

**Resolution Proposals**

**of**

**ENEFI Asset Management Plc.**

**for the**

**General Meeting<sup>1</sup>**

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<sup>1</sup>The present resolution proposals are the translation of the "Az ENEFI Vagyonkezelő Nyrt. Közgyűlési Előterjesztései" drafted in Hungarian language. In case of any discrepancies between the Hungarian and English language versions the Hungarian version shall prevail.

Date of General Meeting: 2023. 04. 28. 13.00 pm  
Place of General Meeting: 1031 Budapest, Nánási út 23779/8/E/24. hrsz. (Nánási út (5-7) E épület 3. emelet)  
Date of repeated General Meeting: 2023. 04. 28. 14.00a.m.

ENEFI Asset Management Plc. hereby announces for informing its reputable shareholders the proposals for its upcoming **ordinary annual general meeting**, resolution proposals and current information on the number of shares and voting rights at the time of convocation of the general meeting as set out below.

### **I. Summary**

The annual general meeting had been convoked by the Company pursuant to the applicable legal provisions.

The main theme of the upcoming annual general meeting is the closing of the Company's business year 2021.

The Company has put on the agenda the review and assessment of the performance of board members contemplated in previous business year and decision on the discharge of liability and also to decide on, pursuant to the applicable law, the acceptance of the Board of Directors' report on corporate governance to be submitted to the Budapest Stock Exchange and the remuneration report.

The Company has put on the agenda the decision on authorizing the Board of Directors to purchase own shares of the Company, decision on election of Auditor.

## **II. Agenda items**

1. Closing business year 2022 of the Company
  - 1.1. Report of the Board of Directors on the management, net-worth position and business policy of the Company and on the Company's annual and consolidated annual report for business year 2022
  - 1.2. Report of the Supervisory Board on the Company's annual and consolidated annual report for business year 2022
  - 1.3. Report of the Auditor on the Company's annual and consolidated annual report for business year 2022
  - 1.4. Decision on the acceptance of the individual annual financial statements of the company
  - 1.5. Decision on the utilization of the profit after tax
  - 1.6. Decision on the acceptance of the consolidated annual financial statements of the company.
2. Advisory vote on the remuneration report of the Company.
3. Review and assessment of the performance of board members contemplated in previous business year and decision on the discharge of liability
4. Decision on the acceptance of the Board of Directors' report on corporate governance to be submitted to the Budapest Stock Exchange.
5. Decision on authorizing the Board of Directors to purchase own shares of the Company
6. Decision on election of Auditor

### III. Resolution proposals

#### **Agenda item 1.:**

Closing business year 2022 of the Company

1.1. Report of the Board of Directors on the management, net-worth position and business policy of the Company and on the Company's annual and consolidated annual report for business year 2022.

Proponent: Board of Directors

Resolution Proposal: No proposal had been submitted

Reasoning: The Board of Directors reports on the management, net-worth position and business policy of the Company in line with its obligation under the law.

1.2. Report of the Supervisory Board on the Company's annual and consolidated annual report for business year 2022.

Proponent: Board of Directors

Resolution Proposal: No proposal had been submitted

Reasoning: The Supervisory Board reports on the Report of the Supervisory Board in respect of the Company's annual and consolidated annual report for business year 2022. The chairman of the Supervisory Board and the Audit Committee had been invited to the general meeting.

1.3. Report of the Auditor on the Company's annual and consolidated annual report for business year 2022.

Proponent: Board of Directors

Resolution Proposal: No proposal had been submitted

Reasoning: The Auditor reports on the Report of the Auditor in respect of the Company's annual and consolidated annual report for business year 2022. The Auditor had been invited to the general meeting.

1.4. Decision on the acceptance of the individual annual financial statements of the Company .

Proponent: Board of Directors

Resolution Proposal: The Shareholders' Meeting shall accept the individual annual financial statements of ENEFI Asset Management Plc. for business year 2022.

|                                      |                                      |
|--------------------------------------|--------------------------------------|
| the amount of 7 252 353 HUF thousand | total assets for the reference year, |
| the amount of HUF (666 071) thousand | total general profit (loss).         |

Reasoning: The Board of Directors submits to the general meeting the annual statement prepared of ENEFI Asset Management Plc. for business year 2022 in line with its obligation under the law.

