



## MINUTES OF MEETING

**of the 2023 Annual General Meeting of  
Budapesti Ingatlan Hasznosítási és Fejlesztési Nyilvánosan Működő Részvénytársaság  
(Company Registration No.: Cg. 01-10-042813, registered office: 1033 Budapest, Polgár utca 8-  
10.; hereinafter: Company)  
held on 28 April 2023 10:00 at  
1033 Budapest, Polgár utca 8-10. (Flórián Udvar Office Building, G building 3<sup>rd</sup> floor the  
conference room of Budapesti Ingatlan Nyrt.)**

Form of the general meeting: personal attendance.


Attendees:


- the shareholders indicated in the attendance sheet attached to these minutes, or the proxies thereof
- Member of the Board of Directors:  
Dr. Anna Ungár, chair of the Board of the Directors,  
Kristóf Berecz, deputy chairman of the Board of Directors, CEO
- Employees:  
Róbert Hrabovszki, deputy, Deputy CEO, CFO)  
Dr. Anita Kalicz, Head of Legal Department  
Dr. Benedek Solymosi, Legal Associate  
András Mogyorósi IT manager
- Representative of Quercus Audit Könyvvizsgáló és Gazdasági Tanácsadó Kft., auditor  
Tölgyes András

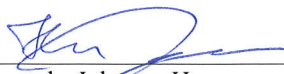
Dr. Anna Ungár (hereinafter: the Chair of the Board of Directors) opened the Annual General meeting and welcomed the attendees.

Moving on, the Chair of the Board of Directors made a proposal as to the Chairman of the Annual General meeting in the person of dr. György Wellmann (also acting on behalf of the PIÓ-21 Kft.) and gave him the floor.

Dr. György Wellmann confirms that the verification of the identity of the shareholders, as well as the power of representation and proxies of the shareholders' proxies were made during the registration. He found that the General meeting had a quorum, the owners of the shareholders with voting rights representing 70,811 % of the share capital (287,024,440 shares) or the proxies thereof are present (203.245.541 shares).

  
\_\_\_\_\_  
dr. György Wellmann  
Chairman of the Annual General Meeting

  
\_\_\_\_\_  
dr. Anita Kalicz  
Secretary of the Annual General Meeting

  
\_\_\_\_\_  
dr. Johanna Hermann  
Inspector of the Minutes

Dr. György Wellmann drew the attention that, with regard to the fact that the Company owns 35.340.000 treasury shares, which do not represent voting rights and shall also be disregarded when determining the quorum of the General meeting, the proportion of present shares (203.245.541 shares) to all the shares representing voting rights (251.684.440 shares) is: 80 %.

Following this, dr. György Wellmann requests from the General meeting to vote on his election as Chairman of the Annual General meeting.

Dr. György Wellmann confirmed that the annual general meeting has been convened duly for this day, the form of the General Meeting is not conference meeting. The ballots have been checked.

dr. György Wellmann drew the attention that the Article 9.10 of the Articles of Association of the Company requires an attendance of more than 50% for quorum on the first date of the General meeting simultaneously confirmed that the number of represented votes reaches the number required for quorum according to Article 9.10 of the Articles of Association, thus the General meeting has a quorum. The agenda of the General Meeting was published in the notices concerning the convocation and motions of the General Meeting.

Votes are cast at the General Meeting via open voting, by raising the previously allocated ballots representing the number of votes equal to the number of shares established at the time of registration.

Then dr. György Wellmann proposed to the General Meeting to elect him as the Chairman of the General Meeting.


The General Meeting adopted the following resolution unanimously:


**Voting No. 1**


<b>Number of cast votes:</b>	<b>203.245.541</b>
<b>Share capital represented by all validly cast votes:</b>	<b>80,754 %</b>
<b>Votes for the motion:</b>	<b>203.245.541</b>
<b>Votes against the motion:</b>	<b>0</b>
<b>Abstentions:</b>	<b>0</b>
<b>The proportion of "yes" votes compared to the votes that can be cast:</b>	<b>80,754 %</b>

**Meeting resolution 1/28.04.2023**

**The General Meeting elected dr. György Wellmann acting on behalf of the PIÓ-21 Kft. as the Chairman of the Annual General Meeting of 28 April 2023.**

  
\_\_\_\_\_  
dr. György Wellmann  
Chairman of the Annual General Meeting

  
\_\_\_\_\_  
dr. Anita Kalicz  
Secretary of the Annual General Meeting

  
\_\_\_\_\_  
dr. Johanna Hermann  
Inspector of the Minutes

**Chairman of the Annual General Meeting:** Thank you for your trust. I propose to elect dr. Johanna Hermann, acting on behalf of the PIÓ-21 Kft. as inspector of the meeting, dr. Anita Kalicz head of legal department as secretary of the meeting, and dr. Anita Kalicz head of legal department and dr. Benedek Solymosi legal associate as members of the Vote Counting Committee.

