

## NOTICE OF THE ANNUAL GENERAL MEETING

### Dear Shareholders,

Notice is hereby given by the Board of Directors that the Annual General Meeting of **ALTEO Energiaszolgáltató Nyilvánosan Működő Részvénytársaság** (principal office: 1131 Budapest, Babér utca 1-5., Company Registration Number: Cg.01-10-045985) („ALTEO”) will be held on the following date and place:

Date of the Annual General Meeting:	April 26, 2019 (Friday) 10 am
Venue of the Annual General Meeting:	Conference room of Bank Center at 1054 Budapest, Szabadság tér 7.
Form of the Annual General Meeting:	By personal attendance of the shareholders at a meeting.

### Agenda of the Annual General Meeting:

- 1 Resolution on the approval of the ALTEO’s Annual Financial Statements for the 2018 business year prepared pursuant to the Hungarian Law on Accounting (financial statements prepared in accordance with IFRSs) and the Business Report;
- 2 Resolution on the approval of the Consolidated Annual Financial Statements and Business Report of ALTEO for the 2018 business year prepared on the basis of the IFRS standards;
- 3 Resolution on the approval of the individual and consolidated reports of the Board of Directors for the 2018 business year;
- 4 Resolution on the approval of the Corporate Governance Report to be submitted to the Budapest Stock Exchange and prepared by the Board of Directors;
- 5 Resolution of the utilization of after-tax profits of 2018;
- 6 Resolution on discharging the members of the Board of Directors;
- 7 Appointment of auditor for the 2019 business year, fixing the remuneration and the terms of appointment;
- 8 Information from the Board of Directors on transactions concluded by ALTEO involving own shares;
- 9 Extension of the authorization of the Board of Directors for the purchase of treasury shares which expires on October 24, 2019;
- 10 Authorization of the Board of Directors to resolve on increasing the share capital of ALTEO;
- 11 Change of ALTEO’s main activity due to outsourcing of the electricity trading activity of ALTEO;
- 12 Amendments to the Articles of Incorporation of ALTEO taking into account the above resolutions;

The Board of Directors publishes the proposals and motions regarding the above items at the time and in the manner specified in Section (3) of Article 3:272 of Act V of 2013 on the Civil Code on the website of ALTEO ([www.alteo.hu](http://www.alteo.hu)), as well as on the dedicated website of the Budapest Stock Exchange ([www.bet.hu](http://www.bet.hu)) and the Hungarian National Bank ([www.kozzetelek.mnb.hu](http://www.kozzetelek.mnb.hu)).

Vote counting is carried out by a counting machine.

### Conditions for exercising the shareholder rights:

The condition for the participation of the shareholder (or the proxy of the shareholder, or in case of shares in joint ownership, the joint proxy) and to exercise shareholder rights is that the shareholder or the proxy thereof shall be registered in the ALTEO’s Register of Shareholders no later than 18:00 of the second working day preceding the commencement date of the Annual General Meeting (closing of the

Register of Shareholders). The Board of Directors, in accordance with the provisions of the Articles of Incorporation, requests the shareholder identification conducted according to the Rules of Procedure of KELER Központi Értéktár Zrt. (KELER), and KELER, as the person in charge of managing the Register of Shareholders, at the instruction of the Board of Directors deletes all data valid at the time of the shareholder identification and, at the same time, shall Register the data corresponding to the result of the shareholder identification in the Register of Shareholders and close the same.

Securities account managers are required to ensure the registration of the shareholders in the Register of Shareholders based on the shareholder's assignment, via direct data provision to KELER, on the details of which the securities account managers can provide information to the shareholder. ALTEO assumes no responsibility for the authenticity, accuracy and completeness of the data provided by the securities account managers or for the consequences of the failure to provide data. Shareholders may receive information regarding the Register of Shareholders at the principal office of KELER (1074 Budapest, Rákóczi út 70-72, R-70 Office Complex) in person or by telephone (+36 1 483 6251 and +36 1 483 6289) during opening hours.

The shareholder may exercise his/her shareholder' rights through a proxy. The Company's permanent auditor may not be a proxy. Neither may a member of the Board of Directors, an employee of the Company in executive position or a member of the Supervisory Board be a proxy, unless such persons have, as proxy, a clear voting instruction issued by the authorizing shareholder for each motion. The authorisation shall be submitted to the Company in the form of an official document or a private document providing conclusive evidence, until the Register of Shareholders has been closed.

### **Resolutions**

The Annual General Meeting has a quorum if the shareholders or their proxies representing more fifty percent of the shares entitled to vote at the Annual General Meeting are present.

The voting right of the holders of common shares are adjusted to the nominal value of the common shares: each „A” series common share with a par value of HUF 12.5 means one (1) vote.

### **Other rights of the shareholders**

The closing of the ALTEO's Share Register does not limit the right of the person registered in the Share Register to transfer his/her shares after the closing of the Register of Shareholders. The transfer of the share prior to the commencement of the Annual General Meeting does not exclude the right of the person registered in the Share Register to participate in the General Meeting and to exercise his/her rights as shareholder.

Pursuant to Section (2) of Article 3:259 of the Civil Code, the shareholder is entitled to request information from the Board of Directors regarding the items included in the agenda of the Annual General Meeting by a written request submitted at least eight days prior to the date of the Annual General Meeting.

If, pursuant to Article 3:259 of the Civil Code, the shareholders representing at least one percent of the votes, within eight days of the date of publication hereof convening the Annual General Meeting, submit to the Board of Directors a proposal requesting the supplementing of the agenda, in accordance with the rules regarding the preparing of agenda, or a draft resolution on an item included or to be included in the agenda, the Board of Directors, after receiving the proposal, publishes a notice regarding the supplemented agenda and the draft resolutions submitted by the shareholders. The item specified in the notice shall be deemed to be including in the agenda.

### **Registration**

Certification of the qualifications regarding the shareholders (or their proxies) and signing the attendance sheet (the registration for the shareholders' meeting) takes place at the venue and on the day of the Annual General Meeting between 9:00 and 10:00. We kindly ask the participants to arrive accurately to the registration and to bring the documents certifying their identity and their proxies under any circumstances.

After the registration is closed, the shareholder (proxy) not included in the attendance list but registered in the Register of shareholders may participate in the Annual General Meeting but may not exercise his/her voting right.

### **Participation of press representatives**

We inform the shareholders that, until the Annual General Meeting decides otherwise, we declare the Annual General Meeting to be a meeting open to the press. We ask the representatives of the press to indicate their intention to participate in the accreditation process by sending an email to [befektetoikapcsolatok@alteo.hu](mailto:befektetoikapcsolatok@alteo.hu) by 15:00 of April 24, 2019.

### **Lack of quorum**

The date of the repeated Annual General Meeting due to an eventual absence of a quorum is 16:00 of May 10, 2019, and the location thereof is the principal office of ALTEO at 1131 Budapest, Babér utca 1-5. The repeated Annual General Meeting shall have a quorum in the matters listed in the agenda of the previous inquorate Annual General Meeting irrespective of the number of the shareholders (proxies) present.

Budapest, March 25, 2019

Board of Directors of the ALTEO Nyrt.