

***This Management Remuneration Policy was approved by the Company's General Meeting  
by its resolution 34/2025 (04.30), adopted on 30 April 2025.***

**DH Group Public Limited Company**

**Management Remuneration Policy  
taking effect from 8th April 2026**

In accordance with Resolutions **Nr. 25/2020 (03.25.) Nr. 25/2022. (04.04.) 25/2023. (04.06.) Nr. 25/2024. (04.08.), Nr. 26/2025. (04.09) and 25/2026, (04.08)** of the Managing Board, the Company hereby adopts the following Remuneration Policy (hereinafter referred to as „**Management Remuneration Policy**”) concerning the Managing Board and the Supervisory Board of the Company, namely **DH Group Public Limited Company** (registered seat: 1027 Budapest, Kapás utca 6-12.; Company Registration Nr.:01-10-048384; hereinafter referred to as „**Company**” or „**DH GROUP**”)

## 1. Definitions:

During the implementation of the Management Remuneration Policy, the terms contained therein shall have the following meanings assigned to them:

„ <b>Articles of Association</b> ”	The Articles of Association of Company currently in force
„ <b>Employee shares</b> ”	Class B employee shares providing - in accordance with Section 18.3. of the Articles of Association - dividend preference, issued by the Company under the ISIN Nr. HU0000136288 in the form of dematerialized shares, with a nominal value of HUF 50, admitted to trading on the BÉT (Budapest Stock Exchange)
„ <b>DH Group Public Limited Company</b> ”	The DH Group Public Limited Company (registered seat: 1027 Budapest, Kapás utca 6-12.; Company Registration Nr.:01-10-048384; hereinafter referred to as “ <b>Company</b> ” or “ <b>DUNA HOUSE</b> ”.
„ <b>Supervisory Board</b> ”	Supervisory Board of the Company
„ <b>Managing Board</b> ”	Managing Board of the Company
„ <b>Remuneration Act</b> ”	Act LXVII of 2019 on Promoting shareholder’s engagement for the purpose of the long-term commitment
„ <b>General Meeting</b> ”	General Meeting of the Company
„ <b>Remuneration Policy of MRP Association</b> ”	Remuneration Policy initiated by the Company under the MRP Act which Policy is the foundation of the DUNA HOUSE MRP Association.
„ <b>MRP Association</b> ”	Employee’s Part Ownership Program of part intended for the management of the financial instruments obtained through the remuneration

	policy initiated pursuant to the provisions of MRP Act. („ <b>DUNA HOUSE MRP Association</b> ”).
„MRP Act”	Act XLIV of 1992 on the Employees’ Part-Ownership Program
„Mt.”	Act I of 2012 on the Labor Code
„Civil Code.”	Act 2013. Nr. V. of the Hungarian Civil Code
„Share or “Shares”	Class A ordinary DUNA HOUSE shares issued by the Company under the ISIN Nr. HU0000177613 in the form of dematerialized shares, with a nominal value of HUF 5, admitted to trading on the BÉT (Budapest Stock Exchange)
„Management”	The Managing Board together with the Supervisory Board of the Company

## 2. The scope of Management Remuneration Policy

The scope of Management Remuneration Policy is to define - in a clear and understandable manner- the schemes of the monetary or non-monetary benefits granted to the Management of the Company, and to develop a remuneration scheme which is consistent with the business strategy of the Company while aiming to improve the performance thereof, and, is consistent with the HR strategies, the long-term interests and corporate values of the Company, while helping to maintain the long-term interest of the members of the Managing Board and members of the Supervisory Board of the Company.

The principle of the Management Remuneration Policy is to implement a remuneration scheme for the members of the Managing Board and Supervisory Board as key factors in the leadership of the Company, which does not only reflect to the crucial role and responsibilities of the members of the Managing Board and Supervisory Board but is also consistent with the benefit packages relevant for the employees of the Company.

Remuneration shall be granted to the Management of the Company only on the basis of and in accordance with the Management Remuneration Policy adopted by the General Meeting of the Company. Deviation from the Management Remuneration Policy shall remain exceptional and temporary and should only be granted in accordance with the provisions of the present Management Remuneration Policy.

## 3. Personal, material and temporal scope of the Management Remuneration Policy

- 3.1. **Personal scope:** the personal scope of the Management Remuneration Policy extends to the members of the Managing Board and the members of the Supervisory Board, regardless of whether the duties of the members of the Managing Board are based on an employment relationship or agency agreement.

