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# **DOCUMENTS OF THE GENERAL MEETING**

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**FOR THE ANNUAL GENERAL MEETING ON  
29 April 2026  
OF DH GROUP NYILVÁNOSAN MŰKÖDŐ RÉSZVÉNYTÁRSASÁG**

**Time and venue of the General Meeting:  
29 April 2026 10:00a.m  
H- 1027 Budapest, Kapás utca 6-12.**

**Dear Shareholders,**

The Board of Directors of **DH Group Nyrt.** (registered seat: H-1027 Budapest, Kapás u. 6-12.; comp.reg.no.: 01-10-048384; hereinafter: **Company**) has convened the Company's annual general meeting (hereinafter: **General Meeting**) for **10.00 a.m., 29 April 2026**, which agenda is set out in the notice and in the Notice regarding supplementing the General Meeting's agenda published in the manner specified by the statutes. The notice for the General Meeting was published on **30 March 2026** on the websites of both the Company and the Budapest Stock Exchange.

Individual reference number of company event (COAF): HU20260330022866.

This document sets out submissions, information and draft resolutions according to the items on the agenda. The General Meeting document provides shareholders with information on the issues to be discussed at the general meeting.

If the General Meeting fails to form a quorum 1 or more items on the agenda at the time specified in the notice, the general meeting repeated due to the lack of quorum will have the same agenda –affected the cases of lack of quorum - with the same draft resolutions.

This document has been published in Hungarian and English, in case of any divergence, the Hungarian text shall prevail.

## TECHNICAL NOTES, INFORMATION

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Participation at the general meeting and the exercising of the right to vote are subject to the following conditions:

On the registration of shareholders through identification procedure, the Company's statutes and the applicable statutory requirements shall be complied with. The record date for shareholder verification is **22 April 2026**.

On the basis of data concerning the outcome of shareholder verification, KELER Zrt., the keeper of the record of shareholders, shall register the names of shareholders or nominee shareholders intending to attend the general meeting in the record of shareholders on **22 April 2026** and shall, at the Board's instruction, close the record of shareholders on **27 April 2026**, without recording any registration requests until the day after the general meeting is adjourned. In accordance with the applicable statutory provisions, the person empowered to exercise the shareholder's rights at the general meeting (i.e. to participate at the general meeting, request information as specified by the law, put forward observations and motions and exercise voting rights) shall be the person whose name is specified in the record of shareholders at 6.00 p.m. on the second business day preceding the initial day of the general meeting

The keepers of securities accounts shall register shareholders in the record of shareholders on the basis of shareholders' instructions. The time limit for giving instructions to the keepers of securities accounts shall be notified to shareholders by the keepers of securities accounts.

The Company shall not be responsible for compliance with the instructions to the keepers of securities accounts or the consequences of failure to comply with such instructions. The closure of the record of shareholders shall not restrict the right of persons registered in the record of shareholders to transfer their shares following the closure of the record of shareholders. The transfer of shares prior to the initial day of the general meeting shall not prevent persons registered in the record of shareholders from attending the general meeting and exercising the rights vested in them as shareholders.

The general meeting shall form a quorum if shareholders representing more than fifty percent of votes embodied by shares carrying voting rights are present. Shares (i.e. both series A ordinary shares and series B preferred dividend employee shares) shall provide voting rights in proportion with the nominal value of shares. The number of votes pertaining to each share shall be equal to the nominal value of the share concerned. The quorum has to be examined/analyzed separately for each item on the agenda.

The general meeting shall be attended by shareholders in person or by way of proxy or a nominee shareholder (hereinafter collectively referred to as 'Nominee Shareholder') meeting the requirements laid down in the Civil Code and Act CXX of 2001 on the capital market.

If the shareholder wishes to give a power of attorney on the form, the relevant form can be found on the Company's website (<https://dh.group/kozzetetek>).

Proxies issued for Nominee Shareholders shall be issued as a notarial document or a private document of full probative value. If the proxy was issued in a country other than Hungary, the relevant provisions of the international agreement or reciprocity between the country where the authorization was issued and Hungary (the Hungarian State) shall also be taken into consideration. If the proxy was issued in a language other than Hungarian, an authentic Hungarian translation shall be attached. The authorization of persons signing the proxy in the case of shareholders other than natural persons or the authorization of persons acting at the general meeting on behalf of non-natural person shareholders shall be verified by an original document issued by an authentic register (e.g. certificate of incorporation) or by a notarial statement. If the document verifying authorization was issued in a language other than Hungarian, an authentic Hungarian translation shall be attached.

The proxy shall be handed over to the Company's representative in original copy during registration before the general meeting at the latest.

For further information, please contact DH Group Nyrt's Investor Contact Person (Dániel Schilling, telephone: +36-1-555-2222, fax: +36-1-555-2220).

Registration, i.e. the verification of authority as a shareholder (nominee shareholder), shall take place at the venue on the day of the general meeting, between 9:00 and 9:45 a.m.

Please note that punctual arrival at the registration is important. Once registration has been closed, shareholders (nominee shareholders) registered in the record of shareholders but not included in the attendance list may attend the general meeting without exercising their right to vote.

In the event there is no quorum at all or on certain agenda items at the time specified, the repeated general meeting is hereby convened by the Board with the same agenda for 10.00 a.m. on **12 May 2026** at the address of 1027 Budapest, Kapás u. 6-12.

