



SUBMISSIONS AND PROPOSALS FOR RESOLUTION

EXTRAORDINARY GENERAL MEETING of OPUS GLOBAL Public Limited Company held on the 17th of August 2022 at 10:00 am

The Board of Directors of **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 extraordinary general meeting (hereinafter referred to as "**General Meeting**") held on the 17th of August 2022.

Agenda item No. 1

Advisory vote on the Company's Remuneration Policy having regard to its change.

Submission to Agenda item No. 1:

The Board of Directors informs the Esteemed Shareholders that in accordance with subsection 2 of section 3:268 of Act V of 2013 on the Civil Code, the General Meeting has the exclusive competence to vote on the remuneration policy. The remuneration policy shall be placed on the agenda of the General Meeting in the event of its significant change.

As part of the annual review of the Company's Remuneration Policy, the Company's Remuneration Committee assessed and reviewed – among other things – whether the Remuneration Policy and the incentives for the individuals covered by it are in line with the Company's business strategy and whether they appropriately reflect the Company's long-term objectives, and how they compare with the remuneration practices of companies with a capitalisation and BSE-category comparable to the Company's capitalisation and BSE-category, furthermore how the Remuneration Policy complies with the provisions of subsection 3 of section 16 of Act LXVII of 2019 on the Promotion of Long-term Shareholder Involvement and the Amendment of Certain Acts for the Purposes of Legislative Harmonisation, as well as how it compares to the changes of the Company's organisational structure that have occurred in the



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meantime. As a result of this assessment, the Remuneration Committee considered it is appropriate to amend the Remuneration Policy and proposed amendments to the relevant parts of the Remuneration Policy.

The Board of Directors then examined the Remuneration Committee's proposal and decided to amend the Remuneration Policy accordingly to it and to submit it to the General Meeting for an advisory vote, thus the Board of Directors has arranged for the amended Remuneration Policy¹ to be disclosed to the Shareholders – by publication on the Company's website, the website of the Budapest Stock Exchange and the official publication site operated by the Hungarian National Bank – which is therefore available for unrestricted access and download.

On the basis of the above, the Board of Directors proposes the adoption of the following General Meeting Resolution.

Proposal for resolution to Agenda item No. 1:

General Meeting Resolution No. (•)/2022 (VIII.17.):

The General Meeting hereby accepts – for the purpose of expressing its opinion – the amended Remuneration Policy of the Company pursuant to Act LXVII of 2019 on the Promotion of Long-term Shareholder Involvement and the Amendment of Certain Acts for the Purposes of Legal Harmonisation, as presented, and fully agrees with all of its elements and the matters contained therein.

Agenda item No. 2

Decision to amend the Articles of Association of the Company with the content set out in the relevant General Meeting proposal, in particular:

- a) *by raising the CEO position to the level of the Articles of Association and by establishing its competences;*
- b) *by amending and supplementing the competences of the Board of Directors;*
- c) *by amending the provisions of the Articles of Association relating to the decision-making of the Board of Directors;*
- d) *by amending the provisions of the Articles of Association relating to the conduct of the general meeting, the minutes of the general meeting, the convening of a reconvened general meeting;*
- e) *by adding other formal clarifications and corrections.*

Submission to Agenda item No. 2:

¹ The exact textual changes to the Remuneration Policy are indicated as the text being ~~crossed~~ has been deleted while the text in **bold, italic and underlined** has been inserted into the text of the Remuneration Policy.

The Board of Directors proposes the amendment of certain provisions of the Articles of Association as set out in the following proposal for resolution to adapt them to the future operation of the Company, in particular in order to elevate the office of Chief Executive Officer to the level of the Articles of Association and to establish its competences; to amend and supplement the competences of the Board of Directors; to amend the provisions of the Articles of Association relating to the decision-making of the Board of Directors; to amend the provisions of the Articles of Association relating to the conduct of the General Meeting, the minutes of the General Meeting, the convening of a reconvened General Meeting; and to introduce other formal clarifications and corrections.

