



SUBMISSIONS AND PROPOSAL FOR RESOLUTIONS  
for KONZUM Befektetési és Vagyonkezelő Nyilvánosan Működő Részvénytársaság  
(in English: KONZUM Investment and Asset Management Public Limited Company )  
regarding the  
EXTRAORDINARY GENERAL MEETING  
held on 8 April in 2019 at 10:00

KONZUM Befektetési és Vagyonkezelő Nyilvánosan Működő Részvénytársaság 59 Andrassy Street, Budapest, 1062; company registration number: 01-10-049323; court of registration: Fővárosi Törvényszék Cégbírósága (in English: Company Registry Court of Budapest-Capital Regional Court); hereinafter referred to as 'KONZUM Nyrt.', or 'Merging Company' hereby respectfully informs the Esteemed Shareholders on the submissions and proposals for resolutions regarding the Agenda Items of the extraordinary general meeting (hereinafter referred to as 'General Meeting') to be held on 8 April 2019.

Agenda Item No. 1:

Decision on the subsequent approval of the permanent natural person auditor personally liable for the audit, appointed by the permanent auditor of KONZUM Nyrt., as well as on the related amendments of the Articles of Association of KONZUM Nyrt.

Submission to Agenda Item 1:

In relation with the Agenda Item herein the Board of Directors shall state that the permanent auditor of KONZUM Nyrt, the ESSEL Audit Könyvvizsgáló Korlátolt Felelősségű Társaság (in English: ESSEL Audit Auditor Ltd.) (seat of business: 1162 Budapest, Fertály u. 7.; company registration number: 01-09-698566; hereinafter referred to as 'ESSEL Audit Kft.') has provided the information that, with respect to the increased workload and allocation of work concerning internal operation shall appoint Dr. Sasvári László (mother's maiden name: Tóth Erzsébet; address: 1162 Budapest, Fertály utca 5-7.) in place of dr. Sasváriné Dr. Hoffmann Anna (mother's maiden name: Petz Franciska; address: H 7627 Pécs, Kispircsizma dűlő 88.).

On the basis of the hereinabove, ESSEL Audit Kft. has withdrawn the appointment of dr. Sasváriné Dr. Hoffmann Anna as an auditor realizing auditing responsibilities from the day of 28 February 2019 and simultaneously appoints Dr. Sasvári László to perform tasks in relation with auditing.

The Board of Directors shall propose for the General Meeting to acknowledge the changes mentioned hereinabove posteriorly and shall suggest the amendment of the Articles of Association of KONZUM Nyrt. in respect of the herein included facts.

The Board of Directors shall propose hereby the approval of the following General Meeting Resolutions.

Proposals for resolution concerning the Agenda Item 1:

Resolution of the General Meeting No. [■]/2019 (IV.08.):

The General Meeting shall acknowledge the fact of the following amendments upon this resolution:

From the day of 28 February 2019, ESSEL Audit Könyvvizsgáló Korlátolt Felelősségű Társaság (seat of business: 1162 Budapest, Fertály u. 7.; company registration number: 01-09-698566), as a permanent auditor of KONZUM Befektetési és Vagyonkezelő Nyilvánosan Működő Részvénytársaság (hereinafter referred to as 'KONZUM Nyrt.')

performing auditing tasks – as a result of the increased workload and allocation of tasks in relation with the internal operation of the auditor appointed by the supreme body of KONZUM Nyrt. – hereby shall appoint Dr. SASVÁRI László (mother's maiden name: Tóth Erzsébet; address: 1162 Budapest, Fertály utca 5-7.), who is a member of the auditors' chamber, and the appointment of dr. Sasváriné Dr. Hoffmann Anna (mother's maiden name: Petz Franciska; address: 7627 Pécs, Kispircsizma dűlő 88.) simultaneously shall be terminated.

The Board of Directors takes the measures required to enter the hereinabove detailed changes into the Articles of Association of KONZUM Nyrt. and the company register.

