



**SUBMISSION OF WABERER'S INTERNATIONAL
NYILVÁNOSAN MŰKÖDŐ RÉSZVÉNYTÁRSASÁG
ANNUAL GENERAL MEETING**

Budapest, 18 April 2023

This document contains the submissions of the following agenda items for the Annual General Meeting:

1. Amendment of Section 4 and Section 9 of the Company's Articles of Association and adoption of the Company's consolidated Articles of Association with the amendments
2. Report of the Board of Directors on the management of WABERER'S INTERNATIONAL Nyrt., on the business operation, on the business policy and on the financial situation of the Company and WABERER'S Group in 2022
3. Approval of the 2022 Consolidated Financial Statements of the Company prepared in accordance with International Financial Reporting Standards (IFRS); presentation of the relevant report of the Supervisory Board and the Auditor
4. Approval of the 2022 Standalone Financial Statements of the Company prepared in accordance with International Financial Reporting Standards (IFRS) and on the proposal for the application of the result after tax and on the dividend received (due) from subsidiaries; presentation of the relevant report of the Supervisory Board and the Auditor
5. Approval of the Corporate Governance Report
6. Granting waiver from liability to the members of the Board of Directors
7. Presentation of the Board of Directors on the treasury shares acquired following the Annual General Meeting held on 8 April 2022; authorisation of the Board of Directors to acquire WABERER'S ordinary shares, issue options or other share related transactions
8. Election and decision on the remuneration of the members of the Board of Directors
9. Election and decision on the remuneration of the Supervisory Board members
10. Election and decision on the remuneration of the Audit Committee members
11. Advisory vote on the WABERER'S Group's revised, consolidated Remuneration Policy
12. Advisory vote on the WABERER'S Group Remuneration Report

TECHNICAL RESOLUTION PROPOSALS REQUIRING A DECISION

AGM Resolution .../2023. (IV. 18.)

The General Meeting agrees that the voting proceeding of the General Meeting shall be computerised voting.

AGM Resolution .../2023. (IV. 18.)

The General Meeting elects Timea Tóth dr. as Chairwoman of the General Meeting, Andrea Nyika dr. as Keeper of the Minutes, representing Trevelin Holding Zrt. as authenticator of the Minutes.

AGM Resolution .../2023. (IV. 18.)

The General Meeting approves the agenda of the Meeting as published on 17 March 2023, as follows:

1. Amendment of Section 4 and Section 9 of the Company's Articles of Association and adoption of the Company's consolidated Articles of Association with the amendments
2. Report of the Board of Directors on the management of WABERER'S INTERNATIONAL Nyrt., on the business operation, on the business policy and on the financial situation of the Company and WABERER'S Group in 2022
3. Approval of the 2022 Consolidated Financial Statements of the Company prepared in accordance with International Financial Reporting Standards (IFRS); presentation of the relevant report of the Supervisory Board and the Auditor
4. Approval of the 2022 Standalone Financial Statements of the Company prepared in accordance with International Financial Reporting Standards (IFRS) and on the proposal for the application of the result after tax and on the dividend received (due) from subsidiaries; presentation of the relevant report of the Supervisory Board and the Auditor
5. Approval of the Corporate Governance Report
6. Granting waiver from liability to the members of the Board of Directors
7. Presentation of the Board of Directors on the treasury shares acquired following the Annual General Meeting held on 8 April 2022; authorisation of the Board of Directors to acquire WABERER'S ordinary shares, issue options or other share related transactions
8. Election and decision on the remuneration of the members of the Board of Directors
9. Election and decision on the remuneration of the Supervisory Board members
10. Election and decision on the remuneration of the Audit Committee members
11. Advisory vote on the WABERER'S Group's revised, consolidated Remuneration Policy
12. Advisory vote on the WABERER'S Group Remuneration Report
13. Others

1. AMENDMENT SECTION 4 AND SECTION 9 OF THE COMPANY'S ARTICLES OF ASSOCIATION AND ADOPTION THE COMPANY'S CONSOLIDATED ARTICLES OF ASSOCIATION WITH THE AMENDMENTS

The Board of Directors proposes to the General Meeting to decide on the amendment of the Articles of Association under the first agenda item in order to ensure that, in case the General Meeting approves the proposal for the payment of dividends, the technical rules for the dividend payment provided by the Articles of Association would be in line with the business rules and practices of KELER Központi Értéktár Zrt. (hereinafter: KELER Zrt.) and comply with the recommendations set out in Section 1.4.1 of the Corporate Governance Recommendations (CGR) of the Budapest Stock Exchange.

According to the CGR of the Budapest Stock Exchange when discussing agenda items regarding the modification of the Articles of Association, it is suggested that prior to the amendment of the Articles of Association the General Meeting passes a separate resolution on whether, in order to ensure the undisturbed and efficient conduct of the General Meeting, it intends to decide on the different amendments of the articles of association by individual votes, joint votes or votes combined in a particular way.

In light of the above the Board of Directors proposes to the General Meeting to pass joint resolutions regarding the amendments of individual Sections of the Articles of Association considering that the modifications within one Section affect closely related issues.

The Board of Directors submits the following resolution proposal to the General Meeting:

AGM Resolution .../2023. (IV. 18.)

The General Meeting shall decide on the amendments of the Articles of Association by joint votes with regard to each Section to be modified, in order to ensure the undisturbed and efficient conduct of the General Meeting.

In the following sections we will provide you with detailed explanations of the amendments proposed by the Board of Directors to the Articles of Association.

Explanation to the amendment to Section "4. SHAREHOLDERS' RIGHTS" of the Articles of Association:

The Company has consulted with the representatives of KELER Zrt. on the dividend payment procedure and proposes to clarify section 4.4.2 of the Articles of Association in order to allow sufficient time from the publication of the notice of the shareholder identification of the dividend payment to the successful completion of the shareholder identification and the actual payment of the dividend:

4.4.2. The Company shall pay dividend to the shareholders by way of bank transfer as of the date specified by the relevant resolution of the General Meeting. The dividend payment period shall commence on the date determined in the resolution of the General Meeting on the approval of the annual financial statement prepared in accordance with the Accounting Act and the utilization of after tax profit. ~~No longer than ten days may elapse between the date of the first appearance of the notice of the resolution of the General Meeting on the amount of dividend to be paid and the date of commencement of dividend payment and the date of commencement of the distribution of dividend.~~ Following a successful shareholder identification specified in the announcement on dividend, shareholders who had submitted all necessary information and documents shall receive dividend payment within ten business days **but no later than the end of the year in which the General Meeting is held.**

The amendment to section 4.4.2 of the Articles of Association is intended to ensure smooth and seamless payment of dividends to shareholders:

“4.4.2. The Company shall pay dividend to the shareholders by way of bank transfer as of the date specified by the relevant resolution of the General Meeting. The dividend payment period shall commence on the date determined in the resolution of the General Meeting on the approval of the annual financial statement prepared in accordance with the Accounting Act and the utilization of after tax profit [deleted]. Following a successful shareholder identification specified in the announcement on dividend, shareholders who had submitted all necessary information and documents shall receive dividend payment within ten business days, but no later than the end of the year in which the General Meeting is held.”

The Board of Directors submits the following resolution proposal to the General Meeting:

AGM Resolution .../2023. (IV. 18.)

The General Meeting approves the amendment of Section 4 regarding subsection 4.4.2 of the Articles of Association according to the submission.

Explanation to the amendment to Section “9. THE AUDIT COMMITTEE” of the Articles of Association:

The Board of Directors proposes to the General Meeting - in accordance with the provisions of the Civil Code - that the Articles of Association should not limit the number of members of the Audit Committee to three, but provide the opportunity to elect four or maybe more members to the Committee in order to ensure the lawful operation of the Company.

The modification of Section 9.1 of the Articles of Association offers some leeway to the Company for the maintenance of its lawful operation in case any of the members' mandate would be terminated, so there is no urgency to convene an extraordinary general meeting for the election of a new member to the Committee.

“9.1 The General Meeting shall elect an Audit Committee consisting of at least 3 (three) members from among the independent members of the Supervisory Board.”

The Board of Directors submits the following resolution proposal to the General Meeting:

AGM Resolution .../2023. (IV. 18.)

The General Meeting approves the amendments of Section 9 regarding subsection 9.1 of the Articles of Association according to the submission.

In line with the previous resolutions on the subject of modifying the Articles of Association the resolution proposal is the following:

AGM Resolution .../2023. (IV. 18.)

The General Meeting hereby approves the consolidated version of the Articles of Association of the Company with the above amendments included in AGM Resolutions .../2023. (IV. 18.) - AGM Resolution .../2023. (IV. 18.) and requests the legal counsel of the Company to countersign the Articles of Association.

Relevant part of the report of the Supervisory Board:

The Supervisory Board reviewed in its merit the submission and the resolution proposal prepared by the Board of Directors related to the amendments of the Articles of Association and fully agrees with it. The Supervisory Board proposes to the General Meeting to adopt the resolution proposal without any amendment.



Consolidated text of the

ARTICLES OF ASSOCIATION

OF

**WABERER'S INTERNATIONAL
NYILVÁNOSAN MŰKÖDŐ RÉSZVÉNYTÁRSASÁG**

18 APRIL 2023

Unofficial English translation

**ARTICLES OF ASSOCIATION OF
WABERER'S INTERNATIONAL
NYILVÁNOSAN MŰKÖDŐ RÉSZVÉNYTÁRSASÁG**

Prepared pursuant to Act V of 2013 on the Civil Code (hereinafter: Civil Code).

1. CORPORATE NAME, REGISTERED SEAT, SCOPE OF ACTIVITY AND DURATION OF THE COMPANY

- 1.1 Corporate name of Company: WABERER'S INTERNATIONAL
Nyilvánosan Működő Részvénytársaság
Short corporate name: WABERER'S INTERNATIONAL Nyrt.
- 1.2 Registered seat of the Company:
1239 Budapest, Nagykőrösi út 351.
- 1.3 Business premises and branch offices of the Company:
- 1.3.1 Business premises of the Company:
1237 Budapest, Nagykőrösi út 349.
1239 Budapest, Európa utca 3. (hrsz.: 188019/1) from 1 March 2021
1239 Budapest, Európa utca 5-7. (hrsz.: 196386/10) from 1 March 2021
1239 Budapest, Európa utca 8. (hrsz.: 196390) from 1 March 2021
1239 Budapest, Európa utca 9-11. (hrsz.: 188016/9) from 1 March 2021
1239 Budapest, Európa utca 10. (hrsz.: 196380/9) from 1 March 2021
- 1.3.2 Branch offices of the Company:
4024 Debrecen, Miklós u. 19.
9200 Mosonmagyaróvár, Kenyérgyári utca 2-4.
9026 Győr, Egyetem tér 1.
7632 Pécs, Galamb utca 9.
2071 Páty, Csonka János utca 1-3. (hrsz.: 4603) from 1 March 2021
RS-24000 Subotica, Maksima Gorkog 23. (Republica Srbija) from 22 June 2022
- 1.3.3 The Company may establish business premises and branch offices (directorates, sub-offices, other forms of representation) in Hungary and abroad.
- 1.4 Corporate form of Company
- 1.4.1 The Company is a public company limited by shares, its shares have been admitted to listing on the Budapest Stock Exchange.
- 1.5 Legal succession
- 1.5.1 Pursuant to Act XIII of 1989 on the Transformation of State-owned Enterprises into Business Associations, as well as Act LV of 1992, the Company is the general legal successor of VOLÁN TEFU Vállalat.
- 1.5.2 The Company is also the general legal successor of WABERER'S INTERNATIONAL Szállítmányozó és Fuvarozó Zártkörűen Működő Részvénytársaság (Cg. 01-10-042101),

DELTA SPED Szállítmányozási és Szolgáltató Korlátolt Felelősségű Társaság (Cg.01-09-063509), INTERSZERVÍZ Budapest Járműjavító Korlátolt Felelősségű Társaság (Cg. 01-09-166709), and INFORATIO Számítástechnikai Tanácsadó és Szoftver Korlátolt Felelősségű Társaság (Cg. 01-09-063397) with a view to the fact that the aforementioned four companies (collectively the "Merging Companies") merged into the Company. The merger was resolved on November 30, 2011 (the "Transformation"). Furthermore, the Company is the general legal successor of the companies in terms of which any of the Merging Companies qualified as general legal successor at the time of the merger of the Merging Companies into the Company.

1.6 Scope of Activities of the Company:

4941 '08 Freight transport by road (main activity)

Other activities:

1820 '08 Reproduction of recorded media

2910 '08 Manufacture of motor vehicles

2920 '08 Manufacture of bodies (coachwork) for motor vehicles; manufacture of trailers and semi-trailers

2932 '08 Manufacture of other parts and accessories for motor vehicles

4110 '08 Development of building projects

4120 '08 Construction of residential and non-residential buildings

4222 '08 Construction of utility projects for electricity and telecommunications

4299 '08 Construction of other civil engineering projects n.e.c.

4311 '08 Demolition

4312 '08 Site preparation

4399 '08 Other specialized construction activities n.e.c.

4511 '08 Sale of cars and light motor vehicles

4519 '08 Sale of other motor vehicles

4520 '08 Maintenance and repair of motor vehicles

4531 '08 Wholesale trade of motor vehicle parts and accessories

4532 '08 Retail trade of motor vehicle parts and accessories

4540 '08 Sale, maintenance and repair of motorcycles and related parts and accessories

4612 '08 Agents involved in the sale of fuels, ores, metals and industrial chemicals

4614 '08 Agents involved in the sale of machinery, industrial equipment, ships and aircraft

4618 '08 Agents specialised in the sale of other particular products

4619 '08 Agents involved in the sale of a variety of goods

4674 '08 Wholesale of hardware, plumbing and heating equipment and supplies

4675 '08 Wholesale of chemical products

4676 '08 Wholesale of other intermediate products

4690 '08 Non-specialized wholesale trade

4730 '08 Retail sale of automotive fuel in specialised stores

4741 '08 Retail sale of computers, peripheral units and software in specialised stores

4742 '08 Retail sale of telecommunications equipment in specialised stores

4762 '08 Retail sale of newspapers and stationery in specialised stores

4778' '08 Retail sale of new products n.e.c.

4939 '08 Other passenger land transport n.e.c.

4942 '08 Removal services

5210 '08 Warehousing and storage

5221 '08 Other land transportation support activities

5224 '08 Cargo handling

5229 '08 Other transportation support activities

5520 '08 Holiday and other short-stay accommodation

5590 '08 Other accommodation

5829 '08 Other software publishing

6201 '08 Computer programming activities

6202 '08 Computer consultancy activities

6203 '08 Computer operation

6209 '08 Other information technology and computer service activities

6311 '08 Data processing, hosting and related activities

6312 '08 Web portal services

6399 '08 Other information service activities n.e.c.

