



QSUBMISSIONS AND PROPOSALS FOR RESOLUTIONS
regarding the scheduled
EXTRAORDINARY GENERAL MEETING of
4iG Public Limited Company
held on 30th September 2024 starting at 10:00 am

The Board of Directors of **4iG Public Limited Company** (registered seat: H-1013 Budapest, Krisztina körút 39; company registration number: 01-10-044993; “**Company**”) hereby informs the Esteemed Shareholders on the Submissions and Proposals for Resolutions regarding the Agenda Items of the extraordinary general meeting scheduled to be held on the 30th September 2024.

The Board of Directors - after the opening of the General Meeting and the determination of the quorum - before discussing the items on the agenda, recommends the adoption of a resolution on the persons of the officials of the General Meeting.

Proposal for resolution:

Resolution of the General Meeting No. [■]/2024. (IX.30.):

The General Meeting has elected [■] to be its Chairman, [■] to be its keeper of the minutes, [■] as the representative of [■] shareholder, to authenticate the minutes, as well as [■] and [■] to be the vote counter.

Agenda Item No. 1:

Decision on the election and remuneration of members of the Board of Directors and their duration of mandate

Submission to Agenda Item No. 1:

The Board of Directors shall hereby propose the General Meeting the hereunder persons to appoint as the new members of the Board of Directors as follows:

1. Name: **Csaba Ferenc Thurzó**
(mother’s name: Kis Katalin;
address: 2089 Telki, Levendula street 24.)

Professional background:

He holds a BSc degree in Business and Economics from the Budapest Business School and a complementary degree in legal studies from the Eötvös Loránd University. He started his professional



career as a portfolio manager at Forrás Vagyonkezelési és Befektetési Inc., then he was the Chief Investment and Shareholder and Press Relations Officer between 2003 and 2004. In 2005, he joined Magyar Posta Ltd., where he became Chief Controlling Officer in 2011 and then he was Deputy CEO for Finance between 2017 and 2018. In September 2018, he became Deputy CEO for Finance and Operations at 4iG Plc. He has more than 18 years of leadership experience. In 2016, the Budapest Business School recognised his professional achievements with a silver ring. At the 2020 Budapest Economic Forum, he was recognised as one of the best financial managers in Hungary and received the CFO Master 2020 award.

2. Name: **Gábor Tomcsányi**

(mother's name: Dr. Krisztina Timár;

address: 1124 Budapest, Mártonhegyi street 50/F 1. door)

Professional background:

After graduating from the Budapest University of Economics and the French ESSCA in 1997, he began his career at CIB Bank in the Project and Structured Finance Department as a department head. In 2001, he became the Director of Finance and later the CEO of SCD Group, a prominent real estate development, tourism, and venture capital investment firm in Central and Eastern Europe. Subsequently, he worked as a capital market advisor and co-owner of Hillside International, facilitating numerous real estate investments and developments in Hungary. From 2018, he served as the CEO of Appennin Plc., the largest real estate investment and asset management company on the Budapest Stock Exchange. Simultaneously, he was appointed Chairman of the Supervisory Board of 4iG Plc. and later became an advisor to the CEO of the company. Since September 1, 2022, he has been leading the operational and support areas of the 4iG Group as the Group's Deputy CEO of Operations. He oversees corporate governance, communications, HR, security, quality management, investment and property management, legal, and procurement at the group level.

The Board of Directors informs the General Meeting that the Supervisory Board has examined and approved the proposal under this agenda item.

Proposal for resolution No. 1. concerning the Agenda Item No. 1:

Resolution of the General Meeting No. [■]/2024. (IX.30.):

The General Meeting shall hereby make the decision on the appointment of Csaba Ferenc Thurzó (address: 2089 Telki, Levendula street 24.; mother's name: Kis Katalin) as to be the member of the Board of Directors upon joint representative rights and entitlement for the practice of power of authorized signatures as of the date of the closure of today's extraordinary general meeting for an indefinite time, ie. 30 September 2024. The new member of the Board of Directors shall perform the herein tasks upon agency contract. The General Meeting shall hereby measure the annual gross remuneration of the new member of the Board of Directors in line with the General Meeting Resolution No. 15/2022. (IV.29.).

Proposal for resolution No. 2. concerning the Agenda Item No. 1:

Resolution of the General Meeting No. [■]/2024. (IX.30.):

The General Meeting shall hereby make the decision on the appointment of Gábor Tomcsányi (address: 1124 Budapest, Mártonhegyi street 50/F 1. door; mother's name: Dr. Krisztina Timár) as to be the member of the Board of Directors upon joint representative rights and entitlement for the practice of power of authorized signatures as of the date of the closure of today's extraordinary general meeting for an indefinite time, ie. 30 September 2024. The new member of the Board of Directors shall perform the herein tasks upon agency contract. The General Meeting shall hereby measure the annual gross remuneration of the new member of the Board of Directors in line with the General Meeting Resolution No. 15/2022. (IV.29.).

Proposal for resolution No. 3. concerning the Agenda Item No. 1:

Resolution of the General Meeting No. [■]/2024. (IX.30.):

The General Meeting - with regard to the decisions taken under agenda item 1 above - resolves to withdraw the joint representation and registration rights of Csaba Ferenc Thurzó (address: 2089 Telki, Levendula utca 24; mother's name: Katalin Kis) as other employee in the Company as of the date of the conclusion of today's Extraordinary General Meeting, i.e. 30 September 2024.

Proposal for resolution No. 4. concerning the Agenda Item No. 1:

Resolution of the General Meeting No. [■]/2024. (IX.30.):

The General Meeting - with regard to the decisions taken under agenda item 1 above - resolves to withdraw the joint representation and registration rights of Gábor Tomcsányi (address: 1124 Budapest, Mártonhegyi street 50/F 1. door; mother's name: Dr. Krisztina Timár) as other employee in the Company as of the date of the conclusion of today's Extraordinary General Meeting, i.e. 30 September 2024.

Agenda Item No. 2:

*Decision on the separation of the Company ("**Spin-off**") by exercising the option provided in Paragraph (1) Section 8 of Act CLXXVI of 2013 on the Transformation, Merger and Division of Certain Legal Persons, through a single resolution - considering that the management of the Company has prepared all necessary documents for the Spin-off - taking into account the following sub-points:*

- (i) Decision on the approval of the Demerger Plan and all its annexes (including but not limited to the draft balance sheet of assets and liabilities and inventory of assets, the independent audit report, the Distribution Of Assets Principle, the instrument of constitution of the Demerging Company by spin-off and the draft of the Demerger Agreement);*
- (ii) Decision on the approval of the written report of the Board of Directors, which justifies the necessity of the Spin-off by presenting legal and economic aspects;*
- (iii) Decision on the approval of the effective date of the Spin-off;*
- (iv) Authorization to sign the Demerger Agreement and the instrument of constitution of the Demerging Company by spin-off;*
- (v) Decision on the main data of the Demerging Company and the Demerging Company by spin-off following the Spin-off;*
- (vi) Decision on all matters necessary for the execution of the Spin-off*

Submission to Agenda Item No. 1:

*Decision on the separation of the Company ("**Spin-off**") by exercising the option provided in Paragraph (1) Section 8 of Act CLXXVI of 2013 on the Transformation, Merger and Division of Certain Legal Persons, through a single resolution – considering that the management of the Company has prepared all necessary documents for the Spin-off – taking into account the following sub-points:*

- (i) Decision on the approval of the Demerger Plan and all its annexes (including but not limited to the draft balance sheet of assets and liabilities and inventory of assets, the independent audit report, the Distribution Of Assets Principle, the instrument of constitution of the Demerging Company by spin-off and the draft of the Demerger Agreement);*

The Board of Directors proposes to the General Meeting that, by exercising the option provided in Paragraph (1) Section 8 of Act CLXXVI of 2013 on the Transformation, Merger and Division of Certain Legal Persons ("**Transformation Act**"), and by passing a single resolution — considering that all necessary documents have been prepared by the management of the company concerned — the Company resolves on its separation ("**Spin-off**") in accordance with Act V of 2013 on the Civil Code ("**Civil Code**") and the Transformation Act in such a way that the Company, as the legal predecessor demerging business company and at the same time as the continuing business company ("**Demerging Company**"), would remain unchanged as a public limited company, meanwhile, the parts of its assets specified in the transformation plan ("**Demerger Plan**") in accordance with Paragraph (1) Section 18 of the Transformation Act would be transferred, in compliance with the relevant legal provisions, to 4iG Informatics Private Limited Company (registered seat: H-1037 Budapest, Montevideo utca 2/C.) as the successor business company established by the Spin-off ("**Demerging Company by spin-off**"), while the



part of the assets of the Demerging Company not affected by corporate succession would remain in the Demerging Company.