- 3.2. **Material scope:** The Management Remuneration Policy shall cover the core principles on remuneration, the components thereof, and shall also introduce the decision-making process regarding the definition, supervision and implementation of the Management Remuneration Policy. In addition, the Management Remuneration Policy shall specify all cases in which the deviation from the Management Remuneration Policy is granted under exceptional circumstances.
- 3.3. **Temporal scope:** Management Remuneration Policy shall become effective from the 1st of January 2021 and shall remain in force for an indefinite period of time. This text together with the consolidated subsequent amendments, shall take effect from the date of the adopting decision of the Management Board.

#### 4. Remuneration components

- 4.1. The remuneration granted for the members of the Managing Board of the Company shall consist of the following components broken down to the level of each member of the Managing Board. Share-based benefits granted under the MRP Association's remuneration policy, shall be subject to a performance criteria linked to the performance of the Company instead of the performance of the individuals thereof, thus such share-based benefits shall not be deemed as variable components within the meaning of the Management Remuneration Policy.

##### 4.1.1. Nagy Jenő

monetary remuneration	
name of the fixed component	Proportion to the total sum of monetary remuneration (in case of total fulfilment of variable components)
agency fee (honorarium) monthly gross amount of HUF 320.000	100%
name of the variable component	Proportion to the total sum of monetary remuneration (in case of total fulfilment of variable components)
-	-
share-based remuneration	
-	
additional remuneration	
-	

4.1.2. Gay Dymisch

<b>monetary remuneration</b>	
<b>name of the fixed component</b>	<b>Proportion to the total sum of monetary remuneration (in case of total fulfilment of variable components)</b>
wage monthly gross amount of HUF 1.255.133	100%
<b>name of the variable component</b>	<b>Proportion to the total sum of monetary remuneration (in case of total fulfilment of variable components)</b>
-	-
<b>share-based remuneration</b>	
Employee shares / dividend from employee-shares Participation in the MRP Association	
<b>additional remuneration</b>	
<ul style="list-style-type: none"> <li>- providing a cell phone with free of charge telecommunication services including both business and personal use thereof</li> <li>- full compensation of travel expenses incurred in connection with national and foreign business trips (travel expenses, costs of accommodation and meals)</li> <li>- providing for the free usage of premium vehicles while bearing all costs associated with the usage of such vehicles (costs for fuel, costs associated with maintaining the vehicles such as insurance, additional costs and costs of insurance deductibles in case of damage)</li> </ul>	

4.1.3. Doron Dymischiz

<b>monetary remuneration</b>	
<b>name of the fixed component</b>	<b>Proportion to the total sum of monetary remuneration (in case of total fulfilment of variable components)</b>
wage monthly gross amount of HUF 1.444.220	100%
<b>name of the variable component</b>	<b>Proportion to the total sum of monetary remuneration (in case of total fulfilment of variable components)</b>
-	-
<b>share-based remuneration</b>	
Employee shares / dividend from employee-shares Participation in the MRP Association	
<b>additional remuneration</b>	
<ul style="list-style-type: none"> <li>- providing a cell phone with free of charge telecommunication services including both business and personal use thereof</li> <li>- full compensation of travel expenses incurred in connection with national and foreign business trips (travel expenses, costs of accommodation and meals)</li> <li>- providing for the free usage of premium vehicles while bearing all costs associated with the usage of such vehicles (costs for fuel, costs associated with maintaining the vehicles such as insurance and additional costs and costs of insurance deductibles in case of damage)</li> </ul>	

4.1.4. Máté Ferenc

<b>monetary remuneration</b>	
<b>name of the fixed component</b>	<b>Proportion to the total sum of monetary remuneration (in case of total fulfilment of variable components)</b>
wage monthly gross amount of HUF 683.200	57%
<b>name of the variable component</b>	<b>Proportion to the total sum of monetary remuneration (in case of total fulfilment of variable components)</b>
quarterly bonus	43%
<b>share-based remuneration</b>	
Employee shares / dividend from employee-shares Participation in the MRP Association	
<b>additional remuneration</b>	
<ul style="list-style-type: none"> <li>- providing a cell phone with free of charge telecommunication services including both business and personal use thereof</li> <li>- providing for the free usage of high-price vehicles while bearing costs associated with the usage of such vehicles (costs for fuel, costs associated with maintaining the vehicles such as insurance and additional costs)</li> <li>- full compensation of travel expenses incurred in connection with national and foreign business trips (travel expenses, costs of accommodation and meals)</li> </ul>	

