



OPUS GLOBAL Public Limited Company (registered seat: 59 Andrásy Avenue, Budapest HU-1062; company registration number: 01-10-042533; court of registration: Company Registry Court of Budapest-Capital Regional Court; “**OPUS GLOBAL Nyrt.**” or “**Legal Successor Company**”) hereby respectfully informs the Investors, that the extraordinary General Meeting, held on 08th April 2019, has adopted the following resolutions after the declaration of the quorum:

Resolution of the General Meeting No. 1/2019 (IV.08.)

The General Meeting has decided that the resolutions shall be adopted publicly by showing the voting ballots.

The General Meeting elects Zsuzsanna Angyal Ódor to be its Chairman, dr. Gábor Miklós Dakó to be its keeper of the minutes, Zoltán Simon as the authorized representative of the KONZUM PE Magántőkealap shareholder and dr. József Vörös as the authorized representative of Lőrinc Mészáros shareholder to witness the minutes, as well as Judit Torma and Márton Csia to be the vote counters.

The General Meeting has adopted the resolution unanimously.

In accordance with the point e) of subsection 1 of section 3:278 of the Civil Code, the resolution has been adopted with 412 825 782 pieces of yes votes, that is 79.62 % compared to the Share Capital; 0 pieces of no votes, that is 0 % compared to the Share Capital; 0 pieces of abstain votes, that is 0% compared to the Share Capital.

(The number of shares representing valid votes: 412 825 782, that is 79.62 % compared to the Share Capital)

Resolution of the General Meeting No. 2/2019 (IV.08.)

Upon this resolution the General Meeting shall accept the individual, audited, non-consolidated annual report of OPUS GLOBAL Nyrt. for the year of 2018 with its annexes upon the included balance sheet total of HUF 147,982,219 thousand, and the after-tax profit and loss of HUF 6,932,784 thousand, and the principal data hereinbelow:

Invested assets:	146,168,451, -
Current assets:	1,813,768, -
Total of assets:	147,982,219, -
Own equity:	146,630,362, -
issued capital out of the hereof:	13,409,612, -
Liabilities:	1,351,857, -
Provisions:	5,738, -
Total of resources:	147,982,219, -

(All numbers in HUF 000)

The Company places the profit after tax entirely in the retained earnings.

The General Meeting has adopted the resolution unanimously.

In accordance with the point e) of subsection 1 of section 3:278 of the Civil Code, the resolution has been adopted with 412 802 282 pieces of yes votes, that is 79.61 % compared to the Share Capital; 0 pieces of no votes, that is 0 % compared to the Share Capital; 23 500 pieces of abstain votes, that is 0% compared to the Share Capital. (The number of shares representing valid votes: 412 802 282, that is 79.62 % compared to the Share Capital)

Resolution of the General Meeting No. 3/2019 (IV.08.)

Upon this resolution 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:	0 person
Quantity of shares	0 pieces

Upon this resolution the General Meeting made an irrevocable decision on the merger (hereinafter referred to as 'Merger') of KONZUM Nyrt. (seat of business: 1062 Budapest, Andrásy út 59.; company register: 01-10-049323; hereinafter referred to as „KONZUM Nyrt.”, or „Merging Company), as merging company into OPUS GLOBAL Nyrt.as an investee company or legal successor company. In the course of the Merger the 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 has adopted the resolution unanimously.

In accordance with the point e) of subsection 1 of section 3:278 of the Civil Code, the resolution has been adopted with 409 645 269 pieces of yes votes, that is 79.01 % compared to the Share Capital; 3 180 513 pieces of no votes, that is 0.61 % compared to the Share Capital; 0 pieces of abstain votes, that is 0% compared to the Share Capital. (The number of shares representing valid votes: 412 825 782, that is 79.62 % compared to the Share Capital)

Resolution of the General Meeting No. 4/2019 (IV.08.)