The Board of Directors presents that, in accordance with Paragraph (1) and (2) Sections 8 of the Transformation Act, the necessary documents for the Spin-off have been prepared, including the Demerger Plan and all its annexes (including, but not limited to, the draft balance sheet of assets and liabilities and inventory of assets, the independent audit report, the Distribution Of Assets Principle, the instrument of constitution of the Demerging Company by spin-off and the draft of the Demerger Agreement), which documents form an inseparable part of the present Submissions and Proposals for Resolutions as Annex 1.

The Board of Directors presents that the Spin-off qualifies as a preferential transfer of assets as defined in Section 4, point 23/b of Act LXXXI of 1996 on Corporate Tax and Dividend Tax ("**Corporate Tax Act**").

The Board of Directors states that, in connection with the preferential transfer of assets, the Demerging Company by spin-off as the successor company, will make the commitments set forth in Paragraph (12) Section 16 of the Corporate Tax Act, and these commitments will also be included in its instrument of constitution.

The Board of Directors notes that no employee representative organisation operates at the Demerging Company.

The Board of Directors submits that, in view of the above, the Company's management recommends that the General Meeting approve the Demerger Plan prepared in connection with the Spin-off of the Company as the Demerging Company and all its annexes (including but not limited to the draft balance sheet of assets and liabilities and inventory of assets, the independent audit report, the Distribution Of Assets Principle, the instrument of constitution of the Demerging Company by spin-off , and the draft of the Demerger Agreement) with the same content as Annex 1 of the present Submissions and Proposals for Resolutions.

(ii) Decision on the approval of the written report of the Board of Directors, which justifies the necessity of the Spin-off by presenting legal and economic aspects;

The Board of Directors presents that the written report required by Paragraph (2) Section 24 of the Transformation Act has also been prepared, which justifies the necessity of the Spin-off by presenting legal and economic aspects, which report forms an inseparable part of the present Submissions and Proposals for Resolutions as Annex 2.

(iii) Decision on the approval of the effective date of the Spin-off;

The Board of Directors submits that the management of the Company recommends to the General Meeting that 30 June 2024 shall be determined as the reference date for the draft balance sheet and inventory of assets, and 31 December 2024, as the date of the Spin-off ("**Spin-off Date**"). If, for any



reason, the court of registration registers the Spin-off in the company register after the Spin-off Date, the Spin-off Date is the date on which the court of registration registers the Spin-off into the company register.

- (iv) *Authorization to sign the Demerger Agreement and the instrument of constitution of the Demerging Company by spin-off;*

The Board of Directors presents that, considering the Transformation Act requires the Demerger Agreement to be signed by the parties involved in the demerger (Spin-off), it is therefore necessary to grant special authorization to the management by the General Meeting for the signing of the Demerger Agreement and the instrument of constitution of the Demerging Company by spin-off.

- (v) *Decision on the main data of the Demerging Company and the Demerging Company by spin-off following the Spin-off;*

As part of this agenda item, the management of the Company submits to the General Meeting the main data of the Demerging Company and the Demerging Company by spin-off, including the company name, abbreviated company name, main activity, amount of share capital, executive officers, members of the supervisory board, auditors, and the duration of their appointments.

The management proposes that, following the demerger (Spin-off), the data of the Demerging Company be determined as follows:

- **Company Name:** 4iG Public Limited Company
- **Abbreviated Company Name:** 4iG Plc.
- **Legal Form:** Public Limited Company
- **Registered seat:** 1013 Budapest, Krisztina körút 39.
- **Main Activity (TEÁOR'08):** 6201 '08 Computer programming services
- **Share Capital (Registered Capital):** HUF 5,981,499,480, i.e., five billion nine hundred eighty-one million four hundred ninety-nine thousand four hundred eighty Hungarian Forints.
- **Executive Officer(s):**

Chairman of the Board: **Gellért Zoltán Jászai** (mother's name: Margit Nagy)
Date of Birth: 17 June 1974
Address: 1025 Budapest, Felső Zöldmáli út 53. 2. ajtó
Tax Identification Number: 8392483952
Mode of Representation: independent

Member of the Board: **Aladin Ádám Linczényi** (mother's name: Julianna Bernáth)
Date of Birth: 06 June 1979
Address: 1141 Budapest, Jeszenák János utca 35.
Tax Identification Number: 8410633078
Mode of Representation: joint

Member of the Board: **Péter Krisztián Fekete** (mother's name: Katalin Szabó)
Date of Birth: 08 September 1979
Address: 5600 Békéscsaba, Jókai utca 46/1. 1. ép.
Tax Identification Number: 8411570452
Mode of Representation: joint

Member of the Board: **László Blénessy** (mother's name: Mária Magdolna Bordos)
Date of Birth: 28 January 1968
Address: 1221 Budapest, Murányi utca 7.
Tax Identification Number: 8369163998
Mode of Representation: joint

Member of the Board: **Béla Zsolt Tóth** (mother's name: Ibolya Mária Rapák)
Date of Birth: 25 December 1970
Address: 2111 Szada, Székely Bertalan út 12.
Tax Identification Number: 8379782739
Mode of Representation: joint

Member of the Board: **Vargas Santos David Pedro** (mother's name: ..: De Brito Vargas Lopes Maria Filomena)
Date of Birth: 01 August 1984
Address: 1025 Budapest, Cimbalom utca 3/B
Tax Identification Number: 8429464859
Mode of Representation: joint

Member of the Board: **Csaba Ferenc Thurzó** (mother's name: Katalin Kis)
Date of Birth: 20 May 1976
Address: 2089 Telki, Levendula utca 24.
Tax Identification Number: 8399514136
Mode of Representation: joint

Member of the Board: **Gábor Tomcsányi** (mother's name: Dr. Krisztina Timár)
Date of Birth: 22 January 1975
Address: 1124 Budapest, Mártonhegyi út 50/F 1. ajtó
Tax Identification Number: 8394673376
Mode of Representation: joint

- Members of the Supervisory Board, the auditor, and the duration of their appointments will remain unchanged.

