

# EXTRAORDINARY ANNOUNCEMENT

**Budapest, 14<sup>th</sup> January 2009**

**The announcement of Synergon Information Systems Plc. (1047 Budapest, Baross u. 91-95., company registration No.: 01-10-044960 – hereinafter called: the Company) on the participation of the remaining and the departing companies and the way of settlement with shareholders refusing to participate in the legal successor companies in connection with the transformation of the Company by way of demerger (within it: departure).**

Synergon Information Systems Plc. hereby informs its shareholders on the following:

Synergon Information Systems Plc. – by way of its resolution No. 24/2008 (12.15.) /published on the website – [www.synergon.hu](http://www.synergon.hu) – on the same day/ of its General Meeting held on the 15<sup>th</sup> December 2008 – decided that according to the rules on transformation (within it: demerger) of the Act. No. IV of 2006 on business association, besides the continuing operation of the Company with unchanged company form and with the use of a part of the company assets, a new company shall be formed out of the Company by way of departure (as a private company limited by shares – hereinafter called: the Departing Company).

Synergon Information Systems Plc. shall acquire a dominant, 99% ownership share in the new company to be formed by way of departure in a way that a part of the presently existing own shares (namely their countervalue) out of the Company assets, as well as the contractual rights and obligations to be defined in details in the contract on departure, moreover the professionals qualifications and references related to them shall be transferred to the Departing Company, while the remaining 1% ownership share shall be divided between the shareholders of the Company in the ratio equalling their ownership ratio, who want to acquire ownership shares in the Departing Company.

Synergon Information Systems Plc. requests its shareholders to declare whether they want to become a shareholder of the Company and the legal successor company to be formed by way of departure (the Departing Company), as well as whether there are any shareholder, who does not want to participate in either company.

The shareholders, who want to remain the shareholders of Synergon Information Systems Plc. only, do not have to do anything and in the absence of their opposite declaration they shall remain the shareholders of Synergon Information Systems Plc. with unchanged number of shares.

The shareholders, who want to acquire ownership share in only the Departing Company, or in the Departing Company and also in Synergon Information Systems Plc., have to fill in and send the original copy of the private document of documentary proof (the enclosed Statement No. 1) personally or by way of their legal representative or any fully authorized representative to the registered domicile of the Company (1047 Budapest, Baross u. 91-95., 3<sup>rd</sup> floor, Secretariat) until 16:00 p.m. on the 26<sup>th</sup> January 2009 at the latest. The condition of the valid making of the statement is that in connection of the share part, in line of which they want to

participate in the Departing Company, the shareholders have to attach the certificate of the account executive of their securities deposit account to their statements, that they deposited the related shares at a blocked securities subaccount, provided that the shares can only be released from the blocked securities subaccount if the second General Meeting on the transformation of the Company does not approve (makes no resolution on) the transformation or the Registrar of Companies refuses to register the same, otherwise the securities account executive transfers the shares from the blocked securities subaccount to the securities deposit account of Synergon Information Systems Plc (given by it in a separate announcement) following the registration of transformation by the Registrar of Companies and the shareholder is not entitled to dispose of the shares until the release of blocking. Another condition of the legal making of statement is that in case of business associations the related certificate of incorporation and the sample signatures of the signatories of the statement should be enclosed.

The shareholders, who do not want to acquire ownership share in either the Departing Company or Synergon Information Systems Plc., have to fill in and send the original copy of the private document of documentary proof (the enclosed Statement No. 2) personally or by way of their legal representative or any fully authorized representative to the registered domicile of the Company (1047 Budapest, Baross u. 91-95., 3<sup>rd</sup> floor, Secretariat) until 16:00 p.m. on the 26<sup>th</sup> January 2009 at the latest. The condition of the valid making of the statement is that in connection of the share part, in line of which they want to participate in the Departing Company, the shareholders have to attach the certificate of the account executive of their securities deposit account to their statements, that they deposited the related shares at a blocked securities subaccount, provided that the shares can only be released from the blocked securities subaccount if the second General Meeting on the transformation of the Company does not approve (makes no resolution on) the transformation or the Registrar of Companies refuses to register the same, otherwise the securities account executive transfers the shares from the blocked securities subaccount to the securities deposit account of Synergon Information Systems Plc (given by it in a separate announcement) following the registration of transformation by the Registrar of Companies and the shareholder is not entitled to dispose of the shares until the release of blocking. Another condition of the legal making of statement is that in case of business associations the related certificate of incorporation and the sample signatures of the signatories of the statement should be enclosed.

The shareholders, who do not want to acquire ownership share in either the Departing Company or Synergon Information Systems Plc., shall receive during the transformation the assets share from the company assets of Synergon Information Systems Plc. equalling the book value of their shares (equalling HUF 473 per shares) in exchange of their shares, which shall be transferred within thirty (30) days from the registration of transformation by the Registrar of Companies, which shall be published and announced separately by the Company. These shareholders shall lose their ownership title over their previous Synergon Information Systems Plc. parallelly to the issue of the assets share.

In connection with the above Synergon Information Systems Plc. calls the attention of shareholders to the fact that only those shareholders can exercise their rights connected to the shares against the Company, who – as shareholders – or whose nominee were registered into the record of shareholders of the Company

The Board of Directors of Synergon Information Systems Plc.

Appendix No. 1

Statement

I, the undersigned

.....  
[shareholder's name (company name);

.....  
mother's name (company registration No.), address (registered domicile);

.....  
mailing address (if different from address or registered domicile)

as a shareholder of Synergon Information Systems Plc., with respect to the transformation approved in the resolution of the Company No. 24/2008 (12.15.) made by the General Meeting held on the 15<sup>th</sup> December 2008 (hereinafter called: the Resolution), hereby declare that

I want to participate in the company created by way of departure with the ratio of the ownership ratio defined in the Resolution equalling ..... pieces, that is ..... pieces of Synergon Information Systems Plc. shares with a face value of HUF 200 each, while in relation to my remaining Synergon Information Systems Plc. shares (if any) I want to remain the shareholder of Synergon Information Systems Plc.

Dated at ..... on ..... 2009.

.....  
Shareholder's signature

If shareholder is a private individual:

1.  
Witness' name: .....  
Address: .....  
Signature: .....

2.  
Witness' name: .....  
Address: .....  
Signature: .....

Appendix No. 2

Statement

I, the undersigned

.....  
[shareholder's name (company name);

.....  
mother's name (company registration No.), address (registered domicile);

.....  
mailing address (if different from address or registered domicile)

as a shareholder of Synergon Information Systems Plc., with respect to the transformation approved in the resolution of the Company No. 24/2008 (12.15.) made by the General Meeting held on the 15<sup>th</sup> December 2008 (hereinafter called: the Resolution), hereby declare that I own ..... pieces, that is ..... pieces of Synergon Information Systems Plc. shares with a face value of HUF 200 each and I do not want to be a shareholder of either Synergon Information Systems Plc. or the company created by way of departure.

Furthermore, I declare that I accept the content of the announcement published on the order of settlement with shareholders refusing to participate in the legal successor companies following the transformation.

Dated at ..... on ..... 2009.

.....  
Shareholder's signature

If shareholder is a private individual:

1.  
Witness' name: .....  
Address: .....  
Signature: .....

2.  
Witness' name: .....  
Address: .....  
Signature: .....