On the basis of Section 3:275(1) of Act V of 2013 on the Civil Code, in matters on the original agenda affected with lack of quorum, the repeated general meeting shall form a quorum regardless of the number of attending shareholders.

Summaries of the number of shares and voting rights existing at the time of convening the general meeting.

The composition of the Company's capital

Type of shares	class of shares	series of shares	number of shares issued	nominal value (HUF/share)	Total nominal value
ordinary shares	-	„A”	34 387 870	5	171 939 350,- Ft
employee shares	preferential dividend	„B”	1 000	50	50 000,- Ft
<b>Size of share capital</b>					<b>171 989 350,- Ft</b>

The number of voting rights corresponding to shares

series of shares	number of shares issued	number of shares conferring voting rights	voting rights per share	total voting rights	number of own shares
Series „A”	34 387 870	34 387 870	5	171 939 350	188 394
Series „B”	1 000	1 000	50	50 000	-
<b>Total</b>	<b>34 388 870</b>	<b>34 388 870</b>	<b>-</b>	<b>171 989 350</b>	<b>188 394</b>

## **SUGGESTION FOR AGENDA ITEM 1.**

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### **Determining the method of voting at the general meeting and electing the officials acting at the general meeting**

The Board proposes that the method of voting at the General Meeting should be by ballot papers. The Board shall make suggestion for the officers of the general meeting from the attended members of the Board and shareholders, with that the Board suggest for the president of the General Meeting Dániel Schilling board member and also ask the general meeting to elect the appointed officers.

*[Based on resolution no. 2/2026. (04.08.) of the Board]*

## SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 2.

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### **Report of the Board on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31st December 2025, adopt the report of the Board**

The Board proposes the General Meeting to adopt the report of the Board on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2025.

The Consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2025 and the related report of the Board – which is the same in content with the business report which is an annex of the consolidated accounts - forms the Annex no. 1 of present Documents of the General Meeting.

#### **DRAFT RESOLUTION**

The General Meeting adopts the report of the Board on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2025.

*[Based on resolution no. 4/2026. (04.08.) of the Board]*

## SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 3.

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### **Report of the Company's Supervisory Board and Audit Committee on the consolidated accounts of Company compiled under the IFRS with the closing date of 31 December 2025; adopt the report of the Supervisory Board and Audit Committee**

The Board introduces for adoption the reports of the Supervisory Board and the Audit Committee on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2025 and also recommends the General Meeting to adopt it.

In a written decision on 08 April 2026 the Supervisory Board and the Audit Committee adopted the reports on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2025 with the *consolidated resolution no. 6/2026. (04.08.) of the Supervisory Board and the Audit Committee.*

The report of the Supervisory Board and the Audit Committee on the consolidated accounts of the Company compiled under the IFRS with the closing date of 31 December 2025 forms an Annex no.2. of present Documents of the General Meeting.

#### **DRAFT RESOLUTION**

**The General Meeting adopts the consolidated report of the Supervisory Board and the Audit Committee on the consolidated accounts of the Company compiled under the IFRS with the closing date of 31 December 2025.**

*[Based on resolution no. 5/2026. (04.08.) of the Board]*

## SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 4.

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**Report of the Company's auditor on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2025; adopt the report of the Auditor**

The Board recommends the General Meeting to adopt the report of the Company's auditor on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2025.

The report of Auditor forms Annex no.3 of present Documents of the General Meeting.

In a written decision on 08 April 2026 the Supervisory Board and the Audit Committee adopted and recommended for adoption the report of the Auditor in a *consolidated resolution no. 5/2026. (04.08.) of the Supervisory Board and the Audit Committee.*

### **DRAFT RESOLUTION**

**The General Meeting adopts the report of the Auditor on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2025.**

*[Based on resolution no. 6/2026. (04.08.) of the Board]*



## SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 5.

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### Adopt the consolidated account of the Company compiled under the IFRS made with the closing date of 31 December 2025

The Board recommends the General Meeting to adopt the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2025 (4CAEB26F5657690DC56DC1880BE467E351D7E56658F62BDD209942D8242164F2) with the following main data:

Total comprehensive income: 3.442.553.000 HUF

Total Assets: 38.028.827.000 HUF

In a written decision on 08 April 2026 the Supervisory Board and the Audit Committee adopted the reports on the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2025 with the *consolidated resolution no. 7/2026. (04.08.) of the Supervisory Board and the Audit Committee* and also recommends to the General Meeting to acknowledge the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2025.

The report of the Supervisory Board and the Audit Committee on the consolidated accounts of the Company compiled under the IFRS with the closing date of 31 December 2025 forms an *Annex no.2.* of present Documents of the General Meeting.

#### DRAFT RESOLUTION

**The General Meeting adopts the consolidated accounts of the Company compiled under the IFRS made with the closing date of 31 December 2025 with the following main data:**

**Total comprehensive income: 3.442.553.000 HUF**

**Total Assets: 38.028.827.000 HUF**

[Based on the resolution no. 7/2026. (04.08.) of the Board]

## SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 6.

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### **Report of the Company's Board on the annual accounts made under the IFRS with the closing date of 31st December 2025.; Adopt the report of the Board**

The Board recommends the General Meeting to acknowledge the report of the Board on the separate annual accounts made under the IFRS with the closing date of 31 December 2025.

