
NOTICE OF THE GENERAL MEETING

The Management Board of the **DUNA HOUSE HOLDING Public Limited Company** (registered office: 1016 Budapest, Gellérthegy u. 17.; comp.reg.no.: 01-10-048384; hereinafter: „**Company**”) call the **annual general meeting** of the Company as follows:

Time of the general meeting: **17th April, 2020. 10.00 a.m.**

Place of the general meeting: **The registered office of the Company, H-1016 Budapest, Gellérthegy utca 17.**

The general meeting will be held by **personal attendance**.

Agenda:

1. Determination of voting method, election of officers of the General Meeting;
2. Report of the Management Board on the consolidated accounts of DUNA HOUSE group compiled under the IFRS made with the closing date of 31th December, 2019, adopt the report of the Management Board;
3. Report of the Company’s supervisory board and audit committee on the consolidated accounts of DUNA HOUSE group compiled under the IFRS with the closing date of 31th December, 2019; adopt the report of the supervisory board and audit committee;
4. Report of the Company’s auditor on the consolidated accounts of DUNA HOUSE group compiled under the IFRS made with the closing date of 31th December, 2019; adopt the report of the Auditor
5. Adopt the consolidated account of DUNA HOUSE group compiled under the IFRS made with the closing date of 31th December, 2019.
6. Report of the Company’s Management Board on the annual accounts made under the IFRS with the closing date of 31th December, 2019; Adopt the report of the Management Board
7. Report of the Company’s supervisory board and audit committee on the single annual accounts made under the IFRS with the closing date of 31th December, 2019; adopt the report of the Company’s supervisory board and the audit committee
8. Report of the Company’s auditor on the single annual accounts made under the IFRS with the closing date of 31th December, 2019; adopt the report of the Auditor
9. Adopt the single annual account made under the IFRS with the closing date of 31th December, 2019
10. Decision of the utilization of after-tax profits, determination of dividend for the shareholders of the Company
11. Report of the Management Board on the Company’s business year of 2019, financial situation and business policy, decision on the adoption of the report, decision on discharging the members of the Management Board.
12. Decision on the adoption of the Corporate Governance Report
13. Appointment of the members of the Management Board
14. Extension of the mandate of the members of the Supervisory Board, election of the members of the Supervisory Board, decision on the remuneration of the members of the Supervisory Board.
15. Extension of the mandate of the members of the audit committee, election of the members of the audit committee, decision on the remuneration of the members of the audit committee;
16. Election of the Auditor
17. Decision on the remuneration of the Auditor
18. Decisions regarding Employee Stock Ownership Plans (efficiency criteria, option purchase price)
19. Decision on the adoption of new Employee Stock Ownership Plans and modified Allowance Policy
20. Report of the Management Board on the acquisitions of own shares
21. Authorization of the Management Board regarding the acquisition of own shares
22. Decimation of the nominal value of ordinary shares and related amendments of the Articles of Association
23. Opinion vote - pursuant to Act LXVII of 2019 on the promotion of long-term shareholder participation and the amendment of certain laws for the purpose of legal harmonization - on the company's remuneration policy.

24. Other questions

In the event there is no quorum at the time specified, the repeated general meeting is hereby convened by the Management Board with the same agenda for

10.00 a.m. on 29th April, 2020 at the Company's registered office (H-1016 Budapest, Gellérthegy utca 17.)

On the basis of Section 3:275(1) of Act V of 2013 on the **Civil Code**, in matters on the original agenda, the repeated general meeting shall form a quorum regardless of the number of attending shareholders.

Submissions related to the items on the agenda, the relevant Supervisory Board reports, draft resolutions, aggregated data concerning the number of shares existing at the time the general meeting is convened and the ratio of voting rights, including separate summaries for each share category, and the forms for voting by proxy will be published on the Company's website (<https://dunahouse.com/hu/kozvettelek>) at least 21 days prior to the initial day of the general meeting. Submissions and draft resolutions related to the items on the agenda will be available for personal receipt at the venue of the general meeting on 17 April 2020, during registration.

The right to supplement the agenda of the general meeting may be exercised within eight days of the publication of the notice on convening the general meeting by shareholders who collectively possess at least one percent of votes. In accordance with the provisions of the Civil Code, where a proposal to supplement the agenda, which complies with the rules governing the level of detail of the agenda, or a draft resolution concerning an item on the agenda or an item which should be included in the agenda is communicated to the Board within eight days of the publication of this notice by shareholders collectively possessing at least one percent of votes, the Board shall, once it has been notified of a proposal, publish a notice on the supplemented agenda or the draft resolutions put forward by the shareholders

Participation at the general meeting and the exercising of the right to vote are subject to the following conditions:

