

Presentations and proposals for the Extraordinary General Meeting of Synergon Information Systems Plc. to be held on 24th July 2009

8th July, 2009 Budapest

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 8th July 2009 – the following presentations and proposals for the Extraordinary General Meeting (hereinafter: EGM) of the Company to be held on 24th July 2009:

- I. To Agenda 1 of the EGM: („Approval of asset balances after registration of the transformation of the Company”) *Appendix 1*

PROPOSAL FOR DECISION:

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

- II. To Agenda 2 of the EGM: („Amendment to Synergon Share Option Program II”)

PRESENTATION:

Section 6 of the Program („Starting date of term of the Option”) shall be supplemented with the following provisions:

„Starting date of term of the Option shall be 1 August 2009.”

Within the framework of the Program the Option for maximum 610 000 (Six hundred ten thousand) Option Shares can be exercised if the stock exchange closing price of the shares on any day prior to the day of release exceeds the Option Shares Purchase Price.”

Subsection a) of Section 8 of the Program („Option Shares Purchase Price”) shall be supplemented with the following provisions:

„Option Shares Purchase Price shall be equal to the turnover weighted average stock exchange price of the 180 days period prior to the exercise of the Option, but it shall be minimum HUF 1 800 (One thousand and eight hundred forint) per share.”

First sentence of Section 14 of the Program („Date of entering into effect”) shall be supplemented with the following provisions:

„This Program shall enter into force and effect on 1 August 2009 and shall remain effective until 1 August 2012.”

Section 18 of the Program shall be supplemented with the following provisions:

„This Program has been approved by the EGM of the Company held on 24 July 2009.”

Paragraphs 2,3 and 4 of Section 2.3. of Appendix 1 of the Program shall be deleted.

PROPOSAL FOR DECISION:

„The EGM accepts proposal of the Board of Directors related to Agenda 2.”

- III. To Agenda 3 of the EGM: („Authorization to the Board of Directors to purchase treasury shares”)

PRESENTATION:

“The General Meeting has authorised the Board of Directors to purchase the Company’s Treasury shares in the stock exchange turnover at a minimum price of 1 HUF per share, and at a maximum price equating to 400% of the Company’s equity capital falling on one share as published in the actually valid latest quarterly quick report of the Company, stipulating that on any given date the stock of the treasury shares in the possession of the Company cannot exceed the value stipulated in a relevant legislative provision. This present authorisation shall be valid for 18 months as of 17 June 2009 and aims at developing the optimal capital structure and creating the opportunity for the Board of Directors to intervene in the event of a fluctuation in the stock exchange rate for the stabilisation of the same, taking into consideration the relevant stipulations of the capital market legislative provisions.”

PROPOSAL FOR DECISION:

„The EGM accepts proposal of the Board of Directors related to Agenda 3.”

Synergon Information Systems Plc.

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FURTHER INFORMATION:

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This document is translation of the original Hungarian version. In case of any difference between the Hungarian document and the English translation the Hungarian wording prevails.

Appendix to the Proposals to the Shareholders meeting of Synergón Information Systems Plc. invited for the date 24th July 2009.

to the agenda point:

„Approval of asset balances after registration of the transformation of the Company”

- Independent Auditor’s Report
- Synergón Information Systems Plc. balances and asset inventory with regard to the transformation, SYNERGON Plc’s (transmitter) property after demerger at 30th April 2009, 2009 and Synergón IT Invest Zrt (receiver) property at 30th April 2009.
- SYNERGON Information Systems Plc.'s property after demerger by 30th April, 2009
- Property of the demerged entity, of Synergón IT Invest Zrt at 30th April, 2009

Synergón Information Systems PLC.

Budapest
1047 Baross u. 91-95.
Company register number: 01-10-044960

Independent Auditor's Report

for the Board of Directors and Shareholders of Synergón information Systems Plc.

Preamble for audit

Under the resolution passed on the extraordinary general meeting of Synergón Information Systems Plc. held on December 15, 2008, pursuant to the provisions of Act IV of 2006 on Business enterprises on transformation, a new private company limited by shares is demerged from Synergón Informatika Nyrt. (hereinafter: Company), while the Company continues operating in unchanged corporate form.

With the cut-off date of November 30, 2008, the senior management of the Company prepared the draft asset statements and asset inventories of the legal predecessor and legal successor companies, and appointed dr. Zsuzsanna Stafira (Chamber license no.: 003453), auditor of Stiperitas Könyvvizsgáló Kft. to verify these.

The general meeting of January 30, 2009 accepted the submitted and verified draft asset statements, and the Metropolitan Court of Budapest, as Court of Registration, recorded the demerging events resolved there as of April 30, 2009.