The General Meeting adopted the following resolution unanimously:

**Voting No. 2**

<b>Number of cast votes:</b>	<b>203.245.541</b>
<b>Share capital represented by all validly cast votes:</b>	<b>80,754 %</b>
<b>Votes for the motion:</b>	<b>203.245.541</b>
<b>Votes against the motion:</b>	<b>0</b>
<b>Abstentions:</b>	<b>0</b>
<b>The proportion of "yes" votes compared to the votes that can be cast:</b>	<b>80,754 %</b>

**Meeting resolution 2/28.04.2023**

**The General Meeting elected dr. Johanna Hermann acting on behalf of the PIÓ-21 Kft. as Inspector of the Minutes, dr. Anita Kalicz head of legal department as Secretary of the Annual General Meeting, and dr. Anita Kalicz head of legal department and dr. Benedek Solymosi legal associate as members of the Vote Counting Committee of the Annual General Meeting of 28 April 2023.**

The General Meeting adopted the following resolution unanimously:


**Voting No. 3**


<b>Number of cast votes:</b>	<b>203.245.541</b>
<b>Share capital represented by all validly cast votes:</b>	<b>80,754 %</b>
<b>Votes for the motion:</b>	<b>203.245.541</b>
<b>Votes against the motion:</b>	<b>0</b>
<b>Abstentions:</b>	<b>0</b>
<b>The proportion of "yes" votes compared to the votes that can be cast:</b>	<b>80,754 %</b>

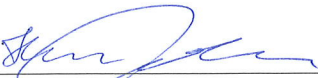
**Chairman of the Annual General Meeting:** In order to facilitate the preparation of the minutes I propose to allow sound-recording that will be utilized for non-verbatim transcription. Therefore, I request from the General Meeting to vote on the approval of sound-recording.

**Meeting resolution 3/28.04.2023**

**The General Meeting acknowledged and approved sound-recording during its all period.**

  
\_\_\_\_\_  
dr. György Wellmann  
Chairman of the Annual General Meeting

  
\_\_\_\_\_  
dr. Anita Kalicz  
Secretary of the Annual General Meeting

  
\_\_\_\_\_  
dr. Johanna Hermann  
Inspector of the Minutes



**Chairman of the Annual General Meeting:** In the absence of further comments, we start discussing the agenda items.

**AGENDA ITEM 1:**  
**in 2022**

- i.) Report of the Board of Directors of the business activity of the Company in 2022
- ii.) Report of the Auditor on the Audited Annual Financial Statements of the Parent Company and the Audited Consolidated Annual Financial Statements prepared in accordance with the International Financial Reporting Standards (IFRS) for 2022 and the related Business (Management) Reports
- iii.) Report of the Audit Committee on the Report of the Board of Directors on the business activity of the Company in 2022 and on the Audited Annual Financial Statements of the Parent Company and the Audited Consolidated Annual Financial Statements prepared in accordance with the International Financial Reporting Standards (IFRS) for 2022 and the related Business (Management) Reports
- iv.) Approval of the Report of the Board of Directors on the business activity of the Company in 2022 and the Audited Annual Financial Statements of the Parent Company and the Audited Consolidated Annual Financial Statements prepared in accordance with the International Financial Reporting Standards (IFRS) for 2022 and the related Business (Management) Reports
- v.) Decision on the distribution of after-tax profit of 2022 and the dividend against the profit of 2022


The chairman of the Annual General Meeting: I present the motions and briefly summarize the reasoning bases on the earlier published related proposals given thereto.


