
DOCUMENTS OF THE GENERAL MEETING

FOR THE ANNUAL GENERAL MEETING ON
27 APRIL 2022
OF DUNA HOUSE HOLDING NYILVÁNOSAN MŰKÖDŐ RÉSZVÉNYTÁRSASÁG

Time and venue of the General Meeting:
27 April 2022 10:00 a.m
H-1016 Budapest, Gellérthegy utca 17.

Dear Shareholders,

The Board of Directors of **DUNA HOUSE HOLDING Nyrt.** (registered seat: H-1016 Budapest, Gellérthegy u.17.; comp.reg.no.: 01-10-048384; hereinafter: **Company**) has convened the Company's annual general meeting (hereinafter: **General Meeting**) for **10.00 a.m., 27 April, 2022**, which agenda is set out in the notice and in the Notice regarding supplementing the General Meeting's agenda published in the manner specified by the statutes. The notice for the General Meeting was published on **28 March 2022** on the websites of both the Company and the Budapest Stock Exchange.

Individual reference number of company event (COAF): HU20220328004161.

This document set out submissions, information and draft resolutions according to the items on the agenda. The General Meeting document provides shareholders with information on the issues to be discussed at the general meeting.

If the General Meeting fails to form a quorum 1 or more items on the agenda at the time specified in the notice, the general meeting repeated due to the lack of quorum will have the same agenda –affected the cases of lack of quorum - with the same draft resolutions.

This document has been published in Hungarian and English, in case of any divergence, the Hungarian text shall prevail.

TECHNICAL NOTES, INFORMATION

Participation at the general meeting and the exercising of the right to vote are subject to the following conditions:

On the registration of shareholders through identification procedure, the Company's statutes and the applicable statutory requirements shall be complied with. The record date for shareholder verification is **20 April 2022**.

On the basis of data concerning the outcome of shareholder verification, KELER Zrt., the keeper of the record of shareholders, shall register the names of shareholders or nominee shareholders intending to attend the general meeting in the record of shareholders on **20 April 2022** and shall, at the Board's instruction, close the record of shareholders on **25 April 2022**, without recording any registration requests until the day after the general meeting is adjourned. In accordance with the applicable statutory provisions, the person empowered to exercise the shareholder's rights at the general meeting (i.e. to participate at the general meeting, request information as specified by the law, put forward observations and motions and exercise voting rights) shall be the person whose name is specified in the record of shareholders at 6.00 p.m. on the second business day preceding the initial day of the general meeting

The keepers of securities accounts shall register shareholders in the record of shareholders on the basis of shareholders' instructions. The time-limit for giving instructions to the keepers of securities accounts shall be notified to shareholders by the keepers of securities accounts.

The Company shall not be responsible for compliance with the instructions to the keepers of securities accounts or the consequences of failure to comply with such instructions. The closure of the record of shareholders shall not restrict the right of persons registered in the record of shareholders to transfer their shares following the closure of the record of shareholders. The transfer of shares prior to the initial day of the general meeting shall not prevent persons registered in the record of shareholders from attending the general meeting and exercising the rights vested in them as shareholders.

The general meeting shall form a quorum if shareholders representing more than fifty percent of votes embodied by shares carrying voting rights are present. Shares (i.e. both series A ordinary shares and series B preferred dividend employee shares) shall provide voting rights in proportion with the nominal value of shares. The number of votes pertaining to each share shall be equal to the nominal value of the share concerned. The quorum has to be examined/analysed separately for each item on the agenda.

The general meeting shall be attended by shareholders in person or by way of proxy or a nominee shareholder (hereinafter collectively referred to as '**Nominee Shareholder**') meeting the requirements laid down in the Civil Code and Act CXX of 2001 on the capital market.

If the shareholder wishes to give a power of attorney on the form, the relevant form can be found on the Company's website (<https://dunahouse.com/hu/kozzetetelek>).

Proxies issued for Nominee Shareholders shall be issued as a notarial document or a private document of full probative value. If the proxy was issued in a country other than Hungary, the relevant provisions of the international agreement or reciprocity between the country where the authorization was issued and Hungary (the Hungarian State) shall also be taken into consideration. If the proxy was issued in a language other than Hungarian, an authentic Hungarian translation shall be attached. The authorization of persons signing the proxy in the case of shareholders other than natural persons or the authorization of persons acting at the general meeting on behalf of non-natural person shareholders shall be verified by an original document issued by an authentic register (e.g. certificate of incorporation) or by a notarial statement. If the document verifying authorization was issued in a language other than Hungarian, an authentic Hungarian translation shall be attached.

The proxy shall be handed over to the Company's representative in original during registration before the general meeting at the latest.

For further information, please contact DUNA HOUSE HOLDING Nyrt's Investor Contact Person (Dániel Schilling, telephone: +36-1-555-2222, fax: +36-1-555-2220).

Registration, i.e. the verification of authority as a shareholder (nominee shareholder), shall take place at the venue on the day of the general meeting, between 9:00 and 9:45 a.m.