With the cut-off date of April 30, 2009, the senior management of the Company prepared the final asset statements and asset inventories of the legal predecessor and legal successor companies, and appointed dr. Zsuzsanna Stafira (Chamber license no.: 003453), auditor of Stiperitas Könyvvizsgáló Kft., to verify these.

The subject of the audit: Verification of the final asset statements and asset inventories of Synergón Informatika Nyrt. , prepared for the cut-off date of April 30, 2009

The preparation of the draft asset statements and asset inventories is the responsibility of the Board of Directors of the company in transformation. The responsibility of the auditor is the verification and certification of these, based on her audit.

Under their appointment I conducted the audit of the asset statements of Synergón Information Systems Plc. prepared for the cut-off date of April 30, 2008, supported by a final asset inventory (also enclosed as an attachment to my report, certified by my signature on each page, which contain the following major summary data, certified and approved by me:

In the asset statement supported by the final asset inventory, at Synergón Information Systems Plc. - as the legal predecessor company - the matching sum of assets and liabilities is 8 476 644 thHUF. The value of own equity, i.e. the assets to be divided up, is 5 824 770 thHUF.

As a company created by demerger, Synergón IT Invest Zrt. - which has an asset statement showing 28 538 thHUF as the matching final sum of assets and liabilities - has initial assets, own equity, in the value of 28 538 thHUF.

At the company continuing to operate in unchanged form and with the same name after the demerger, i.e. at Synergón Informatika Nyrt., in the draft asset statement supported by the asset inventory, the matching final sum of the assets and liabilities total 8 480 712 thHUF, and the value of own equity is 5 705 748 thHUF.

The responsibility of the Board of Directors for the preparation of the draft asset statements and asset inventories

The preparation of asset statements supported by the final asset inventory related to the transformation, in line with provisions of the act on business enterprises, the act on accounting and the general and special accounting principles accepted in Hungary, the presentation of the actual assets of the company, are the responsibility of the Board of Directors. This responsibility includes the preparation of the asset inventories and asset statements for the cut-off date of April 30, 2009, free of any material statements deriving from fraud or error, and the true and fair presentation of the assets to be split in these. This responsibility also means the development and maintenance of relevant internal audit (audit processes), selection and application of appropriate accounting policy, furthermore, preparation of accounting estimations reasonable in the given circumstances.

The responsibility of the auditor for the verification of the asset inventories

My responsibility is the control of the agreement and assessment of the analytic ledgers, inventories and general ledger extract constituting the basis of the asset statement compiled by the cut-off date of April 30, 2009, based on the conducted audit. Furthermore, it is my responsibility to assess the authenticity and agreement of the asset inventories and asset statements verified by auditing methods and reflecting the actual asset position of the company as of April 30, 2009, the audit of the documentation underlying the valuations and asset statements applied in these.

I have performed the audit based on the Hungarian Auditing Standards and the laws and other statutes on auditing, in force in Hungary. The above considerations necessitate that I comply with certain ethical requirements and that by the planning and performance of the audit, sufficient and appropriate evidence must be obtained to demonstrate that the asset inventories asset statements do not contain any material misrepresentations.

The completed audit included the performance of procedures that were aimed to obtain auditing evidence about the amounts and disclosures contained in the asset statement. The selected procedures, including the survey of the risks of material misrepresentations in the asset statement, whether deriving from fraud or errors, depend on the judgment of the auditor.

In that assessment of the risks, I evaluate the internal audit systems - relevant for the preparation of the asset statement by the Board of Directors, and its true and fair presentation - in order to be able to design auditing procedures that are the most appropriate in the given circumstances.

In my audit I verified compliance with the applied accounting principles and elements of the company's own accounting principles, furthermore, the soundness of estimations made by the responsible company management and their impact on the assets.

When developing my opinion, I take into account the written auditor's report of Deloitte Könyvvizsgáló és Tanácsadó Kft., the company appointed as the regular auditor, applying to the Annual report with the cut-off date of December 31, 2008, furthermore, my own experiences gained in the audit of the draft asset statements, and draft asset inventories prepared for the cut-off date of November 30, 2008.

Scope

I have performed the audit based on the Hungarian Auditing Standards and the laws and other statutes on auditing, in force in Hungary. Of these I have treated as special priorities Act C of 2000 on Accounting, Act IV of 2006 on Business enterprises and Act V. of 2006 on Company registration, as amended.