1.5. Decision on the utilization of the profit after tax.

Proponent: Board of Directors

Resolution Proposal: The Shareholders' Meeting shall decide in connection with the utilization of the after tax profit/loss the ENEFI Asset Management Plc. shall not disburse dividend to its shareholders.

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Reasoning: The Board of Directors submits to the general meeting its resolution proposal regarding distribution of dividend in respect of business year 2022 in line with its obligation under the law.

1.6. Decision on the acceptance of the consolidated annual financial statements of the Company.

Proponent: Board of Directors

Resolution Proposal: The Shareholders' Meeting shall accept the consolidated annual financial statements of ENEFI Asset Management Plc. for business year 2022.

|                                      |  |
|--------------------------------------|--|
| the amount of HUF 3 712 111 thousand | total assets for the reference year,     |
| the amount of HUF (155 759) thousand | Total comprehensive income               |
| the amount of HUF (175 791) thousand | Profit (loss) after tax for current year |

Reasoning: The Board of Directors submits to the general meeting the consolidated annual statement of ENEFI Asset Management Plc. for business year 2022 in line with its obligation under the law.

**Agenda item 2.:**

Advisory vote on the remuneration report of the Company.

Proponent: Board of Directors

Resolution Proposal: The Shareholders' Meeting shall decide to accept the remuneration report.

Reasoning: The Board of Directors submits to the general meeting the remuneration report.

**Agenda item 3.:**

Review and assessment of the performance of board members contemplated in previous business year and decision on the discharge of liability.

Proponent: Board of Directors

Resolution Proposal:

2.1. The Shareholders' Meeting shall decide on accepting that Csaba Soós, member of the Board of Directors exercised his duties during the previous business year in favour of the Company's interests and discharge him of his liability in connection therewith.

2.2. The Shareholders' Meeting shall decide on accepting that László Bálint, member of the Board of Directors exercised his duties during the previous business year in favour of the Company's interests and discharge him of his liability in connection therewith.

2.3. The Shareholders' Meeting shall decide on accepting that Virág Ferenc, member of the Board of Directors exercised his duties from his appointment in favour of the Company's interests and discharge him of his liability in connection therewith.

Reasoning: The Board of Directors submits to the general meeting the agenda point on review and assessment of the performance of board members of ENEFI Asset Management Plc. contemplated in previous business year and on deciding on the discharge of liability in line with its obligation under the articles of associations.

**Agenda item 4.:**

Date of General Meeting: 2023. 04. 28. 13.00 pm  
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Decision on the acceptance of the Board of Directors' report on corporate governance to be submitted to the Budapest Stock Exchange.

Proponent: Board of Directors

Resolution Proposal: The Shareholders' Meeting shall decide to accept the corporate governance report of the Board of Directors that is to be submitted to the Budapest Stock Exchange.

Reasoning: The Board of Directors submits to the general meeting the corporate governance report of the Board of Directors that is to be submitted to the Budapest Stock Exchange in line with its obligation under the law.

**Agenda item 5.:**

Decision on authorizing the Board of Directors to purchase own shares of the Company

Proponent: Board of Directors

Resolution Proposal: Shareholders' Meeting to authorize the Board of Directors to acquire own shares. The authorization shall be for the onerous acquisition of maximum 10,000,000 pieces ordinary shares and Dividend-preference convertible shares within 18 months for consideration at the stock exchange or outside the stock exchange. The minimum amount of the consideration (for all series) shall be HUF 1 while the maximum amount (for all series) shall be: previous day's stock market closing price of the listed ordinary shares + 20%

(to indicate the number of items and maximum and minimum amount of the consideration is an obligation set out by the law, the indicated amounts cannot be interpreted as forecasts they are not based on economic calculations, thus they are not eligible to influence decisions of investors.)

Reasoning:

Shareholders' Meeting to authorize the Board of Directors to acquire own shares.

