



Pursuant to Act V of 2013 on the Civil Code of Hungary (“**Civil Code**”), for the purpose of providing prior information to its shareholders, the Board of Directors of **ALTEO Energiaszolgáltató Nyilvánosan Működő Részvénytársaság** (registered office: H-1117 Budapest, Dombóvári út 25; company registration number: 01-10-045985; “**Company**”) hereby publishes the

**proposals for the resolutions,
proposals regarding individual agenda items that have not been published as
separate annexes,**

of its ordinary General Meeting to be held on April 28, 2026, and

the aggregated share and voting right figures.

The Board of Directors proposes the following agenda:

1. Decision on the adoption of the Company's Individual Annual Report for 2025 under the International Financial Reporting Standards (IFRS), its Business (Annual) Report, the Report of the Board of Directors and the Auditor's Report, and presentation of the relevant reports of the Audit Committee and the Supervisory Board;
2. Decision on the adoption of the Company's Consolidated Annual Report for 2025 under the International Financial Reporting Standards (IFRS), its Business (Annual) Report, the Report of the Board of Directors, the Auditor's Report, and the Company's Consolidated Sustainability Report, and presentation of the relevant reports of the Audit Committee and the Supervisory Board;
3. Decision on the acceptance of the corporate governance report prepared by the Board of Directors for submission to the Budapest Stock Exchange;
4. Decision on the use of the 2025 profit after taxation;
5. Decision on the discharge that can be granted to the Directors of the Company;
6. The election and remuneration of the new employees' delegate member of the Supervisory Board;
7. Advisory vote on the Company's Remuneration Report for 2025;
8. Advisory vote on the amendment of the Company's Remuneration Policy in a consolidated structure;
9. Presentation of the Board of Directors on the transactions entered into by the Company for its own shares;
10. Amendment of the authorization of the Board of Directors to buy the Company's own shares, expiring on October 28, 2026;
11. Decision on the amendment of the Articles of Association.

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On agenda item 1

Decision on the adoption of the Company's Individual Annual Report for 2025 under the International Financial Reporting Standards (IFRS), its Business (Annual) Report, the Report of the Board of Directors and the Auditor's Report, and presentation of the relevant reports of the Audit Committee and the Supervisory Board

Concurrently with this proposal, the Board of Directors publishes the Company's Individual Annual Report for 2025 prepared for the fiscal year ending on December 31, 2025 according to the International Financial Reporting Standards (IFRS), its Business (Annual) Report, the Report of the Board of Directors, the Auditor's Report, and the Company's Individual Sustainability Report for 2025, along with the relevant Reports of the Supervisory Board and the Audit Committee.

Proposal for resolution 1:

The Board of Directors proposes to the General Meeting to adopt the Company's Individual Annual Report for 2025 prepared for the fiscal year ending on December 31, 2025 according to the International Financial Reporting Standards (IFRS) (total comprehensive income: HUF 3,509,163 thousand, total assets: HUF 111,051,295 thousand), proposed for acceptance by the Company's auditor, its Business (Annual) Report, the Report of the Board of Directors and the relevant report of the auditor.

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On agenda item 2

Decision on the adoption of the Company's Consolidated Annual Report for 2025 under the International Financial Reporting Standards (IFRS), its Business (Annual) Report, the Report of the Board of Directors, the Auditor's Report, and the Company's Consolidated Sustainability Report, and presentation of the relevant reports of the Audit Committee and the Supervisory Board

Concurrently with this proposal, the Board of Directors publishes the Company's Consolidated Annual Report for 2025 prepared for the fiscal year 2025 according to the International Financial Reporting Standards (IFRS), its Business (Annual) Report, the Report of the Board of Directors, the Auditor's Report, and the Company's Consolidated Sustainability Report for 2025, along with the Reports of the Supervisory Board and the Audit Committee.

Proposal for resolution 2:



The Board of Directors proposes to the General Meeting to adopt the Company's Consolidated Annual Report for 2025 prepared for the fiscal year ending on December 31, 2025 according to the International Financial Reporting Standards (IFRS) (total comprehensive loss: HUF 56,903 thousand, total assets: HUF 149,556,182 thousand), proposed for acceptance by the Company's auditor, and its Business (Annual) Report, the Report of the Board of Directors, the relevant Auditor's report, and the Company's Consolidated Sustainability Report for 2025.