The management proposes that, following the demerger (Spin-off), the data of the Demerging Company by spin-off be determined as follows:

- **Company Name:** 4iG Informatics Private Limited Company
- **Abbreviated Company Name:** 4iG Informatics Plc.
- **Legal Form:** Private Limited Company
- **Registered seat:** 1037 Budapest, Montevideo utca 2/C.
- **Main Activity (TEÁOR'08):** 6201 '08 Computer programming services
- **Share Capital (Registered Capital):** HUF 1.000.000.000, i.e., one billion Hungarian Forints.
- **Executive Officer(s):**

Chairman of the Board: **Péter Krisztián Fekete** (mother's name: Katalin Szabó)
Date of Birth: 08 September 1979
Address: 5600 Békéscsaba, Jókai utca 46/1. 1. ép.
Tax Identification Number: 8411570452
Mode of Representation: joint

Member of the Board: **Csaba Ferenc Thurzó** (mother's name: Katalin Kis)
Date of Birth: 20 May 1976
Address: 2089 Telki, Levendula utca 24.
Tax Identification Number: 8399514136
Mode of Representation: joint

Member of the Board: **Gábor Tomcsányi** (mother's name: Dr. Krisztina Timár)
Date of Birth: 22 January 1975
Address: 1124 Budapest, Mártonhegyi út 50/F 1. ajtó
Tax Identification Number: 8394673376
Mode of Representation: joint

Member of the Board: **Béla Zsolt Tóth** (mother's name: Ibolya Mária Rapák)
Date of Birth: 25 December 1970
Address: 2111 Szada, Székely Bertalan út 12.
Tax Identification Number: 8379782739
Mode of Representation: joint

Member of the Board: **Gábor Radó** (mother's name: Veronika Róna)
Date of Birth: 01 June 1969
Address: 1022 Budapest, Fillér utca 48. MF 1. ajtó
Tax Identification Number: 8374062827
Mode of Representation: independent

- **Members of the Supervisory Board:**

Chairman of the Supervisory Board: **Zoltán Simon** (Mother's Name: Julianna Kiss)
Address: 2225 Üllő, Gyömrői út 94.

Member of the Supervisory Board: **András Kunosi** (Mother's Name: Mária Erzsébet Nagy)
Address: 2030 Érd, Kont utca 38.

Member of the Supervisory Board: **Ildikó Tóthné Dr. Rózsa** (Mother's Name: Hamar Zsófia)
Address: 1117 Budapest, Bercsényi utca 21. A. ép. 4. em. 1. ajtó

- **The Company's Auditor:**

Name: Ernst & Young Audit Limited Liability Company
Registered seat: 1132 Budapest, Váci út 20.
Company Registration Number: 01-09-267553
Responsible Person for the Audit: Rita Domoszlai (Mother's Name: Zsuzsanna Halabrin)
Address: 2040 Budaörs, Szilva utca 41/B

(vi) *Decision on all matters necessary for the execution of the Spin-off;*

The Board of Directors proposes to the General Meeting that the following additional decisions necessary for the Spin-off be made as outlined below.

The Board of Directors proposes to the General Meeting, in order to ensure the smooth implementation of the Spin-off, that in the event that for any reason any document relating to the Spin-off needs to be amended or supplemented, the Board of Directors may take any decision in respect of such amendments or supplements in place of the General Meeting, and thus the Spin-off documents may be amended or supplemented under the authority of the Board of Directors.

The Board of Directors proposes that the Company as the Demerging Company, be designated for the publication in the Company Gazette as required by Section 9 of the Transformation Act. In the event that a procedure for supplementing documents is required during the Spin-off, the management proposes that the necessary modifications to the related documents—provided they do not affect the main data of the Spin-off—be carried out by the management of the Company.

The Board of Directors proposes that the General Meeting approve the appointment of Quercus Audit RB Könyvvizsgáló és Gazdasági Tanácsadó Korlátolt Felelősségű Társaság (Company Registration Number: 19-09-522663, Tax Number: 27553707-2-19; Registered Seat: 8200 Veszprém, Radnóti tér 2. C. ép.) - registration number: 004413; person responsible for auditing: András József Tölgyes, registered auditor (registration number: 005572; Mother's Name: Dr. Katalin Zsilikó; Address: 8200 Veszprém, Szajkó utca 14/B) - as the independent auditor to perform the tasks related to the review of the draft balance sheet and inventory of assets prepared for the Spin-off.



The Board of Directors also proposes that the General Meeting acknowledge that no employee representative organisation operates at the Company.

In accordance with the provisions of Chapter VI of the Demerger Agreement, the portion of assets due to shareholders who do not wish to participate as shareholders in the continuing (remaining) company, i.e., the Demerging Company, will be paid as follows: According to Section 5 of the Transformation Act, a shareholder may, within thirty (30) days from the publication of the Demerger Plan but no later than the start of the final voting on the transformation at the General Meeting to be held on 30 September 2024, declare in writing that they do not wish to remain a shareholder in the continuing (remaining) company, i.e., the Demerging Company. In the absence of such a declaration, it will be considered that the shareholder wishes to remain a shareholder in the continuing (remaining) company, i.e., the Demerging Company. For those 4iG shareholders who decide not to participate as shareholders in the continuing (remaining) Demerging Company and provide a valid declaration to that effect, the value of their shares will be paid at HUF 520 (i.e. five hundred and twenty Forints),- per share, as specified in Paragraph (3) Section 6 of the Transformation Act, within 60 (sixty) days following the registration of the Demerging Company by spin-off .

The Board of Directors informs the General Meeting that the Supervisory Board has examined and approved the proposal under this agenda item.

Based on the above, the Board of Directors submits the adoption of the following Resolutions of the General Meetings.

Proposal for resolution No. 1. concerning the Agenda Item No. 2:

Resolution of the General Meeting No. [■]/2024. (IX.30.):

The General Meeting, exercising the option provided by Paragraph (1) Section 8 of Act CLXXVI of 2013 on the Transformation, Merger and Division of Certain Legal Persons ("Transformation Act"), resolves within a single decision on the separation ("Spin-off") in accordance with Act V of 2013 on the Civil Code ("Civil Code") and the Transformation Act, whereby the Company, as the predecessor demerging business company and also as the continuing business company ("Demerging Company"), would remain unchanged as a public limited company, meanwhile, the parts of its assets specified in the transformation plan ("Demerger Plan") in accordance with Paragraph (1) Section 18 of the Transformation Act would be transferred, in compliance with the relevant legal provisions, to 4iG Informatics Private Limited Company (registered seat: H-1037 Budapest, Montevideo utca 2/C.) as the successor business company established by the Spin-off ("Demerging Company by spin-off"), while the part of the assets of the Demerging Company not affected by corporate succession would remain in the Demerging Company.

Proposal for resolution No. 2. concerning the Agenda Item No. 2:



Resolution of the General Meeting No. [■]/2024. (IX.30.):

The General Meeting, by this resolution, approves the Demerger Plan of the Demerging Company prepared by the management and all its annexes (including, but not limited to, the draft balance sheet of assets and liabilities and inventory of assets, the independent audit report, the Distribution Of Assets Principle, the instrument of constitution of the Demerging Company by spin-off , and the draft of the Demerger Agreement) as attached to this resolution with the same content as Annex No. 1 of this resolution.

Proposal for resolution No. 3. concerning the Agenda Item No. 2:

Resolution of the General Meeting No. [■]/2024. (IX.30.):

The General Meeting, by this resolution, approves the written report prepared by the management of the Demerging Company in accordance with Paragraph (2) Section 24 of the Transformation Act, which is attached to this resolution and contains the justification for the necessity of the Spin-off by explaining legal and economic aspects, with the same content as Annex No. 2 of this resolution.

Proposal for resolution No. 4. concerning the Agenda Item No. 2:

Resolution of the General Meeting No. [■]/2024. (IX.30.):

The General Meeting, by this resolution, approves 30 June 2024 be determined as the reference date for the draft balance sheet and asset inventory, and 31 December 2024 be determined as the date of the Spin-off ("Spin-off Date"). If, for any reason, the court of registration registers the Spin-off in the company register after the Spin-off Date, the Spin-off Date is the date on which the court of registration registers the Spin-off into the company register.

Proposal for resolution No. 5. concerning the Agenda Item No. 2:

Resolution of the General Meeting No. [■]/2024. (IX.30.):

The General Meeting authorizes the management of the Company to sign the Demerger Agreement as well as the instrument of constitution of the Demerging Company by spin-off.