6619 '08 Other activities auxiliary to financial services

6621 '08 Risk and damage evaluation

6810 '08 Buying and selling of own real estate

6820 '08 Renting and operating of own or leased real estate

6831 '08 Real estate agencies

6832 '08 Management of real estate on a fee or contract basis

6920 '08 Accounting, bookkeeping and auditing activities; tax consultancy

7010 '08 Activities of head offices

7021 '08 Public relations and communication activities

7022 '08 Business and other management consultancy activities

7112 '08 Engineering activities and related technical consultancy

7120 '08 Technical testing and analysis

7219 '08 Other research and experimental development on natural sciences and engineering

7311 '08 Advertising agencies

7312 '08 Media representation

7320 '08 Market research and public opinion polling

7490 '08 Other professional, scientific and technical activities n.e.c.

7711 '08 Renting and leasing of cars and light motor vehicles
7712 '08 Renting and leasing of motor vehicles (over 3.5 tons)
7733 '08 Renting and leasing of office machinery and equipment (including computers)
7739 '08 Renting and leasing of other machinery
8110 '08 Combined facilities support activities
8220 '08 Activities of call centers
8230 '08 Organization of conventions and trade shows
8292 '08 Packaging activities
8299 '08 Other business support service activities n.e.c.
8532 '08 Technical and vocational secondary education
8553 '08 Driving school activities
8559 '08 Other education n.e.c.
8560 '08 Activities ancillary to education
9511 '08 Repair of computers and peripheral equipment

1.7 Duration of the Company:

The Company was established for an indefinite period of time.

2. REGISTERED CAPITAL OF THE COMPANY

2.1 The registered capital of the Company shall be EUR 6,192,807.

2.2 The Company introduced EUR based book-keeping as of January 1, 2013. At that time the Company's registered capital was HUF 1,465,402,800.

2.3 As a result of the Transformation (merger) resolved on November 30, 2011, the Company's registered capital was increased from HUF 1,372,280,000 to HUF 1,465,402,800 in accordance with the draft merger balance sheets. The former registered capital in the amount of HUF 1,372,280,000 comprised cash contributions in the amount of HUF 401,520,000 that is four hundred and one million five hundred and twenty thousand Forints and in-kind contributions of HUF 970,760,000 that is nine hundred seventy million and seven hundred sixty thousand Forints. In the course of the Transformation no additional capital contribution was prescribed for the shareholders.

2.4 The registered capital of the Company was paid up in full.

3. THE SHARES

3.1 The registered capital of the Company consists of 17,693,734 that is seventeen million six hundred ninety-three thousand and seven hundred thirty-four series "A" dematerialized, registered ordinary shares, each having a nominal value of EUR 0.35 that is thirty-five euro cents, granting equal rights to the shareholders.

3.2 In the course of the transition to EUR based book-keeping all shares of the nominal value of HUF 100 were changed into shares of the nominal value of EUR 0.35 as of January 1, 2013.

3.3 The consideration for the previously issued shares was provided to the Company in full. At the time of the modifications of 29 June 2017 to these Articles of Association, at least 25% of the HUF 15,502,500,600 issue price of the 3,039,706 shares issued during the capital increase resolved on 29 July 2017 has been provided to the Company. The outstanding up to 75% of the issue price shall be provided to the Company within 3 days from the date of the resolution on the capital increase.

- 3.4 Presentation of the status prior to the Transformation resolved on November 30, 2011:
- (i) During the operation of the Company as a private company limited by shares and prior to the effective date of the Transformation (but following the capital increase resolved on May 31, 2011) the registered capital of the Company was HUF 1,372,280,000 which consisted of 24,505 that is twenty-four thousand five hundred and five registered ordinary shares each having a nominal value of HUF 56,000. From the aforementioned shares, 20,421 shares were issued prior to the capital increase resolved on May 31, 2011, while 4,084 shares were issued in the course of the capital increase resolved on May 31, 2011 with the following parameters:
 - (ii) During the operation of the Company as a private company limited by shares the aggregate issue price of the 4,084 shares (each of the nominal value of HUF 56,000) issued by the Company in the course of the capital increase implemented through the issuance of new shares on May 31, 2011 was EUR 17,370,557. Out of such shares (i) 2,821 shares issued as consideration for cash contribution had an aggregate issue price of EUR 12,000,000, which was an issue price of EUR 4,253.81070543 per share, while (ii) 1,263 shares issued as consideration for in-kind contribution had an aggregate issue price of EUR 5,370,557, which was an issue price of EUR 4,252.222486 per share.
 - (iii) The issue price for the 4,084 shares issued in the course of the capital increase was provided to the Company by CEE Transport Holding B.V. (registration number: 34286681; registered seat: Locatellikade 1, 1076AZ Amsterdam, The Netherlands) as follows:
 - a) as consideration for 2,821 shares, EUR 12,000,000 cash contribution was paid to the Company on May 31, 2011 via bank transfer; and
 - b) as consideration for 1,263 shares, EUR 5,370,557 in-kind contribution was provided to the Company on May 31, 2011 by way of a written transfer agreement. Such in-kind contribution consisted of the loan receivables acknowledged by the Company described in the list of in-kind contributions attached as Annex 1 to the Articles of Association dated November 30, 2011. The report of the independent auditor regarding the valuation of such in-kind contribution is attached as Annex 2 to the Articles of Association dated November 30, 2011.
 - (iv) Accordingly:
 - The subject of the in-kind contribution provided by CEE Transport Holding B.V.: receivables acknowledged by the debtor (the Company) as described in Annex 1 hereto;
 - Value of the in-kind contribution provided by CEE Transport Holding B.V.: EUR 5,370,557;
 - Shares to be provided in consideration of the in-kind contribution provided by CEE Transport Holding B.V.: 1,263 series "A" dematerialized, registered ordinary shares with a nominal value of HUF 56,000 each; and
 - Independent auditor examining the value for the in-kind contribution provided by CEE Transport Holding B.V.: AUDITOR-IV. Könyvvizsgáló és Tanácsadó Kft. (registered seat: 1122 Budapest, Városmajor u. 43/a.; company registration number: 01-09-566207; registration number at the auditor's chamber: 000037), auditor acting personally: Losonczy Tiborné

(mother's maiden name: Róza Kovács; residential address: H-2093 Budajenő, Csalogány u. 12.; registration number: 003558).

4. SHAREHOLDER RIGHTS

4.1 Registration of shareholders into the register of shareholders, keeping of the register of shareholders

4.1.1 Shareholders may exercise shareholder rights vis-à-vis the Company only upon being registered in the register of shareholders, with the proviso that the shareholders' right to participate in the General Meeting shall be regulated under Section 5.6. The omission of registration into the register of shareholders shall not affect the shareholder's right of ownership of his shares. Any shareholder who has been formally identified must be registered in the register of shareholders upon request made to the keeper of the register. In accordance with the provisions under Section 3:246 (3) of the Civil Code, the keeper of the register of shareholders may refuse to comply with the request of a formally identified person, if such person has acquired his shares in violation of the regulations on the transfer of shares set out by law or these Articles of Association. Registered shareholders must be deleted from the register of shareholders upon their written request.

4.1.2 The register of shareholders shall be updated by KELER Központi Értéktár Zártkörűen Működő Részvénytársaság (hereinafter: KELER) on a monthly basis in accordance with the respective provisions of the agreement, entered into between the Company and KELER in respect of the keeping of the register of shareholders. In light of the foregoing, only shareholder notifications concerning the same date can be compared, thus, in the case that an (individual) registration request is received from any securities account manager in accordance with the relevant legal regulations (outside the scope of shareholder identification), no conclusion can be drawn in respect of the holders of shares not identified for the particular date of the notification.

KELER shall keep the register of shareholders by computerized recording. The registered data are the following:

- the ISIN code, series, nominal value, type and class of the share;
- the name (company name) and address (registered seat) of the shareholders or their proxy, the number of shares held thereby and the percentage of control of shareholders;
- in the case of jointly owned shares the name (company name) and address (registered seat) of the joint representative, the number of jointly owned shares and the percentage of control of shareholders and their ownership interest.

4.1.3 Any person may have access to the register of shareholders. KELER as the person entrusted with the keeping of the register of shareholders shall provide continuous access at its registered seat during working hours (between 9:00 a.m. and 15:00 p.m. on business days). The subject of any data, current or deleted, contained in the register of shareholders may request a copy of the section which pertains to him from the keeper of the register of shareholders. Such copies shall be supplied free of charge and made available to the person entitled thereto within 5 days.

4.2 Transfer of shares

4.2.1 The transfer of dematerialized shares requires a relevant transfer agreement or other legal title, as well as the debiting of the transferor's securities account and the crediting of the dematerialized share to the securities account of the new holder. Pursuant to Section 138 (2) of Act CXX of 2001 on the Capital Market (hereinafter: Capital Market Act), unless evidenced to the contrary, the holder of the share shall be the person on whose account the share is registered.

- 4.2.2. As Wáberer Hungária Biztosító Zártkörűen Működő Részvénytársaság (1211 Budapest, Szállító u. 4; Cg.01-10-046203.) is a wholly-owned subsidiary of the Company, the acquisition of 10% or more of the shares in the Company is subject to the prior approval of the Hungarian Central Bank. This rule is also reflected in the text of the dematerialized share certificate. This provision applies in addition to the general provisions set out in the Capital Market Act in relation to the acquisition of shares in a company whose shares have been offered to the public.
- 4.3 Conditions and method of exercising shareholder rights
- 4.3.1. Shareholders shall be entitled to exercise shareholder rights vis-à-vis the Company in possession of the shares or certificate of ownership, following their entry into the register of shareholders. No certificate of ownership is required for the exercising of shareholder rights, if entitlement is verified by way of the shareholder identification procedure.
- 4.3.2. In the case of shareholder identification initiated by the Company, the keeper of the register of shareholders shall delete all data contained in the register of shareholders and effective at the time of the shareholder identification procedure, and simultaneously enter the data obtained upon the identification procedure into the register of shareholders.
- 4.3.3. Shareholders whose name have not been entered into the register of shareholders, including shareholders who acquired their shares in violation of the regulations on the transfer and acquisition of shares shall not be entitled to exercise the rights attached to the shares vis-à-vis the Company.
- 4.3.4. The Company accepts the certificate of deposit issued by KELER, as depository or issued based on the certificate of KELER as verification of the ownership title of the share.
- 4.4 Right to receive dividend
- 4.4.1 Shareholders shall be entitled to a dividend in proportion to the nominal value of the shares they hold from the Company's distributable profit or profit ordered to be distributed by the General Meeting. Dividends shall be paid to the shareholders that are listed in the register of shareholders at the date of the shareholder identification relating to dividend payment announced by the Company. The date of the shareholder identification cannot be earlier than 5 trading day following the General Meeting. Dividends may be paid in the form of non-cash contribution as well. Shareholders shall be entitled to receive dividends based on the capital contributions they have already paid up.
- 4.4.2 The Company shall pay dividend to the shareholders by way of bank transfer as of the date specified by the relevant resolution of the General Meeting. The dividend payment period shall commence on the date determined in the resolution of the General Meeting on the approval of the annual financial statement prepared in accordance with the Accounting Act and the utilization of after tax profit **[deleted]**. Following a successful shareholder identification specified in the announcement on dividend, shareholders who had submitted all necessary information and documents shall receive dividend payment within ten business days, **but no later than the end of the year in which the General Meeting is held.**
- 4.4.3 Shareholders may claim the dividend as from the date of commencement of dividend payment until the expiry of the limitation period specified by law (five years). Thereafter any claim for dividend shall lapse.
- 4.4.4 The General Meeting, and pursuant to Section 3:263 (3) of the Civil Code, the Board of Directors shall also be entitled to adopt a decision on the payment of interim dividends between the approval of two consecutive financial statements if

- (i) according to the interim balance sheet, the Company has funds sufficient to cover such interim dividends;
 - (ii) the amount distributed does not exceed the amount of available profit reserves supplemented with the after tax profit shown in the interim financial statement; and
 - (iii) the payment of such interim dividends may not result in that the Company's adjusted equity capital falls below its share capital.
- 4.4.5 Interim dividends may be paid upon the recommendation of the Board of Directors. The prior consent of the Supervisory Board is required for the recommendation of the Board of Directors.
- 4.4.6 If according to the annual financial statements prepared after the distribution of interim dividends there was no justification for the payment of dividends, such distribution must be returned by the shareholder when so requested by the Company.
- 4.4.7 Dividends payable in respect of treasury shares shall be considered as distributions due to the shareholders entitled to receive dividends in proportion to the nominal value of their shares.
- 4.4.8 The Company shall not be subject to any interest payment obligation in respect of dividends.
- 4.5 Right to information
 - 4.5.1 The Board of Directors shall provide information to the shareholders in respect of the Company, as well as access to the documents and records concerning the Company, provided that the shareholder requesting such access has made a written confidentiality statement. The Board of Directors may refuse to provide information and access to documents, if the foregoing request would harm the confidential business information of the Company, the person requesting such information abuses his right to information, or fails to make a confidentiality statement despite request to this effect. If the person requesting information considers the refusal of such request unjustified, he may request that the competent court of registration obligate the Company to provide such information.
 - 4.5.2 The Board of Directors shall provide information to all shareholders which are necessary for the discussions held in connection with the items placed on the agenda of the General Meeting in such manner that, upon written request submitted by the shareholder at least eight days before the date set for the General Meeting, the relevant information is provided to the shareholder at the latest three days before the date set for the General Meeting.
 - 4.5.3 The Board of Directors and the Supervisory Board are represented at the General Meeting of the Company in order to answer any questions that may arise. The Chairman of the Board of Directors may invite any individuals to the General Meetings of the Company and grant the right to express their opinion and to add comments there if that person's presence and expert opinion is presumed to be necessary or help provide information to the shareholders and help the General Meeting make decisions.
 - 4.5.4 The Board of Directors shall disclose to the shareholders the key data of the financial statements and the key data of the report of the Board of Directors and the Supervisory Board prepared in connection with the financial statements at least twenty-one (21) days before the General Meeting.
- 4.6 Right to attend the General Meeting, right to vote

- 4.6.1 Each shareholder shall be entitled participate in, request information and make comments and proposals, as well as to vote at the General Meeting, if it holds shares with voting rights.
- 4.6.2 Shareholders may exercise their voting rights, only if they have performed their capital contribution.
- 4.7 Representation of shareholders, shareholder proxy
- 4.7.1 Shareholders may also exercise their shareholder rights through authorized proxy. Shareholders may not be represented by a member of the Board of Directors, a member of the Supervisory Board or the statutory auditor. Shareholders with more than one securities account may designate a different representative for each of those accounts for the shares held there, at any General Meeting. If a shareholder is represented by several proxies and such proxies vote or make statements differently, all votes cast or statements made thereby shall be deemed null and void.
- 4.7.2 The authorization for representation shall be prepared in the form of a notarial deed or a private deed of full evidentiary force. The proxy shall contain clearly and expressly at least:
- a) the shareholder's statement for authorization for the representative,
 - b) the shareholder as Principal and the representative as Proxy,
 - c) the proxy is valid for one General Meeting or a determined period of time, but not exceeding twelve months,
 - d) whether it covers the resumption of the suspended General Meeting and the reconvened General Meeting convened due to the lack of quorum,
 - e) any further possible limitation of the proxy.
- 4.7.3 Shareholders may appoint nominees to exercise their rights vis-à-vis the Company, and upon being registered in the register of shareholders, such nominee shall exercise shareholder rights vis-à-vis the Company in his own name and for the benefit of the shareholder.
- 4.8 Minority rights
- 4.8.1 Shareholders of the Company who control at least 1% of the voting rights may at any time request that the General Meeting be convened, indicating the reason and purpose thereof. The place and time of General Meetings initiated by shareholders shall be determined by the Board of Directors by taking into account the initiating shareholders' proposal. If the Board of Directors fails to take measures for convening the General Meeting for the earliest date possible within eight days from receipt of the request, the General Meeting shall be convened, upon the request of the shareholders making the proposal, by the court of registry, or the court of registry shall empower the requesting shareholders to convene the meeting. The expected costs of such meeting shall be advanced by the requesting shareholders. At the meeting convened upon the request of minority shareholders the General Meeting shall resolve whether the costs incurred are to be borne by the shareholders making the proposal or the Company.
- 4.8.2 If the General Meeting has refused to consider or put to vote a proposal that the last annual financial statement or any financial event or undertaking which occurred in relation to the activity of the management in the past two years be examined by an auditor to be specifically entrusted with this task, upon request by the shareholder or shareholders controlling at least 1% of the voting rights, which request is to be submitted within thirty days from the date of the relevant General Meeting under penalty of forfeiture of rights, the court of registry shall order such examination at the cost of the Company and appoint the auditor. The court of registry shall refuse to grant the request, if the shareholders submitting such request abuse their minority rights. The costs of the audit shall be advanced by the requesting shareholders. The costs of the audit shall be

covered by the Company, unless the request made by the requesting shareholders was manifestly unfounded.