On the basis of the above, the Board of Directors proposes the adoption of the following General Meeting Resolution:

Proposal for resolution to Agenda item No. 2:

General Meeting Resolution No. (•)/2022 (VIII.17.):

Upon this resolution, the General Meeting shall amend the text of the Articles of Association of the Company effective today, with that, the text being ~~crossed~~ shall be deleted while the text in ***bold, italic and underlined*** shall be inserted into the text of the Articles of Association.

The text of section 5.8. of the Articles of Association quoted hereunder shall be amended as it follows:

“The takeover bid shall not contain an offer price less than the offer price defined in Act CXX of 2001 on the Capital Market ~~(Tpt. „Act on the Capital Market“).~~”

The text of section 6.1. of the Articles of Association quoted hereunder shall be amended as it follows:

“The General Meeting of the Company has taken a Resolution [Resolution No.: Kgy 5./2004.(04.27.)] on the transformation of the registered (‘A series’) Shares of the Company with the face value of HUF 100 namely One Hundred Hungarian Forints into dematerialized securities based on Paragraph 1 Section 408 of Act ***on the Capital Market*** ~~CXX of 2001~~ until 31, December 2004. The face value and the method of production regarding the Shares of each series shall not differ. A series of Shares contains Shares with equal rights and extent.”

Section 7.1. of the Articles of Association shall be amended as it follows:

“The Board of Directors of the Company shall keep a Share Register on the Shareholders, also including owners of temporary Shares and the authorized representative. The Share Register should also be kept in a computerised system. The keeping of the Share Register the Board of Directors may issue mandates in accordance with the Civil Code

and article of 67/2014. (III.13.) of Government decree about certain issues relating to the Company's Share Register of the public limited company."

Section 9.2. q) of the Articles of Association shall be amended as it follows:

"Resolution in any matter delegated by the Civil Code, law or the present Articles of Association to the exclusive competence of the General Meeting;"

Section 9.6. of the Articles of Association shall be amended as it follows:

~~"The Chairman of General Meeting is~~ – at each general meeting – elects the officers of the current general meeting, i.e., the Chairman of the General Meeting (chairman), the keeper of the minutes, the shareholder present to authenticate the minutes, and the vote counters ~~the Chairman of the Board of Directors.~~

The Chairman of the General Meeting

- ~~— establishes the General Meeting's quorum based on the attendance list if the General Meeting has no quorum, postpones the General Meeting;~~
- ~~— appoints the person (a Shareholder) to keep the minutes, and make proposals to 2 (two) persons to certify minutes and to count votes;~~
- chairs the meeting according to the agenda items sent out in the announcement;
- orders a voting, announce the results and communicate the General Meeting' Resolution."

The text of section 9.7. of the Articles of Association quoted hereunder shall be amended as it follows:

"If the General Meeting does not have a quorum, the General Meeting reconvened with the same agenda and location of the original General Meeting and the reconvened General Meeting shall be held after a period ~~of at least 10 (ten) days but~~ no longer than 21 (twenty-one) days after the date of the original General Meeting provided that, the reconvened General Meeting may be convened to the same day as the original date. In case of the General Meeting has no quorum, the reconvened General Meeting's invitation (the date and location of the reconvened General Meeting) shall be published by the Board of Directors in the original invitation of the General Meeting."

Section 9.12. of the Articles of Association shall be amended as it follows:

"Vote counters shall be elected by the General Meeting ~~on the proposal of the Chairman of the General Meeting~~ who report the result of the vote and that is announced by the Chairman of the General Meeting to those who present at the General Meeting."

The text of section 9.13. of the Articles of Association quoted hereunder shall be amended as it follows:

“During the voting all amending resolution proposal – submitted as set out in Section 5.4 and original Resolution proposals (subject to and amended in accordance with all the adopted amending resolutions) must be voted.

The General Meeting first votes about the amendments amending resolutions in order of their submission, then the original Resolution proposal (subject to and amended in accordance with all the adopted amending resolutions) is voted on.”