Proposal for resolution No. 6. concerning the Agenda Item No. 2:

Resolution of the General Meeting No. [■]/2024. (IX.30.):

The General Meeting determines the details of the Demerging Company after the demerger (Spin-off) as follows:

- Company Name: 4iG Public Limited Company
- Abbreviated Company Name: 4iG Plc.
- Legal Form: Public Limited Company
- Registered seat: 1013 Budapest, Krisztina körút 39.
- Main Activity (TEÁOR'08): 6201 '08 Computer programming services
- Share Capital (Registered Capital): HUF 5,981,499,480, i.e., five billion nine hundred eighty-one million four hundred ninety-nine thousand four hundred eighty Hungarian Forints.
- Executive Officer(s):

Chairman of the Board: Gellért Zoltán Jászai (mother's name: Margit Nagy)
Date of Birth: 17 June 1974
Address: 1025 Budapest, Felső Zöldmáli út 53. 2. ajtó
Tax Identification Number: 8392483952
Mode of Representation: independent

Member of the Board: Aladin Ádám Linczényi (mother's name: Julianna Bernáth)
Date of Birth: 06 June 1979
Address: 1141 Budapest, Jeszenák János utca 35.
Tax Identification Number: 8410633078
Mode of Representation: joint

Member of the Board: Péter Krisztián Fekete (mother's name: Katalin Szabó)
Date of Birth: 08 September 1979
Address: 5600 Békéscsaba, Jókai utca 46/1. 1. ép.
Tax Identification Number: 8411570452
Mode of Representation: joint

Member of the Board: László Blénessy (mother's name: Mária Magdolna Bordos)
Date of Birth: 28 January 1968
Address: 1221 Budapest, Murányi utca 7.
Tax Identification Number: 8369163998
Mode of Representation: joint

Member of the Board: Béla Zsolt Tóth (mother's name: Ibolya Mária Rapák)
Date of Birth: 25 December 1970



Address: 2111 Szada, Székely Bertalan út 12.
Tax Identification Number: 8379782739
Mode of Representation: joint

Member of the Board: Vargas Santos David Pedro (mother's name: .: De Brito Vargas Lopes Maria Filomena)
Date of Birth: 01 August 1984
Address: 1025 Budapest, Cimbalom utca 3/B
Tax Identification Number: 8429464859
Mode of Representation: joint

Member of the Board: Csaba Ferenc Thurzó (mother's name: Katalin Kis)
Date of Birth: 20 May 1976
Address: 2089 Telki, Levendula utca 24.
Tax Identification Number: 8399514136
Mode of Representation: joint

Member of the Board: Gábor Tomcsányi (mother's name: Dr. Krisztina Timár)
Date of Birth: 22 January 1975
Address: 1124 Budapest, Mártonhegyi út 50/F 1. ajtó
Tax Identification Number: 8394673376
Mode of Representation: joint

- Members of the Supervisory Board, the auditor, and the duration of their appointments will remain unchanged.

Proposal for resolution No. 7. concerning the Agenda Item No. 2:

Resolution of the General Meeting No. [■]/2024. (IX.30.):

The General Meeting determines the details of the Demerging Company by spin-off after the demerger (Spin-off) as follows:

- Company Name: 4iG Informatics Private Limited Company
- Abbreviated Company Name: 4iG Informatics Plc.
- Legal Form: Private Limited Company
- Registered seat: 1037 Budapest, Montevideo utca 2/C.
- Main Activity (TEÁOR'08): 6201 '08 Computer programming services
- Share Capital (Registered Capital): HUF 1.000.000.000, i.e., one billion Hungarian Forints.
- Executive Officer(s):

Chairman of the Board: Péter Krisztián Fekete (mother's name: Katalin Szabó)
Date of Birth: 08 September 1979
Address: 5600 Békéscsaba, Jókai utca 46/1. 1. ép.
Tax Identification Number: 8411570452
Mode of Representation: joint

Member of the Board: Csaba Ferenc Thurzó (mother's name: Katalin Kis)
Date of Birth: 20 May 1976
Address: 2089 Telki, Levendula utca 24.
Tax Identification Number: 8399514136
Mode of Representation: joint

Member of the Board: Gábor Tomcsányi (mother's name: Dr. Krisztina Timár)
Date of Birth: 22 January 1975
Address: 1124 Budapest, Mártonhegyi út 50/F 1. ajtó
Tax Identification Number: 8394673376
Mode of Representation: joint

Member of the Board: Béla Zsolt Tóth (mother's name: Ibolya Mária Rapák)
Date of Birth: 25 December 1970
Address: 2111 Szada, Székely Bertalan út 12.
Tax Identification Number: 8379782739
Mode of Representation: joint

Member of the Board: Gábor Radó (mother's name: Veronika Róna)
Date of Birth: 01 June 1969
Address: 1022 Budapest, Fillér utca 48. MF 1. ajtó
Tax Identification Number: 8374062827
Mode of Representation: independent

- **Members of the Supervisory Board:**

Chairman of the Supervisory Board: Zoltán Simon (Mother's Name: Julianna Kiss)
Address: 2225 Üllő, Gyömrői út 94.

Member of the Supervisory Board: András Kunosi (Mother's Name: Mária Erzsébet Nagy)
Address: 2030 Érd, Kont utca 38.

Member of the Supervisory Board: Ildikó Tóthné Dr. Rózsa (Mother's Name: Hamar Zsófia)
Address: 1117 Budapest, Bercsényi utca 21. A. ép. 4. em. 1. ajtó



- The Company's Auditor:

Name: Ernst & Young Audit Limited Liability Company
Registered seat: 1132 Budapest, Váci út 20.
Company Registration Number: 01-09-267553
Responsible Person for the Audit: Rita Domoszlai (Mother's Name: Zsuzsanna Halabrin)
Address: 2040 Budaörs, Szilva utca 41/B

Proposal for resolution No. 8. concerning the Agenda Item No. 2:

Resolution of the General Meeting No. [■]/2024. (IX.30.):

The General Meeting hereby authorises the management of the Company, in the event that for any reason it becomes necessary to amend or supplement any documents relating to the Spin-off, the Board of Directors may take any decision in respect of such amendments or supplements in place of the General Meeting, and thus the documents relating to the Spin-off may be amended or supplemented by the Board of Directors.

The General Meeting entrusts the management of the Company, as the Demerging Company, with the submission of the Spin-off to the Court of Registration. The General Meeting designates the Company for the publication of the announcement (in the Company Gazette) in accordance with Section 9 of the Transformation Act.

Furthermore, the General Meeting authorizes the management of the Company that, in the event of a request for supplementary information during the registration of the demerger (Spin-off), it shall make the necessary modifications to the related documents that do not affect the main data of the demerger.

Additionally, the General Meeting expressly authorizes the management of the Company to fully execute all the Resolutions of General Meeting concerning the Spin-off, make all necessary legal declarations, sign documents (especially, but not exclusively, the Demerger Agreement), and prepare extracts of the Resolutions of General Meeting.

Proposal for resolution No. 9. concerning the Agenda Item No. 2:

Resolution of the General Meeting No. [■]/2024. (IX.30.):

The General Meeting approves and confirms that the tasks related to the verification of the draft balance sheet and inventory of assets, which are the basis of the Spin-off, shall be performed by the



independent auditor appointed by the participating company in the Spin-off, who is Quercus Audit RB Könyvvizsgáló és Gazdasági Tanácsadó Korlátolt Felelősségű Társaság (Company Registration Number: 19-09-522663, Tax Number: 27553707-2-19; Registered Seat: 8200 Veszprém, Radnóti tér 2. C. ép.) - registration number: 004413; person responsible for auditing: András József Tölgyes, registered auditor (registration number: 005572; Mother's Name: Dr. Katalin Zsilikó; Address: 8200 Veszprém, Szajkó utca 14/B).

