

EXTRAORDINARY ANNOUNCEMENT

28th November 2008, Budapest

Presentations and proposals for the Extraordinary General Meeting of Synergon Information Systems Plc. to be held on 15 December 2008

Board of Directors of Synergon Information Systems Plc (seat: H-1047 Budapest, Baross u. 91-95., reg.nr.: 01-10-044960 – hereinafter: Company) adopted – in its decisions dated 28 November 2008 – the following presentations and proposals for the Extraordinary General Meeting (hereinafter: EGM) of the Company to be held on 15 December 2008:

I. To Agenda 1 of the EGM: („Decision – in order to create a holding structure of the Company – on the intention of demerger according to provisions of Act IV of 2006 on business associations [“Companies Act”] concerning company transformations (and within this: demergers), while maintaining the same company form for the subsequent operations of the Company, and as a result of which three new companies will be established by demerger from the Company– in the form of privately held companies limited by shares - with the participation of the Company. To adopt the decisions relating to the demerger.”):

The Board of Directors has reviewed the measures to be taken in order to improve the operational efficiency of the various business branches and the central organisational units supporting them, as well as the specific organisation solutions in this respect.

In this process the Board of Directors considered as primary concern a more efficient operation of the Company, an improved measurability of the performance of the various business branches and of their cost efficiency, and tried to find such a solution for an organisational pattern capable to operate more efficiently, and basically respectful of the business interests of the shareholders of the Company represented by their stakes and also protecting those.

Considering the above the, for the purpose of establishing a holding structure for the organisation and operations of the Company (Synergon Information Systems Plc), the Board considers the following considerations as the most appropriate, and requests the EGM to adopt the draft decision:

1. According to provisions of Act IV of 2006 on business associations [“Companies Act”] concerning company transformations (and within this: demergers), while maintaining the same company form for the subsequent operations of the Company, and by using for this purpose a part of the assets of the Company, three new companies will be established by demerger from the Company– in the form of privately held companies limited by shares.

The three new companies shall take in charge the following:

a) *Specific activities from among the present business activities of the current Infrastructure Division to be identified in detail in the demerger agreement, together with the contractual rights and obligations belonging to them, and the related professional qualifications and references, and furthermore, due to its legal status as Employer's legal successor, staff performing IT professional activities shall be transferred to this company;*

b) *Specific activities from among the present business activities of the current Business Solutions Division to be identified in detail in the demerger agreement, together with the contractual rights and obligations belonging to them, and the related professional qualifications and references, and furthermore, due to its legal status as Employer's legal successor, staff performing IT professional activities shall be transferred to this company;*

c) *Specific activities from among the present business activities of the units in charge of IT-outsourcing services within the current organization of the Company to be identified in detail in the demerger agreement, together with the contractual rights and obligations belonging to them, and the related professional qualifications and references, and furthermore, due to its legal status as Employer's legal successor, staff performing IT professional activities shall be transferred to this company;*

2. *The central supporting organisational units shall remain and shall continue to operate within the Company, as a holding company.*

3. *Synergion Information Systems Plc shall obtain a decisive 99 per cent ownership share in the companies to be established as a result of the demerger, by way of the companies established by the demerger receiving part of the own shares (i.e. their cash equivalent), as well as the contractual rights, obligations and the related professional qualifications and references to be specified in detail in the demerger agreement, and the remaining one per cent ownership share shall be divided between those shareholders of the Company - in between them in the ratio equivalent to their ownership share in the Company - who wish to acquire an ownership stake in the companies created by the demerger.*

4. *By way of the company transformation as described above it can be ensured that the companies created by the demerger, in their scope of activities as legal successors of Synergion Information Systems Plc can operate in a more efficient, transparent and precise manner so that the result of their business activities shall be reported in the profit and loss figure of Synergion Information Systems Plc as the holding company, and that by way of the decisive stake of Synergion Information Systems Plc the companies created by the demerger shall ensure the protection of the interests of the Company and of its shareholders, and their possibility of growth.*

It is hereby proposed by the Board of Directors that EGM accept the presentation related to Agenda 1.

DRAFT DECISION:

„The EGM accepts the proposal submitted by the Board of Directors, related to Agenda 1.”

The EGM (the shareholders) agree with the intention of demerger as outlined in the presentation.

The EGM invites the Board of Directors to prepare the draft assets balance-sheet and draft inventory balance-sheet of the Company, as well as the starting draft assets balance-sheet and starting draft inventory balance-sheet of the Companies to be created by the demerger, with the closing/opening date of September 30, 2008.

For the auditing of the draft assets balance-sheets and draft inventory balance-sheets and of the final assets balance-sheets and inventory balance-sheets the Board appoints the following financial auditor, and considering also the provisions of Gt. 73 (4) the Board appoints the following independent financial auditor:

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The EGM authorizes the Board of Directors of the Company to conclude a contract with a independent financial auditor.

The shareholders invite the Board of Directors to see to it, that the draft assets balance-sheets and draft inventory balance-sheets are verified by the Supervisory Board.

The EGM invited the Board of Directors to prepare the draft of the demerger agreement, and of the foundation deeds of the legal successor companies, as well as the draft of the modifications to be made eventually in the Statutes of the Company, as well as the draft of the financial settlement method to be implemented with regard to those shareholders who do not wish to participate as shareholders in the legal successor companies, as well as a proposal for assets distribution, an identification of the legal successor concerning pending legal suits and out-of-court legal matters cases, as well as cases handled by various authorities, and a list of all official documents as provided for by law, and to submit these documents to the EGM.

The EGM decides that the Company shall publish an advertisement before the second EGM preceding the demerger, where it shall invite its shareholders to make a statement to indicate if they wish to become shareholders in the Company, and/or in which of the legal successor business companies, or if they do not wish to participate in any of the legal successor companies".