



**Proposal**  
**to the 2022 ordinary annual General Meeting of Budapesti Ingatlan Hasznosítási és Fejlesztési Nyrt.**

**Budapesti Ingatlan Hasznosítási és Fejlesztési Nyrt.** (registered office: 1033 Budapest Polgár utca 8-10.; Company Registration No.: 01-10-042813; website: www.bif.hu; hereinafter: the “Company”) hereby informs its shareholders and the market players of the money and capital market that the Board of Directors has prepared its proposals for the 2022 annual General Meeting to be held on 29<sup>th</sup> April 2022 and publishes the same together with its motions pertaining to the individual agenda items and the Annexes to the proposal.

**Place and date of the general meeting: 29 April 2022, 10:00 a:m, 1033 Budapest, Polgár utca 8-10.** (Flórián Udvar Office Building). the notice of meeting was posted on 29 March 2022. Closing of the Record of Shareholders: 27 April 2019, closing date of the shareholder identification: 22 April 2019.

**Agenda item No. 1:**

- *the Report of the Board of Directors of the 2021 business activity of the Company*
- *the Auditor’s Report on the 2021 financial statements and consolidated financial statements of the Company prepared by the Company in accordance with the Financial Reporting Standards (IFRS) and the related business (management) reports*
- *the Audit Committee’s Report on the audited financial statements and consolidated financial statements of the Company prepared for 2021 in accordance with the International Financial Reporting Standards (IFRS) and the related business (management) reports*
- *approval of the audited financial statements and consolidated financial statements of the Company prepared for 2021 in accordance with the International Financial Reporting Standards (IFRS) and the related business (management) reports*
- *Decision on the use of after-tax profit of 2021, determination of the dividend against the profit of 2021*

With regard to the fact that the Company is a regulated real estate investment company as defined in Act CII of 2011 on Regulated Investment Companies (hereinafter: the REIT Act), the Company proposes, pursuant to paragraph c) of Section (3) of Article 3 of the REIT Act, that the Annual General Meeting should approve the payment of dividend of an amount corresponding, as a minimum, to the expected amount and that such dividend should be paid, subject to approval, within 30 trading days from the approval of the accounting report, provided that if the amount of the retained cash of the regulated real estate investment company does not reach the amount of the expected dividend, then the management proposes the payment of at least 90% of the amount of retained cash as dividend.

*With regard to the applicable provisions of the Articles of Association and the REIT Act, as well as the results of 2021, the Board of Directors proposes the payment of dividends against the retained earnings and profit reserve that can be paid as dividends based on the audited Annual Financial Statements of the Parent Company for 2021 in the amount of HUF 5,033,688,800, which is HUF 20 per share. In the course of the above dividend calculation, Company already divided the dividend for the treasury shares among the shareholders entitled to dividends in proportion to the nominal value of their shares.*

If the general meeting of the Company decides to pay dividend, the Board of Directors shall publish a notice with the detailed conditions and process for the payment of the dividend after the general meeting. The closing date to be indicated in the notice on the annual general meeting of 2021 deciding on the payment of dividend shall be set out in the notice of the Board of Directors regarding the dividend payment.

The major financial data of the Company's audited Annual Financial Statements for 2021 prepared in accordance with the International Financial Reporting Standards (IFRS) are as follows (data in thousand HUF):

Total assets:	74 667 596
Equity:	50 529 309
Sales revenues:	4 513 015
Profit before taxes:	8 183 750
Retained earnings:	8 171 169

The Board of Directors proposes that the general meeting adopt the Report of the Board of Directors attached in Annex 1 and the audited Annual Financial Statements of the Parent Company for 2021 prepared in accordance with the International Financial Reporting Standards (IFRS) and the Business (management) Report attached in Annex 2.

Based on the Auditor's Report attached in Annex 3, the Auditor proposes the adoption of the Annual Financial Statements of the Parent Company for 2021 prepared in accordance with the International Financial Reporting Standards (IFRS).

In the Report of the Audit Committee attached in Annex 4, the Audit Committee proposes the adoption of the Report of the Board of Directors and the audited Annual Financial Statements of the Parent Company for 2021 prepared in accordance with the International Financial Reporting Standards (IFRS) and the Business (management) Report.

