



**DRAFT RESOLUTION
CONCERNING AGENDA ITEM 4 OF THE EXTRAORDINARY GENERAL MEETING**

To the agenda items that are described in the invitation by PannErgy Public Company Limited by Shares (hereinafter referred to as the “**Company**”) for the Company’s Extraordinary General Meeting to be held on 4 July 2016, and then – for the lack of quorum – on 19 July 2016, in association with the request of the shareholders jointly representing at least one percent of the votes in the Company (hereinafter referred to as “**Joint Petitioners**”) made pursuant to Article 3:259 of Act V of 2013 on the Civil Code (Ptk.) for the amendment of the agenda as published by the Joint Petitioners on 15 June 2016, the Joint Petitioners concerned has proposed a specific draft resolution to Agenda Item 4 of the Extraordinary General Meeting on 15 July 2016 with the concurrent presentation of the letter of acceptance and curriculum vitae of the candidate.

As their draft resolution, the Joint Petitioners have put forward the following resolution to Agenda Item 4 of the Extraordinary General Meeting:

DRAFT RESOLUTION PROPOSED BY THE JOINT PETITIONERS:

"Resolution no. xxx/2016 (July 19) of the General Meeting: the General Meeting has elected Éva Bayer (mother's name: Erzsébet Traj, born on 14.04.1962, address: H–7621 Pécs, János u. 7.) 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."

* * *

The Company adds the following to the above:

According to Agenda Item 4 of the General Meeting, one person may be elected to act as member of the Board of Directors or the Audit Committee at the most.

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