

4iG Plc.

RULES OF PROCEDURE OF THE SUPERVISORY BOARD



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1. OBJECT OF THE RULES OF PROCEDURE

- 1.1. The rules of procedure (hereinafter referred to as: '**Rules of Procedure**') of the supervisory board (hereinafter referred to as: '**Supervisory Board**'); the members of the Supervisory Board hereinafter jointly or separately referred to as: '**Members**' and '**Member**') of 4iG Nyilvánosan Működő Részvénytársaság (in English: 4iG Public Limited Company) (hereinafter referred to as: the '**Company**') lays down the basic rules for the operation of the Supervisory Board.
- 1.2. The Rules of Procedure have been established in accordance with Act V of 2013 on the Civil Code (hereinafter referred to as: the '**Act on Civil Code**') and the relevant provisions of the effective Articles of Association of the Company (hereinafter referred to as: the '**Articles of Association**'). The amended rules of procedure were discussed and accepted by the Supervisory Board at its meeting on 3 April, 2023. The Rules of Procedure were adopted by the General Meeting of the Company (hereinafter referred to as: the '**General Meeting**') under the Resolution No. 16/2023 (IV.28.).

2. COMPOSITION, LEGAL STATUS, ELECTION, POWERS, DUTIES AND TERMINATION OF THE MANDATE OF THE MEMBERS OF THE SUPERVISORY BOARD

2.1 COMPOSITION OF THE SUPERVISORY BOARD

- 2.1.1. The Supervisory Board shall hereby consist of a four (4) Members.
- 2.1.2. No employee of the Company shall be appointed to be a member of the Supervisory Board unless cases otherwise provided by Section 3:124 of the Act on Civil Code.

2.2 LEGAL STATUS OF THE SUPERVISORY BOARD

- 2.2.1. The majority of the Members of the Supervisory Board shall be independent subject to the provisions of Subsection 1 of Section 3:290 and Subsection 2 of 3:286 of the Act on Civil Code. The independent Members of the Supervisory Board are obliged to declare their compliance with the independence criteria on an annual basis and to notify the chairman of the Supervisory Board (hereinafter referred to as: the "**Chairman**") about the changes without delay.
- 2.2.2. The Articles of Association shall hereby allow a person, who holds an executive officer's position in other business association involved in the same main business activity as the Company, to be the member of the Supervisory Board.
- 2.2.3. The Articles of Association shall expressly allow the conclusion of transactions by the members of the Supervisory Board and their close relatives in their own names/for their own benefit, that fall into the scope of business activities of the Company.

- 2.2.4. Unless provided otherwise by law, if a member of the Supervisory Board is the Company's shareholder in the same time, neither he or she, nor his or her close relatives are entitled to conclude a contract with the Company in a subject that falls within the scope of the regular business activities of the Company.
- 2.2.5. Except for the acquisition of shares in a public limited company, the members of the Supervisory Board shall not acquire a share in another business association having the same main business activity as of the Company.
- 2.2.6. For the Members of the Supervisory Board the rules on grounds for exclusion shall apply in accordance with Subsection 4 to 6 of Section 3:22 and Subsection 2 of Section 3:26 of the Act on Civil Code.
- 2.2.7. In view of the fact that the Company is a listed limited company and its operation shall be governed by the Act CXX of 2001 on the Capital Market (hereinafter referred to as: the '**Capital Market Act**'), the Members of the Supervisory Board shall hereby conduct their activities in accordance with the provisions of the Capital Markets Act, in particular, provisions of the Capital Market Act and '*Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC*' to fulfil any reporting obligations of the Members of the Supervisory Board as insiders to the Hungarian National Bank.
- 2.2.8. Members of the Supervisory Board – in accordance with the provisions of the Civil Code on liability for damages for loss caused by non-performance of an obligation – shall be held unlimited and jointly and severally liable to the Company for damages caused by the Company's failure or improper performance of its supervisory responsibilities, including breach of the supervisory responsibility related to the drawing up and publishing of the annual account and related annual report according to the Accounting Act. The division of supervisory tasks does not affect the responsibilities of the Members of the Supervisory Board detailed in this section.
- 2.2.9. The Members of the Supervisory Board are obliged to act in person, there is no place for representation in the activities of the Supervisory Board.
- 2.2.10. The General Meeting of the Company may resolve the payment of remuneration for the performance of the duties attached to the Supervisory Board's membership. After the final and binding establishment of the insolvency of the Company, during the term of the liquidation proceeding, no remuneration may be paid to the Members of the Supervisory Board.