The Company consolidated Harsánylejtő Kft, held by the Company directly as exclusive owner, in its audited Consolidated Annual Financial Statements for 2021 prepared in accordance with the International Financial Reporting Standards (IFRS).

The major data of the 2021 Annual report of Harsánylejtő Kft. are as follows (data in thousand HUF):

Total assets:	136 304
Equity:	-14 452
Sales revenues:	403 374
Profit before taxes:	-69 157
Retained earnings:	-69 157

The major data of the Company's audited Consolidated Annual Financial Statements for 2021 prepared in accordance with the International Financial Reporting Standards (IFRS) are as follows (data in thousand HUF):

Total assets:	74 804 063
Equity:	50 515 526
Sales revenues:	4 916 389
Profit before taxes:	8 287 877
Retained earnings:	8 269 184

The Board of Directors proposes that the general meeting adopt the audited Consolidated Annual Financial Statements of the Company Group for 2021, prepared in accordance with the International Financial Reporting Standards (IFRS), and the Consolidated Business (management) Report, attached in Annex 5.

Based on the Auditor's Report attached in Annex 6, the Auditor proposes the adoption of the Consolidated Annual Financial Statements of the Company Group for 2021, prepared in accordance with the International Financial Reporting Standards (IFRS).

In the Report of the Audit Committee attached in Annex 4, the Audit Committee proposes the adoption of the audited Consolidated Annual Financial Statements of the Company Group for 2021, prepared in accordance with the International Financial Reporting Standards (IFRS), and the Consolidated Business (management) Report.

Motions regarding Agenda item 1:

**Motion for resolution No. .../29.04.2022 of the of the general meeting:**

**The general meeting has acknowledged and approved the Auditor's Report on the Annual Financial Statements of the Company prepared for 2021 in accordance with the International Financial Reporting Standards (IFRS) and the related Business (management) Report.**

**Motion for resolution No. .../29.04.2022 of the general meeting:**

**The general meeting has acknowledged and approved the Auditor's Report on the Annual Consolidated Financial Statements of the Company, prepared for 2021 in accordance with the International Financial Reporting Standards (IFRS) and the related Consolidated Business (management) Report.**

**Motion for resolution No. .../29.04.2022 of the general meeting:**

**The general meeting has acknowledged and approved the report of the Audit Committee on the audited Annual Financial Statements of the Company, prepared for 2021 in accordance with the International Financial Reporting Standards (IFRS), on the Business (Management) Report of the Company and on the Report of the Board of Directors.**

**Motion for resolution No. .../29.04.2022 of the general meeting:**

**The general meeting has acknowledged and approved the Report of the Auditor Committee on the audited Annual Consolidated Financial Statements of the Company, prepared for 2021 in accordance with the International Financial Reporting Standards (IFSR), and the related Consolidated Business (management) Report.**

**Motion for resolution No. .../29.04.2022 of the general meeting:**

**The Board of Directors has acknowledged and approved the Report of the Board of Directors on the business year of 2021.**

**Motion for resolution No. .../29.04.2022 of the general meeting:**

**The general meeting has acknowledged and approved the audited Annual Financial Statements of the Parent Company for 2021, prepared in accordance with the International Financial Reporting Standards (IFRS), and the Business (management) Report of the Parent Company, with the balance sheet total of HUF 74,667,596 thousand and an equity of HUF 50,529,309 thousand as indicated in the proposal.**

**Motion for resolution No. .../29.04.2022 of the general meeting:**

**The general meeting has acknowledged and approved the audited Consolidated Annual Financial Statements of the Company for 2021, prepared in accordance with the International Financial Reporting Standards (IFRS), and the Consolidated Business (management) Report of the Parent Company, with the balance sheet total of HUF 74,804,063 thousand and an equity of HUF 50,515,526 thousand as indicated in the proposal.**

