



Accounting Act applicable to entities preparing their annual report according to the EU IFRSs.

- On agenda item 2: The Supervisory Board – subject to the report of the Company’s auditor – proposes to the General Meeting to accept the Company’s statement of financial position for the business year ending on December 31, 2018 and its consolidated statement (comprehensive income: HUF 240,447 thousand and total assets: HUF 22,859,098 thousand) and business report prepared in accordance with the IFRSs.
- On agenda item 3: The Supervisory Board proposes to the General Meeting to accept the separate and consolidated statements of the Board of Directors for the 2018 business year.
- On agenda item 4: The Supervisory Board proposes to the General Meeting to accept the corporate governance report prepared by the Board of Directors.
- On agenda item 5: The Supervisory Board proposes to the General Meeting to pay HUF 250,068,416 as dividend from the free retained earnings (dividend fund) supplemented by the profit after taxation of the Company in the previous business year – calculated according to Section 39(3a) of Act C of 2000 on Accounting – and the subsidiary dividends established after 2018, which corresponds to HUF 16 gross per share at the time of the publication of this proposal (excluding own shares owned by the Company). Furthermore, the Supervisory Board proposes that the General Meeting authorize the Board of Directors to adopt the resolutions specified in Article 18 of the Articles of Association, as well as any other decisions necessary in relation to the payment of dividends.
- On agenda item 6: The Supervisory Board proposes to the General Meeting to grant the discharge to the members of the Board of Directors.
- On agenda item 7: The Supervisory Board – based on the recommendation and favorable opinion of the Audit Committee – supports the appointment of the auditor named in the proposal, with the conditions specified in the proposal.
- On agenda item 8: The Supervisory Board proposes to the General Meeting to acknowledge and approve the Company’s transactions involving its own shares.
- On agenda item 9: The Supervisory Board proposes to the General Meeting to extend its Resolution No. 12/2018 (IV. 20.) authorizing the Board of Directors to buy the Company’s own shares, for another 18 (eighteen) months, as specified in the proposal.
- On agenda item 10: The Supervisory Board proposes to the General Meeting to grant an authorization to the Board of Directors – concurrently with repealing Resolution No. 3/2015 (XI. 10.) of the General Meeting – to increase the Company’s share capital by a maximum amount of HUF 150,000,000 – calculated on the basis of the face value of the shares issued by the Company. The Supervisory Board proposes that the authorization should be valid for five years from April 26, 2019, and that it should cover all cases and means of share capital increase – as set out in the Civil Code of Hungary – as well as the restriction or exclusion of exercising preferential rights regarding subscription for and takeover of the shares.

On agenda item 11: The Supervisory Board proposes to the General Meeting to change the core activity of the Company to “Engineering services and related technical consulting services” (TEÁOR 7112) for the reasons given in the proposal.

On agenda item 12: The Supervisory Board agrees with the amendment of Articles 5 and 15 of the Articles of Association regarding the changing of the core activity and the extension of the auditor’s appointment.

Budapest, April 5, 2019

Yours sincerely,

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István Zsigmond Bakács  
Chairman of the Supervisory Board

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