



**SUMMARY OF THE PROSALS AND THE PROPOSED RESOLUTIONS
REGARDING THE AGENDA ITEMS OF THE GENERAL MEETING**

**CIG PANNONIA LIFE INSURANCE PLC.
FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON
21th DECEMBER 2019**

**Date of the Extraordinary General Meeting: 21 December 2019
(Saturday) at 10 a.m.**

**Place of the Extraordinary General Meeting: the registered seat of
the Company**

(address: 1033 Budapest, Flórián tér 1.)



Dear Shareholders!

The Board of Directors of CIG Pannonia Life Insurance Plc. (hereinafter the "Company") convened the Annual General Meeting for 10 a.m. on 21st December 2019. The agenda is included in the Notice of the invitation to the Extraordinary General Meeting that was announced according to Article VIII. 8. of the Company's Articles of Association. The Notice of the invitation to the Extraordinary General Meeting was published on the Company's website (<https://www.cigpannonia.hu/>), on the website operated by the National Bank of Hungary (www.kozzetetelek.hu) and on the website of the Budapest Stock Exchange Private Company Limited by Shares (www.bet.hu) on 20th November 2019.

After the publication of the announcement, none of the shareholders exercised his/her right - according to the 3:259. § (2) of the Act V of 2013 on the Civil Code - to request additional items for the agenda of the General Meeting.

According to the legislation the Board of Directors publishes the proposed resolutions on the agenda items.

According to the abovementioned Section of the Civil Code if shareholders holding jointly at least one per cent of the votes in a public company limited by shares propose certain additions to or draft resolutions regarding certain items on or to be put on the agenda according to the rules on the details of an agenda item, the item proposed shall be deemed to have been put on the agenda if the proposal is communicated to the board of directors within eight days from the date of the publication of the notice convening the general meeting, and the board of directors shall, after receiving the proposal, publish a notice on the supplemented agenda or the draft resolutions presented by the shareholders. The item published in such notice shall be deemed to have been put on the agenda.

In accordance with the relevant legislation the Board of Directors also publishes the shareholder's proposals and the proposed resolution in connections with the agenda items.



The Board of Directors convenes the Extraordinary General Meeting with the following agenda items:

Number of the agenda item	Agenda item
1.	Modification of the Board of Directors' authorization to purchase own shares
2.	Authorization of the Board of Directors to modify the share capital
3.	Decision on strategic investments

This document contains the summary of the proposals and the proposed resolutions regarding to the agenda items of the General Meeting. After studying this document the Esteemed Shareholders receive detailed information on the agenda items of the General Meeting. The Repeated General Meeting convened as a result of lack of quorum shall have quorum for all issues included in the original agenda with the summary of the submissions and proposals for decisions published in this document.

The detailed conditions of attending the General Meeting and the Repeated General Meeting are included in the Notice of the invitation of the General Meeting.

Disclaimer: All information contained within this document is for information purposes only, and shall not be considered an official translation of the official communication referred to herein. This document does not include the integral wording of the official communication referred to herein, the original Hungarian language version of it remains to be the solely legally binding material in the subject matter. For further information, please do not hesitate to contact us.



Preamble
Before the agenda of the general meeting

At its Extraordinary General Meeting on January 30, 2018, the Company decided to make a private equity increase in order to establish a strategic partnership with Konzum Investment and Asset Management Plc.(KONZUM). The two companies carried out the necessary cross-ownership transactions in the framework of strategic cooperation.

On June 30, 2019, KONZUM merged with OPUS GLOBAL Plc. (OPUS), which currently holds 23,466,020 CIGPANNONIA shares. Following the merger, the Company currently holds 6,844,255 OPUS shares.

The Company and OPUS intend to place their strategic cooperation on a new ground, based on mutual business interests. In this regard, the Parties shall consult each other.



AGENDA ITEM no. 1.
MODIFICATION OF THE BOARD OF DIRECTORS' AUTHORIZATION TO PURCHASE OWN SHARES

SUMMARY OF THE PROPOSAL

The General Meeting of the Company authorized the Company to acquire its own shares in 2019 with Decree no. 12/2019 (IV.17)

The Board of Directors requests authorization from the General meeting of the Company to purchase 23,607,065 series A dematerialized ordinary shares to reduce the Company's capital share to the additional terms and conditions as set forth in the original resolution.

The purchase of the own shares shall not prevent compliance with SII requirements. The duration of the authorization shall be last 18 months from the date of adoption of the 2019 Annual General Meeting.

PROPOSED RESOLUTION

The General Meeting resolved on 12/2019. is hereby amended as follows:

The General Meeting authorizes the Board of Directors to purchase 23,607,065 Series A dematerialized ordinary shares to reduce the Company's capital, under the terms and conditions as set forth in the original resolution. The purchase of own shares shall not prevent compliance with SII requirements. The duration of the authorization is 18 months from the date of adoption of the 2019 Annual General Meeting.



AGENDA ITEM no. 2.
AUTHORIZATION OF THE BOARD OF DIRECTORS TO MODIFY
THE SHARE CAPITAL

SUMMARY OF THE PROPOSAL

The public limited liability company may acquire shares it issues in the amount that does not exceed the 25 per cent of the capital share.

Under the legal provisions in force, the Company may acquire its own shares for consideration if the conditions for the payment of dividends are met, since the consideration may be paid only out of those assets of the Company which can be distributed as dividends. As a result, the Company may only purchase its own shares in several installments. In order to acquire the share, the Company must raise the capital share from the capital reserve and then pay the consideration for the purchase of own shares from the retained earnings from the reduction of the capital share. Therefore, the Board of Directors is seeking the authorization of the General Meeting to establish the appropriate capital structure on the basis of which it may carry out increases and reductions in the capital share which are required to make acquisitions.

Based on the individual report of the Company, it has a capital reserve of more than HUF 10 billion. The amount of capital available for the purchase of own shares and the payment of dividends would be increased by restructuring the capital structure as follows:

1. an increase of the capital share from the free capital reserve;
2. reduction of the capital share against the retained earnings.

PROPOSED RESOLUTION

The General Meeting authorizes the Board of Directors to modify the capital share of the Company in order to provide the cover required for the purchase of own shares. The amendment incorporates the increase and decrease of the capital share by the fact that the amount of the capital share must be determined in a way that the Company may pay for the purchase of own shares from the assets payable in the form of dividends.

The General Meeting also authorizes the Board of Directors to amend the relevant provisions of the Articles of Association in accordance with the changes in the capital share.



**AGENDA ITEM no. 3.
DECISION ON STRATEGIC INVESTMENTS**

SUMMARY OF THE PROPOSAL

Based on the authorization of the General Meeting, the Company shall repurchase the shares owned by OPUS. The purchase price is intended to be covered by the Company's existing cash equivalents, i.e. by the sale of 6,844,255 OPUS shares and the planned sale of a 16% stake in MKB-Pannónia Fund Management cPlc. Considering that the Board of Directors has been obliged by the General Meeting to purchase OPUS shares, the Board of Directors requests authorization from the General Meeting to sell OPUS shares.

PROPOSED RESOLUTION

The General Meeting authorizes the Board of Directors to sell all OPUS shares owned by the Company. The minimum consideration per share is the closing price on 27 November 2019, minus 10%.