**Agenda item 6.:**

**Decision on election of Auditor**

Proponent: Board of Directors

Resolution Proposals:

The Shareholders' Meeting approves that the auditor of UNIKONTO Számvitelkutatási Kft., who personally responsible for the audit will change to the following from 28.04.2023:

Name: dr. Adorján Csaba Imre  
 Address: 2083 solymár, Árok u. 21/B.  
 Mother's name: Kiss Erzsébet  
 Auditor license number: 001089

Reason

UNIKONTO Számvitelkutatási Kft. informed the company that (for work organization reasons within the audit organization) the person personally responsible for the audit will change from 28.04.2023, for which it also requested the company's approval. The change is therefore of a technical nature, the auditor of the company is still UNIKONTO Számvitelkutatási Kft. in accordance with the previous general meeting resolution.

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### **I. Number of shares and voting rights**

The Company hereby publishes the number of voting rights attached to its shares and size the of its share capital as of the time of convocation of the general meeting.

Composition of share capital of the Company:

| <b>Share series listed on the Budapest Stock Exchange</b> | <b>ISIN</b>  | <b>Nominal value (HUF/share)</b> | <b>Issued number</b> | <b>Total Nominal value (HUF)</b> |
|---|--------------|----------------------------------|----------------------|----------------------------------|
| Ordinary shares   | HU0000089198 | 10                               | 11.150.000           | 111.500.000,-                    |
| Dividend-preference convertible shares                    | HU0000173737 | 10                               | 5.456.109            | 54.561.090,-                     |
| Share capital   | -            | -                                | 16.606.109           | 166.061.090,-                    |

Number of voting rights attached to the shares:

| <b>Share series listed on the Budapest Stock Exchange</b> | <b>Issued number</b> | <b>Shares with voting rights</b> | <b>Voting right per share</b> | <b>Total voting rights</b> | <b>Number of own and connected entities shares</b>  |
|---|----------------------|----------------------------------|-------------------------------|----------------------------|---|
| Ordinary shares   | 11.150.000           | 11.150.000                       | 1                             | 11.150.000                 | Own shares<br>1.613.000<br>Company's connected entities shares:<br>1 031 041<br>Total:<br>2 644 041 |
| Dividend-preference convertible shares                    | 5.456.109            | 0                                | 0                             | 0                          | Company's connected entities shares:<br>1 795 000   |
| <b>Total:</b>   | <b>16.606.109</b>    | <b>11.150.000</b>                | <b>1</b>                      | <b>11.150.000</b>          | <b>4 439 041</b>  |

**The Company calls the attention of its reputable investors to their reporting obligations towards MNB and the Company in connection with the above changes – if any – with special regard to the provisions of the Capital Market act and the Company's Articles of Associations.**

## AUTHORISATION TEMPLATE

I, the undersigned \_\_\_\_\_ (mother's name: \_\_\_\_\_, place and date of birth: \_\_\_\_\_, ID card number: \_\_\_\_\_) residing under \_\_\_\_\_

or

The undersigned \_\_\_\_\_ (company registration number: \_\_\_\_\_, tax number: \_\_\_\_\_, registered seat: \_\_\_\_\_, represented by: \_\_\_\_\_)

as the shareholder of **ENEFI Asset Management Plc.** (company registration number: Cg. 01-10-045428, registered seat: 1031 Budapest, Nánási út 23779/8/E/24. "**Company**") today, hereby

### *authorise*

\_\_\_\_\_ (mother's name: \_\_\_\_\_, place and date of birth: \_\_\_\_\_, ID card number: \_\_\_\_\_) residing under \_\_\_\_\_

to represent me at the shareholders' meeting of the Company to be held on the

. \_\_.th \_\_. 20\_\_(\_\_),  
under \_\_\_\_\_ at, \_\_ o'clock

with full power of representation or under the following instructions (in case of bound mandate).

Dated: . \_\_.th \_\_.20\_\_

\_\_\_\_\_  
Assignor

\_\_\_\_\_  
Assignee

Witnessed in the presence of:

Readable Name:

Readable Name:

Readable Home address:

Readable Home address:

Signature:

Signature:

|                                   |   |
|-----------------------------------|---|
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