---

Resolution of the General Meeting No. [■]/2019 (IV.08.):

The General Meeting shall amend the effective text of the Articles of Association of KONZUM Nyrt. upon this resolution today with that the text being crossed shall be deleted while the text in bold, italic and underlined should be inserted into the text of the Articles of Association:

The paragraph included in Subpoint 1 of Point 9 of Chapter V of the Articles of Association is to be amended as it follows:

'The personally responsible auditor is: Dr. Sasváriné Dr. Hoffmann Anna (born: on 9 April 1960 in Pécs, mother's maiden name: Petz Franciska, address: 1162 Budapest, Fertály u. 7., auditor chamber identification card number: 001631) Dr. Sasvári László (mother's maiden name: Tóth Erzsébet; address: H 1162 Budapest, Fertály utca 5-7.; auditor chamber registration number: 001630).'

---

Agenda Item No. 2:

Decision on the acceptance of the individual, non-consolidated annual financial statement of KONZUM Nyrt. for the year of 2018.

Submission to Agenda Item 2:

In relation with this agenda item the Board of Directors shall prescribe the history as it follows:

Pursuant to Subsection 3 of Section 4 of the Act CLXXVI of 2013 on the Transformation, Combination and Separation of Legal persons (hereinafter referred to as 'Transformation Act') and consequently in order to implementation the merger (hereinafter referred to as 'Merger') of KONZUM Nyrt. into OPUS GLOBAL Nyilvánosan Működő Részvénytársaság (seat of business: 1062 Budapest, Andrássy út 59., company register: 01-10-042533; hereinafter referred to as 'OPUS GLOBAL Nyrt.' or 'Legal Successor Company') and as a precondition of the herein the Board of Directors of KONZUM Nyrt. has prepared the audited individual and non-consolidated annual financial statement with the annexes for the year of 2019 of KONZUM Nyrt. (of which the balance sheet data are prepared in accordance with the Subsection 3 of Section 4 of the Act CLXXVI of 2013 on the Transformation, Combination and Separation of Legal persons (hereinafter referred to as 'Transformation Act') and in line with the Act on Accounting).

The Board of Directors upon the Board of Directors Resolution under the number of 3/2019. (III.06.) – with full knowledge of the individual financial reports (financial statements, comprehensive profit and loss statement, individual cash-flow report) of KONZUM Nyrt. prepared for 2018 pursuant to the rules of IFRS, and the Board of Directors hereby resolves on the acceptance of the balance sheet data included in the individual, non-consolidated annual financial statements of KONZUM Nyrt. for the year 2018 in the form and content as determined in the annexes of the Joint Draft Terms on Transformation.

Regarding the decision of the Board of Directors made on 06 March 2019, KONZUM Nyrt. hereby declares that the financial data included in the pre-merger draft statements of assets and liabilities are entirely identical with the balance sheet data included in the individual, non-consolidated annual financial report of KONZUM Nyrt. for 2018 and no further revaluation took place. Hence, the provisions of Subsection 3 of Section 4 of the Act on the Transformation, Combination and Separation of Legal persons shall apply; namely, there are no obstacles to the execution of the merger according to the relevant laws and regulations.

The Board of Directors shall document that the precondition of the substance of the decision on the merger of KONZUM Nyrt. into OPUS GLOBAL Nyrt. is that the company shall hold the individual, audited, non-consolidated annual report for the year of 2018 and hence the annual report with its annexes jointly form the annex of this submission.

The Board of Directors shall propose the individual, audited, non-consolidated annual report of KONZUM Nyrt. for the year of 2018 to be submitted for approval by the General Meeting with the included principal data as it follows:

- HUF 53 385 589 thousand,- assets/capital and resources altogether;
- HUF 38 739 786 thousand,- own equity;
- HUF 347 336 thousand,- comprehensive income after taxes.

The Board of Directors shall propose the approval of the following General Meeting Resolution.

Proposal for resolution concerning Agenda Item 2:

Resolution of the General Meeting No. [■]/2019 (IV.08.):

Upon this resolution the General Meeting shall accept the individual, audited, non-consolidated annual report of KONZUM Nyrt. for the year of 2018 with its annexes with the included principal data as it follows:

- HUF 53 385 589 **thousand**, - assets/capital and resources altogether;
- HUF 38 739 786 **thousand** , - own equity;
- HUF 347 336 **thousand**, - comprehensive income after taxes.