The separate annual accounts of the company made under the IFRS with the closing date of 31 December 2025 and the relating report of the Board – which is the same in content with the business report which is a part of the annual accounts – forms Annex no. 4. of present Documents of the General Meeting.

#### **DRAFT RESOLUTION**

**The General Meeting adopts the report of the Board on the separate annual accounts of the Company under the IFRS with the closing date of 31 December 2025.**

*[Based on resolution no. 9/2026. (04.08.) of the Board.]*

## SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 7.

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### **Report of the Company's Supervisory Board and Audit Committee on the annual accounts made under the IFRS with the closing date of 31st December 2025; adopt the report of the Company's Supervisory Board and the Audit Committee**

The Board recommends the General Meeting to acknowledge the report of the Company's Supervisory Board and Audit Committee on the annual accounts made under the IFRS with the closing date of 31 December 2025.

In a written decision on 08 April 2026 the Supervisory Board and the Audit Committee adopted the report on the separate annual accounts made under the IFRS with the closing date of 31 December 2025 with the *consolidated resolution no. 3/2026. (04.08.) of the Supervisory Board and the Audit Committee.*

The report of the Supervisory Board and the Audit Committee on the annual accounts made in line with IFRS with the closing date of 31 December 2025 forms Annex no. 4. of present Documents of the General Meeting.

#### **DRAFT RESOLUTION**

**The General Meeting adopts the report of the Supervisory Board and the Audit Committee on the separate annual accounts made under the IFRS with the closing date of 31 December 2025.**

*[Based on resolution no. 10/2026. (04.08.) of the Board.]*

## SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 8.

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### **Report of the Company's auditor on the separate annual accounts made under the IFRS with the closing date of 31st December 2025; adopt the report of the Auditor**

The Board recommends the General Meeting to acknowledge the report of the Company's Auditor committee on the separate annual accounts made under the IFRS with the closing date of 31 December 2025.

The report of the Auditor forms *Annex no. 5*, of present Documents of the General Meeting.

In a written decision on 08 April 2026 the Supervisory Board and the Audit Committee adopted the report of the Auditor on the annual accounts made in line with IFRS with the closing date of 31 December 2025 with the *consolidated resolution no. 2/2026. (04.08.) of the Supervisory Board and the Audit Committee*.

#### **DRAFT RESOLUTION**

**The General Meeting adopts the report of the Auditor on the separate annual accounts made under the IFRS with the closing date of 31 December 2025.**

*[Based on the resolution no. 11/2026. (04.08.) of the Board.]*

## SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 9.

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**Adopt the separate annual account made under the IFRS with the closing date of 31 December 2025**

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The Board recommends the General Meeting to adopt the separate annual account made under the IFRS with the closing date of 31 December 2025 (4CAEB26F5657690DC56DC1880BE467E351D7E56658F62BDD209942D8242164F2) with the following main data:

Total comprehensive income: 2.796.166.000 HUF profit  
Total Assets: 20.961.968.000 HUF

In a written decision on 08 April 2026 the Supervisory Board and the Audit Committee adopted the reports on the separate annual account made under the IFRS with the closing date of 31 December 2025 by the *consolidated resolution no. 4/2026. (04.08.) of the Supervisory Board and the Audit Committee* and also recommends to the General Meeting to adopt the separate annual account made under the IFRS with the closing date of 31 December 2025.

The report of the Supervisory Board and the Audit Committee on the separate annual account made under the IFRS with the closing date of 31 December 2025 forms *Annex no. 4* of present Documents of the General Meeting.

### **DRAFT RESOLUTION**

**The General Meeting adopts the separate annual account of the Company made under the IFRS with the closing date of 31 December 2025 with the following main data:**

**Total comprehensive income: 2.796.166.000 HUF profit  
Total Assets: 20.961.968.000 HUF**

*[Based on resolution no. 12/2026. (04.08.) of the Board.]*

## SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 10.

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### **Decision of the utilization of after-tax profits, determination of dividend for the shareholders of the Company**

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The Board of Directors informs the Esteemed Shareholders that in order to mitigate the impact of extraordinary share price movements caused by the publication of information and expectations surrounding the annual dividend payment, it shifted from an annual to a semi-annual dividend payment schedule in year 2025. This new dividend policy is planned to be applied already in relation to the dividend for the financial year 2025.

The intention of the Board of Directors is to pay a total dividend of HUF 2,500 million to holders of ordinary shares during 2026, as disclosed in the Q4 2025 report. As approximately 60% of the Group's results are generated by the Italian subsidiaries, and local dividend distribution rules in Italy are more restrictive compared to Hungarian regulations, the Company also applied the institution of interim dividend payment in connection with the implementation of the dividend plan of HUF 1,500 million disclosed in the Q4 2024 report, as follows:

Dividend payment plan for ordinary shares disclosed in the Q4 2024 report: HUF 1,500 million, of which

- 1) Dividend approved by the General Meeting held on 30 April 2025: HUF 750 million
- 2) Interim dividend approved by the General Meeting held on 28 November 2025: HUF 750 million.