Under the above rules, by the planning and performance of the audit I had to obtain sufficient evidence that the final asset statement, prepared for the cut-off date of April 30, 2009, and constituting the basis of the division of assets, and the asset inventories of the demerged and the continuing companies do not include material errors and they are supported by itemized asset inventories. In addition to the above, during my audit I verified the application and observation of the special rules - related to the transformation - applied in drawing up the asset statements and asset inventories, furthermore, the implementation of the statutes and shareholder's resolutions on the distribution of the assets.

I am convinced that my work provides an appropriate basis for the grant of the auditor's opinion.

The final asset statement of Synergon Informatika Nyrt., the company in transformation, underlying the division of the assets, has been prepared for the cut-off date of April 30, 2009, according to the rules of valuation on the cut-off date, from the statements supported by the asset inventory. In my opinion the quantitative and value figures contained in the asset statement and other information are identical - concerning every material relationship - with the inventories from which they have been compiled. The impact of every major event that had become known by June 8 - the date of the planned verification of the asset statement - and happened after the cut-off date of the asset statement was taken into account.

When the assets to be split up were determined, the impact of the after tax profit realized by April 30, 2009 had been taken into account. The division of the company's assets represented in the

asset statement prepared for the cut-off date of April 30, 2009 was performed according to those contained in general meeting resolution no. 2008/24.

The final asset inventories and asset statements prepared for the cut-off date of April 30, 2009 of Synergón IT Invest Zrt., the company resulting after the planned division of assets, and those of Synergón Informatika Nyrt., the company continuing its operation in unchanged form, have been created with true, appropriately documented data with no material errors, in terms of both form and content.

Clause

Clause evidence that the assets inventory and assets balance sheet of Synergón Information Systems Plc., linked to the demerger, have been elaborated in accordance with the provisions of the Act on Accounting and of other legal rules. In my opinion, the draft assets inventories and draft assets balance sheets represent a reliable and true description of the current financial assets situation of the legal predecessor Company and of the legal successor Companies with the effective date of April 30, 2009, that are appropriate to proceed the division of the assets by demerger, and that express the intention of the owners, made public and committed into a General Meeting decision, to implement the demerger.

Budapest, 8th June, 2009

Dr Stafira Zsuzsanna
Independent Auditor
Chamber licence nr. : 003453.

Stiperitas Könyvvizsgáló és Tanácsadó Kft
1122 Budapest Határőr u 74.
Chamber licence nr. : 001524

Synergon Information Systems Plc. balances and asset inventory with regard to the transformation, SYNERGON Plc's (transmitter) property after demerger at 30th April 2009, 2009 and Synergon IT Invest Zrt (receiver) property at 30th April 2009.

(data in Ths HUF)

	SYNERGON Plc (transmitter) book value of properties at 30th Apr 2009	Transfer of profit for period to the retained earnings	SYNERGON Plc (transmitter) book value of properties at 30th Apr 2009	SYNERGON Plc (transmitter) property after demerger at 30th April 2009	Synergon IT Invest Zrt. (receiver) property after demerger at 30th April 2009
ASSETS					
A	FIXED ASSETS	2 871 907	0	2 871 907	0
I	ITANGIBLE ASSETS	459 307	0	459 307	0
II.	TANGIBLE ASSETS	823 929	0	823 929	0
III.	FINANCIAL INVESTMENTS	1 588 672	0	1 588 672	0
B	CURRENT ASSETS	5 021 649	0	5 021 649	28 538
I	INVENTORIES	106 547	0	106 547	0
II	RECEIVABLES	4 011 106	0	4 011 106	28 538
III.	MARKETABLE SECURITIES	456 727	0	456 727	0
IV	FINANCIAL ASSETS	447 269	0	447 269	0
C	Prepaid expenses and accrued income	583 088	0	583 088	0
	TOTAL ASSETS	8 476 644	0	8 476 644	28 538
LIABILITIES and SHAREHOLDERS EQUITY					
D	ISSUED CAPITAL	5 824 770	0	5 824 770	5 796 232
I	Issued capital	1 910 926	0	1 910 926	10 000
II	Issued but not yet paid capital	0	0	0	0
III.	Capital reserves	6 205 289	0	6 205 289	6 172 816
IV	Retained Earnings from previous periods	-2 896 517	233 774	-2 662 743	-2 648 808
V	Non-distributable reserves	371 298	0	371 298	371 298
VI	Profit for the period	233 774	-233 774	0	0
E	PROVISIONS	87 947	0	87 947	87 947
F	LIABILITIES	2 154 005	0	2 154 005	2 182 543
I.	Subordinated liabilities	0	0	0	0
II.	Long term liabilities	122 007	0	122 007	122 007
III.	Short term liabilities	2 031 997	0	2 031 997	2 060 536
G	ACCRUED EXPENSES AND DEFERRED REVENUES	409 923	0	409 923	0
	TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	8 476 644	0	8 476 644	28 538