---

Agenda Item No. 3:

Decision on the merger (hereinafter referred to as 'Merger') of KONZUM Nyrt. into OPUS GLOBAL Nyilvánosan Működő Részvénytársaság (seat of business: 1062 Budapest, Andrásy út 59.; company registration number: 01-10-042533) (Second decision on the transformation.)

Submission to Agenda Item 3:

In relation with this agenda item the Board of Directors shall prescribe the history as it follows:

Upon the resolution under the number of 2/2018 (XII.03) compiled by the General Meeting of KONZUM Nyrt. held on 03 December 2018 made a principle decision (first decision) on the merger of KONZUM Nyrt. into OPUS GLOBAL Nyrt., whereby the whole property and assets of KONZUM Nyrt. shall be transferred to OPUS GLOBAL Nyrt as the universal legal successor company. On the part of OPUS GLOBAL Nyrt. as the legal successor company, the General Meeting of OPUS GLOBAL Nyrt. has made the principle decision (first decision) upon the resolution under the number of 3/2018 (XII.03.) on Merger.

With regards as the conditions of the Merger are still existing the Board of Directors shall suggest that the General Meeting held on 08 April 2019 in the form of an Extraordinary General Meeting should irrevocably decide on the merger of KONZUM Nyrt. as the merging company into OPUS GLOBAL Nyrt as an investee and legal successor company.

The Board of Directors shall suggest hereby that upon the General Meeting – prior to the time of the resolution made in relation with the Agenda Item number 3 – the number of the departing shareholders, who do not intend to participate in the transformation should be indicated.

The Board of Directors shall propose the approval of the following General Meeting Resolution.

Proposal for resolution concerning Agenda Item 3:

Resolution of the General Meeting No. [■]/2019 (IV.08.):

Upon this resolution the General Meeting made an irrevocable decision on the merger (hereinafter referred to as 'Merger') of KONZUM Nyrt., as merging company into OPUS GLOBAL Nyilvánosan Működő Részvénytársaság (seat of business: 1062 Budapest, Andrásy út 59.; company register: 01-10-042533, hereinafter referred to as 'OPUS GLOBAL Nyrt.' or 'Legal Successor Company') as an investee company or legal successor company. Regarding the Merger, the company acting as legal successor company is to be OPUS GLOBAL Nyrt. As a result of the Merger, the assets of KONZUM Nyrt. are transferred to OPUS GLOBAL Nyrt.,

as the universal legal successor company. Following the Merger OPUS GLOBAL Nyrt. shall operate in the same corporate form, namely as a publicly listed company.

The General Meeting shall indicate the number of the departing shareholders who do not intend to participate in the transformation and the quantity of the owned shares prior to the time of this resolution.

Number of the shareholders: [ ]  
Quantity of shares [ ]

---

Agenda Item No. 4:

Decision on the Joint Draft Terms on Transformation,

- (i) in accordance with Subsection 2 and 3 of Section 6 of the Act on the Transformation, Combination and Separation of Legal persons, this Decision of the Board of Directors shall include a resolution on the mode of settlement with the persons (departing shareholders), who do not intend to participate in the Legal Successor Company as a member (shareholder), by setting up the rules of settlement on the basis of the non-audited but accepted as the final consolidated financial data is more advantageous for the departing shareholders compared to the data included in the draft statements of assets and liabilities and being calculated in the individual report of the year of 2018; furthermore
- (ii) its Annexes, in particular
  1. The drafts of statements of assets and liabilities and inventories of assets and liabilities of the Merging Company and the audit reports in relation of such drafts, the Supervisory Board (Audit Committee) report;
  2. The draft of statements of assets and liabilities of the Investee Company (prior to the transformation) and the opening statements of assets and liabilities and the inventories of assets and liabilities of the Legal Successor Company by Merger, and the audit report on the drafts, and report of Supervisory Board (Audit Committee);
  3. The Articles of Association of the Legal Successor Company;
  4. Declaration of the departing OPUS Shareholder;
  5. Declaration of departing KONZUM Shareholder;
  6. OPUS GLOBAL Nyrt. executive summary on the importance of transformation;
  7. KONZUM Nyrt. executive summary on the importance of transformation
  8. Annual Report of OPUS GLOBAL Nyrt. for the years of 2016-2017;
  9. Annual Report of KONZUM Nyrt. for the years of 2016-2017;
  10. DRAFT MERGER AGREEMENT