In its Q4 2025 report, the Board of Directors expressed its intention to pay a total dividend of HUF 2,500 million to ordinary shareholders after the 2025 financial year. Due to the two-level holding structure of the Italian subsidiaries and the timing constraints on dividend distributions imposed by specific local regulations, the Board of Directors plans to propose the payment of dividends to ordinary shares as follows:

- 1) Dividend approved by the General Meeting to be held on 29 April 2026: HUF 2,000 million, of which HUF 750 million corresponds to the conversion of the previously paid interim dividend into a final dividend, i.e. the actually payable dividend amounts to HUF 1,250 million
- 2) An additional interim dividend of HUF 1,250 million attributable to ordinary shares, to be approved by an extraordinary general meeting convened on the basis of an interim balance sheet, and paid by 31 December 2026.

By the semi-annual dividend payments in May–June and November–December, the Board of Directors aims to provide investors with a predictable and regular income stream, thereby supporting financial planning and long-term confidence. The Board believes that this form of shareholder value creation not only ensures liquidity but also contributes to lower share price volatility and strengthens the long-term attractiveness of the shares.

The proposals of the Board of Directors are as follows:

The Board of Directors proposes the General Meeting to decide to pay a total amount HUF 2.255.434.000 (two billion two hundred fifty-five million four hundred thirty-four thousand forint) dividend to the shareholders from which the amount of employee shares is HUF 255.434.000, while the amount of ordinary shares is HUF 2.000.000.000 (HUF 58,16 dividend / share for each of the 34.387.870 pieces of ordinary shares). With regard to the no. 6/2025. (11.28.) decision regarding the interim dividends, the amount of payable for each ordinary shares would be the difference between the HUF 21,81 interim dividend per share and the current HUF 58,16 dividend per share, therefore the payable dividend is HUF 36,35 per ordinary share. In accordance with the provisions of the Articles of Association the date of the payment of the dividend shall be determined by the Board, which shall be entitled to decide on the payment of dividend in several installments. In relation with the payment of dividend in one or more installments the Board shall be entitled to dispose differently in respects with the ordinary shares and the employee shares. Those shareholders shall be entitled to dividend, who is listed in the share register on the basis of the identification procedure. In case the Board decides to pay the dividend in more installments, the entitlement to dividends shall be determined before each payment according to the above.

In accordance with Article 18.2. of the Articles of Association, the General Meeting decides which part of the after-tax profit could be reinvested and which part could be paid out as dividend.

In a written decision on 08 April 2026 the Supervisory Board and the Audit Committee supported the above suggestion of the Board with the *consolidated resolution no. 9/2026. (04.08.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

#### **DRAFT RESOLUTION**

, „The Board of Directors proposes that The General Meeting decide to pay a total amount of HUF 2.255.434.000 (two billion two hundred fifty-five million four hundred thirty-four thousand forint) – dividend to the shareholders from which the amount of employee shares is HUF 255.434.000, while the amount of ordinary shares is HUF 2.000.000.000 (HUF 58,16 dividend / ordinary share). With regard to the no. 6/2025. (11.28.) decision regarding the interim dividends, the amount of payable for each ordinary shares would be the difference between the HUF 21,81 interim dividend per share and the current HUF 58,16 dividend per share, therefore the payable dividend is HUF 36,35 per ordinary share. In accordance with the provisions of the Articles of Association the date of the payment of the dividend shall be determined by the Board, which shall be entitled to decide on the payment of dividend in several installments. In relation with the payment of dividend in one or more installments the Board shall be entitled to dispose differently in respects to the ordinary shares and the employee shares. Those shareholders shall be entitled to dividend, who is listed in the share register on the basis of the identification procedure. In case the Board decide to pay the dividend in more installments, the entitlement to dividends shall be determined before each payment according to the above.”

*[Based on resolution no. 13/2026. (04.08.) of the Board.]*



## SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 11.

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### **Report of the Board on the Company's business year of 2025, financial situation and business policy, decision on the adoption of the report, decision on discharging the members of the Board.**

The Board proposes the General Meeting to adopt with a resolution the report of the Board on the Company's business year of 2025, financial situation and business policy.

The Report of the Board on the Company's business year of 2025 is the same in content with the business report which is a part of the consolidated accounts compiled under the IFRS made with the closing date of 31 December 2025; the report forms part of *Annex no.1* of present Documents of the General Meeting.

The Board based on the suggested report asks the General Meeting to review the work of the Board in the business year 2025 and also to give the waiver according to Section 8.12 of the Articles of Association. The Board suggests deciding with separate resolution in the above matters.

In a written decision on 08 April 2026 the Supervisory Board and the Audit Committee supported the above suggestion of the Board with the *consolidated resolution no. 1/2026. (04.08.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

#### **DRAFT RESOLUTION**

**The General Meeting adopts the report of the Board on the Company's business year 2025, the financial situation and the business policy.**

**The General Meeting reviewed the work of the Board in the business year 2025 and gives waiver according to Section 8.12 of the Articles of Association to the members of the Board.**

*[Based on resolution no. 14/2026. (04.08.) of the Board.]*

## SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 12.

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### **Decision on the adoption of the Corporate Governance Report**

The Board introduces the Corporate Governance Report to the General Meeting and recommends adopting it with a resolution.

The Corporate Governance Report of the Company forms *Annex no. 6.* of present Documents of the General Meeting.