Please note that punctual arrival at the registration is important. Once registration has been closed, shareholders (nominee shareholders) registered in the record of shareholders but not included in the attendance list may attend the general meeting without exercising their right to vote.

In the event there is no quorum at all or on certain agenda items at the time specified, the repeated general meeting is hereby convened by the Board with the same agenda for 10.00 a.m. on **9 May 2022** at the Company's registered address (1016 Budapest, Gellérthegy utca 17.).

On the basis of Section 3:275(1) of Act V of 2013 on the Civil Code, in matters on the original agenda affected with lack of quorum, the repeated general meeting shall form a quorum regardless of the number of attending shareholders.

Summaries of the number of shares and voting rights existing at the time of convening the general meeting.

The composition of the Company's capital

Type of shares	class of shares	series of shares	number of shares issued	nominal value (HUF/share)	Total nominal value
ordinary shares	-	„A”	34 387 870	5	171 939 350,- Ft
employee shares	preferential dividend	„B”	1 000	50	50 000,- Ft
Size of share capital					171 989 350,- Ft

The number of voting rights corresponding to shares

series of shares	number of shares issued	number of shares conferring voting rights	voting rights per share	total voting rights	number of own shares
Series „A”	34 387 870	34 387 870	5	171 939 350 db	728 445 db
Series „B”	1 000	1 000	50	50 000 db	-
Total	34 388 870	34 388 870	-	171 989 350 db	728 445 db

SUGGESTION FOR AGENDA ITEM 1.

Determining the method of voting at the general meeting and electing the officials acting at the general meeting

The Board proposes that the method of voting at the General Meeting should be by ballot papers. The Board shall make suggestion for the officers of the general meeting from the attended members of the Board and shareholders, with that the Board suggest for the president of the General Meeting Dániel Schilling board member and also ask the general meeting to elect the appointed officers.

[Based on the resolution no. 2/2022. (04.04.) of the Board]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 2.

Report of the Board on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31th December 2021, adopt the report of the Board

The Board proposes the General Meeting to adopt the report of the Board on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2021.

The Consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2021 and the related report of the Board – which is the same in content with the business report which is an annex of the consolidated accounts - forms the Annex no. 1 of present Documents of the General Meeting.

DRAFT RESOLUTION

The General Meeting has adopt the report of the Board on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2021.

[Based on the resolution no. 4/2022. (04.04.) of the Board]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 3.

Report of the Company's Supervisory Board and Audit Committee on the consolidated accounts of Company compiled under the IFRS with the closing date of 31 December 2021; adopt the report of the Supervisory Board and Audit Committee

The Board introduces for adoption the reports of the Supervisory Board and the Audit Committee on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2021, and also recommends the General Meeting to adopt it.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 04 April 2022 adopted the reports on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2021 with the *consolidated resolution no. 6/2022. (04.04.) of the Supervisory Board and the Audit Committee.*

The report of the Supervisory Board and the Audit Committee on the consolidated accounts of the Company compiled under the IFRS with the closing date of 31 December 2021 forms an Annex no.2. of present Documents of the General Meeting.

DRAFT RESOLUTION

The General Meeting adopted the consolidated report of the Supervisory Board and the Audit Committee on the consolidated accounts of the Company compiled under the IFRS with the closing date of 31 December 2021.

[Based on the resolution no. 5/2022. (04.04.) of the Board]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 4.

Report of the Company's auditor on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2021; adopt the report of the Auditor

The Board recommends the General Meeting to adopt the report of the Company's auditor on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2021.

The report of Auditor forms Annex no.3 of present Documents of the General Meeting.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 04 April 2022 adopted and recommended for adoption the report of the Auditor in a *consolidated resolution no. 5/2022. (04.04.) of the Supervisory Board and the Audit Committee.*

DRAFT RESOLUTION

The General Meeting adopts the report of the Auditor on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2021.

[Based on the resolution no. 6/2022. (04.04.) of the Board]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 5.

Adopt the consolidated account of the Company compiled under the IFRS made with the closing date of 31 December 2021

The Board recommends the General Meeting to adopt the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2021 with the following main data:

Total comprehensive income: 1.499.723.000 HUF
Total Assets: 22.612.457.000 HUF

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 04 April 2022 adopted the reports on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2021 with the *consolidated resolution no. 7/2022. (04.04.) of the Supervisory Board and the Audit Committee* and also recommends to the General Meeting to acknowledge the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2021.

The report of the Supervisory Board and the Audit Committee on the consolidated accounts of the Company compiled under the IFRS with the closing date of 31 December 2021 forms an *Annex no.2.* of present Documents of the General Meeting.

DRAFT RESOLUTION

The General Meeting adopt the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2021 with the following main data:

**Total comprehensive income: 1.499.723.000 HUF
Total Assets: 22.612.457.000 HUF**

[Based on the resolution no. *7/2022. (04.04.) of the Board*]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 6.

Report of the Company's Board on the annual accounts made under the IFRS with the closing date of 31th December 2021.; Adopt the report of the Board

The Board recommends the General Meeting to acknowledge the report of the Board on the separate annual accounts made under the IFRS with the closing date of 31 December 2021.