**Motion for resolution No. .../29.04.2022 of the general meeting:**

With regard to the applicable provisions of the Articles of Association and the REIT Act, as well as the results of 2021, the general meeting resolved the payment of dividends against the retained earnings and profit reserve that can be paid as dividends based on the audited Annual Financial Statements of the Parent Company for 2021 in the amount of HUF 5,033,688,800. The general meeting sets out for the Board of Directors to arrange for the share-proportional payment of dividends established on ordinary shares and to publish by 10th May 2022, a notice on the schedule for the payment of dividends and the closing date of the identification of shareholders related to the payment of dividends, with regard to the applicable provisions of Act CII of 2011 according to which the commencement date of the payment of the dividends may be no later than the 30th trading day following the approval of the accounting report (as defined by Act CXX of 2001 on the Capital Market). Dividends on treasury shares are paid by the Company to shareholders entitled to dividends in proportion to the nominal value of their shares and pursuant to Section 16.2 of the Articles of Association.

**Agenda item No. 2:**

***Resolution on the Board of Directors discharging the members of the Board of Directors holding a director position in the Company in 2020 for the business year 2021***

Pursuant to Section (1) of Article 3:117 of the Civil Code, the members of the Board of Directors holding director position in the Board of Directors in business year 2021 applied for a discharge in respect of their management activity performed in business year 2021. The resolution of the General Meeting is requested by the members of the Board of Directors referred to above as to whether the General Meeting considers their work as employees in executive position to be adequate compared to the requirements of the law and the Articles of Association, and whether the Board of Directors performed its activity bearing in mind the priority of the Company's interests.

Pursuant to Section 9.2 (q) of the Articles of Association, the resolution on granting the discharge shall fall within the exclusive powers of the General Meeting. On the basis of the discharge, the Company may claim damages from the members of the Board of Directors on the grounds of the violation of their management responsibilities, if the facts or data underlying the granting of the discharge were untrue or incomplete.

**Motion for resolution No. .../29.04.2022 of the general meeting:**

**The general meeting has resolved to grant the discharge to the members of the Board of Directors holding director position in the Board of Directors of the Company regarding their activities in 2021.**

**Agenda item No. 3:**

***Resolution on the on the removal of the Auditor and the appointment of the new Auditor***

The appointment of Interauditor Consulting Kft. for auditing expires with the closing of the business year of 2021 on 15<sup>th</sup> May 2022 furthermore with regards to the second subsection of (1) section of the article No. 17. of the Regulation (EU) No. 537/2014. of the European Parliament and Council (hereinafter referred to as Regulation) thus Budapesti Ingatlan Nyrt (hereinafter referred to as Company) requires the appointment of a new permanent auditor.

As the appointment of the present auditor – according to the resolution of the annual general meeting 2021 – expires on 15<sup>th</sup> May 2022, the removal of the present auditor is recommended with the closing of the business year of 2021, the day of the approval of the financial statements concerning the business year ending on 31 December 2022 (29<sup>th</sup> April 2022) and the appointment of the new auditor is also recommended from that date.

The Audit Committee considered the approval of the offers of two companies based on the (2) and (4) sections of the article No. 16. of the Regulation according to the following:

	<b>The name of the Offeror</b>	<b>Scope</b>	<b>Offered fee</b>
1	Quercus Audit Könyvvizsgáló és Gazdasági Tanácsadó Kft.*	the audit of the Annual Financial Statements of the Parent Company and the Consolidated Financial Statements, prepared for the business year of 2022 in accordance with the International Financial Reporting Standards (IFRS)	7.000.000 Hungarian forints + VAT
2	H K ADÓCONTROLL Könyvvéző és Könyvvizsgáló Kft.*	the audit of the Annual Financial Statements of the Parent Company and the Consolidated Financial Statements, prepared for the business year of 2022 in accordance with the International Financial Reporting Standards (IFRS)	7.700.000 Hungarian forints + VAT

\*The offerors have the permissions and qualifications set out in the relevant regulations, in addition they attested appropriate professional experiences.