Upon this resolution – accepted by the Board of Directors Resolution under the number of 6/2019 (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 cashflow 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 OPUS GLOBAL 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 314.-, namely Three Hundred and Fourteen Hungarian Forints per quantity per share at the nominal value of HUF 25.- via wire transfer within 60 (sixty) days following the registration of the Merger at the competent company court. The shares of the departing shareholders are to be the own shares of OPUS GLOBAL Nyrt. With special regard to the fact that the 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.

The General Meeting has adopted the resolution unanimously.

In accordance with the point e) of subsection 1 of section 3:278 of the Civil Code, the resolution has been adopted with 409 645 269 pieces of yes votes, that is 79.01 % compared to the Share Capital; 3 180 513 pieces of no votes, that is 0.61 % compared to the Share Capital; 0 pieces of abstain votes, that is 0% compared to the Share Capital. (The number of shares representing valid votes: 412 825 782, that is 79.62 % compared to the Share Capital)

Resolution of the General Meeting No. 5/2019 (IV.08.)

Upon this resolution – accepted by the Board of Directors Resolution under the number of 6/2019 (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.

The General Meeting has adopted the resolution unanimously.

In accordance with the point e) of subsection 1 of section 3:278 of the Civil Code, the resolution has been adopted with 409 645 269 pieces of yes votes, that is 79.01 % compared to the Share Capital; 3 180 513 pieces of no votes, that is 0.61 % compared to the Share Capital; 0 pieces of abstain votes, that is 0% compared to the Share Capital. (The number of shares representing valid votes: 412 825 782, that is 79.62 % compared to the Share Capital)

Resolution of the General Meeting No. 6/2019 (IV.08.)

The General Meeting – with the present resolution – has accepted the proposal on supplement made by Zoltán Simon as the authorized representative of the KONZUM PE Magántőkealap shareholder regarding the proposal for the following resolution:

“Furthermore, the General Meeting – with the present resolution – has amended the point 10.2. of the Articles of Association of OPUS GLOBAL Nyrt. – in order to resolve a discrepancy – with effect of today, and with that the text being ~~crossed~~ shall be deleted from the text of the Articles of Association:

“The Board of Directors shall be comprised of a minimum of three (3), and a maximum of seven (7) members, who are natural persons, its members are elected by the General Meeting – unless provided otherwise - for 5 (five) years. The Board of Directors elects the chairman and the vice-chairman from its own members. If the chairman is prevented from attending the vice-chairman shall replace him. ~~The Board of Directors act as a 5 (five) member body unless if the General Meeting provides otherwise.~~”

The General Meeting has adopted the resolution unanimously.

In accordance with the point e) of subsection 1 of section 3:278 of the Civil Code, the resolution has been adopted with 409 535 255 pieces of yes votes, that is 78.99 % compared to the Share Capital; 3 208 656 pieces of no votes, that is 0.62 % compared to the Share Capital; 0 pieces of abstain votes, that is 0% compared to the Share Capital. 81 871 pieces of votes have not been casted, that is 0,02 % compared to the Share Capital.

(The number of shares representing valid votes: 409 535 255, that is 79.6 % compared to the Share Capital)

Resolution of the General Meeting No. 7/2019 (IV.08.)

Upon this resolution – accepted by the Board of Directors Resolution under the number of 6/2019 (III.06), 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 – OPUS GLOBAL Nyrt. as the legal successor company upon Merger has approved the Articles of Association amended in a unified structure.