- 4.8.3 If the General Meeting has refused to consider or put to vote a proposal that a claim by the Company against any shareholder, Board member, member of the Supervisory Board, or the statutory auditor be enforced, the shareholders controlling at least 1% of the voting rights may also enforce such claim themselves on behalf of and to the benefit of the Company within thirty days from the date of the relevant General Meeting under penalty of forfeiture of rights.
- 4.8.4 If shareholders controlling at least 1% of voting rights in the Company make a proposal to the Board of Directors regarding additions to the agenda in accordance with the provisions on setting the items of the agenda, or a draft resolution concerning any item already on the agenda or to be put on the agenda within eight (8) days from the publication of the notice on the convening of the General Meeting, the Board of Directors shall publish a communication on the supplemented agenda and the draft resolutions submitted by the shareholders upon being notified of the proposal. The issues indicated in the notice shall be deemed to have been put on the agenda.
- 4.8.5 Shareholders requesting to supplement the agenda items of the General Meeting may require the participation of a third party for the discussion of the agenda item proposed by them if that person's presence and expert opinion is presumed to help provide information to the shareholders and help the General Meeting make decisions
- 4.8.6 Shareholders of the Company controlling at least 1% of voting rights and any creditor of the Company with a claim which is not yet due at the time of distribution and reaches 10% of the registered capital until the expiry of the one year limitation period as from the date of distribution may request, with the simultaneous advancing of costs, that the court of registry appoint an auditor to examine whether such disbursement is lawful. Any payment to the shareholders made in cash or otherwise shall be construed as a distribution, with the exception of employee shares provided without compensation or at a discounted price, as well as shares provided without compensation from the share capital increased by the conversion of assets which do not form part of the share capital into share capital.

5. GENERAL MEETING

- 5.1 Participation in the General Meeting
 - 5.1.1 The supreme body of the Company is the General Meeting. Shareholders are entitled to exercise their rights at the General Meeting in person or through a proxy.
 - 5.1.2 The General Meeting may be ordinary or extraordinary. General Meetings shall be held in Budapest, or at other venues designated by the Board of Directors.
- 5.2 Mandatory convening of the General Meeting:
 - a) by no later than April 30 of each year in the case of the Annual General Meeting;
 - b) if the shareholders controlling at least 1% of the voting rights request in writing, indicating the reason and purpose thereof, that the Board of Directors convenes the General Meeting, by simultaneously depositing the ownership certificate specified in the applicable legal regulations at the seat of the Company;
 - c) if the Supervisory Board, the Chairman of the Supervisory Board, the statutory auditor or the court of registry deems necessary the convening of the General Meeting in the cases specified by the relevant legal regulations;
 - d) if the Board of Directors deems necessary the convening of the General Meeting;
 - e) if it is resolved at the previous General Meeting;

- f) if the number of the members of the Audit Committee drops below 3 members;
- g) the Board of Directors shall be obliged to convene the General Meeting, if the number of the members of the Supervisory Board drops below the number specified in these Articles of Association;
- h) moreover, the Board of Directors shall, with simultaneous notice to the Supervisory Board, convene the General Meeting within the period of 8 days, in order to provide for the necessary measures, if any member thereof becomes aware that
 - due to losses, the Company's equity has dropped to two-thirds of the registered capital or below HUF 20 million, or
 - the Company is on the brink of insolvency or has stopped making payments; or
 - the Company's assets do not cover its debts;
- i) in any other case provided by law.

5.3 Method of convening the General Meeting:

5.3.1. The Invitation to the General Meeting shall be published at the places of publication specified in Section 15.2 at least thirty (30) days prior to the first day of the General Meeting.

5.3.2. The invitation shall include the corporate name and registered seat of the Company, the date and venue of the General Meeting, the method of holding the General Meeting, the proposed items of the agenda, the provisions of the Articles of Association regarding the exercising of voting rights, the date and venue of the reconvened General Meeting and the rules applicable to quorum, if the original General Meeting has no quorum, the conditions of exercising the right to make additions to the agenda and the place where draft resolutions and the originals of complete documents to be submitted to the General Meeting are available.

5.3.3. If an extraordinary General Meeting is convened in consequence of the shareholders' opinion relating to a public takeover offer for the shares of the Company or at the request of the person having obtained a qualifying holding upon the successful conclusion of the public takeover offer, the General Meeting shall be convened at least fifteen days in advance.

5.3.4. Further to the provisions contained in Section 4.5.4, the Board of Directors shall publish on the website of the Company at least twenty-one days prior to the General Meeting, the following information:

- (i) the total number of shares and voting rights at the date of the convocation, including separate totals for each class of shares;
- (ii) the proposals relating to the items on the agenda and the related reports of the Supervisory Board and the draft resolutions (including the proposal on the annual financial statement and the report of the Supervisory Board);
- (iii) forms to be used for voting through a representative if those have not been directly sent to the shareholders.

5.3.5. Public general meeting materials are to be sent by way of electronic means to the shareholders who specifically requested it at the time of publication of such general meeting materials.

5.4 Agenda of the General Meeting

5.4.1 The agenda of the General Meeting shall be prepared by the Board of Directors.

5.5 Quorum

- 5.5.1 The General Meeting shall have a quorum if it was convened in accordance with the relevant rules and regulations, and if the Shareholders representing more than forty (40) percent of the total number of shares with voting rights of the Company are present.
- 5.5.2 If the General Meeting fails to have a quorum within one (1) hour from the time designated for commencement thereof, the Chairman of the General Meeting shall announce the date of the reconvened General Meeting as set out in the invitation to the General Meeting. The reconvened General Meeting may be called for a date following the date of the original General Meeting by not less than at least five (5) days and not more than fifteen (15) days. The reconvened General Meeting may be held at the same venue, or at any other venue specified in the invitation to the General Meeting. The reconvened General Meeting shall have a quorum for the issues of the original agenda irrespective of the ratio of voting rights represented by those present.
- 5.6 Conditions and method of exercising of the voting rights:
- 5.6.1 Only those shareholders or shareholder proxies may attend the General Meeting who were entered into the register of shareholders no later than on the second business day preceding the date of the General Meeting based on the shareholder identification in accordance with KELER's than applicable General Business Conditions.
- 5.6.2 In order to be registered in the Register of Shareholders of the General Meeting the Company will request an owner identification of the ordinary shares without blocking from, with respect to shares issued by the Company. Based on the shareholders' instructions registration of shareholders in the Register of Shareholders shall be ensured by the shareholders' securities account managers who shall forward the shareholders' data to KELER. The Company shall not be responsible for the consequences of any failure on behalf of securities account manager.
- 5.6.3 Each share having a nominal value of EUR 0.35 represents one vote. Each shareholder may vote only in one way.
- 5.7 Method of voting
- 5.7.1 At the General Meeting the voting rights shall be exercised by ballot papers or by computerised voting.
- 5.7.2 During the registration process of the General Meeting the Company shall issue ballot papers or provide a voting device for computerised voting to each shareholder having voting rights after verification that the shareholder is duly registered in the Register of Shareholders. During registration the Company will check the personal identity of the shareholders and the authorized representatives by comparing it with the data contained in the Register of Shareholders.
- 5.8 Voting
- 5.8.1 Voting is carried out by voting device or by casting the ballot papers. The voting procedure used by the Company ensure a clear, unambiguous and fast determination of voting results, and also the validity and reliability of the result. Prior to the voting taking place, the General Meeting shall be advised by the Chairman or the person designated by him with respect to the technical details of the voting.
- 5.8.2 If a shareholder does not cast his ballot paper, this shall qualify as abstention from voting.
- 5.8.3 If the number of the draft resolution on the ballot paper does not correspond with the number of the draft resolution indicated in the minutes, the relevant shareholder shall be requested to declare whether he wished to vote on the given resolution, provided that the shareholder can be identified. The statement of the shareholder shall be recorded in the minutes. If the request is not fulfilled or the person voting with the wrong number cannot be identified, the relevant vote shall be deemed void.

- 5.8.4 The voting at the General Meeting shall be open in accordance with the foregoing procedure.
- 5.8.5 In the event of computerised voting, the counting of the votes shall proceed electronically. In case of non-computerised voting the General Meeting shall elect from among those present a Tellers' Committee comprising two members (Committee). The Tellers' Committee shall communicate the outcome of the voting to the Chairman of the General Meeting. The Chairman of the General Meeting shall announce the outcome of the voting and the resolution of the General Meeting.
- 5.9 Scope of competence of the General Meeting:
- 5.9.1 The following matters shall fall within the exclusive competence of the General Meeting:
- a) any reduction of the registered capital of the Company;
 - b) establishment and amendment of the Articles of Association;
 - c) decision on altering the form of operation of the Company;
 - d) decision on the transformation or the termination of the Company without legal successor (including the initiation of bankruptcy, liquidation or voluntary dissolution) or merger of the Company with or into a third party;
 - e) any increase of the registered capital of the Company (except for the increase of the registered capital by the Board of Directors pursuant to the authorization granted to the Board of Directors by the General Meeting as set out in Section 12.3 below), or the issuance of any document or security related to the registered capital of the Company, including options, warrants or any other entitlement to the shares, convertible bonds and bonds with subscription rights;
 - f) election, removal and the establishment of the remuneration of the members of the Board of Directors, the members of the Supervisory Board, the statutory auditor and the Audit Committee, decision on the issues detailed in Section 6.11.1 and 8.4 and on the enforcement of claims for damages against them.
 - g) for the proposal of the Board of Directors with the prior assessment by the Supervisory Board determination and modification of the principles for the long term remuneration of and incentive schemes for the members of the Board of Directors, the members of the Supervisory Board or other corporate bodies and certain management members (hereinafter: Remuneration Policy) within the framework of advisory vote;
 - h) acceptance of the Remuneration Report of the prior business year according to the Remuneration Policy, within the framework of advisory vote;
 - i) approval of the annual financial statements prepared pursuant to the Accounting Act, including the decision on the allocation of after-tax profits (payment of dividends);
 - j) granting authorization to the Board of Directors for the payment of interim dividends, the acquisition of treasury shares (except the cases stated in Article 3:223 of Civil Code, especially if the acquisition of the shares is necessary in order to prevent the imminent danger of the Company) and the increase of the registered capital;
 - k) amending rights attached to certain types, classes and series of shares, and the conversion of certain types or classes or series of shares;
 - l) subsequent approval of the actions taken by the Board of Directors or the Supervisory Board and the subsequent release of the Board of Directors or Supervisory Board (or any of their members) from liabilities in connection with their actions;

- m) in the case of the issuance of new shares decision on the exclusion of the exercising of the preferential rights of shareholders to acquire the new shares based on the proposal of the Board of Directors;
 - n) approval of the report submitted by the Board of Directors to the annual General Meeting presenting the corporate governance report of the Company, prepared in the form prescribed for companies listed on the stock exchanges where the Company's shares have been admitted to listing;
 - o) any other matter that by law or under these Articles of Association falls within the exclusive competence of the General Meeting from time to time.
- 5.9.2 The General Meeting adopts its resolutions by a simple majority of the votes considered upon the establishment of a quorum, except for the matters indicated by the law and specified in Paragraphs (a)-(d) of Section 5.9.1, in respect of which the General Meeting adopts its resolutions by at least three-quarters majority of the votes.
- 5.9.3 Any resolution of the General Meeting which discriminates against the rights attached to a certain series of shares may only be passed, if the shareholders of the share series in question grant their explicit consent. Prior to the adoption of the resolution of the General Meeting the shareholders of the share series concerned present at the meeting deliver a decision in respect of each series of shares by the simple majority of the votes represented by the shares pertaining to a particular series. In the course thereof, the provisions on the restriction or exclusion of the voting rights attached to such shares may not be applied, not including the prohibition of exercising voting rights attached to treasury shares.
- 5.10 Publication of the minutes, attendance sheet and resolutions
- 5.10.1 The shareholders present at the General Meeting shall be entered into an attendance sheet, which shall contain the name (company name) and address (registered seat) of the shareholder or his representative, the quantity of his shares and the number of votes he has, and any changes during the General Meeting in the persons of those present. The attendance sheet shall be signed by the Chairman of the General Meeting and the keeper of the minutes.
- 5.10.2 The minutes of the General Meeting shall contain the corporate name and registered seat of the Company, the place and time and the procedure for holding the General Meeting, the name of Chairman of the General meeting, the keeper of the minutes, the person attesting the minutes and the tellers, key events and proposals made during the General Meeting, draft resolutions, for each resolution at least the number of shares for which votes have been validly cast, the proportion of the registered capital represented by those votes, the total number of votes validly cast as well as the number of votes cast in favour of and against each resolution, and the number of abstentions from the vote. The minutes shall be signed by the keeper of the minutes and the Chairman of the General Meeting, and shall be witnessed by an elected shareholder present.
- 5.10.3 Shareholders who speak at the General Meeting may only attach the written version of their comments made at the General Meeting to the minutes.
- 5.10.4 The Board of Directors shall submit the minutes of the General Meeting and the attendance sheet to the court of registry within thirty days from the close of the General Meeting.
- 5.10.5 The Company shall make the resolutions adopted by the General Meeting available to the public.
- 5.11 Chairman of the General Meeting
- 5.11.1 The Chairman of the General Meeting is generally the Chairman of the Board of Directors, or the person appointed by the Chairman of the Board of Directors.

