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# DOCUMENTS OF THE GENERAL MEETING

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FOR THE ANNUAL GENERAL MEETING ON  
29 APRIL 2024  
OF DUNA HOUSE HOLDING NYILVÁNOSAN MŰKÖDŐ RÉSZVÉNYTÁRSASÁG

Time and venue of the General Meeting:  
29 April 2024 12:00 noon  
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 **12.00 noon, 29 April 2024**, 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 **29 March 2024** on the websites of both the Company and the Budapest Stock Exchange.

Individual reference number of company event (COAF): HU 20240328015298

This document sets 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

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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 **22 April 2024**.

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 **22 April 2024** and shall, at the Board's instruction, close the record of shareholders on **25 April 2024**, 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/analyzed 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/kozsetelek>).

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 11:00 and 11:45 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 **10 May 2024** 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
<b>Size of share capital</b>					<b>171 989 350,- Ft</b>

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	361 256 pcs
Series „B”	1 000	1 000	50	50 000 db	-
<b>Total</b>	<b>34 388 870</b>	<b>34 388 870</b>	<b>-</b>	<b>171 989 350 db</b>	<b>361 256 pcs</b>

## SUGGESTION FOR AGENDA ITEM 1.

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### **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 resolution no. 2/2024. (04.08.) of the Board]*

## SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 2.

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### **Report of the Board on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31st December 2023, 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 2023.

The Consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2023 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 adopts the report of the Board on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2023.**

*[Based on resolution no. 4/2024. (04.08.) of the Board]*

## SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 3.

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### **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 2023; 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 2023, and also recommends the General Meeting to adopt it.

In a written decision on 08 April 2024 the Supervisory Board and the Audit Committee adopted the reports on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2023 with the *consolidated resolution no. 6/2024. (04.08.) 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 2023 forms 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 2023.**

*[Based on resolution no. 5/2024. (04.08.) of the Board]*

## SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 4.

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**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 2023; 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 2023.

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

In a written decision on 08 April 2024 the Supervisory Board and the Audit Committee adopted and recommended for adoption the report of the Auditor in a *consolidated resolution no. 5/2024. (04.08.) 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 2023.**

*[Based on resolution no. 6/2024. (04.08.) 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 2023**

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 2023 (consolidated financial statements for year 2023 within 529900H88CH9J67U0764-2023-12-31-hu.zip digital file with HASH code: EA93585F0B2DDA477E5D2A0313683ACA3A58DAA54F4228DB71E9B2F5C90820E8) with the following main data:

Total comprehensive income: 2.435.785.000 HUF  
Total Assets: 33.497.446.000 HUF

In a written decision on 08 April 2024 the Supervisory Board and the Audit Committee adopted the reports on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2023 with the *consolidated resolution no. 7/2024. (04.08.) 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 2023.

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 2023 forms *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 2023 with the following main data:**

Total comprehensive income: 2.435.785.000 HUF  
Total Assets: 33.497.446.000 HUF

[Based on resolution no. *7/2024. (04.08.) of the Board*]

## SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 6.

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### **Report of the Company's Board on the annual accounts made under the IFRS with the closing date of 31st December 2023.; 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 2023.

The separate annual accounts of the company made under the IFRS with the closing date of 31 December 2023 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 part of *Annex no. 1.* 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 2023.**

*[Based on resolution no. 2/2024. (04.08.) of the Board.]*

## SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 7.

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### **Report of the Company's Supervisory Board and Audit Committee on the annual accounts made under the IFRS with the closing date of 31st December 2023; 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 2023.

In a written decision on 08 April 2024 the Supervisory Board and the Audit Committee adopted the report on the separate annual accounts made under the IFRS with the closing date of 31 December 2023 with the *consolidated resolution no. 3/2024. (04.08.) 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 2023 forms *Annex no. 4.* 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 2023.**

*[Based on resolution no. 10/2024. (04.08.) 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 31st December 2023; 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 2023.

The report of the Auditor forms *Annex no. 5.* of present Documents of the General Meeting.

In a written decision on 08 April 2024 the Supervisory Board and the Audit Committee adopted the report of the Auditor on the annual accounts made in line with IFRS with the closing date of 31 December 2023 with the *consolidated resolution no. 2/2024. (04.08.) 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 2023.**

*[Based on resolution no. 11/2024. (04.08.) 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 2023**

The Board recommends the General Meeting to adopt the separate annual account made under the IFRS with the closing date of 31 December 2023 (individual financial statements for year 2023 within 529900H88CH9J67U0764-2023-12-31-hu.zip digital file with HASH code: EA93585F0B2DDA477E5D2A0313683ACA3A58DAA54F4228DB71E9B2F5C90820E8) with the following main data:

Total comprehensive income: 2.934.517.000 HUF profit  
Total Assets: 18.922.637.000 HUF

In a written decision on 08 April 2024 the Supervisory Board and the Audit Committee adopted the reports on the separate annual account made under the IFRS with the closing date of 31 December 2023 by the *consolidated resolution no. 4/2024. (04.08.) 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 2023.