In a written decision on 08 April 2026 the Supervisory Board and the Audit Committee supported the above suggestion of the Board with the *consolidated resolution no. 10/2026. (04.08.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

#### **DRAFT RESOLUTION**

**The General Meeting adopts the Corporate Governance Report of the Company.**

*[Based on resolution no. 15/2026. (04.08.) of the Company.]*

## SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 13.

### Appointment of the members of the Board

The Board suggest the General Meeting to decide about the extension of the mandate of the Ferenc Máté (mother's name: Petrenka Zsuzsanna Éva, address: 1121 Budapest, Denevér út 70.) and dr. Jenő Nagy (mother's name: Julianna Farkas, resident: 1037 Budapest, Floating Slope 22) and Dániel Schilling (mother's name: Horváth Ágota Teréz, resident: 1126 Budapest, Kiss János altábornagy u. 38.) members of the Board until **31 May 2027** with a joint right of representation in accordance with the Deed of foundation with that the other representative shall be always Gay Dymischiz or Doron Dymischiz. The members of the Board of Directors shall be remunerated in connection with this legal relationship based on the Management Remuneration Policy of the Company.

The mandate of the members of the Boards shall be extended and also come into force if the members accept the appointment.

The Board suggests the General Meeting to decide about the extension of the mandate of the Ferenc Máté and dr. Jenő Nagy and Dániel Schilling as members of the Board with separate resolutions.

In a written decision on 08 April 2026 the Supervisory Board and the Audit Committee supported the above suggestion of the Board with the *consolidated resolution no. 11/2026. (04.08.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

#### DRAFT RESOLUTIONS

**The General Meeting decides to extent to mandate of Ferenc Máté (mother's name: Petrenka Zsuzsanna Éva, address: 1121 Budapest, Denevér út 70.) member of the Board, until 31 May 2027 with a joint right of representation in accordance with the Deed of foundation with that the other representative shall be always Gay Dymischiz or Doron Dymischiz. The mandate of the member shall be extended if the Board member accepts the appointment.**

**The General Meeting decides to extent to mandate of dr. Nagy Jenő (her mother's name: Julianna Farkas, residing at 1037 Budapest, Hailing slope 22.) member of the Board, until 31 May 2027 with a joint right of representation in accordance with the Deed of foundation with that the other representative shall be always Gay Dymischiz or Doron Dymischiz. The mandate of the member shall be extended if the Board member accepts the appointment.**

**The General Meeting decides to extent to mandate of Dániel Schilling (mother's name: Horváth Ágota Teréz, resident: 1126 Budapest, Kiss János altábornagy u. 38.) member of the Board, until 31 May 2027 with a joint right of representation in accordance with the Deed of foundation with that the other representative shall be always Gay Dymischiz or Doron Dymischiz. The mandate of the member shall be extended if the Board member accepts the appointment.**

**The members of the Board of Directors shall be remunerated in connection with this legal relationship based on the Management Remuneration Policy of the Company.**

*[Based on resolution no. 16/2026. (04.08.) of the Board.]*

## SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 14.

### **Extension of the mandate of the members of the Supervisory Board, election of members of the Supervisory Board, decision on the remuneration of the members of the Supervisory Board**

The Board recommends the General Meeting to decide about the extension of the mandate of the members Károly Redling (mother's name: Éva Tamási; address: H-1112 Budapest, Kányakapu utca 5. 2. em. 4.) and Dr. György Martin Hajdu (mother's name: Dr. Éva Balogh; address: H-1026 Budapest, Széplak utca 11.) and Kálmán Nagy (mother's name: dr. Orsolya Miskolczi, address: H-1121 Budapest, Mártonhegyi út 11/A) of the Supervisory Board until 31 May 2027.

Based on that, the Board suggests to the General Meeting that the members of the Supervisory Board shall be continuously, but until 31 May 2027 the following people:

Károly Redling (mother's name: Tamási Éva; address: 1112 Budapest, Kányakapu utca 5. 2. em. 4.)

Dr. György Martin Hajdu (mother's name: Dr. Balogh Éva; address: 1026 Budapest, Széplak utca 11.)

Kálmán Nagy (mother's name: dr. Orsolya Miskolczi, address: H-1121 Budapest, Mártonhegyi út 11/A).

The Board suggests the General Meeting to decide about the mandate of the members of the Supervisory Board and the remuneration of the members of the Supervisory Board with separate resolutions.

The mandate of the members of the Supervisory Board and the Audit Committee shall be extended or established if the members accept the appointment.

The Board suggest to the General Meeting to decide about the remuneration of the members of the Supervisory Board and Audit Committee in the amount of gross HUF 255.000,- per month from 29 April 2026 until 31 May 2027 per each member of the Supervisory Board, which amount includes the remuneration both for the membership of the Supervisory Board and the Audit Committee, and to decide about the remuneration of the Chairman of the Supervisory Board in the amount of gross HUF 320.000,-, which shall also include the membership of the Supervisory Board and the Audit Committee.

In a written decision on 08 April 2026 the Supervisory Board and the Audit Committee supported the above suggestion of the Board with *consolidated resolution no. 12/2026. (04.08.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it with that the members of the Supervisory Board previously made declaration that in case the General Meeting adopts the extension of their mandate and the present remuneration, they accept it.