With regard to the foregoing the company proposed by the Audit Committee to perform the Company's permanent auditing tasks from the day of the approval of the financial statements concerning the business year ending on 31 December 2021 to the day of the approval of the financial statements concerning the business year ending on 31 December 2022, but until 15 May 2023 at latest, regarding the first subsection of the (1) section of the article No. 17. of the Regulation is Quercus Audit Könyvvizsgáló és Gazdasági Tanácsadó Kft. (registered office: 8200 Veszprém, Radnóti tér 2/C, Company Registration Number: 19 09 512226 Tax Registration Number: 11679204-2-19 Chamber Registration number: 002651, issuer rating number: K000143; a person responsible for the auditing Tölgyes András; mother's name: dr. Zsilko Katalin, address: 8200 Veszprém, Szajkó utca 14/B, place/date of birth: Veszprém, 1969. február 28., number of auditor license: 005572, issuer rating number: K000123).

**Motion for resolution No. .../29.04.2022 of the general meeting:**

**The general meeting removes Interauditor Consulting Kft. with the effect of the closing of the business year of 2021, the day of the approval of the financial statements concerning the business year ending on 31 December 2021 and appoints Quercus Audit Könyvvizsgáló és Gazdasági Tanácsadó Kft. as the permanent auditor of the Company for the business year of 2022 (registered office: 8200 Veszprém, Radnóti tér 2/C, Company Registration Number: 19 09 512226 Tax Registration Number: 11679204-2-19 Chamber Registration number: 002651, issuer rating number: K000143; a person responsible for the auditing Tölgyes András; mother's name: dr. Zsilko Katalin, address: 8200 Veszprém, Szajkó utca 14/B, place/date of birth: Veszprém, 1969. február 28., number of auditor license: 005572, issuer rating number: K000123) with the effect of the day of the approval of the financial statements concerning the business year ending on 31 December 2021 to the day of the approval of the financial statements concerning the business year ending on 31 December 2022, but until 15 May 2023 at latest.**

**Agenda item No. 4:**

***Resolution on the remuneration of the Members of the Board of Directors, the Members of the Audit Committee and the Auditor***

In respect of the remuneration of the members of the Board of Directors and the Audit Committee, the Shareholders may make proposals at the General Meeting. According to Annex 7 hereof, the Audit Committee proposed that the Auditor's fee for the business year of 2022 should be 7,000,000 Hungarian forints + VAT. Motions of the Board of Directors for the item on the agenda:



**Motion for resolution No. .../29.04.2022 of the general meeting:**

**The general meeting has resolved that the members of the Board of Directors shall perform their duties arising from their membership in the Board of Directors without remuneration in the business year of 2022.**

**Motion for resolution No. .../29.04.2022 of the general meeting:**

**The general meeting has resolved that each member of the Audit Committee shall perform his/her duties in the business year of 2022 in consideration for a monthly gross salary of HUF300,000.**

**Motion for resolution No. .../29.04.2021 of the general meeting:**

**The general meeting resolved that the permanent auditor of the Company shall be entitled to a fee of HUF 7,000,000 +VAT for auditing the Annual Financial Statements of the Parent Company and the Annual Consolidated Financial Statements of the Company Group, prepared in accordance with the International Financial Reporting Standards (IFRS), in the business year of 2022.**

**Agenda item No. 5:*****Decision on the approval of the Responsible Corporate Governance Report***

Pursuant to Article 3:289 of the Civil Code, the Board of Directors is required to submit a Responsible Corporate Governance Report to the Annual General Meeting. By its resolution of April 8, 2022, the Board of Directors approved the Responsible Corporate Governance Report attached hereto in Annex 8 drafted with regard to the Corporate Governance Recommendations of the Budapest Stock Exchange, which it proposes to be adopted by the general meeting with the content contained therein.