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 2023 forms *Annex no. 4* 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 2023 with the following main data:**

**After-tax profit: 2.934.517.000 HUF profit**  
**Total Assets: 18.922.637.000 HUF**

*[Based on resolution no. 12/2024. (04.08.) 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 4.453.900.000,- HUF (four billion four hundred fifty-three million nine hundred thousand forint) dividend to the shareholders from which the amount of employee shares are HUF 161.556.000, while the amount of ordinary shares are HUF 4.292.344.000 (124,82,-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 to 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 dividends, who are listed in the share register on the basis of the identification procedure. In case the Board decides 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 paid out as dividend.

In a written decision on 08 April 2024 the Supervisory Board and the Audit Committee supported the above suggestion of the Board with the *consolidated resolution no. 9/2024. (04.08.) 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 HUF 4.453.900.000,- (four billion four hundred fifty-three million nine hundred thousand forint) – dividend to the shareholders from which the amount of employee shares are HUF 161.556.000, while the amount of ordinary shares are HUF 4.292.344.000 (124,82,-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 to 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 dividends, who are listed in the share register on the basis of the identification procedure. In case the Board decides to pay the dividend in more installments, the entitlement to dividends shall be determined before each payment according to the above.**

*[Based on resolution no. 13/2024. (04.08.) of the Board.]*

## SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 11.

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### **Report of the Board on the Company's business year of 2023, 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 2023, financial situation and business policy.

The Report of the Board on the Company's business year of 2023 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 2023; 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 2023 and also to give the waiver according to the Section 8.12 of the Articles of Association. The Board suggests to decide with separate resolutions in the above matters.

In a written decision on 08 April 2024 the Supervisory Board and the Audit Committee supported the above suggestion of the Board with the *consolidated resolution no. 1/2024. (04.08.) 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 2023, the financial situation and the business policy.**

**The General Meeting reviewed the work of the Board in the business year 2023 and give waiver according to Section 8.12 of the Articles of Association to the members of the Board.**

*[Based on resolution no. 14/2024. (04.08.) of the Board.]*

## SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 12.

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### **Decision on the adoption of the Corporate Governance Report**

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

The Corporate Governance Report of the Company forms *Annex no. 6.* of present Documents of the General Meeting.

In a written decision on 08 April 2024 the Supervisory Board and the Audit Committee supported the above suggestion of the Board with the *consolidated resolution no. 10/2024. (04.08.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

#### **DRAFT RESOLUTION**

**The General Meeting adopted the Corporate Governance Report of the Company.**

*[Based on resolution no. 15/2024. (04.08.) 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 2025** 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 members of the Board of Directors shall be remunerated in connection with this legal relationship based on the Management Remuneration Policy of the Company.

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

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

In a written decision on 08 April 2024 the Supervisory Board and the Audit Committee supported the above suggestion of the Board with the *consolidated resolution no. 11/2024. (04.08.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

#### DRAFT RESOLUTIONS

**The General Meeting decides to extend the mandate of Ferenc Máté (mother's name: Petrenka Zsuzsanna Éva, address: 1121 Budapest, Denevér út 70.) member of the Board, until 31 May 2025 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 extend the 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 2025 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 extend the 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 2025 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 members of the Board of Directors shall be remunerated in connection with this legal relationship based on the Management Remuneration Policy of the Company.**

[Based on resolution no. 16/2024. (04.08.) 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-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.) and Kálmán Nagy (mother's name: dr. Orsolya Miskolczi, address: H-1121 Budapest, Mártonhegyi út 11/A) of the Supervisory Board until 31 May 2025.

Based on that, the Board suggests the General Meeting that the members of the Supervisory Board shall be continuously, but until 31 May 2025 the following people:

Károly Redling (mother's name: Tamási Éva; address: 1112 Budapest, Kányakapu utca 5. 2. em. 4.)

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 220 000,- per month from 29 April 2024 until 31 May 2025 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 275.000,-, which shall also include the membership of the Supervisory Board and the Audit Committee.

