



SUBMISSIONS AND PROPOSALS FOR RESOLUTIONS
regarding the scheduled
EXTRAORDINARY GENERAL MEETING of
4iG Public Limited Company
held on 09th January 2025 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 (“**Proposals and Resolutions**”) regarding the Agenda Items of the extraordinary general meeting scheduled to be held on the 09th January 2025.

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. [■]/2025. (I.09.):

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.

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Agenda Item No. 1:

Decision on the election of the members of the Supervisory Board and the determination of their remuneration regarding the changing of the members of the Supervisory Board

Submission to Agenda Item No. 1:

The Board of Directors informs the General Meeting that **Dagmar Steinert** (mother’s maiden name: Helma Roswitha Wylutzki; date of birth: 1964.11.17.; address: Rheinmetall Platz 1, 40476 Düsseldorf, Németország) who was nominated by **Rheinmetall Aktiengesellschaft** (registered seat: Rheinmetall Platz 1, 40476 Düsseldorf; registration number HRB 39401) as a shareholder of the Company with 25,119143% of the voting rights and elected by the General Meeting has resigned from her position as a member of the Supervisory Board as of the date of the declaration of acceptance of the new member of the supervisory board nominated by Rheinmetall Aktiengesellschaft as a shareholder holding more than 25% (twenty-five percent) of the Company's votes and elected by the extraordinary general meeting of the Company to be held on 09th of January, 2025.



The Board of Directors informs the General Meeting that **László Tamás Dr. Fellegi** (mother's maiden name: Mária Haba; date of birth: 1956.01.07.; address: 2000 Szentendre, Levendula street 15.) has resigned from his position as a member of the Supervisory Board as of the date of the declaration of acceptance of the new member of the supervisory board elected by the extraordinary general meeting of the Company to be held on 09th of January, 2025.

In view of the above resignations, it is required to elect new Supervisory Board members, taking into account the provisions of Article 15.5 of the Articles of Association of the Company, which provides that the Company shall have a Supervisory Board consisting of four (4) members.

Also, in accordance with Section 15.5 of the Articles of Association of the Company, 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.

The Board of Directors informs the General Meeting that Rheinmetall Aktiengesellschaft as a shareholder of the Company, who has 25,119143% voting rights, has appointed **Klaus Jürgen Neumann** (address: Marc-Chagall-Straße 146, 40477 Düsseldorf; mother's maiden name: Christa VOS) as the new member of the Supervisory Board and 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 election of **Dr. Zoltán Guller** (address: 1091 Budapest, Üllői út 71. 4. em. 23. ajtó, mother's maiden name: Tóth Márta) as the new member of the Supervisory Board.

Klaus Jürgen Neumann holds currently the position of Senior Vice President Accounting at Rheinmetall Aktiengesellschaft and has 25 years of managerial and technical experience as a financial manager. From 1 January 2025 he will be the CFO at Rheinmetall AG. His diverse roles have provided him with a comprehensive, hands-on understanding of various aspects of finance and its contribution to the success of an enterprise. At Rheinmetall, he strives to provide high-quality financial information for decision making and external reporting. To further improve the finance function, he has initiated and successfully completed major projects aimed at improving the finance function and continue to drive such improvements.

Dr. Zoltán Guller graduated in Law from the Faculty of Law and Political Sciences of ELTE in 2005, has held senior management positions in several companies in the past decades, and has been appointed Ministerial Commissioner several times, Dr. Zoltán Guller is currently Chairman of the Supervisory Board of Vérteserdő Zrt., Chairman of the Board of Trustees of the Budapest University of Economics and Business Administration Foundation, Chairman of the Board of Directors of the Hungarian Tourism Agency Zrt. and since June 2024, member of the Board of Directors of Budapest Airport Zrt.

In view of the above, the Board of Directors proposes to the General Meeting the election of on the one hand **Klaus Jürgen Neumann** and on the other hand **Dr. Zoltán Guller** as new member of the Supervisory Board for an indefinite period from the date of the closure of the extraordinary general meeting, ie. 09th of January 2025.



The Board of Directors specifies that the remuneration of the members of the Supervisory Board is set at the Resolution of the General Meeting No. 14/2022 (IV.29.) adopted by the General Meeting.

The Nomination and Remuneration Committee of the Company, in its Report, which is attached as Annex 1 to these Proposals and Resolutions, recommends to the General Meeting of Shareholders the election of the above persons as members of the Supervisory Board.

The Board of Directors informs the General Meeting that the Supervisory Board has examined the proposal under this agenda item and approved it in advance. The relevant report of the Supervisory Board is attached as Annex 2 to the present Proposals and Resolutions.

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

Proposal for resolution concerning the Agenda Item No. 1:

Resolution of the General Meeting No. [■]/2025. (I.09.):

The General Meeting acknowledges that Dagmar Steinert (mother's maiden name: Helma Roswitha Wylutzki; date of birth: 1964.11.17.; address: Rheinmetall Platz 1, 40476 Düsseldorf, Németország) who was nominated by Rheinmetall Aktiengesellschaft (registered seat: Rheinmetall Platz 1, 40476 Düsseldorf; registration number HRB 39401) as a shareholder of the Company with 25,119143% of the voting rights and elected by the General Meeting has resigned from her position as a member of the Supervisory Board as of the date of the declaration of acceptance of the new member of the supervisory board nominated by Rheinmetall Aktiengesellschaft as a shareholder holding more than 25% (twenty-five percent) of the Company's votes and elected by the ordinary general meeting of the Company to be held on 09th of January, 2025.

