



## SUBMISSIONS AND PROPOSALS FOR RESOLUTION

OPUS GLOBAL Public Limited Company  
ORDINARY GENERAL MEETING  
held on 30 April 2020 at 10:00

OPUS GLOBAL Public Limited Company (seat of business: 1062 Budapest, Andrásy út 59.; company registration number: 01-10-042533; court of registration: Fővárosi Törvényszék Cégbírósága /in English: Company Registry Court of Budapest-Capital Regional Court/) (hereinafter referred to as **Company**) hereby respectfully informs the Esteemed Shareholders on the submissions and proposals for resolution in respect of the agenda items of the annual ordinary general meeting (hereinafter referred to as **General Meeting**)<sup>1</sup> held upon 30 April 2020.

Firstly, the Board of Directors of the Company shall hereby state and confirm the preamble included in the Invitation Letter of the General Meeting, namely OPUS GLOBAL Plc. shall not see any possibilities to hold the General Meeting of the Company, in accordance with the Event Calendar of the Company as of 20 December 2019 and in line with the Articles of Association, planned to be on 20 April 2020 upon personal presence. Although, it is our explicit opinion, and on account of the transparent operation, the hereof shall not mean to have the rights of the Esteemed Shareholders in respect of the possibility of being informed fully and without delay on the agenda items and the related submissions of the general meeting impeded.

The Board of Directors of the Company informed the Esteemed Shareholders – in particular, on account of the special situation caused by the human pandemic of Covid 19 – that the Board of Directors and the Supervisory Board shall not hereby hold their meeting personally but instead of the hereof, the vote in writing without holding a meeting on the agenda items related the submissions included in the Invitation Letter of the Annual Ordinary General Meeting, and in respect to the agenda items related to the submissions are to be disclosed for the Shareholders by the Company in a downloadable mode on the website of the Company ([www.opusglobal.hu](http://www.opusglobal.hu)), and on the website of Budapest Stock Exchange ([www.bet.hu](http://www.bet.hu)) and on the official publication site operated by the Hungarian National Bank ([www.kozzetetelek.mnb.hu](http://www.kozzetetelek.mnb.hu)) not later than 09 April 2020.

The Board of Directors of the Company shall hereby emphasize that, provided that the case of emergency winds up until the planned date of the General Meeting, the General Meeting is to be held in accordance with the agenda item related to the submissions and in line with the proposals for resolutions, and to the extent that a new regulation on the General Meeting holding comes into force between the date of the disclosure of this 'Submissions and Proposals for resolution' and the targeted date of the General Meeting our Company is to act in accordance with the hereof.

<sup>1</sup> [https://www.bet.hu/newkibdata/128384173/OPUS\\_KGY\\_Megh%C3%ADv%C3%B3\\_20200430.pdf](https://www.bet.hu/newkibdata/128384173/OPUS_KGY_Megh%C3%ADv%C3%B3_20200430.pdf)



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The Board of Directors shall disclose the hereinunder submissions and proposals for resolution to the Esteemed Shareholders as follows:

**Agenda item No. 1:**

**Decision on the approval of the Company's individual annual report for 2019 compiled in line with IFRS on the basis of the submission of the Board of Directors, of the opinion of the Audit Committee and of the Supervisory Board and of the declaration of the Auditor**

Submissions to Agenda item No. 1:

Regarding the hereof agenda item, the Board of Directors shall hereby inform the Esteemed Shareholders on the preparation of the Company's *individual* annual report for 2019 compiled in line with IFRS and on the measures done to make the hereof report available for its Shareholders on the website of the Company, on the website of Budapest Stock Exchange and on the official publication surface of the Hungarian National Bank upon disclosure – and, thus, it is downloadable without restrictions.

The Board of Directors made the decision by means of the Board of Directors Resolution under the number of 3/2020. (IV. 09.) on the approval of the Company's individual non-consolidated annual report for 2019 compiled in line with IFRS with its annexes upon the Balance sheet total of the amount of 227,926,758,-HUF in thousands, and upon the profit after tax of the amount of 7,921,362,-HUF in thousands – with that, the Board of Directors shall not suggest payment of dividends and, thus, in accordance with the proposal the total amount of the profit after tax of the parent company is accounted for the accumulated profit reserve and the hereinunder main data are to be approved by the General Meeting as follows:

<b>Invested assets:</b>	186,638,205,-HUF	in
	thousands	
<b>Current assets:</b>	41,288,553,-HUF	in
	thousands	
<b>Assets in total:</b>	227,926,758,-HUF	in
	thousands	
<b>Own equity:</b>	191,336,808,-HUF	in
	thousands	
<b>out of which issued share capital:</b>	17,541,151,-HUF	in
	thousands	
<b>Liabilities:</b>	36,589,952,-HUF	in
	thousands	
<b>Provisions:</b>	8,592,-HUF	in thousands
<b>Resources in total:</b>	227,926,758,-HUF	in
	thousands	

Moreover, the Board of Directors shall hereby inform the Esteemed Shareholders on the preparation of the Company's management report on the presentation of the Company's business performance, improvement and introduction of the management attached to the individual annual report for 2019 and respectively on the measures done to make the hereof report available for its Shareholders on the website of the Company, on the website of Budapest Stock Exchange and on the official publication surface of the Hungarian National Bank upon disclosure – and, thus, it is downloadable without restrictions.

*The Board of Directors shall hereby propose for the General Meeting to acknowledge the management report.*

Furthermore, the Board of Directors shall hereby inform the Esteemed Shareholders that the Supervisory Board and Audit Committee of the Company drafted the Supervisory Board and Audit Committee report for 2019 in relation to the *individual* annual report for 2019 and the Board of Directors shall respectively took measures on making the hereof report available for its Shareholders on the website of the Company, on the website of Budapest Stock Exchange and on the official publication surface of the Hungarian National Bank upon disclosure – and, thus, it is downloadable without restrictions.

*The Board of Directors shall hereby propose for the General Meeting to acknowledge the Supervisory Board and the Audit Committee Report.*

Furthermore, the Board of Directors shall hereby inform the Esteemed Shareholders that the Company’s Auditor drew up the audit report 2019 in relation to the *individual* annual report for 2019 and the Board of Directors shall respectively took measures on making the hereof report available for its Shareholders on the website of the Company, on the website of Budapest Stock Exchange and on the official publication surface of the Hungarian National Bank upon disclosure – and, thus, it is downloadable without restrictions.

*The Board of Directors shall hereby propose for the General Meeting to acknowledge the Audit Report.*

In line with the hereinabove, the Board of Directors shall hereby make proposal for the approval of the hereinunder General Meeting Resolution as follows.

Proposal for resolution to Agenda item No. 1:

**General Meeting Resolution No. [■]/2020. (IV.30.):**

Upon this General Meeting Resolution the General Meeting shall hereby adopt the Company’s individual non-consolidated annual report for 2019 compiled in line with IFRS with its annexes upon the Balance sheet total in the amount of 227,926,758,-HUF in thousands, and upon the profit after tax in the amount of 7,921,362,-HUF in thousands – with that, the total amount of the profit after tax of the parent company with the thereof main data is accounted for the accumulated profit reserve:

Invested assets:	186,638,205,-HUF	in
	thousands	
Current assets:	41,288,553,-HUF	in
	thousands	
Assets in total:	227,926,758,-HUF	in
	thousands	
Own equity:	191,336,808,-HUF	in
	thousands	
out of which issued share capital:	17,541,151,-HUF	in
	thousands	
Liabilities:	36,589,952,-HUF	in
	thousands	
Provisions:	8,592,-HUF	in thousands
Resources in total:	227,926,758,-HUF	in
	thousands	

Furthermore, upon this resolution the General Meeting shall hereby state the acknowledgment of the management report on the presentation of the Company’s business performance, improvement and introduction of the management compiled by the Board of Directors, and the Supervisory Board and Audit Committee Report

for 2019 prepared by the Supervisory Board and the Audit Committee, and, moreover, the report compiled by the Auditor attached to the Company's individual annual report for 2019.

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**Agenda item No. 2:**

**Decision on the approval of the Company's consolidated annual report for 2019 compiled in line with IFRS on the basis of the submission of the Board of Directors, the opinion of the Audit Committee and the Supervisory Board and the declaration of the Auditor**

Submission to Agenda item No. 2:

In conjunction with the hereof agenda item the Board of Directors drafted the *consolidated* annual report, and the related Company's management report on the Company's business performance, improvement and introduction of the management and respectively took measures on to make the hereof documents available for its Shareholders on the website of the Company, on the website of Budapest Stock Exchange and on the official publication surface of the Hungarian National Bank upon disclosure – and, thus, it is downloadable without restrictions.