5.11.2 The Chairman of the General Meeting shall:

- establish the quorum of the General Meeting, make proposals for the persons to attest the minutes and other officers of the General Meeting and appoints the keeper of the minutes;
- in the event of the absence of the representative of the Board of Directors or the Supervisory Board, the Chairman of the General Meeting informs the shareholders fully about the absence and the reasons behind thereof before the discussion of the agenda begins;
- conduct discussions according to the agenda;
- initiate voting, announce the outcome thereof and the resolution of the General Meeting;
- order a recess or suggest that the General Meeting be postponed when a proposal or proposal relating to a particular issue on the agenda was submitted which the shareholders hadn't had a chance to become familiar with before the General Meeting
- ensure that the minutes of the General Meeting are kept in compliance with the relevant rules and regulations;
- certify the documents of the General Meeting by his signature.

5.12 Suspension of the General Meeting

5.12.1 The General Meeting may suspend its session once by not more than thirty days. The suspended meeting shall reconvene subject to the same quorum requirement as the original General Meeting. When the suspended meeting reconvenes, the provisions on calling the General Meeting and on the election of the officers of the General Meeting shall not apply.

6. THE BOARD OF DIRECTORS

6.1 The Board of Directors is the managing body of the Company. The Board of Directors shall consist of a maximum of 7 (seven) members. The members of Board of Directors shall be elected by the General Meeting for a three years term. The assignment of the members of the Board of Directors, unless otherwise provided by the General Meeting, lasts for a term of three years until May, 31 of the third year subsequent to the date of the said General Meeting with the exception, that if the General Meeting in the third year is held prior to May 31 than their assignment lasts until the date thereof. Members of the Board of Directors can be removed or re-elected at any time by the General Meeting.

6.2 The Board of Directors shall elect a Chairman and a Deputy Chairman from among its members. In the case of his absence or incapacity the Chairman shall be substituted by the Deputy Chairman. The Chairman or Deputy Chairman of the Board of Directors and the Chief Executive Officer may be the same person. The distribution of scope and competence among the members of the Board of Directors shall be regulated in detail by the by-laws of the Board of Directors.

6.3 The Board of Directors shall have powers to represent the Company in accordance with Section 11.

6.4 The Board of Directors may make decisions on all issues and matters concerning the Company (including establishment of branch offices and the amendment of the scope of activities save as for the main activity) which do not fall within the exclusive competence of the General Meeting. In issues pertaining to the exclusive competence of the General Meeting by virtue of law, the Board of Directors shall make proposals for resolutions of the General Meeting. The Board of Directors shall represent the Company vis-à-vis third parties before courts and other authorities. It shall be entitled to acquire

rights, and undertake obligations on behalf of the Company, as well as to determine the business activity of the Company.

- 6.5 The tasks of the Board of Directors shall include among others the submission to the General Meeting of the annual financial statement prepared pursuant to the Accounting Act and the proposal for the distribution of after-tax profit. According to Section 3:250 (2) (f) of the Civil Code the Board of Directors have the right to approve the interim balance sheet in connection with the exercise of rights attaching to redeemable shares, with the acquisition of own shares, the payment of interim dividends, and with the increase of the share capital financed from assets not comprising a part of the share capital.
- 6.6 The Board of Directors shall submit a report on the management, the financial situation, the business policy and financial and investment plans of the Company at least once a year to the General Meeting and quarterly to the Supervisory Board.
- 6.7 The Board of Directors shall ensure that the books of the Company are kept in accordance with the applicable rules.
- 6.8 The Board of Directors shall ensure that the Remuneration Policy and the Remuneration Reports are submitted to the General Meeting in accordance with the applicable legislation for content and appropriate intervals. Following the acceptance and during at least its validity period, the Remuneration Policy shall be disclosed, whilst the Remuneration Report is made publicly available for ten years on the website of the Company for free.
- 6.9 The meeting of the Board of Directors shall have a quorum if more than half of the Board members are present. The Board of Directors shall adopt its resolutions by a simple majority of the votes of those present, except for the cases specified under the by-laws of the Board of Directors. Further rules applicable to the holding of the meetings, the scope of competence and the adoption of the resolutions of the Board of Directors are contained in the by-laws of the Board of Directors.
- 6.10 The Board of Directors shall establish its own rules of procedure.
- 6.11 Members of the Board of Directors shall not hold executive positions and acquire shareholdings in a business association (except business associations consolidated by the Company) – other than business shares in public companies limited by shares – which
- 6.11.1 conducts (international and national) road transport as main activity,
- 6.11.2 conducts freight transport by road, freight forwarding, warehousing logistics and non-life insurance activities
- except in case of exemption granted by the General Meeting with regard to Section 6.11.1. and by the Board of Directors with regard to Section 6.11.2.
- If no such exemption is granted, the member of the Board of Directors shall ensure that the conflict of interest issue is resolved within the time limit set by the General Meeting (6.11.1) or the Board of Directors (6.11.2), which may not exceed six months. Otherwise, the Board of Directors is obliged to convene the General Meeting in order to remove the member concerned and elect a new member of the Board of Directors.
- 6.12 Committees of the Board of Directors
- 6.12.1 The establishment of the nomination committee and a remuneration committee (either in the form of separate committees or in the form of a joint committee), the election of the members of such committees and the determination of their remuneration shall fall into the competence of the Board of Directors. Persons other than the members of the Board of Directors may be elected as members of the nomination and remuneration committee. The committee prepares the Remuneration Policy and makes proposals

concerning the performance review and remuneration of the Board of Directors, the Supervisory Board and the management.

- 6.12.2 The establishment of other committees, the determination of the composition and appropriate authorization of such committees shall fall into the competence of the Board of Directors.

7. THE CHIEF EXECUTIVE OFFICER

7.1 Legal status of the Chief Executive Officer:

7.1.1 The Chief Executive Officer of the Company shall be elected by the Board of Directors.

7.1.2 The Chief Executive Officer shall organize, direct, supervise and control the operation of the Company within the framework of the applicable provisions of law and the Articles of Association, and in accordance with the resolutions of the General Meeting and the Board of Directors.

7.1.3 The competence of the Chief Executive Officer shall extend to resolving in all matters not falling within the competence of either the General Meeting or the Board of Directors.

7.1.4 The Chief Executive Officer shall make proposals to the Board of Directors regarding the objectives of the organizational and operational rules of the Company upon which the CEO of the Company shall approve or amend the organizational and operational rules of the Company.

7.1.5 The Chief Executive Officer shall exercise employer's rights over the employees of the Company and shall be entitled to transfer such authority to the employees of the Company.

8. THE SUPERVISORY BOARD

8.1 The Supervisory Board shall consist of at least (5) five members. The members of the Supervisory Board shall be elected by the General Meeting for a three years term. The assignment of the members of the Supervisory Board, unless otherwise provided by the General Meeting, lasts for a term of three years until May, 31 of the third year subsequent to the date of the said General Meeting with the exception, that if the General Meeting in the third year is held prior to May 31 than their assignment lasts until the date thereof. Members of the Supervisory Board can be removed or re-elected at any time by the General Meeting.

8.2 The majority of the members of the Supervisory Board shall be made up of independent persons. The member of the Supervisory Board shall be considered independent, if apart from his membership in the Supervisory Board and from any transaction conducted within the Company's usual activities aiming to satisfy the Supervisory Board member's personal needs, he has no other legal relationship with the Company.

8.3 The member of the Supervisory Board shall not be considered independent in the cases specified in Section 3:287 (2) of the Civil Code.

8.4 A member of the Supervisory Board may not hold executive position and acquire shareholdings in business associations (except business associations consolidated by the Company) – other than business shares in public companies limited by shares – which has identical business activity as its main activity as the Company's main activity, unless they have been granted authorization by the General Meeting of the Company. A member and a relative of the member of the Supervisory Board may not enter into any agreement that falls within the scope of the Company's core business under his own name or for his own benefit, save as for usual deeds occurring in the ordinary course of everyday life. The member and the relative of the member of the Board of Directors of the Company may not be elected as member of the Supervisory Board. In the absence of consent granted by the General Meeting the member of the Supervisory Board affected by the conflict of interest issue should resolve the case

within the time limit set by the General Meeting, which may not exceed six months. Otherwise, the Board of Directors is obliged to convene the General Meeting in order to remove the member concerned and elect a new member of the Supervisory Board.

- 8.5 One third of the Supervisory Board shall be the delegate of the employees. The delegate of the employees shall be nominated by the works council from among the employees, upon consulting the trade unions of the Company for their opinion. The Supervisory Board membership of employee delegate shall terminate simultaneously with the termination of their employment. The General Meeting shall elect as members of the Supervisory Board the person nominated by the works council at its first meeting following the nomination, except if there is any reason for exclusion in respect of the nominee as specified by law. Failure to nominate shall not prevent the operation of the Supervisory Board, provided that all other conditions of lawful operation are met. In such case the seat of employee delegate may not be filled, nevertheless, the General Meeting is still to elect at least three Supervisory Board members. Employee delegate shall be removed by the General Meeting upon the proposal of the works council.
- 8.6 Following its election, the Supervisory Board shall elect a Chairman from among its members.
- 8.7 For the purpose of protecting the interests of the Company, the Supervisory Board shall control the management of the Company. For the purpose of exercising the foregoing activity, the Supervisory Board may inspect the documents, accounting records and books of the Company, request information from the Board of Directors and the employees of the Company, examine the bank account, petty cash, securities and goods portfolio and contracts of the Company, or have them examined by experts.
- 8.8 The Supervisory Board shall examine the submissions presented to the General Meeting and express its opinion on the foregoing at the General Meeting.
- 8.9 The General Meeting may resolve the approval of the annual financial statement prepared in accordance with the Accounting Act and the allocation of after-tax profits and the corporate governance report only in possession of the written report of the Supervisory Board regarding the foregoing.
- 8.10 If the Supervisory Board is of the view that the activity of the management is contrary to the legal regulations, the Articles of Association or the resolutions of the General Meeting, or such activity otherwise prejudices the interests of the Company, the Supervisory Board shall be entitled to convene the General Meeting to discuss the issue and adopt the necessary resolutions.
- 8.11 The Supervisory Board shall have a quorum if at least 2/3 of its members are present and shall adopt its resolutions by the simple majority of the votes of those present.
- 8.12 The Chairman of the Supervisory Board:
- shall convene and chair the meetings of the board,
 - shall provide for the keeping of the minutes of the meetings of the board,
 - may participate in the meetings of the Board of Directors,
 - may propose the convening of the General Meeting,
 - shall annually submit a report to the General Meeting on the activity of the Supervisory Board and the Company.
- 8.13 The Supervisory Board shall establish its own by-laws, which shall be approved by the General Meeting.

9. THE AUDIT COMMITTEE

- 9.1 The General Meeting shall elect an Audit Committee consisting of **at least 3** (three) members from among the independent members of the Supervisory Board.

- 9.2 At least one member of the Audit Committee shall have competence in accounting or auditing. The Chairman of the Audit Committee shall be elected by the members of the Audit Committee from among themselves.
- 9.3 If the number of the members of the Audit Committee drops below 3 (three) member, the Board of Directors shall convene the General Meeting in order to restore the proper operation of the Audit Committee. The Audit Committee shall establish its own by-laws, which shall be approved by the Supervisory Board. The Audit Committee shall inform the Supervisory Board about its activity in accordance with the provisions of its by-laws.
- 9.4 The Audit Committee shall provide assistance to the Supervisory Board in supervising the financial report regime and in selecting and working with the auditor. The Audit Committee, besides the duties specified in the Civil Code, also fulfils the duties specified in the Capital Market Act.
- 9.5 The Audit Committee may engage external expert(s) for the purpose of performing its tasks, as needed.

10. THE STATUTORY AUDITOR

- 10.1 Election of the statutory auditor
- 10.1.1 The Statutory Auditor shall be elected by the General Meeting for a definite period, but at least for a period ending on the date of the closing of the General Meeting concluding the business year of the election and approving the consolidated balance sheet, but in any case by no later than June 30. The Statutory Auditor may be re-elected following the expiry of his mandate. The Board of Directors shall conclude with the Statutory Auditor the agency agreement under the terms and conditions and subject to the remuneration specified by the General Meeting within ninety days from the election. If the agreement is not concluded within the above deadline, the General Meeting shall elect a new Statutory Auditor.
- 10.2 Responsibilities of the Statutory Auditor
- 10.2.1 The Statutory Auditor shall be responsible for carrying out the audit of accounting documents according to the relevant regulations and to provide an independent audit report to determine as to whether the annual financial statement of the Company is in conformity with legal requirements, and whether it provides a true and fair view of the company's assets, financial position and profit or loss.
- 10.2.2 The Statutory Auditor shall examine that the information provided in the Remuneration Report is in accordance with the legislation in force. If the finding is that the Remuneration Report is not fully compliant, the Auditor calls the Board of Directors to take necessary measures. In case of failure to carry out corrections by the Board of Directors, the Statutory Auditor has the right to inform shareholders at the General Meeting about the deficiencies discovered and the steps taken.
- 10.3 Rights and obligations of the Statutory Auditor
- 10.3.1 With a view to carrying out his duties the Statutory Auditor may:
- (a) may inspect the documents, accounting records and books of the Company;
 - (b) may request information from the members of the Board of Directors, the members of the Supervisory Board and the employees of the Company;
 - (c) may examine the bank accounts, petty cash, securities and goods portfolio and contracts of the Company;
 - (d) shall attend the General Meeting of the Company discussing the annual financial statement prepared in accordance with the Accounting Act, however, the absence of the Statutory Auditor shall not prevent the holding of the session;

- (e) shall attend the meeting of the Supervisory Board, if so requested by the Supervisory Board;
- (f) may attend the meetings of the Board of Directors or the Supervisory Board in an advisory capacity, as needed;
- (g) shall promptly initiate with the Board of Directors the convening of the General Meeting, if the Statutory Auditor:
 - (i) learns about any change in the assets of the Company which threatens the satisfaction of claims raised against the Company; or
 - (ii) perceives any circumstance which entails the liability of the members of the Board of Directors or the Supervisory Board for their activity conducted in such capacity;
- (h) if the measures described in paragraph (g) remain ineffective, the Statutory Auditor shall inform the competent court of registry vested with judicial supervisory competence about the disclosed facts.

