



SUBMISSIONS AND PROPOSALS FOR RESOLUTIONS
Appenin Vagyonkezelő Holding Nyilvánosan Működő Részvénytársaság
ORDINARY GENERAL MEETING
held on 25 April 2024 at 11:00 o'clock

Appenin Vagyonkezelő Holding Nyilvánosan Működő Részvénytársaság (registered office: 1022 Budapest, Bég utca 3-5.; company registration number: 01-10-046538, court of registration: Fővárosi Törvényszék Cégbírósága (in English: Company Registry Court of Budapest-Capital Regional Court; hereinafter referred to as: the “**Company**”) shall hereby respectfully inform its Esteemed Shareholders on submissions and proposals for resolutions regarding the related matters of the agenda items of the annual ordinary general meeting (hereinafter referred to as: the “**General Meeting**”) held as at 25 April 2025.

Agenda Item No. 1: Board of Directors Report on the business activity for the year 2024

1.1. Submission to the General Meeting Agenda Item No. 1:

The Board of Directors shall hereby inform its Esteemed Shareholders on drafting the business and management reports on business performance, development and status of the Company included in the individual (non-consolidated) annual report for the year 2024 and in the consolidated annual report for the year 2024 in relation to the Company, and accordingly, the Board of Directors has taken measures to disclose the thereof for the Shareholders – on the website of the Company, on the website of the Budapest Stock Exchange and on the official publication site hosted by the Hungarian National Bank – and herewith they are available and downloadable without restrictions.

The business and management reports detail the aspects of the risk evaluation of the Company and the risk management thereof.

The Board of Directors shall hereby propose the acknowledgement of the business and management reports for the General Meeting.

The Board of Directors shall hereby propose for the Shareholders to make decision on the adoption of the individual report and the consolidated report separately. The Board of Directors shall hereby propose the adoption of the hereinunder General Meeting Resolutions as follows.

1.2. Proposals for Resolution to the Agenda Item No. 1:

General Meeting Resolution No. [■]/2025 (04.25.)

By virtue of this resolution, the General Meeting shall hereby study and acknowledge the business and management reports on the business performance, development and status of

the Company, detailing the aspects of risk evaluation of the Company and the risk management thereof in the individual (non-consolidated) annual report for the year 2024 of the Company.

General Meeting Resolution No. [■]/2025 (04.25.)

By virtue of this resolution, the General Meeting shall hereby study and acknowledge the business and management reports on the business performance, development and status of the Company, detailing the aspects of risk evaluation of the Company and the risk management thereof in the consolidated annual report for the year 2024 of the Company.

Agenda Item No. 2: Board of Directors Information on the Audit Committee Report for the year 2024

2.1. Submission to the General Meeting Agenda Item No. 2:

The Board of Directors shall hereby inform its Esteemed Shareholders on drafting the report on the activities of the Audit Committee of the Company for the year 2024 to the individual (non-consolidated) annual report for the year 2024 and to the consolidated annual report for the year 2024 of the Company, and accordingly, the Board of Directors has taken measures to disclose thereof for the Shareholders – on the website of the Company, on the website of the Budapest Stock Exchange and on the official publication site hosted by the Hungarian National Bank – and herewith they are available and downloadable without restrictions.

The Board of Directors shall hereby propose the acknowledgement of the Audit Committee Report for the General Meeting.

The Board of Directors shall propose the approval of General Meeting Resolution as follows.

2.2. Proposal for Resolution to the Agenda Item No. 2:

General Meeting Resolution No. [■]/2025 (04.25.)

By virtue of this resolution, the General Meeting shall hereby study and acknowledge the report on the activities of the Audit Committee of the Company for the year 2024 to the individual (non-consolidated) annual report for the year 2024 and to the consolidated annual report for the year 2024 of the Company.

Agenda Item No. 3: Board of Directors Information on the Auditor Report for the year 2024

3.1. Submission to the General Meeting Agenda Item No. 3:

The Board of Directors shall hereby inform its Esteemed Shareholders that the Auditor of the Company drafted its Audit Reports to the individual (non-consolidated) annual report for the year 2024 and to the consolidated annual report for the year 2024 of the Company, and accordingly the Board of

Directors has taken measures to disclose thereof for the Shareholders – on the website of the Company, on the website of the Budapest Stock Exchange and on the official publication site hosted by the Hungarian National Bank – and herewith they are available and downloadable without restrictions.