**Motion for resolution No. .../29.04.2022 of the general meeting:**

**The general meeting approved the Responsible Corporate Governance Report of the Company for 2021, drafted with regard to the Responsible Corporate Governance Recommendations of the Budapest Stock Exchange on a separate sheet.**

**Agenda item No. 6:*****Resolution on the authorisation of the Board of Directors to acquire treasury shares.***

The Board of Directors proposes to general meeting to authorize the Board of Directors to purchase treasury shares for a period of 18 months from the date of the resolution of the Board of Directors exercising the powers of the General Meeting, with the following conditions:

1. Type and quantity of acquirable treasury shares: ordinary shares, up to a maximum of 25% of the share capital.
2. The purpose of the acquisition of treasury shares and the reason for the authorization is that the Company may acquire treasury shares on the basis of the decision of the Board of Directors for the purpose of developing and maintaining the services provided to the Company's clients.
3. Method of acquiring treasury shares: On the basis of the authorization, the share transactions may be made on the regulated market (stock exchange) or outside it, for consideration.
4. The lowest amount of consideration payable for one treasury share is HUF 1 and the highest amount payable shall be 150% of the average stock exchange price of the 180 days' period before the date of the transaction, to be weighted with traffic.
5. The authorization is valid until 29 October 2023.
6. The Company shall disclose the data related to treasury shares and transactions affecting them in compliance with the legislation in force.
7. To other conditions for the acquisition of treasury shares, the Civil Code shall apply.

**Motion for resolution No. .../29.04.2022 of the general meeting:**

The general meeting authorizes the Board of Directors to purchase treasury shares. According to the authorization, the Board of Directors may resolve that the Company should purchase registered ordinary shares issued by the Company with a par value of HUF 10 each. The lowest amount of consideration payable for one treasury share is HUF 1 and the highest amount payable shall be 150% of the average stock exchange price of the 180 days' period before the date of the transaction, to be weighted with traffic. The authorization shall be valid for a specified period from the date of the resolution of the General Meeting until 29 October 2023. The maximum value of treasury shares obtained by the Company based on the authorization may be 25% of the registered capital at the most.

**Agenda item No. 7.: Decision of the removal of the members of the Board of Directors and of the Audit Committee and the appointment of the new members of the Board of Directors and the Audit Committee**

The appointment of the members of the Board of Directors and the members of the Audit Committee expires on 15 August 2022 therefore the resolution is necessary for the extension of the appointment of the members or for the appointment of new members.

**The removal of the members of the Board of Directors:**

**Motion for resolution No..../29.04.2022. of the general meeting:**

The general meeting hereby removes dr. Ungár Anna (address: 1121 Budapest, Hegyhát út 23.; mother's name: Schmidt Mária Erika) from the members of the Board of Directors with the effect of 29 April, 2022.

**Motion for resolution No..../29.04.2022. of the general meeting:**

The general meeting hereby removes Berecz Kristóf (address: 1121 Budapest, Hegyhát út 23.; mother's name: Liebl Katalin) from the members of the Board of Directors with the effect of 29 April, 2022.

**Motion for resolution No..../29.04.2022. of the general meeting:**

The general meeting hereby removes dr. Hárshegyi Frigyes György (address: 2045 Törökbálint, Kisfaludy Sándor utca 21., mother's name: Gittinger Erzsébet Mária) from the members of the Board of Directors with the effect of 29 April, 2022.

**Motion for resolution No..../29.04.2022. of the general meeting:**

The general meeting hereby removes Tzvetkov Julián (address: 1121 Budapest, Ágnes köz 6.; mother's name: Szimeonová Mária) from the members of the Board of Directors with the effect of 29 April, 2022.

**Motion for resolution No..../29.04.2022. of the general meeting:**

The general meeting hereby removes Vaszily Miklós (address: 1138 Budapest, Sólyatér utca 4. B. lház. 6. em. 6.; mother's name: dr. Németh Mária) from the members of the Board of Directors with the effect of 29 April, 2022.

The termination of the membership of the members of the Audit Committee:

Based on the resolution of the general meeting No. .../29.04.2022. dr. Hárshegyi Frigyes György's membership (address: 2045 Törökbálint, Kisfaludy Sándor utca 21., mother's name: Gittinger Erzsébet Mária;) in the Audit Committee terminated with the effect of 29 April 2022.

Based on the resolution of the general meeting No .../29.04.2022. Tzvetkov Julián's membership (address: 1121 Budapest, Ágnes köz 6.; mother's name: Szimeonová Mária) in the Audit Committee terminated with the effect of 29 April 2022.

Based on the resolution of the general meeting No .../29.04.2022. Vaszily Miklós (address: 1138 Budapest, Sólyatér utca 4. B. lház. 6. em. 6.; mother's name: dr. Németh Mária) in the Audit Committee terminated with the effect of 29 April 2022.