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 2022, 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 prepared in accordance with the International Financial Reporting Standards (IFRS) for 2022 in the amount of HUF 8,808,955,400, which is HUF 35 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 2022 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 2022 prepared in accordance with the International Financial Reporting Standards (IFRS) are as follows (data in thousand HUF):

  
\_\_\_\_\_  
dr. György Wellmann  
Chairman of the Annual General Meeting

  
\_\_\_\_\_  
dr. Anita Kalicz  
Secretary of the Annual General Meeting

  
\_\_\_\_\_  
dr. Johanna Hermann  
Inspector of the Minutes



Total assets:	81,565,886
Equity:	55,507,953
Sales revenues:	10,289,516
Profit before taxes:	10,040,210
Retained earnings:	10,012,333

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 2022 prepared in accordance with the International Financial Reporting Standards (IFRS) and the related 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 2022 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 2022 prepared in accordance with the International Financial Reporting Standards (IFRS) and the related Business (management) Report.

The Company consolidated Harsánylejtő Ingatlanforgalmazó és -kezelő Kft. (hereinafter: Harsánylejtő Kft.), held by the Company directly as exclusive owner, in its audited Consolidated Annual Financial Statements for 2022 prepared in accordance with the International Financial Reporting Standards (IFRS).


The major data of the 2022 Annual report of Harsánylejtő Kft. are as follows (data in thousand HUF):


Total assets:	118,314
Equity:	6,769
Sales revenues:	3,560
Profit before taxes:	1,389
Retained earnings:	1,221


The major data of the Company's audited Consolidated Annual Financial Statements for 2022 prepared in accordance with the International Financial Reporting Standards (IFRS) are as follows (data in thousand HUF):

Total assets:	81,684,320
Equity:	55,515,392
Sales revenues:	10,293,076
Profit before taxes:	10,061,678
Retained earnings:	10,033,555

The Board of Directors proposes that the General Meeting adopt the audited Consolidated Annual Financial Statements of the Company for 2022 prepared in accordance with the International Financial Reporting Standards (IFRS), and the related Consolidated Business (management) Report, attached in Annex 5.

  
 dr. György Wellmann  
 Chairman of the Annual General Meeting

  
 dr. Anita Kalicz  
 Secretary of the Annual General Meeting

  
 dr. Johanna Hermann  
 Inspector of the Minutes

Based on the Auditor's Report attached in Annex 6, the Auditor proposes the adoption of the Consolidated Annual Financial Statements of the Company for 2022 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 for 2022 prepared in accordance with the International Financial Reporting Standards (IFRS), and the related Consolidated Business (management) Report.

The Chairman of the Annual General Meeting requested from the shareholders and the members of the Board of Directors to make their comments, remarks to the motion, if there are any.

**Chairman of the Annual General Meeting:** In the absence of further comments, please, vote on the motions regarding Agenda item 1.

Please vote whether the General Meeting acknowledges and approves the Auditor's Report on the Annual Financial Statements of the Company for 2022 prepared in accordance with the International Financial Reporting Standards (IFRS) and the related Business (management) Report.

The General Meeting adopted the following resolution unanimously:

**Voting No. 4**

**Number of cast votes:** 203.245.541

**Share capital represented by all validly cast votes:** 80,754 %

**Votes for the motion:** 203.245.541

**Votes against the motion:** 0

**Abstentions:** 0

**The proportion of "yes" votes compared to the votes that can be cast:** 80,754 %

**Meeting resolution 4/28.04.2023**

**The General Meeting has acknowledged and approved the Auditor's Report on the Annual Financial Statements of the Company for 2022 prepared in accordance with the International Financial Reporting Standards (IFRS) and the Business (management) Report.**



dr. György Wellmann  
Chairman of the Annual General Meeting



dr. Anita Kalicz  
Secretary of the Annual General Meeting



dr. Johanna Hermann  
Inspector of the Minutes

**Chairman of the Annual General Meeting:** Please vote whether the General Meeting acknowledges and approves the Auditor's Report on the Annual Consolidated Financial Statements of the Company for 2022 prepared in accordance with the International Financial Reporting Standards (IFRS) and the Consolidated Business (management) Report.

The General Meeting adopted the following resolution unanimously:

**Voting No. 5**

<b>Number of cast votes:</b>	<b>203.245.541</b>
<b>Share capital represented by all validly cast votes:</b>	<b>80,754 %</b>
<b>Votes for the motion:</b>	<b>203.245.541</b>
<b>Votes against the motion:</b>	<b>0</b>
<b>Abstentions:</b>	<b>0</b>
<b>The proportion of "yes" votes compared to the votes that can be cast:</b>	<b>80,754 %</b>

**Meeting resolution 5/28.04.2023**

**The General Meeting has acknowledged and approved the Auditor's Report on the Annual Consolidated Financial Statements of the Company for 2022 prepared in accordance with the International Financial Reporting Standards (IFRS) and the Consolidated Business (management) Report.**

**Chairman of the Annual General Meeting:** Now please vote whether the General Meeting acknowledges and approves the report of the Audit Committee on the report of the Board of Directors on the business activity of the Company of 2022, on the audited Annual Financial Statements of the Company for 2022 prepared in accordance with the International Financial Reporting Standards (IFRS) and the Business (Management) Report of the Company.