The Board of Directors shall hereby propose the acknowledgement of the Audit Reports for the General Meeting.

The Board of Directors shall hereby propose for the Shareholders to make decision on the adoption of the audited individual report and the consolidated report separately. The Board of Directors shall hereby propose the adoption of the hereinunder General Meeting Resolutions as follows.

3.2. Proposals for Resolution to the Agenda Item No. 3:

General Meeting Resolution No. [■]/2025 (04.25.)

By virtue of this resolution, the General Meeting shall hereby study and acknowledge the report drafted by the Auditor to the individual (non-consolidated) annual report for the year 2024 of the Company.

General Meeting Resolution No. [■]/2025 (04.25.)

By virtue of this resolution, the General Meeting shall hereby study and acknowledge the report drafted by the Auditor to the consolidated annual report for the year 2024 of the Company.

Agenda Item No. 4: Given the information included in the aforesaid agenda items, decision on the individual (not-consolidated) annual report compiled in line with IFRS for the year 2024 and on the consolidated annual report compiled in line with IFRS for the year 2024

4.1. Submission to the General Meeting Agenda Item No. 4:

The Board of Directors shall hereby inform its Esteemed Shareholders on drafting the individual (non-consolidated) annual report compiled in line with IFRS for the year 2024 and the consolidated annual report compiled in line with IFRS for the year 2024 of the Company, and accordingly the Board of Directors has taken measures to disclose thereof for the Shareholders – on the website of the Company, on the website of the Budapest Stock Exchange and on the official publication site hosted by the Hungarian National Bank – and herewith they are available and downloadable without restrictions.

The Board of Directors shall hereby propose the individual (non-consolidated) annual report compiled in line with IFRS for the year 2024 to submit for approval by the General Meeting with the hereinunder main data as follows:

HUF in thousands	
47,007,372	Assets / Equity and liabilities in total
26,431,723	Equity per shareholders of the Company
6,336,064	Current year's retained profit or loss

6,336,064	Total comprehensive income in the current year
-----------	--

The Board of Directors shall hereby propose the consolidated annual report compiled in line with IFRS for the year 2024 to submit for approval by the General Meeting with the hereinunder main data as follows:

EUR	
231,682,818	Assets / Equity and liabilities in total
118,549,296	Equity per shareholders of the Company
15,578,475	After-tax profit
7,488,409	Total comprehensive income in the current year

The Board of Directors shall hereby propose for the Shareholders to make decision on the adoption of the individual report and the consolidated report separately. Accordingly, the Board of Directors shall hereby propose the adoption of the hereinunder General Meeting Resolutions as follows.

4.2. Proposal for Resolution to the Agenda Item 4:

General Meeting Resolution No. [■]/2025 (04.25.)

By virtue this resolution, the Board of Directors shall hereby adopt the individual (not-consolidated) annual report compiled in line with IFRS for the year of 2024 of the Company (SHA 256 HASH algorithm: 5eb946dbe12b9ed678702ce8a5eecb8a57ca68a180f809ae32be09284d17f9a4) with the hereinunder main data:

HUF in thousands	
47,007,372	Assets / Equity and liabilities in total
26,431,723	Equity per shareholders of the Company
6,336,064	Current year's retained profit or loss
6,336,064	Total comprehensive income in the current year

General Meeting Resolution No. [■]/2025 (04.25.)

By virtue of this resolution, the Board of Directors shall hereby adopt the consolidated annual report compiled in line with IFRS for the year of 2024 of the Company (SHA 256 HASH algorithm: 5eb946dbe12b9ed678702ce8a5eecb8a57ca68a180f809ae32be09284d17f9a4) with the hereinunder main data:

EUR	
231,682,818	Assets / Equity and liabilities in total
118,549,296	Equity per shareholders of the Company
15,578,475	After-tax profit

7,488,409	Total comprehensive income in the current year
-----------	--

Agenda Item No. 5: Decision on the utilization of the profit after tax and the dividend

5.1. Submission to the General Meeting Agenda Item No. 5:

In relation to the business year 2024, the Board of Directors – with view to being registered the company as a regulated real estate investment pre-company (“SZIE”) as of 01 January 2024, and as a regulated real estate investment company as of 01 July 2024 (“SZIT”) by the tax authority –, in line with Section 2(8) of the Act CII of 2011 on Regulated Real Estate Investment Companies (“SZIT Act”), shall hereby propose the payment of dividends as expected.