Section 9.15. of the Articles of Association shall be amended as it follows:

“An attendance list and minutes shall be taken during the General Meeting. The minutes must include:

- the name of the Company and the registered address,
- the method, the location and the date of the General Meeting,
- the name of the chairman of the General Meeting (chairman), keeper of the minutes of meeting, the person to certify the minutes, the vote counter,
- the main issues, proposals during the General Meeting,
- ~~the method to decide~~ deleted,
- the proposals of the Resolutions, the Resolutions, the pieces of those Shares for which a valid vote has been submitted regarding all the Resolutions, the rate of the Share Capital represented by the submitted votes, the number of the vote casts, votes against and the number of the abstention,
- ~~the certification of the minutes~~ deleted,
- deleted.”

Section 9.16. of the Articles of Association shall be amended as it follows:

“The Board of Directors is obliged to submit the (extract from the) minutes of meeting and the attendance list of the General Meeting to the court of registration within 30 (thirty) days.”

Section 10. of the Articles of Association shall be amended as it follows:

“Board of Directors, Chief Executive Officer”

Section 10.1 of the Articles of Association shall be amended as it follows:

“The executive management body of the Company is the Board of Directors. The Board of Directors is the fully empowered successor of the Company’s previous Board of Directors in respect of the management duties. The rights and obligations of the former management are transferred to the Board of Directors with full legal continuity.

~~The Board of Directors represents the Company in front of the courts and other authorities and against a third party as well.~~

The Board of Directors acts as a body in line with the rules of the Board of Directors.

~~Any member of the Board of Directors is entitled to request from the employees of the Company clarification or information about any matters and they are obligated to provide them immediately."~~

The text of section 10.2. of the Articles of Association quoted hereunder shall be amended as it follows:

"The Board of Directors shall be comprised of a minimum of 3 (three), and a maximum of 7 (seven) members, who are natural persons, its members are elected by the General Meeting – unless provided otherwise – for 5 (five) years. The Board of Directors elects the Chairman and the vice-chairman from its own members. If the chairman is prevented from attending the vice-chairman shall replace him."

Section 10.4. of the Articles of Association shall be amended as it follows:

"Board of Directors:

- a) is responsible for the operational scope of the Company and for the Resolutions which are delegated to its competence;_z
- b) passes resolution on the increase of the Share Capital in accordance with the General Meeting's Resolution; this authorization entitles and obligates the Board of Directors to decide on the increase of the Share Capital including the necessary modifications of the Articles of Association;_z
- c) ~~controls~~ **determines the main directions of** the Company's operation, ~~determines~~ the Company's business, **strategic** and development concepts;_z
- d) sets the Company's rules for organisational structure and operation, (**„OSR"**);
- e) ~~exercises employers' rights over the Company's chief executive or executives,~~ **deleted;**
- f) prepares a report on the balance, the financial situation of the Company, submits to the General Meeting the corporate governance report and reports according to the Accounting Act, present a proposal for the distribution of profits;_z
- g) publishes the Company's balance sheet, **accounts and reports to be publicly disclosed** and further **– if necessary –** submits to the Company Register Record and in respect of the Shares issued publicly by the Company, fulfils the obligation on providing information regulated by the Act ~~CXX of 2001~~ on the Capital Market;_z
- h) ensures a proper keeping of Company's business books and Share Register;_z
- i) prepares a report on the management, the financial situation and the business policy at least once a year for the General Meeting;_z
- j) passes resolution on new borrowing and commitments if ~~the Company's loan credit – including the commitments – exceeds 10% (10 percent) of the Share Capital according to the Company's latest audited balance.~~ **the value of the commitment exceeds HUF 500,000,000. - i.e., five hundred million Hungarian Forints, provided that**
~~†~~This provision shall prevail without prejudice to the borrowings and commitments

that do not affect the liability of the Company, furthermore decides on any encumbrance of any assets of the Company, the provision of guarantees, sureties or any other security;