In accordance with the management of the year 2019 and as a result of the hereinafter, the Board of Directors, in its submission, shall hereby underline that, to evidence its contributions-in-kind of the companies (Corporate Group) under the areas of consolidation being outstanding in special divisions as a significant income growth has been realized upon a whole year on. With regards the year of 2019, the operational income of the Corporate Group was increased almost two times, to the amount of 210,142,393,-HUF in thousands compared to the PROFORMA data of the amount of 88,518,737,-HUF in thousands. In accordance with the Board of Directors' judgement, the hereof growth is considered to be a significant as the turnover of the discontinued activities was already filtered in 2019.

Regarding the operation of the Corporate Group, the value of EBITDA margin presented the aforesaid significance, as the amount of the hereof exceeded 24 billion Hungarian Forints (namely 24,082,162,-HUF in thousands). It can be stated that the aforementioned result shows double growth compared to the PROFORMA result in respect of 2018.

The Board of Directors shall hereby propose for the General Meeting to adapt the Company's consolidated annual report for 2019 compiled in line with IFRS upon the Balance sheet total in the amount of 646,210,235,-HUF in thousands and the profit after tax in the amount of (-)-34,222.696,-HUF in thousands upon the hereinunder main data as follows:

<b>Over-the-year assets:</b>	370,341,275,-HUF	in thousands
<b>Current assets:</b>	275,868,960,-HUF	in thousands
<b>Assets in total:</b>	646,210,235,-HUF	in thousands
<b>Own equity:</b>	287,555,167,-HUF	in thousands

<b>Liabilities:</b>	358,655,068,-HUF	in thousands
<b>Resources in total:</b>	646,210,235,-HUF	in thousands

Moreover, the Board of Directors shall inform the Esteemed Shareholders on the preparation of the Company's management report on the Company's business performance, improvement and introduction of the management in relation to the consolidated annual report for 2019 and respectively on the measures done to make the hereof report available for its Shareholders on the website of the Company, on the website of Budapest Stock Exchange and on the official publication surface of the Hungarian National Bank upon disclosure – and, thus, it is downloadable without restrictions.

*The Board of Directors shall hereby propose for the General Meeting to acknowledge the management report.*

Furthermore, the Board of Directors shall hereby inform the Esteemed Shareholders that the Supervisory Board and Audit Committee of the Company drafted the Supervisory Board and Audit Committee report for 2019 in relation to the consolidated annual report for 2019 and the Board of Directors shall respectively took measures on making the hereof report available for its Shareholders on the website of the Company, on the website of Budapest Stock Exchange and on the official publication surface of the Hungarian National Bank upon disclosure – and, thus, it is downloadable without restrictions.

*The Board of Directors shall hereby propose for the General Meeting to acknowledge the Supervisory Board and the Audit Committee Report.*

Furthermore, the Board of Directors shall hereby inform the Esteemed Shareholders that the Company's Auditor drew up the audit report 2019 in relation to the consolidated annual report for 2019 and the Board of Directors shall respectively took measures on making the hereof report available for its Shareholders on the website of the Company, on the website of Budapest Stock Exchange and on the official publication surface of the Hungarian National Bank upon disclosure – and, thus, it is downloadable without restrictions.

*The Board of Directors shall hereby propose for the General Meeting to acknowledge the Audit Report.*

In line with the hereinabove, the Board of Directors shall hereby make proposal for the approval of the hereinunder General Meeting Resolution as follows.

Proposal for resolution to Agenda item No. 2:

**General Meeting Resolution No. [■]/2020. (IV.30.):**

**Upon this resolution the General Meeting shall hereby propose for the General Meeting to adapt the Company's consolidated annual report for 2019 compiled in line with IFRS upon the Balance sheet total in the amount of 646,210,235,-HUF in thousands and the profit after tax in the amount of (-)34 222.696,-HUF in thousands upon the hereinunder main data as follows:**

<b>Over-the-year assets:</b>	370,341,275,-HUF	in thousands
<b>Current assets:</b>	275,868,960,-HUF	in thousands

<b>Assets in total:</b>	646,210,235,-HUF	in thousands
<b>Own equity:</b>	287,555,167,-HUF	in thousands
<b>Liabilities:</b>	358,655,068,-HUF	in thousands
<b>Resources in total:</b>	646,210,235,-HUF	in thousands

Furthermore, upon this resolution the General Meeting shall hereby state the acknowledgment of the management report on the presentation of the Company's business performance, improvement and introduction of the management compiled by the Board of Directors, and the Supervisory Board and Audit Committee Report for 2019 prepared by the Supervisory Board and the Audit Committee, and, moreover, the report compiled by the Auditor attached to the Company's consolidated annual report for 2019.