SYNERGON Information Systems Plc.'s property after demerger by 30th April, 2009
(data in Ths HUF)

	Synergon Plc. (transmitter) continuing property at 30th April 2009	Pay off equity to non participating shareholders	Treasury shares conversion for 99,5% ownership	Adjustments in reserves subject to share withdrawal	Adjustment inside the equity items	SYNERGON Plc. Property after the demerger at 30th April 2009
ASSETS						
A	FIXED ASSETS	2 871 907	0	28 396	0	2 900 303
I	ITANGIBLE ASSETS	459 307	0	0	0	459 307
II.	TANGIBLE ASSETS	823 929	0	0	0	823 929
III.	FINANCIAL INVESTMENTS	1 588 672	0	28 396	0	1 617 067
B	CURRENT ASSETS	5 021 649	0	-24 328	0	4 997 321
I	INVENTORIES	106 547	0	0	0	106 547
II	RECEIVABLES	4 011 106	0	0	0	4 011 106
III.	MARKETABLE SECURITIES	456 727	0	-24 328	0	432 400
IV	FINANCIAL ASSETS	447 269	0	0	0	447 269
	Prepaid expenses and accrued income	583 088	0	0	0	583 088
	TOTAL ASSETS	8 476 644	0	4 068	0	8 480 712
LIABILITIES and SHAREHOLDERS EQUITY						
D	ISSUED CAPITAL	5 796 232	-94 551	4 068	0	5 705 748
I	Issued capital	1 900 926	-39 979	0	0	1 860 947
II	Issued but not yet paid capital	0	0	0	0	0
III.	Capital reserves	6 172 816	-129 824	0	0	3 497 831
IV	Retained Earnings from previous periods	-2 648 808	75 252	4 068	24 328	0
V	Non-distributable reserves	371 298	0	0	-24 328	346 970
VI	Profit for the period	0	0	0	0	0
E	PROVISIONS	87 947	0	0	0	87 947
F	LIABILITIES	2 182 543	94 551	0	0	2 277 094
I.	Subordinated liabilities	0	0	0	0	0
II.	Long term liabilities	122 007	0	0	0	122 007
III.	Short term liabilities	2 060 536	94 551	0	0	2 155 087
G	ACCRUED EXPENSES AND DEFERRED REVENUES	409 923	0	0	0	409 923
	TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	8 476 644	0	4 068	0	8 480 712

**Property of the demerged entity, of Synergion IT Invest Zrt at 30th April, 2009
 (data in Ths HUF)**

	Synergion IT Invest Zrt. (receiver) book value of property at 30th April 2009	Revaluation	Synergion IT Invest Zrt. (receiver) market value of property at 30th April 2009	Value differences	Adjustme nts inside the equity items	property of the demerged entity, of Synergion IT Invest Zrt. At 30th April 2009
ASSETS						
A	FIXED ASSETS	0	0	0	0	0
I	ITANGIBLE ASSETS	0	0	0	0	0
II.	TANGIBLE ASSETS	0	0	0	0	0
III.	FINANCIAL INVESTMENTS	0	0	0	0	0
B	CURRENT ASSETS	28 538	0	28 538	0	28 538
I	INVENTORIES	0	0	0	0	0
II	RECEIVABLES	28 538	0	28 538	0	28 538
III.	MARKETABLE SECURITIES	0	0	0	0	0
IV	FINANCIAL ASSETS	0	0	0	0	0
C	Prepaid expenses and accrued income	0	0	0	0	0
	TOTAL ASSETS	28 538	0	28 538	0	28 538
LIABILITIES and SHAREHOLDERS EQUITY						
D	ISSUED CAPITAL	28 538	0	28 538	0	28 538
I	Issued capital	10 000	0	10 000	0	10 000
II	Issued but not yet paid capital	0	0	0	0	0
III.	Capital reserves	32 473	0	32 473	0	18 538
IV	Retained Earnings from previous years	-13 934	0	-13 934	0	13 934
V	Non-distrutable reserves	0	0	0	0	0
VI	Profit for the period	0	0	0	0	0
E	PROVISIONS	0	0	0	0	0
F	LIABILITIES	0	0	0	0	0
I.	Subordinated liabilities	0	0	0	0	0
II.	Long term liabilities	0	0	0	0	0
III.	Short term liabilities	0	0	0	0	0
G	ACCRUED EXPENSES AND DEFERRED REVENUES	0	0	0	0	0
	TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	28 538	0	28 538	0	28 538