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On agenda item 3

Decision on the acceptance of the corporate governance report prepared by the Board of Directors for submission to the Budapest Stock Exchange

Based on the recommendations of the Budapest Stock Exchange Ltd., the Board of Directors has prepared, and publishes concurrently with this proposal, the Company's corporate governance report.

Proposal for resolution 3:

Based on the above, the Board of Directors proposes to the General Meeting to approve the corporate governance report on the Company's operation in 2025 submitted by the Board of Directors.

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On agenda item 4

Decision on the use of the 2025 profit after taxation

The Board of Directors proposes to the General Meeting that no dividend be paid this year due to the need to finance the transactions currently underway to implement the updated strategy published in January 2025, and that the Company use this amount for the transactions.

Proposal for resolution 4:

The Board of Directors proposes to the General Meeting that the Company not pay dividend against 2025, and that the profit not paid as dividend be reclassified to retained earnings.

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On agenda item 5

Decision on the discharge that can be granted to the Directors of the Company

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Pursuant to Article 12.2 (f) of the Articles of Association, the General Meeting has the exclusive competence to decide on the discharge that may be granted to the Board of Directors.

Proposal for resolution 5:

The Board of Directors proposes to the General Meeting to establish that in the fiscal year 2025 the Board of Directors performed its activities focusing on the interests of the Company and that the General Meeting should therefore, based on Article 12.2(f) of the Articles of Association, grant the members of the Board of Directors the discharge referred to in Section 3:117(1) of the Civil Code in accordance with the conditions stated therein.

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On agenda item 6

The election and remuneration of the new employees' delegate member of the Supervisory Board

The election process for the Works Council (hereinafter: "WC") began at the Company at the end of 2025, and as a result, members were elected on December 16, 2025, for a term of 5 (five) years. From among employees, the WC nominated Attila Gyula Sütő, Chairman of the WC, as the employee delegate to the Supervisory Board pursuant to Section 3:125 of the Civil Code.

The Remuneration and Nomination Committee has reviewed the nomination and, in light of this, proposes to the General Meeting that it elect Attila Gyula Sütő as a new employee delegate to the Company's Supervisory Board from April 28, 2026 to December 16, 2030, until the end date of the Works Council's mandate, with the proviso that the employee delegate's membership on the Supervisory Board terminates upon the termination of their employment relationship. With regard to the remuneration, the Remuneration and Nomination Committee proposes that the mandate be carried out for HUF 700,000 gross per month, and in accordance with the General Meeting's resolution 11/2024 (IV. 19.). This remuneration shall be adjusted annually in accordance with the rate of the minimum wage increase applicable for the fiscal year in question, by applying the rules of rounding to 5,000 to determine the specific value. No grounds for exclusion related to the acceptance of his mandate have been identified in his regard.

In view of the fact that Attila Gyula Sütő has held this position before, the Remuneration and Nomination Committee dispenses with the detailed presentation of his experience and qualifications.

Proposal for resolution 6:

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Based on the decision of the Remuneration and Nomination Committee, the Board of Directors proposes to the General Meeting that it elect Attila Gyula Sütő as a new employee delegate to the Company's Supervisory Board from April 28, 2026 to December 16, 2030, until the end date of the Works Council's mandate, with the proviso that the employee delegate's membership on the Supervisory Board terminates upon the termination of their employment relationship. Based on the decision of the Remuneration and Nomination Committee, the Board of Directors proposes to the General Meeting with regard to the remuneration that the remuneration for the representation be HUF 700,000 gross per month, and that remuneration shall be adjusted annually as stipulated in the General Meeting's Resolution 11/2024 (IV. 19.), in accordance with the rate of the minimum wage increase applicable for the fiscal year in question, by applying the rules of rounding to 5,000 to determine the specific value. The Board of Directors requests the General Meeting to authorize the Company to conclude the mandate agreement with Attila Gyula Sütő.