The separate annual accounts of the company made under the IFRS with the closing date of 31 December 2021 and the relating report of the Board – which is the same in content with the business report which is a part of the annual accounts – forms Annex no. 4. of present Documents of the General Meeting.

DRAFT RESOLUTION

The General Meeting adopt the report of the Board on the separate annual accounts of the Company under the IFRS with the closing date of 31 December 2021.

[Based on the resolution no. 2/2022. (04.04.) of the Board.]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 7.

Report of the Company's Supervisory Board and Audit Committee on the annual accounts made under the IFRS with the closing date of 31th December 2021; adopt the report of the Company's Supervisory Board and the Audit Committee

The Board recommends the General Meeting to acknowledge the report of the Company's Supervisory Board and Audit Committee on the annual accounts made under the IFRS with the closing date of 31 December 2021.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 04 April 2022 adopted the report on the separate annual accounts made under the IFRS with the closing date of 31 December 2021 with the *consolidated resolution no. 3/2022. (04.04.) of the Supervisory Board and the Audit Committee.*

The report of the Supervisory Board and the Audit Committee on the annual accounts made in line with IFRS with the closing date of 31 December 2021 forms an *Annex no. 5.* of present Documents of the General Meeting.

DRAFT RESOLUTION

The General Meeting adopt the report of the Supervisory Board and the Audit Committee on the separate annual accounts made under the IFRS with the closing date of 31 December 2021.

[Based on the resolution no. 10/2022. (04.04.) of the Board.]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 8.

Report of the Company's auditor on the separate annual accounts made under the IFRS with the closing date of 31th December 2021; adopt the report of the Auditor

The Board recommends the General Meeting to acknowledge the report of the Company's Auditor committee on the separate annual accounts made under the IFRS with the closing date of 31 December 2021.

The report of the Auditor forms *Annex no. 6.* of present Documents of the General Meeting.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 04 April 2022 adopted the report of the Auditor on the annual accounts made in line with IFRS with the closing date of 31 December 2021 with the *consolidated resolution no. 2/2022. (04.04.) of the Supervisory Board and the Audit Committee.*

DRAFT RESOLUTION

The General Meeting adopt the report of the Auditor on the separate annual accounts made under the IFRS with the closing date of 31 December 2021.

[Based on the resolution no. 11/2022. (04.04.) of the Board.]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 9.

Adopt the separate annual account made under the IFRS with the closing date of 31 December 2021

The Board recommends the General Meeting to adopt the separate annual account made under the IFRS with the closing date of 31 December 2021 with the following main data:

Total comprehensive income: 1.075.724.000 HUF profit

Total Assets: 12. 227.882.000 HUF

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 04 April 2022 adopted the reports on the separate annual account made under the IFRS with the closing date of 31 December 2021 by the *consolidated resolution no. 4/2022. (04.04.) of the Supervisory Board and the Audit Committee* and also recommends to the General Meeting to adopt the separate annual account made under the IFRS with the closing date of 31 December 2021.

The report of the Supervisory Board and the Audit Committee on the separate annual account made under the IFRS with the closing date of 31 December 2021 forms *Annex no. 5* of present Documents of the General Meeting.

DRAFT RESOLUTION

The General Meeting adopt the separate annual account of the Company made under the IFRS with the closing date of 31 December 2021 with the following main data:

Total comprehensive income: 1.075.724.000 HUF profit

Total Assets: 12.227.882.000 HUF

[Based on the resolution no. 12/2022. (04.04.) of the Board.]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 10.

Decision of the utilization of after-tax profits, determination of dividend for the shareholders of the Company

The Board of Directors proposes the General Meeting to decide to pay a total amount 1,175,700,000,- HUF (one billion one hundred seventy-five million seven hundred thousand forint) dividend to the shareholders from which the amount of employee shares are HUF 75,300,000, while the amount of ordinary shares are HUF 1,100,400,000 (32.0,-HUF dividend / share for each of the 34,387,870 pieces of ordinary shares). In accordance with the provisions of the Articles of Association the date of the payment of the dividend shall be determined by the Board, which shall be entitled to decide on the payment of dividend in several installments. In relation with the payment of dividend in one or more installments the Board shall be entitled to dispose differently in respects with the ordinary shares and the employee shares. Those shareholders shall be entitled to dividend, who is listed in the share register on the basis of the identification procedure. In case the Board decide to pay the dividend in more installments, the entitlement to dividends shall be determined before each payment according to the above.

In accordance with Article 18.2. of the Articles of Association the General Meeting decides which part of the after tax profit could be reinvested and which part could be payed out as dividend.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 04 April 2022 supported the above suggestion of the Board with the *consolidated resolution no. 9/2022. (04.04.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

DRAFT RESOLUTION

Board proposes that The General Meeting decide to pay a total amount of amount 1,175,700,000,- HUF (one billion one hundred seventy-five million seven hundred thousand forint) – dividend to the shareholders from which the amount of employee shares are HUF 75,300,000, while the amount of ordinary shares are HUF 1,100,400,000 (32.0,-HUF dividend / share for each of the 34,387,870 pieces of ordinary shares). In accordance with the provisions of the Articles of Association the date of the payment of the dividend shall be determined by the Board, which shall be entitled to decide on the payment of dividend in several installments. In relation with the payment of dividend in one or more installments the Board shall be entitled to dispose differently in respects with the ordinary shares and the employee shares. Those shareholders shall be entitled to dividend, who is listed in the share register on the basis of the identification procedure. In case the Board decide to pay the dividend in more installments, the entitlement to dividends shall be determined before each payment according to the above.