#### **The appointment of the members of the Board of Directors:**

##### **Motion for resolution No.../29.04.2022.:**

**The general meeting appointed dr. Ungár Anna (address: 1121 Budapest, Hegyhát út 23.; mother's name: Schmidt Mária Erika) to the member of the Board of Directors for five-year period, that is the period between 30th of April 2022 and 30th of April 2027.**

##### **Motion for resolution No.../29.04.2022.:**

**The general meeting appointed Berecz Kristóf (address: 1121 Budapest, Hegyhát út 23.; mother's name: Liebl Katalin) to the member of the Board of Directors for five-year period, that is the period between 30th of April 2022 and 30th of April 2027.**

##### **Motion for resolution No.../29.04.2022.:**

**The general meeting appointed dr. Hárshgyi Frigyes György (address: 2045 Törökbálint, Kisfaludy Sándor utca 21.; mother's name: Gittinger Erzsébet Mária) to the member of the Board of Directors for five-year period, that is the period between 30th of April 2022 and 30th of April 2027.**

##### **Motion for resolution No.../29.04.2022.:**

**The general meeting appointed Tzvetkov Julián (address: 1121 Budapest, Ágnes köz 6.; mother's name: Szimeonová Mária) to the member of the Board of Directors for five-year period, that is the period between 30th of April 2022 and 30th of April 2027.**

##### **Motion for resolution No.../29.04.2022.:**

**The general meeting appointed Vaszily Miklós (anyja neve: dr. Németh Mária; lakcím: 1138 Budapest, Sólyatér utca 4. B. lház. 6. em. 6.) to the member of the Board of Directors for five-year period, that is the period between 30th of April 2022 and 30th of April 2027.**

#### **The appointment of the members of the Audit Committee:**

##### **Motion for resolution No.../29.04.2022.:**

**The general meeting appointed dr. Hárshgyi Frigyes György (address: 2045 Törökbálint, Kisfaludy Sándor utca 21.; anyja neve: Gittinger Erzsébet Mária) to the member of the Audit Committee for five-year period, that is the period between 30th of April 2022 and 30th of April 2027.**

##### **Motion for resolution No.../29.04.2022.:**

**The general meeting appointed Tzvetkov Julián (address: 1121 Budapest, Ágnes köz 6.; mother's name: Szimeonová Mária) to the member of the Audit Committee for five-year period, that is the period between 30th of April 2022 and 30th of April 2027.**

##### **Motion for resolution No.../29.04.2022.:**

**The general meeting appointed Vaszily Miklós (address: 1138 Budapest, Sólyatér utca 4. B. lház. 6. em. 6.; mother's name: dr. Németh Mária) to the member of the Audit Committee for five-year period, that is the period between 30th of April 2022 and 30th of April 2027.**



Connected to the Agenda item No. 7. of the detailed proposal of the general meeting the Board of Directors draws the attention of the shareholders that they are entitled to present proposals concerning the members of the Board of Directors and the Audit Committee.

**Agenda item No. 8: Advisory vote of the amendment of Remuneration Report of the Company voting**

The Board of Directors approved by the non-binding vote the amendment No. 1 of the Remuneration Policy of the Company as restated and amended with its resolution No. 16/2021.04.27. of the Board of Directors exercising the powers of the general meeting. Act LXVII of 2019 on Encouraging Long-Term Shareholder Engagement and Amending Certain Laws for Regulatory Harmonization Purposes requires the company to draw up the remuneration report yearly, which has to provide a comprehensive overview of all remuneration awarded or payable in the last financial year to the individual directors, including newly appointed directors, in accordance with the Remuneration Policy. The remuneration report concerning the year of 2021 has to be proposed to the general meeting and publish in the year of 2022 for the first time. The remuneration report is attached hereto in Annex 9.