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On agenda item 7

Advisory vote on the Company's Remuneration Report for 2025

The Board of Directors has prepared and, concurrently with this proposal, publishes its remuneration report (hereinafter: "**Remuneration Report**"), based on the Company's remuneration policy consolidated with amendments on April 28, 2025 and Act LXVII of 2019 on the Encouragement of Long-Term Shareholder Engagement and the Amendment of Certain Acts with a View to Legislative Harmonization (hereinafter: "**Act**"). In accordance with the provisions of the Act, the Company's auditor has verified that the Remuneration Report contains the information specified in Section 19 of the Act and has concluded that the Remuneration Report complies with statutory requirements and no further action was required by the Board of Directors.

The Remuneration and Nomination Committee has reviewed and commented on the Company's Remuneration Report and recommends it to the General Meeting for adoption.

Proposal for resolution 7:

Based on the opinion of the Remuneration and Nomination Committee, the Board of Directors proposes to the General Meeting to accept the Company's Remuneration Report for 2025 as part of an advisory vote.

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On agenda item 8



Advisory vote on the amendment of the Company's Remuneration Policy in a consolidated structure

The Board of Directors has prepared, and publishes concurrently with this proposal, the consolidated amendment of the Company's remuneration policy (hereinafter the "**Remuneration Policy**").

The reason for the amendment to the Remuneration Policy is that it had to be updated in several places to reflect changes that have occurred in the meantime. For the purpose of transparency, the Company publishes, in addition to the consolidated amendment, a revised version that includes the changes made to the version that was adopted in the previous year and is currently in effect.

The main reason for the amendment are the changes arising from the short term and long term incentive scheme operated by the Company (Employee Share Ownership Program). Please find a summary of the same below.

In April 2025, the Company as Founder adopted the **2027 ESOP General Remuneration Policy** of ALTEO's Employee Share Ownership Program Organization (hereinafter the "**ALTEO ESOP Organization**") and the **2027 Senior Management Remuneration Policy**. Under the 2027 ESOP General Remuneration Policy and the 2027 Senior Management Remuneration Policy, Attila László Chikán, an executive member of the Board of Directors, and all Deputy CEOs of the Company at the time of the adoption of the remuneration policies, are also eligible for the share award subject to the award conditions set out in the remuneration policies. In view of the fact that the General Meeting is responsible for determining the remuneration of the members of the Board of Directors and that the remuneration of the Deputy CEOs may only be paid on the basis of the Remuneration Policy, the General Meeting must hold an advisory vote.

Furthermore, the remuneration conditions set out in the ESOP Organization's **2025 ESOP General Remuneration Policy** and **2025 Senior Management Remuneration Policy** were met, which was established by the management of the ALTEO ESOP Organization, where necessary subject to the prior approval of the ALTEO Audit Committee, thus the participating senior managers received remuneration. As part of this, the ALTEO ESOP Organization converted the shares held in respect of the members' shares of the participating employees into cash. As the method of conversion into cash the ALTEO ESOP Organization sold the shares to ALTEO as Founder over the counter. Details of this remuneration are set out in the Remuneration Report for 2025, see Agenda Item 9 for related own share transactions.

In addition to the above, there has also been a change in terms of deputy CEOs: **the employment of Péter Luczay**, Deputy CEO for Production Management and Business Development, **was terminated on February 28, 2026**. Consequently, the necessary amendments resulting from this change have been incorporated into the Remuneration Policy.



In addition to these, a number of other minor, in most cases technical, modifications have been made.

Shareholders did not offer any comments or opinions when making the decision to adopt the Remuneration Policy or the decision to amend it. Furthermore, it is based on the previous Remuneration Policy and no comments or opinions were offered by Shareholders in the Remuneration Report adopted by the General Meeting with its Resolution No. 10/2025 (IV. 28.) either, so they did not have to be taken into consideration specifically during the review of the Remuneration Policy.

The Remuneration and Nominations Committee has reviewed and commented on the Remuneration Policy prior to its submission to the General Meeting and proposes it to the General Meeting for adoption.