Proposal for resolution No. 10. concerning the Agenda Item No. 2:

Resolution of the General Meeting No. [■]/2024. (IX.30.):

The General Meeting records that no employee representative organisation operates within the Company.

Proposal for resolution No. 11. concerning the Agenda Item No. 2:

Resolution of the General Meeting No. [■]/2024. (IX.30.):

The General Meeting resolves that, in accordance with Paragraph (3) Section 6 of the Transformation Act, a payment of HUF 520 (i.e. five hundred and twenty Forints) per HUF 20 share will be paid to the 4iG Shareholders intending to exit, within 60 (sixty) days following the registration of the Demerging Company by spin-off. The names and number of shares of the withdrawing shareholders will be recorded in the minutes of the General Meeting. The shares of the withdrawing shareholders will become treasury shares of the Company. Given that the acquisition of treasury shares is related to the Spin-off, prior authorization from the General Meeting to the Board of Directors is not required for the acquisition of treasury shares under Paragraph (3) Section 3:223 of the Civil Code.

Agenda Item No.3:

Decision on the amendment of the remuneration of the Company's auditor

Submission to Agenda Item No. 3:

The General Meeting of the Company has elected by its resolution No. 13/2024. (IV.29.) Ernst & Young Audit Limited Liability Company (registered seat: 20 Váci street, Budapest, HU-1132; company registration number: 01-09-267553; hereinafter referred to as "Auditor") as the Company's auditor from 1st of May 2024 for a defined period of 3 years, until the approval of the individual and consolidated annual accounts for 2024-2026.



The General Meeting – on the basis of prior negotiations with the Auditor – has set the remuneration of the Auditor for year 2024 in respect of the individual annual account of the Company in accordance with IAS-IFRS in the amount of EUR 219 000 + VAT, i.e. two-hundred nineteen thousand euro + VAT, while in respect of the consolidated annual account of the Company in the amount of EUR 158 000 + VAT, i.e. one-hundred fifty-eight thousand euro + VAT).

Following the election of the auditor, Act No CVIII of 2023 on the rules of corporate social responsibility, taking into account environmental, social and societal aspects, and amending other related acts, in order to promote sustainable financing and unified corporate responsibility entered into force (“ESG Act”) the provisions of which shall be applied to the Company.

Under the provisions of the ESG Act, the Company's consolidated annual accounts for 2024 must include a so-called ESG report, which must be audited by the elected auditor.

The Company has requested an offer from the Company's Auditor in order to meet its above obligation. According to the offer received, the fee for the ESG audit is EUR 200 000 + VAT, which represents an additional cost compared to the auditor's fee set by the above-mentioned General Meeting resolution and therefore requires to be submitted to the General Meeting for approval.

The Board of Directors informs the General Meeting that the Supervisory Board has examined and approved the proposal under this agenda item.

Proposal for resolution concerning the Agenda Item No. 3:

Resolution of the General Meeting No. [■]/2024. (IX.30.):

The General Meeting approves that Ernst & Young Audit Limited Liability Company (registered seat: 20 Váci street, Budapest, HU-1132; company registration number: 01-09-267553; hereinafter referred to as “Auditor”) conducts the audit of the ESG report for the financial year of 2024, according to Act No CVIII of 2023, for a total fee of EUR 200 000 + VAT in such a way that the Auditor is entitled to appoint the person with the appropriate certification, bearing responsibility for the audit.

Agenda Item No.4:

Decision on the amendment of the Company's Articles of Association

Submission to Agenda Item No. 4:

The Board of Directors informs the General Meeting that, in order to promote the efficiency of the operation of the Company and its subsidiaries (the "Group") and to facilitate its long-term development objectives, the Board of Directors proposes to amend the Company's Articles of Association, which



proposed amendments are based on the current organisational and operational principles and rules of the Company.

The Board of Directors submits to the General Meeting for review and discussion the draft amendment to the Memorandum and Articles of Association ("Articles of Association") and outlines the main points of the modification.

The Board of Directors informs the General Meeting that the Supervisory Board has examined and approved the proposal under this agenda item.

The Board of Directors hereby proposes the approval of the following Resolution of the General Meeting.

Proposal for resolution concerning the Agenda Item No. 4:

Resolution of the General Meeting No. [■]/2024. (IX.30.):

The General Meeting decides to amend the provisions of the Articles of Association of the Company. The list and exact wording of the points affected by the amendments are set out below, with the ~~strikethrough~~ being deleted and the bold *and italic* text being inserted into the text of the Statutes.

Chapter 1. of the Articles of Association of the Company is amended as follows:

~~INTRODUCTORY PROVISIONS DELETED~~

~~1.1. FreeSoft Szoftverfejlesztő és Számítástechnikai Szolgáltató Részvénytársaság (in English: FreeSoft Software Development and Computer Service Provider) (hereinafter referred to as: Company) was founded on 08 January 1995 and was registered into the company registration by Pest County Company Registry Court (in Hungarian: Pest Megyei Bíróság Cégbíróság) on 02 March 1995 under the company registration number of Cg. 13-10-040281. On the basis of the order issued by the Capital Court (in Hungarian: Fővárosi Bíróság) as a Company Registry Court (in Hungarian: Cégbíróság) has become competent for company registration as a result of the relocation of the seat of business under the number of 01-10-044993/12. on 02 April 2004 and the Company is defined by the court herein as the legal successor of the merging FreeSoft Kft.~~

~~1.2. In line with the Act V of 2013 on the Civil Code (hereinafter referred to as "Act on the Civil Code") and in accordance with the Act CLXXVI on Transformation, Merging and Separation of the Legal Entities (hereinafter referred to as 'Transformation Act'), the Company shall merge with Axis Rendszerház Informatikai Fejlesztő és Tanácsadó Korlátolt Felelősségű Társaság (in English: Axis IT Development and Advisor Private Limited Liability Company) (seat of business: 1037 Budapest, Montevideo utca 8.; company registration place and number: Company Registry Court of Budapest Capital Regional Court (in Hungarian: Fővárosi Törvényszék Cégbírósága), 01-09-199169; as 'Merging Company1'), with HUMANsoft Elektronikai Korlátolt~~

~~Felelősségű Társaság (in English: HUMANsoft Electronic Private Limited Liability Company) (seat of business: 1037 Budapest, Montevideo utca 8.; company registration place and number: Company Registry Court of Budapest Capital Regional Court (in Hungarian: Fővárosi Törvényszék Cégbírósága), 01-09-062054; as 'Merging Company2') and with Mensor3D Korlátolt Felelősségű Társaság (in English: Mensor3D Private Limited Liability Company) (seat of business: 1037 Budapest, Montevideo utca 8.; company registration place and number: Company Registry Court of Budapest Capital Regional Court (in Hungarian: Fővárosi Törvényszék Cégbírósága), 01-09-328695, as 'Merging Company3', with that the Merging Company1, the Merging Company2, and the Merging Company3 (hereinafter Merging Company1, Merging Company2, and Merging Company3 jointly referred to as 'Firstly Merging Companies) merge into the Company. Regarding the merger the shareholders of the Company made decision on the merger upon general meeting resolution, and the Firstly Merging Companies made decision in their resolutions on 13 December 2018.~~

~~1.3. In line with the Act on the Civil Code and in accordance with the Transformation, the Company shall merge with DOTO Systems Zártkörűen Működő Részvénytársaság (in English: DOTO Systems Private Limited Company) (seat of business: 1037 Budapest, Montevideo utca 8.; company registration place and number: Company Registry Court of Budapest Capital Regional Court (in Hungarian: Fővárosi Törvényszék Cégbírósága), 01-10-140395; as 'Merging Company4') and with TR Consult Korlátolt Felelősségű Társaság (in English: TR Consult Private Limited Liability Company) (seat of business: 1037 Budapest, Montevideo utca 8.; company registration place and number: Company Registry Court of Budapest Capital Regional Court (in Hungarian: Fővárosi Törvényszék Cégbírósága), 01-09-686917, as 'Merging Company5'), with that the Merging Company4 and the Merging Company5 (hereinafter Merging Company4 and Merging Company5 jointly referred to as 'Secondly Merging Companies') merge into the Company. Regarding the merger the shareholders of the Company made decision on the merger upon general meeting resolution, and the Merging Companies made decision in their resolutions on 30th of September 2021.~~

1.4. The Articles of Association replacing the former Articles of Incorporation was approved by the Company on the general meeting as of 25 April 2004, and it has been amended several times by the general meeting. This consolidated and amended version of the Articles of Association was drafted on the basis of the Resolution of the Board of Directors No. 4/2023 (VII.13.) ~~the Resolution of the Board of Directors No. 2/2024 (07.03.)~~ and in accordance with the regulations of the Act V of 2013 on the Civil Code (hereinafter referred to as Act on the Civil Code).

