



**SUBMISSIONS AND PROPOSALS FOR RESOLUTIONS**  
**Appenninn Vagyonkezelő Holding Nyilvánosan Működő Részvénytársaság**  
**ORDINARY GENERAL MEETING**  
**held on 26 April 2024 at 11:00 o'clock**

**Appenninn Vagyonkezelő Holding Nyilvánosan Működő Részvénytársaság** (registered office: 1022 Budapest, Bélg 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**”) to be held as at 26 April 2024.

The Company shall hereby inform its Esteemed Shareholders that, following the disclosure of the invitation letter of the general meeting, no shareholder proposal was submitted to the Board of Directors of the Company in relation to the general meeting agenda items completion, as it is set forth in Subsection 2 of Section 3:259 of the Act V of 2013 on the Hungarian Civil Code (hereinafter referred to as: “**Hungarian Act on the Civil Code**”), within the prescribed deadline.

Having regard to the aforesaid, the Board of Directors of the Company shall submit the hereinunder proposals and resolutions for the General Meeting as follows:

**Agenda Item No. 1:      **Board of Directors Report on the business activity for the year 2023****

1.1.      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 separate (non-consolidated) annual report for the year 2023 and in the consolidated annual report for the year 2023 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 management report details 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 management report for the General Meeting.

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

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

**General Meeting Resolution No. [■]/2024 (04.26.)**

**By virtue of this resolution, the General Meeting shall hereby study and acknowledge the management report on business performance, development and position of the Company, specifying the aspects of risk evaluation and the management thereof, included in the separate (non-consolidated) annual report for the year 2023 and in the consolidated annual report for the year 2023.**

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**Agenda Item No. 2: Board of Directors Information on the Audit Committee Report for the year 2023**

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 2023 to the separate (non-consolidated) annual report for the year 2023 and to the consolidated annual report for the year 2023 of 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 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. [■]/2024 (04.26.)**

**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 2023 in relation to the separate (non-consolidated) annual report for the year 2023 and to the consolidated annual report for the year 2023 of the Company.**

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**Agenda Item No. 3: Board of Directors Information on the Auditor Report for the year 2023**

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 the Audit Report to the separate (non-consolidated) annual report for the year 2023 and to the consolidated annual report for the year 2023 of 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 acknowledgement of the Audit Report for the General Meeting.

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

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

**General Meeting Resolution No. [■]/2024 (04.26.)**

**By virtue of this resolution, the General Meeting shall hereby study and acknowledge the report drafted by the Auditor in relation to the separate (non-consolidated) annual report for the year 2023 and to the consolidated annual report for the year 2023 of the Company.**

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**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 2023 and on the consolidated annual report compiled in line with IFRS for the year 2023.**

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

The Board of Directors shall hereby inform its Esteemed Shareholders on drafting the separate (non-consolidated) annual report compiled in line with IFRS for the year 2023 and the consolidated annual report compiled in line with IFRS for the year 2023 of 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 separate (non-consolidated) annual report compiled in line with IFRS for the year 2023 to be submitted for approval by the General Meeting with the hereinunder main data as follows:

HUF in thousands	
45 214 370	Assets / Equity and liabilities in total
20 095 659	Equity per shareholders of the Company
-157 168	Current year's retained profit or loss
-157 168	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 2023 to be submitted for approval by the General Meeting with the hereinunder main data as follows:

EUR	
210 691 128	Assets / Equity and liabilities in total
111 060 887	Equity per shareholders of the Company
22 766 785	After tax profit
26 475 417	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. [■]/2024 (04.26.)**

The Board of Directors, upon this resolution, shall approve the individual (not-consolidated) annual report compiled in line with IFRS for the year of 2023 (SHA 256 HASH algorithm: bb491f37de08550fde4f8e864fc4377d4e9653071048c0a4cc7e51b78133e935) with the included main data:

HUF in thousands	
45 214 370	Assets / Equity and liabilities in total
20 095 659	Equity per shareholders of the Company
-157 168	Current year's retained profit or loss
-157 168	Total comprehensive income in the current year