Proposal for resolution 8:

Based on the opinion of the Remuneration and Nomination Committee, the Board of Directors proposes to the General Meeting to approve the extension of the scope of the 2027 ESOP General Remuneration Policy and the 2027 Senior Management Remuneration Policy to include Attila László Chikán, member of the Board of Directors, and further proposes to the General Meeting to adopt a consolidated amendment of the Remuneration Policy in the framework of an advisory vote.

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On agenda item 9

Presentation of the Board of Directors on the transactions entered into by the Company for its own shares

The Board of Directors informs the General Meeting that ALTEO executed own share transactions related to the Employee Share Ownership Program as presented below:

- I. ALTEO executed own share transactions related to the implementation of the 2025 ESOP Remuneration Policy in May 2025.

On the one hand, own share transactions were carried out because the remuneration condition in the 2025 Remuneration Policy was met, so that the participating employees received remuneration. The ALTEO ESOP Organization converted the shares held in respect of the members' shares of the participating employees into cash, and as a result, on May 16, 2025, ALTEO as buyer signed over-the-counter share sale and purchase agreements with the ALTEO ESOP Organization as seller for **290,780 ALTEO ordinary shares** at a price of **HUF 5,870.4 per share**.

On the other hand, the own share transactions relate to the settlement – with regard to the 2025 ESOP Remuneration Policy – of the fate of the



shares that were linked to the membership stakes of participating employees who – in particular due to the discontinuation/termination of their employment – were excluded from the 2025 Remuneration Policy or whose number of shares linked to their membership stake decreased due to the application of an adjustment. Pursuant to the 2025 Remuneration Policy, a total of **25,030 ALTEO ordinary shares** were attached to the previously not involved membership stakes thus transferred to ALTEO. These shares were sold in the same manner and at the same time as described in the previous paragraph.

- II. Subsequently, also in May 2025, the Company executed own share transactions with the ALTEO ESOP Organization in connection with the 2025 ESOP Szikra, WATT and Senior Management Remuneration Policies (hereinafter jointly referred to as the “**Remuneration Policies**”).

In this context, on the one hand, own share transactions were carried out because the remuneration conditions in the Remuneration Policies were met, thus participating employees received remuneration. Thus, the ALTEO ESOP Organization sold the shares to ALTEO as founder in this case as well. As a result, on May 20, 2025, ALTEO as buyer signed over-the-counter share sale and purchase agreements with the ALTEO ESOP Organization as seller for **211,060 ALTEO ordinary shares** at a **price of HUF 5,735.4 per share**.

On the other hand, the own share transactions relate to the settlement – with regard to the Remuneration Policies – of the fate of the shares that were linked to the membership stakes of participating employees who – in particular due to the discontinuation/termination of their employment – were excluded from the Remuneration Policies or whose number of shares linked to their membership stake decreased due to the application of an adjustment. Pursuant to the Remuneration Policies, a total of **59,137 ALTEO ordinary shares** were attached to the previously not involved membership stakes thus transferred to ALTEO. These shares were sold in the same manner and at the same time as described in the previous paragraph.

- III. In April 2025 the Company’s Board of Directors adopted the 2027 ESOP General Remuneration Policy and the 2027 ESOP Szikra, Watt and Senior Management Remuneration Policies. The Company made the volume of shares required to launch these ESOPs (**335,634 ALTEO ordinary shares**) available to the ALTEO ESOP Organization on May 22, 2025.

- IV. In addition to the above, the Company also carried out an own share transaction in connection with the expansion of the 2026 ESOP General Remuneration Policy adopted in 2024, with a view to expanding the scope of participants. As a result, **7,370 ALTEO ordinary shares** were transferred to the ALTEO ESOP Organization from the Company.



In a view of the above, the Company acquired a total of 586,007 ALTEO ordinary shares since the last General Meeting before the date of the publication of this proposal, and it paid a total amount of HUF 3,403,618,898 for them. The ALTEO ordinary shares acquired in the context of own share transactions account for 2.94% of the share capital.

At the last General Meeting, the Company held 245 ALTEO ordinary shares, since the last General Meeting until the date of publication of this proposal, the Company acquired a total of 586,007 ALTEO ordinary shares, and 343,004 ALTEO ordinary shares were transferred to the ALTEO ESOP Organization as described above, meaning that the Company currently holds a total of 243.248 ALTEO ordinary shares.

