
EXTRAORDINARY ANNOUNCEMENT

on the resolutions adopted by the annual general Shareholders' Meeting of DUNA HOUSE HOLDING Nyrt. on 27 April 2022

DUNA HOUSE HOLDING Nyilvánosan Működő Részvénytársaság (registered seat: 1016 Budapest, Gellérthegy utca 17.; comp. reg. no.: 01-10-048384; hereinafter referred to as: „**Company**”), with reference to Section 55. § (1) of Act CXX of 2001 on the capital market, and Section 2.3 of Annex 4 of Decree no 24/2008 (15. VIII.) of the Minister of Finance on the detailed regulations on information obligation in connection with the securities trade on the stock exchange, as an extraordinary announcement, hereby publish the following information:

The annual general meeting („**General Meeting**”) of the Company was held on **27 April 2022** at **10** o'clock by personal attendance. Shareholders with **80.70 %** of the total number of votes have attended the General Meeting, therefore the General Meeting had a quorum.

The attended shareholders have accepted the following resolutions (which resolutions will be sent to the Court of Registry following the preparation of the official minutes, not later than 30 days from the date of the General Meeting):

Resolution 1/2022. (04.27.) of the General Meeting

The General Meeting has adopted with 135,811,125 „accepted” 0 „not accepted” and 0 „absent” votes the ballot paper as the method of voting.

Resolution 2/2022. (04.27.) of the General Meeting

The General Meeting has adopted with 135,811,125 „accepted” 0 „not accepted” and 0 „absent” votes Mr. Daniel Schilling, CFO of the Company as chairman and secretary, and Gay Dymshiz. as shareholder of the Company to certify the minutes, and Mr. Bálint Szentirmai, the M&A Analyst of the Company as counter of the votes.

Resolution 3/2022. (04.27.) of the General Meeting

The General Meeting has adopted with 135,811,125 „accepted” 0 „not accepted” and 0 „absent” votes 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.

Resolution 4/2022. (04.27.) of the General Meeting

The General Meeting has adopted with 135,811,125 „accepted” 0 „not accepted” and 0 „absent” votes 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.

Resolution 5/2022. (04.27.) of the General Meeting

The General Meeting has adopted with 135,811,125 „accepted” 0 „not accepted” and 0 „absent” votes 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.

Resolution 6/2022. (04.27.) of the General Meeting

The General Meeting has adopted with 135,811,125 „accepted” 0 „not accepted” and 0 „absent” votes 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: HUF 1,499,723,000
Total Assets: HUF 22,612,457,000

Resolution 7/2022. (04.27.) of the General Meeting

The General Meeting has adopted with 135,811,125 „accepted” 0 „not accepted” and 0 „absent” votes the report of the Board on the separate annual accounts of the Company under the IFRS with the closing date of 31 December 2021.

Resolution 8/2022. (04.27.) of the General Meeting

The General Meeting has adopted with 135,811,125 „accepted” 0 „not accepted” and 0 „absent” votes s 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.

Resolution 9/2022. (04.27.) of the General Meeting

The General Meeting has adopted with 135,811,125 „accepted” 0 „not accepted” and 0 „absent” votes the report of the Auditor on the separate annual accounts made under the IFRS with the closing date of 31 December 2021.

Resolution 10/2022. (04.27.) of the General Meeting

The General Meeting has adopted with 135,811,125 „accepted” 0 „not accepted” and 0 „absent” votes 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: HUF 1,075,724,000 profit
Total Assets: HUF 12,227,882,000 HUF

Resolution 11/2022. (04.27.) of the General Meeting

The General Meeting has decided with 135,811,125 „accepted” 0 „not accepted” and 0 „absent” votes to pay a total amount of HUF 1.175.700.000 dividend to the shareholders from which the amount of employee shares shall be HUF 75.300.000, while the amount of the ordinary shares shall be HUF 1.100.400.000. 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. The shareholders who are listed in the share register on the basis of the identification procedure shall be entitled to dividend. 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.