#### **DRAFT RESOLUTIONS**

**The General Meeting decides to extend the mandate of Károly Redling (mother's name: Éva Tamási; address: H-1112 Budapest, Kányakapu utca 5. 2. em. 4.) as member of the Supervisory Board of the Company until 31 May 2027. The mandate shall be extended subject to the acceptance of the appointment by the Supervisory Board member.**

**The General Meeting decides to extend the mandate of Dr. György Martin Hajdu (mother's name: Dr. Éva Balogh; address: H-1026 Budapest, Széplak utca 11.) as member of the Supervisory Board of the Company until 31 May 2027. The mandate shall be extended subject to the acceptance of the appointment by the Supervisory Board member.**

**The General Meeting decides to extend the mandate of Kálmán Nagy (mother's name: dr. Orsolya Miskolczi, address: H-1121 Budapest, Mártonhegyi út 11/A) as member of the Supervisory Board of the Company until 31 May 2027. The mandate shall be extended subject to the acceptance of the appointment by the Supervisory Board member.**

**The General Meeting determinates the remuneration of the members of the Supervisory Board until 31 May 2027 in the amount of gross HUF 255.000,- monthly per each member of the Supervisory Board, which amount includes the remuneration both for the membership of the Supervisory Board and the Audit Committee, and decides about the remuneration of the Chairman of the Supervisory Board in the amount of gross HUF 320.000,-, which shall also include the membership of the Supervisory Board and the Audit Committee.**

*[Based on resolution no. 17/2026. (04.08.) of the Board and resolution no. 18/2026. (04.08.) of the Board.]*

## SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 15.

### **Extension of the mandate of the members of the Audit Committee, election of Audit Committee, decision on the remuneration of the members of the Audit Committee**

The Board recommends the General Meeting to decide about the extension of the mandate of the members Károly Redling (mother's name: Éva Tamási; address: H-1112 Budapest, Kányakapu utca 5. 2. em. 4.) and Dr. György Martin Hajdu (mother's name: Dr. Éva Balogh; address: H-1026 Budapest, Széplak utca 11.) and Kálmán Nagy (mother's name: dr. Orsolya Miskolczi, address: H-1121 Budapest, Mártonhegyi út 11/A) of the Audit Committee until 31 May 2027.

Based on that, the Board suggests to the General Meeting that the members of the Audit Committee shall be continuously, but until 31 May 2027 the following people:

Károly Redling (mother's name: Tamási Éva; address: 1112 Budapest, Kányakapu utca 5. 2. em. 4.)

Dr. György Martin Hajdu (mother's name: Dr. Balogh Éva; address: 1026 Budapest, Széplak utca 11.)

Kálmán Nagy (mother's name: dr. Orsolya Miskolczi, address: H-1121 Budapest, Mártonhegyi út 11/A)

The Board suggests the General Meeting to decide about the prolongation of the mandate of the members of the Audit Committee and the remuneration of the members of the Audit Committee with separate resolutions.

The mandate of the members of the Audit Committee shall be extended or established if the members accept the appointment.

The Board suggest to the General Meeting to decide about the remuneration of the members of the Supervisory Board and Audit Committee in the amount of gross HUF 255 000,- per month from 29 April 2026 until 31 May 2027 per each member of the Audit Committee, which amount includes the remuneration both for the membership of the Supervisory Board and the Audit Committee, and to decide about the remuneration of the Chairman of the Audit Committee in the amount of gross HUF 320.000,-, which shall also include the membership of the Supervisory Board and the Audit Committee.

In a written decision on 08 April 2026 the Supervisory Board and the Audit Committee supported the above suggestion of the Board on the consolidated session which was held on 08 April 2026 with the *consolidated resolution no. 12/2026. (04.08.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

### **DRAFT RESOLUTIONS**

**The General Meeting decide to extend the mandate of Károly Redling (mother's name: Éva Tamási; address: H-1112 Budapest, Kányakapu utca 5. 2. em. 4.) as member of the Audit Committee of the Company until 31 May 2027. The mandate shall be extended subject to the acceptance of the appointment by the Audit Committee member.**

**The General Meeting decide to extent the mandate of Dr. György Martin Hajdu (mother's name: Dr. Éva Balogh; address: H-1026 Budapest, Széplak utca 11.) as member of the Audit Committee of the Company until 31 May 2027. The mandate shall be extended subject to the acceptance of the appointment by the Audit Committee member.**

**The General Meeting decide to extent the mandate of Kálmán Nagy (mother's name: dr. Orsolya Miskolczi, address: H-1121 Budapest, Mártonhegyi út 11/A) as member of the Audit Committee of the Company until 31 May 2027. The mandate shall be extended subject to the acceptance of the appointment by the Audit Committee member.**

**The General Meeting determinates the remuneration of the members of the Audit Committee until 31 May 2027 in the amount of gross HUF 255.000,- monthly per each member, which amount includes the remuneration both for the membership of the Supervisory Board and the Audit Committee, and decides about the remuneration of the Chairman of the Audit Committee in the amount of gross HUF 320.000,-, which shall also include the membership of the Supervisory Board and the Audit Committee.**

*[Based on resolution no. 17/2026. (04.08.) of the Board and resolution no. 18/2026. (04.08.) of the Board.]*

## SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 16-17.

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### Election of the Auditor and decision about the remuneration of the Auditor

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The Board suggest the General Meeting to elect the Ernst & Young Könyvvizsgáló Kft. (1132 Budapest, Váci út 20.; Cg.: 01 09 267553; personally responsible auditor: Varga János, registration number: MKVK-007319) from 29 April 2026 until 31 May 2027.

