



## SUBMISSION AND PROPOSAL FOR RESOLUTION

OPUS GLOBAL Public Limited  
Company EXTRAORDINARY  
GENERAL MEETING held on  
21 December 2020 at 10:00

### PREAMBLE

**OPUS GLOBAL Public Limited Company** (seat of business: 1062 Budapest, Andrásy út 59.; company registration number: 01-10-042533; court of registration: Fővárosi Törvényszék Cégbírósága /in English: Company Registry Court of Budapest-Capital Regional Court/) (hereinafter referred to as **Company**) Extraordinary General Meeting announced on the 19th of November 2020 for the 21st of December 2020 cannot be held because of Regulation 502/2020 (XI.16.) Government Decree (**Decree**) – reintroduction of different provisions for the operation of personal and property pooling organizations in the event of an emergency.

The Board of Directors of the Company will decide on the issue published in the Invitation and included in the agenda specified in this Proposal in addition to the authorization of the Decree and the retention of its rules on the date specified in the Invitation. The resolution will be made in written form on the day of the announced General Meeting, in accordance with the Rules of Procedure of the Board of Directors, in full compliance with the obligation to provide information at official places of publication.

## SUBMISSION AND PROPOSAL FOR RESOLUTION

The Board of Directors informs investors about the proposal and resolution of the Extraordinary General Meeting of OPUS GLOBAL Plc. to be held on 21 December 2020 ("**General Meeting**").

### **Agenda item No. 1:**

**Decision to authorize the Board of Directors of OPUS GLOBAL Plc. to issue corporate bonds;**

*Submissions to Agenda item No. 1:*

The Company informs investors that in order to implement its financing and growth plans, the Company has indicated its intention to participate in the Bond Funding for Growth Scheme (**Scheme**) of the Central Bank of Hungary (**MNB**) under the amended terms and conditions within the framework of financing from the capital market. The intention of the Company does not entail any commitment at the time of the Submission, it is only intended to open the possibility in principle for the Company. The indication of the intention to participate is only intended to open the possibility in principle for the Company, so it did not require the decision and authorization of the General Meeting, it only served as one of the bases of the General Meeting's decision and the previous Board's decision. The summary, parameters and conditions of the bond program are available at the following link: <https://www.mnb.hu/letoltes/nkp-termektajekoztato.pdf> Knowledge of the content of the reference is, in the opinion of the Board of



OPUS GLOBAL Plc.  
59 Andrásy Avenue, Budapest 1065  
Cg.: 01-10-042533

tel.: +36 1433 0700  
e-mail: [info@opusglobal.hu](mailto:info@opusglobal.hu)  
[www.opusglobal.hu](http://www.opusglobal.hu)



Directors, important for the decision to be made on the basis of the proposal included in the agenda item.

The purpose of the Scheme is primarily to encourage the financing of non-financial companies through the issuance of bonds, so according to the profile and structure of the Company, it is still suitable and entitled to this form of raising funds. In the opinion of the Board of Directors, the terms and conditions of the Scheme, based on the general presentation by the MNB and changes in previous terms and conditions, are particularly useful for financing its own operations and future growth plans. Article 9.2. p) of the current Statutes of OPUS GLOBAL Plc., the General Meeting is competent to authorize the Board of Directors to issue bonds. Board of Directors of the Company has decided to start the financing process, so in order to implement it, it repeatedly requests the General Meeting to authorize further participation in the Scheme and to issue bonds to be issued as new issues (**Bond II.**) within the framework of the Scheme.

With the authorization, the Company has the opportunity to finance its own operations by involving capital market instruments and to achieve the diversification of financing through a long-term, well-planned and transparent form of financing. Taking advantage of the Scheme, the Company plans to issue a debt security under the program. In order to implement its financing/growth plans, the Company, in the opinion of the Board of Directors (due to the size and holding structure and the optimization of financing sources), should use the framework provided by the Scheme. Therefore, within the framework of the Scheme announced by the MNB, the Company plans to issue a new bond with a nominal value of approximately HUF 39 billion and a maturity of 10 years.

The purpose of issuing the Bond II. is primarily to establish the Company's energy division, the achievement of which only partially covers the previously announced<sup>1</sup> acquisition series for TITÁSZ (E.ON Tiszántúli Áramhálózati Zártkörűen Működő Részvénytársaság (registered seat: 4024 Debrecen, 41 Kossuth Lajos str.; company registration number: 08-10-001894). With the new funding, the Company aims to build an entire energy division, but in addition to the implementation of its acquisition plans, the resource is also intended to be used for the financing of the companies included in the scope of consolidation of the Company, and for the renewal and optimization of financing in case of necessity and expediency.

Based on the objectives of the previously issued bond (ISIN HU0000359278, nominal value of HUF 50 billion, fixed 2.8% and maturity of 10 year) (**Bond I.**), the company intends to obtain additional freely usable funds through this issue, with the ownership structure unchanged.

Due to the Bond I. issue, the company has a rating issued by Scope Ratings (**Rating Agency**), whose annual regular review has taken place on 26 August 2020. The Rating Agency confirmed OPUS Global Plc.'s BB / Stable issuer rating and declared that the HUF 28.6 billion issued by the Company in 2019 under the MNB's Scheme continues to comply with the BBB rating<sup>2</sup>. The Company intends to give priority to the issue of the Bond II. review of its credit rating during issuance. Therefore, the Company has already notified the Credit Rating Agency of the possibility of a new issue at the same time as the decision of the

---

<sup>1</sup> [OPUS\\_Titasz\\_hirdetmény\\_20191004\\_ENG.pdf\(bet.hu\)](#)

<sup>2</sup> [OPUS\\_SCOPE\\_EN\\_20200826.pdf\(bet.hu\)](#)





Board of Directors and the Invitation to the present Extraordinary General Meeting<sup>3</sup> was announced. Of course, the opportunity will become final with a favorable decision of the General Meeting. In order to carry out the credit rating review process for the issuance of Bond II, it intends to provide it with all the necessary facts, data and information, as well as a business model that allows for comparative analysis, which is necessary for the rating.

However, it should be noted that as a result of the independent credit rating review, the Credit Rating Agency is not required to maintain its previous rating. The rating may change due to the indicators on which the rating is based or the medium and long-term business model. In connection with this, the Company has an obligation to disclose, hence the Company shall immediately notify the investors of the completion of the rating at the official disclosure locations.

The Board of Directors of the Company draws the attention of investors to the fact that if all the conditions are met and the Bonds II. are issued, within 90 days after the closing of the offering these newly issued bonds will be introduced on the Multilateral Trading Facility (MTF) platform of the Budapest Stock Exchange (BSE) as a mandatory element of the Program and the Company is obliged to keep the bonds in circulation until maturity and in the case of the present new issue.

Based on the above, the Board of Directors proposes to adopt the following Resolution of the General Meeting:

**GM. decision [■] / 2020. (XII.21.):**

By this resolution, the General Meeting authorizes OPUS GLOBAL Plc. to issue bonds in a form and with a content suitable for the Company in order to successfully participate in the Bond Funding for Growth Scheme of the Central Bank of Hungary.

Budapest, 30 November 2020

Board of Directors of  
**OPUS GLOBAL Plc.**

---

<sup>3</sup> [OPUS\\_EGM\\_Invitation\\_20201120\\_EN.pdf \(bet.hu\)](#)

