



Budapest, 25 April, 2017  
Ref. No: 1120/2017.

**INVITATION  
TO THE GENERAL MEETING  
OF THE BUDAPEST STOCK EXCHANGE LTD.**

The Board of Directors of the Budapest Stock Exchange Ltd. (registered seat: 4<sup>th</sup> Floor, Platina Tower, Szabadság Square 7, H-1054, Budapest, company registration number Cg. 01–10–044764, registered by the Court of Registration of the Municipal Tribunal) hereby calls the annual General Meeting of the Budapest Stock Exchange Ltd.

**at 9.30 a.m. on 11th May, 2017**

**Venue of the General Meeting:**

**1<sup>st</sup> Floor Conference Room, Platina Tower I, Bank Center, Szabadság Square 7,  
1054 Budapest**

The procedure for holding the general meeting: personal appearance.

**Agenda of the General Meeting:**

1. Report of the Board of Directors on the activities of the Company in the business year of 2016
2. Report of the Supervisory Board
3. Report of the Auditor
4. Establishment of the report prepared in compliance with the Accounting Act for the business year 2016
5. Proposal of the Board of Directors for the distribution of the profit and the decision on dividend
6. Election of the members of the Board of Directors
7. Election of the chairman of the Board of Directors
8. Election of the members of the Supervisory Board
9. Election of the chairman of the Supervisory Board
10. Determining the remuneration of the officers
11. Approval of the modified rules of procedure of the Supervisory Board



In case there is no quorum at the General Meeting, the Board calls for a rescheduled General Meeting to be held with the same agenda and at the same place **at 9.30 a.m. on 18 May, 2017**. The conditions for attending the rescheduled General Meeting are identical with the conditions for attending the original General Meeting. The rescheduled General Meeting shall be regarded as having a quorum for all issues included in the original agenda, regardless of the number of shareholders attending.

**The condition for the attendance of a shareholder at the General Meeting** is that the shareholder must be registered in the shareholders' register two (2) business days prior to the date of the General Meeting. Solely the registering in the shareholder's register by the aforementioned time certifies the holder as a shareholder; ownership certificate is not needed.

**Date of the closing of the shareholders' register: 9 May, 2017, 3.30 p.m.**

#### **What shareholders must do to obtain the right to attend the General Meeting:**

- verification of the shareholders' register records regarding the identity of the shareholder and the current number of the shares of the shareholder,
- in case the shareholder is not registered in the shareholder's register or if the information recorded in the shareholders' register regarding the number of shares held by a shareholder does not match the current number of shares held, the shareholder may turn to the registrar before **4 May, 2017** to register or complete the registration,
- shareholder may indicate her/his intention to attend the General Meeting to the registrar by **4 May, 2017** at the latest, and may give an instruction to the registrar to announce the shareholder's intention to attend the General Meeting to KELER Zrt.,
- in case the registration is not completed by **4 May, 2017** at the latest, then until 3.00 p.m. on **9 May, 2017** at the latest the shareholder may request to register in the shareholders' register directly from KELER Zrt. based on the ownership certificate referring to the **4 May, 2017** status issued by the registrar.

Shareholders may request their registration in the shareholders' register at KELER Zrt., which is in charge of the management of the shareholders' register (1074 Budapest, Rákóczi út 70-72., telephone: +36 1 483-6100), on business days during the period 9:00 a.m. - 3:00 p.m.

We call the shareholders attention to that in accordance with Art. 355, Paragraphs (3)-(4) of Law CXX of the year 2001, on Capital Markets (CMA), the identifying data on indirect holdings in the Budapest Stock Exchange Ltd. of shareholders with at least five per cent of the shares shall be also recorded, as an annex to the shareholders' register of the Budapest Stock Exchange Ltd. Shareholders having or acquiring a five per cent or higher ownership stake in the Budapest Stock Exchange Ltd. are obligated to report this, (with the simultaneous disclosure of their identifying data), to the registrar of the **shareholders' register**. The shareholder who fails to comply with this reporting obligation shall not be allowed to use his/her voting rights until the fulfilment of this obligation.

In case the share has several holders and the joint representative has been registered in the shareholder's register, the joint representative exercises the shareholder's rights at the general meeting.

#### **Procedural rules for registration at the General Meeting**

#### **Registration at the General Meeting takes place from 8.30 a.m., which will continue during the General Meeting**

Verification of the right of attendance at the general meeting will be done as follows:

##### *I. for the registration of domestic private individuals:*

- a. verification of the record in the shareholders' register;
- b. verification of personal identity, with the presentation of a valid personal identity card/passport and a document certifying that individual's residential address.



c. if a proxy is acting on behalf of the shareholder, verification of the original proxy authorisation, as well as the verification of the personal identity of the person authorised for representation, with the presentation of a valid personal identity card/passport and a document certifying that individual's residential address.

#### II. *for the registration of foreign private individuals*

- a. verification of the record in the shareholders' register.
- b. verification of personal identity, with the presentation of a valid foreign personal identity card/passport.
- c. if a proxy is acting on behalf of the shareholder, verification of the original proxy authorisation, as well as the verification of the personal identity of the person authorised for representation, with the presentation of a valid personal identity card/passport and a document certifying that individual's residential address.

#### III. *for the registration of domestic legal entities*

- a. verification of the record in the shareholders' register.
- b. verification of the authorisation for representation, in case of companies with an original copy of a Certificate of Incorporation issued not earlier than 30 days, in case of other legal entities with original copy or copy of the certificate issued not earlier than 30 days by the registry court or authority on the registered data, and, if applicable, an original proxy authorisation duly signed by the legal entity.
- c. verification of the personal identity of the representative, with the presentation of a valid personal identity card/passport and a document certifying that individual's residential address.

#### IV. *for the registration of foreign legal entities*

- a. verification of the record in the shareholders' register.
- b. verification of the authorisation for representation, in case of companies with an original copy of a Certificate of Incorporation issued not earlier than 30 days, in case of other legal entities with original copy or copy of the certificate issued not earlier than 30 days by the registry court or authority on the registered data (in the absence thereof, some other document providing sufficient proof that it is incorporated in the country where its official address is, in line with the local laws in effect), and, if applicable, an original proxy authorisation duly signed by the legal entity.
- c. verification of the personal identity of the representative, with the presentation of a valid personal identity card/passport and a document certifying that individual's residential address.

If, as evidenced by the Certificate of Incorporation, a procedure to register changes is in process, the shareholder must prove the contents thereof.

If a proxy is representing the shareholder, only an original authorisation prepared in the form of a public document or a private document providing full evidence is acceptable in the registration process (signed by two witnesses or bearing an official corporate signature).

If a person is not registered in the shareholders' register till 3.00 p.m. on 9 May, 2017, or the representative of such a person applies for registration, the organisation in charge of the registration shall not allow this person to exercise the shareholder's rights at the General Meeting. Upon request from the person intending to register, their intention to register shall be recorded.

During the process of registration, the organisation in charge of registration takes the following certificates and documents from the shareholder or its proxy:

- an original copy of the Certificate of Incorporation, not older than 30 days (and any documents registering changes in progress) or original copy or copy of the certificate on the registered data,
- the original copy of the proxy authorisation, if any.

The original copies of the documents submitted for the registration process may be returned upon request, at the registered office of the Budapest Stock Exchange Ltd., at 4<sup>th</sup> Floor, Platina Tower, Szabadság



Square 7, H-1054, Budapest on the business days of the week that follows the date of the General Meeting, following previous consultation.

**Rules of voting**

Voting will be manual at the General Meeting.

Board of Directors  
of the Budapest Stock Exchange Ltd.