Submission to Agenda Item 4:

In relation with this agenda item the Board of Directors shall prescribe the history as it follows:

The General Meeting of KONZUM Nyrt. held on 03 December 2018 shall entitle and oblige the Board of Directors upon the resolution under the number of 6/2018 (XII.03.) to draft the Joint Draft Terms on Transformation and the documents included in its Annexes, with that, the Shareholders of KONZUM Nyrt. shall make said decision on the acceptance of the herein on the second extraordinary general meeting (hereinafter referred to as **'Second General Meeting'**) held, the latest, pursuant to the regulations of Section 6 of the Act on the Transformation, Combination and Separation of Legal

persons and such Shareholders are to be fully aware of the necessary information on the decision made on the Merger.

The Board of Directors of KONZUM Nyrt. and the Board of Directors of OPUS GLOBAL Nyrt. jointly drafted the Joint Draft Terms on Transformation including the reasons for merger and its Annexes, and the Board of Directors of KONZUM Nyrt. accepted the documents herein upon the resolution under the number of 4/2019. (III.6.) and took the relevant actions to disclose such information for its Shareholders on the official website of KONZUM Nyrt., on the website of Budapest Stock Exchange and on the official publication platforms operated by the Hungarian National Bank (in Hungarian: Magyar Nemzeti Bank), and as a reason of the hereinbefore the Joint Draft Terms on Transformation and its Annexes are available and downloadable without any restrictions from the day of 07 March 2019. Regarding the included Annexes, the financial data included in the pre-merger draft statements of assets and liabilities are fully identical with the balance sheet data included in the individual, non-consolidated annual financial reports for 2018 of the Merging Company and the Legal Successor Company (the financial reports, including the financial report, the comprehensive profit and loss statement and the individual cash-flow statement for 2018, prepared in line with the rules of the IFRS) and no further revaluation took place; hence, the provisions of Subsection 3 of Section 4 of the Act on the Transformation, Combination and Separation of Legal persons shall apply; namely, there are no obstacles to the execution of the Merger according to the relevant laws and regulations.

On the basis of the resolution under the number of 5/2019 (III.06.) the Board of Directors of KONZUM Nyrt. shall hereby resolve on making the Joint Draft Terms on Transformation, the content of the merging companies' annual financial statements for the last three years, the written reports of the management and the auditor's reports available for the Shareholders of KONZUM Nyrt. in a 30 (thirty)-day long period prior to the Second General Meeting introducing the Merger at the registered seat of KONZUM Nyrt.

It can be stated that there are Supervisory Boards and Audit Committees at both of the participating companies in the merger, alike at KONZUM Nyrt. and OPUS GLOBAL Nyrt. and both bodies of the companies promoted the Merger.

The Board of Directors shall state that by the disclosure of the Joint Draft Terms on Transformation for the Shareholders and simultaneously, by the disclosure of a separate notification, the Board of Directors calls those Shareholders of KONZUM Nyrt. who do not intend to participate in the Merger to announce such intention within 30 (thirty) days of the date of the notification, but the latest by the commencement of the final voting procedure on the Merger at the Second General Meeting and in line with the requirements of the Joint Draft Terms on Transformation. Pursuant to the Subsection 3 of Section 6 of the Act on the Transformation, Combination and Separation of Legal persons and with regards the departing Shareholders who do not intend to participate as a Shareholder in the legal successor company and who announce such decision in the form of a valid declaration shall be entitled to a consideration for their shares to be HUF 154,-, namely One Hundred and Fifty-four Hungarian Forints per each share at the nominal value of HUF 2.5,- upon 60 (sixty) days following the registration of the fact of Merger at the competent company court.

The Board of Directors shall underline hereby that while calculating the share swap rate of the Merger both Boards of Directors of the two Companies shall have the data of the individual annual balance sheet report audited by the auditor upon approval (included in the draft of statements of assets and liabilities annexed to the Joint Draft Terms on Transformation), and

with regard to the fact that on the basis of of the data available and approved by the auditor for the Board of Directors of the Companies the consolidated own equity per parent company calculated by IFRS for the value day of KONZUM Nyrt. and OPUS GLOBAL Nyrt. as of 31 December 2018 were counted at higher value in relation with the particular annual report in order to indicate better evaluation of the Companies resulting the attraction of favorable investors.