Resolution 12/2022. (04.27.) of the General Meeting

The General Meeting has adopted with 135,811,125 „accepted” 0 „not accepted” and 0 „absent” votes the report of the Board on the Company’s business year 2021, the financial situation and the business policy.

The General Meeting had not a quorum regarding the 13rd draft resolution: to grant the members of the Board the discharge which is declared in Section 8.12 of the Articles of Association, after evaluating the work of the Board in the financial year of 2021. Regarding this draft resolution there will be a repeated general meeting at 10.00 a.m. on 9 May 2022 at the Company’s registered office according to published notice of general meeting and the published draft resolutions.

Resolution 13/2022. (04.27.) of the General Meeting

The General Meeting has adopted with 135,811,125 „accepted” 0 „not accepted” and 0 „absent” votes the corporate governance report of the Company.

Resolution 14/2022. (04.27.) of the General Meeting

The General Meeting has decided with 135,811,125 „accepted” 0 „not accepted” and 0 „absent” votes to extent the mandate of Ferenc Máté (mother’s name: Zsuzsanna Éva Petrenka, address: 1121 Budapest, Denevér út 70.) member of the Board, until 31 May 2023 with joint signatory rights in accordance with the provisions of the Articles of Association, with one of the signatories always being Gay Dymshiz or Doron Dymchiz. The mandate of the member shall be extended if the members of the Board accept the appointment.

Resolution 15/2022. (04.27.) of the General Meeting

The General Meeting decides with 135,811,125 „accepted” 0 „not accepted” and 0 „absent” votes to extent to mandate of dr. Jenő Nagy (mother's name: Julianna Farkas, address: 1037 Budapest, Vízmosás lejtő 22.) member of the Board, until 31 May 2023 with joint signatory rights in accordance with the provisions of the Articles of Association, with one of the signatories always being Gay Dymchiz or Doron Dymchiz. The mandate of the member shall be extended if the members of the Board accept the appointment.

Resolution 16/2022. (04.27.) of the General Meeting

The General Meeting decides with 135,757,040 „accepted” 0 „not accepted” and 54,085 „absent” votes to extent to mandate of Dániel Schilling (mother's name: Ágota Teréz Horváth, address: 1126 Budapest, Kiss János altábornagy u. 38) member of the Board, until 31 May 2023 with joint signatory rights in accordance with the provisions of the Articles of Association, with one of the signatories always being Gay Dymchiz or Doron Dymchiz. The mandate of the member shall be extended if the members of the Board accept the appointment.

Resolution 17/2022. (04.27.) of the General Meeting

The General Meeting decides with 135,811,125 „accepted” 0 „not accepted” and 0 „absent” votes that the remuneration of dr. Jenő Nagy, member of the Board of Directors, remains unchanged monthly, gross 250.000 HUF. Other members of the Board of Directors will not be remunerated in connection with this legal relationship.

Resolution 18/2022. (04.27.) of the General Meeting

The General Meeting decides with 135,811,125 „accepted” 0 „not accepted” and 0 „absent” votes to extent the mandate of the members Károly Redling (mother's name: Éva Tamási; address: H-1112 Budapest, Kányakapu utca 5. 2. em. 4.) 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 Sándorfői (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-1112 Budapest, Kányakapu utca 5. 2. em. 4.);

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).

Resolution 19/2022. (04.27.) of the General Meeting

The General Meeting determined with 135,811,125 „accepted” 0 „not accepted” and 0 „absent” votes 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.

Resolution 20/2022. (04.27.) of the General Meeting

The General Meeting has decided with 135,811,125 „accepted” 0 „not accepted” and 0 „absent” votes to extent the mandate of the members Károly Redling (mother's name: Éva Tamási; address: H-1112 Budapest, Kányakapu utca 5. 2. em. 4.) 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 Sándorfői (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-1112 Budapest, Kányakapu utca 5. 2. em. 4.);

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).