In a written decision on 08 April 2024 the Supervisory Board and the Audit Committee supported the above suggestion of the Board with the *consolidated resolution no. 12/2024. (04.08.) 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 extend 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.) and Kálmán Nagy (mother's name: dr. Orsolya Miskolczi, address: H-1121 Budapest, Mártonhegyi út 11/A) of the Supervisory Board until 31 May 2025. Based on that, the members of the Supervisory Board of the Company shall be in case the members accept the appointment until 31 May 2025:**

**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).**

**The General Meeting determinates the remuneration of the members of the Supervisory Board until 31 May 2025 in the amount of gross HUF 220 000,- 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 275.000,-, which shall also include the membership of the Supervisory Board and the Audit Committee.**

*[Based on resolution no. 17/2024. (04.08.) of the Board and resolution no. 18/2024. (04.08.) 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-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.) and Kálmán Nagy (mother's name: dr. Orsolya Miskolczi, address: H-1121 Budapest, Mártonhegyi út 11/A) of the Audit Committee until 31 May 2025.

Based on that, the Board suggests the General Meeting that the members of the Audit Committee shall be continuously, but until 31 May 2025 the following people:

Károly Redling (mother's name: Tamási Éva; address: 1112 Budapest, Kányakapu utca 5. 2. em. 4.)

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 220 000,- per month from 29 April 2024 until 31 May 2025 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 275.000,-, which shall also include the membership of the Supervisory Board and the Audit Committee.

In a written decision on 08 April 2024 the Supervisory Board and the Audit Committee supported the above suggestion of the Board on the consolidated session which was held on 04 April 2022 with the *consolidated resolution no. 12/2024. (04.08.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

### **DRAFT RESOLUTIONS**

**The General Meeting decide to extend 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.) and Kálmán Nagy (mother's name: dr. Orsolya Miskolczi, address: H-1121 Budapest, Mártonhegyi út 11/A) of the Audit Committee until 31 May 2025. Based on that, the members of the Audit Committee of the Company shall be in case the members accept the appointment until 31 May 2025:**

**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).**

**The General Meeting determinates the remuneration of the members of the Audit Committee until 31 May 2025 in the amount of gross HUF 220 000,- 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 275.000,-, which shall also include the membership of the Supervisory Board and the Audit Committee.**

*[Based on resolution no. 17/2024. (04.08.) of the Board and resolution no. 18/2024. (04.08.) 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 suggest the General Meeting to elect the Ernst & Young Könyvvizsgáló Kft.-t (1132 Budapest, Váci út 20.; Cg.: 01 09 267553; personally responsible auditor: Domoszlai Rita, registration number: MKVK-007371) from 29 April 2024 until 31 May 2025.

The Board suggest the General Meeting to determine the remuneration of the Ernst & Young Könyvvizsgáló Kft in a maximum amount of 91 400 EUR for the business year of 2024, which on top of the audit of the sole and consolidated annual net account of the company made in, and which amount includes the fee of the eventually quarter and the half year examination but does not include the audit fee for the examination of the Company's subsidiaries.

In a written decision on 08 April 2024 the Supervisory Board and the Audit Committee supported the above suggestion of the Board with the *consolidated resolution no. 13/2024. (04.08.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

#### **DRAFT RESOLUTION**

**The General Meeting elects the Ernst & Young Könyvvizsgáló Kft (1132 Budapest, Váci út 20.; Cg.: 01 09 267553; personally responsible auditor: Domoszlai Rita, registration number: MKVK-007371) as an Auditor of the Company from 29 April 2024 until 31 May 2025.**

**The General Meeting determine the remuneration of the Auditor from 29 April 2024 until 31 May 2025 in a maximum amount of 91 400 EUR, which amount includes the fee of the audit of the sole and consolidated annual net account of the company and the fee of the eventually quarter and the half year examination, but does not include the audit fee for the examination of the Company's subsidiaries.**

*[Based on resolution no. 19/2024. (04.08.) 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 Employee 2023 Program (Appendix 9.) and the Program 2022-2024 (Appendix 10.) of the Company's Employee Shareholder Program and Remuneration Policy.

The Company's consolidated profit of business year **2023** (32.818.311.000,- HUF) exceeded the Company's consolidated profit of business year **2021** (14.461.930.000,- HUF), therefore it can be stated the performance indicator of Program 2022-2024 and Employee 2023 Program has been fulfilled.

The Board suggest the General Meeting to adopt that the performance indicator has been fulfilled in Employee 2023 Program (Appendix 9.) and the Program 2022-2024 (Appendix 10.) of the Employee Shareholder Program and Remuneration Policy, and to determine HUF 960 Option Price per Acquirable Share for Employee 2023 Program.