10.4 Auditor's conflict of interest

- 10.4.1 Shareholders, members of the Board of Directors and members of the Supervisory Board of the Company and the family members of these persons may not serve as Statutory Auditor. An employee of the Company may not serve as Statutory Auditor during the period of his employment and for a period of three years thereafter.
- 10.4.2 The Statutory Auditor may not provide any service to the Company and may not collaborate with the Board of Directors in a way that may imperil his ability to carry out his auditing duties objectively and independently.
- 10.4.3 Persons included in the register of auditors in accordance with the relevant legal regulations may be elected as the Statutory Auditor of the Company. Further requirements for auditors in terms of qualifications and conduct, and conflict of interest not contained in these Articles of Association shall be laid down in specific other legislation.

11. AUTHORIZATION TO SIGN ON BEHALF OF THE COMPANY

- 11.1 The following persons shall be entitled to sign on behalf of the Company:
 - a) any two members of the Board of Directors, jointly,
 - b) one member of the Board of Directors and one employee of the Company authorized by the Board of Directors, jointly,
 - c) two employees of the Company authorized by the Board of Directors, jointly.
- 11.2 Signing on behalf of the Company shall be effected by the person entitled to represent the Company by attaching his/her name to the handwritten, stamped or printed corporate name of the Company.

12. INCREASE OF THE REGISTERED CAPITAL

- 12.1 The decision for the increase of the registered capital of the Company shall lie with the General Meeting. The increase of the registered capital may be effected: (i) through the issuance of new shares, (ii) from the assets not forming part of the registered capital, (iii) through the issuance of employee shares, (iv) as conditional increase of the registered capital, through the issuance of convertible bonds. Different methods of increasing the registered capital may be decided and implemented at the same time.
- 12.2 If the Company issued shares belonging to different series of shares, the resolution of the General Meeting on the increase of the registered capital may only be validly adopted, if the shareholders of each series of shares concerned grant their prior consent to the increase of the registered capital. The shareholders of the series of shares concerned shall decide on the granting of consent prior to the adoption of the

resolution of the General Meeting, separately for each series of shares, by a simple majority of the votes attached to the shares pertaining to the given series of shares. In the course of thereof, the provisions on the restriction or exclusion of the voting rights attached to such shares may not be applied, not including the prohibition of exercising voting rights attached to own shares.

- 12.3 The General Meeting may authorize the Board of Directors to increase the registered capital. The maximum amount by which the Board of Directors may increase the registered capital of the Company and a period of up to five years during which the increase of capital is to be implemented shall be specified in the authorization. In the case that the Board of Directors is authorized to increase the registered capital, the Board of Directors shall also adopt decisions relating to the increase of the registered capital, which otherwise fall within the competence of the General Meeting under the Civil Code or these Articles of Association.
- 12.4 If the registered capital is increased in consideration for asset contribution, the auditor or expert report on the valuation of asset contributions shall be published.
- 12.5 If the registered capital is increased in consideration for cash contribution, the shareholders of the Company, and in the first place, the holders of shares belonging to the same series of shares as the shares being issued, and then the holders of convertible bonds and bonds with subscription rights shall (in this order) have preferential right for the subscription of the newly issued shares. The Company shall allow at least fifteen days for the exercise of preferential rights. The Board of Directors of the Company shall inform the shareholders and the holders of convertible bonds with subscription rights by way of notice about the nominal value or issue price of the shares available for subscription, the first and last days of the period during which the preferential right can be exercised and the method of exercising such right.
- 12.6 Dividends may be paid for the first time on new shares issued with a view to increasing the registered capital from the after tax profit of the year in which the court of registry registered the capital increase.
- 12.7 The resolution containing the General Meeting's decision on increasing the registered capital through the private offering of new shares shall indicate the persons the General Meeting has authorized to subscribe for the shares, provided that the persons otherwise eligible do not intend to exercise their pre-emptive subscription rights concerning the shares in question. The same General Meeting resolution shall also specify the quantity of shares which may be subscribed for by any one person. Subscription right to the shares may be granted, if the person designated has made a preliminary statement of commitment to subscribe for the shares and to provide the appropriate consideration. The Company shall abide by the aforementioned statement of commitment.
- 12.8 The increase of the registered capital shall be considered to have failed if the persons eligible refuse to undertake the commitment for the subscription of shares in the nominal value or at the issue price sufficient to cover the planned or lowest increase of the registered capital.
- 12.9 The Company may transfer all or part of its assets other than the share capital to increase the registered capital, if, according to the balance sheet of the annual financial statement for the previous financial year or the interim balance sheet of the current year, there are sufficient additional funds available for the capital increase, and if the Company's registered capital will not exceed its adjusted equity capital (reduced by the limited reserve and evaluation reserve). The annual financial statement or the interim balance sheet may be taken into consideration for determining the amount of funds in excess of the share capital within the six-month period following the balance sheet date.

13. REDUCTION OF THE REGISTERED CAPITAL

- 13.1 The resolution of the General Meeting on the reduction of the registered capital shall specify the reasons for and the purpose of the capital reduction (in particular, whether it serves the withdrawal of capital or the settlement of losses, or the increase of another part of the Company's equity), the method of its implementation, the amount by which the registered capital is to be reduced, the details of the shares and the deadline by which the shares are to be submitted to the Company. The resolution on the reduction of the registered capital shall also provide for the amendment of the Articles of Association rendered necessary by the capital reduction. Such resolution of the General Meeting shall be effective upon compliance with the conditions for capital reduction.
- 13.2 The rules applicable to the nominal value of shares and the minimum amount of the registered capital shall be complied with also upon the reduction of the registered capital.
- 13.2.1 Within 30 days from the date of the resolution the Board of Directors shall publish such resolution in the Company Gazette on two consecutive occasions with an interval of at least 30 days, and shall request creditors to report to the Company within a period of 30 days after the last publication of such announcement, if they require any security in respect of their claims which arose before but undue at the date of the first publishing of the resolution.
- 13.3 Otherwise, the provisions of the Civil Code shall apply to the reduction of the registered capital.

14. TERMINATION OF THE COMPANY

- 14.1 The Company shall terminate, if
- the General Meeting resolves its termination without a legal successor,
 - if it merges with or into another company, or transforms into another corporate form,
 - it is terminated by the court of registry due to the reasons specified under Act V of 2006 (hereinafter: Company Registration Act),
 - if so prescribed by any legal regulation.
- 14.2 No division of the Company may take place.
- 14.3 In the case of the termination of the Company without a legal successor the provisions of the Company Registration Act on voluntary dissolution shall be applied.

15. MISCELLANEOUS PROVISIONS

15.1 Business year

The Company's business year shall correspond to the calendar year.

15.2 Notices

The notices, notices to shareholders and announcements of the Company shall be published on the website of the Company (www.waberers.com), on the website of the Budapest Stock Exchange (www.bef.hu), and also on the official website for publications of Magyar Nemzeti Bank (www.kozzetetelek.hu). Moreover, in the cases specified by law such notices shall also be published in the Company Gazette. Information on general meetings and corporate events of the Company shall be recorded also in the CAPS (electronic system for the services encouraging long-term shareholder engagement) in order to facilitate communication with shareholders managed by KELER. The Company shall publish its information in Hungarian and in English. In the event of discrepancies between the two versions the Hungarian shall prevail.

15.3 Other

- 15.3.1 Issues not provided for herein shall be governed by the provisions of the Civil Code and the effective provisions of other applicable legal regulations.
- 15.3.2 In relation to the transformation resolved on November 30, 2011, within the framework of which WABERER'S INTERNATIONAL Szállítmányozó és Fuvarozó Zártkörűen Működő Részvénytársaság (registered seat: 1239 Budapest, Nagykőrösi út 351; company registration number: 01-10-042101), DELTA SPED Szállítmányozási és Szolgáltató Korlátolt Felelősségű Társaság (registered seat: 1239 Budapest, Európa út 6; company registration number: 01-09-063509), INTERSZERVIZ Budapest Járműjavító Korlátolt Felelősségű Társaság (registered seat: 1239 Budapest, Nagykőrösi út 351; company registration number: 01-09-166709) and INFORATIO Számítástechnikai Tanácsadó és Szoftver Korlátolt Felelősségű Társaság (registered seat: 1239 Budapest, Nagykőrösi út 351; company registration number: 01-09-063397) will merge into the Company, the Company, as legal successor undertakes to apply the provisions stipulated under Section 16 (11) of the Corporate Tax Act, namely, the Company undertakes that following the Transformation it shall determine its tax base taking into account the assets and liabilities received from the legal predecessors (including provisions and deferred expenses or accrued income) by adjusting the pre-tax profit, as if the Transformation had not taken place. The legal successor shall keep separate records on the same assets and liabilities after they are revaluated, indicating their original value and the book value recorded by the predecessor for the day of Transformation, their adjusted book value, as well as the sums it has claimed after the Transformation to adjust the pre-tax profit on the basis of the assets and liabilities in question.

Dated: Budapest, **18 April 2023**

I have prepared, consolidated the Articles of Association in accordance with the amendments included in Resolution .../2023 (IV. 18.) of the Annual General Meeting of WABERER'S INTERNATIONAL Nyrt. The amendments are indicated in bold and italics. I certify that the wording of the amended and consolidated Articles of Association corresponds to the effective content of all amendments.

2. REPORT OF THE BOARD OF DIRECTORS ON THE MANAGEMENT OF WABERER'S INTERNATIONAL NYRT., ON THE BUSINESS OPERATION, ON THE BUSINESS POLICY AND ON THE FINANCIAL SITUATION OF THE COMPANY AND WABERER'S GROUP IN 2022

According to Section 6.6 of the Articles of Association and pursuant to Section 3.1.3 of the By-laws of the Board of Directors of WABERER'S INTERNATIONAL Nyrt. (WABERER'S or the Company) the Report of the Board of Directors on the management on the business operation, on the business policy and on the financial situation of the Company and WABERER'S Group shall be submitted to the General Meeting annually.

BUSINESS ENVIRONMENT & FINANCIAL RESULTS

| Profit and Loss Statement (EUR mn)¹

	2022	2021	Increase (Decrease)
Revenue	675.9	592.5	14.1%
Direct costs	(592.4)	(514.3)	(15.2%)
of which: depreciation and amortization	(46.7)	(47.0)	0.7%
Gross profit (recurring)	83.5	78.2	6.7%
of which: gross profit excluding D&A	130.2	125.2	3.9%
OPEX	(50.2)	(51.0)	1.7%
Operating Income	33.3	27.2	22.5%
Financial result	(11.4)	(4.1)	(178.1%)
of which: non-cash FX effect	(4.0)	0.8	(585.2%)
Taxes	(5.6)	(5.0)	(12.7%)
Net income (recurring)	16.2	18.1	(10.5%)
Net income excluding non-cash FX effect	20.2	17.3	16.8%
Non-recurring items	-	-	
EBITDA	80.0	74.2	7.8%
EBIT	33.3	27.2	22.5%
Gross profit margin (excluding depreciation and amortisation)	19.3%	21.1%	(1.9 pp)
EBITDA margin (recurring)	11.8%	12.5%	(0.7 pp)
EBIT margin (recurring)	4.9%	4.6%	0.3 pp
Net income margin (recurring)	2.4%	3.1%	(0.7 pp)
Average number of trucks	2 775	2 803	(1.0%)
Average number of employees	5 816	5 857	(0.7%)
Average number of truck drivers	3 464	3 493	(0.8%)

¹ Figures adjusted for better comparability, re-categorising the effect of insurance-related provisions, an OPEX item, as Direct Costs. EBITDA is not affected.

Economic environment

Given its operating model and geographic focus, demand for Waberer's Group's services is driven primarily by changes in industrial production and household consumption trends in the main industrial production hubs of Western Europe (UK, Germany, France, Italy, Spain, Benelux), as well as Hungary and Poland. In 2022, the most significant impact on these macroeconomic indicators was made by the outbreak of the war in the Ukraine, the – repeated post-COVID – disruption of the related supply chains, a significant rise in inflation and a decline in households' disposable income due to high energy prices. These effects peaked mainly in Q3 and Q4 of 2022, and as a result, the annual average changes in industrial production and retail sales were neutral, due to the more favourable H1 data. While annual average industrial production output in the relevant Western European countries fell by 0.7% and retail sales by 0.2%

compared with 2021, industrial production volume in the 2 relevant Eastern European countries grew by 9.9% in 2022 and retail sales by 9.1% compared with the previous year.

In terms of key costs, fuel price volatility persisted throughout 2022. The price of petroleum, which is the main driver of fuel price changes, rose from around USD 80 at the beginning of the year to USD 130 in a short period of time after the outbreak of the war in the Ukraine, before falling back to USD 80-85 by the end of 2022. Although the so-called fuel price clause in our transport contracts ensures that we automatically enforce fuel price changes in our service prices, the rate of price changes at the beginning of the year was such that we needed to renegotiate this contractual clause with customers and to significantly shorten the duration of the automatic repricing mechanism. As a result, the high fuel prices in 2022 did not have a significant impact on the Company's results or on its working capital financing needs.

From a labour market perspective, the 2022 business year also posed significant challenges for the Group. Given that the Ukraine was where we recruited the greatest number of drivers in the past, the war in our neighbouring country also affected the Group from a labour market perspective. By changing the focus of recruitment, by attracting overseas employees and by revising our payroll system, we have managed to ensure that by the second half of the year, the shortage of staff, particularly drivers, does not cause the Group to suffer inefficiencies and the staff required for stable operations are available to the Group.

Revenue

Annual revenue increased by 14.1% to EUR 675.9 million in the 2022 financial year. ITS segment revenue, excluding intersegment items, increased by 23.4% to EUR 425.5 million compared to 2021, due to an increase in the share of higher-priced orders with an unchanged fleet size. At the same time, the RCL segment's revenue, excluding intersegment items, increased by 8.5% to EUR 195.9 million in 2022. Revenues of the Insurance segment, which covers 3rd party insurance activity, decreased by 7.8% to EUR 70.0 million, entirely due to the change in the EUR/HUF exchange rate, as the Insurance segment's revenues are mainly generated in HUF.

Gross profit, EBITDA and EBIT

In 2022, the consolidated gross profit, excluding depreciation, was EUR 130.2 million as a result of an improvement of 3.1%¹. The gross profit margin, excluding depreciation and amortisation, reached 19.3%. The gross profit margin in 2022 reached 16.1% in the ITS segment, 25.4% in the RCL segment and 22.2% in the Insurance segment.

The Group's recurring EBITDA increased by 7.8% to EUR 80.0 million with an EBITDA margin of 11.8%.

Recurring EBIT increased to EUR 33.3 million in 2022 as a result of a EUR 6.1 million improvement. The improvement in EBIT was mainly due to an improvement of EUR 8.5 million in the ITS segment, which compensated for a decrease in EBIT of EUR 1.9 million in the RCL segment and EUR 0.6 million in the Insurance segment. The improved result in the ITS segment is mainly due to the improved price level resulting from an increase in the share of high-quality services provided to

¹ The data have been adjusted for comparability, with the impact of insurance provisions, an indirect cost item, reclassified as a direct cost, with a value of EUR 2.5 million in 2022.

key account customers, which was able to significantly offset rising operating costs, while the fleet size and the number of kilometres travelled remained unchanged compared to 2021.