1.5. The Company shall be formed for an indefinite period of time.

Chapter 2. of the Articles of Association of the Company is amended as follows:

~~2. THE NAME AND THE REGISTERED SEAT OF BASIC INFORMATION ON THE COMPANY~~



„2.7. The Company is formed for an indefinite period.”

Chapter 6. of the Articles of Association of the Company is amended as follows:

~~COURT SUPERVISION OF THE CORPORATE RESOLUTIONS DELETED~~

- ~~6.1. Any shareholder, executive officer or member of the Supervisory Board shall ask the court to supervise the resolutions made by the shareholders, namely by the general meeting, or by the bodies of the Company with reference that such provisions are against the legal regulations or this Articles of Association.~~
- ~~6.2. The bringing an action against the Company shall be initiated within thirty (30) days starting from the time of being aware of the knowledge, or from the time when the person being with right to bring a claim could have been aware of such knowledge. The resolution shall not be even appealed following the forfeit deadline of one (1) year from compiling the resolution if such resolution herein was not published for the person being entitled to sue, or if such person did not receive any knowledge of the hereof.~~
- ~~6.3. Persons who contributed to the adoption of the resolution with their votes — except for cases of mistake, misrepresentation and duress — shall not be entitled to bring action.~~
- ~~6.4. Bringing action for the annulment of a resolution shall have no suspensory effect on the enforcement of the resolution. The court shall be entitled to suspend execution on reasonable grounds, upon the applicant’s request. The decision ordering suspension may not be appealed. If a resolution is found unlawful, the court shall annul the resolution and shall order the passing of a new resolution if necessary. If the violation of the law or the Articles of Association is not considered significant, and does not jeopardize the Company’s lawful operation, the court shall establish the fact of infringement.~~
- ~~6.5. The court decision on the annulment of a resolution shall also apply to any other persons who are not involved in the proceedings and are entitled to bring action for the review of the resolution. Upon the judicial review of the infringing resolutions of company the scope of actions for the annulment of resolutions shall be respectively applied to those shareholders who are not involved in the legal action.~~

Article 10.1. of the Articles of Association of the Company is amended as follows:

“10.1. The scope of authority of the general meeting

Matters within the exclusive scope of the authority and the competence of the General Meeting:

- a) the decision on the establishment and amendment of the Articles of Association, unless provided otherwise by the Act on the Civil Code or the articles of association;
- b) the decision on the change of the form of operation of the Company;
- c) the decision on the transformation, *mergers, divisions, separations* or termination of the Company without a legal successor;
- d) the election and removal of the members of the Board of Directors, the members of the Supervisory Board, the Auditor, and the manager, as well as the establishment of their remuneration;
- e) acceptance of the annual financial statements *(if prepared, the consolidated accounts)*;
- f) decision on the appropriation of the after-tax profit, payment of dividend and interim dividend;
- g) ~~deleted~~ *decision on the discharge to be granted to executive officer,*
- h) modification of the rights attached to a certain series, *types and classes* of shares and the transformation of categories or *series, types and* classes of shares;
- i) the decision on the issue of convertible bonds or bonds with subscription rights;
- j) decision – unless otherwise provided by the the General Meeting – on share capital increase;
- k) the decision on the share capital decrease;
- l) the decision on exclusion of exercising subscription priority right, on the authorization of the Board of Directors to restrict or prohibit the exercise of subscription priority right;
- m) the decision on the acceptance of a public takeover bid made on the Company's own share;
- n) the decision on taking measures that would disturb the public takeover bidding procedure;
- o) advisory voting of the Remuneration Policy of the Company;
- p) election of the members of the Audit Committee;
- q) the decision on the initiation of listing on and delisting from the stock exchange of the Company's securities;
- r) ~~Deleted~~ *decision to enforce a claim for damages against a member (or shareholder), an executive officer, a member of the supervisory board or the company's permanent auditor;*
- s) the approval of the rules of procedure of the Supervisory Board;
- t) decision on the adoption of the Report on Responsible Corporate Governance;
- u) the decision on all further subjects which are assigned to the exclusive scope of competence of the general meeting by the Act on the Civil Code or this Articles of Association;
- v) any disposal of key business units/assets by the Company which represent more than 50% of the overall business in terms of revenue;
- w) *decision on the participation of the Company in a recognised group of companies and on the conclusion, amendment or termination of the domination agreement or, unless*

required by law, on the inclusion of the Company in any other type of consolidation ~~the~~ entering into, any amendment or termination of any domination agreements by the Company;

- x) the entering into transactions directly or indirectly with shareholders (also through subsidiary) not on arm's length basis;
- y) *decision on the approval of contracts concluded by the Company with its own member (or shareholder), executive officer, member of the supervisory board, managing director, close relatives or the permanent auditor;*
- ~~y) z)~~ z) the decision to provide financial assistance to third parties for the acquisition of shares issued by the Company with the fact that the General Meeting does not have exclusive competence over transactions that directly or indirectly facilitate the acquisition of shares by employees of the Company, including employees of companies controlled by the Company, or by organizations set up by their employees for such purpose-;
- zz) *decision on all matters which are referred by law to the exclusive competence of the General Meeting."*

Article 10.3. of the Articles of Association of the Company is amended as follows:

"10.3. The resolutions of the general meeting on matters listed in Points a), b), c), h), i), j), k), l) m), n), *r)*, q), s), v), w), x) ~~and y)~~ *and z)* of Section 10.1 shall be adopted by three-fourth majority of the votes; any other resolution may be adopted by the simple majority of the casted votes, with the proviso that to the amendment of the Articles of Association the prevailing rules of the Hungarian Act on the Civil Code on voting shall apply. "

Article 11.5. of the Articles of Association of the Company is amended as follows:

"11.5. The Board of Directors of the Company consists of three to ~~seven~~ *eight* (3-~~7~~ *8*) persons who choose the Chairman of the Board of Directors from its own members."

Article 11.10. of the Articles of Association of the Company is amended as follows:

"11.10. The ~~decisions~~ *cases* within the scope of the competences of the Board of Directors

11.10.1. ~~Deleted~~ *Decision for commitments with a net value of HUF 500.000.000,- or more;*

11.10.2. The Board of Directors may decide on the acquisition of treasury shares by the Company based on authorization granted by the general meeting with such content or in cases provided by law.

11.10.3. With the prior consent of the Supervisory Board, the Board of Directors may ~~decide~~ *propose* to pay a dividend advance within the relevant legal framework, and is entitled to accept balance sheet in relation to the acquisition of the Company's own shares,

the payment of interim dividend and the increase of the registered capital from the Company's assets not comprising a part of the registered capital.