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**Agenda item No. 3:**

**Decision on the approval of the Company's Annual Report for 2019**

Submission to Agenda item No. 3:

The Board of Directors shall hereby inform the Esteemed Shareholders on the preparation of the hereinabove approved report in a consolidated version of the consolidated annual reports for 2019, that is to say the said documents under the titles of 'OPUS GLOBAL Nyrt. Individual Annual Report for 2019', and 'OPUS GLOBAL Nyrt. Consolidated Annual Report for 2019' and took measures to make the hereof report available its Shareholders on the website of the Company, on the website of Budapest Stock Exchange and on the official publication surface of the Hungarian National Bank upon disclosure – and, thus, it is downloadable without restrictions.

In line with the hereinabove, the Board of Directors shall hereby make proposal for the approval of the hereinunder General Meeting Resolution as follows.

Proposal for resolution to Agenda item No. 3:

**General Meeting Resolution No. [■]/2020. (IV.30.):**

Upon this resolution the General Meeting shall hereby adopt the Company's individual annual report for 2019, (OPUS GLOBAL Nyrt. Individual Annual Report for 2019) and the consolidated annual report for 2019 (OPUS GLOBAL Nyrt. Consolidated Annual Report for 2019) with its all parts.

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**Agenda item No. 4:**

**Decision on the approval of the Company's Corporate Governance Report (CGR) for 2019**

Submission to Agenda item No. 4:

The Board of Directors shall hereby inform the Esteemed Shareholders on the preparation of the Corporate Governance Report of the Company presenting the practice of the corporate governance and the Board of Directors took measures on making the hereof report available for its Shareholders on the website of the

Company, on the website of Budapest Stock Exchange and on the official publication surface of the Hungarian National Bank upon disclosure – and, thus, it is downloadable without restrictions.

The Board of Directors shall hereby propose for the General Meeting to acknowledge the Corporate Governance Report.

The Board of Directors shall hereby make proposal for the approval of the hereinunder General Meeting Resolution as follows.

Proposal for resolution to Agenda item No. 4:

**General Meeting Resolution No. [■]/2020. (IV.30.):**

**Upon this resolution the General Meeting shall hereby adopt the Corporate Governance Report of the Company presenting the practice of the corporate governance.**

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**Agenda item No. 5:**

**Decision on the performance of the Board of Directors and the issue of the discharge for tis members**

Submission to Agenda item No. 5:

The Board of Directors shall hereby propose for the General Meeting to make decision on the compliance of the management activities of the members of the Board of Directors performed for the year of 2019 and the thereto discharge on compliance with regard to the fact that the members of the Board of Directors performed their activities upon keeping the primary interest of the Company in mind.

The Board of Directors shall hereby make proposal for the approval of the hereinunder General Meeting Resolution as follows.

Proposal for resolution to Agenda item No. 5:

**General Meeting Resolution No. [■]/2020. (IV.30.):**

**Upon this resolution the General Meeting shall hereby state that the members of the Board of Directors performed their activities upon keeping the primary interest of the Company in mind, and, consequently, the discharge on the compliance of the management activities of the members is to be issued for the members of the Board of Directors.**

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**Agenda item No. 6:**

**Decision on the Company's permanent statutory auditor election and the determination of the remuneration of the hereof**

Submission to Agenda item No. 6:

The Board of Directors shall hereby inform the Esteemed Shareholders that the assignment of the present permanent statutory auditor of the Company is terminated upon 31 May 2020 and consequently the election of a new permanent statutory auditor is to be necessary.