[Based on the resolution no. 13/2022. (04.04.) of the Board.]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 11.

Report of the Board on the Company's business year of 2021, financial situation and business policy, decision on the adoption of the report, decision on discharging the members of the Board.

The Board proposes the General Meeting to adopt with a resolution the report of the Board on the Company's business year of 2021, financial situation and business policy.

The Report of the Board on the Company's business year of 2021 is the same in content with the business report which is a part of the consolidated accounts compiled under the IFRS made with the closing date of 31 December 2021; the report forms part of *Annex no.1* of present Documents of the General Meeting.

The Board based on the suggested report asks the General Meeting to review the work of the Board in the business year 2021 and also to give the waiver according to the Section 8.12 of the Articles of Association. The Board suggests to decide with separate resolution in the above matters.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 04 April 2022 supported the above suggestion of the Board with the *consolidated resolution no. 1/2022. (04.04.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

DRAFT RESOLUTION

The General Meeting adopt the report of the Board on the Company's business year 2021, the financial situation and the business policy.

The General Meeting reviewed the work of the Board in the business year 2021 and give waiver according to the Section 8.12 of the Articles of Association to the members of the Board.

[Based on the resolution no. 14/2022. (04.04.) of the Board.]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 12.

Decision on the adoption of the Corporate Governance Report

The Board introduce the Corporate Governance Report to the General Meeting and recommends to adopt it with a resolution.

The Corporate Governance Report of the Company forms *Annex no. 7.* of present Documents of the General Meeting.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 04 April 2022 supported the above suggestion of the Board with the *consolidated resolution no. 10/2022. (04.04.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

DRAFT RESOLUTION

The General Meeting adopt the Corporate Governance Report of the Company.

[Based on the resolution no. 15/2022. (04.04.) of the Company.]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 13.

Appointment of the members of the Board

The Board suggest the General Meeting to decide about the extension of the mandate of the Ferenc Máté (mother's name: Petrenka Zsuzsanna Éva, address: 1121 Budapest, Denevér út 70.) and dr. Jenő Nagy (mother's name: Julianna Farkas, resident: 1037 Budapest, Floating Slope 22) and Dániel Schilling (mother's name: Horváth Ágota Teréz, resident: 1126 Budapest, Kiss János altábornagy u. 38.) members of the Board until 31 May 2023 with a joint right of representation in accordance with the Deed of foundation with that the other representative shall be always Gay Dymshiz or Doron Dymshiz. The remuneration of dr. Jenő Nagy, member of the Board of Directors is monthly HUF 250,000. The other members of the Board of Directors shall not be remunerated in connection with this legal relationship.

The mandate of the members of the Boards shall be extended and also came into force if the members accept the appointment.

The Board suggests the General Meeting to decide about the extension of the mandate of the Ferenc Máté and dr. Jenő Nagy and Dániel Schilling as members of the Board with separate resolutions.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 04 April 2022 supported the above suggestion of the Board with the *consolidated resolution no. 11/2022. (04.04.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

DRAFT RESOLUTIONS

The General Meeting decides to extent to mandate of Ferenc Máté (mother's name: Petrenka Zsuzsanna Éva, address: 1121 Budapest, Denevér út 70.) member of the Board, until 31 May 2023 with a joint right of representation in accordance with the Deed of foundation with that the other representative shall be always Gay Dymshiz or Doron Dymshiz. The mandate of the member shall be extended if the members accept the appointment.

The General Meeting decides to extent to mandate of dr. Nagy Jenő (her mother's name: Julianna Farkas, residing at 1037 Budapest, Hailing slope 22.) member of the Board, until 31 May 2023 with a joint right of representation in accordance with the Deed of foundation with that the other representative shall be always Gay Dymshiz or Doron Dymshiz. The mandate of the member shall be extended if the members accept the appointment.

The General Meeting decides to extent to mandate of Dániel Schilling (mother's name: Horváth Ágota Teréz, resident: 1126 Budapest, Kiss János altábornagy u. 38.) member of the Board, until 31 May 2023 with a joint right of representation in accordance with the Deed of foundation with that the other representative shall be always Gay Dymshiz or Doron Dymshiz. The mandate of the member shall be extended if the members accept the appointment.

The General Meeting decides that the remuneration of dr. Jenő Nagy, member of the Board of Directors is monthly, gross HUF 250,000. Other members of the Board of Directors will not be remunerated in connection with this legal relationship.

[Based on the resolution no. 16/2022. (04.04.) of the Board.]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 14.