**General Meeting Resolution No. [■]/2024 (04.26.)**

The Board of Directors, upon this resolution, shall approve the consolidated annual report compiled in line with IFRS for the year of 2023 (SHA 256 HASH algorithm: bb491f37de08550fde4fbe864fc4377d4e9653071048c0a4cc7e51b78133e935) with the included main data:

EUR	
210 691 128	Assets / Equity and liabilities in total
111 060 887	Equity per shareholders of the Company
22 766 785	After tax profit
26 475 417	Total comprehensive income in the current year

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#### **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:

As in previous years and as it is set forth in the targets on the up-dated business strategy disclosed on 10 February 2022, the Company shall intend to utilize its available resources for financing plans of growth.

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. [■]/2024 (04.26.)**

The General Meeting decides that the Company shall not pay dividend for the business year 2023.

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#### **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 General Meeting Resolution as follows.

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

**General Meeting Resolution No. [■]/2024 (04.26.)**

**The Board of Directors, by this resolution, shall approve the Corporate Governance Report introducing the governance practice at the Company.**

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**Agenda Item No. 7: Decision on the compliance of the activities performed by the members of the Board of Directors in respect of the year 2023 and on issuing 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 2023 and the discharge of liability stating the thereof compliance with regard to that the members of the Board of Directors performed the said activities in 2023 upon keeping the primary interest of the Company in mind. The Board of Directors shall highlight that the General Meeting has already issued the discharge of liability for the members of board of directors, namely Kertai Zsolt László and Törő Csaba, who resigned as at 30 January 2024, herewith in their case, it is not necessary to make decision on thereof subject.

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. [■]/2024 (04.26.)**

**By virtue of this resolution, the General Meeting shall hereby conclude that Szathmáriné Szűcs Györgyi Magdolna, the member of the Board of Directors performed the said activities in 2023 upon keeping the primary interest of the Company in mind and consequently granted the discharge of liability for her stating the management activities compliance for the year 2023.**

**General Meeting Resolution No. [■]/2024 (04.26.)**

**Dr. Illés Tibor Endre, the member of the Board of Directors performed the said activities in 2023 upon keeping the primary interest of the Company in mind and consequently**

granted the discharge of liability for him stating the management activities compliance for the year 2023.

**General Meeting Resolution No. [■]/2024 (04.26.)**

By virtue of this resolution, the General Meeting shall hereby conclude that Jombik Zoltán, the member of the Board of Directors performed the said activities in 2023 upon keeping the primary interest of the Company in mind and consequently granted the discharge of liability for him stating management activities compliance for the year 2023.

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**Agenda Item No. 8: Decision on the remuneration report of the Company for 2023**

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 2023 and has arranged for its disclosure to 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. [■]/2024 (04.26.)**

By virtue of this resolution, the General Meeting studied and acknowledges the Remuneration Report of the Company for the year 2023.

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**Agenda Item No. 9: Decision on the Remuneration Policy of the Company**

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

The Board of Directors shall hereby inform its Esteemed Shareholders that in line with the relevant legal regulations, the Company is obliged to submit the remuneration policy for the general meeting of the Company for opinion voting at a minimum 4 yearly. With a view thereto, the Board of

Directors redrafted its remuneration policy adopted in 2020. The modifications of the remuneration policy do not cover the aim, the basic principles and the rate of remuneration so far. The aim of the redrafting is to adjust the new remuneration policy to the present operation and organisational size of the Company.

The Board of Directors informed the Shareholders that the Board of Directors took measures to disclose the new remuneration policy compiled by the Company with the – 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 new remuneration policy for the General Meeting by opinion voting.

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

Proposal for Resolution to the Agenda Item No. 9:

**General Meeting Resolution No. [■]/2024 (04.26.)**

**The General Meeting, by this resolution approves the Remuneration Policy of the Company.**

**The amended remuneration policy comes into force by this resolution.**

**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 today's General Meeting – 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 board of directors.

The said honoraria is 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. [■]/2024 (04.26.)**

**The General Meeting shall hereby define 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 the board of directors.**

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

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Dated as of 4 April 2024 in Budapest

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