With due regard to the exact calculation of the hereinabove, those shareholders of KONZUM Nyrt. who intend to participate in OPUS GLOBAL Nyrt. as the legal successor company and hold KONZUM Shares on their own securities account on the scheduled Merger Day, the day of share swap, shall be entitled to one ordinary share of OPUS GLOBAL Nyrt. having a nominal value of HUF 25.- (namely Twenty-five Hungarian Forints) in exchange for two ordinary shares of KONZUM Nyrt., having a nominal value of HUF 2.5.- (namely Two and a Half Hungarian Forints) while taking also into consideration the rules of rounding.

As a result of the herein and following the exact calculation of the quantity of the shares and counting the number of KONZUM Nyrt. shareholders participating in the Merger, and the calculated issued capital and quantity of the shares resulting from the Merger, the data of such information is to be finalized on the Second General Meeting held on 08 April 2019, with that, upon making substance of decision the Second General Meeting shall take all the information and circumstances arisen between the period of the disclosure and the approval of the Joint Draft Terms on Transformation being relevant from the point of transformation into consideration.

It shall mean that the Joint Draft Terms on Transformation and its Annexes are to be disclosed for the General Meeting in a unified structure including all the factual data being changed, and notifications and clarifications of the involved public authorities or other participants in the transformation, with that, following the disclosure and until the approval done by the General Meeting of the documents herein, the necessary amendments and changes are to be indicated and itemized on the General Meeting prior to the decision-making.

Following the liquidation of KONZUM Nyrt. by merger the universal successor company is going to be OPUS GLOBAL Nyrt. Regarding the legal successor the transformation does not result a different corporate form. In the course of the merger KONZUM Nyrt. is ceased while the legal successor company, OPUS GLOBAL Nyrt. operates in the same corporate form. As a result of the transformation, OPUS GLOBAL Nyrt. is going to be the legal successor of the KONZUM Nyrt. while the corporate form and company register number of OPUS GLOBAL Nyrt. remain unchanged.

The Board of Directors shall propose hereby the approval of the following General Meeting Resolutions.

Proposal for resolution concerning Agenda Item 4:

Resolution of the General Meeting No. [■]/2019 (IV.08.):

Upon this resolution – accepted by the General Meeting Resolution under the number of 4/2019 (III.6), and disclosed on 07 March 2019 and in a unified structure including clarifications and amendments and proposed for the General Meeting – the General

Meeting has approved the Joint Draft Terms on Transformation with its Annexes, in particular with the following notes:

1. The drafts of statements of assets and liabilities and inventories of assets and liabilities of the Merging Company and the audit reports in relation of such drafts, the Supervisory Board (Audit Committee) report;
2. The draft of statements of assets and liabilities of the Investee Company (prior to the transformation) and the opening statements of assets and liabilities and the inventories of assets and liabilities of the Legal Successor Company by Merger, and the audit report on the drafts, and report of Supervisory Board (Audit Committee);
3. The Articles of Association of the Legal Successor Company;
4. Declaration of the departing OPUS Shareholder;
5. Declaration of departing KONZUM Shareholder;
6. OPUS GLOBAL Nyrt. executive summary on the importance of transformation;
7. KONZUM Nyrt. executive summary on the importance of transformation
8. Annual Report of OPUS GLOBAL Nyrt. for the years of 2016-2017;
9. Annual Report of KONZUM Nyrt. for the years of 2016-2017;
10. DRAFT MERGER AGREEMENT

The General Meeting shall state that the approval of this resolution included in the Joint Draft Terms on Transformation is realized in accordance with Subsection 2 and 3 of Section 6 of the Act on the Transformation, Combination and Separation of Legal persons, and this resolution shall include the mode of settlement with the persons (departing shareholders), who do not intend to participate in the Legal Successor Company as a member (shareholder), by setting up the rules of settlement on the basis of the non-audited but accepted as the final consolidated financial data is more advantageous for the departing shareholders compared to the data included in the draft statements of assets and liabilities calculated on the individual report of the year of 2018.