Proposal for resolution 9:

The Board of Directors proposes to the General Meeting to acknowledge and accept the information provided by the Board of Directors regarding the transactions involving the Company's own shares.

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On agenda item 10

Amendment of the authorization of the Board of Directors to buy the Company's own shares, expiring on October 28, 2026

The Board of Directors hereby kindly informs the General Meeting that the authorization of the Board of Directors to buy the Company's own shares, granted to the Board of Directors by Resolution No. 13/2025. (IV.28.) of the General Meeting of the Company, expires on October 28, 2026. The Board of Directors requests the General Meeting to issue a new authorization for acquiring own shares, for a period of 18 (eighteen) months from the date of the resolution. The acquisition of own shares is necessary to ensure that

- the Company can operate the share-based incentive schemes; or
- the Company can exercise and perform certain contractual rights and obligations (e.g. options); or
- the Company can protect the shareholders from the negative consequences of a large package of shares potentially entering the market, and that the Company can acquire a large package of shares; or
- the own shares can be used for the purpose of acquisition, as consideration; or
- the Company can use its own shares for the purpose of providing funding or security, or for developing other investment schemes.

For the above reasons, the Board of Directors proposes to the General Meeting to provide the opportunity for buying the shares issued by the Company by authorizing



the Board of Directors to enter into such transactions according to the following conditions.

Proposal for resolution 10:

The Board of Directors proposes to the General Meeting that the Board of Directors be authorized for a period of 18 (eighteen) months beginning from the date of the General Meeting to adopt a resolution on the acquisition by the Company of the ownership of shares of all types and classes and of any face value, issued by the Company, and to enter into and perform such transactions for and on behalf of the Company or to engage a third party to enter into such transactions. The Board of Directors proposes that the number of shares that can be acquired based on the authorization should be equal to a number of shares with a total face value of no more than twenty-five per cent of the share capital, and the total face value of own shares owned by the Company may not exceed this rate at any time. The own shares can be acquired for or without consideration, on the stock market and through public offering or – unless the possibility is excluded by the law – in over-the-counter trading. In case of the onerous acquisition of own shares, the minimum amount of the consideration payable for a share should be HUF 1 (one Hungarian forint), and the maximum amount should not exceed 150% of the turnover-weighted average price of ALTEO shares listed on the Budapest Stock Exchange of the 30 trading days preceding the transaction date.

Furthermore, the Board of Directors proposes to the General Meeting to extend the above authorization also to include share purchases by the Company's subsidiaries so as to enable the Company to authorize the management of any subsidiary of the Company by means of resolutions of the members or shareholders (resolutions adopted by the members' meeting or the general meeting) to acquire the shares issued by the Company according to a resolution adopted by the Board of Directors under the above authorization.

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On agenda item 11

Decision on the amendment of the Articles of Association

On the basis of the resolution of the General Meeting on agenda item 6 above, Article 14.8 of the Articles of Association needs to be amended and consolidates with the adopted amendment.

In order to inform the shareholders, the Company publishes the draft Articles of Association concurrently with this proposal for a resolution.

Proposal for resolution 11:

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For the above reason, the Board of Directors proposes the General Meeting to amend Article 14.8 of the Articles of Association. The Board of Directors also proposes this amendment to the Articles of Association to be consolidated.

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The aggregated share and voting right figures:

The Company hereby publishes the aggregated figures for its shares existing at the time of convening the General Meeting, as well as the related voting rights.

The Company's share capital:

Share series	Face value (HUF/share)	Number of shares issued	Total face value (HUF)
Ordinary shares of series "A"	12.5	19,931,474	249,143,425
Amount of share capital			249,143,425

Number of votes per share:

Share series	Number of shares issued	Number of own shares without voting rights	Number of shares with voting rights	Voting right per share	Total voting rights
Ordinary shares of series "A"	19,931,474	243.248	19,688,226	1	19,688,226
Total	19,931,474	243.248	19,688,226	1	19,688,226

Budapest, April 2, 2026

Yours sincerely,

The Board of Directors of ALTEO Nyrt.



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