Extension of the mandate of the members of the Supervisory Board, election of members of the Supervisory Board, decision on the remuneration of the members of the Supervisory Board

The Board recommends the General Meeting to decide about the extension of the mandate of the members Károly Redling (mother's name: Éva Tamási; address: H-1126 Budapest, Vöröskő utca 12/A. 2. em. 12.) and Dr. György Martin Hajdu (mother's name: Dr. Éva Balogh; address: H-1026 Budapest, Széplak utca 11.) of the Supervisory Board until 31 May 2023, furthermore, to decide on the election of Kálmán Nagy (mother's name: dr. Orsolya Miskolczi, address: H-1121 Budapest, Mártonhegyi út 11/A) as a member of the Supervisory Board to replace Balázs Sándorfi (mother's name: Margit Bartók; address: H-1125 Budapest, Mátyás király út 25) from the day of 1 June 2022.

Based on that, the Board suggests the General Meeting that the members of the Supervisory Board shall be continuously, but until 31 May 2023 the following people:

Károly Redling (mother's name: Tamási Éva; address: 1126 Budapest, Vöröskő utca 12/A. 2. em. 12.)

Dr. György Martin Hajdu (mother's name: Dr. Balogh Éva; address: 1026 Budapest, Széplak utca 11.)

Kálmán Nagy (mother's name: dr. Orsolya Miskolczi, address: H-1121 Budapest, Mártonhegyi út 11/A).

The Board suggests the General Meeting to decide about the mandate of the members of the Supervisory Board and the remuneration of the members of the Supervisory Board with separate resolutions. The mandate of the members of the Supervisory Board and the Audit Committee shall be extended or established if the members accept the appointment.

The Board suggest to the General Meeting to decide about the remuneration of the members of the Supervisory Board and Audit Committee in the amount of gross HUF 200,000,- per month from 27 April 2022 until 31 May 2023 per each member of the Supervisory Board, which amount includes the remuneration both for the membership of the Supervisory Board and the Audit Committee, and to decide about the remuneration of the Chairman of the Supervisory Board in the amount of gross HUF 250,000,-, which shall also include the membership of the Supervisory Board and the Audit Committee.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 04 April 2022 supported the above suggestion of the Board with the *consolidated resolution no. 12/2022. (04.04.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it with that the members of the Supervisory Board previously made declaration that in case the General Meeting adopt the extension of their mandate and the present remuneration, they accept it.

DRAFT RESOLUTIONS

The General Meeting decides to extent the mandate of the members Károly Redling (mother's name: Éva Tamási; address: H-1126 Budapest, Vöröskő utca 12/A. 2. em. 12.) and Dr. György Martin Hajdu (mother's name: Dr. Éva Balogh; address: H-1026 Budapest, Széplak utca 11.) of the Supervisory Board until 31 May 2023, furthermore, decides on the election of Kálmán Nagy (mother's name: dr. Orsolya Miskolczi, address: H-1121 Budapest, Mártonhegyi út 11/A) as a member of the Supervisory Board to replace Balázs Sándorfi (mother's name: Margit Bartók; address: H-1125 Budapest, Mátyás király út 25) from the day of 1 June 2022. Based on that, the members of the Supervisory Board of the Company shall be in case the members accept the appointment until 31 May 2023:

Károly Redling (mother's name: Éva Tamási Éva; address: H-1126 Budapest, Vöröskő utca 12/A. 2. em. 12.);

Dr. György Martin Hajdu (mother's name: Dr. Éva Balogh Éva; address: H-1026 Budapest, Széplak utca 11.);

Kálmán Nagy (mother's name: dr. Orsolya Miskolczi, address: H-1121 Budapest, Mártonhegyi út 11/A).

The General Meeting determinates the remuneration of the members of the Supervisory Board until 31 May 2023 in the amount of gross HUF 200,000,- monthly per each member of the Supervisory Board, which amount includes the remuneration both for the membership of the Supervisory Board and the Audit Committee, and decides about the remuneration of the Chairman of the Supervisory Board in the amount of gross HUF 250,000,-, which shall also include the membership of the Supervisory Board and the Audit Committee.

[Based on the resolution no. 17/2022. (04.04.) of the Board and resolution no. 18/2022. (04.04.) of the Board.]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 15.

Extension of the mandate of the members of the Audit Committee, election of Audit Committee, decision on the remuneration of the members of the Audit Committee

The Board recommends the General Meeting to decide about the extension of the mandate of the members Károly Redling (mother's name: Éva Tamási; address: H-1126 Budapest, Vöröskő utca 12/A. 2. em. 12.) and Dr. György Martin Hajdu (mother's name: Dr. Éva Balogh; address: H-1026 Budapest, Széplak utca 11.) of the Audit Committee until 31 May 2023, furthermore to decide on the election of Kálmán Nagy (mother's name: dr. Orsolya Miskolczi, address: H-1121 Budapest, Mártonhegyi út 11/A) as a member of the Audit Committee to replace Balázs Sándorfi (mother's name: Margit Bartók; address: H-1125 Budapest, Mátyás király út 25) from the day of 1 June 2022. Based on that, the Board suggests the General Meeting that the members of the Audit Committee shall be continuously, but until 31 May 2022 the following people:

Károly Redling (mother's name: Tamási Éva; address: 1126 Budapest, Vöröskő utca 12/A. 2. em. 12.)
Dr. György Martin Hajdu (mother's name: Dr. Balogh Éva; address: 1026 Budapest, Széplak utca 11.)
Kálmán Nagy (mother's name: dr. Orsolya Miskolczi, address: H-1121 Budapest, Mártonhegyi út 11/A)

The Board suggests the General Meeting to decide about the prolongation of the mandate of the members of the Audit Committee and the remuneration of the members of the Audit Committee with separate resolutions.