- 11.10.4 The Board of Directors is entitled to make all other decisions and declarations necessary for the establishment, maintenance and operation of the Organization ("ESOP Organization") within the framework of the Employee Stock Ownership Program ("ESOP"). The authorization shall cover, in particular, but not be limited to the launch of the Programs on which the ESOP Organization is based, the definition of its beneficiaries and the number of shares that may be acquired under the Programs and the extend and number of rights attached to the ordinary shares, and the conditions for their acquisition.
- 11.10.5. The Board of Directors is entitled to decide on matters concerning the Company's name, registered office, establishments, branches and areas of activity (excluding the core activity) and related amendments to the Articles of Association.
- 11.10.6. The Board of Directors is entitled to exercise the employer's rights and to decide *laying down the procedure for the exercise of employer's rights.*
- 11.10.7. The Board of Directors is entitled to ~~prepare and approve the organizational and operational regulations.~~ *empowered to establish and modify the Company's work organisation, to adopt the first Organisational and Operational Rules (OOP) and to approve the Company's proposals for organisational changes affecting the OOP.*
- 11.10.8. The Board of Directors is entitled to elect (i) the Chairman *of the Board of Directors,* (ii) the Chief Executive Officer (CEO) ~~and (iii) the Chairman & CEO of the Company.~~
- 11.10.9. The Board of Directors is entitled to appoint employees of the Company entitled to sign.
- 11.10.10. In the event of such authorization by the General Meeting, the Board of Directors may, with the prior consent of the Supervisory Board, decide to increase the share capital or to approve the interim balance sheet in connection with the increase of the share capital at the expense of the share capital.
- 11.10.11. There is no need for prior authorization given by the General Meeting to the Board of Directors to acquire own shares if the acquisition of the shares is made in order to avoid serious damage directly threatening the Company. In this case, the Board of Directors is obliged to provide information on the reason for the acquisition of own shares, the number and total nominal value of the acquired shares, the ratio of these shares to the share capital of the Company and the consideration paid.

- 11.10.12. The Board of Directors decides on the establishment of the Advisory Board and on the approval of the rules of operation established by the Advisory Board.
- 11.10.13 *The Board of Directors shall draw up its own rules of procedure and shall decide on the adoption and amendment of the rules of procedure of the Board of Directors;*
- 11.10.14 *Adopt and amend the Company's business plan and financing plan;*
- 11.10.15 *To define and approve the business policy and strategy of the Company and its subsidiaries, including, inter alia, decisions on geographical expansion and entry into new business areas, decisions on exit from existing business areas and decisions on consortium agreements, and the product portfolio;*
- 11.10.16 *Preparation of the Company's accounts in accordance with the Accounting Act and the proposal for the distribution of profits, and submission to the General Meeting;*
- 11.10.17 *Deciding on the establishment of a subsidiary or on the acquisition of a holding in a company or on the disposal or encumbrance of a holding, on the transfer, in whole or in part, of membership or shareholder rights in respect of a holding, by whatever legal title;*
- 11.10.18 *To perform all the duties provided for by law in relation to the companies in which the Company participates, including decisions on the mandates for the meetings of the supreme body of the companies;*
- 11.10.19 *Exercising the basic employer's rights over the Chief Executive Officer;*
- 11.10.20 *To report on the management, assets and business policy of the Company at least once (once) a year to the General Meeting and every three (3) months to the Supervisory Board;*
- 11.10.21. The Board of Directors is entitled to resolve upon questions not vested to the exclusive scope of competence of the general meeting by either ~~the Act on the Civil Code or by the present Articles of Association~~ *the law or the Articles of Association do not refer to the powers of the general meeting, or the powers of the Chairman of the Board of Directors or the Chief Executive Officer of the Company in the Articles of Association or the internal regulations of the Company."*

Chapter 13. of the Articles of Association of the Company is amended as follows:

~~"13. CHAIRMAN&CEO~~ DELETED

- ~~13.1. Tasks are shared between the Board of Directors and the Chairman & CEO in such a way that daily work of the Company is governed and overseen by the Chairman & CEO within the constraints of the law and the Company Articles of Association, and in accordance with the decisions of the General Meeting and Board of Directors. The Chairman & CEO has the authority to decide upon any matters that do not come under the authority of the General Meeting or Board of Directors in accordance with these Articles of Association. This division of tasks does not affect the statutory liability of the Board of Directors, or of the individual members of the Board of Directors. If the Chairman of the Board of Directors and the CEO are different persons, then the aforesaid rule shall apply adequately with the proviso that between the Chairman of the Board of Directors and CEO the division of the governing and overseeing powers relating to the daily work of the Company is defined by the Board of Directors in the Organisational and Operational Regulations of the Company.~~
- ~~13.2. If the Chairman & CEO is incapacitated, the designated member of the Board of Directors may substitute for the Chairman & CEO in his capacity as Chairman, and the Deputy CEO may substitute for him in his capacity as chief executive officer, although the substitution rights shall not extend to the exercising of employer rights. If the Chairman of the Board of Directors and the CEO are different persons, the Chairman of the Board of Directors may be substituted by the designated member of the Board of Directors, the CEO may be substituted by the nominated Deputy CEO with the proviso that none of the substitution rights shall be extended to the exercising of employer rights.~~
- ~~13.3. The Chairman & CEO governs the work of the Board of Directors and chairs its meetings. If the Chairman of the Board of Directors and the CEO are different persons, then the Chairman of the Board of Directors is vested with this competence in case of incapacity the designated member of the Board of Directors may substitute.”~~

Agenda Item No. 5:

Decision on the amendment of the Remuneration Policy

Submission to Agenda Item No. 5:

The Board of Directors, also with regard to the disclosures published in the legally required publication places, taking into account the provisions of Article 17 (4) of Act LXVII of 2019 on the encouragement of long-term shareholder engagement and the modification of certain acts with the purpose of legal harmonization ("**Remuneration Act**"), and the provisions of Act LXVII of 2013 on the Civil Code. V of 2013 (the "**Civil Code**"), according to which the remuneration policy shall be placed on the agenda of the General Meeting in case of a significant change of the remuneration policy, the General Meeting is recommended to adopt the Company's Remuneration Policy by means of a vote on the basis of the opinion of the General Meeting, with the content attached to the present Proposals and Proposed Resolutions.



The Nomination and Remuneration Committee of the Company, in its Report, which is annexed to the present Submissions and Proposals for Resolutions, recommends to the General Meeting the adoption of the Remuneration Policy and the Remuneration Report.

The Board of Directors informs the General Meeting that the Supervisory Board has examined and approved the proposal under this agenda item.

In view of the above, the Board of Directors proposes the adoption of the following Resolutions of the General Meeting.

Proposal for resolution concerning the Agenda Item No. 5:

Resolution of the General Meeting No. [■]/2024. (IX.30.):

The General Meeting, having regard to the provisions of Section 17 (4) of Act LXVII of 2019 on the encouragement of long-term shareholder engagement and the modification of certain acts with the purpose of legal harmonization, and Section 3:268 (2) of Act V of 2013 on the Civil Code, and also taking into account the report of the Company's Nomination and Remuneration Committee, and Supervisory Board hereby adopts the amendment of the Company's Remuneration Policy in accordance with the content of the proposal.

Agenda Item No. 6:

Decision on the authorization of the Board of Directors of the Company for a period of eighteen (18) months starting from 1st of October 2024 – with the simultaneous repeal of Resolution No. 6/2022. (III.31.) of the Extraordinary General Meeting held on the 31st day of the month 03 of the year 2022 – to acquire treasury shares by the Company – not exceeding twenty-five percent (25%) of the share capital of the Company at all times – , as well as decision to make any related decisions which otherwise fall within the competence of the general meeting.

