



SUBMISSIONS AND PROPOSALS FOR RESOLUTIONS

Appeninn Vagyonkezelő Holding Nyilvánosan Működő Részvénytársaság
held on 19 April 2021 at 10:00 o'clock
ORDINARY GENERAL MEETING

The Board of Directors of **Appeninn Vagyonkezelő Holding Nyilvánosan Működő Részvénytársaság**¹ (registered office: H-1118 Budapest, Kelenhegyi út 43. B. ép. 5. em. 1.; company registration number: 01-10-046538; court of registration: Fővárosi Törvényszék Cégbírósága²; hereinafter referred to as “**Company**”) shall hereby respectfully inform its Esteemed Shareholders on the submissions and draft resolutions included in the agenda item of the ordinary general meeting (hereinafter referred to as: the “**General Meeting**”) held on 19 April 2021 as follows hereinunder.

1. Agenda Item – Report of the Board of Directors on the business activity for the year of 2020

Submission to the General Meeting Agenda Item No. 1:

The Board of Directors shall hereby inform its Esteemed Shareholders on drafting the management report on business performance, development and status of the Company included in the individual (non-consolidated) annual report for the year of 2020 and in the consolidated annual report for the year of 2020 in relation to the Company, and respectively 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 acknowledgement of the management report for the General Meeting.

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

¹ in English: Appeninn Asset Management Holding Public Limited Company

² in English: Company Registry Court of Budapest-Capital Regional Court

Proposal for Resolution to the Agenda Item No. 1:

General Meeting Resolution No.[■]/2021 (IV.19.):

The General Meeting, upon this resolution, shall hereby study and acknowledge the management report on business performance, development and status of the Company included in the individual (non-consolidated) annual report for the year of 2020 and in the consolidated annual report for the year of 2020 in relation to the Company.

2. Agenda Item – Information of the Board of Directors on the Audit Committee Report for the year of 2020.

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 of 2020 in relation to the individual (non-consolidated) annual report for the year of 2020 and to the consolidated annual report for the year of 2020 of the Company, and respectively the Board of Directors has taken measures to disclose of 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 acknowledgement of the Audit Committee Report for the General Meeting.

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

Proposal for Resolution to the Agenda Item No. 2:

General Meeting Resolution No.[■]/2021 (IV.19.):

The General Meeting, upon this resolution, shall hereby study and acknowledge the report on the activities of the Audit Committee of the Company for the year of 2020 in relation to the individual (non-consolidated) annual report for the year of 2020 and to the consolidated annual report for the year of 2020 of the Company compiled by the Audit Committee.

3. Agenda Item – Information of the Board of Directors on the Auditor Report in relation to the year of 2020

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 the Audit Report in relation to the individual (non-consolidated) annual report

for the year of 2020 and to the consolidated annual report for the year of 2020 of the Company, and respectively 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 acknowledgement of the Audit Report for the General Meeting.

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

Proposal for Resolution to the Agenda Item No. 3:

General Meeting Resolution No.[■]/2021 (IV.19.):

The General Meeting, upon this resolution, shall hereby study and acknowledge the report drafted by the Auditor in relation to the individual (non-consolidated) annual report for the year of 2020 and to the consolidated annual report for the year of 2020 of the Company.

4. Agenda Item – 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 of 2020 and on the consolidated annual report compiled in line with IFRS for the year of 2020.

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 of 2020 and the consolidated annual report compiled in line with IFRS for the year of 2020 of the Company, and respectively, 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 individual (non-consolidated) annual report compiled in line with IFRS for the year of 2020 to be submitted for approval by the General Meeting with the included main data as follows:

- 38,827,711,-HUF in thousands *assets/capital and resources in total;*
- 17,391,804,-HUF in thousands *own equity;*
- 812,906,-HUF in thousands *total comprehensive income after taxes.*

The Board of Directors shall hereby propose the consolidated annual report compiled in line with IFRS for the year of 2020 to be submitted for approval by the General Meeting with the included main data as follows:

- 213,821,201,-EUR *assets/ capital and resources in total;*
- 78,106,830,-EUR *own equity;*
- 5,799,477,-EUR *total comprehensive income after taxes.*