The Board suggest the General Meeting to determine the remuneration of the Ernst & Young Könyvvizsgáló Kft in a maximum amount of 102 000 EUR for the business year of 2025, which on top of the audit of the sole and consolidated annual net account of the company made in, and which amount includes the fee of the eventually quarter and the half year examination but does not include the audit fee for the examination of the Company's subsidiaries.

In a written decision on 08 April 2026 the Supervisory Board and the Audit Committee supported the above suggestion of the Board with the *consolidated resolution no. 13/2026. (04.08.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

#### **DRAFT RESOLUTION**

**The General Meeting elects the Ernst & Young Könyvvizsgáló Kft (1132 Budapest, Váci út 20.; Cg.: 01 09 267553; personally responsible auditor: Varga János, registration number: MKVK-007319) as an Auditor of the Company from 29 April 2026 until 31 May 2027.**

**The General Meeting determines the remuneration of the Auditor from 29 April 2026 until 31 May 2027 in a maximum amount of 102 000 EUR, which amount includes the fee of the audit of the sole and consolidated annual net account of the company and the fee of the eventually quarter and the half year examination, but does not include the audit fee for the examination of the Company's subsidiaries.**

*[Based on resolution no. 19/2026. (04.08.) of the Board]*



## SUGGESTION AND DRAFT RESOLUTION FOR AGENDA ITEM 18.

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### Decisions regarding Employee Stock Ownership Plans (efficiency criteria, option purchase price)

According to the Employee Shareholder Program and Remuneration Policy, decisions of the General Meeting are needed for Employee 2025 Program (Appendix 14.) of the Company's Employee Shareholder Program and Remuneration Policy.

The Company's consolidated revenue for the business year 2025, calculated without the revenues of MyCity Residential Development Kft., Pusztakúti 12. Kft., Reviczky 6-10. Kft., and Hunor utca 24 Ingatlanfejlesztő Kft. (HUF 48.006.312.000), exceeded the Company's consolidated revenue for the business year 2023, calculated in the same manner (HUF 28.092.589.000), therefore it can be stated that the performance indicators of the Employee 2025 Program have been fulfilled.

The Board suggests the General Meeting to adopt that the performance indicator has been fulfilled in Employee 2025 Program (Appendix 14.) of the Employee Shareholder Program and Remuneration Policy, and to determine HUF 1 210 Option Price per Acquirable Share for Employee 2025 Program.

In a written decision on 08 April 2026 the Supervisory Board and the Audit Committee supported the above suggestion of the Board with the consolidated resolution no. 14/2026. (04.08.) of the Supervisory Board and the Audit Committee and also recommended the General Meeting to adopt it.

#### **DRAFT RESOLUTION**

**The General Meeting adopts that the performance indicator has been fulfilled in Employee 2025 Program (Appendix 14.) of the Employee Shareholder Program and Remuneration Policy and decides HUF 1 210 Option Price per Acquirable Share for Employee 2025 Program.**

*[Based on resolution no. 20/2026. (04.08.) of the Board]*

## SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 19.

### Decision on the adoption of new Employee Stock Ownership Plans and modified Remuneration Policy

The Board suggests General meeting to accept in connection with the modified Company's Employee Stock Ownership Plan

- Employee Program 2027 stated in Appendix 18. of Remuneration Policy having regard to the participants indicated in that, subject to the conditions therein and an effective date of 29th April 2026,
- Program 2026-2029 stated in Appendix 19. of Remuneration Policy having regard to the participants indicated in that, subject to the conditions therein and an effective date of 29th April 2026,

furthermore, to extend the authorization of the Board given by all the resolutions of the Shareholders' Meeting to all approved Programs, to their modification and implementation.

The amended Remuneration Policy and all the Programs forms Appendix 7. of present Documents of the General Meeting.

In a written decision on 08 April 2026 the Supervisory Board and the Audit Committee supported the above suggestion of the Board with the *consolidated resolution no. 15/2026. (04.08.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

#### DRAFT RESOLUTION

**Regarding Company's modified Employee Stock Ownership Plans and Remuneration Policy the General Meeting accepts the**

- Employee Program 2027 stated in Appendix 18. of Remuneration Policy having regard to the participants indicated in that, subject to the conditions therein and an effective date of 29th April 2026,
- Program 2026-2029 stated in Appendix 19. of Remuneration Policy having regard to the participants indicated in that, subject to the conditions therein and an effective date of 29th April 2026,

**furthermore, to extend the authorization of the Board given by all the resolutions of the Shareholders' Meeting to all approved Programs, to their modification and implementation. The General Meeting authorizes the Board, pursuant to Section 7.1.4 of the Remuneration Policy, to adopt a resolution regarding the retention of eligibility to participate, with effect for all approved Programs that do not qualify as "employee" programs.**

*[Based on resolution no.21/2026. (04.08.) of the Board]*

## SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 20.

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### Report of the Management Board on the acquisitions of own shares

The Board suggests the General Meeting to accept the report of the Board regarding the 22.301 pieces of class „A” ordinary shares issued by the Company with an ISIN number of HU0000177613 and with a total nominal value of HUF 111.505, incorporating 0,06 % of the total share capital of the Company purchased in the total amount of HUF 21.173.778 price (on the average price of HUF 949,45, minimum price of HUF 928 and maximum price of HUF 976) from **30 April 2025** to the day of the General Meeting.

