

## RESOLUTIONS of the GENERAL MEETING of SHAREHOLDERS

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Which were passed by the general meeting of shareholders Shareholders of E-Star Alternative Plc. (Company Registration number: Cg. 01-10-045428, seat: 1122 Budapest, Székács u. 29.) (General Meeting) held with personal attendance on 03. 02. 2012, 10.00 a.m.

### 1/2012. (02.03.) General Meeting Resolution:

The General Meeting unanimously decides without any abstention and objection on election of the officers of the General Meeting as follows:

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|-------------------------------------|---------------------|
| 1. Chairman of the General Meeting: | Csaba Soós          |
| 2. Minutes certifier:               | Gábor Czachesz      |
| 3. Minutes keeper:                  | Dr. Gergely Sárkány |
| 4. Vote counter:                    | Noémi Stefán-Faust  |

### 2/2012. (02.03.) General Meeting resolution:

The General Meeting unanimously decides without any abstention and objection the items of the Agenda.

### 3/2012. (02.03.) General Meeting resolution:

The General Meeting with 1.433.354 yes, 0 no and 3000 abstention decides to remove the withdraw the mandate of the Company's auditor and terminate its contract and at the same time to appoint as the Company's new auditor for a definite period of five years:

Name:	Deloitte Auditing and Consulting Ltd.
Registered seat:	1068 Budapest, Dózsa György út 84/c,
Company registration number:	Cg. 01-09-071057
Chamber number:	000083

#### *Auditor personally liable for the audit:*

Name:	Tamás Horváth chartered auditor
Address:	1029 Budapest, Ördögárok u. 100.,
Mother's maiden name:	Veronika Grosz,
Chamber number:	003449

### 4/2012. (02.03.) General Meeting resolution:

The General Meeting with 1.433.354 yes, 0 no and 3000 abstention decides to define the fee of the Company's new auditor in the amount of 75.000,- euro + Áfa.

5/2012. (02.03.) General Meeting resolution:

The General Meeting with 1.433.354 yes, 0 no and 3000 abstention decides to approve the former treasury shares transactions of the Company and at the same time to authorize the Board of Directors to purchase for consideration further 25,000 pieces dematerialized, ordinary shares, each belonging to series A, having a face value of HUF 10 within a period of 18 months. The lowest price of the consideration per share shall be HUF 1 and the highest HUF 20,000. The Shareholders' Meeting authorizes the Board of Directors to sell the shares owned by the company and not required for fulfilling the management share option scheme.

6/2012. (02.03.) General Meeting resolution:

The General Meeting with 1.433.354 yes, 0 no and 3000 abstention decides to amend subsections 4.1., 4.3., 4.4., 4.7., 4.9. of Section VIII of the Articles of Association as follows:

**4. Exercising of shareholders' rights, representation:**

4.1. Those shareholders may exercise their right to participate in the Shareholders' Meeting, as well as the other rights associated with the share, whose name is contained in the share register by 6 p.m. on the second (2nd) working day before the starting day of the Shareholders' Meeting (Closure of the Share Register) if by this date the company has received the original copy of the ownership certificate issued by the securities account manager. In addition to the above, the ownership certificate will also be considered to have been duly handed over to the company if the shareholder forwarded it by fax or in any other certifiable manner by the Closure of the Share Register and also hands over the original copy no later than by the start of the Shareholders' Meeting. In the absence of the above, the shareholder cannot participate in the Shareholders' Meeting and cannot exercise the voting and other rights. With respect to the handover to the Company of the ownership certificate, the burden of proof rests with the shareholder.

4.3. The effective date of the ownership certificate may not be earlier than the fifth (5th) working day before the Shareholders' Meeting.

4.4. Following the issuance of the ownership certificate the securities account keeper may only record any change on the securities account in respect of the share subject to the simultaneous withdrawal of the ownership certificate. The data contained in the ownership certificate sent to the company has to be identical with the real data at the time of the Closure of the Share Register. If there had been any changes in the number of shares owned by the shareholder or in any other data after presenting the ownership certificate but before the Closure of the Share Register, the shareholder has to present its new ownership certificate to the company pursuant to sub-section 4.1.

4.7. If the shareholder is not a natural person or is represented by proxy, then the person acting as its proxy shall certify his right of representation either in Hungarian or in English language. (Certificate of incorporation not older than 30 days, specimen signature)

4.9. The authorisation shall be submitted to the Company in the form of a notarial deed or private document of full probative force, by 6 p.m. the 2nd day preceding the shareholders' meeting at the latest. If such authorisation is not adequate in terms of form or substance, or it is submitted late, the authorised person shall not be permitted to participate in the shareholders' meeting or to exercise voting and other rights.

7/2012. (02.03.) General Meeting resolution:

The General Meeting with 1.433.354 yes, 0 no and 3000 abstention decides to amend Article IX of the Articles of Association with the following section:

*“10. The main body of the Company shall have on its agenda yearly the evaluation of the performance of the executive officers of the Company of the preceding business year and decide whether or not to grant discharge of liability to the executive officers.”*

8/2012. (02.03.) General Meeting resolution:

The General Meeting with 1.433.354 yes, 0 no and 3000 abstention decides to delete section 2 of Article XIII of the Articles of Association.

9/2012. (02.03.) General Meeting resolution:

The General Meeting with 1.433.354 yes, 0 no and 3000 abstention decides to accept the Company's Articles of Association in consolidated version including the above amendments.

E-Star Alternative Plc.