

SUBMISSIONS AND PROPOSALS FOR RESOLUTIONS

for

the Extraordinary General Meeting

held by

4iG Nyilvánosan Működő Részvénytársaság

(in English: 4iG Public Limited Company)

on 05th of September in 2019 at 10:00 o'clock

The Board of Director at **4iG Nyilvánosan Működő Részvénytársaság** (seat of business: 1037 Budapest, Montevideo u. 8.; company registration number: 01-10-044993; court of registration: Fővárosi Törvényszék Cégbírósága (in English: Company Registry Court of Budapest-Capital Regional Court); hereinafter referred to as '**Company**') hereby respectfully informs the Esteemed Shareholders on the submissions and proposals for resolutions regarding the related matters of the agenda items of the extraordinary general meeting (hereinafter referred to as '**General Meeting**') to be held on 05th of September 2019.

Agenda item No. 1:

Decision on

- a) the five (5) years long authorisation of the Board of Directors to increase the share capital of the Company – via any method(s) for increasing the share capital permitted by law – up to the highest amount of HUF 3,000,000,000. -, namely three billion Hungarian forints, and to make any related decisions which otherwise fall within the competence of the general meeting;
- b) the authorisation of the Board of Directors to decide on issuing corporate bonds up to HUF 30,000,000,000. -, namely thirty billion Hungarian forints, and to make any related decisions which otherwise fall within the competence of the general meeting;
- c) the eighteen (18) month long authorisation of the Board of Directors to carry out acquisition of own shares – not exceeding twenty-five percent (25 %) of the effective share capital of the Company –, and to make any related decisions which otherwise fall within the competence of the general meeting.

Submission to the agenda item No. 1:

With regards the framework of this agenda item, the Board of Directors shall hereby propose the hereinbelow for the General Meeting as it follows:

- a) the General Meeting shall authorize the Board of Directors for a period of five (5) years to increase the share capital of the Company, including the contingent capital increase, with that, the Board of Directors is entitled to increase the share capital up to a total of HUF 3,000,000,000. -, namely Three Billion Hungarian Forints via the authorized mode(s) in line with the legal regulations and by any frequency, and respectively the same shall be applied to the determination of issuing split nominal value of the shares herein. The authorization would be subject to all related issues and resolutions on decisions otherwise referred to the competence of the general meeting, particularly – but not exclusively – the necessary amendments of the Articles of Association of the Company.

- b) In the interest of the induced dynamic development of the Company and thus the involvement of the investors the General Meeting shall hereby authorize the Board of Directors to issue corporate bond by the Company up to the total appropriation of HUF 30,000,000,000. -, namely Thirty Billion Hungarian Forints, which bond issue shall be offered publicly or privately. The authorization would be subject to all the related issues and resolutions on decisions otherwise referred to the scope of the general meeting.
- c) The General Meeting shall hereby authorize the Board of Directors for a period of eighteen (18) months to acquire the share capital issued by the Company as own shares out of the equity shares held at the nominal value of HUF 20. -, namely Twenty Hungarian Forints, upon that, the quantity of the herein shall not exceed the quantity being equivalent to twenty-five percent (25%) of the prevailing share capital of the Company – irrespectively of whether it is subject to the Budapest Stock Exchange or over-the-counter transactions – and with that, in case of an acquisition involving consideration, the lowest value of the consideration shall be the reduced amount of thirty (30) percent of the closing price recorded by the Budapest Stock Exchange prior to the day of the conclusion of the agreement, while the highest value of the consideration shall be the enhanced amount of thirty (30) percent of the closing price recorded by the Budapest Stock Exchange prior to the day of the conclusion of the agreement. The authorization would be subject to all the related issues and resolutions on decisions otherwise referred to the scope of the general meeting.

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

Proposal for resolution No. 1 concerning agenda item No. 1:

General Meeting Resolution No. [■]/2019. (IX.05.):

With regards this resolution, the General Meeting shall authorize the Board of Directors for a period of five (5) years to increase the share capital of the Company, including the cases of the contingent capital increase, with that, the Board of Directors is entitled to increase the share capital up to a total of HUF 3,000,000,000,-, namely Three Billion Hungarian Forints via the authorized mode(s) in line with the legal regulations and by any frequency, and respectively the same shall be applied to the determination of issuing split nominal value of the shares herein. The authorization shall be subject to all the related issues and resolutions on decisions otherwise referred to the scope of the general meeting, particularly – but not exclusively – the necessary amendments of the Articles of Association of the Company.