Net income

Financial result was EUR -11.4 million, with a decrease of EUR 7.3 million. The non-realised financial result with no cash movements was EUR -4.0 million. The non-realised, non-cash FX rate changes are due to the different currencies (HUF and PLN) in which the various subsidiaries keep their books. Further financial costs are mainly due to the interest on the bond issued in the first half of the year and the increase in leasing interest rates.

As a result of a decrease of EUR 1.9 million, the recurring net income changed to EUR 16.2 million in 2022, which was equal to the reported net result, as the Company did not recognise any non-recurring items in 2022. The decrease in net profit is primarily due to higher financial expenses and an increase in non-realised non-cash expenses resulting from exchange rate fluctuations. The net income for the 2022 financial year, excluding the non-realised FX effect with no cash movement, reached EUR 20.2 million, with a year-on-year increase of EUR 2.9 million.

Cash flow

| Cash flow statement (EUR mn)

	12M 2022	12M 2021
Net cash flows from operations	26.8	50.8
of which: change in working capital	(51.7)	(15.4)
Net cash flows from investing and financing activities	5.0	(68.3)
Change in cash and cash equivalents	31.8	(17.5)
Free cash flow	35.6	0.7
CAPEX	(19.4)	(6.5)

During 2022 net cash flows from operations reached EUR 26.8 million, which is EUR 24 million lower compared to 2021. The lower operating cash flow was due to the higher financing requirement of the change in working capital (-EUR 36.3 million). The higher working capital needs are mainly due to changes in the balance sheet lines related to insurance activities, while the financing needs of the working capital elements related to trading activities (changes in trade payables and receivables) decreased by EUR 6.7 million. Operating cash flow before working capital changes showed an improvement of EUR 12.3 million in 2022 compared to the previous year.

Net cash flow from investing and financial activities showed a EUR 5.0 million cash inflow in 2022 compared to the cash outflow of EUR 68.3 million in the previous year. The cash flow from investing activities in 2022 was EUR -8.0 million and mainly included CAPEX expenditure of EUR 19.4 million and cash inflows related to the sale of vehicles of EUR 10.7 million. The main components of the financing cash flow are cash inflows related to the bond issuance of EUR 111 million, loan repayments of EUR 44.7 million (which was one of the dedicated purposes of the bond issuance) and cash outflows related to lease financing of EUR 49.1 million.

Free cash flow, including cash flow from operations, investments and elements of fleet lease financing, reached EUR 35.6 million in 2022.

Debt

| Indebtedness figures (EUR mn)

	31 December 2022	31 December 2021
Net financial indebtedness	150.0	121.7
Net leverage ratio (recurring EBITDA multiple)	1.9	1.6

The Group's net financial indebtedness position at 31 December 2022 reached EUR 150.0 million, an increase of EUR 28.3 million compared to the end of the previous year. The increase in the net debt level - in line with previously communicated plans - is mainly due to execution of the fleet renewal project. The leasing related liabilities increased by EUR 21 million (with no significant change in fleet size) and several vehicles were purchased by cash in the value of EUR 10 million during 2022 (from the liquidity generated by the bond issuance).

Due to the higher net financial indebtedness, the net leverage ratio, a multiple of the last twelve months recurring EBITDA, increased from the 1.6x of 2021 yearend to 1.9x.

The submission is informative, therefore it does not require any approval from the General Meeting.

Relevant part of the report of the Supervisory Board:

The Supervisory Board reviewed the report of the Board of Directors on the management of the Company, the business operation, the business policy and the financial situation of the Company and of the WABERER'S Group in 2022 and acknowledged it.

3. APPROVAL OF THE 2022 CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY PREPARED IN ACCORDANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS); PRESENTATION OF THE RELEVANT REPORT OF THE SUPERVISORY BOARD AND THE AUDITOR

Pursuant to Clause 3:109 (2) of Act V of 2013 on the Civil Code (hereinafter: Civil Code) and Section 5.9.1. i) of the Articles of Association approving the financial statements prepared in accordance with the Accounting Law falls within the exclusive competence of the General Meeting.

The related report is available in full on the Company's website.

The Board of Directors submits the following resolution proposal to the General Meeting:

AGM Resolution .../2023. (IV. 18.)

The General Meeting approves the 2022 Consolidated Financial Statements of the Company, prepared in accordance with International Financial Reporting Standards (IFRS) with the following main data:

Total assets:	EUR 617,813 thousand
Profit for the year (+):	EUR 16,204 thousand
Total comprehensive income:	EUR 9,343 thousand

Substance of the opinion of the Statutory Auditor:

PricewaterhouseCoopers Könyvvizsgáló Kft. has audited the consolidated financial statements of the Company for the year 2022 and, in its opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the financial year then ended in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union and they have been prepared, in all material respects, in accordance with the supplementary requirements of Act C of 2000 on Accounting ("Accounting Act") relevant for the consolidated annual financial statements prepared in accordance with IFRS as adopted by the EU.

Relevant part of the report of the Supervisory Board:

In fulfilment of its statutory obligation of oversight, the Supervisory Board has reviewed the audited financial statements of WABERER'S INTERNATIONAL Nyrt. for the business year 2022. In the opinion of the Supervisory Board the 2022 Consolidated Financial Statement meet the regulatory expectations, and the Supervisory Board agrees with its content.

In accordance with the proposal of the Board of Directors, the Supervisory Board proposes that the General Meeting approve the 2022 Consolidated Financial Statement of the Company prepared in accordance with the International Financial Reporting Standards (IFRS) with a balance sheet total of EUR 617,813 thousand and the total comprehensive profit for the year of EUR 9,343 thousand.

4. APPROVAL OF THE 2022 STANDALONE FINANCIAL STATEMENTS OF THE COMPANY PREPARED IN ACCORDANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS) AND DECISION ON THE PROPOSAL FOR THE ALLOCATION OF THE RESULT AFTER TAX AND ON THE DIVIDEND RECEIVED (DUE) FROM SUBSIDIARIES; PRESENTATION OF THE RELEVANT REPORT OF THE SUPERVISORY BOARD AND THE AUDITOR

Pursuant to Clause 3:109. § (2) of Act V of 2013 on the Civil Code and Section 5.9.1. i) of the Articles of Association approving the financial statements prepared in accordance with Accounting Law, including the decision on the appropriation of the profit after tax (payment of dividend) falls within the exclusive competence of the General Meeting.

The full text of the related submission is available on the Company's website.

The Board of Directors submits the following resolution proposal to the General Meeting:

AGM Resolution .../2023. (IV. 18.)

The General Meeting approves the 2022 Standalone Financial Statements of the Company prepared in accordance with International Financial Reporting Standards (IFRS) with the following main data:

Total assets:	EUR 320,199 thousand
Loss for the year (-):	- EUR 4,411 thousand
Total comprehensive income:	- EUR 3,521 thousand

The Company shall deposit the loss of EUR -4,411 thousand reported in the Standalone Financial Statement to the retained earnings in full.

Substance of the opinion of the Statutory Auditor:

PricewaterhouseCoopers Könyvvizsgáló Kft. has audited the Standalone Financial Statement of the Company for the year 2022 and, in its opinion, the separate financial statements give a true and fair view of the separate financial position of the Company as at 31 December 2022, and of its separate financial performance and its separate cash flows for the financial year then ended in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union and they have been prepared, in all material respects, in accordance with the supplementary requirements of Act C of 2000 on Accounting ("Accounting Act") relevant for the annual financial statements prepared in accordance with IFRS as adopted by the EU.

Relevant part of the report of the Supervisory Board:

In fulfilment of its statutory obligation of oversight, the Supervisory Board has reviewed the audited financial statements of WABERER'S INTERNATIONAL Nyrt. for the business year 2022. In accordance with the proposal of the Board of Directors, the Supervisory Board proposes that the General Meeting approve the 2022 Standalone Financial Statement of the Company with a balance sheet total of EUR 320,199 thousand and the current year loss of EUR – 4,411 thousand. The Supervisory Board agrees with the proposal of the Board of Directors for the appropriation of the loss.

PROPOSAL FOR DIVIDEND PAYMENT

The overall result of the Company for the year 2022 is negative (loss), however, the dividend from the subsidiaries for the year provides an appropriate basis for determination of a dividend by the Company, in relation to which the Board of Directors submits the following proposal for resolution to the General Meeting:

AGM Resolution .../2023. (IV. 18.)

The General Meeting resolves on the payment of HUF 1,769,373,400 as dividend from the dividends (due) received from the subsidiaries until the preparation of the financial statements for the year of 2022 pursuant to Article 39 (3a) of Act C of 2000 on Accounting, which means a gross dividend payment of HUF 100 (i.e. one hundred forints) per ordinary share (EUR 0.35 per share).

Shareholders shall be entitled to a dividend in proportion to the nominal value of the shares they hold in accordance with the provisions of the Articles of Association. Dividends payable in respect of treasury shares shall be considered as distributions due to the shareholders entitled to receive dividends in proportion to the nominal value of their shares.

The record date for the shareholder identification of dividend payments is 26 June 2023.

The dividend payment commences on 3 July 2023.

Basis for the dividend:

Dividends received (due) from subsidiaries:	EUR 23,556,637
Of which financially settled:	EUR 14,606,603
Retained earnings:	EUR -7,980,000
Amount available for dividend payment:	EUR 6,626,603

The dividend will be paid by KELER Zrt. on behalf of the Company. The General Meeting hereby requests the Board of Directors to publish a separate announcement on the details of the dividend payment by 20 June 2023 at the latest, including the actual gross dividend per share based on the number of treasury shares at the shareholder identification date.

The part of the report of the Supervisory Board concerning the payment of dividends:

The Supervisory Board agrees with the proposal of the Board of Directors regarding the appropriation of profit and proposes to the General Meeting to approve the payment of a gross dividend of HUF 100 (one hundred forints) per share to the shareholders of the Company from the dividends received (due) from the subsidiaries until the preparation of the financial statements for 2022.

5. APPROVAL OF THE CORPORATE GOVERNANCE REPORT

According to Clause 3:289. § of the Hungarian Civil Code the board of directors of listed companies are obliged to present to the annual general meeting the company's governance and management report prepared according to the rules applicable to the actors of the given stock exchange. The report cannot be submitted to the General Meeting without the approval of the Supervisory Board, therefore it has been discussed and approved in advance by the Supervisory Board of the Company.

As per Section 5.9.1. n) of the Articles of Association, approval of the corporate governance report is within the exclusive scope of the general meeting. The reports and its attachments were prepared in compliance with the provisions of the Civil Code and the Corporate Governance Recommendations (CGR) of the Budapest Stock Exchange (BSE).

The Board of Directors submits the following resolution proposal to the General Meeting:

AGM Resolution .../2023. (IV. 18.)

The General Meeting approves the Corporate Governance Report of the Company for the business year 2022.

Relevant part of the report of the Supervisory Board:

The Supervisory Board reviewed in its merit the Corporate Governance Report of the Company for the business year 2022 proposed by the Board of Directors and the Supervisory Board approved it. The Supervisory Board proposes to the General Meeting to adopt the resolution proposal without any amendment.



WABERER'S INTERNATIONAL NYILVÁNOSAN MŰKÖDŐ RÉSZVÉNYTÁRSASÁG CORPORATE GOVERNANCE REPORT FOR THE PERIOD OF 1 JANUARY 2022 TO 31 DECEMBER 2022

The Board of Directors of WABERER'S INTERNATIONAL Nyilvánosan Működő Részvénytársaság (hereinafter the Company or Waberer's) approves and submits for approval the Corporate Governance Report to the annual General Meeting with the following content based on the Corporate Governance Recommendations (CGR) of the presently effective Budapest Stock Exchange (BSE) and the respective regulations of Act V of 2013 on the Civil Code (Civil Code):

1. Brief introduction of the operations of the Board of Directors, and of the responsibilities and competences between the Board of Directors and the management

The management body of the Company is the Board of Directors, who manages the issues of the Company and the Group, represents the Company vis-à-vis third parties and before courts and other authorities. The Board of Directors is entitled to acquire rights and undertake obligations on behalf of the Company and to determine the business activities of the Company. Members of the Board of Directors shall conduct their activity with due care and diligence as generally expected from persons in such positions, and give priority to the interests of the Company.

The Board of Directors shall consist of at least 3 (three) and maximum 7 (seven) members. The members of Board of Directors shall be elected by the General Meeting for a three years term. The assignment of the members of the Board of Directors, unless otherwise provided by the General Meeting, lasts for a term of three years until 31 May of the third year subsequent to the date of the said General Meeting with the exception, that if the General Meeting in the third year is held prior to 31 May than their assignment lasts until the date thereof. The members of the Board of Directors shall elect a chairman from among themselves. The division of responsibilities and competences among the members of the Board of Directors is specified in detail in the By-laws of the Board of Directors: (www.waberers.com/en/investors/policies). The Board of Directors establishes its own rules of procedure itself. The presently effective By-laws of the Board of Directors (1 November 2022) can be found on the website of the Company: www.waberers.com/en/investors/policies

The Board of Directors may make decisions on all issues and matters concerning the Company and the Group which do not fall within the exclusive competence of the General Meeting. In matters which fall within the exclusive competence of the General Meeting by virtue of law the Board of Directors shall make resolution proposals for the General Meeting.

The responsibilities of the Board of Directors include primarily, but not exclusively, the following:

- supervision of the individual and the consolidated business and financial plans, significant capital investments, acquisitions and divestments of the Company or any Group member;
- submission to the General Meeting for approval the proposal of the Company's annual financial statement and the proposal of the utilization of after tax profits;

- submission to the Annual General Meeting for decision the Company's Corporate Governance Report, continuous observation of the efficiency and effectiveness of the practice of corporate governance;
- report on the management, the financial situation, the business policy and financial and investment plans of the Company, at least once a year to the General Meeting and quarterly to the Supervisory Board;
- arrangements for keeping the books of the Company in accordance with the rules;
- participating in the determination of strategic guidelines and the formation of the corresponding strategy and participation in all kind of strategic cooperation agreements, associations, joint ventures on behalf of the Company or any member of the Group, approval of significant agreements of value over the limit and launching legal cases;
- exercise the shareholder rights with regard to the Material Subsidiaries;
- after discussion with the Supervisory Board, setting corporate objectives and continuous monitoring of company performance, informing the Supervisory Board about the achievement of these objectives;
- ensuring the integrity of financial and accounting reports;
- electing the CEO, the chief officers currently the Chief Financial and Strategic Officer and the Chief Corporate Officer of the Company (together hereinafter: persons holding Key Positions), setting targets for them, exercising employer's right over employees holding key positions, developing principles applicable to the remuneration of the management, supervision of the activity of the management and if necessary, taking appropriate steps in line with the Remuneration Policy adopted by the General Meeting;
- management of conflicts of interest issues, approval of related party transactions and adoption of guidelines strengthening the principle of application of standard terms and conditions between independent parties, monitoring the Company's practice in this regard, accepting the Code of Conduct;
- establishment of risk management guidelines and policies, to ensure the continuous assessment of all risk factors, the obtainability of internal control mechanisms and the legal compliance;
- determination of a mechanism for the selection of the members of the Board of Directors;
- determination of the principles and basic procedure of the succession of the Company's key management;
- defining guidelines and policies - and monitoring the compliance therewith - for transparency of corporate operations and for disclosure of information on the Company;
- keeping the book of shares of the Company (or authorising a third party service provider to keep the register of shareholders);
- ensuring the communication on an appropriate level and frequency with the shareholders, approving the Insider Trading Policy and decide in matters under the Insider Trading Policy.

