

RESOLUTIONS OF THE ANNUAL GENERAL MEETING

Resolutions of the Annual General Meeting of Synergon Information Systems Plc. Held on 29 April 2011

BUDAPEST, 29 APRIL, 2011

Resolutions of the Annual General Meeting (hereinafter: AGM) of Synergon Information Systems Plc. (seat: H-1047 Budapest, Baross u. 91-95., reg.nr.: 01-10-044960 – hereinafter: Company) held on 29 April 2011, in Budapest, at the seat of the Company:

Considering that General Meeting failed to constitute a quorum by 12:00 p.m. on 29th April 2011, the repeated General Meeting - started from 13:00 p.m. on 29th April 2011 - has been considered a quorum irrespective of the number of the shareholders present.

1.

Resolution nr. 1/2011. (IV.29.):

Ms. Anita Lénárt and Dr. Zsuzsanna Savanyó have been elected as enumerators of votes.

(Number of votes:

FOR: 2.684.049 pieces, rate: 98,171%, represented reg. capital: 28,846 %

AGAINST: 0 pieces, rate: 0%, represented reg. capital: 0%

ABSTAINED: 50.000 pieces, rate: 1.829%, represented reg. capital: 0.537%

2.

Resolution nr. 2/2011. (IV.29.):

Mr. Balázs Benedek Bokorovics as representative of shareholder PannErgy Nyrt. and Mr. Gábor Németh as representative of shareholder Cashline Holding Zrt. have been elected as attestors of the minutes

(Number of votes:

FOR: 2.684.049 pieces, rate: 98,171%, represented reg. capital: 28,846 %

AGAINST: 0 pieces, rate: 0%, represented reg. capital: 0%

ABSTAINED: 50.000 pieces, rate: 1.829%, represented reg. capital: 0.537%

3.

Resolution nr. 3/2011. (IV.29.):

Dr. Judit M. Varga has been elected as keeper of the minutes.

(Number of votes:

FOR:	2.684.049 pieces,	rate: 98,171%,	represented reg. capital: 28,846 %
AGAINST:	0 pieces,	rate: 0%,	represented reg. capital: 0%
ABSTAINED:	50.000 pieces,	rate: 1.829%,	represented reg. capital: 0.537%

4.

Resolution nr. 4/2011. (IV.29.):

The AGM accepted the annual report for 2010 of the Board of Directors according to the written presentation.

(Number of votes:

FOR:	2.684.049 pieces,	rate: 98,171%,	represented reg. capital: 28,846 %
AGAINST:	0 pieces,	rate: 0%,	represented reg. capital: 0%
ABSTAINED:	50.000 pieces,	rate: 1.829%,	represented reg. capital: 0.537%

5.

Resolution nr. 5/2011. (IV.29.):

The AGM accepted the report of the Auditor on the annual report of 2010 and on the proposal for the use of the profit after tax.

(Number of votes:

FOR:	2.684.049 pieces,	rate: 98,171%,	represented reg. capital: 28,846 %
AGAINST:	0 pieces,	rate: 0%,	represented reg. capital: 0%
ABSTAINED:	50.000 pieces,	rate: 1.829%,	represented reg. capital: 0.537%

6.

Resolution nr. 6/2011. (IV.29.):

The AGM accepted the report of the Audit Committee on the annual report of 2010 and on the proposal for the use of the profit after tax.

(Number of votes:

FOR:	2.684.049 pieces,	rate: 98,171%,	represented reg. capital: 28,846 %
AGAINST:	0 pieces,	rate: 0%,	represented reg. capital: 0%
ABSTAINED:	50.000 pieces,	rate: 1.829%,	represented reg. capital: 0.537%

7.

Resolution nr. 7/2011. (IV.29.):

The AGM accepts the annual report for 2010 of Synergon Information Systems Plc and consolidated annual report according to IFRS requirements.

(Number of votes:

FOR:	2.684.049 pieces,	rate: 98,171%,	represented reg. capital: 28,846 %
AGAINST:	0 pieces,	rate: 0%,	represented reg. capital: 0%
ABSTAINED:	50.000 pieces,	rate: 1.829%,	represented reg. capital: 0.537%

8.

Resolution nr. 8/2011. (IV.29.):

The AGM accepts report of the Board of Directors on corporate governance for 2010 according to the written presentation.