The General Meeting adopted the following resolution unanimously:


**Voting No. 6**


<b>Number of cast votes:</b>	<b>203.245.541</b>
<b>Share capital represented by all validly cast votes:</b>	<b>80,754 %</b>
<b>Votes for the motion:</b>	<b>203.245.541</b>
<b>Votes against the motion:</b>	<b>0</b>
<b>Abstentions:</b>	<b>0</b>
<b>The proportion of "yes" votes compared to the votes that can be cast:</b>	<b>80,754 %</b>

**Meeting resolution 6/28.04.2023**

**The General Meeting has acknowledged and approved the report of the Audit Committee on the report of the Board of Directors on the business activity of the Company of 2022, on the audited Annual Financial Statements of the Company for 2022 prepared in accordance with the International Financial Reporting Standards (IFRS) and the Business (Management) Report of the Company.**

  
\_\_\_\_\_  
dr. György Wellmann  
Chairman of the Annual General Meeting

  
\_\_\_\_\_  
dr. Anita Kalicz  
Secretary of the Annual General Meeting

  
\_\_\_\_\_  
dr. Johanna Hermann  
Inspector of the Minutes



**Chairman of the Annual General Meeting:** Thereafter, please vote whether the General Meeting acknowledges and approves the Report of the Audit Committee on the audited Annual Consolidated Financial Statements of the Company for 2022 prepared in accordance with the International Financial Reporting Standards (IFSR), and the Consolidated Business (management) Report.

The General Meeting adopted the following resolution unanimously:

<b>Voting No. 7</b>	
<b>Number of cast votes:</b>	<b>203.245.541</b>
<b>Share capital represented by all validly cast votes:</b>	<b>80,754 %</b>
<b>Votes for the motion:</b>	<b>203.245.541</b>
<b>Votes against the motion:</b>	<b>0</b>
<b>Abstentions:</b>	<b>0</b>
<b>The proportion of "yes" votes compared to the votes that can be cast:</b>	<b>80,754 %</b>

#### **Meeting resolution 7/28.04.2023**

The General Meeting has acknowledged and approved the Report of the Audit Committee on the audited Annual Consolidated Financial Statements of the Company for 2022 prepared in accordance with the International Financial Reporting Standards (IFSR), and the Consolidated Business (management) Report.


**Chairman of the Annual General Meeting:** Please vote whether the General Meeting acknowledges and approves the report of the Board of Directors on the business activity of 2022.


The General Meeting adopted the following resolution unanimously:


<b>Voting No. 8</b>	
<b>Number of cast votes:</b>	<b>203.245.541</b>
<b>Share capital represented by all validly cast votes:</b>	<b>80,754 %</b>
<b>Votes for the motion:</b>	<b>203.245.541</b>
<b>Votes against the motion:</b>	<b>0</b>
<b>Abstentions:</b>	<b>0</b>
<b>The proportion of "yes" votes compared to the votes that can be cast:</b>	<b>80,754 %</b>

#### **Meeting resolution 8/29.04.2022**

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

  
 dr. György Wellmann  
 Chairman of the Annual General Meeting

  
 dr. Anita Kalicz  
 Secretary of the Annual General Meeting

  
 dr. Johanna Hermann  
 Inspector of the Minutes

**Chairman of the Annual General Meeting:** Then please vote whether the General Meeting acknowledges and approves the audited Annual Financial Statements of the Parent Company for 2022, 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 81,565,886 thousand and an equity of HUF 55,507,953 thousand as indicated in the proposal.

