

**INVITATION**  
**to the**  
**ORDINARY GENERAL MEETING**  
**of**  
**Appeninn Vagyonkezelő Holding Public Limited Company**  
**held on the 20<sup>th</sup> April 2018**

The Board of Directors of Appeninn Vagyonkezelő Holding Public Limited Company (abbreviated company name: Appeninn Plc., registered seat: 3-5 Bég Street, HU-1022 Budapest; company registration number: 01-10-046538; registered by the Court of Registration of Budapest-Capital Regional Court; “*Company*”) hereby convenes the ordinary General Meeting of the Company.

**Date of the General Meeting:** 10.00 am 20<sup>th</sup> April 2018  
**Place of the General Meeting:** Meeting Room, Floor I., 1-3 Riadó Street, HU-1026 Budapest  
**Presence:** Personally or via Nominee / proxy

If the General Meeting does not have a quorum, the repeated General Meeting will be held at 10.00 am 2<sup>nd</sup> May 2018 at the same place with the same agenda items. The terms of presence at the repeated General Meeting do not differ from the terms of the original General Meeting. The repeated General Meeting will have a quorum concerning the original agenda items regardless the number of the Shareholders at present.

**The Agenda Items of the General Meeting:**

- 1.) Report of the Board of Directors concerning the business year 2017;
- 2.) Report of the Audit Committee concerning the year 2017;
- 3.) Report of the Auditor concerning the year 2017;
- 4.) Decision on the individual and consolidated annual accounts for 2017 according to IFRS;
- 5.) Decision on the allocation of taxed profits and on the payment of dividend;
- 6.) Decision on the Company Governance and Management Report;
- 7.) Decision on the dismissal of Members of the Board of Directors;
- 8.) Decision on issuing hold-harmless warrant for the Members of the Board of Directors;
- 9.) Decision on the dismissal of Members of the Audit Committee;
- 10.) Decision on the election of new Members of the Board of Directors and on their remuneration;
- 11.) Decision on the election of new Members of the Audit Committee and on their remuneration;
- 12.) Decision on the election of new Auditor and on its remuneration;
- 13.) Decision on the empowerment of Board of Directors to increase the share capital;
- 14.) Decision on the authorization of Board of Directors to acquire own shares;
- 15.) Decision on the amendment of the Articles of Association of the Company;
- 16.) Others

The summary of the proposals, the texts of each proposed decisions regarding the Agenda Items of the General meeting and the aggregation of the existing shares and voting rights at the time of the convocation will be made available electronically on the website of the Company ([www.appeninn.hu](http://www.appeninn.hu)),

the website of the Budapest Stock Exchange ([www.bet.hu](http://www.bet.hu)) and the online information system operated by MNB ([www.kozzetetelek.hu](http://www.kozzetetelek.hu)) not later than 30<sup>th</sup> March 2018.

Shareholders having voting rights at the minimum amount of 1% may request – with its cause indicated - the Board of Directors to include an issue in the Agenda of the General Meeting not later than within 8 (eight) days from the publication of this announcement, furthermore these Shareholders may propose other Agenda Items related to the existing Agenda.

The Board of Directors – upon their request submitted within 8 (eight) days before the date of the General Meeting - shall duly inform every Shareholders about all the relevant data concerning the Agenda Items. Such information can be withheld only if the Board of Directors consider the information as a part of business secrecy except if the Board of Directors is obligated to provide such information based on the respective Decision of the General Meeting. When practicing the right to information the Shareholder shall have access to the business books and other business documents to the extent it is permitted by the Board of Directors. Information that is not a concern of business secrecy shall not be withheld. The shareholder is obliged to keep the business secret regarding the Company. Failing to act so the breaching Shareholder shall compensate the damage caused to the Company in accordance with the provisions of 6:519. § of the Hungarian Civil Code.

In order to set the content of the Shareholders' Register according to the legal regulation in force the Board of Directors initiate a process of identification of shareholders based on the General Business Rules of KELER Ltd., on the 5th working day as record date, preceding the date of the General Meeting.

The Shareholder or the Nominee shall be registered in the Shareholders' Register not later than the 2<sup>nd</sup> (second) working day before the starting date of the General Meeting. Failing this the Shareholder or the Nominee shall practice neither its voting rights attached to the Shares owned nor the right to be present at the General Meeting.

Shareholders and Nominees having their names registered at the time of closing in the Shareholders' Register are entitled to practice the rights attached to the Shares owned. The transfer of a Share performed before the starting date of the General Meeting affect neither the right of the person registered in the Shareholders' Register to be present at the General Meeting nor the voting rights attached to the shares owned. The fact of the closing of the Shareholders' Register does not restrict the right of a Shareholder registered in the Shareholders' Register to transfer the Shares owned after the time of closing. The transfer of a Share performed before the starting date of the General Meeting does not exclude the right of a Shareholder registered in the Shareholders' Register to vote and to be present at the General Meeting.

21<sup>st</sup> March 2018, Budapest

**Board of Directors of Appeninn Plc.**

Gábor Székely    Sándor Juhász

Member of the Board of Directors    Member of the Board of Directors