The Board of Directors shall hereby propose the payment of dividends equal to the 90% of profit and loss of the Company, 5,655,769,- HUF in thousands (five billion six hundred and fifty-five million seven hundred and sixty-nine thousand Hungarian Forint), i.e. 119.4,-HUF (one hundred and nineteen point 4 Hungarian Forint) per share for dividend entitlement.

The regulations for the dividend entitlement are included in Section XI (4) of the Articles of Association, whereas the disbursement conditions and regulations are set forth in Section XI (6) and (7).

Accordingly, the Board of Directors shall hereby propose that shareholder who is the shareholder on the 10th (tenth) stock exchange closing day (closing day) following the General Meeting is only entitled to the dividend – the payment of dividends is performed on the basis of the identification procedure requested on the closing day –, and the deadline for thereof disbursement should be on the 20th working day starting from the identification procedure.

The condition for the payment of dividends to the shareholder is to disclose all the necessary information and documents to the Company. To the extent that the General Meeting makes the decision on the payment of dividends, the Board of Directors shall publish a detailed information on the dividend payment procedure, not later than 13 May 2025.

The Board of Directors shall hereby ask its Shareholders that, upon the decision on the dividend – evaluating the financial and profitability situation of the Company represented in full in the business and management report for the year 2024 –, take the possibility of reserves into consideration to implement the long-term goals matching to the adopted strategy of the Company.

The Board of Directors shall propose the approval of General Meeting Resolution as follows.

5.2. Proposal for Resolution to the Agenda Item No. 5:

General Meeting Resolution No. [■]/2025 (04.25.)

The General Meeting shall hereby make the decision on the disbursement of 5,655,769,- HUF in thousands (five billion six hundred and fifty-five million seven hundred and sixty-nine thousand Hungarian Forint) dividend. That shareholder who is the shareholder on 10th (tenth) stock exchange closing day (closing day) following the General Meeting is entitled to the dividend, the payment of dividends is performed on the basis of the identification procedure requested on the closing day.

The deadline for thereof disbursement should be on the 20th working day starting from the identification procedure, of which condition is that the shareholder discloses all the necessary information and documents to the Company. The General Meeting shall hereby ask the Board of Directors to publish a detailed information on the dividend payment procedure until 13 May 2025.

Agenda Item No. 6: Decision on the Corporate Governance Report

6.1. Submission to the General Meeting Agenda Item No. 6:

The Board of Directors shall hereby inform its Esteemed Shareholders on compilation of the Corporate Governance Report introducing the governance practice at the Company, and accordingly the Board of Directors has taken measures to disclose the thereof for the Shareholders – on the website of the Company, on the website of the Budapest Stock Exchange and on the official publication site hosted by the Hungarian National Bank – and herewith they are available and downloadable without restrictions.

The Board of Directors shall hereby propose the adoption of the Corporate Governance Report for the General Meeting.

The Board of Directors shall propose the approval of the General Meeting Resolution as follows.

6.2. Proposal for Resolution to the Agenda Item No. 6:

General Meeting Resolution No. [■]/2025 (04.25.)

By virtue of this resolution, the Board of Directors shall hereby adopt the Corporate Governance Report introducing the governance practice at the Company.

Agenda Item No. 7: Decision on the compliance in relation to the activities performed by the members of the Board of Directors with respect to the year 2024 and on the discharge of liability stating thereof compliance.

7.1. Submission to the General Meeting Agenda Item No. 7:

The General Meeting shall hereby propose for the General Meeting to issue the compliance in relation to the management activities performed by the members of the Board of Directors with respect to the year 2024 and the discharge of liability stating the thereof compliance with regard to the members of the Board of Directors performed the said activities in 2024 upon keeping the primary interest of the Company in mind.

The Board of Directors shall hereby propose for the Shareholders to make decision on the discharge of liability granted for specific members of the Board of Directors separately. Accordingly, the Board of Directors shall hereby propose the adoption of the hereinunder General Meeting Resolutions as follows.