The General Meeting adopted the following resolution unanimously:

**Voting No. 9**

<b>Number of cast votes:</b>	<b>203.245.541</b>
<b>Share capital represented by all validly cast votes:</b>	<b>80,754 %</b>
<b>Votes for the motion:</b>	<b>203.245.541</b>
<b>Votes against the motion:</b>	<b>0</b>
<b>Abstentions:</b>	<b>0</b>
<b>The proportion of "yes" votes compared to the votes that can be cast:</b>	<b>80,754 %</b>

**Meeting resolution 9/28.04.2023**

**The General Meeting has acknowledged and approved the audited Annual Financial Statements of the Parent Company for 2022, 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 81,565,886 thousand and an equity of HUF 55,507,953 thousand as indicated in the proposal.**

**Chairman of the Annual General Meeting:** Thereafter, please vote whether the General Meeting acknowledges and approves the audited Consolidated Annual Financial Statements of the Company for 2022 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 81.684.320 thousand and an equity of HUF 55.515.392 thousand as indicated in the proposal.


The General Meeting adopted the following resolution unanimously:


**Voting No. 10**


<b>Number of cast votes:</b>	<b>203.245.541</b>
<b>Share capital represented by all validly cast votes:</b>	<b>80,754 %</b>
<b>Votes for the motion:</b>	<b>203.245.541</b>
<b>Votes against the motion:</b>	<b>0</b>
<b>Abstentions:</b>	<b>0</b>
<b>The proportion of "yes" votes compared to the votes that can be cast:</b>	<b>80,754 %</b>

**Meeting resolution 10/28.04.2023**

**The General Meeting has acknowledged and approved the audited Consolidated Annual Financial Statements of the Company for 2022 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 81.684.320 thousand and an equity of HUF 55.515.392 thousand as indicated in the proposal.**

  
 dr. György Wellmann  
 Chairman of the Annual General Meeting

  
 dr. Anita Kalicz  
 Secretary of the Annual General Meeting

  
 dr. Johanna Hermann  
 Inspector of the Minutes

**Chairman of the Annual General Meeting:** Following this, please vote whether the General Meeting resolves, with regard to the applicable provisions of the Articles of Association and the REIT Act, as well as the results of 2022 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 prepared in accordance with the International Financial Reporting Standards (IFRS) for 2022 in the amount of HUF 8.808.955.400. and whether 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 13th May 2023, 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) and 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.


The General Meeting adopted the following resolution unanimously:


**Voting No. 11**


<b>Number of cast votes:</b>	<b>203.245.541</b>
<b>Share capital represented by all validly cast votes:</b>	<b>80,754 %</b>
<b>Votes for the motion:</b>	<b>203.245.541</b>
<b>Votes against the motion:</b>	<b>0</b>
<b>Abstentions:</b>	<b>0</b>
<b>The proportion of “yes” votes compared to the votes that can be cast:</b>	<b>80,754 %</b>

**Meeting resolution 11/28.04.2023**

With regard to the applicable provisions of the Articles of Association and the REIT Act, as well as the results of 2022, 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 prepared in accordance with the International Financial Reporting Standards (IFRS) for 2022 in the amount of HUF 8.808.955.400. 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 13th May 2023, 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.

  
 dr. György Wellmann  
 Chairman of the Annual General Meeting

  
 dr. Anita Kalicz  
 Secretary of the Annual General Meeting

  
 dr. Johanna Hermann  
 Inspector of the Minutes



**Chairman of the Annual General Meeting:** Moving on, we are going to discuss Agenda item 2.

**AGENDA ITEM NO. 2:**

***Decision on the waiver to be granted to Board of Directors and its members according to the business year 2022***

The Chairman of the Annual General Meeting presents the motions and briefly summarizes the reasoning given thereto.

Pursuant to Section (1) of Article 3:117 of the Civil Code, the Board of Directors are entitled to apply for the discharge in respect of their management activity performed in business year 2022. 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.

The Chairman of the Annual General Meeting requested from the shareholders and the members of the Board of Directors to make their comments, remarks to the motion, if there are any.


**Chairman of the Annual General Meeting:** In the absence of further comments, please, vote on the motion regarding Agenda item 2. Thus, please vote whether the General Meeting resolves to grant the discharge to the members of the Board of Directors of the Company holding director position regarding their activities in 2022.