(Number of votes:

FOR: 2.684.049 pieces, rate: 98,171%, represented reg. capital: 28,846 %
AGAINST: 0 pieces, rate: 0%, represented reg. capital: 0%
ABSTAINED: 50.000 pieces, rate: 1.829%, represented reg. capital: 0.537%

9.

Resolution nr. 9/2011. (IV.29.):

It is hereby decided by the AGM to accept the performance of the Board of Directors in the business year of 2010 as well as to grant relief to the members of the Board of Directors according to paragraph 30 (5) of the Companies Act.

(Number of votes:

FOR: 2.684.049 pieces, rate: 98,171%, represented reg. capital: 28,846 %
AGAINST: 0 pieces, rate: 0%, represented reg. capital: 0%
ABSTAINED: 50.000 pieces, rate: 1.829%, represented reg. capital: 0.537%

10.

Resolution nr. 10/2011. (IV.29.):

It is hereby decided by the AGM that the members of the Board of Directors shall be obliged to perform their tasks of Directors royalty-free.

FOR: 2.734.049 pieces, rate: 100%, represented reg. capital: 29,383 %
AGAINST: 0 pieces, rate: 0%, represented reg. capital: 0%
ABSTAINED: 0 pieces, rate: 0%, represented reg. capital: 0%

11.

Resolution nr. 11/2011. (IV.29.):

It is hereby decided by the AGM that the Articles of Association (Statutes) of Synergon Information Systems Plc. shall be amended as follows:

VII/1.

Last part of Article 20.2. of the Articles of Association (Statutes) (i.e. wording ” as well as – irrespective of the objective of their acting – the enterprises defined as groups in point 126 of Article (1) in § 5 of the CMA) shall be cancelled.

VII/2.

Article 20.3. of the Articles of Association (Statutes) shall be amended as follows:

„When establishing the fact and the extent of the acquisition of influence under Articles 20.1 and 20.2, the extent of (i) the direct influence and the indirect influence as per point 84 of Article (1) of § 5 of the CMA, as well as the influence of (ii) the persons acting in concert, (iii) the close relatives as per point b) of § 685 of the Civil Code and (iv) the further Associated Persons as per Article 17 shall be added together.”

VII/3.

Second paragraph of Article 25.1. of the Articles of Association (Statutes) shall be amended as follows:

„The notice shall include the following information:

(a) the company's business name and registered address;

(b) the time and place of the General Meeting;

(c) the manner and conditions of the General Meeting

(d) the agenda of the General Meeting;

(e) the conditions of exercising the voting right as laid down in the Statutes;

- (f) the place and the time of the repeated General Meeting in the event of the lack of a quorum at the General Meeting,
- (g) the date until which the names of shareholders and nominees who are intend to participate in the general meeting shall be entered into the register of shareholders;
- (h) information concerning the fact that at the general meeting shareholders rights may be exercised only by the persons whose name is contained in the register of shareholders at the time it was closed;
- (i) information concerning the fact that the closure of the register of shareholders shall not impede the right of a person whose name is contained in the register of shareholders in transferring the shares after the closure of the register of shareholders. The transfer of shares before the opening day of the general meeting shall not preclude the right of a person whose name is contained in the register of shareholders from attending the general meeting and from exercising the shareholder's rights;
- (j) the stipulations set in the Statutes concerning the right to request additional items for the agenda of the general meeting of the Company;
- (j) information concerning the date, place, and the conditions of the execution (included the address of the Company's website) of proposals and draft resolutions placed on the agenda of the General Meeting."

VII/4.

Subsection (o) of Article 25.2. of the Articles of Association (Statutes) shall be amended as follows:

„(o) decision on the exclusion of exercising the subscription first option right; as well as the authorisation of the Board of Directors to restrict or abolish pre-emptive subscription rights”.

VII/5.

The following wording („and the owner is in the possession of the share at the time of the General Meeting”) of subsection (b) of Article 25.6. of the Articles of Association (Statutes) shall be cancelled.

(Number of votes:

FOR:	2.684.049 pieces,	rate: 98,171%,	represented reg. capital: 28,846 %
AGAINST:	0 pieces,	rate: 0%,	represented reg. capital: 0%
ABSTAINED:	50.000 pieces,	rate: 1.829%,	represented reg. capital: 0.537%

Synergon Information Systems Plc.