The General Meeting also acknowledges that László Tamás Dr. Fellegi (mother's maiden name: Mária Haba; date of birth: 1956.01.07.; address: 2000 Szentendre, Levendula street 15.) has resigned from his position as a member of the Supervisory Board as of the date of the declaration of acceptance of the new member of the supervisory board elected by the extraordinary general meeting of the Company to be held on 09th of January, 2025.

The General Meeting states that in accordance with Section 15.5 of the Articles of Association of the Company, 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, in view of which the General Meeting states that Rheinmetall Aktiengesellschaft as a shareholder of the Company, who has 25,119143% voting rights, has appointed Klaus Jürgen Neumann (address: Marc-Chagall-Straße 146, 40477 Düsseldorf; mother's maiden name: Christa VOS) as the new member of the Supervisory Board and The Nomination and Remuneration Committee of the Company, in its Report, recommends to the General Meeting the election of Dr. Zoltán Guller (address: 1091 Budapest, Üllői út 71. 4. em. 23. ajtó, mother's maiden name: Tóth Márta) as the new member of the Supervisory Board.



By this resolution, the General Meeting – taking into account the report of the Nomination and Remuneration Committee of the Company – elects on the one hand Klaus Jürgen Neumann and on the other hand Dr. Zoltán Guller as new members of the Supervisory Board for an indefinite period from the date of the closure of today's extraordinary general meeting for an indefinite time, ie. 09th January 2025.

The General Meeting specifies that the remuneration of the members of the Supervisory Board is set at the Resolution of the General Meeting No. 14/2022 (IV.29.) adopted by the General Meeting.

Agenda Item No. 2:

Decision on the election of the member of the Audit Committee and the determination of his/her remuneration regarding the changing of the members of the Audit Committee

Submission to Agenda Item No. 2:

The Board of Directors informs the General Meeting that having regard to the resignation of **László Tamás Dr. Fellegi** (mother's maiden name: Mária Haba; date of birth: 1956.01.07.; address: 2000 Szentendre, Levendula street 15.), who is also member of the Audit Committee, in view of which it is necessary to elect new member of the Audit Committee, taking into account the provisions of Section 15.22.1 of the Articles of Association of the Company, according to which the Company shall set up an Audit Committee consisting of at least three (3) members, to be elected by the general meeting from among the independent members of the Supervisory Board.

In view of the above, the Board of Directors proposes to the General Meeting the election of **Dr. Zoltán Guller** (address: 1091 Budapest, Üllői út 71. 4. em. 23. ajtó, mother's maiden name: Tóth Márta) as the new member of the Audit Committee for an indefinite period from 9th of January 2025. The members of the Audit Committee perform their duties without additional remuneration.

The Nomination and Remuneration Committee of the Company, in its Report, which is attached as Annex 1 to these Proposals and Resolutions, recommends to the General Meeting of Shareholders the election of the above person as member of the Audit Committee.

The Board of Directors informs the General Meeting that the Supervisory Board has examined the proposal under this agenda item and approved it in advance. The relevant report of the Supervisory Board is attached as Annex 2 to the present Proposals and Resolutions.

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



Proposal for resolution concerning the Agenda Item No. 2:

Resolution of the General Meeting No. [■]/2025. (I.09.):

By this resolution, the General Meeting states that having regard to the resignation of László Tamás Dr. Fellegi (mother's maiden name: Mária Haba; date of birth: 1956.01.07.; address: 2000 Szentendre, Levendula street 15.) from the Supervisory Board, who is also member of the Audit Committee, in view of which it is necessary to elect new member of the Audit Committee, taking into account the provisions of Section 15.22.1 of the Articles of Association of the Company, according to which the Company shall set up an Audit Committee consisting of at least three (3) members, to be elected by the general meeting from among the independent members of the Supervisory Board.

The General Meeting, taking into account the report of the Nomination and Remuneration Committee of the Company, hereby elects Dr. Zoltán Guller (address: 1091 Budapest, Üllői út 71. 4. em. 23. ajtó, mother's maiden name: Tóth Márta) as new member of the Audit Committee for an indefinite period from the date of the closure of today's extraordinary general meeting for an indefinite time, ie. 09th January 2025. The members of the Audit Committee perform their duties without additional remuneration.

Agenda Item No.3:

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

Submission to Agenda Item No. 3:

The Board of Directors informs the General Meeting the Articles of Association of the Company contain duplications and clerical errors, and in order to correct these and to clarify a point within the competence of the Board of Directors, the Board of Directors proposes to amend the Articles of Association of the Company.

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

The Board of Directors informs the General Meeting that the Supervisory Board has examined the proposal under this agenda item and approved it in advance. The relevant report of the Supervisory Board is attached as Annex 2 to the present proposals and proposed resolutions.

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



Proposal for resolution concerning the Agenda Item No. 3:

Resolution of the General Meeting No. [■]/2025. (I.09.):

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

Point 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) 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) 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;~~ **Deleted**
- 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;
- 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;
- 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 **or by the Articles of Association** to the exclusive competence of the General Meeting."

Point 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), **r**, s), v), w), x) 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. “

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

“11.10. The cases within the scope of the competences of the Board of Directors

- 11.10.1. 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 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 decidde laying down the procedure for the exercise of employer's rights.
- 11.10.7. The Board of Directors is entitled 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);
- 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 ***within the scope of the competences of the supreme body, and decisions on*** the mandates for the meetings of the supreme body of the companies ***and the authorisation of any two members of the Board of Directors to take decisions falling within the competence of the supreme body of the companies in which the Company participates, in the form of a founder's or shareholder's resolution, and to sign the founder's or shareholder's resolution;***
- 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 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.”

27th November 2024, Budapest

4iG Plc.
Board of Directors