- k) passes resolution on property, intangible assets or disposal of Shares in other company if their book value exceeds in case of exceeding HUF 500,000,000. - i.e., five hundred million Hungarian Forints 10% (10 percent) of the Share Capital according to the Company's latest audited balance,;
- l) decides on foundation of ~~€~~company, cooperative or acquisition of Shareholding in another ~~€~~company if their book value exceeds HUF 500,000,000. - i.e., five hundred million Hungarian Forints in case of exceeding 10% (10 percent) of the Share Capital according to the Company's latest audited balance,;
- m) passes resolution regarding the increase or supplement (investment) of the Company's stock of fixed capital goods if their book value exceeds HUF 500,000,000. - i.e., five hundred million Hungarian Forints in case of exceeding 10% (10 percent) of the Share Capital according to the Company's latest audited balance,;
- n) decides to sells or leases the Company's property or other tangible asset if their book value exceeds HUF 500,000,000. - i.e., five hundred million Hungarian Forints in case of exceeding 10% (10 percent) of the Share Capital according to the Company's latest audited balance,;
- o) passes resolution on the issue of Share – except the issue of Shares which competence is delegated to the General Meeting – specifying also the method of the issue, the rights attached to Shares, duration and the conditions of redemption,;
- p) passes resolution on any matters that are delegated to their jurisdiction by the Civil Code, or any other provision of law which does not allow derogation, the Articles of Association, the General Meeting to the competence of the Board of Directors,;
- q) ~~the Board of Directors is entitled to establish, remove persons with operative management duties in the Company (for example: executive director) and for the persons who occupy positions their election, revocation, remuneration and the determination exercise of employers' right.~~ decides in respect of any other transaction not expressly mentioned in this Section 10.4. which transaction value exceeds HUF 500,000,000. - i.e., five hundred million Hungarian Forints, provided that the value of all legal transactions to be concluded within one business year on the same subject shall be counted together when assessing the value limit, and the value of all legal transactions to be concluded with the same person within one business year shall be counted together, irrespective of the subject of the legal transaction, and, in the case of a fixed-term contract concluded for a number of years, the amount to be taken into account in determining the value limit shall be the amount pertaining to the whole duration of the legal transaction in question, whereas in the case of a legal transaction concluded for an indefinite period, the value to be taken into account shall be the value of the commitment in question calculated over a period of 12 (twelve) months;
- r) has the right to appoint the person holding the title of Chief Executive Officer, even from among the members of the Board of Directors, and to exercise the powers of an employer in respect of the duties of Chief Executive Officer;

- s) in the event of a vacancy in the post of Chief Executive Officer, has the right to exercise the powers of the Chief Executive Officer until the appointment of a new Chief Executive Officer, and in the event of unjustified and/or unreasonable delay on the part of the Chief Executive Officer, to deprive the decision on any matter falling within the Chief Executive Officer's competence, by a decision taken by a majority of at least three-quarters of the votes cast;
- t) has the right to grant representation rights to the Company's employees in accordance with Section 16.2. of these Articles of Association and to revoke it from them (excluding, as the case may be, where the representation rights cease as a result of the termination or cessation of employment)."

Section 10.5. of the Articles of Association shall be amended as it follows:

~~"The Board of Directors meets as necessary.~~ may take decisions by holding meetings (including meetings held by electronic means of communication) or by written decision (without holding a meeting).

~~The Board of Directors is convened by the Chairman.~~

~~The meeting shall be announced in writing, at least 3 (three) days prior to the date, indicating the agenda, the place and the time. If required, the meeting can be convened within the 3 (three) days through telefax/phone. A notification sent via e-mail shall be considered as a written invitation, in case the successful delivery of the e-mail can be confirmed."~~

Section 10.6. of the Articles of Association shall be amended as it follows:

~~"Any Member of the Board of Directors can request the convening of the Board of Directors in writing, indicating the reason and objective thereof. In such cases, the Chairman shall convene a meeting of the Board of Directors within 14 (fourteen) days following the receipt of such written request Deleted."~~

Section 10.7. of the Articles of Association shall be amended as it follows:

~~"The preparation and chairing of the Board of Directors' meeting is the task of the Chairman. Deleted.~~

~~The Board of Directors' meeting is conducted by the Chairman."~~

Section 10.8. of the Articles of Association shall be amended as it follows:

~~"The Board of Directors has a quorum if more than half of its members are present, or, in the case of a decision without a meeting, a decision of the Board of Directors shall be valid if at least more than half of the members of the Board of Directors participate and vote.~~

The Resolutions are made with a simple majority (except as provided for in s) point of 10.4. of these Articles of Association). In case of a tie vote the proposal shall be considered to be refused. ~~The Resolutions on the matter of exercising the employer's rights are made with a 2/3 majority."~~

Section 10.9. of the Articles of Association shall be amended as it follows:

~~"Minutes of meeting shall be taken at the Board of Directors' meeting Deleted."~~

Section 10.11. of the Articles of Association shall be amended as it follows:

~~"The Board of Directors determines and adopts its own rules of procedures in accordance with these Articles of Association."~~

The Articles of Association shall be supplemented with Section 10.12. as it follows:

"The Chief Executive Officer

The Company employs a Chief Executive Officer primarily for the operational management of its work organisation, the implementation of the business, strategic and development concept and decisions adopted by the Board of Directors, and to ensure the consistency of the operation within the holding structure. The Chief Executive Officer performs the duties on an employment basis.

The Chief Executive Officer shall have the right to take decisions (or delegate the power) on all matters which do not fall within the competence of the General Meeting or the Board of Directors under these Articles of Association, except for those matters which are referred by law to the exclusive competence of the General Meeting or the Board of Directors. The Chief Executive Officer shall be liable to the Company for all decisions taken by the Chief Executive Officer or on the basis of the powers delegated by the Chief Executive Officer, within the limits permitted by the applicable legal provisions.

However, the Chief Executive Officer shall be entitled to refer any matter falling within the Chief Executive Officer's competence to the Board of Directors for discussion and the necessary decision, provided that its submission to the Board of Directors is justified, reasonable and does not jeopardise the normal functioning of the Company."

The text of section 11.2. of the Articles of Association quoted hereunder shall be amended as it follows:

~~"The Supervisory Board may examine the documents, accounting records, books of the Company, request information from executive officers and the employees of the Company, and may review the bank accounts, cash counter, stock of securities and merchandise, and contracts of the Company by itself or with an expert.~~

The Members of the Supervisory Board shall be held liable to the Company for damages, caused by failing to comply with their obligation to audit or caused by complying with their obligation to audit in an inadequate way, pursuant to the regulations of liability for breaching a contract.

The Supervisory Board determines and adopts its own rules of procedures in accordance with these Articles of Association."

The text of section 11.3. of the Articles of Association quoted hereunder shall be amended as it follows:

"Audit eCommittee"

Section 11.3. of the Articles of Association shall be supplemented with the following:

"The Audit Committee determines and adopts its own rules of procedures in accordance with these Articles of Association."

The text of section 19.5. of the Articles of Association quoted hereunder shall be amended as it follows:

"the General Meeting held on 08th April 2019,
the General Meeting held on 11th March 2022,
the General Meeting held on 17th August 2022."

Section 19.6. of the Articles of Association shall be amended as it follows:

"The latest amendments of the Articles of Association are enacted by the following Resolution of the General Meeting: Resolution No. ~~5/2022. (III.11.)~~ [•]/2022 (VIII.17.). These amendments affect the following sections of the Articles of Association: ~~3., 9.3., 10.1., 16.2.,~~ 5.8., 6.1., 7.1., 9.2. q), 9.6., 9.7., 9.12., 9.13., 9.15., 9.16., 10., 10.1., 10.2., 10.4., 10.5., 10.6., 10.7., 10.8., 10.9., 10.11., 10.12., 11.2., 11.3., 19.5. and 19.6."

26th of July 2022, Budapest

OPUS GLOBAL
Public Limited Company
Board of Directors