



## INVITATION FOR THE ANNUAL GENERAL MEETING

The Board of Directors of Budapesti Ingatlan Hasznosítási és Fejlesztési Nyrt. (registered office: 1033 Budapest, Polgár str. 8-10., hereinafter referred as: Company) hereby informs the shareholders, that the annual general meeting (hereinafter: AGM) will be held by the Company on 29<sup>th</sup> April 2019 (Monday) at the registered office of the Company (1033 Budapest, Polgár str. 8-10.; „Flórián Udvar Irodaház”). Method of participation: participation in person.

### Agenda items of the AGM:

1. item:

- Report of the Board of Directors on the 2018 business operation
- Report of the Auditor on the 2018 IFRS parent company and consolidated financial statements
- Report of the Audit Committee on the 2018 IFRS parent company and consolidated financial statements
- Decision on the distribution of profit of year 2018 after taxation and the amount of dividend

2. item:

Waiver to be granted to the Board of Directors and its members according to the financial year of 2018.

3.item:

Election of the Auditor.

4. item:

Decision on the compensation of the Board of Directors, members of the Audit Committee and the Auditor.

5. item:

Approval of the corporate governance declaration.

6. item:

Decision on authorization of the Board of Directors to gain the own shares of the Company.

7. item:

Decision on authorization of the Board of Directors to increase the share capital.

8. item:

Decision on the split of the shares issued by the Company.

9. item:

Decision on the amendment of the Articles of Association in relation to the amendment of the Act CII of 2011 on the Real Estate Investment Trusts in the year of 2018.

10. item:

Decision the amendment of the rules of the representation of the Company in writing and the related amendment of the Articles of Association.

11. Others: Announcement of the Board of Directors of the future purposes of the Company (decision cannot be taken)

In relation to the exercise of voting rights we hereby inform our shareholders, that an identification of the shareholders will be initiated by the Company in order to close the list of shareholders until the second working day (25 April 2019) prior to the AGM. Record date of the identification of the shareholders: 18 April 2019.

Shareholder is only entitled to take part on the AGM and exercise its rights if the list of shareholders contains its name on the second working day prior to the date of the AGM. Registered owner of the share cannot be excluded from the exercise of its membership rights at the AGM.

Closure of the list of shareholders does not limit the right of a registered shareholder to transfer the title of its shares. Transfer of the title of shares prior to the date of the AGM does not preclude right of a registered shareholder to take part at the AGM and exercise its rights.

All of the shareholders is entitled to participate and exercise its voting rights at the AGM in person or by means of a proxy (authorised in a public deed or in a private document with full force and effect). Representation rights shall be proved prior to the exercise of voting rights.

Shareholder shall have the right to participate, to request information and to make remarks and proposals at the AGM. Shareholder is entitled, if holding shares with voting rights, to vote. Board of Directors shall provide information at the latest three days before the date fixed for the general meeting to all shareholders which may be deemed necessary for discussions held in connection with the items placed on the agenda of the AGM upon written request submitted at least eight days before the date fixed for the AGM (Hungarian Civil Code: 3:258. §).

Where a group of shareholders together controlling at least one per cent of the votes propose certain additions to the agenda in accordance with the provisions on setting the items of the agenda, or table draft resolutions for items included or to be included on the agenda, the matter proposed shall be construed to have been placed on the agenda if such proposal is delivered to the Board of Directors within eight days following the time of publication of notice for the convocation of the AGM, and the Board of Directors publishes a notice on the amended agenda, and on the draft resolutions tabled by shareholders upon receipt of the proposal. The matter published in the notice shall be construed to have been placed on the agenda. (Hungarian Civil Code: 3:259. §)

The proposals relating to the items on the agenda and the draft resolutions shall be published on [www.bif.hu](http://www.bif.hu), [www.bet.hu](http://www.bet.hu) and [www.kozzetetelek.mnb.hu](http://www.kozzetetelek.mnb.hu), and can be viewed in paper forma at the seat of the Company at least twenty-one days before the AGM.

In case the AGM does not have a quorum at the announced date and time, the Board of Directors hereby convenes the repeated general meeting with the same agenda on May 10, 2019 at 10.00 a.m. Such reconvened AGM shall have a quorum with respect to issues originally put on the agenda, irrespective of the number of the shareholders present.

Budapest, 29 March 2019

Budapesti Ingatlan Hasznosítási és Fejlesztési Nyrt.  
Board of Directors