Proposal for resolution No. 2 concerning agenda item No. 1:

General Meeting Resolution No. [■]/2019. (IX.05.):

In the interest of the induced dynamic development of the Company and thus the involvement of the investors the General Meeting shall hereby authorize the Board of Directors to issue corporate bond by the Company up to the total appropriation of HUF 30,000,000,000,-, namely Thirty Billion Hungarian Forints, which bond issue shall be offered publicly or privately. The authorization shall be subject to all the related issues and resolutions on decisions otherwise referred to the scope of the general meeting.

Proposal for resolution No. 3 concerning agenda item No. 1:

General Meeting Resolution No. [■]/2019. (IX.05.):

With regards this resolution, the General Meeting shall hereby authorize the Board of Directors for a period of eighteen (18) months to acquire the share capital issued by the Company as own shares out of the equity shares held at the nominal value of HUF 20,-, namely Twenty Hungarian Forints, upon that, the quantity of the herein shall not exceed the quantity being equivalent to twenty-five percent (25%) of the prevailing share capital of the Company – irrespectively of whether it is subject to the Budapest Stock Exchange or over-the-counter transactions – and with that, in case of an acquisition involving consideration the lowest value of the consideration shall be the reduced amount of thirty (30) percent of the closing price recorded by the Budapest Stock Exchange prior to the day of the conclusion of the agreement, while the highest value of the consideration shall be the enhanced amount of thirty (30) percent of the closing price recorded by the Budapest Stock Exchange prior to the day of the conclusion of the agreement. The authorization shall be subject to all the related issues and resolutions on decisions otherwise referred to the scope of the general meeting.

Agenda item No. 2:

Regarding any possible changes of the Members of the Board of Directors, decision on the adequacy of the management activity performed by the person concerned as well as on issuing discharge certifying the adequacy of the management activity, and if necessary, on election of new Member of the Board of Directors and on its remuneration.

Submission to the agenda item No. 2:

The Board of Directors shall propose hereby the persons hereinbelow for the General Meeting to be the new members of the Board of Directors – in line with the articles of association – upon joint authorized signature of the herein from the day of 06th of September 2019 for an unspecified term as it follows:

- [*] (mother's maiden name: [*]; date of birth: [*]; address: [*]; tax identification number: [*]);
- [*] (mother's maiden name: [*]; date of birth: [*]; address: [*]; tax identification number: [*]).

Furthermore, the Board of Directors shall propose for the General Meeting to define remuneration for the new members of the Board of Directors of the Company, of which amount shall be in line with the General Meeting Resolution No. 10/2018/07/26.

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

Proposal for resolution No. 1 concerning agenda item No. 2:

General Meeting Resolution No. [■]/2019. (IX.05.):

With regards this resolution, the General Meeting shall elect hereby the persons hereinbelow as new members of the Board of Directors of the Company upon joint authorized signature of the herein from the day of 06th of September 2019 for an unspecified term as it follows:

- [*] (mother's maiden name: [*]; date of birth: [*]; address: [*]; tax identification number: [*]);
- [*] (mother's maiden name: [*]; date of birth: [*]; address: [*]; tax identification number: [*]).

The General Meeting shall state hereby that the new members of the Board of Directors perform their tasks upon agency contract.

Furthermore, upon this resolution the General Meeting shall define hereby that the new members of the Board of Directors of the Company are entitled to receive remuneration of which amount shall be in line with the General Meeting Resolution No. 10/2018/07/26.

Agenda item No. 3:
Regarding any possible changes of the Members of the Supervisory Board and Audit Committee, decision if necessary, on election of new Member of the Supervisory and Audit Committee and on its remuneration.

Submission to the agenda item No. 3:

The Board of Directors shall propose hereby the persons hereinbelow for the General Meeting to be the new members of the Supervisory Board of the Company from the day of 06th of September 2019 for an unspecified term as it follows:

- [*] (mother's maiden name: [*]; address: [*]);
- [*] (mother's maiden name: [*]; address: [*]).

The Board of Directors shall propose for the General Meeting to define remuneration for the new members of the Board of Directors of the Company, of which amount shall be in line with the General Meeting Resolution No. 13/2018/07/26.

Furthermore, the Board of Directors shall propose hereby the persons hereinbelow for the General Meeting to be the new members of the Audit Committee of the Company from the day of 06th of September 2019 for an unspecified term as it follows:

- [*] (mother's maiden name: [*]; address: [*]);
- [*] (mother's maiden name: [*]; address: [*]).