Furthermore, the General Meeting – with the present resolution – has amended the point 10.2. of the Articles of Association of OPUS GLOBAL Nyrt. – in order to resolve a discrepancy – with effect of today, and with that the text being ~~crossed~~ shall be deleted from the text of the Articles of Association:

“The Board of Directors shall be comprised of a minimum of three (3), and a maximum of seven (7) members, who are natural persons, its members are elected by the General Meeting – unless provided otherwise - for 5 (five) years. The Board of Directors elects the chairman and the vice-chairman from its own members. If the chairman is prevented from attending the vice-chairman shall replace him. ~~The Board of Directors act as a 5 (five) member body unless if the General Meeting provides otherwise.~~”

The General Meeting has adopted the resolution unanimously.
In accordance with the point e) of subsection 1 of section 3:278 of the Civil Code, the resolution has been adopted with 409 645 269 pieces of yes votes, that is 79.01 % compared to the Share Capital; 3 180 513 pieces of no votes, that is 0.61 % compared to the Share Capital; 0 pieces of abstain votes, that is 0% compared to the Share Capital. (The number of shares representing valid votes: 412 825 782, that is 79.62 % compared to the Share Capital)

Resolution of the General Meeting No. 8/2019 (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).

The General Meeting has adopted the resolution unanimously.
In accordance with the point e) of subsection 1 of section 3:278 of the Civil Code, the resolution has been adopted with 409 645 269 pieces of yes votes, that is 79.01 % compared to the Share Capital; 3 180 513 pieces of no votes, that is 0.61 % compared to the Share Capital; 0 pieces of abstain votes, that is 0% compared to the Share Capital. (The number of shares representing valid votes: 412 825 782, that is 79.62 % compared to the Share Capital)

Resolution of the General Meeting No. 9/2019 (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.

The General Meeting has adopted the resolution unanimously.
In accordance with the point e) of subsection 1 of section 3:278 of the Civil Code, the resolution has been adopted with 409 645 269 pieces of yes votes, that is 79.01 % compared to the Share Capital; 3 180 513 pieces of no votes, that is 0.61 % compared to the Share Capital; 0 pieces of abstain votes, that is 0% compared to the Share Capital. (The number of shares representing valid votes: 412 825 782, that is 79.62 % compared to the Share Capital)

Resolution of the General Meeting No. 10/2019 (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, Andrássy út 59.
principal activity (TEÁOR '08):	6420 '08Asset Management (holding)
Share capital (issued capital) value:	HUF 17,541,151,250. - namely seventeen billion, five hundred forty-one million, one hundred fifty-one thousand, two hundred fifty Hungarian Forints

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).

The General Meeting has adopted the resolution unanimously.

In accordance with the point e) of subsection 1 of section 3:278 of the Civil Code, the resolution has been adopted with 409 645 269 pieces of yes votes, that is 79.01 % compared to the Share Capital; 3 180 513 pieces of no votes, that is 0.61 % compared to the Share Capital; 0 pieces of abstain votes, that is 0% compared to the Share Capital. (The number of shares representing valid votes: 412 825 782, that is 79.62 % compared to the Share Capital)

Resolution of the General Meeting No. 11/2019 (IV.08.)

Upon this resolution the General Meeting shall hereby appoint the Board of Directors of 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.

The General Meeting has adopted the resolution unanimously.

In accordance with the point e) of subsection 1 of section 3:278 of the Civil Code, the resolution has been adopted with 409 645 269 pieces of yes votes, that is 79.01 % compared to the Share Capital; 3 180 513 pieces of no votes, that is 0.61 % compared to the Share Capital; 0 pieces of abstain votes, that is 0% compared to the Share Capital. (The number of shares representing valid votes: 412 825 782, that is 79.62 % compared to the Share Capital)

Resolution of the General Meeting No. 12/2019 (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 principal data concerning the Merger regarding the necessary documents of the correction procedure to realize tasks hereof.

The General Meeting has adopted the resolution unanimously.

In accordance with the point e) of subsection 1 of section 3:278 of the Civil Code, the resolution has been adopted with 409 645 269 pieces of yes votes, that is 79.01 % compared to the Share Capital; 3 180 513 pieces of no votes, that is 0.61 % compared to the Share Capital; 0 pieces of abstain votes, that is 0% compared to the Share Capital. (The number of shares representing valid votes: 412 825 782, that is 79.62 % compared to the Share Capital)

08th April 2019, Budapest

OPUS GLOBAL
Public Limited Company
Board of Directors