



**SUBMISSIONS AND PROPOSALS FOR RESOLUTIONS**  
**regarding the EXTRAORDINARY GENERAL MEETING of**  
**OPUS GLOBAL Public Limited Company**  
**held on 4<sup>th</sup> October 2019 at 10:00 AM**

The Board of Directors of **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; „**Company**”) hereby respectfully informs the Esteemed Shareholders on the submissions and proposals for resolutions regarding the Agenda Items of the extraordinary general meeting (“**General Meeting**”) to be held on 4<sup>th</sup> October 2019.

**Agenda Item No. 1:**

***Decision on authorizing the Board of Directors of the Company to issue bonds.***

*The Company is planning to participate in the Növekedési Kötvényprogram (NKP) promoting corporate financing announced by the Central Bank of Hungary (MNB) in order to realize its financing / growth plans and thus the form of financing from the capital market. The Company has completed the independent credit rating process (preparation phase) required for participation as a prerequisite for participation in the NKP Program promoting corporate financing announced by the Central Bank of Hungary (MNB) – with excellent rating in the opinion of the Board of Directors of the Company. The Company has obtained: a BBB- investment grade which is four-step higher than the investment grade required by the MNB for bonds planned to be issued in the future and a BB grade for the company from Scope Ratings GmbH, an independent international credit rating agency performing the analysis ([www.scooperatings.com](http://www.scooperatings.com)).*

*Pursuant to the decision of the Board of Directors of OPUS GLOBAL Plc., the company group –taking advantage of the bond issue–would issue bonds at a value of HUF 28.6 billion, i.e. twenty-eight billion and six hundred million forints, and would use the resource to implement its acquisition plans and renew its financing. The planned bond issue may take place after the authorization of the shareholders. The Board of Directors of the Company considered the benefits of debt securities financing (which are perceived as alternatives to bank financing with additional benefits, such as: use independent of credit purpose, greater independence, flexible conditions, preservation of ownership structure and autonomy, direct involvement of funds) and the arguments for private placement (faster issue, known investor, less documentation requirement, lower costs), and therefore the Company intends to seek authorization from the Esteemed Shareholders to issue bonds, whereas the Articles 9.2. (p) of the Articles of Association, the General Meeting has the exclusive authority to give authorization to the Board of Directors to it.*

The Board of Directors hereby proposes the adoption of the following Resolution of the General Meeting.

*Proposal for resolution concerning the Agenda Item No. 1:*

**Resolution of the General Meeting No. [■]/2019. (X.04.):**

The General Meeting hereby authorizes OPUS GLOBAL Plc. to issue bonds in a form and with content suitable for the Company, for successful participation in Növekedési Kötvényprogram (NKP) of the Central Bank of Hungary (MNB), under its terms.

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**Agenda Item No. 2:**

***Decision on the election of the new Member/Members of the Board of Directors and on its remuneration.***

*Submission to Agenda Item No. 2:*

According to point 10.2. of the currently effective Articles of Association of the Company “the Board of Directors shall be comprised of a minimum of 3 (three), and a maximum of 7 (seven) members, who are natural persons, its members are elected by the General Meeting – unless provided otherwise – for 5 (five) years. ... If a partial change in the personnel has occurred to the Board of Directors, or new members are to be nominated, the mandate term of the new members of the Board of Directors shall be equal to the mandate term of the original personnel.”

Having regard to the fact, that KONZUM Investment and Asset Management Public Limited Company (registered seat: 59 Andrásy Avenue, Budapest, HU-1062; company registration number: 01-10-049323) (KONZUM Plc) merged into the Company with 30<sup>th</sup> of June 2019, and therefore to the evolvement of the company group as a more well-capitalised holding structure with stable foundations, the Board of Directors requires even more efficient and rationalised operation of the Company, which leads to increased amount of tasks to be done by the Board of Directors as well, thus an enlargement of the Board of Directors is reasonable therefore the Board of Directors hereby propose Dr. Ádám Balog as the new member of the Board of Directors to be elected.

Dr. Ádám Balog has MA both in Economics and in Law. Dr. Ádám Balog obtained his bachelor’s degree in economics in 2003 at the Faculty of Business Management of University of Economics and Administration in Budapest then his master’s degree on the major of International Management in 2005 at the Community of European Management Schools. Dr. Ádám Balog obtained his master’s degree in law in 2007 at the Faculty of Law and Political Sciences of Pázmány Péter Catholic University in Budapest. Dr. Ádám Balog worked at the GE Tungsram Lighting Zrt in 2002 and at the department of taxation of the PWC between 2003 and 2010. Dr. Ádám Balog was the deputy undersecretary for taxation in the Ministry for National Economy between 2010 and 2013, then the deputy governor of the Central Bank of Hungary and the member of the Monetary Council between March 2013 and July 2015 and participated in the fiscal and monetary stabilisation of Hungary between 2010 and 2015. Between July 2015 and July 2016 Dr. Ádám Balog was the President-CEO of the MKB Bank and has been the CEO of

the MKB Bank since July 2016, furthermore Dr. Ádám Balog was Member of the Supervisory Board of KONZUM Plc until its termination with succession. In addition, Dr. Ádám Balog is a Member of the Board of Directors of BSE, a Member of the Presidium of Hungarian Chamber of Commerce and Industry, and a Vice President of the Hungarian Economic Association.

