

## FOUNDER'S RESOLUTION

The undersigned **4iG Nyilvánosan Működő Részvénytársaság**<sup>1</sup> (registered office: 1037 Budapest, Montevideo utca 8.; company registration number 01-10-044993; court of registration: Fővárosi Törvényszék Cégbírósága<sup>2</sup>; represented by: Fekete Péter Krisztián and Tóth Béla Zsolt, Members of the Board of Directors; "Founder"), as the Founder of **TR Consult Korlátolt Felelősségű Társaság**<sup>3</sup> (registered office: 1037 Budapest, Montevideo utca 8.; company registration number 01-09-686917; court of registration: Fővárosi Törvényszék Cégbírósága; the "Company"), adopts the following resolution as Founder at the place and on the date set out below.

### RESOLUTION No. 1/2021. (IX.30.):

The Founder, based on the provisions of Act CLXXVI of 2013, on the Reorganisation, Merger and Demerger of Certain Legal Entities (the "Reorganisation Act"), Act V of 2013 on the Civil Code (the "Civil Code"), and taking into account that all necessary documents have been prepared by the management of the companies concerned, resolves and expressly agrees that

1. the Company as merging company ("Merging Company1"); and
2. DOTO Systems Zártkörűen Működő Részvénytársaság<sup>4</sup> (registered office: 1037 Budapest, Montevideo utca 8.; company registration number 01-10-140395; court of registration: Fővárosi Törvényszék Cégbírósága; the "Company")

hereinafter Merging Company1 and Merging Company2 are collectively: "**Merging Companies**" – **merge with 4iG Nyilvánosan Működő Részvénytársaság** as acquiring (successor) company ("**Acquiring Company**") in such a way that the Merging Companies are merged into the Acquiring Company. The Merger will be carried out on the basis of a resolution pursuant to Section 8(1) of the Reorganisation Act, subject to the preparation of the necessary documents for the Merger by the management of the companies.

The Founder confirms that after the Merger, the Acquiring (successor) Company shall continue to operate as a public limited company in its unchanged form and the Merging Companies, including the Company, shall be merged on the 31st day of the 12th month of the year 2021, the resolved date of the Merger. In the unlikely event that, for whatever reason, the merger is entered in the Companies Register by the Court of Registration after the 31st day of December of the year 2021, the date of the merger shall be the date of the deletion of the predecessor legal entity.



<sup>1</sup> 4iG Nyilvánosan Működő Részvénytársaság – in English: 4iG Public Limited Company

<sup>2</sup> Fővárosi Törvényszék Cégbírósága – in English: Company Registry Court of Budapest-Capital Regional Court

<sup>3</sup> TR Consult Korlátolt Felelősségű Társaság – in English: TR Consult Limited Liability Company

<sup>4</sup> DOTO Systems Zártkörűen Működő Részvénytársaság – in English: DOTO Systems Private Limited Company

**4iG Nyilvánosan Működő Részvénytársaság**

Represented by:  and 

Position: members of the Board of Directors  
Founder

I, the undersigned, countersign this instrument on the last page. The date and place of signature and countersignature of this instrument are also indicated on the last page.

**KERTÉSZ AND PARTNERS LAW OFFICE**

DR. KERTÉSZ JÓZSEF TAMÁS, Attorney at Law, Partner, Bar Association ID number: 36062941  
address, tel, fax: 1062 Budapest, Andrassy út 59., +36 1 920-64-64, +36 1 920-64-65

The Founder further confirms that the Merger will not result in any change in the ownership structure of the Acquiring Company.

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**RESOLUTION No. 2/2021. (IX.30.):**

The Founder accepts the proposal of the management that **the record date of the draft balance sheet and the draft inventory of assets and liabilities shall be 30<sup>th</sup> June 2021, and the effective date of the merger shall be 31<sup>st</sup> December 2021.** If, for whatever reason, the court of registration enters the merger in the companies register after 31<sup>st</sup> December 2021, the effective date of the merger is the date of the deletion of the predecessor legal entity. The Founder states that the Company shall become the legal successor of the Merging Companies as from the day after the effective date of the merger.