The mandate of the members of the Audit Committee shall be extended or established if the members accept the appointment.

The Board suggest to the General Meeting to decide about the remuneration of the members of the Supervisory Board and Audit Committee in the amount of gross HUF 200,000,- per month from 27 April 2022 until 31 May 2023 per each member of the Audit Committee, which amount includes the remuneration both for the membership of the Supervisory Board and the Audit Committee, and to decide about the remuneration of the Chairman of the Audit Committee in the amount of gross HUF 250,000,-, which shall also include the membership of the Supervisory Board and the Audit Committee.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 04 April 2022 supported the above suggestion of the Board on the consolidated session which was held on 04 April 2022 with the *consolidated resolution no. 12/2022. (04.04.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it with that the members of the Audit Committee previously made declaration that in case the General Meeting adopt the extension of their mandate and the present remuneration, they accept it.

DRAFT RESOLUTIONS

The General Meeting decide to extent the mandate of the members Károly Redling (mother's name: Éva Tamási; address: H-1126 Budapest, Vöröskő utca 12/A. 2. em. 12.) and Dr. György Martin Hajdu (mother's name: Dr. Éva Balogh; address: H-1026 Budapest, Széplak utca 11.) of the Audit Committee until 31 May 2023, furthermore, decides on the election of Kálmán Nagy (mother's name: dr. Orsolya Miskolczi, address: H-1121 Budapest, Mártonhegyi út 11/A) as a member of the Audit Committee to replace Balázs Sándorfi (mother's name: Margit Bartók; address: H-1125 Budapest, Mátyás király út 25) from the day of 1 June 2022. Based on that, the members of the Audit Committee of the Company shall be in case the members accept the appointment until 31 May 2023:

**Károly Redling (mother's name: Éva Tamási Éva; address: H-1126 Budapest, Vöröskő utca 12/A. 2. em. 12.);
Dr. György Martin Hajdu (mother's name: Dr. Éva Balogh Éva; address: H-1026 Budapest, Széplak utca 11.);**

Kálmán Nagy (mother's name: dr. Orsolya Miskolczi, address: H-1121 Budapest, Mártonhegyi út 11/A).

The General Meeting determinates the remuneration of the members of the Audit Committee until 31 May 2023 in the amount of gross HUF 200,000,- monthly per each member, which amount includes the remuneration both for the membership of the Supervisory Board and the Audit Committee, and decides about the remuneration of the Chairman of the Audit Committee in the amount of gross HUF 250,000,-, which shall also include the membership of the Supervisory Board and the Audit Committee.

[Based on the resolution no. 17/2022. (04.04.) of the Board and resolution no. 18/2022. (04.04.) of the Board.]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 16-17.

Election of the Auditor and decision about the remuneration of the Auditor

The Board is currently unable to propose a permanent auditor for the Company to the General Meeting.

The current auditor in charge (Péter Kékesi, BDO Magyarország Könyvvizsgáló Kft.) has reached the maximum term of office available under the applicable legislation. The selection of the new auditor has started on 14 February 2022, however, due to significant workload, potential bidders have not yet had the opportunity to submit sufficient number of professional bids to the Company, therefore, a significant extension of the original bidding deadline (11 March 2022) shall be justified.

Accordingly, the Board suggests the General Meeting to instruct the Board to elect a new auditor, and to convene an extraordinary General Meeting of to decide on the new auditor and His/Her remuneration, which shall be held no later than 30 September 2022.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 04 April 2022 supported the above suggestion of the Board with the *consolidated resolution no. 13/2022. (04.04.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

DRAFT RESOLUTION

The General Meeting authorises and also instructs the Board to select the new auditor of the Company and, on the basis of its proposal, to convene an extraordinary General Meeting no later than 30 September 2022, where the new auditor and His/Her remuneration shall be decided.

[Based on the resolution no. 19/2022. (04.04.) of the Board]

SUGGESTION AND DRAFT RESOLUTION FOR AGENDA ITEM 18.

Decisions regarding Employee Stock Ownership Plans (efficiency criteria, option purchase price)

According to the Employee Shareholder Program and Remuneration Policy, decisions of the General Meeting are needed for Program 2020/2022 (Appendix 6.) and the Employee 2021 Program (Appendix 5.) of the Company's Employee Shareholder Program and Remuneration Policy.

The Company's consolidated revenue of business year 2021 (14,461,930,000,- HUF) exceeded the Company's consolidated revenue of business year 2019 (7,891,743,000,- HUF), therefore it can be stated the performance indicator of Program 2020/2022 and Employee 2021 Program has been fulfilled.