The Board of Directors shall have a quorum, if more half of the Members of the Board are present at the meeting. The Board of Directors shall adopt its resolutions by open vote and a simple majority of the present Board members, who are participating in the vote, except when the By-laws impose otherwise. Further rules of the conduct of meetings, powers and adoption of resolutions of the Board of Directors and the procedure of resolving Deadlock Situations are set out in the By-laws of the Board of Directors.

2. Introduction of the members of the Board of Directors and of the structure of the Board

According to the presently effective Articles of Association of the Company and the By-laws of the Board of Directors the conflict of interest rules of the Civil Code has been extended, thus besides road transport, as the main activity of the Company, the freight forwarding, warehouse logistics and non-life insurance activities are treated as conflict of interest issues as well. In case of main activity conflict of interest the General Meeting, in other conflict of interest situations the Board of Directors is authorized to exempt executive officers.

Considering that there is a two-tier governance system at the Company, the independence of the members of the Board of Directors is not required to be examined.

Members of the Board of Directors in 2022, their independency status and the date of their appointment (the present members' professional CV is available on the website of the Company):

Name	Status	Date of appointment
Barna Erdélyi	non-independent, operative member	01.09.2017. – 31.05.2024, and then or if the Annual General Meeting will be held prior to that, then the date thereof.
György Péter Waberer	non-independent (owner and executive director of the shareholder High Yield Zrt.), non-operative (external) member	20. 04. 2021. – 18. 04. 2023. he submitted his resignation before the publication of the Report
Márk Czéh-Tóth dr.	independent, non-operative (external) member / chairman	20. 04. 2021. – 18. 04. 2023. he submitted his resignation before the publication of the Report

On 31 December 2022 the members of the Board of Directors held the number of shares indicated below:

György Péter Waberer, through HIGH YIELD Vagyonkezelő Zrt., in which he is the sole shareholder	4 048 476 pcs shares
György Péter Waberer	885 pcs shares

In 2022 the Board of Directors held 8(eight) ordinary meetings without extraordinary meetings. The participation rate detailed below:

Name	Number of the meetings	Participation rate
Total	8	
Barna Erdélyi	8	100%
György Péter Waberer	6	75%

Márk Czéh-Tóth dr.	7	87%
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The main topics of the meetings of the Board of Directors held in 2022 included the acceptance and quarterly review of the standalone and the consolidated business plan, review of the monthly and other periodical performance and KPI indicators of the Group, building the short- and long term strategies of the Group, action plans pursuant to the business environment changes, decision on the asset management, discussion and approval of trailer acquisition, supervision of the key legal cases, amendment of the financing agreement, supervision on high priority law-cases, closing a previous financing contract package and issuing a corporate bond in its place, redefining investment policy, starting warehouse development investment amendment of the remuneration and incentive system for the employees holding key positions, discussion of the risk evaluation, forming an opinion on Public Purchase Offer.

The Board of Directors of the Company may adopt written resolutions between the meetings of the Board of Directors. In 2022, 31 (thirty-one) resolutions in writing were adopted by the Board in the above listed issues.

3. Chief Executive Officer

The work of the Company is organised, led, directed and supervised by the CEO subject to the relevant legislation and the Articles of Association as well as in accordance with the decisions of the General Meeting and the Board of Directors. His scope of authority includes making decisions on all cases that are not referred to the exclusive competence of the General Meeting, the Board of Directors or the Supervisory Board. The CEO establishes the work organisation of the Company, exercises the employer's rights over the employees of the Company, but may delegate this power to the employees of the Company provided by CEO directives.

Conclusion, amendment and termination of the employment of the CEO of the Company falls within the scope of the Board of Directors. The Board of Directors appointed Mr. Zsolt Barna as CEO as of 1 September 2021, to this date he holds this position.

Introduction of the management

The following persons belong to the Key Management of the Company and the Group in the business year of 2022:

- Zsolt Barna, held the position of CEO from 1 September 2021 and Managing Director of WSZL Kft. (company name before 12. 01. 2023: Waberer's-Szemerey Kft.) and head of the regional contract logistics business line.
- Barna Erdélyi, held the position of operational member of the Board of Directors of the Company, from 1 September 2021 Chief Corporate Officer, in the Group, he also holds the positions of Chairman of the Board of Directors of Wáberer Hungária Zrt. and LINK sp.z.o.o.
- Szabolcs Gábor Tóth, held the position of Chief Financial and Strategic Officer from 23 June 2020. Within the Group, he is a co-managing Director of WSZL Kft. and a member of the Board of Directors of the affiliates Wáberer Hungária Zrt and LINK sp.z.o.o.;

The curricula vitae of the members of the management employed by the Company are available on the Company website (www.waberers.com/en/about-us/corporate-governance).

Relationship between the Board of Directors and the Management:

The Management reports to the members of the Board of Directors on a monthly basis within the framework of the Meetings of the Board of Directors on the effectiveness of the activities of the Company and the Group, and prepares and forwards other, prompt financial reports to the Board of Directors on a weekly basis. The monthly management report provides information about the monthly and periodic cumulative development of the business operations of the Company and the Group in a uniform, standard structure, presenting primarily the deviation of the effectiveness and key performance indicators from the values for the baseline period and the budget. Main business and other data presented in the monthly management report:

- development of the consolidated profit/loss of the Company and the Group;
- development of the EBITDA and EBIT of the Company and the Group by main business functions and detailed variance analysis of deviations;
- development of the consolidated sales of the Company and the Group;
- the development of the results, key performance and quality indicators of the business lines (mainly the international transportation business and regional contract logistics segment, and the insurance company) and the business units in the newly introduced trade lane business model;
- development of the asset and financial situation and indebtedness of the Company and the Group;
- development of trailer procurement and sale process, and the reasons behind the differences;
- working capital management;
- monitoring work force, headcount shortage in hard-to-fill vacant positions;
- other strategic decisions, action plans.

In the event of significant changes affecting the business operations of the Company and the Group and in the case of projects deviating from the budget Management prepares ad hoc analyses for the Board of Directors.

4. Supervisory Board

The Supervisory Board consisted of 6 (six) members in 2022 until the mid-term resignation of Mr. Ferenc Mike. Then continued its work with five participants. The members of the Supervisory Board are elected by the General Meeting for a 3 (three) years term. The assignment of the members of the Supervisory Board, unless otherwise provided by the General Meeting, lasts for a term of three years until May 31 of the third year subsequent to the date of the said General Meeting with the exception, that if the Annual General Meeting in the third year is held prior to May 31 than their assignment lasts until the date thereof. One third of the Supervisory Board shall be delegates of the employees. Employee delegates are nominated by the Works Council from among the employees, taking into account the opinion of the trade unions operating at the Company. Employees of the Company may not become members of the Supervisory Board, unless they are employee delegates. Once elected, the Supervisory Board elects a Chairman from among its members for the period of the Chairman's mandate as a member.

The majority of the members of the Supervisory Board must be independent. A member of the Supervisory Board is considered independent if he or she does not have any legal relationship with the Company other than his or her Supervisory Board membership and the relationship falling within the usual activities of the Company and operations meeting the needs of the member of the Supervisory Board. The majority of the members of the Supervisory Board have no relationship with the Company, its management and its significant shareholders. The Supervisory Board requests that its members confirm their independence annually, prior to the Corporate Governance Report.

The members of the Supervisory Board are obliged to participate in the work of the Supervisory Board in person. The members of the Supervisory Board are independent of the management of the Company and may not be instructed during their activities. The Supervisory Board establishes its rules of procedure itself, which is approved by the General Meeting.

A member of the Supervisory Board may not hold executive position and acquire shareholdings in business associations – other than business shares in public companies limited by shares – which has identical business activity as its main activity as the Company's main activity, unless they have been granted authorization by the General Meeting of the Company. A member and a relative of the member of the Supervisory Board may not enter into any agreement that falls within the scope of the Company's core business under his own name or for his own benefit, save as for usual deeds occurring in the ordinary course of everyday life. The member and the relative of the member of the Board of Directors of the Company may not be elected as member of the Supervisory Board. In case of accepting an executive officer position, the Member shall inform the Supervisory Board within 15 (fifteen) days from the acceptance.

The Supervisory Board supervises the management of the Company in order to protect the interests of the Company. In order to perform this activity, it may have access to the documents, accounting records and books of the Company, may request information from the Board of Directors and the employees of the Company, may inspect the payment account, cash in hand, portfolio of securities, goods in stock and contracts and agreements of the Company, or may have them inspected by an expert. The Supervisory Board is obliged to examine the proposals to the General Meeting and to present its position on such proposals at the General Meeting. The submission to the General Meeting in subject of the Remuneration Policy shall be reviewed by the Supervisory Board in advance. The General Meeting may adopt resolutions on the Financial Statements and on the appropriation of profits after tax only in possession of the written report of the Supervisory Board.

If, according to the Supervisory Board, the activities of the management violate the relevant legislation or the Articles of Association, or are contrary to the resolutions of the General Meeting or otherwise infringe the interests of the Company, the Supervisory Board is entitled to convene the General Meeting in order to discuss this issue and to adopt the required resolutions.

The Supervisory Board adopts its resolutions by a simple majority of votes. The detailed rules for the operation of the Supervisory Board are set out in the rules of procedure of the Supervisory Board (www.waberers.com/en/investors/policies).

Present members of the Supervisory Board, their independency status, the dates of their appointment and their professional curricula vitae are available on the Company website (www.waberers.com/en/investors/in-corporate-governance):

Name	Independency status	Dates of their appointment and length of their mandate
David William Moffat Thompson	independent/chairman	20.04.2021. – 31.05.2024. or if the Annual General Meeting will be held prior to that, then the date thereof.
Sándor Székely, employee delegate	non- independent	11.05.2017. – 31.05.2024. or if the Annual General Meeting will be

		held prior to that, then the date thereof.
Mária Szalainé Kazuska, employee delegate	non- independent	31.05.2017. – 08.04.2022.
Ferenc Mike	independent	20.02.2021. – 24.05.2022.
Norbert Szivek dr.	independent	20.02.2021. – 18.04.2023. he submitted his resignation before the date of the Report.
Attila Végh dr.	independent	20.02.2021. – 31.05.2024. or if the Annual General Meeting will be held prior to that, then the date thereof.

As of 31 December 2022, the members of the Supervisory Board held no shares in the Company.

In the 2022 financial year, the Supervisory Board held 4 (four) meetings with the below detailed participation rate and adopted all resolutions with 100% support. The Supervisory Board has adopted 1 (one) resolutions without holding a meeting in 2022 in the matter of the risk map and the internal audit plan for 2023.

The main topics of the Supervisory Board meetings held in 2022 included the approval of the standalone and consolidated financial statements of 2021 financial year, approval of the internal audit plan and review of the internal audit reports, review of the quarterly report of the Board of Directors of the management of the Company, discussion of certain risk factors, comment the resolutions of the annual and extraordinary General Meeting, review the quarterly financial results, monitor the trade lane model.

Name	Number of meetings	Attendance rate
Total	4	
David William Moffat Thompson	4	100%
Sándor Székely	4	100%
Mária Szalainé Kazuska	0	0% - until the termination of her membership (08.04.2022)
Ferenc Mike	2	100% - from the start of his membership (24.05.2022)
Norbert Szivek dr.	3	75%
Attila Végh dr.	4	100% - from the start of his membership (20.04.2021)

Attila Verestóy	3	100% - from the start of his membership (20.04.2021)
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5. Audit Committee

The General Meeting elects an Audit Committee with 3 (three) members from the members of the Supervisory Board qualifying as independent for the same period as that of the Supervisory Board membership of the individual members.

The members of the Audit Committee, their status and their appointment date (the professional curriculum vitae of the current members are available on the Company website):

Name	Independency status	Date of their appointment and length of their mandate
David William Moffat Thompson	independent chairman /	for the length of his mandate in the Supervisory Board
Norbert Szivek dr.	independent	until his resignation from his mandate in the Supervisory Board (18.04.2023.)
Ferenc Mike	independent	until his resignation from his mandate in the Supervisory Board (24.05.2022.)
Attila Végh dr.	independent	for the length of their mandate in the Supervisory Board

The Audit Committee assists the Supervisory Board in the control of the financial reporting system, in the election of the Auditor and in co-operation with the auditor. The Audit Committee is entitled to use external adviser(s), as required, for performing its tasks. The Audit Committee supervises the efficiency of risk management, the operation of the system of internal controls.

In the 2022 financial year, the Audit Committee held 4 (four) meetings – occasionally as a joint meeting with the Supervisory Board - with the below detailed participation rate and adopted all resolutions with 100% support.

The main topics of the committee meetings held in 2022 included the discussion of the quarterly and annual financial report for year 2021, cooperation with the Auditor, review of independency and the other advisory activities of the Auditor besides its audit activity, monitoring risk factors, discussion of certain outstanding risk factors, monitoring the compliance program, discussion and review of certain outstanding risk factors.

Name	Number of the meetings	Attendance rate
Total	4	
David William Moffat Thompson	4	100%
Ferenc Mike	2	100% - until his resignation (24.05.2022)
Norbert Szivek dr.	3	75%

Attila Végh dr.	2	100% - from the start of his membership (08.04.2022)
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In the operation of the Audit Committee there has not been any case when the Board of Directors would have decided contrary to the proposal of the Audit Committee in an issue in the financial year of 2022.

6. Nomination and Remuneration Committee

The Company does not have presently Nomination and Remuneration Committee.

7. Criteria considered when evaluating the work of the Board of Directors, the Supervisory Board, the management and the individual members thereof

Members of the Board of Directors and the Supervisory Board evaluate their work every year by completing a self-assessment form. The Board of Directors shall evaluate the performance of the individual members of the committees primary on the basis of the answers given in the self-assessment forms, the evaluation of competences of each member and assessment of how well the respective corporate body have fulfilled their task.

The person holding Key Positions set out in the By-Laws of the Board of Directors are evaluated and the principles of their remuneration are defined by the Board of Directors of the Company. Criteria considered during the evaluation include progress in the implementation of the long-term strategy, strategic thinking, timely recognition of business opportunities and market difficulties in time and responding to them, further extension of the reputation of the Company towards business partners, suppliers and investors and the skill of motivating managers and employees. The performance based remuneration of management is on annual measurement period corresponding to the business year of the Company and based on the business plan approved by the Board of Directors. The evaluation criteria of performance remuneration aimed to improve the performance of the Company and the whole Group and successfully mitigate certain risks. Reaching the indicators shall be verified by KPIs approved by the Board of Directors in the business plan and by controlling measures.