The Board of Directors hereby supplement its proposal regarding the election of a new member as in case of a partial change in the personnel of the Board of Directors, the mandate term of the new member of the Board of Directors shall be equal to the mandate term of the original personnel.

The monthly remuneration of the new Member of the Board of Directors would be equal to the monthly remuneration of the current Members of the Board of Directors, that is HUF 200,000. -, namely two hundred thousand forints.

The Board of Directors hereby proposes the adoption of the following Resolution of the General Meeting.

*Proposal for resolution concerning the Agenda Item No. 2:*

**Resolution of the General Meeting No. [■]/2019. (X.04.):**

**The General Meeting hereby has elected Dr. Ádám Balog as the new Member of the Board of Directors for the mandate term of the Board of Directors, that ends on the 02<sup>nd</sup> of May 2022. The General Meeting has determined that the monthly remuneration of the new member of the Board of Directors is HUF 200,000. -, namely two hundred thousand forints.**

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**Agenda Item No. 3:**

***Decision on the authorization of the Board of Directors to acquire own shares.***

*Submission to Agenda Item No. 3:*

The Company hereby informs the shareholders and declares, that the authorization – given by Resolution No. 33/2017. (VIII.03.) of the General Meeting - for acquiring own shares have expired at the end of the 18<sup>th</sup> month following the authorization.

The Board of Directors of the Company believes, that the authorization – given by the General Meeting of the Company - for acquiring own shares indicates the trust placed in the Company, and in the Company's future.

The Board of Directors of the Company intends to live with an authorization by the General Meeting of the Company for acquiring own shares in order to increase this trust by achieving the Company's strategic goals, in particular

- by using the own shares as payment instruments during acquisitions,
- by operating share-based incentive systems – the Board of Directors of the Company intends to develop the frames of an incentive system for managers),

- also by the optimization of the share capital-structure.

According to Paragraph (1) of Section 3:223. § of Act V of 2013 on the Civil Code a company limited by shares shall acquire its own shares with the condition that the general meeting, specifying the type, class, number and nominal value of the shares that might be acquired and, if acquisition is made for consideration, the minimum and maximum price payable, and give prior authorisation to the board of directors to carry out the acquisition. Such authorisation may be granted for eighteen months.

The amount of the Company's own shares currently consists of 17,904,454 'A' series shares with HUF 25.- nominal value / piece, which represents 2.55% of the share capital of the Company (ISIN: HU0000110226). According to the regulations, the Company shall be entitled to acquire their own shares not exceeding twenty-five per cent of the share capital. When determining the proportion of own shares of the Company, the shares held by legal persons under the majority control of the Company, including companies having their seat abroad and qualifying as limited liability companies or companies limited by shares under the law governing them, shall also be treated as the property of the Company.

The regulations also prescribe limits, such as upon the foundation or when increasing the initial capital, companies limited by shares shall not acquire their own shares, also, a company limited by shares shall only acquire its own shares for consideration if the conditions for the payment of dividends are met. The value of its own shares shall only be paid from the assets available for the payment of dividends.

The Board of Directors of the Company hereby proposes for the General Meeting to decide on the authorization for acquiring – 'A' series, ordinary shares, with a HUF 25.- nominal value / piece, (ISIN: HU0000110226) issued by the Company – own shares which shall represent 5% of the share capital of the Company at most. In case of an onerous transaction, the minimum and maximum price shall be +/- 20% of the Company's daily stock market price.

The Board of Directors hereby proposes the adoption of the following Resolution of the General Meeting.

*Proposal for resolution concerning the Agenda Item No. 3:*

**Resolution of the General Meeting No. [■]/2019. (X.04.):**

The General Meeting based on Paragraph (1) of Section 3:223. § of Act V of 2013 on the Civil Code authorizes the Board of Directors of the Company to acquire 'A' series, dematerialised, ordinary shares issued by the Company, with a HUF 25.- nominal value / piece, for the Company – according to the terms determined in the present resolution – in that way, that the own shares acquired by the Company – with the shares currently owned by the Company – shall not exceed the 5% of the share capital of the Company.

The acquiring of the own shares can be through gratuitous or onerous transaction as well. In case of an onerous transaction through stock exchange offers or public take-over bids, or through transaction

outside of the stock market – including acquiring own shares by exercising rights – such as option to acquire or exchange – attached to payment instruments entitling acquisition of own shares.

In case of an onerous transaction, the minimum and maximum price shall be +/- 20% of the Company's daily stock market price.

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12<sup>th</sup> of September 2019, Budapest

**OPUS GLOBAL**  
**Public Limited Company**  
Board of Directors