2.3 ELECTION OF THE SUPERVISORY BOARD

- 2.3.1. The Members of the Supervisory Board are elected by the General Meeting for a fixed or indefinite term. Each shareholder owing at least 25 % (twenty-five percent) of the votes shall have the right to nominate one (1) member to the Supervisory Board who shall be appointed by the general meeting.
- 2.3.2. The appointment of the Supervisory Board's member shall hereby take effect when accepted by the person appointed.

- 2.3.3. The person appointed to be a member of the Supervisory Board shall notify the companies in which he or she is already a supervisory board member of the new appointment upon writing, within fifteen (15) days of the acceptance thereof.
- 2.3.4. Members of the Supervisory Board may be reappointed and withdrawn by the General Meeting, however for the withdrawal of the member nominated by a shareholder owing at least 25% (twenty-five percent) of the votes, the prior approval of the nominating shareholder must be obtained.
- 2.3.5. The Chairman of the Supervisory Board is elected by the Members of the Supervisory Board from among themselves. In the event of the Chairman being prevented from attending, the Member of the Supervisory Board appointed by him shall exercise the rights and obligations of the Chairman.
- 2.3.6. If the number of Members of the Supervisory Board falls under the minimum set forth in the Articles of Association, the Chairman shall immediately inform the Board of Directors in order to restore the proper operation of the Supervisory Board. In this case, or if there is no one who can convene a meeting of the Supervisory Board, the Board of Directors is obliged to convene the General Meeting in order to restore the proper operation of the Supervisory Board.
- 2.3.7. If the mandate of the Chairman is terminated for any reason, the Supervisory Board shall elect a new Chairman, and until the election of the new Chairman, the position of the Chairman shall be performed by the Member of the Supervisory Board appointed by him.

2.4 POWERS AND DUTIES OF THE SUPERVISORY BOARD

- 2.4.1. The Supervisory Board controls the managing Board of Directors of the Company for the General Meeting.
- 2.4.2. The Supervisory Board shall function as a body, however, it may entrust any of its Members to fulfil certain supervisory tasks, or it may divide supervisory duties among its Members on a permanent basis. The division of supervisory tasks does not affect the right of the Member of the Supervisory Board to extend the supervision to other activities within the scope of the Supervisory Board's supervisory duties.
- 2.4.3. The Supervisory Board shall inspect all business reports of importance brought before the General Meeting, as well as all proposals which fall within the exclusive scope of competence of the general meeting. In this context, he may request information from senior executives and senior employees of the Company and may examine the books and records of the Company, if necessary, with the involvement of experts. The Members of the Supervisory Board are entitled to attend the General Meeting upon the right of consultancy.
- 2.4.4. The General Meeting may decide on the report according to the Act C of 2000 on Accounting and the utilization of the profit after tax only in the possession of the written report of the Supervisory Board, which shall be prepared by the Supervisory Board within the deadline required by law, but at least twenty-one (21) days before the meeting of the General Meeting. The General Meeting may decide on the payment of dividends at the same time as approving the report pursuant to the Accounting Act, on the proposal of the Board of Directors, approved in advance by the Supervisory Board.

- 2.4.5. The Supervisory Board has the right to monitor the implementation of legislation, resolutions and decisions adopted by the General Meeting, and to initiate the working out and drafting of recommendations and proposals based on the findings and experience gained during the supervision.
- 2.4.6. If, in the judgment of the Supervisory Board, the activities of the Board of Directors are illegal or contrary to the Articles of Association, the resolutions of the general meeting or otherwise infringe the interests of the Company or the shareholders, the Supervisory Board shall convene the General Meeting of the Company to discuss the concerned question and adopt the necessary resolutions.
- 2.4.7. The approval of the Supervisory Board is required for the submission of the company governance and management report simultaneously with the approval of the report.
- 2.4.8. The Supervisory Board is entitled to maintain regular contact with the elected auditor, and is obliged to perform all the tasks referred to the competence of the Supervisory Board by law or the Articles of Association.
- 2.4.9. The members of the Supervisory Board shall keep confidential and treat as business secret the information they learn about the Company's business affairs.

