

Invitation for General Meeting

The Board of the Directors of the **TrophyResort Nyrt.** (Registration No.: 13-10-041236, Address: 2038 Sósút, Petőfi Sándor utca 39.) hereby calls the General Meeting.

The time of the General Meeting: **25th July, 2015. 11.00 AM**

The place of the General Meeting: **9933 Hegyhátszentjakab, Kossuth utca 3/B., Hungary**

If no quorum will exist at the General Meeting then time of the **Reconvened General Meeting** will be on the **5th of August, 2015, 11 AM.** Place of the Reconvened General Meeting: **9933 Hegyhátszentjakab, Kossuth utca 3/B., Hungary.** The Items on the Agenda of the Reconvened General Meeting are the same as the Items on the Agenda of the original meeting.

The Items on the proposed Agenda are:

1. The confirmation of all Decisions made on the last Annual General Meeting held on the 18th of May 2015, with respect of those affected by the below Items of the Agenda and Draft of Resolutions.
2. The election of the new Member of the Supervisory Board by the way of the amendment of the relevant provisions of the Articles of Association.
3. The setting up of the Audit Committee by the way of the amendment of the relevant provisions of the Articles of Association.
4. The Report of the Audit Committee on
 - 4.1.the Report for 2014 prepared pursuant to the Hungarian accounting rules
 - 4.2.the Consolidated Report for 2014 pursuant to the IFRS accounting rules
5. The Decision on the acceptance of the amended, with the amendments consolidated Articles of Association.
6. Other

Quorum of the General Meeting exists if more than 50% of the shareholders representing the votes embodied by the shares are present.

If a General Meeting is reconvened because of failure to meet the quorum requirements, the reconvened General Meeting will have a quorum on the items on the original agenda regardless of the number of shareholders present. In case of failure to reach a quorum, the participation requirement, and the conditions of exercising the right to vote are the same as the participation requirements and the conditions of exercising the rights to vote on the original General Meeting.

Summaries of the propositions needed to make decisions about the items on the Agenda, and the proposed decisions will be published on the www.trophyresort.hu web-page (according to the rulings on publishing the company's notices) at least twenty-one day before the General Meeting. They will be also available at the place of the General Meeting, one hour before the opening of the General Meeting. If the shareholders used their rights included in the 3:259.§ and in the 266.§ of the Civil

Code, and these shall result of the modification of the Agenda the publishing of the modified Agenda, and the proposed decisions will be done according the relevant rulings.

Each shareholder has the right to participate in the General Meeting, or have him/herself represented with the proper authorization. In relation to the exercising the right to vote we would like to draw the attention of our shareholders to the fact that we are initiating a shareholder identification in order to close down the shareholder's register, before the General Meeting. The day for this is the fifth working day before the General Meeting, the day for closing the Shareholders register is two days before the General Meeting. Membership rights can be exercised by those shareholders whose name can be find in the shareholder's register by 6 PM on the second day before the general meeting. The closure of the shareholder's register will not limit the shareholder in transferring his/her shareholder's rights following the closure. Transferring the shareholder's rights until the day before the General Meeting will not limit the right of the shareholder to participate in the General Meeting and exercise his/her shareholder's rights.

Mode of reconvened General Meeting, if the quorum did not exist at the original meeting: with the personal attendance of the shareholders at the place of the General Meeting.

The shareholders may exercise their rights through their representatives, or personally.

Each shareholder have the right to ask for information, or make a proposal or observations. For cases put on the General Meeting's agenda the Board of directors shall give the necessary information to the written request handed in at least eight days before the General Meeting. The Board of Directors may only deny the information, if they consider it a business secret. Even in this case, if the General Meeting requires the Board of Directors will have to provide the information. Providing information not concerning business secrets should not be limited. Without a written request the Board of Directors is required to give the necessary information at the time of discussing the item on the agenda.

Shareholders representing at least 1% of the shares – with providing the reason – may request the Board to put an item on the Agenda (Civil Code 3:259.§, 266.§). This right may be exercised by the shareholders within eight days from the date of publishing the notice on calling the General Meeting.

Each dematerialized shares with a 200,- HUF nominal value gives the right for one vote for the shareholder at the General Meeting. The capital of the company is represented by 21 000 000,- shares, each share has one vote, therefore all the shares have 21 000 000,- votes.

The registration for the General Meeting shall start one hour before the opening of the General Meeting, and will be open until the opening of the General Meeting. The registration will be valid to the possible reconvened General Meeting. Otherwise registration will be possible from the closing of the General Meeting that had no quorum present, until the opening of the reconvened General Meeting.

25 June, 2015 Budapest

TrophyResort Nyrt.
Board of the Directors

Drafts for resolutions:

The Agenda does not name technical issues such as the opening and checking of the quorum of the General Meeting or the election of the bodies of the General Meeting pursuant to the Hungarian Laws and practice but the final, accepted and signed Minutes of the General Meeting and the Resolution – both of which along with the Attendance Sheet will be filed to the Hungarian Court within 30 days from the day of the General Meeting – both contain them and will be proper.

Drafts of resolutions therefore refer to the above Items of the proposed Agenda as follows.

ad 1.

The Board of the Directors propose that the General Meeting confirms all Decisions made on the last Annual General Meeting held on the 18th of May 2015, except (with respect of) those affected by the below Items of the Agenda and Draft of Resolutions.

Reason: The Company is called on to elect new Members to both the Supervisory Board and the Audit Committee (instead of Mr. Imre Öreg) by the Deficiency Summons of the competent Hungarian Court that was on personal incompatibility. The antecedent was a former Supervisory Board Member's (Mr. Nándor Veseta) resign and the electing of a new Member (Mr. Imre Öreg). The Board of Directors propose that the General Meeting hereby confirms all Decisions made and corrects the personal incompatibility by electing a compatible new Member below.

ad 2.

The Board of the Directors propose the electing of Mr. Tibor Nagy (ID: 444020BA; Address: 8000 Székesfehérvár, Surányi utca 17., Hungary) as the new, compatible Member of the Supervisory Board, by the way of accepting the relevant amendment of the Articles of Association.

ad 3.

The Board of the Directors propose setting up the Audit Committee with Members of Mr. Tibor Nagy (ID: 444020BA; Address: 8000 Székesfehérvár, Surányi utca 17., Hungary) as the new, compatible Member and Mrs. Alíz Lieberné Nagy (see the 3/2015. (05.18.) Decision of the Annual General Meeting) and Mr. Imre Ozsváth (see the 3/2015. (05.18.) Decision of the Annual General Meeting), by the way of accepting the relevant amendment of the Articles of Association.

ad 4.

The Board of the Directors propose the acceptance of the Report of the Audit Committee on

- 4.1. the Report for 2014 prepared pursuant to the Hungarian accounting rules
- 4.2. the Consolidated Report for 2014 pursuant to the IFRS accounting rules

ad 5.

The Board of the Directors propose the acceptance of the amended and with amendments consolidated Articles of Association with respect of the above.

ad 6.

No draft of resolution.

Reason to all above: The Board of the Directors proposed the above provisions as all were in compliance with the binding rules and laws and therefore asks the General Meeting to confirm them in full.

25 June, 2015 Budapest

**TrophyResort Nyrt.
Board of the Directors**