Submission to Agenda Item No. 6:

The Board of Directors submits to the General Meeting that the General Meeting shall hereby authorize the Board of Directors with the simultaneous repeal of Resolution No. 6/2022. (III.31.) of the Extraordinary General Meeting held on the 31st day of the month 03 of the year 2022 to acquire ordinary shares issued by the Company for the following reasons:

- I. to be able to use treasury shares as acquisition consideration, or
- II. to maintain flexibility for further share capital structure optimization, share cancellation and/or other investments or
- III. in addition to the existing options to be able to establishment, to operate share-based incentive schemes or



IV. to be able to implement or amend share-based or hybrid financing instruments and other investment structures.

The Board of Directors submits to the General Meeting that the General Meeting shall hereby authorize the Board of Directors that the General Meeting authorizes the Board of Directors to acquire its own shares the following terms and conditions (pursuant to Section 3: 223 (1) of the Civil Code):

- I. Mode of acquisition of treasury shares: with or without consideration, either on the stock exchange or through public offer or on the OTC market if not prohibited by legal regulations, including but not limited to acquiring shares by exercising rights ensured by financial instruments for acquiring treasury shares (eg.: call right, exchange right etc.).
- II. The authorization empowers the Board of Directors to acquire any type of shares issued by the Company with any par value.
- III. The amount (number) of shares that can be acquired: the total amount of nominal value of treasury shares owned by the Company at any time may not exceed 25 % of the actual share capital of the Company.
- IV. The period of validity of the authorization: from the 1st of October 2023 for an 18 months period.

If the acquisition of the treasury shares is in return for a consideration, the minimum amount which can be paid for one piece of share is HUF 1, while the maximum amount cannot exceed 150 % of the highest of the following prices:

1. the highest price of the deals concluded with 4iG shares on the Budapest Stock Exchange ("BÉT") on the date of the transaction or
2. the highest daily volume weighted average price of 4iG shares on any of the 90 BÉT trading days prior to the date of the transaction or
3. the volume-weighted average price of 4iG shares during 90 BÉT trading days prior to (i) the date of signing the agreement for acquiring the treasury shares (particularly purchase agreement, call option agreement or other collateral agreement), or (ii) the date of acquisition of financial instruments ensuring rights to acquire treasury shares or (iii) the date of exercising option rights, pre-emption rights; rights ensured by collateral or by financial instruments for acquiring treasury shares or
4. the closing price of 4iG shares on the BÉT on the trading day which falls immediately prior to (i) the date of signing the agreement for acquiring the treasury shares (particularly purchase agreement, call option agreement or other collateral agreement), or (ii) the date of acquisition of financial instruments ensuring rights to acquire treasury shares or (iii) the date of exercising option rights, preemption rights; rights ensured by collateral or by financial instruments for acquiring treasury shares.

The authorization would be subject to all the related issues and resolutions on decisions otherwise referred to the scope of the general meeting.

The Board of Directors proposes that the General Meeting resolves, in accordance with Article 9(1) of Regulation (EU) No 596/2014 of the European Parliament and of the Council ('MAR'), that the Company's Board of Directors shall make a separate decision in the future on the development,



adoption, and publication of a share buyback program. The share buyback program will establish the internal measures and procedural rules to be applied by the Company and will ensure the fulfillment of the conditions set forth therein.

The Board of Directors informs the General Meeting that the Supervisory Board has examined and approved the proposal under this agenda item.

The Board of Directors hereby proposes the approval of the following Resolution of the General Meeting.

Proposal for resolution No. 1. concerning the Agenda Item No. 6:

Resolution of the General Meeting No. [■]/2024. (IX.30.):

The General Meeting with its resolution hereby authorizes the Board of Directors– with the simultaneous repeal of Resolution No. 6/2022. (III.31.) of the Extraordinary General Meeting held on the 31st day of the month 03 of the year 2022 – to acquire ordinary shares issued by the Company for the following reasons:

- I. to be able to use treasury shares as acquisition consideration, or
- II. to maintain flexibility for further share capital structure optimization, share cancellation and/or other investments or
- III. in addition to the existing options to be able to establishment, to operate share-based incentive schemes or
- IV. to be able to implement or amend share-based or hybrid financing instruments and other investment structures.

The General Meeting with its resolution authorizes the Board of Directors to acquire its own shares the following terms and conditions (pursuant to Section 3: 223 (1) of the Civil Code):

- I. Mode of acquisition of treasury shares: with or without consideration, either on the stock exchange or through public offer or on the OTC market if not prohibited by legal regulations, including but not limited to acquiring shares by exercising rights ensured by financial instruments for acquiring treasury shares (eg.: call right, exchange right etc.).
- II. The authorization empowers the Board of Directors to acquire any type of shares issued by the Company with any par value.
- III. The amount (number) of shares that can be acquired: the total amount of nominal value of treasury shares owned by the Company at any time may not exceed 25 % of the actual share capital of the Company.
- IV. The period of validity of the authorization: from the 1st of October 2023 for an 18 months period.

If the acquisition of the treasury shares is in return for a consideration, the minimum amount which can be paid for one piece of share is HUF 1, while the maximum amount cannot exceed 150 % of the highest of the following prices:

1. the highest price of the deals concluded with 4iG shares on the Budapest Stock Exchange ("BÉT")



- on the date of the transaction or
2. the highest daily volume weighted average price of 4iG shares on any of the 90 BÉT trading days prior to the date of the transaction or
 3. the volume-weighted average price of 4iG shares during 90 BÉT trading days prior to (i) the date of signing the agreement for acquiring the treasury shares (particularly purchase agreement, call option agreement or other collateral agreement), or (ii) the date of acquisition of financial instruments ensuring rights to acquire treasury shares or (iii) the date of exercising option rights, pre-emption rights; rights ensured by collateral or by financial instruments for acquiring treasury shares or
 4. the closing price of 4iG shares on the BÉT on the trading day which falls immediately prior to (i) the date of signing the agreement for acquiring the treasury shares (particularly purchase agreement, call option agreement or other collateral agreement), or (ii) the date of acquisition of financial instruments ensuring rights to acquire treasury shares or (iii) the date of exercising option rights, preemption rights; rights ensured by collateral or by financial instruments for acquiring treasury shares.

The authorization is subject to all the related issues and resolutions on decisions otherwise referred to the scope of the general meeting.

Proposal for resolution No. 2. concerning the Agenda Item No. 6:

Resolution of the General Meeting No. [■]/2024. (IX.30.):

The General Meeting, in consideration of the provisions of [■]/2024. (IX.30.) General Meeting Resolution, resolves, in accordance with Article 9(1) of Regulation (EU) No 596/2014 of the European Parliament and of the Council ('MAR'), that the Company's Board of Directors shall make a separate decision in the future regarding the development, adoption, and publication of a share buyback program. The share buyback program will establish the internal measures and procedural rules to be applied by the Company and will ensure the fulfillment of the conditions set forth therein.

Agenda Item No. 7:

Decision on the approval of the amendment of the Rules of Procedure of the Supervisory Board

Submission to Agenda Item No. 7:

The Board of Directors proposes that the General Meeting should approve the new Rules of Procedure of the Supervisory Board of the Company, consolidated with amendments, as attached to the present Submissions and Proposal Resolutions.



The Supervisory Board of the Company, in its Report, which is annexed to the present Submissions and Proposals for Resolutions, accepts and recommends to the General Meeting to approve the Rules of Procedure of the Supervisory Board.

In view of the above, the Board of Directors proposes the adoption of the following Resolution of the General Meeting.

Proposal for resolution concerning the Agenda Item No. 7:

Resolution of the General Meeting No. [■]/2024. (IX.30.):

The General Meeting, also taking into account the report of the Supervisory Board of the Company, hereby approves the Rules of Procedure of the Supervisory Board, consolidated with amendments, with the same contentas presented.

30th August 2024, Budapest

4iG Plc.
Board of Directors