7.2. Proposals for Resolution to the Agenda Item No. 7:

General Meeting Resolution No. [■]/2025 (04.25.)

By virtue of this resolution, the General Meeting shall hereby conclude to issue the compliance in relation to the management activities performed by Szathmáriné Szűcs Györgyi Magdolna, the member of the Board of Directors, with respect to the year 2024 and the discharge of liability stating the thereof compliance with regard to performing the said activities in 2024 upon keeping the primary interest of the Company in mind.

General Meeting Resolution No. [■]/2025 (04.25.)

By virtue of this resolution, the General Meeting shall hereby conclude to issue the compliance in relation to the management activities performed by dr. Illés Tibor Endre, the member of the Board of Directors, with respect to the year 2024 and the discharge of liability stating the thereof compliance with regard to performing the said activities in 2024 upon keeping the primary interest of the Company in mind.

General Meeting Resolution No. [■]/2025 (04.25.)

By virtue of this resolution, the General Meeting shall hereby conclude to issue the compliance in relation to the management activities performed by Jombik Zoltán, the member of the Board of Directors, with respect to the year 2024 and the discharge of liability stating the thereof compliance with regard to performing the said activities in 2024 upon keeping the primary interest of the Company in mind.

General Meeting Resolution No. [■]/2025 (04.25.)

By virtue of this resolution, the General Meeting shall hereby conclude to issue the compliance in relation to the management activities performed by dr. Hüse István, the member of the Board of Directors, with respect to the year 2024 and the discharge of liability stating the thereof compliance with regard to performing the said activities in 2024 upon keeping the primary interest of the Company in mind.

General Meeting Resolution No. [■]/2025 (04.25.)

By virtue of this resolution, the General Meeting shall hereby conclude to issue the compliance in relation to the management activities performed by dr. Jákó János Dezső, the member of the Board of Directors, with respect to the year 2024 and the discharge of liability stating the thereof compliance with regard to performing the said activities in 2024 upon keeping the primary interest of the Company in mind.

Agenda Item No. 8: Decision on the remuneration report of the Company for 2024

8.1. Submission to the General Meeting Agenda Item No. 8:

Pursuant to Section 3:268 of the Act on the Hungarian Civil Code, the Company must propose the remuneration report (hereinafter referred to as: **“Remuneration Report”**) for the previous business year for opinion voting on the agenda item of the General Meeting.

The Board of Directors shall hereby inform its Shareholders that, in compliance with the above legislation, it has prepared the Company's Remuneration Report for the year 2024 and has arranged its disclosure to the Shareholders through publication on the Company's website, and accordingly the Board of Directors has taken measures to disclose the thereof for the Shareholders – on the website of the Company, on the website of the Budapest Stock Exchange and on the official publication site hosted by the Hungarian National Bank – and herewith they are available and downloadable without restrictions.

The Board of Directors shall propose the approval of General Meeting Resolution as follows.

8.2. Proposal for Resolution to the Agenda Item No. 8:

General Meeting Resolution No. [■]/2025 (04.25.)

By virtue of this resolution, the General Meeting studied and acknowledges the Remuneration Report of the Company for the year 2024.

Agenda Item No. 9: Decision on exemption from incompatibility of the member of the board of directors

9.1. Submission to the General Meeting Agenda Item No. 9:

The Board of Directors shall hereby inform the Esteemed Shareholders that dr. Hüse István, the member of the board of directors, has been in a manager position in Palotaliget Holding Kft. (seat of business: 1133 Budapest, Váci út 110., company registration number: 01-09-398556), performing the same principal activity as the Company, since 01 October 2024, with the proviso that he is entitled to the representation and authorized signature of the said company with another manager.

The Board of Directors shall hereby suggest the Shareholders to grant the hereinabove detailed incompatibility exemption to dr. Hüse István.

The Board of Directors shall propose the approval of General Meeting Resolution as follows.

9.2. Proposal for Resolution to the Agenda Item No. 9:

General Meeting Resolution No. [■]/2025 (04.25.)

The General Meeting shall hereby give its consent to dr. Hüse István, the member of the board of directors, to fulfil a manager position in Palotaliget Holding Kft. (seat of business: 1133 Budapest, Váci út 110., company registration number: 01-09-398556), performing the same principal activity as the Company with the proviso that he is entitled to the representation and authorized signature of the said company with another manager.

