders' Ledger at 6.00 p.m. on 30 June 2016. Any alienation of shares following the closing time for the identification of shareholders shall not affect the membership rights that can be exercised at the General Meeting. The Board of Directors hereby recommends the honourable shareholders to consult with their respective securities account managers on the tasks in relation to the identification of the shareholders, as well as the associated deadlines.

Shareholders are entitled to attend the General Meeting, as well as vote in person or by way of their representatives. Any authorization for representation shall be provided in the form of a public deed or fully conclusive private deed, and submitted during the registration prior to the General Meeting at the latest. Any authorization for representation shall be valid for the General Meeting announced in this letter of invitation or any definite period not exceeding 12 (twelve) months.

We kindly request the honourable shareholders and their authorized representatives to support the flawless course of registration by being present at the venue of the General Meeting at least 1 (one) hour before the starting time of the General Meeting. They are also requested to bring the documents required to confirm their personal identities and delegation as representatives, as well as the related authorizations.

On the basis of the data recorded in the Shareholders' Ledger, for the shareholders and their authorized representatives the Company's Board of Directors shall ensure the practical option to cast a vote with respect to each share at the venue of the General Meeting after the proper confirmation of their personal identities and execution of the attendance register.

Having fulfilled the relevant preconditions, any shareholder of the Company has the right to attend the General Meeting, request information in conformance to the relevant regulations, make observations and proposals, as well as vote in possession of any voting share.

Within the meaning of Article 28 of the Company's Articles of Corporation, at the General Meeting each equity share with an individual face value of HUF 20, in words twenty Hungarian forints, shall entitle its holder to cast one vote.

Concerning the matters included in the agenda of the General Meeting, the Board of Directors is obliged to provide all and any of the shareholders – upon their written inquiry submitted at least 8 (eight) days prior to the date of the General Meeting – with the necessary information. The Board of Directors may refuse to provide the requested information only if it opines that the provision of such information would prejudice the Company's business secrets. The shareholders' right to request information shall not involve the right to inspect the Company's books and other business documents.

By putting forward their proposal complying with the rules that pertain to the details of the agenda, shareholders jointly representing at least one percent (1%) of the votes may request the Board of Directors in writing to include a certain issue into the agenda of the General Meeting, or propose a draft resolution in connection with a specific item included or to be included in the agenda. Shareholders representing at least one percent of the votes are entitled to exercise this right within 8 (eight) days following the publication of the announcement to summon the General Meeting. The Board of Directors shall publish a notice of the amended agenda, the draft resolutions put forward by the shareholders after the presentation of the given proposal to the General Meeting. The issue specified in the notice shall be deemed to have been included in the agenda.

The proposals and proposed resolutions in relation to the agenda of the General Meeting may be reviewed from 30 May 2016 in the Company's office in H-1117 Budapest, Budafoki út 56., on business days from 9.00 a.m. to 4.00 p.m., on the Company's website at www.pannergy.com as well as on the website of the Budapest Stock Exchange (www.bet.hu).

Budapest, 15 June 2016

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

PannErgy Plc's Board of Directors