In a written decision on 08 April 2024 the Supervisory Board and the Audit Committee supported the above suggestion of the Board with the consolidated resolution no. 14/2024. (04.08.) 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 Employee 2023 Program (Appendix 9.) and the Program 2021-2024 (Appendix 10.) of the Employee Shareholder Program and Remuneration Policy and decides HUF 960 Option Price per Acquirable Share for Employee 2023 Program.**

*[Based on the resolution of 20/2024. (04.08.) 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 2025 stated in Appendix 14. of Remuneration Policy having regard to the participants indicated in that, subject to the conditions therein and an effective date of 29th April 2024,
- Program 2024 / 2027 stated in Appendix 15. of Remuneration Policy having regard to the participants indicated in that, subject to the conditions therein and an effective date of 29th April 2024,

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 7. of present Documents of the General Meeting.

In a written decision on 08 April 2024 the Supervisory Board and the Audit Committee supported the above suggestion of the Board with the *consolidated resolution no. 15/2024. (04.08.) 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 2025 stated in Appendix 14. of Remuneration Policy having regard to the participants indicated in that, subject to the conditions therein and an effective date of 29th April 2024,**
- **Program 2024 / 2027 stated in Appendix 15. of Remuneration Policy having regard to the participants indicated in that, subject to the conditions therein and an effective date of 29th April 2024,**

**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 21/2024. (04.08.) 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 102.688 pieces of class „A” ordinary shares issued by the Company with an ISIN number of HU0000177613 and with a total nominal value of HUF 513.430, incorporating 0,30 % of the total share capital of the Company purchased in the total amount of HUF 64.212.618 price (on the average price of HUF 625,33, minimum price of HUF 538 and maximum price of HUF 860) from 27 April 2023 to the day of the General Meeting.

In a written decision on 08 April 2024 the Supervisory Board and the Audit Committee supported the above suggestion of the Board with the *consolidated resolution no. 16/2024. (04.08.) 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 102.688 pieces of class „A” ordinary shares issued by the Company with an ISIN number of HU0000177613 and with a total nominal value of HUF 513.430, incorporating 0,30 % of the total share capital of the Company purchased in the total amount of HUF 64.212.618 price (on the average price of HUF 625,33, minimum price of HUF 538 and maximum price of HUF 860) from 27 April 2023 to the day of the General Meeting.**

*[Based on the resolution of 22/2024. (04.08.) of the Board]*

## SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 21.

### Authorization of the Management Board regarding the acquisition of own shares

With regard to the end date of 27 October 2024 of the resolution Nr. 23/2023. (04. 27.) of the General Meeting, the Board suggests General Meeting to give an authorization to the Board of the Company regarding the acquisition of own shares, from 27 October 2024 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.

In a written decision on 08 April 2024 the Supervisory Board and the Audit Committee supported the above suggestion of the Board with the consolidated resolution no. 17/2024. (04.08.) of the Supervisory Board and the Audit Committee and also recommended the General Meeting to adopt it.

#### **DRAFT RESOLUTION**

**The General Meeting- with regard to the expiry of the delegation of power pursuant to Resolution No 27/2023 (27.04.27.) of the General Meeting- gives an authorization to the Board of the Company regarding the acquisition of own shares, from 27 October 2024 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 resolution no. 23/2024. (04.08.) of the Board]*

## SUGGESTION AND DRAFT RESOLUTION FOR AGENDA ITEM 22.

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### **Adoption of the amended articles of association of the Company**

The Board suggest the General Meeting to adopt the Articles of Association of the Company consolidated with the amendments determined by the resolutions of the General Meeting.

The amended articles of association of the Company forms Appendix 8. of present Documents of the General Meeting.

In a written decision on 08 April 2024 the Supervisory Board and the Audit Committee supported the above suggestion of the Board with the *consolidated resolution no. 18/2024. (04.08.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

#### **DRAFT RESOLUTION**

**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 resolution no. 24/2024. (04.08.) of the Board]*

## SUGGESTION AND DRAFT RESOLUTION FOR AGENDA ITEM 23.

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### Consultative voting about the Management 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 on 08 April 2024 the Supervisory Board and the Audit Committee supported the above suggestion of the Board with the *consolidated resolution no. 19/2024. (04.08.) 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 resolution no. 25/2024. (04.08.) of the Board]*

## SUGGESTION AND DRAFT RESOLUTION FOR AGENDA ITEM 24.

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### Consultative voting about the Remuneration Report of the Company

The Board approves the Remuneration Report for the year of 2023 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 on 08 April 2024 the Supervisory Board and the Audit Committee supported the above suggestion of the Board with the *consolidated resolution no. 20/2024. (04.08.) 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 2023 on the Management Remuneration Policy, which has been audited by the auditor, in accordance with Article 21 of Act LXVII of 2019.**

*[Based on resolution no. 26/2024. (04.08.) of the Board]*

**Other questions**