The Board suggest the General Meeting to adopt that the performance indicator has been fulfilled in Program 2020/2022 (Appendix 6.) and the Employee 2021 Program (Appendix 5.) of the Employee Shareholder Program and Remuneration Policy, and to determine HUF 511 Option Price per Acquirable Share for Program 2020/2022 and HUF 511 Option Price per Acquirable Share for Employee 2021 Program.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 04 April 2022 supported the above suggestion of the Board with the consolidated resolution no. 14/2022. (04.04.) of the Supervisory Board and the Audit Committee and also recommended the General Meeting to adopt it.

DRAFT RESOLUTION

The General Meeting adopts that the performance indicator has been fulfilled in Program 2020/2022 (Appendix 6.) and the Employee 2021 Program (Appendix 5.) of the Employee Shareholder Program and Remuneration Policy and decides HUF 511 Option Price per Acquirable Share for Program 2020/2022 and HUF 511 Option Price per Acquirable Share for Employee 2021 Program.

[Based on the resolution of 20/2022. (04.04.) of the Board]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 19.

Decision on the adoption of new Employee Stock Ownership Plans and modified Remuneration Policy

The Board suggests General meeting to accept in connection with the modified Company's Employee Stock Ownership Plan

- Employee Program 2023 stated in Appendix 9. of Remuneration Policy having regard to the participants indicated in that, subject to the conditions therein and an effective date of 27th April, 2022,
- Program 2022/2024 stated in Appendix 10. of Remuneration Policy having regard to the participants indicated in that, subject to the conditions therein and an effective date of 27th April, 2022,
- in case of Program 2020/2022 stated in Appendix 6. of Remuneration Policy the change of the exercising duration to 1 year and 90 days from the day after the General Meeting which decides about the accounting reports referring the performance indicator,

furthermore to extend the authorization of the Board given by all the resolutions of the Shareholders' Meeting to all approved Programs, to their modification and implementation.

The amended Remuneration Policy and all the Programs forms Appendix 8. of present Documents of the General Meeting.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 04 April 2022 supported the above suggestion of the Board with the *consolidated resolution no. 15/2022. (04.04.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

DRAFT RESOLUTION

Regarding Company's modified Employee Stock Ownership Plans and Remuneration Policy the General Meeting accepts the

- **Employee Program 2023 stated in Appendix 9. of Remuneration Policy having regard to the participants indicated in that, subject to the conditions therein and an effective date of 27th April, 2022,**
- **Program 2022/2024 stated in Appendix 10. of Remuneration Policy having regard to the participants indicated in that, subject to the conditions therein and an effective date of 27th April, 2022,**
- **in case of Program 2020/2022 stated in Appendix 6. of Remuneration Policy the change of the exercising duration to 1 year and 90 days from the day after the General Meeting which decides about the accounting reports referring the performance indicator,**

furthermore, to extend the authorization of the Board given by all the resolutions of the Shareholders' Meeting to all approved Programs, to their modification and implementation.

[Based on the resolution of 21/2022. (04.04.) of the Board]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 20.

Report of the Management Board on the acquisitions of own shares

The Board suggests the General Meeting to accept the report of the Board regarding the 362,478 pieces of class „A” ordinary shares issued by the Company with an ISIN number of HU0000177613 and with a total nominal value of HUF 1,812,390, incorporating 1.05 % of the total share capital of the Company purchased in the total amount of HUF 180,209,711 price (on the average price of HUF 497.16, minimum price of HUF 398 and maximum price of HUF 535) from 20 April 2021 to the day of the General Meeting.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 04 April 2022 supported the above suggestion of the Board with the *consolidated resolution no. 16/2022. (04.04.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

DRAFT RESOLUTION

The General Meeting accepts the report of the Board regarding 362,478 pieces of class „A” ordinary shares issued by the Company with an ISIN number of HU0000177613 and with a total nominal value of HUF 1,812,390, incorporating 1.05 % of the total share capital of the Company purchased in the total amount of HUF 180,209,711 price (on the average price of HUF 497.16, minimum price of HUF 398 and maximum price of HUF 535) from 20 April 2021 to the day of the General Meeting.

[Based on the resolution of 22/2022. (04.04.) of the Board]

SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 21.

Authorization of the Management Board regarding the acquisition of own shares

The Board suggests General Meeting to modify the resolution of 31/2021. (04. 20.) of the General Meeting that the resolution of 31/2021. (04. 20.) of the General Meeting regarding the acquisition of own shares stated in, from 21 October 2021 for 18 month-long period issued, in accordance with Subsection 1 of Section 3:223 of Act V of 2013 (Ptk.), "A" series shares issued by the Company of up to 1,500,000 each with a nominal value of HUF 5 each with a purchase price per unit of at least HUF 50 and up to HUF 1,500 in the aim of execution of Employee Shareholder's Program, expressly extended for all the Programs accepted by the General Meeting. With respect to the termination of this authorization on the date of April 21, 2023, there is no need for a new authorization for the Board until the annual general meeting of 2023.