2.5 TERMINATION OF THE SUPERVISORY BOARD MEMBERSHIP

2.5.1. Termination of the Supervisory Board Membership

- a) upon expiry of the assignment;
- b) by dismissal;
- c) upon resignation;
- d) upon death;
- e) if the assignment is rendered subject to some condition for termination, when the condition is met;
- f) upon the occurrence of any grounds for exclusion in respect of the Member of the Supervisory Board;
- g) if the legal capacity of the Member of the Supervisory Board is limited in the scope required for discharging his functions.

- 2.5.2. Any member of the Supervisory Board may resign at any time, by submitting a respective resignation notice to the Board of Directors, addressed to the Company. However, if so required for the purposes of the operability of the Company, the resignation shall only take effect on the sixtieth (60th) day after the announcement thereof, unless the General Meeting has already provided for the appointment of a new member to the Supervisory Board beforehand. Until the resignation takes effect, the Member of the Supervisory Board is obliged to participate in the adoption of immediate decisions and the taking of such measures.

3. OPERATION OF THE SUPERVISORY BOARD

3.1 RULES OF PROCEDURE, WORKING PLAN

- 3.1.1. The Supervisory Board shall establish its own rules of procedure, subject to approval by the General Meeting.
- 3.1.2. The Supervisory Board carries out its activities on the basis of a work plan, which is drawn up at the beginning of the business year but may be amended during the year if necessary. The Supervisory Board holds its meetings in accordance with the work plan, preferably four (4) times a year.

3.2 CONVENING SUPERVISORY BOARD MEETINGS

- 3.2.1. The meeting of the Supervisory Board shall be convened by the Chairman upon sending the relevant invitation to the Members at least five (5) working days prior the meeting, in exceptional cases immediately, but at least two (2) working days by post, fax or e-mail.
- 3.2.2. The Chairman may invite the chairman of the Board of Directors of the Company, the auditor of the Company and other experts, external persons, who shall attend the meeting upon right of consultancy, to the meeting as necessary. Pursuant to Subsection 3 of Section 3:131 of the Act on Civil Code, the auditor may request to attend the meetings of the Supervisory Board upon the right of consultancy. The invitation shall indicate the date and place of the meeting and the agenda and proposals shall be attached. The Members of the Supervisory Board or the auditor shall be entitled to request the inclusion of additional agenda items, and a written proposal thereof may be made no later than on the second day prior to the date of the meeting.
- 3.2.3. Any Member of the Supervisory Board or the auditor may request the convening of the meeting – indicating the reason and purpose - in writing at any time from the Chairman, who is obliged to act within eight (8) days from the receipt of the request to convene the meeting of the Supervisory Board within fifteen (15) days.

3.3 ORDER OF SUPERVISORY BOARD MEETINGS, DECISION-MAKING

- 3.3.1. The meeting of the Supervisory Board is chaired by the Chairman, or in case of his impediment, the meeting is chaired by the Member of the Supervisory Board appointed by him or, in the absence of appointment, by the Member elected as chairman by the Members of the Supervisory Board.
- 3.3.2. The Supervisory Board shall have a quorum if two-third of the members, but at least three (3) members are present at the Supervisory Board's meeting out of which one (1) member shall be a member nominated by a shareholder owing at least 25 % (twenty-five percent) of the votes, if the Supervisory Board has such a member (with the proviso that the presence of the member nominated by Rheinmetall AG shareholder is always required for having a quorum, unless he/she declares otherwise). A meeting of the Supervisory Board has a quorum if it has not been convened in compliance with the applicable rules but all Members of the Supervisory Board have appeared. If a Supervisory Board meeting cannot take place due to lack of quorum, it must be convened again complying with the same rules as to the original meeting.

