



INVITATION

This is to announce that the Board of Directors of **BILK Logistics Public Company Limited by Shares** (registered seat: H-1239 Budapest, Európa utca 6.; hereinafter referred to as: the “Company”) convenes its Annual General Meeting for 10 a.m. on 25 April 2019.

Method and Venue of the General Meeting: with the presence of the shareholders (either through a representative) at 1055 Budapest, Kossuth Lajos tér 18. A lh. VI. em. 1/A.

Items on the Agenda of the Annual General Meeting:

- 1) **Report of the Board of Directors on the business operation, on the business policy and on the financial situation of the Company in 2018.**
- 2) **Report of the Supervisory Board, the Audit Committee and the Auditor on the 2018 Standalone Financial Statements of the Company prepared in accordance with International Financial Reporting Standards (IFRS)**
- 3) **Approval of the 2018 Standalone Financial Statements of the Company prepared in accordance with International Financial Reporting Standards (IFRS) and of the use of the profit after tax earned in 2018.**
- 4) **Approval of the Corporate Governance Report.**
- 5) **Granting waiver from liability to the members of the Board of Directors**
- 6) **Other items**

Where a group of shareholders together controlling at least one per cent of the votes in the Company propose certain additions to the agenda in accordance with the provisions on setting the items of the agenda, the matter proposed shall be construed to have been placed on the agenda if such proposal is delivered to the Board of Directors within 8 (eight) days following the time of publication of notice for the convocation of the General Meeting, and the Board of Directors shall publish a notice on the amended agenda and the draft resolutions submitted by the shareholders upon receipt of the proposal. The matter published in the notice shall be deemed to have been placed on the agenda.

Participation and voting at the General Meeting is subject to that the shareholder or the shareholder’s proxy is registered in the Company’s Register of Shareholders no later than on the second working day preceding the General Meeting.

For establishing the Register of Shareholders of the General Meeting the Company will request the owner identification of ordinary shares from KELER Központi Értéktár Zártkörűen Működő Részvénytársaság (hereinafter KELER Zrt.), with respect to shares issued by the Company. Based on the shareholders’ instructions registration of shareholders in the Register of Shareholders shall be ensured by the shareholders’ securities account managers who shall forward the shareholders’ data to KELER Zrt. the keeper of the Register of Shareholders. The Company shall not be responsible for

the consequences of any failure on behalf of securities account manager.

The record date of the owner identification is 23 April, 2019. Where the identification procedure is requested by the Company, the keeper of the Register of Shareholders shall delete all data contained in the Register of Shareholders at the time of the identification procedure and shall simultaneously enter the data obtained upon the identification procedure into the Register of Shareholders and closes them with the data of the identification of the shareholder.

After that any entry affecting the shareholder's shares may be made in the Register of Shareholders no sooner than on the first day after the closing of the General Meeting. The transfer of the share on the day prior to the date of the General Meeting shall not affect the shareholder rights of the individual registered in the Register of Shareholders to attend and to exercise his/her shareholder rights the General Meeting.

Shareholders may also exercise shareholder rights through representatives. The same representative may represent more than one shareholder, but a shareholder may only have one representative. Executive officers, Supervisory Board members and the auditor may not be representatives.

The power of attorney for representation shall be fixed in a public document or in a private document with full probative force.

A shareholder may appoint a shareholder representative to exercise his/her shareholder's rights vis-à-vis the Company. The shareholder's representative exercises the shareholder rights in their own name on behalf of the shareholder. The shareholder representative must be registered with the Register of Shareholders.

On the General Meeting each share with a face value of EUR 0.8 grants the right for 1 (one) vote.

Shareholders are entitled to exercise their voting right only in proportion to their fully paid-up cash contribution. The Company indicates in the Register of Shareholders if the voting right related to the shares may not be exercised.

The General Meeting shall have the quorum if more than one half of the eligible shareholders with voting rights are present. Quorum shall be considered for each decision. Any shareholder who is not eligible to vote in a given subject shall not be included for the purposes of quorum relating to the decision in question.

In the process of adopting a resolution the following persons may not vote:

- a) any person for whom the resolution contains an exemption from any obligation or responsibility, or for whom any advantage is to be provided by the Company;
- b) any person against whom legal proceedings are to be initiated according to the resolution;
- c) any person whose family member has interest in the decision, who is not a shareholder of the Company.

When adopting a resolution the restrictions detailed in Section 3:19 (2) b), e) and f) of the Civil Code may not be applied.

The shareholder cannot exercise its voting right by post prior to the General Meeting.

Pursuant to Article 9.6 of the Articles of Association, insurers and credit institutions may exercise jointly and directly no more than 10% of the total voting rights in the Company.

The General Meeting adopts its resolution by a simply majority of the votes considered upon the establishment of a quorum, except for the matters indicated by the law and specified Paragraphs a)-h) of Section 9.4. of the Articles of Association, in respect of which the General Meeting adopts its resolution by at least three quarters majority of the votes. For the adoption of a decision on regarding the issues detailed in points q) to r) the approval of the shareholders of the affected share series is required.

Should the General Meeting have no quorum, the date of the reconvened General Meeting shall be on May 6, 2019 10 a.m. at 1055 Budapest, Kossuth Lajos tér 18. A lh. VI. em. 1/A. The reconvened General Meeting shall have a quorum for the issues of the original agenda irrespective of the voting rights represented by those present.

On the website of the Company (www.bilk.hu), at least 21 (twenty-one) days prior to the General Meeting the following shall be published:

- a) the aggregated data of the number of shares and voting ratios at the date of the convocation, including separate aggregations made for each class of shares;
- b) proposals relating to the items on the agenda and the Supervisory Board reports relating to them as well as the proposed draft resolutions;
- c) forms to be used in voting through a representative or in a letter if those have not been sent to the shareholders directly.

The General Meeting documents to be published shall, simultaneously with their publication, be sent electronically to the shareholders who specifically expressed this need.

We kindly request our distinguished shareholders to bring all the documents which are required to verify their identity and right to representation. Prior the General Meeting the Company will check the personal identity of the shareholders by comparing it with the data contained in the Register of Shareholders.

This announcement is published in Hungarian and English. The Hungarian version shall prevail in case of any discrepancy between the two versions.

Budapest, 25 March 2019

The Board of Directors of
BILK Logistics Public Company Limited by Shares