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

Proposal for resolution No. 1 concerning agenda item No. 3:

General Meeting Resolution No. [■]/2019. (IX.05.):

With regards this resolution, the General Meeting shall elect hereby the persons hereinbelow as new members of the Supervisory Board from the day of 06th of September 2019 for an unspecified term as it follows:

- [*] (mother's maiden name: [*]; address: [*]);
- [*] (mother's maiden name: [*]; address: [*]).

The General Meeting shall state hereby that the new members of the Supervisory Board perform their tasks upon agency contract.

Furthermore, upon this resolution the General Meeting shall define hereby that the new members of the Supervisory Board of the Company are entitled to receive remuneration of which amount shall be in line with the General Meeting Resolution No. 13/2018/07/26.

Proposal for resolution No. 2 concerning agenda item No. 3:

General Meeting Resolution No. [■]/2019. (IX.05.):

With regards this resolution, the General Meeting shall elect hereby the persons hereinbelow as new members of the Audit Committee from the day of 06th of September 2019 for an unspecified term as it follows:

- [*] (mother's maiden name: [*]; address: [*]);
- [*] (mother's maiden name: [*]; address: [*]).

The General Meeting shall state hereby that the new members of the Audit Committee perform their tasks upon agency contract.

Agenda item No. 4:

Decision on the amendment of the Articles of Association regarding

- a) the amendment of point 2.3. of the Articles of Association - to establish a new branch – regarding the decision the Board of Directors 4/2019. (VI.27.) Board No.;
- b) the removal of points 10.1. q) and 14.4. of the Articles of Association;
- c) the supplement of point 11.5. of the Articles of Association with the title of "Vice-Chairman";
- d) the resolutions adopted by the present General Meeting.

Submission to the agenda item No. 4:

The Board of Directors informs the Esteemed Shareholders that in order to perform activities in another municipality the Company concluded an agreement on use of the real property found in 6722 Szeged, Tisza Lajos körút 41. with the owner of the real property, thus the Board of Directors shall propose for the General Meeting to register the real property as a place of branch business and respectively the branch business herein shall be included in the Articles of Association and in the company register.

Furthermore, the Board of Directors shall propose hereby that Subpoint q) of Point 10.1. and Point 14.4. of the Articles of Association of the Company shall be deleted from the text of the Articles of Association, and regarding Point 11.5. of the Articles of Association shall be completed with the title of Vice-Chairman of the Board of Directors in line with proposal for resolution on this agenda item.

Finally, the Board of Directors informs the Esteemed Shareholders that upon the general meeting resolutions made on the extraordinary general meeting held on 05th of September 2019 the regulations involved in the herein are respectively to be amended in the Articles of Association.

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

Proposal for resolution No. 1 concerning agenda item No. 4:

General Meeting Resolution No. [■]/2019. (IX.05.):

With regards this resolution, the General Meeting shall make the decision on the operation of the real property of 6722 Szeged, Tisza Lajos körút 41. as a branch business of the Company and the branch business herein shall be respectively included in the Articles of Association of the Company and in the company register.

Proposal for resolution No. 2 concerning agenda item No. 4:

General Meeting Resolution No. [■]/2019. (IX.05.):

With regards this resolution, the General Meeting shall amend the effective text of the Articles of Association of the Company today, with that, the text being ~~erossed~~ shall be deleted while the text in ***bold, italic and underlined*** shall be inserted into the text of the Articles of Association:

Point 2.3. of the Articles of Association is to be amended as it follows:

‘The branch business(es) of the Company:

8000 Székesfehérvár, Seregélyesi út 96.

6782 Mórahalom, Röszei út 43.

6722 Szeged, Tisza Lajos körút 41.”

Point 8.3. of the Articles of Association is to be amended as it follows:

‘It is the right of the general meeting to make decision on the share capital increase on the basis of the submission of the Board of Directors. With regards the performance of the share capital increase upon the entitlement of the ~~Articles of Association~~ ***General Meeting*** within the scope of the directorate there is no need to the general meeting resolution.’