On the registration of shareholders through identification procedure, the Company's statutes and the applicable statutory requirements shall be complied with. The record date for identification procedure is 8 April 2020. On the basis of data concerning the outcome of identification procedure, KELER Zrt., the keeper of the record of shareholders, shall register the names of shareholders or nominee shareholders intending to attend the general meeting in the record of shareholders on 8 April 2020 and shall, at the Management Board's instruction, close the record of shareholders on 15 April 2020, without recording any registration requests until the day after the general meeting is adjourned. In accordance with the applicable statutory provisions, the person empowered to exercise the shareholder's rights at the general meeting (i.e. to participate at the general meeting, request information as specified by the law, put forward observations and motions and exercise voting rights) shall be the person whose name is specified in the record of shareholders at 6.00 p.m. on the second business day preceding the initial day of the general meeting.

The keepers of securities accounts shall register shareholders in the record of shareholders on the basis of shareholders' instructions. The time-limit for giving instructions to the keepers of securities accounts shall be notified to shareholders by the keepers of securities accounts.

The Company shall not be responsible for compliance with the instructions to the keepers of securities accounts or the consequences of failure to comply with such instructions.

The closure of the record of shareholders shall not restrict the right of persons registered in the record of shareholders to transfer their shares following the closure of the record of shareholders. The transfer of shares prior to the initial day of the general meeting shall not prevent persons registered in the record of shareholders from attending the general meeting and exercising the rights vested in them as shareholders.

The general meeting shall form a quorum if shareholders representing more than fifty percent of votes embodied by shares carrying voting rights are present. Shares (i.e. both series A ordinary shares and series B preferred dividend employee shares) shall provide voting rights in proportion with the nominal value of shares. The number of votes pertaining to each share shall be equal to the nominal value of the share concerned.

The general meeting shall be attended by shareholders in person or by way of proxy or a nominee shareholder (hereinafter collectively referred to as 'Nominee Shareholder') meeting the requirements laid down in the Civil Code and Act CXX of 2001 on the capital market.

Where shareholders intend to issue a proxy using a form, the relevant form is available on the Company's website (<https://dunahouse.com/hu/kozzetetelek>).

Proxies issued for Nominee Shareholders (including proxies issued on a form) shall be issued as a notarial document or a private document of full probative value. If the proxy was issued in a country other than Hungary, the relevant provisions of the international agreement or reciprocity between the country where the authorisation was issued and Hungary (the Hungarian State) shall also be taken into consideration. If the proxy was issued in a language other than Hungarian, an authentic Hungarian translation shall be attached. The authorisation of persons signing the proxy in the case of shareholders other than natural persons or the authorisation of persons acting at the general meeting on behalf of non-natural person shareholders shall be verified by an original document issued by an authentic register (e.g. certificate of incorporation) or by a notarial statement. If the document verifying authorisation was issued in a language other than Hungarian, an authentic Hungarian translation shall be attached.

The proxy (including proxies issued on a form) shall be handed over to the Company's representative in original during registration before the general meeting at the latest.

For further information, please contact the Company's Investor Relations Contact Person (Dániel Schilling, telephone: +36-1-555-2222, fax: +36-1-555-2220).

Registration, i.e. the verification of authority as a shareholder (Nominee Shareholder), shall take place at the venue on the day of the general meeting, between 9:00 and 9:45 a.m.

Please note that punctual arrival at the registration is important. Once registration has been closed, shareholders (Nominee Shareholders) registered in the record of shareholders but not included in the attendance list may attend the general meeting without exercising their right to vote.

The language of the general meeting is Hungarian.

The notice for the general meeting has been published in Hungarian and English. In case of divergence, the Hungarian text shall prevail.

Emergency actions to prevent the spread of COVID-19 virus

The Company informs the shareholders that its Articles of Association do not allow the holding of the General Meeting in the form of a conference, therefore the meeting can be held only in person. According to Government Decree 41/2020 (III.11.) that is in force on the day of publication of this invitation, holding an event with more than 100 people in a closed place is prohibited, compliance with the restriction is the responsibility of the organizer, which also applies to the General Meeting, and Government Decree 46/2020 (III. 16.) prohibits the presence at the place of the meeting. Based on the headcounts in recent years, it can be assumed that the number of participants on the meeting will remain below 100, however, it cannot be ruled out that the meeting may not be held due to the above-mentioned prohibitions or legislation or official regulations that will be issued later. The Company intends to hold the General Meeting in compliance with the law and with the protection of the health of those who appear there. Therefore, if the meeting will be held, the Company may, on the basis of hygiene considerations, prescribe rules of conduct for the participants, the violation of which constitutes a disturbance of the order of the meeting.

If the General Meeting cannot be held for any reason, the Company shall immediately notify the shareholders.

Budapest, 17 March, 2020

**A DUNA HOUSE HOLDING Nyilvánosan Működő Részvénytársaság
Management Board**