

**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: 2025. 01. 31. 11.00 am  
Place of General Meeting: Siaréna Vibe Park Eplény (hrsz. 0233, 8413 Eplény, külterület Malomvölgyi utca 1.)  
Date of repeated General Meeting: 2025. 01. 31. 12.00 a.m.

ENEFI Asset Management Plc. hereby announces for informing its reputable shareholders the proposals for its upcoming **extraordinary 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**

One of the pillars of the Company's strategy is the capital markets pillar, which has recently required considerable energy on the part of the Board, but has also generated significant profits for the Company.

The Company continues to see the capital markets pillar as an opportunity and, with the encouragement of the Board, will continue to give it a high priority.

In view of the above, it is proposed to adopt the revised remuneration policy of the Company.

In view of the dispositive regulation of the Civil Code, the Board of Directors proposes to amend the articles of association, enabling shareholders to express their will in the form of a vote regarding the agenda items that affect them.

Date of General Meeting:	2025. 01. 31. 11.00 am
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## II. Agenda items

1. Advisory vote on the acceptance of the Company's modified remuneration policy

**The members of the Board of Directors are entitled to remuneration based on the profits achieved during the activities of the Company's capital market pillar. An amount equivalent to 5% of the total positive profits generated for the Company may be distributed among the members as remuneration.**

The Company publishes or makes available a detailed resolution proposal as part of the proposal to the General Meeting in accordance with the relevant regulations.

2. Decision on the amendment (supplementing) of the Articles of Association (VIII/5.) and decision on the acceptance of the Articles of Association comprised in a consolidated structure together with the amendments.

***5.6. When making resolutions, Section 3:19. (2) of the Civil Code shall not apply, and the General Meeting shall expressly allow deviation from this in these Articles of Association.***

The Company publishes or makes available a detailed resolution proposal as part of the proposal to the General Meeting in accordance with the relevant regulations.

### III. Resolution proposals

#### Agenda item 1.:

Advisory vote on the acceptance of the Company's modified remuneration policy

Proponent: Board of Directors

Resolution Proposal:

The General Meeting adopts the amended remuneration policy of the Board of Directors.

Section 3.1 of the Remuneration Policy has been supplemented with the following subparagraph:

The members of the Board of Directors are entitled to remuneration based on the profits achieved during the activities within the capital market pillar of the Company's strategy, as set out in Section 3.5.

Section 3.5 of the Remuneration Policy has been amended to read as follows:

**3.5.1. One of the pillars of the Company's strategy is the capital markets pillar, which requires considerable energy from the Board of Directors, but can also generate significant profits for the Company. The Company continues to see the capital markets pillar as an opportunity and will continue to give it a high priority by encouraging the Board to continue to operate it.**

**3.5.2. Board members are remunerated on the basis of the profits generated by their activities under the capital markets pillar of the Company's strategy. Remuneration may be distributed among the members of the Board of Directors in an amount equal to 5% of the aggregate positive profit as determined in accordance with this point.**

**3.5.3. The basis of calculation shall be the positions and their returns (e.g. dividends, interest, etc.) in the capital markets pillar. Positions shall be understood to include open/open/closed positions on financial markets, futures, spot, foreign exchange, equity, equity futures, equity forwards, index futures, transactions in government securities and returns realised on bank deposits. Results on non-listed shares/corporate bonds shall not form the basis for remuneration under this point. Transactions in the Company's own shares or in ENEFI shares of companies belonging to the Company's group are also excluded from the remuneration set out in this point.**

**3.5.4. With the exception of exchange-traded products with open positions at the end of the year, positions are settled at the closing price/value at the time of closing/expiry of the position. In the case of the return on positions (e.g. interest, dividends), the date of crediting and the amount credited form the basis of calculation. In the case of exchange-traded products with open positions at the end of the year, the basis of settlement is the annual closing price. In this case, the annual closing price shall be the opening price for the purpose of determining the next year's remuneration until the position is closed, in which case the actual closing price shall be the basis of calculation.**

**3.5.5. No other non-objective criteria or non-financial criteria or other social responsibility criteria shall be taken into account in determining the remuneration, but only the objective criteria set out in this point. No deferral period will be set.**