The General Meeting adopted the following resolution unanimously:


<b>Voting No. 12</b>	
<b>Number of cast votes:</b>	<b>203.245.541</b>
<b>Share capital represented by all validly cast votes:</b>	<b>80,754 %</b>
<b>Votes for the motion:</b>	<b>203.245.541</b>
<b>Votes against the motion:</b>	<b>0</b>
<b>Abstentions:</b>	<b>0</b>
<b>The proportion of "yes" votes compared to the votes that can be cast:</b>	<b>80,754 %</b>

**Meeting resolution 12/28.04.2023**

**The General Meeting has resolved to grant the discharge to the members of the Board of Directors of the Company holding director position regarding their activities in 2022.**

  
\_\_\_\_\_  
dr. György Wellmann  
Chairman of the Annual General Meeting

  
\_\_\_\_\_  
dr. Anita Kalicz  
Secretary of the Annual General Meeting

  
\_\_\_\_\_  
dr. Johanna Hermann  
Inspector of the Minutes

**Chairman of the Annual General Meeting:** Moving on, we are going to discuss Agenda item 3.

**AGENDA ITEM NO. 3:**

***Decision on the appointment of the Auditor***

The Chairman of the Annual General Meeting presents the motions and briefly summarizes the reasoning given thereto.

As the appointment of Quercus Audit Könyvvizsgáló és Gazdasági Tanácsadó Kft expires on the day of the approval of the financial statements concerning the business year ending on 31 December 2022, but until 15th May 2023 at latest, the appointment of the auditor is recommended.

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 2022 to the day of the approval of the financial statements concerning the business year ending on 31 December 2023, but until 15 May 2024 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).


The Chairman of the Annual General Meeting requested from the shareholders and the members of the Board of Directors to make their comments, remarks to the motion, if there are any.


**Chairman of the Annual General Meeting:** In the absence of further comments, please, vote on the motion regarding Agenda item 3. Thus, please vote whether the General Meeting appoints Quercus Audit Könyvvizsgáló és Gazdasági Tanácsadó Kft. as the permanent auditor of the Company for the business year of 2023 (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 2022 to the day of the approval of the financial statements concerning the business year ending on 31 December 2023, but until 15 May 2024 at latest.


The General Meeting adopted the following resolution unanimously:

**Voting No. 13**

<b>Number of cast votes:</b>	<b>203.245.541</b>
<b>Share capital represented by all validly cast votes:</b>	<b>80,754 %</b>
<b>Votes for the motion:</b>	<b>203.245.541</b>
<b>Votes against the motion:</b>	<b>0</b>
<b>Abstentions:</b>	<b>0</b>
<b>The proportion of "yes" votes compared to the votes that can be cast:</b>	<b>80,754 %</b>

  
dr. György Wellmann  
Chairman of the Annual General Meeting

  
dr. Anita Kalicz  
Secretary of the Annual General Meeting

  
dr. Johanna Hermann  
Inspector of the Minutes



### Meeting resolution 13/28.04.2023

The General Meeting appoints Quercus Audit Könyvvizsgáló és Gazdasági Tanácsadó Kft. as the permanent auditor of the Company for the business year of 2023 (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 2022 to the day of the approval of the financial statements concerning the business year ending on 31 December 2023, but until 15 May 2024 at latest.

**Chairman of the Annual General Meeting:** Moving on, we are going to discuss Agenda item 4.

#### AGENDA ITEM NO. 4:

*Decision on the compensation of the Members of the Board of Directors, the Members of the Audit Committee and the Auditor*

The Chairman of the Annual General Meeting presents the motions and briefly summarizes the reasoning given thereto.


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.


Regarding the Auditor's fee for the 2023 business year, the Audit Committee made a proposal in accordance with Annex 7 to the proposal in the amount of HUF 8,300,000 + VAT


The motions of the Board of Directors in this respect are that the members of the Board of Directors should perform their duties without remuneration in the business year of 2023. and that the chairman of the Board of Directors is entitled to the related benefits set out in the Remuneration Policy, while the members of the Audit Committee should perform their duties in the 2023 business year for a gross remuneration of HUF 300,000/member per month.

**Chairman of the Annual General Meeting:** I would like to ask the shareholders that if they would like to make a proposal regarding the remuneration of the members of the Board of Directors and the Audit Committee, then do so, and to make their comments, remarks to the motion, if there are any.