Resolution 21/2022. (04.27.) of the General Meeting

The General Meeting has determined with 135,811,125 „accepted” 0 „not accepted” and 0 „absent” votes 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.

Resolution 22/2022. (04.27.) of the General Meeting

The General Meeting with 135,811,125 „accepted” 0 „not accepted” and 0 „absent” votes authorizes 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.

Resolution 23/2022. (04.27.) of the General Meeting

The General Meeting determine with 135,811,125 „accepted” 0 „not accepted” and 0 „absent” votes that the performance indicator has been fulfilled in Employee Program 2020/2022 of the Annex no. 5 of the Employee Shareholder Program and Remuneration Policy 2021 and, having regard to the participants indicated in that, declares an Option Price of HUF 511 - per shares.

Resolution 24/2022. (04.27.) of the General Meeting

The General Meeting adopts with 135,811,125 „accepted” 0 „not accepted” and 0 „absent” votes as part of the Remuneration Policy of the Company’s amended Employee Share Ownership Program:

- Employee Program 2022 stated in Annex no. 9. of Remuneration Policy having regard to the participants indicated in that, subject to the conditions therein and an effective date of 27 April 2022
- Program 2021-2024 stated in Annex no. 10. of Remuneration Policy having regard to the participants indicated in that, subject to the conditions therein and an effective date of 27 April 2022,
- Employee Program 2020/2022 stated in Annex no. 6. of the Remuneration Policy, to adjust the exercise period to 1 year and 90 days from the day following the date of the General Meeting adopting the report on the performance condition

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.

Resolution 25/2022. (04.27.) of the General Meeting

The General Meeting accepts with 135,811,125 „accepted” 0 „not accepted” and 0 „absent” votes the report of the Board regarding 382,478 pieces of class „A” ordinary shares issued by the Company with an ISIN number of HU0000177613 and with a total nominal value of HUF 1,912,390 incorporating 1,11% of the total share capital of the Company purchased in the total amount of HUF 190,849,711 (498,98 HUF average price, 398,00 HUF minimum and HUF 536,00 maximum price) from 20 April 2021 to the day of the General Meeting.

Resolution 26/2022. (04.27.) of the General Meeting

The General Meeting accepts with 135,811,125 „accepted” 0 „not accepted” and 0 „absent” votes to amend the General Assembly Resolution 31/2021 (17.04.) in accordance with the provisions of Section 3:223 (1) of the Hungarian Civil Code (“Ptk.”) for a period of 18 months starting on 21 October 2021, for the acquisition of up to 1,500,000 ordinary shares of series “A” with a nominal value of HUF 5 each at a purchase price of at least HUF 50 but not more than HUF 1,500 each, which the General Meeting expressly extends by this resolution to the purchase of own shares for the purpose of implementing all Employee Participation Programs having been adopted by the General Meeting.

Resolution 27/2022. (04.27.) of the General Meeting

The General meeting expressly accepts with 135,811,125 „accepted” 0 „not accepted” and 0 „absent” votes to amend 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 accounted investments recognised in the income statement; (iii) the share of profit after tax attributable to outside equity holders (the „Dividend Fund”). Employee shares ensure entitlement to dividends up to an amount equal to 6% of the Dividend Fund (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.

Resolution 28/2022. (04.27.) of the General Meeting

General Meeting has adopted with 135,811,125 „accepted” 0 „not accepted” and 0 „absent” votes the modified 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.

Resolution 29/2022. (04.27.) of the General Meeting

General Meeting approves with 135,811,125 „accepted” 0 „not accepted” and 0 „absent” votes the Remuneration Report of 2022 on the Remuneration Policy, which has been audited by the auditor, in accordance with Article 19 of Act LXVII of 2019.

The Documents of the General Meeting are available on the website of the Company:
<https://dunahouse.com/hu/kozzetetelek>

Budapest, 27 April 2022

The Board of the Company