#### 4.1.5. Schilling Dániel

<b>Monetary remuneration</b>	
<b>name of the fixed component</b>	<b>Proportion to the total sum of monetary remuneration</b> (in case of total fulfilment of variable components)
wage monthly gross amount of HUF 1.771.300	82%
<b>name of the variable component</b>	<b>Proportion to the total sum of monetary remuneration</b> (in case of total fulfilment of variable components)
quarterly bonus	18%
<b>share-based remuneration</b>	
Employee shares / dividend from employee-shares Participation in the MRP Association	
<b>additional remuneration</b>	
<ul style="list-style-type: none"> <li>- providing a cell phone as well as free of charge telecommunication services including both business and personal use thereof</li> <li>- providing for the free usage of high-price vehicles while bearing costs associated with the usage of such vehicles (costs for fuel, costs associated with maintaining the vehicles such as insurance and additional costs)</li> <li>- full compensation of travel expenses incurred in connection with national and foreign business trips (travel expenses, costs of accommodation and meals);</li> </ul>	

4.2. Members of the Supervisory Board of the Company shall be eligible for no benefit other than the permanent agency fee (honorarium).

## 5. Regulations regarding the share-based remuneration granted to the Management

### 5.1. Employee-shares

The Company shall not issue employee shares other than employee shares that had already been issued before the date on which Resolution Nr. 2020-03-25 - preparing the Management Remuneration Policy - was adopted, and, in addition, Company shall not grant employee-shares as a form of remuneration to any person falling within or out of the personal scope of the Management Remuneration Policy. The ownership of the employee shares shall be subject to the relevant provisions of the Hungarian Civil Code and Articles of Association of the Company. Employee shares which had been issued before the entry into force of the Management Remuneration Policy shall fall under the material scope of the Management Remuneration Policy only insofar as it declares the ownership of the employee shares and the possibility to grant a dividend from the employee shares in order to comply with the statutory regulations concerning the remuneration report. Employee shares issued by the Company following the entry into force of the Management Remuneration Policy shall only be subject to granted benefits within the meaning of the Management Remuneration Policy, if the regulations regarding the allocation of such employee shares were laid down in advance in the Management Remuneration Policy.



## 5.2. Participation in the MRP Association

The Company provides for all its employees as well as to members of the Management working under an employment agreement, the possibility to join the MRP Association which was founded by Company, thus allowing the acquisition of Company's shares within the MRP Association and in accordance with the articles of association and the remuneration policy thereof. The terms and condition for acquiring the shares of the MRP Association are set out in articles of association and the remuneration policy thereof.

## 5.3. Loss of entitlement to share benefits

The entitlement of members of the Management and all employees of the Company to share benefits shall cease upon termination of the employment relationship on which the legal relationship is based. The Company shall be entitled to reclaim any benefit earned notwithstanding such termination in accordance with the rules applicable to the relevant share benefit.

## **6. Regulations regarding the variable remuneration to be granted for the Management**

For members of the Management identified above, Company could grant bonus awards.

Requirements relating to the eligibility to such bonus grant and the types of the bonus benefits:

- bonus for the quarter considered as wage based on the discretionary decision of the Managing Board.

Considering the labour law regulations governing the payment of the bonus, the Company is not entitled to claim the bonus back.

## **7. The connection between the Management Remuneration Policy and the situation of employees of the Company**

While developing the remuneration structure concerning both the employees and the Management of the Company, the Company has given a significant consideration to maintain the commitment and dedication of the each and every employee and the members of the Management of the Company for the Company's growth in the long term. For the purpose of the maintenance of such commitment and dedication in the long-term, the Company made it possible for all the employees of the Company working under an employment agreement - including members of the Management of the Company carrying out their duties under an employment relationship – to join the MRP Association. Under the terms and conditions included in the articles of association and the remuneration policy of the MRP Association, the employees of the Company and the members of the Management of the Company - working under an employment agreement - shall be entitled, on equal terms, to acquire shares of the MRP Association as employees. Under the Employee Plans, the Company, as founder, provides for the free allocation of shares to employees, while, in case of plans implemented for the managers of the Company, shares can be acquired only if the option price thereof is duly paid.