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

Proposal for Resolution to the Agenda Item No. 4:

General Meeting Resolution No.[■]/2021 (IV.19.):

The General Meeting, upon this resolution, shall adopt the individual (non-consolidated) annual report compiled in line with IFRS for the year of 2020 with the included main data as follows:

- 38,827,711,-HUF in thousands **assets/capital and resources in total;**
- 17,391,804,-HUF in thousands **own equity;**
- 812,906,-HUF in thousands **total comprehensive income after taxes.**

The General Meeting, moreover, shall adopt the consolidated annual report compiled in line with IFRS for the year of 2020 with the included main data as follows:

- 213,821,201,-EUR **assets/ capital and resources in total;**
- 78,106,830,-EUR **own equity;**
- 5,799,477,-EUR **total comprehensive income after taxes.**

5. Agenda Item – Decision on Utilization of Profit After Tax and on the Dividend

Submission to the General Meeting Agenda Item No. 5:

The Board of Directors shall hereby inform its Esteemed Shareholders that, in accordance with the profit and loss account, 812,906,000,-HUF is measured for profit after tax of the Company.

As in previous years, and in accordance with the participation in Növekedési Kötvényprogram³ and as it is set forth in the targets on the up-dated business strategy disclosed in 2020, the Company shall intend to utilize profit after tax of 2020 for financing plans of growth. To account accumulated profit reserve is proved by the situation of the globally spreading COVID-19 epidemic.

³ in English: Growth Debenture Programme

The Board of Directors shall hereby propose for the General Meeting to account the total amount of profit after tax of the Company for accumulated profit reserve.

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

Proposal for Resolution to the Agenda Item No. 5:

General Meeting Resolution No.[■]/2021 (IV.19.):

The General Meeting shall hereby make the decision on accounting the total amount of 812,906,000,-HUF of profit after tax of the Company for accumulated profit reserve

6. Agenda Item – Decision on the Corporate Governance Report

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 respectively, 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 Corporate Governance Report for the General Meeting.

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

Proposal for Resolution to the Agenda Item No. 6:

General Meeting Resolution No.[■]/2021 (IV.19.):

The General Meeting, upon this resolution, shall adopt the Corporate Governance Report introducing the corporate governance practice at the Company.

7. Agenda Item – Decision on the Compliance of the Activities Performed by the Members of the Board of Directors in respect of the year of 2020 and on Issuing the Hold-harmless Warrant Stating the thereof Compliance.

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 of 2020 and the hold-harmless warrant stating the thereof compliance with

regard to that the members of the Board of Directors performed the said activities in 2020 upon keeping the primary interest of the Company in mind.

The Board of Directors shall hereby propose the adoption of the hereinunder General Meeting Resolutions as follows.

Proposals for Resolution to the Agenda Item No. 7:

General Meeting Resolution No.[■]/2021 (IV.19.):

The General Meeting, upon this resolution, shall hereby conclude that the members of the Board of Directors performed their activities in 2020 upon keeping the primary interest of the Company in mind, and, consequently, issue the hold-harmless warrant stating the compliance in relation to the management activities with respect to the year of 2020 for the members of the Board of Directors.

8. Agenda Item – Decision on the Detailed Rules of holding a Conference General Meeting

Submission to the General Meeting Agenda Item No. 8:

The Board of Directors shall hereby propose for the General Meeting upon taking the advantage of the authorization included in Point 22 of Chapter VI on the General Meeting of the Articles of Association to draft the detailed rules of Conference-General Meeting.

The Board of Directors proposes the adoption of the following General Meeting Draft Resolution:

Proposal for Resolution to the Agenda Item No. 8:

General Meeting Resolution No.[■]/2021 (IV.19.):

The General Meeting, upon this resolution – taking advantage of the authorization included in Point 22 of Chapter VI on the General Meeting of the Articles of Association – shall hereby conclude the following detailed rules of Conference-General Meeting.