**3.5.6. The annual amount of the remuneration to be paid under this point may not exceed 20 times**

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*the fixed annual remuneration of the Board of Directors.*

***3.5.7. The annual profit achieved in the capital market pillar activity on which the remuneration is based shall be determined by the Management Board by 30 days of each year following the year under consideration. The Company may only claim back remuneration if it is subsequently established (e.g. as a result of the annual audit) that it should not have been paid or should not have been paid to the same extent because the remuneration paid was based on an incorrect calculation. The Board of Directors is entitled to decide on the distribution of the payable remuneration among the members of the Board of Directors with regard to the proportions of the contribution to the result.***

***3.5.8. Remuneration under this point may be paid for the year 2024 and subsequent years. This provision does not constitute share-based remuneration, and no share bonus may be paid to the Board of Directors under this provision.***

Section 8.2 of the Remuneration Policy has been amended to read as follows:

***8.2 This Remuneration Policy has been submitted to the General Meeting for an advisory vote.***

Reasoning:

Fulfilling its obligation set out by law, the management of the Company shall propose the Remuneration Policy of ENEFI Asset Management Llc. for the General Meeting.

One of the pillars of the Company's strategy is the capital markets pillar, which has recently required considerable energy on the part of the Board, but has also generated significant profits for the Company. The Company continues to see the capital markets pillar as an opportunity and, with the encouragement of the Board, will continue to give it a high priority. In view of the above, it is proposed to adopt the revised remuneration policy of the Company.

The amended remuneration policy was adopted by the Board of Directors on 08 January 2025. There have been no changes to the remuneration policy since its last approval by the general meeting beyond the above. Payments have so far been made exclusively based on the remuneration policy approved by the general meeting.

If the proposed Remuneration Policy is rejected by the General Meeting then the revised Remuneration Policy shall be submitted to the next General Meeting for another vote to express opinions. Following the vote to express opinions of the General Meeting regarding the Remuneration Policy or in case of rejection, following the repeated vote, the Remuneration Policy shall be publicised by the Company at its announcement places.

**Agenda item 2.:**

Decision on the amendment of the Articles of Association (VIII/5.) and decision on the acceptance of the Articles of Association comprised in a consolidated structure together with the amendments.

Proponent: Board of Directors

Resolution Proposals:

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1. The General Meeting shall supplement Section VIII/5 of the Articles of Association with the following Section 5.6:

5.6. When making resolutions, Section 3:19. (2) of the Civil Code shall not apply, and the General Meeting shall expressly allow deviation from this in these Articles of Association.

2. The shareholders' meeting shall acceptance of the Articles of Association comprised in a consolidated structure together with the amendments.

Reasoning:

In view of the dispositive regulation of the Civil Code, the Board of Directors proposes to amend the articles of association as above, enabling shareholders to express their will in the form of a vote regarding the agenda items that affect them.

Date of General Meeting: 2025. 01. 31. 11.00 am  
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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:

Share series listed on the Budapest Stock Exchange	ISIN	Nominal value (HUF/share)	Issued number	Total Nominal value (HUF)
Ordinary shares	HU0000089198	10	11.150.000	111.500.000,-
Dividend-preference convertible shares	HU0000173737	10	2 119 966	21 199 660
Share capital	-	-	13.269.966	132.699.660,-

Number of voting rights attached to the shares:

Share series listed on the Budapest Stock Exchange	Issued number	Shares with voting rights	Voting right per share	Total voting rights	Number of own and connected entities shares
Ordinary shares	11.150.000	11.150.000	1	11.150.000	Own shares: 0 Company's connected entities shares*: 2 082 898 Total: 2 082 898
Dividend-preference convertible shares	2 119 966	0	0	0	Own shares: 0 Company's connected entities shares: 0
Total:	13.269.966	11.150.000	1	11.150.000	2 082 898

\* EETEK Ltd: 1 551 857, ENEFI Projektársaság Kft.: 531 041

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## 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 5-7. E épület 3. emelet 4. "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

. \_\_. <sup>th</sup> \_\_. 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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