**Chairman of the Annual General Meeting:** In the absence of any comment, please vote on the motions regarding Agenda item 4, according to which the members of the Board of Directors shall perform their duties in the business year 2023 without remuneration, and that the chairman of the Board of Directors is entitled to the related benefits set out in the Remuneration Policy, while the members of the Audit Committee shall perform their duties in the business year 2023 for a gross remuneration of HUF 300,000/member per month, while the permanent auditor shall be entitled to a fee of HUF 8,300,000 + VAT for auditing the Annual Financial Statements of the Parent Company and the Annual Consolidated Financial Statements of the Company, prepared in accordance with the International Financial Reporting Standards (IFRS), in the business year of 2023.

  
dr. György Wellmann  
Chairman of the Annual General Meeting

  
dr. Anita Kalicz  
Secretary of the Annual General Meeting

  
dr. Johanna Hermann  
Inspector of the Minutes



The General Meeting adopted the following resolution unanimously:

**Voting No. 14**

Number of cast votes:	203.245.541
Share capital represented by all validly cast votes:	80,754 %
Votes for the motion:	203.245.541
Votes against the motion:	0
Abstentions:	0
The proportion of "yes" votes compared to the votes that can be cast:	80,754 %

**Meeting resolution 14/28.04.2023**

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 2023. and that the chairman of the Board of Directors is entitled to the related benefits set out in the Remuneration Policy.

The General Meeting adopted the following resolution unanimously:

**Voting No. 15**

Number of cast votes:	203.245.541
Share capital represented by all validly cast votes:	80,754 %
Votes for the motion:	203.245.541
Votes against the motion:	0
Abstentions:	0
The proportion of "yes" votes compared to the votes that can be cast:	80,754 %

**Meeting resolution 15/28.04.2023**

The General Meeting has resolved that each member of the Audit Committee shall perform his/her duties in the business year of 2023 in consideration for a monthly gross salary of HUF 300,000.


The General Meeting adopted the following resolution unanimously:

**Voting No. 16**


Number of cast votes:	203.245.541
Share capital represented by all validly cast votes:	80,754 %
Votes for the motion:	203.245.541
Votes against the motion:	0
Abstentions:	0
The proportion of "yes" votes compared to the votes that can be cast:	80,754 %

**Meeting resolution 16/28.04.2023**

The General Meeting resolved that the permanent auditor of the Company shall be entitled to a fee of HUF 8,300,000 +VAT for auditing the Annual Financial Statements of the Parent Company and the Annual Consolidated Financial Statements of the Company, prepared in accordance with the International Financial Reporting Standards (IFRS), in the business year of 2023.

  
dr. György Wellmann  
Chairman of the Annual General Meeting

  
dr. Anita Kalicz  
Secretary of the Annual General Meeting

  
dr. Johanna Hermann  
Inspector of the Minutes

**Chairman of the Annual General Meeting:** Moving on, we are going to discuss Agenda item 5.

**AGENDA ITEM NO. 5:**

***Decision on the approval of the Corporate Governance Report***

The Chairman of the Annual General Meeting presents the motions and briefly summarizes the reasoning given thereto.

Pursuant to Article 3:289 of the Civil Code, the Board of Directors is required to submit the Corporate Governance Report to the Annual General Meeting. By its resolution of April 6, 2023, the Board of Directors approved the 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.

The Chairman of the Annual General Meeting requested from the shareholders and the members of the Board of Directors to make their comments, remarks to the motion, if there are any.

**Chairman of the Annual General Meeting:** In the absence of any comment, please vote on the motion regarding Agenda item 5. Thus, please vote whether the General Meeting approves the Corporate Governance Report of the Company for 2022, drafted with regard to the Corporate Governance Recommendations of the Budapest Stock Exchange on a separate sheet.


The General Meeting adopted the following resolution unanimously:


**Voting No. 17**


<b>Number of cast votes:</b>	<b>203.245.541</b>
<b>Share capital represented by all validly cast votes:</b>	<b>80,754 %</b>
<b>Votes for the motion:</b>	<b>203.245.541</b>
<b>Votes against the motion:</b>	<b>0</b>
<b>Abstentions:</b>	<b>0</b>
<b>The proportion of "yes" votes compared to the votes that can be cast:</b>	<b>80,754 %</b>

**Meeting resolution 17/28.04.2023**

**The General Meeting approved the Corporate Governance Report of the Company for 2022, drafted with regard to the Corporate Governance Recommendations of the Budapest Stock Exchange on a separate sheet.**

  
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dr. György Wellmann  
Chairman of the Annual General Meeting

  
\_\_\_\_\_  
dr. Anita Kalicz  
Secretary of the Annual General Meeting

  
\_\_\_\_\_  
dr. Johanna Hermann  
Inspector of the Minutes

**Chairman of the Annual General Meeting:** Moving on, we are going to discuss Agenda item 6.

**AGENDA ITEM NO. 6: Decision on the authorisation of the Board of Directors to gain the own shares of the Company.**

The Chairman of the Annual General Meeting presents the motions and briefly summarizes the reasoning given thereto.