- 3.3.3. The Supervisory Board shall adopt its decisions by a simple majority of votes, by open voting. During the voting, each Member of the Supervisory Board has one (1) vote, in case of a tie, the vote of the Chairman of the Supervisory Board respectively decides. A matter not included in the agenda announced in advance or subsequently supplemented at the meeting may be put on the agenda if at least two-thirds of the Members of the Supervisory Board are present and the majority of the Members present do not object to the discussion of the new agenda item.
- 3.3.4. As a general rule, the Supervisory Board makes decisions on the basis of a written proposal. The submission shall contain all relevant and substantial information for the consideration of the matter, in particular:
- - background and actuality of the topic;
 - - listing the information in question in an objective, logical order;
 - - possible alternatives to the issue and their evaluation;
 - - a description of the risks that may arise and the possible ways of risk management;
 - - a proposal for a decision and any divergent internal opinions;
 - - the proposal for a decision.
- 3.3.5. Decisions of the Supervisory Board shall hereby be numbered starting from 1 per calendar day, indicating the year, month and day (e.g. Resolution of the Supervisory Board No. 1/2020 (01.01.)).
- 3.3.6. Any Member of the Supervisory Board has the right to initiate to treat any submission or decision confidential.
- 3.3.7. Minutes shall be taken of each meeting of the Supervisory Board, which shall include the place and date of the meeting, the names of those present (indicating their right to participate), the agenda, the conclusions, the result of the vote and the resolutions. The minutes shall set out any facts or opinions proposed by the Members; any minority or dissenting opinion or protest shall be recorded in the minutes at the request of any of the Members. Written submissions and documents concerning the items on the agenda must be attached to the minutes. The minutes of the meeting must be prepared in the final form within three (3) working days after the meeting. The minutes shall be signed by the Chairman and by the Member elected to witness the minutes and shall be authenticated by the recorder of minutes. The Chairman shall send a copy of the minutes to the Members, as well as to the Board of Directors, the invited persons and, if necessary, the auditor. Mistakes included in the minutes shall be corrected at the next meeting on the proposal of any Member of the Supervisory Board.
- 3.3.8. Unless otherwise decided, the place of the Supervisory Board meeting is the registered office of the Company. The Chairman shall provide the preparation of the meeting and ensure its material conditions.
- 3.3.9. The Chairman may initiate a decision-making by electronic mail without holding a meeting, requiring that a meeting of the Supervisory Board be convened if it is initiated by at least half of the Members. Proposals for written resolutions shall be sent by the Chairman to the Members of the Supervisory Board in the form of a letter, fax or electronic mail (e-mail), together with the provision of written documents and submissions necessary for the adoption of the resolution. The Members of the Supervisory Board have two (2) working days to communicate their unambiguous vote in writing (letter, fax or e-mail). A Member of the Supervisory Board who fails to meet the deadline set by the Chairman may not be taken into account in determining the quorum required to make a

written decision. The Chairman shall inform the Members of the Supervisory Board of the result of the voting within three (3) working days after the receipt of the last vote or the expiry of the deadline for sending votes. For decision-making in writing, all provisions of Clause 3.3 shall implicitly apply.

- 3.3.10. It is also possible to hold meetings of the Supervisory Board using an electronic communication device. In this case, the Chairman shall indicate in the invitation sent in accordance to Point 3.2.1 above, that the meeting be held by telephone or video conference. In the case of the conference held via electronic communication devices, only electronic communication devices that transmit video and / or audio recordings in real time, allows Members to be identified and ensure mutual and unrestricted communication between Members may be used. The discussions of members' meetings held via electronic communication devices and the resolutions adopted shall be recorded so that they can be retrieved at any time in the future. For conference meeting, all provisions of Clause 3.3 shall implicitly apply.
- 3.3.11. If a Member is not present in person at a meeting of the Supervisory Board, but the absent Member participates by means of a telecommunication device, telephone or video conference connection in the entire meeting and in the voting on the proposed resolution, the absent Member shall be deemed to have been present in person at the meeting of the Supervisory Board. The start and end time of the contact shall be recorded in the minutes.
- 3.3.12. If, due to an unavoidable external cause (force majeure) (including, but not limited to, certain political events [revolution, war, manoeuvre, coup, armed uprising, collapse of the constitutional order, etc.]), natural disasters [earthquake, flood, tornado, tsunami, meteor shower, etc.], due to increased pandemic situation, terrorist events or other extraordinary circumstances (strike, public utility outage, etc.), the Supervisory Board is unable to hold a meeting within the deadline specified in the law, the Articles of Association or the Rules of Procedure, the Supervisory Board shall ensure that the meeting is held immediately after the obstacle has ceased. To the extent that the meeting cannot be held by electronic means of communication, the Supervisory Board shall hold the regular meeting as soon as possible.

4. CLOSING PROVISIONS

- 4.1. In accordance with the provisions of Subsection 1 of Section 3:291 of the Act on Civil Code an audit committee (hereinafter referred to as: the 'Audit Committee') shall hereby operate at the Company. The Audit Committee shall establish its own rules of procedure, of which it informs the other Members of the Supervisory Board. If an opinion, proposal, audit, measure or decision falls within the competence of the Audit Committee consisting of independent Members of the Supervisory Board pursuant to the provisions of the statutory or stock exchange regulations, the Audit Committee decides and informs the other Members of the Supervisory Board at the next meeting.