In a written decision on 08 April 2026 the Supervisory Board and the Audit Committee supported the above suggestion of the Board with the *consolidated resolution no. 16/2026. (04.08.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

#### DRAFT RESOLUTION

**The General Meeting accepts the report of the Board regarding 22.301 pieces of class „A” ordinary shares issued by the Company with an ISIN number of HU0000177613 and with a total nominal value of HUF 111.505, incorporating 0,06 % of the total share capital of the Company purchased in the total amount of HUF 21.173.778 price (on the average price of HUF 949,45, minimum price of HUF 928 and maximum price of HUF 976) from 30 April 2025 to the day of the General Meeting.**

*[Based on resolution no. 22/2026. (04.08.) of the Board]*

## SUGGESTION AD DRAFT RESOLUTION FOR AGENDA ITEM 21.

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### Authorization of the Management Board regarding the acquisition of own shares

With regard to the end date of the resolution Nr. 31/2025. (04.30.) of the General Meeting, the Board suggests that the General Meeting aligns the start date of the authorization to purchase own shares with the date of the annual general meeting.

Therefore, the Board suggests General Meeting to terminate the authorization based on resolution Nr. 31/2025. (04.30.) of the General Meeting with an ending date of April 29, 2026 and give an authorization to the Board of the Company regarding the acquisition of own shares, from 1 May 2026 for 18 month-long period issued, in accordance with Subsection 1 of Section 3:223 of Act V of 2013 (Ptk.), "A" series shares issued by the Company of up to 200 000 each with a nominal value of HUF 5 each with a purchase price per unit of at least HUF 300 and up to HUF 2.500 in the aim of execution of Employee Shareholder's Program, expressly extended for all the Programs accepted by the General Meeting.

In a written decision on 08 April 2026 the Supervisory Board and the Audit Committee supported the above suggestion of the Board with the consolidated resolution no. 17/2026. (04.08.) of the Supervisory Board and the Audit Committee and also recommended the General Meeting to adopt it.

#### **DRAFT RESOLUTION**

**The General Meeting terminates the authorization based on resolution Nr. 31/2025. (04.30.) of the General Meeting with an ending date of April 29, 2026, and gives an authorization to the Board of the Company regarding the acquisition of own shares, from 1 May 2026 for 18 month-long period issued, in accordance with Subsection 1 of Section 3:223 of Act V of 2013 (Ptk.), "A" series shares issued by the Company of up to 200 000 each with a nominal value of HUF 5 each with a purchase price per unit of at least HUF 300 and up to HUF 2.500 in the aim of execution of Employee Shareholder's Program, expressly extended for all the Programs accepted by the General Meeting.**

*[Based on resolution no. 23/2026. (04.08.) of the Board]*

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## SUGGESTION AND DRAFT RESOLUTION FOR AGENDA ITEM 22.

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### Acceptance of the modified Articles of Association of the Company

The Board suggests the General Meeting to adopt the Articles of Association of the Company consolidated with the amendments determined by the resolutions of the General Meeting.

The amended articles of association of the Company forms *Appendix 8.* of present Document of the General Meeting.

In a written decision on 08 April 2026 the Supervisory Board and the Audit Committee supported the above suggestion of the Board with the *consolidated resolution no. 18/2026. (04.08.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

#### **DRAFT RESOLUTION**

**The General Meeting adopts the Articles of Association of the Company consolidated with the amendments determined by the resolutions of the General Meeting.**

*[Based on resolution no. 24/2026. (04.08.) of the Board]*

## SUGGESTION AND DRAFT RESOLUTION FOR AGENDA ITEM 23.

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### Consultative voting about the Management Remuneration Policy of the Company

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The Board adopts the amended Management Remuneration Policy of the Company and suggests the General Meeting to approve the Management Remuneration Policy of the Company, according to subsection 2 of Section 3:268 of the Hungarian Civil Code, through consultative voting.

The remuneration policy forms Appendix 9. of present Document of General Meeting.

In a written decision on 08 April 2026 the Supervisory Board and the Audit Committee supported the above suggestion of the Board with the *consolidated resolution no. 19/2026. (04.08.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

#### **DRAFT RESOLUTION**

**The General Meeting approved the modified Management Remuneration Policy according to Act LXVII of 2019 through a consultative voting as declared in subsection 2 of Section 3:268 of the Hungarian Civil Code.**

*[Based on resolution no. 25/2026. (04.08.) of the Board]*

## SUGGESTION AND DRAFT RESOLUTION FOR AGENDA ITEM 24.

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### Consultative voting about the Remuneration Report of the Company

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The Board approves the Remuneration Report for the year of 2025 on the Management Remuneration Policy of the Company, which has been audited by the auditor, in accordance with Article 19 of Act LXVII of 2019, and suggests it to the General Meeting for further approval.

The Remuneration Report forms *Appendix 10.* of present Document of General Meeting.

In a written decision on 08 April 2026 the Supervisory Board and the Audit Committee supported the above suggestion of the Board with the *consolidated resolution no. 20/2026. (04.08.) of the Supervisory Board and the Audit Committee* and also recommended the General Meeting to adopt it.

#### **DRAFT RESOLUTION**

**The General Meeting approves the Remuneration Report of 2025 on the Management Remuneration Policy, which has been audited by the auditor, in accordance with Article 21 of Act LXVII of 2019.**

*[Based on resolution no. 26/2026. (04.08.) of the Board]*

**Other questions**