## **8. Presentation of the employment agreements and the agency agreements entered into by the members of the Management of the Company**

Among the members of the Management of the Company, the duties carried out by Nagy Jenő are based on an agency agreement, while duties of the other members of the Management are based on an employment relationship. The main provisions of the mentioned agreements are detailed in the followings:

<b>Name</b>	<b>contract period</b>	<b>period of notice of termination</b>	<b>terms and conditions on the termination of the agreement</b>	<b>benefits to be granted in the event of the termination of the agreement</b>
Nagy Jenő	indefinite	30 days	<ul style="list-style-type: none"> <li>- ordinary termination by each Party without reasoning thereof with a notice period of 30 days;</li> <li>- termination with immediate effect on grounds of serious breach of the agreement</li> </ul>	proportional part of the agency fee shall be granted until the day of the termination of the agreement
Gay Dymshiz	indefinite	in accordance with the provisions of the Labor Code of Hungary	in accordance with the provisions of the Labor Code of Hungary	in accordance with the provisions of the Labor Code of Hungary
Doron Dymshiz	indefinite	in accordance with the provisions of the Labor Code of Hungary	in accordance with the provisions of the Labor Code of Hungary	in accordance with the provisions of the Labor Code of Hungary
Máté Ferenc	indefinite	in accordance with the provisions of the Labor Code of Hungary	in accordance with the provisions of the Labor Code of Hungary	in accordance with the provisions of the Labor Code of Hungary and, as consideration for the non-compete obligations, Company shall provide employees with 66% of their basic salary to be granted for the employee starting from the first months after the date of the conclusion of the employment agreement

Schilling Dániel	indefinite	in accordance with the provisions of the Labor Code of Hungary	in accordance with the provisions of the Labor Code of Hungary	in accordance with the provisions of the Labor Code of Hungary
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Supplementary pension and early retirement schemes shall not be applied within the Company.

#### **9. Decision-making process regarding the definition, supervision and implementation of the Management Remuneration Policy, including measures to prevent and manage conflicts of interest**

It is the exclusive competence of the General Meeting of the Company to vote and give its opinion about the Management Remuneration Policy in accordance with Section 3:268. § Subsection (2) of the Hungarian Civil Code. In the event of any substantial changes to be made to the content of the Management Remuneration Policy, but no less than once in every four year, the Management Remuneration Policy shall be reviewed and adopted by the General Meeting of the Company. In addition, the remuneration report of the Company from the preceding business year shall also be submitted to the General Meeting of the Company no less than once per year, for the purpose of considering and voting on the remuneration report. The Management Remuneration Policy and any amendments thereto shall be submitted by the Managing Board to the General Meeting. The Management Remuneration Policy shall be reviewed by the Managing Board each year on or before the 31st of March. If there is no need for the alteration of the Management Remuneration Policy, the Managing Board shall inform the General Meeting accordingly.

The members of the Management are subject to the conflict of interest rules applicable to employees in managerial positions pursuant to Article 211 of the Labour Code (including members of the Management who do not perform their duties on the basis of an employment relationship with the Board of Directors or the Supervisory Board). The member of the Management concerned shall not participate in the decisions to be taken in relation to the remuneration of the members of the Management covered by this Management Remuneration Policy. Accordingly, in the case of a decision taken by the body, if the Management member concerned is also a member of the decision-making body, he or she shall not vote on the decision concerning him or her and shall be excluded from the quorum for the purposes of the decision on this matter.

In order to avoid any further conflict of interest, the adoption and amendment of the Management Remuneration Policy shall be subject to the approval of the Supervisory Board of the Company and the Supervisory Board shall also discuss the proposal of the General Meeting on the approval of the Management Remuneration Policy. There is no remuneration committee within the Company.

#### **10. Deviation from the provisions of the Management Remuneration Policy**

Deviation from Management Remuneration Policy shall remain temporary and shall only be granted in exceptional cases laid down within the Act Nr. 2019. LXVII on Remunerations, limited to deviations

regarding the additional benefits within the category of additional remuneration, and shall be based on the resolution adopted by the Managing Board of the Company. Deviation together with the reasoning thereof shall be indicated in the remuneration report of the relevant business year in which such deviation took place. Changes made to the amount of wages and waiving of one or more benefits shall not be deemed as deviation from the Management Remuneration Policy, however, such changes shall be indicated in the relevant remuneration report.

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**DH GROUP Public Limited Company**  
jointly represented by: Gay Dymshiz and  
Schilling Dániel as members of the Managing Board