**Motion for resolution No. .../29.04.2022 of the general meeting:  
The general meeting approved the Remuneration Report of the Company by the non-binding vote.**

**Agenda item No. 9. Advisory vote of the amendment of the Remuneration Policy of the Company**

The reorganisation of the management structure of the company is needed in order to ensure the more efficient operation of the Company, furthermore to enable to make the activity of the Company more dynamic, and to implement more rapidly the decisions necessary to the development projects, the changes to the more efficient operation. In view of the foregoing, the amendment of the Remuneration Policy is necessary besides the amendment of the rules for the organisation and operation. The Remuneration Policy as restated and amended approved by the Board of Directors based on the proposal of the Audit Committee and put forward to the general meeting for advising is attached hereto in Annex 10.

**Motion for resolution No. .../29.04.2022 of the general meeting:  
The general meeting approved the amendment No. 2 of the Remuneration Policy of the Company as restated and amended approved by the Board of Directors based on the proposal of the Audit Committee by the non-binding vote.**

The proposal and all of its annexes can also be viewed in full at the Company's registered office in printed form and can be downloaded from the website of the Budapest Stock Exchange ([www.bet.hu](http://www.bet.hu)), the website of the Magyar Nemzeti Bank ([www.kozzetetelek.mnb.hu](http://www.kozzetetelek.mnb.hu)) or the website of the Company ([www.bif.hu](http://www.bif.hu)).

We also inform our shareholders that at the time of convening the General Meeting and at the time of publishing this proposal, the Company's share capital consisted of 287,024,440 ordinary shares providing the same rights, each with a par value of 10 Hungarian forints. Number of voting rights related to the shares:

Share series	Issued shares	Shares entitling to voting right	Voting right per share	Total voting right	Number of treasury shares
common share	287 024 440	251 684 440	1	251 684 440	35 340 000



The number of voting rights is not the same with the number of issued shares due to the amount of treasury shares. The form to be used for voting via a proxy forms Annex 11 hereto.

## **Annexes**

Annex 1: The Report of the Board of Directors on the business activity of Budapesti Ingatlan Hasznosítási és Fejlesztési Nyrt. in the business year of 2021

Annex 2: Annual Report 2021 – Annual Financial Report 2021 of the Parent Company (Audited Annual Financial Statements of the Parent Company prepared in accordance with the International Financial Reporting Standards (IFRS) for 2021 and Business (Management) Report)

Annex 3: The Auditor's Report on the Annual Financial Statements prepared in accordance with the International Financial Reporting Standards (IFRS) and the Business (management) Report of the Parent Company for 2021

Annex 4: The Report of the Audit Committee on the Report of the Board of Directors, and the audited Annual Financial Statements of the Parent Company and the audited Consolidated Annual Financial Statements of the Company Group for 2020, prepared in accordance with the International Financial Reporting Standards (IFRS), and the related Business (management) Reports for 2021.

Annex 5: Consolidated Annual Report 2021 – Consolidated Annual Financial Report (Audited Consolidated Annual Financial Statements of Budapesti Ingatlan Hasznosítási és Fejlesztési Nyrt. prepared in accordance with the International Financial Reporting Standards (IFRS) for 2021 and Consolidated Business (Management) Report)

Annex 6: The Auditor's Report on the Consolidated Annual Financial Statements, prepared in accordance with the International Financial Reporting Standards (IFRS), and the Consolidated Business (management) Report of the Company Group for 2021

Annex 7: The recommendations of the Audit Committee concerning agenda items 3 and 4 of the proposal (removal and appointment, determining the remuneration of the Auditor)

Annex 8: The Responsible Corporate Governance Report of Budapesti Ingatlan Hasznosítási és Fejlesztési Nyrt. on the business year of 2021

Annex 9: Remuneration Report of Budapesti Ingatlan Hasznosítási és Fejlesztési Nyrt. for the Financial Year 2021

Annex 10: The Remuneration Policy of Budapesti Ingatlan Hasznosítási és Fejlesztési Nyrt.

Annex 11: The proxy form to be used for voting

This proposal and the Annexes hereof were published in Hungarian and English languages. In the event of any conflict between the versions, the Hungarian language version shall prevail.

Budapest, 8 April, 2022

**Budapesti Ingatlan Hasznosítási és Fejlesztési Nyrt.**  
Board of Directors