The Board of Directors shall hereby propose for the General Meeting to elect the new permanent statutory auditor of the Company, namely [Könyvvizsgáló BDO Magyarország Korlátolt Felelősségű Társaság](#) (in English: BDO Hungary Audit Private Limited Liability Company) (seat of business: 1103 Budapest, Kőér utca 2/A C. ép.; company registration number: 01-09-867785; auditor chamber membership number: 002387; 'BDO Hungary Auditor Private Limited Liability Company') for the period between 31 May 2020 and 31 December 2021, until the date of the approval of the annual report on the thereof business year, but not sooner terminated than the end of the specified term as of 31 May 2021. The herein BDO Magyarország Könyvvizsgáló Kft. shall hereby appoint Kékesi Péter (mother's maiden name: Gelics Pirooska; address: 1158 Budapest, Neptun utca 90.; auditor chamber registration number: 007128) a registered auditor, to perform the auditor task in person.

Moreover, the Board of Directors shall hereby propose for the General Meeting to define the remuneration of the new permanent statutory auditor of the Company in the amount of 19,950,000,-HUF + VAT, namely nineteen-million-nine-hundred-and-fifty-thousand Hungarian Forints and value added tax.

The Board of Directors shall hereby make proposal for the approval of the hereinunder General Meeting Resolution as follows:

Proposal for resolution to Agenda item No. 6:

**General Meeting Resolution No. [■]/2020. (IV.30.):**

Upon this resolution the Board of Directors shall hereby elect the new permanent statutory auditor of the Company, namely [BDO Magyarország Könyvvizsgáló Korlátolt Felelősségű Társaság](#) (in English: BDO Hungary Audit Private Limited Liability Company) (seat of business: 1103 Budapest, Kőér utca 2/A C. ép.; company registration number: 01-09-867785; auditor chamber membership number: 002387; 'BDO Hungary Auditor Private Limited Liability Company') for the period between 31 May 2020 and 31 December 2021, until the date of the approval of the annual report on the thereof business year, but not sooner terminated than the end of the specified term as of 31 May 2020.

Upon this resolution the General Meeting shall hereby acknowledge the appointment of Kékesi Péter (mother's maiden name: Gelics Pirooska; address: 1158 Budapest, Neptun utca 90.; auditor chamber registration number: 007128), as a registered auditor being responsible for the hereof auditing tasks in person on behalf of the [BDO Magyarország Könyvvizsgáló Kft.](#)

Moreover, upon this resolution the Board of Directors shall hereby define the remuneration of the new permanent statutory auditor of the Company as of the amount of 19,950,000,-HUF + VAT, namely nineteen-million-nine-hundred-and-fifty-thousand Hungarian Forints and value added tax.

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**Agenda item No. 7:**

[Opinion voting on the Company's Remuneration Policy](#)

Submission to Agenda item No. 7:

The Board of Directors shall hereby inform the Esteemed Shareholders on that, from the point of the view of the internal structure of the Company operating in a holding – in respect of the work organization level –, and in the



interest of, and in line with the requirements of transparency, and ensuring the compliance with the relevant legal regulations and other regulatory frameworks it shall be respectively important to establish a flexible remuneration system to grant a law-abiding conduct and an internal structural compliance in the areas of remuneration, and, thus, the Board of Directors shall respectively make a proposal on the approval of the consolidated version of the Remuneration Policy upon an opinion voting procedure of the General Meeting. The Board of Directors shall hereby state that the proposal fulfils the requirements of the Act of LXVII of 2019 on the incentives of the shareholder's participation and the amendments of the related regulations aiming harmonization of laws (**Hrsz. tv.**), and, moreover, the aim is to establish a base for remuneration for the persons fulfilling positions in the Directorate (Board of Directors, Supervisory Board, Chief Executive Officer and deputy Chief Executive Officer) and to define the hereof performance which are in accordance with business strategy, aims, sustainability, values of the Company, and the aforesaid shall be in compliance with the long-term interest of the Company and respectively shall promote the realization of the aforementioned. The emphasized aim of the Remuneration Policy is to ensure for the Shareholders of the Company to make decision on accurate substantial bases in respect of the Remuneration Policy upon the general meeting of the Company.

The Board of Directors shall hereby make proposal for the approval of the hereinunder General Meeting Resolution as follows:

Proposal for resolution to Agenda item No. 7:

**General Meeting Resolution No. [■]/2020. (IV.30.):**

**The General Meeting shall hereby adopt and agree with the rules included in 'OPUS GLOBAL Nyrt. Remuneration Policy' presenting the remuneration policy of the Company, and the formal and content elements of the hereof are to be respectively approved.**

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**Agenda item No. 8:**

**Other Provisions**

Dated as of 09 April 2020 Budapest

**OPUS GLOBAL**  
**Public Limited Company**  
Board of Directors