“I. The identification and control of the identity of the shareholders, or their proxy participating at the General Meeting held by means of electronic communications equipment

Regarding the case of Conference-General Meeting, the Company – to the extent that the employed IT device proves the herein – is entitled to announce pre-registration in respect of those shareholders who do not participate personally at the Conference-General Meeting in the interest of the identification of the thereof. The purpose of the pre-registration is to

ensure the availability of the Conference-General Meeting for the shareholders of the Company.

During the course of the pre-registration, the shareholders shall provide their names, and their electronic mail address to where the Company sends the link of the Conference-General Meeting.

Regarding the case of Conference-General Meeting, the Company, on the day of the General Meeting, upon the pre-registration (enter) by means of remote identification, shall check the personal identity of the shareholder participating by electronic communications equipment, in the scope of the Act LXVII of 2019 on the promotion of long-term shareholder participation and the amendment of certain laws for the purpose of legal harmonization. The Company, in the course of checking the personal identification, checks whether the authorization of the person acting on behalf of an authorization complies with the substantial and material requirements included in legal regulations and in the Articles of Association of the Company.

Within the framework of the identification procedure, the shareholder shall show each and all sides including any data recorded on his or her official card or document (for example identification card, driving licence, or passport) to the camera – lit properly – in a way to see the document well, or to read the data included properly. The movement of the document including security elements in front of the camera is required from the person identified, on which basis the security element regarding the document is well-recognisable (for example the hologram on the document refracts clearly by moving the document).

The identified person shall communicate his or her data recorded upon the identification orally as well. If the remote identification stops for reasons, e.g. the problems of the internet connection or on any other grounds, the whole process of the remote identification shall be repeated.

In the interest of the secure remote identification performance, the identified person shall look into the camera lit properly in a way that the person performing identification is to be convinced on the match of the person in the picture and the facial image of the identified natural person, possibly on the gender and approximate age.

The identification process (video telephoning voice and images) shall be recorded by the person performing identification and the thereof recording shall be kept until the other data related to identification of the natural person in question are to be handled.

II. Modes of votes

During the course of the Conference-General Meeting, the shareholders shall vote by electronic means upon button press, by an IT device relevant to the legal regulations regarding the agenda items (support, against, absention). The Company is obliged to send

for the shareholder a confirmation related to the casted votes by electronic means in line with the actual relevant legal regulations.

III. Rules on certified determination of the results of the votes

With regard to the votes by electronic means, the Company is obliged to determine the result of the votes quickly and authentically. In the interest of the hereinabove, the Company is obliged to employ such IT device (software) which is / are suitable for the confirmation of the casted votes without undue delay in accordance with the legal regulations as follows:

records the casted votes on the agenda items,
determines the support, against, absention casted votes on the agenda items, and the persons “non-voting”,
on bases of the hereinabove, in respect of the given agenda item, determines the success or failure of the votes upon summarizing the share rates of the casted votes.

In addition to the hereinabove, the Company, following the General Meeting, is obliged to confirm that the Company recorded and counted validly the shareholder’s vote, upon the request of the shareholder or a third party indicated by the shareholder – within the deadline defined in legal regulation – with a content included in the separate legal regulation, unless such information is not available.

IV. Designation of the officers of the General Meeting

The Company shall designate the officers of the Conference-General Meeting pursuant to the general rules prior to the agenda items.

V. Conditions of practising opposition and proposal rights of the Shareholders

The Company is obliged to employ such an IT device (software) upon the Conference-General Meeting, which ensures practising opposition and proposal rights for the shareholders as set forth in the legal regulations. The Company shall ensure the practice of the aforesaid rights – to the extent that the number of shareholders participating in the Conference-General Meeting makes it possible – primarily orally for the shareholders. To the extent that the number of the shareholders and technical conditions confirm, the Company is entitled to practice opposition and proposal rights exclusively via the given IT device, to make thereof possible for the shareholders in writing.

VI. Authorization

The General Meeting shall authorize the Board of Directors of the Company to draft and adopt the necessary special protocols – in particular needed to the operation of the employed software – on holding the Conference-General Meeting upon a General Meeting Resolution.”

Dated as of 9 April 2021 in Budapest

Appeninn Vagyonkezelő Holding
Nyilvánosan Működő Részvénytársaság
Board of Directors