In a written decision the Supervisory Board and the Audit Committee after a consolidated session which was held on 04 April 2022 supported the above suggestion of the Board with the consolidated resolution no. 17/2022. (04.04.) of the Supervisory Board and the Audit Committee and also recommended the General Meeting to adopt it.

DRAFT RESOLUTION

The General Meeting modifies the resolution of 31/2021. (04. 20.) of the General Meeting that the resolution of 31/2021. (04. 20.) of the General Meeting regarding the acquisition of own shares stated in, from 21 October 2021 for 18 month-long period issued, in accordance with Subsection 1 of Section 3:223 of Act V of 2013 (Ptk.), "A" series shares issued by the Company of up to 1,500,000 each with a nominal value of HUF 5 each with a purchase price per unit of at least HUF 50 and up to HUF 1,500 in the aim of execution of Employee Shareholder's Program, expressly extended for all the Programs accepted by the General Meeting.

[Based on the resolution of 23/2022. (04.04.) of the Board]

Adoption of the amended articles of association of the Company

The Board suggest the General Meeting to clarify Section 18.3 of the Articles of Association of the Company concerning the payment of dividends in order to ensure consistency with accounting standards.

In a written decision, the Supervisory Board and the Audit Committee after a consolidated session which was held on 04 April 2022 supported the above suggestion of the Board with the *consolidated resolution no. 18/2022. (04.04.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

DRAFT RESOLUTION

The General Meeting amends Section 18.3. of the Articles of Association of the Company as follows:

18.3 Employee shares issued by the Company shall be attached with a right to dividend priority as follows. In case the General Meeting has declared dividends in respect of a given year, the dividend basis for the employee shares carrying dividend priority shall be the profit after tax for the same year as shown in the consolidated financial statements of the Company prepared in accordance with the International Financial Reporting Standards (IFRS) reduced with the following items: (i) the effect on profit or loss of property valuations (based on the adjustment for the valuation made in accordance with IAS 40 Investment Property); (ii) the revaluation difference on equity method accounted investments recognised in the income statement; (iii) the share of profit after tax attributable to minority equity holders (the „Dividend Base”). Employee shares ensure entitlement to dividends up to an amount equal to 6% of the Dividend Base (hereinafter „Maximum Dividend Preference Amount”) before capital shares.

The dividend preference rights attached to employee shares shall not be cumulative. Accordingly, in case the General Meeting decides not to pay dividend for a given year or if the amount of the dividend declared by the General Meeting is lower than the Maximum Dividend Preference Amount (e.g. 4% of the Dividend Base), no dividend claim shall be made on the basis of employee shares in respect of dividends declared in subsequent years. Only the dividend entitlement as described above shall be attached to the employee shares. Accordingly, (i) employee shares shall not grant entitlement to dividends in excess of the Maximum Dividend Preference Amount and (ii) employee shares shall not grant entitlement to dividends even if the consolidated profit after tax for the financial year is negative in the consolidated financial statements prepared in accordance with International Financial Reporting Standards.

The General Meeting adopts the Articles of Association of the Company consolidated with the amendments determined by the resolutions of the General Meeting.

[Based on the resolution no. 24/2022. (04.04.) of the Board]

SUGGESTION AND DRAFT RESOLUTION FOR AGENDA ITEM 23.

Consultative voting about the Remuneration Policy of the Company

The Board adopts the amended Management Remuneration Policy of the Company and suggests the General Meeting to approve the Management Remuneration Policy of the Company, according to subsection 2 of Section 3:268 of the Hungarian Civil Code, through consultative voting.

The remuneration policy forms *Appendix 9.* of present Document of General Meeting.

In a written decision, the Supervisory Board and the Audit Committee after a consolidated session which was held on 04 April 2022 supported the above suggestion of the Board with the *consolidated resolution no. 19/2022. (04.04.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

DRAFT RESOLUTION

The General Meeting approved the modified Management Remuneration Policy according to Act LXVII of 2019 through a consultative voting as declared in subsection 2 of Section 3:268 of the Hungarian Civil Code.

[Based on the resolution no. 25/2022. (04.04.) of the Board]

SUGGESTION AND DRAFT RESOLUTION FOR AGENDA ITEM 24.

Consultative voting about the Remuneration Report of the Company

The Board approves the Remuneration Report on the Management Remuneration Policy of the Company, which has been audited by the auditor, in accordance with Article 19 of Act LXVII of 2019, and suggests it to the General Meeting for further approval.

The Remuneration Report forms *Appendix 10.* of present Document of General Meeting.

In a written decision, the Supervisory Board and the Audit Committee after a consolidated session which was held on 04 April 2022 supported the above suggestion of the Board with the *consolidated resolution no. 20/2022. (04.04.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

DRAFT RESOLUTION

The General Meeting approves the Remuneration Report of 2022 on the Management Remuneration Policy, which has been audited by the auditor, in accordance with Article 19 of Act LXVII of 2019.

[Based on the resolution no. 26/2022. (04.04.) of the Board]

Other questions