The General Meeting hereby declares that the financial data included in the pre-merger draft statements of assets and liabilities are fully identical with the balance sheet data included in the individual, non-consolidated annual financial reports for 2018 of the Merging Company and the Legal Successor Company (the financial reports, including the financial report, the comprehensive profit and loss statement and the individual cash-flow statement for 2018, prepared in line with the rules of the IFRS) and no further revaluation took place; hence, the provisions of Subsection 3 of Section 4 of the Act on the Transformation, Combination and Separation of Legal persons shall apply; namely, there are no obstacles to the execution of the Merger according to the relevant laws and regulations.

With regards this resolution, the General Meeting shall document that as a precondition of the Merger the General Meeting made decision on the approval of the individual, non-consolidated annual report of KONZUM Nyrt. for the year of 2018, including its annexes.

Furthermore, the General Meeting shall declare upon this resolution that the departing shareholder is entitled to receive HUF 154,-, namely One Hundred and Fifty-four Hungarian Forints per quantity per share at the nominal value of HUF 2.5,- via wire transfer within 60 (sixty) days following the registration of the Merger at the competent company court. The departing shareholder' shares shall become the own property of KONZUM Nyrt. as the company's own shares until the date of – in the interest of removal from trading – delisting



thereof by the Budapest Stock Exchange. With special regard to the fact that acquisition of the shares is realized upon Merger in line with the regulation of Subsection 3 of Section 3:223 of the Act V of 2013 on the Civil Code (hereinafter referred to as the Act on Civil Code), namely it is not required for the Board of Directors to have prior authorization of the general meeting for the acquisition of the limited company's own shares.

---

Resolution of the General Meeting No. [■]/2019 (IV.08.):

Upon this resolution – accepted by the Board of Directors Resolution under the number of 4/2019 (III.6), and disclosed on 07 March 2019 in a unified structure including clarifications and amendments and proposed for the General Meeting, and included in the Annexes of the Joint Draft Terms on Transformation – the General Meeting has approved the Merger Agreement.

---

Resolution of the General Meeting No. [■]/2019 (IV.08.):

Upon this resolution – accepted by the Board of Directors Resolution under the number of 4/2019 (III.06), and disclosed on 07 March 2019 in unified structure including clarifications and amendments and proposed for the General Meeting and included in the Annexes of the Joint Draft Terms on Transformation – OPUS GLOBAL Nyrt. as the legal successor company upon Merger has approved the Articles of Association amended in a unified structure.

---

Agenda tem No. 5:

Decision on the acceptance of the predicted date of the Merger.

Submission to Agenda Item 5:

The Board of Directors shall state that upon the approval of the Joint Draft Terms on Transformation upon the Board of Directors Resolution under the number of 4/2019 (III.06.) the date of the Merger is 30 June 2019 with that, if the competent court of registration fails to enter the Merger into the company registration until this date, it is the actual time of registration (namely the day on which the Merger is entered into the company registration by the competent court of registration).

The Board of Directors shall propose the approval of the following General Meeting Resolution.

Proposal for resolution concerning Agenda Item 5:

Resolution of the General Meeting No. [■]/2019 (IV.08.):

Upon this resolution the General Meeting shall state hereby that the day of the Merger – in accordance with the provisions included in the Joint Draft Terms on Transformation – is to be 30 June 2019 with that, if the competent court of registrations fails to enter the Merger

into the company registration until this date, it is the actual time of registration (namely the day on which the Merger is entered into the company registration by the competent court of registration).

---

Agenda Item No. 6:

Granting authorization to the signature of the Merger Agreement.

Submission to Agenda Item 6:

With regard to the fact that the Act on the Transformation, Combination and Separation of Legal persons specifies to have the Merger Agreement signed by the parties involved in the Merger, the Board of Directors shall hereby suggest to have the authorized right of the General Meeting to sign the unified Merger Agreement including the necessary amendments and clarifications.

The Board of Directors shall propose the approval of the following General Meeting Resolution.