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 28 October 2024.
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.

**The Chairman of the Annual General Meeting:** I request from the shareholders and the members of the Board of Directors to make their comments, remarks to the motion, if there are any.

**Chairman of the Annual General Meeting:** In the absence of any comment, please vote on the motion regarding Agenda item 6. Thus, please vote whether 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 28 October 2024. The maximum value of treasury shares obtained by the Company based on the authorization may be 25% of the registered capital at the most.

The General Meeting adopted the following resolution unanimously:

**Voting No. 18**

**Number of cast votes:** 203.245.541

**Share capital represented by all validly cast votes:** 80,754 %

**Votes for the motion:** 203.245.541


**Votes against the motion:** 0


**Abstentions:** 0


**The proportion of "yes" votes compared to the votes that can be cast:** 80,754 %

Meeting resolution 18/28.04.2023

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 28 October 2024. The maximum value of treasury shares obtained by the Company based on the authorization may be 25% of the registered capital at the most.

  
dr. György Wellmann  
Chairman of the Annual General Meeting

  
dr. Anita Kalicz  
Secretary of the Annual General Meeting

  
dr. Johanna Hermann  
Inspector of the Minutes



**Chairman of the Annual General Meeting:** Moving on, we are going to discuss Agenda item 7.

**AGENDA ITEM NO. 7:**

***Advisory vote of the Remuneration Report of the Company***

The Chairman of the Annual General Meeting presents the motions and briefly summarizes the reasoning given thereto.

The General Meeting (or the Board of Directors exercising the powers of the General Meeting) approved by the non-binding vote the Remuneration Policy as restated and amended with its amendments No. 1. and No. 2. 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 2022 is attached hereto in Annex 9.

The Chairman of the Annual General Meeting requested from the shareholders and the members of the Board of Directors to make their comments, remarks to the motion, if there are any.

**Chairman of the Annual General Meeting:** In the absence of any comment, please vote on the motions regarding Agenda item 7. First, please vote whether the General Meeting approves the Remuneration Report of the Company regarding the business year of 2022 by the non-binding vote.


The General Meeting adopted the following resolution unanimously:


**Voting No. 19**

<b>Number of cast votes:</b>	<b>203.245.541</b>
<b>Share capital represented by all validly cast votes:</b>	<b>80,754 %</b>
<b>Votes for the motion:</b>	<b>203.245.541</b>
<b>Votes against the motion:</b>	<b>0</b>
<b>Abstentions:</b>	<b>0</b>
<b>The proportion of "yes" votes compared to the votes that can be cast:</b>	<b>80,754 %</b>

**Meeting resolution 19/28.04.2023**

**The General Meeting approved the Remuneration Report of the Company regarding the business year of 2022 by the non-binding vote.**

  
\_\_\_\_\_  
dr. György Wellmann  
Chairman of the Annual General Meeting

  
\_\_\_\_\_  
dr. Anita Kalicz  
Secretary of the Annual General Meeting

  
\_\_\_\_\_  
dr. Johanna Hermann  
Inspector of the Minutes


**OTHER:**


No other comments.


**Chairman of the Annual General Meeting:** For the purpose of these minutes, I record that the Company's share capital consists of 287.024.440 ordinary shares providing the same rights, with a par value of HUF 10 each, of which 35.340.000 are treasury shares owned by the Company. All shares with a par value of HUF 10 entitles to one vote, excluding the 35.340.000 are treasury shares owned by the Company, since the treasury shares do not provide voting rights, accordingly the number of voting rights related to the shares (251.684.440) does not equal to the number of issued shares (287.024.440). The General Meeting adopted all the resolutions by open voting. The minutes shall be certified with the signature of the shareholder acting as the inspector of the minutes. Please indicate if you have any further questions, comments or suggestions. In the absence of any further question or comment, I close the Annual General Meeting for today, thank you for your participation.

In the absence of any further question or comment, I close the General Meeting for today, thank you for your participation.

I close the minutes at 10:38

  
\_\_\_\_\_  
dr. György Wellmann  
Chairman of the Annual General Meeting

  
\_\_\_\_\_  
dr. Anita Kalicz  
Secretary of the Annual General Meeting

  
\_\_\_\_\_  
dr. Johanna Hermann  
Inspector of the Minutes