Agenda Item No. 10: Decision on the remuneration of the members of the Board of Directors

10.1. Submission to the General Meeting Agenda Item No. 10:

The Remuneration Policy of the Company, the amount of the honorarium of the Company's members of the Board of Directors is approved by the General Meeting of the Company under a separate agenda item each year.

Having regard to the aforesaid, and with respect to the members of the Board of Directors of the Company – in accordance with the new Remuneration Policy approved at the General Meeting held as at 26 April 2024 – the Board of Directors shall hereby propose the hereinunder defined amount for remuneration as follows:

Chairperson of the Board of Directors: gross HUF 200 000 per month

Member of the Board of Directors: gross HUF 200 000 per month

The members of the Audit Committee shall not be entitled to receive honoraria, the remuneration thereof is included in the honoraria for the board of directors.

The said honoraria are due by the 10th day of each month.

The Board of Directors shall propose the approval of General Meeting Resolution as follows.

10.2. Proposal for Resolution to the Agenda Item No. 10:

General Meeting Resolution No. [■]/2025 (04.25.)

The General Meeting shall hereby define the amount for the remuneration of the members of the Board of Directors of the Company as follows:

- Chairperson of the Board of Directors: gross HUF 200 000 per month
- Member of the Board of Directors: gross HUF 200 000 per month

The members of the Audit Committee shall not be entitled to receive honoraria, the remuneration thereof is included in the honoraria for board of directors.

The said honoraria are due by the 10th day of each month.

Agenda Item No. 11: Decision on the auditor and thereof remuneration fee

11.1 Submission to the General Meeting Agenda Item No. 11:

The assignment of the Company's auditor, Ernst & Young Auditor Private Limited Liability Company (hereinafter referred to as in the submissions: **Ernst & Young**) terminated as at today's General Meeting – upon the adoption of the individual and consolidated annual report of the Company for 2024.

The Board of Directors shall hereby inform the Shareholders that – with the involvement of the Audit Committee – there have been successful reconciliations with Ernst & Young to audit the Company – extending to the subsidiary companies included in the consolidation – for the financial years 2025 and 2026.

Following the hereinabove antecedents, the Board of Directors suggests to the General Meeting to assign Ernst & Young as the auditor of the Company for the business years 2025-2026 for its auditor tasks. Moreover, the Board of Directors propose to define the auditor fee for the financial year 2025 in the amount of HUF 25,150,000 (twenty-five million one hundred and fifty thousand Hungarian Forint) + VAT, while thereof fee for the financial year 2026 is the yearly fee for 2025 increased with the average inflation rate published by the Hungarian Central Statistical Office.

The Board of Directors shall hereby propose for the Shareholders to vote on the Company auditor's re-election and remuneration separately. The Board of Directors shall hereby propose the adoption of the hereinunder General Meeting Resolutions as follows.

11.2 Proposals for Resolution to the Agenda Item No. 11:

General Meeting Resolution No. [■]/2025 (04.25.)

By virtue of this resolution, in respect of the financial years 2025 and 2026, the General Meeting shall designate Ernst & Young Auditor Private Limited Liability Company (seat of business: 1132 Budapest, Váci út 20.; company registration number: 01-09-267553; chamber membership number: 001165; personally responsible auditor: Varga János / residential address: 1221 Budapest, Tanító utca 15. 2. a.; mother's maiden name: Bucsuházi Éva Julianna; chamber membership number: MKVK 007319/), as the auditor of the Company, whose assignment applies until the adoption of the individual and consolidated annual report for the year 2026 but not later than 31 May 2027.

General Meeting Resolution No. [■]/2025 (04.25.)

The General Meeting shall hereby define Ernst & Young Auditor Limited Liability Company, the entrusted auditor's remuneration fee for auditing the Company in 2025 in the amount of HUF 25,150,000,- (twenty-five million one hundred and fifty thousand

Hungarian Forint) + VAT, while thereof fee for the financial year 2026 is the yearly fee for 2025 increased with the average inflation rate published by the Hungarian Central Statistical Office.

01 April 2024, Budapest

**Appennin Vagyonkezelő Holding
Nyilvánosan Működő Részvénytársaság
Board of Directors**