Proposal for resolution concerning Agenda Item 6:

Resolution of the General Meeting No. [■]/2019 (IV.08.):

The General Meeting shall hereby authorize the Board of Directors to sign the unified Merger Agreement including the necessary clarifications and amendments made until the day of the General Meeting and annexed to the Joint Draft Terms on Transformation.

---

Agenda Item No. 7:

Decision on other questions related to the execution of the Merger.

Submission to Agenda Item 7:

The Board of Directors shall suggest hereby that the principal data of OPUS GLOBAL Nyrt. as the legal successor company upon Merger should be as it follows:

|                                       |  |
|---------------------------------------|--|
| Company Name:                         | OPUS GLOBAL Nyilvánosan Működő<br>Részvénytársaság |
| Short company name:                   | OPUS GLOBAL Nyrt.                                  |
| Company seat:                         | 1062 Budapest, Andrássy út 59.                     |
| Principal activity (TEÁOR '08):       | 6420 '08 - Asset Management (holding)              |
| Share capital (issued capital) value: | HUF [■],- namely [■] Hungarian Forint <sup>1</sup> |

The Board of Directors shall suggest hereby not to amend the person in duty and the duration of the assignments of the executive officers (members of the board of directors, members of the supervisory board and audit committee) of OPUS GLOBAL Nyrt. as the legal successor company.

---

<sup>1</sup> With regard to the Joint Draft Terms on Transformation it is the value stated in the Articles of Association of OPUS GLOBAL Nyrt., the legal successor company, and based on the decision of the General Meeting.

Furthermore, in line with the regulations of Section 9 of the Act on the Transformation, Combination and Separation of Legal persons, the Board of Directors shall suggest to appoint OPUS GLOBAL Nyrt. as the legal successor company in the Official Gazette and in the course of correction procedure upon the company registration procedure in relation with the Merger, and it is the responsibility of the Board of Directors to fulfil requirements of such correction procedure relating to the documents concerning the principal data of the Merger.

The Board of Directors shall propose hereby the approval of the following General Meeting Resolutions.

Proposal for resolution concerning Agenda Item 7:

Resolution of the General Meeting No. [■]/2019 (IV.08.):

Upon this resolution the General Meeting shall suggest hereby that the principal data of OPUS GLOBAL Nyrt. as the legal successor company upon Merger should be as it follows:

|                                       |  |
|---------------------------------------|--|
| Company name:                         | OPUS GLOBAL Nyilvánosan Működő Részvénytársaság    |
| Short company name:                   | OPUS GLOBAL Nyrt.                                  |
| Company seat:                         | 1062 Budapest, Andrásy út 59.                      |
| principal activity (TEÁOR '08):       | 6420 '08 Asset Management (holding)                |
| Share capital (issued capital) value: | HUF [■],- namely [■] Hungarian Forint <sup>2</sup> |

Furthermore, the General Meeting shall decide hereby that the persons in duty and the duration of the assignments of the executive officers (members of the board of directors, members of the supervisory board and audit committee) of OPUS GLOBAL Nyrt. as the legal successor company should be as it is stated in the company registration (not-amended).

---

Resolution of the General Meeting No. [■]/2019 (IV.08.):

Upon this resolution the General Meeting shall hereby appoint the Board of Directors of the OPUS GLOBAL Nyrt. as the legal successor company to submit the fact of Merger to the company court and pursuant to the provisions of Section 9 of the Act on the Transformation, Combination and Separation of Legal persons the General Meeting appoints OPUS GLOBAL Nyrt. to publish communication on such matters in the Official Gazette.

---

Resolution of the General Meeting No. [■]/2019 (IV.08.):

Upon this resolution and in the course of correction procedure the General Meeting shall hereby authorize the Board of Directors to fulfil of such responsibilities in relation with the company registration procedure on Merger and in the event of the amendments of the

---

<sup>2</sup> With regard to the Joint Draft Terms on Transformation it is the value stated in the Articles of Association of OPUS GLOBAL Nyrt., the legal successor company, and based on the decision of the General Meeting.

principal data concerning the Merger regarding the necessary documents of the correction procedure to realize tasks hereof.

---

Dated as of 18 March 2019 in Budapest

KONZUM Befektetési és Vagyonkezelő  
Nyilvánosan Működő Részvénytársaság  
Board of Directors