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**RESOLUTION No. 3/2021. (IX.30.):**

By its present resolution, the Founder hereby authorises and confirms that the tasks related to the audit of the draft balance sheet and draft inventory of assets and liabilities underlying the Merger shall be performed by the person appointed jointly by the merging companies, **Quercus Audit Könyvvizsgáló és Gazdasági Tanácsadó Kft.**<sup>5</sup> (registered office: 8200 Veszprém, Radnóti tér 2. C. ép.; company registration number: 19-09-512226; tax number: 11679204-2-19; statistical number: 11679204-6920-113-19; Chamber registration number: 002651; the auditor personally in charge of the audit: Tölgyes András József; mother's name: Dr. Zsilák Katalin; residential address: 8200 Veszprém, Szajkó utca 14/B; Chamber registration number: 005572) as an independent auditor ("**Independent Auditor**").

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<sup>5</sup> Quercus Audit Könyvvizsgáló és Gazdasági Tanácsadó Kft. – in English: Quercus Audit Auditing and Business Consulting Ltd.

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4iG Nyilvánosan Működő Részvénytársaság

Represented by: [o] and [o]

Position: members of the Board of Directors

Founder

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I, the undersigned, countersign this instrument on the last page. The date and place of signature and countersignature of this instrument are also indicated on the last page.

KERTÉSZ AND PARTNERS LAW OFFICE

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**RESOLUTION No. 4/2021. (IX.30.):**

By this resolution, the Founder hereby approves the Reorganisation Plan (the "Merger Plan") prepared by the management of the Merging Companies and attached hereto as an annex to this Resolution, and the documents forming part of or annexed to it: (i) the draft of the balance sheet and draft inventory of assets and liabilities of the Merging Companies, and the draft auditor's report on these drafts, (ii) the draft balance sheet and draft inventory of assets and liabilities of the Acquiring Company (before the Merger) and the draft balance sheet and draft inventory of assets and liabilities of the Successor Company resulting from the Merger, and the draft auditor's report on those drafts, and the draft report of the Supervisory Board and Audit Committee, (iii) the draft Articles of Association of the Successor Company, (iv) the draft Merger Agreement, (v) the draft declaration of the 4iG Shareholder intending to withdraw, with the same content as in Annex 1 to this Resolution.

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**RESOLUTION No. 5/2021. (IX.30.):**

In view of the fact that the Reorganisation Act requires the Merger Agreement to be signed by the parties to the Merger, by the present resolution, the Founder hereby orders the Company to sign the Merger Agreement, consolidated with the necessary clarifications and amendments.

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**RESOLUTION No. 6/2021. (IX.30.):**

By this resolution, the Founder hereby appoints the management of 4iG Nyilvánosan Működő Részvénytársaság as the Acquiring Company to file the Merger with the Court of Registration, and also appoints 4iG Nyilvánosan Működő Részvénytársaság to publish the notices pursuant to Section 9 of the Reorganisation Act (publication in the Official Gazette of Companies).

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**RESOLUTION No. 7/2021. (IX.30.):**

The Founder states that there is no employee representative body within the Company.

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**4iG Nyilvánosan Működő Részvénytársaság**  
Represented by: [o] and [o]  
Position: members of the Board of Directors  
Founder

I, the undersigned, countersign this instrument on the last page. The date and place of signature and countersignature of this instrument are also indicated on the last page.

**KERTÉSZ AND PARTNERS LAW OFFICE**

DR. KERTÉSZ JÓZSEF TAMÁS, Attorney at Law, Partner, Bar Association ID number: 36062941  
address, tel, fax: 1062 Budapest, Andrassy út 59., +36 1 920-64-64, +36 1 920-64-65

**RESOLUTION No. 8/2021. (IX.30.):**

The Founder expressly authorizes the Company's Chief Executive Officer to act fully to give effect to all of the above RESOLUTIONS, to make all legal declarations necessary for their execution, sign all documents (including, but not limited to, the Merger Agreement) and extract all Resolutions.

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Budapest, 30<sup>th</sup> September 2021

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**4iG Nyilvánosan Működő Részvénytársaság**

Represented by: [o] és [o]

Position: members of the Board of Directors

Founder

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Pursuant to Section 43(1) of Act LXXVIII of 2017, on Attorneys ("Attorneys Act"), I, the undersigned, countersign this deed. Place and date of countersignature: Budapest, \_\_\_\_ (day) \_\_\_\_\_ (month) 2021. Pursuant to Section 44 of the Attorneys Act, by countersigning this deed I attest that the deed is in accordance with the will of the signatory and the law, and the signatories have acknowledged their signatures on the deed as their own before my deputy authorised pursuant to Section 44 (3) a) of the Attorneys Act.

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