Point 8.4. of the Articles of Association is to be amended as it follows:

~~'The Articles of Association shall authorize the Board of Directors to increase the share capital of the Company upon private marketing of the new shares for the period from 28 April 2017 to 31 March 2022 on its sole discretion with that restriction that in one calendar year the amount of the share capital increase is not allowed to exceed 25% of the share capital being effective on the day of the decision made on share capital increase and the issuing exchange rate is not allowed to be less than 90 % of the relevant stock exchange rate effective on this said day. Regarding the case of determination of lower issuing price of the herein the share capital increase is alluded to the exclusive scope of authority of the general meeting.~~

With regards the General Meeting Resolution No. [■]/2019. (IX.05.) the General Meeting authorized the Board of Directors for a period of five (5) years to increase the share capital of the Company, including the cases of the contingent capital increase, with that, the Board of Directors is entitled to increase the share capital up to a total of HUF 3,000,000,000. -, namely Three Billion Hungarian Forints via the authorized mode(s) in line with the legal regulations and by any frequency, and respectively the same shall be applied to the determination of issuing split nominal value of the shares herein. The authorization shall be subject to all related issues and resolutions on decisions otherwise referred to the scope of the general meeting, particularly – but not exclusively – the necessary amendments of the Articles of Association of the Company.'

Subpoint i) of Point 10.1. of the Articles of Association is to be amended as it follows:

~~'decision – unless otherwise provided by the Articles of Association –~~ **the General Meeting** – on share capital increase;'

Subpoint q) of Point 10.1 of the Articles of Association is to be deleted as it follows:

~~'regarding approval of the contract for pecuniary interest concluded between the Company and the shareholder, and his or her close relative – if the value of consideration defined in the agreement exceeds one tenths of the share capital of the Company;~~

Deleted'

Point 11.5. of the Articles of Association is to be amended as it follows:

'The Board of Directors of the Company consists of three to seven (3-7) persons who choose the Chairman **and the Vice-Chairman** of the Board of Directors from its own members.'

Point 11.10.1. of the Articles of Association is to be amended as it follows:

~~'Pursuant to the Articles of Association~~ **On the basis of the prior authorization of the General Meeting** the Board of Directors is entitled to increase the share capital;'

Point 11.10.2. of the Articles of Association is to be amended as it follows:

~~'The Board of Directors is entitled to purchase own shares of the Company on the basis of an authorization provided by the general meeting not longer than a period of eighteen (18) months~~

~~— upon keeping the restrictions regulated in the Hungarian Act on Civil Code —, with that, purchasing own shares is allowed to serve acquisition aims, and be parts of the management and employees incentives program, and to insure the cover of the herein. Regarding the general meeting held on 17 January 2018, the Board of Directors shall be entitled by the Company to purchase maximum 23.500.000 quantities of own, A series, dematerialized shares of the Company at a nominal value of HUF 20,-/quantity for a period of eighteen (18) months starting from the day of the general meeting decision. The purchase primarily shall be performed at an exchange rate of a minimum of HUF 20,- and a maximum of HUF 100,- in exchange transaction. Within the framework of an over the counter transaction the Board of Directors is exclusively allowed to purchase own share if the exchange rate is at least 20% lower from the actual stock exchange rate. The Board of Directors is obliged to give information on the reason for and the nature of the acquisition of own shares, and on the quantity of the acquired shares, aggregate face value of the herein, and on the ratio of the shares calculated for the share capital of the listed company and the consideration paid for upon the incoming general meeting.~~

With regards the General Meeting resolution No. [■]/2019. (IX.05.) the General Meeting authorized the Board of Directors for a period of eighteen (18) months to acquire the share capital issued by the Company as own shares out of the equity shares held at the nominal value of HUF 20,-, namely Twenty Hungarian Forints, upon that, the quantity of the herein shall not exceed the quantity being equivalent to twenty-five percent (25%) of the prevailing share capital of the Company – irrespectively of whether it is subject to the Budapest Stock Exchange or over-the-counter transactions – and with that, in case of an acquisition involving consideration the lowest value of the consideration shall be the reduced amount of thirty (30) percent of the closing price recorded by the Budapest Stock Exchange prior to the day of the conclusion of the agreement, while the highest value of the consideration shall be the enhanced amount of thirty (30) percent of the closing price recorded by the Budapest Stock Exchange prior to the day of the conclusion of the agreement. The authorization shall be subject to all the related issues and resolutions on decisions otherwise referred to the scope of the general meeting.

Point 14.4. of the Articles of Association is to be deleted as it follows:

~~‘The prior consent of the Supervisory Board is needed to conclude a contract with a shareholder holding shares carrying 10% voting right of the share capital of the Company and holding registered shares or with a close relative of the herein.~~

Deleted’

Dated as of 15th of August 2019 in Budapest

4iG Nyilvánosan Működő Részvénytársaság
Board of Directors