8. The Statutory Auditor

The Statutory Auditor shall be elected by the General Meeting for a definite period, but at least for a period ending on the date of the closing of the General Meeting concluding the business year of the election and approving the consolidated balance sheet, but in any case by no later than June 30. The Statutory Auditor shall be responsible for carrying out the audit according to the relevant regulations and to provide an independent audit report of the annual financial statement of the Company whether it is in conformity with legal requirements, and whether it provides a true and fair view of the Company's assets, financial position and profit or loss. Shareholders, members of the Board of Directors and members of the Supervisory Board of the Company and the family members of these persons may not serve as Statutory Auditor. Further task of the auditor is monitoring the annual remuneration report of the Company according to the effective legislation. An employee of the Company may not serve as Statutory Auditor during the period of his employment and for a period of three years thereafter. The Statutory Auditor may not provide any service to the Company and may not collaborate with the Board of Directors in a way that may imperil his ability to carry out his auditing duties objectively and independently.

The Statutory Auditor of the Company elected until 8. April 2022 is PricewaterhouseCoopers Könyvvizsgáló Kft. (registered seat: 1055 Budapest, Bajcsy-Zsilinszky út 78.; company registration

number: Cg. 01-09-063022; registration number: MKVK 001464, with the appointment of Balázs Árpád Mészáros as personally responsible auditor.

9. Presentation of the internal control system, report on the efficiency and effectiveness of the risk management procedures

The Company's orderly functioning is ensured by its internal control system. Within the internal control mechanism each manager shall evaluate risks under their governance area and mitigate it with establishing internal procedure and overseeing its compliance. The Internal Audit Department under its annual audit program and with ad-hoc audits can also review the effectiveness of the internal control mechanism and report towards the Supervisory Board on quarterly basis on its findings and remedy actions.

The Company's financial reporting is monitored by the segment-level and central controlling functions and are reviewed by the executive level weekly and by the Board of Directors monthly. An in-depth and extensive review of financial reports are due each quarter, when all the aforementioned functions and bodies monitor to-be-disclosed figures and messages and quarterly reports are also reviewed by the Audit Committee before disclosure.

While conducting internal control processes, the Company's internal control mechanisms are governed by the following key principles:

- Allocation of responsibilities. All duties are allocated to at least one function and leader position.
- Segregation of responsibilities. Functions and employees in the Company have clearly identified and recorded set of responsibilities.
- Independent internal audit function. The Internal Audit Department reports to the Supervisory- and Audit Board.
- Technological controls. Where appropriate, technological checks are implemented to warrant against human error or misdemeanour.
- Record keeping. Record keeping procedures are implemented at all levels to ensure that the Company can monitor its past experiences.

The Company is committed to identify, measure, and manage risks in its business in order to provide a stable and profitable performance and create value to shareholders. Possible adverse outcomes are therefore an integral part of the day-to-day, as well as the strategic long-term decision-making process.

In its risk management process, the Company's main objective is always to first understand the risks and their possible effects. The Company acknowledges that in most cases the elimination of risks is not possible, but it rather seeks to mitigate and effectively manage the risks it faces. The Company thus assumes risks only after effects are properly analysed and the appropriate processes are set up to manage those risks and, where possible, mitigates the likelihood and effects of the occurrence of these risks through internal audits and control points built into processes.

Within this framework, Company's has specified its risk management guidelines:

- Universal approach. Relevant risks are identified and measured as precisely as possible in each key activity, project, or other aspect that can materially influence the company's operations. The risks assessed during these risk assessment interviews with the management of the company group, built into the process of annual audit planning are displayed on a so called "risk map" according to the probability and impact of their occurrence.

- Holistic approach. Day-to-day risks are identified, measured and managed at the operative level. All risk factor sand all risk management practices, however, are considered and assessed at group level.
- Regular monitoring. The evolution of risks and their management are monitored by the operative level, with strategic risks being monitored by the Audit Committee and the Board of Directors.
- Prioritising. Audits under the annual audit plan, as well as resources are allocated to prioritise risk management of risks that are most likely to materialise and have the highest potential impact.
- Efficiency in risk management. When selecting the method of risk management, the most efficient tool is selected.

10. General overview of the mode of exercising shareholder rights

Shareholders are entitled to exercise shareholders rights vis-à-vis the Company in possession of the shares or certificate of ownership following their entry into the register of shareholders. No certificate of ownership is required for the exercising of shareholder rights, if entitlement is verified by way of the shareholder identification procedure.

The register of shareholders is kept by KELER Központi Értéktár Zrt. as commissioned by the Board of Directors. Any shareholder who has been formally identified must be registered in the register of shareholders upon request made to the keeper of the register. In accordance with the provisions under Section 3:246(3) of the Civil Code, the keeper of the register of the shareholders may refuse to comply with the request of a formally identified person, if such person has acquired his shares in violation of the regulations on the transfer of shares set out by law or the Articles of Association. Registered shareholders must be deleted from the register of shareholders upon their request.

Shareholders registered in the register of shareholders are entitled to participate in, request information and make comments and proposals, as well as to vote at the General Meeting, if they hold shares with voting rights. Each share in the Company entitles its holder to one vote. Shareholders may exercise their voting rights, only if they have performed their capital contribution.

Shareholders shall be entitled to a dividend in proportion to the nominal value of the shares they hold from the Company's distributable profit or profit ordered to be distributed by the General Meeting. Dividends shall be paid to the shareholders that are listed in the register of shareholders at the date of the shareholder identification relating to dividend payment announced by the Company. Dividends may be paid in the form of non-cash consideration as well. Shareholders shall be entitled to receive dividends based on the capital contributions they have already paid up.

The Company shall pay dividend to the shareholders by way of bank transfer as of the date specified by the relevant resolution of the General Meeting. The dividend payment period shall commence on the date determined in the resolution of the General Meeting, the company shall pay the dividend to its shareholders who have provided all the necessary information and documents within ten days of the successful shareholder identification. Shareholders may claim dividends from the date of the dividend payment within the statutory limitation period (five years).

Shareholders who control at least 1% of the voting rights are entitled to exercise minority rights in the Company.

The detailed rules for the exercise of the shareholders' rights are set out in the Articles of Association: www.waberers.com/en/investors/policies.

11. General overview of the rules on the method of convening and conducting the General Meeting

According to the general provisions the supreme body of the Company is the General Meeting and Shareholders are entitled to exercise their rights at the General Meeting in person or through a proxy. Only those shareholders or shareholder proxies (nominees) may attend the General Meeting who were entered into the register of shareholders no later than on the second business day preceding the date of the General Meeting.

The invitation to the General Meeting shall be published at the places of publication specified in the Articles of Association at least thirty days prior to the first day date of the General Meeting. The General Meeting shall have a quorum if it was convened in accordance with the relevant rules and regulations, and if the shareholders representing more than 40% of the shares with voting rights are present. If the General Meeting fails to have a quorum within 1 (one) hour from the time designated for commencement thereof, the Chairman of the General Meeting shall announce the date of the reconvened General Meeting as set out in the invitation to the General Meeting. The reconvened General Meeting may be called for a date following the date of the original General Meeting by not less than at least 5 (five) days and not more than 15 (fifteen) days. The reconvened General Meeting may be held at the same venue or at any other venue specified in the invitation to the General Meeting. The reconvened General Meeting shall have a quorum for the issues of the original agenda irrespective of the ratio of voting rights represented by those present.

The General Meeting adopts its resolutions by a simple majority of the votes considered upon the establishment of a quorum, except for the matters indicated by the law and listed in the Articles of Association, in respect of which the General Meeting adopts its resolutions by at least three-quarters majority of the votes. Each share having a nominal value of EUR 0.35 represents one vote. Each shareholder may vote only in one way.

The detailed rules to convene and conduct the General Meeting are included in the Articles of Association: www.waberers.com/en/policies.

12. An overview of the Company's publication policy and its insider trading policy

Waberer's publication practices should comply with various EU-level, national, and BSE regulations² and Recommendations included in the official Circulars issued by the Hungarian National Bank. These regulations were all taken into account when constructing and adopting the Company's Disclosure Policy and Insider Trading Policy and it shall be updated on that basis.

In line with these policies, the publication process is covered by the following general guidelines:

² These include: Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, Act CXX of 2001 on the Capital Market, Decree no. 24/2008. (VIII. 15) of the Minister of Finance on extraordinary information Regulations on Listing and Continued Trading of the Budapest Stock Exchange, Regulation on Official Publications of the Budapest Stock Exchange

- As a general rule, all relevant and material information significant enough to be capable of influencing the share price of the Company should be disclosed as soon as possible.
- To be able to continuously inform the public of Waberer's significant events, the operative member of the Board of Directors or the Chief Executive Officer, the Chief Financial Officer, the Investor Relations Officer and the Chief Legal Officer of the Company shall verify the significance of events.
- Ultimately, the Investor Relations Officer is responsible for the preparation and timely execution of the Company's disclosure obligations.
- The Company's publications are online publications, internal disclosure policy covers the detailed procedures for the method of disclosures. All public disclosures can be accessed at the Company's official website (www.waberers.com), at the website kozsetelek.mnb.hu operated by the capital market supervising authority, and at the website bet.hu of the Budapest Stock Exchange in English and Hungarian.
- The Company disclose to the public essential details on a regular basis of its business activity, financial position and the general course of its business in the quarterly financial reports, and also in the framework of conference calls for the analysts following the financial reports, the presentation and the whole session is available on the website of the Company in real time.
- A description of the Company's strategic goals are included in the annual report.
- In the internal regulation the Company established a method to assess the significance of events in order to inform the shareholders continuously about the events or transactions evaluated to be important. The management assess the efficiency of the publication processes and publish its findings in the Corporate Governance Report once a year.
- Principles of the selection and appointment of the members of the governing and management bodies are included in the Rules of Procedures of the Board of Directors. The compensation and remuneration principles applicable to the members of the management and the governing bodies as well as the aspects considered to assess their activities are presented in the Remuneration Policy. Information regarding the number of shares owned by the members of the Board of Directors, the Supervisory Board and management members also the extent of their participation in share-based remuneration schemes summarized and published in the Remuneration Report.
- The Company publishes in its annual report and on the Company website career information about the members of the Board of Directors and the Supervisory Board (e.g. independence, special expertise, other professional functions). The composition, the tasks, the scope of authorities and the operational rules of the corporate bodies are accessible for the shareholders on the website of the Company.
- In 2021, the Company undertook toward Budapest Stock Exchange to gradually introduce ESG Reporting, in accordance therewith in 2022 and 2023 the Company prepares a simplified, and from 2024 a standardized, mid-level ESG Report. In accordance with this engagement, it will publish its simplified ESG Report for the financial year 2022 in 2023.
- The Board of Directors developed a separate, internal policy and procedure for the flow of information and the management of insider information within the Company, and monitor compliance with them. The policy sets out the limitations for persons discharging managerial responsibilities and persons closely associated with them regarding the trading of the Company's shares. The Company has published on its official website the guidelines on the prohibition of insider trading with regard to the Company's shares.
- Prior to the relevant business year the Company publishes the so called 'company event calendar', informing market players about the expected release dates of the

Company's important regular disclosures (e.g. financial reports) and of foreseeable major events (e.g. the proposed date of General Meeting).

- The Company discloses its Corporate Governance Report annually. The report contains the corporate governance practices, the description of the corporate governance system and relevant information on employees and other stakeholders in the given business year. The ownership structure of the Company is presented to the investors on the official website.
- Risk factors that the Group faces when conducting its business and to be considered are laid down in the Risk management guidelines. The Board of Directors publish the Risk management guidelines incorporated into the Corporate Governance Report, reassuring shareholders that all risks of essential internal and external operations, financial and legal compliance and other risks are continuously assessed, therefore, these risks are adequately managed by the corporate bodies. The information should cover the system of internal control activities, the risk management principles and fundamental rules applied and give a comprehensive overview of the key risks.
- The public is informed about the Group's business ethics as well as the corporate social responsibility activities and some other policies regarding other stakeholders.
- The Company takes into consideration the confidentiality of secrets protected under business and other confidentiality laws in its disclosures during publishing information on the relationship that Board of Directors, Supervisory Board and management members may have with third parties and could affect the operation of the Company.
- The Company prepares and publishes its disclosures in Hungarian and in English. In the event of discrepancies between information provided in the two languages the Hungarian version shall prevail.

The Board of Directors reviewed the efficiency of the publication process in the Company for the respective period, and declared that the publication processes are adequate to ensure that the Company's disclosures are in line with the applicable regulations and ensure the effectiveness of the procedures of the disclosure.

13. Remuneration Report

In accordance with the provisions of Chapter IV of Act LXVII of 2019 on the promotion of long-term shareholder involvement and the amendment of certain acts for the purposes of legal harmonisation, the Company has prepared its Remuneration Policy complying to the amendments and has prepared a Remuneration Report based on the Remuneration Policy for the first time this year. In addition to the members of the Board of Directors / Supervisory Board, the scope of the Remuneration Report also covers persons holding key positions. The Remuneration Report sets out the principles for the evaluation of the work of the members of the governing and supervisory bodies and of the management, as well as the long-term remuneration/incentive system and the remuneration items in summary for the year 2022. The Remuneration Report presents the annual change in remuneration, the development of the Company's performance and the average remuneration of the Company's employees on a rolling basis from 2020 forward. The Remuneration Report was reviewed by the statutory auditor and is submitted to the General Meeting of Shareholders for an advisory vote.

1. CORPORATE GOVERNANCE STATEMENT OF THE COMPLIANCE WITH THE CORPORATE GOVERNANCE RECOMMENDATIONS

Level of compliance with the Recommendations

1.1.1. Does the Company have an organisational unit dealing with investor relationship management, or a designated person to perform these tasks?

Yes

No

Explanation:

1.1.2. Are the Company's Articles of Association available on the Company's website?

Yes

No

Explanation:

1.1.4. If the Company's Articles of Association allow shareholders to exercise their rights in their absence, did the Company publish the methods and conditions of doing so, including all necessary documents?

Yes

No

Explanation:

1.2.1. Did the Company publish on its website a summary document containing the rules applicable to the conduct of its General Meetings and to the exercise of voting rights by shareholders?

Yes

No

Explanation:

1.2.2. Did the Company publish the exact date when the range of those eligible to participate in a given company event is set (record date), and also the last day when the shares granting eligibility for participating in a given company event are traded?

Yes

No

Explanation:

1.2.3. Did the Company hold its General Meetings in a manner providing for maximum shareholder participation?

Yes

No

Explanation:

1.2.6. The Company did not restrict the shareholders' right to designate a different representative for each of their securities accounts to represent them at any General Meeting. (Answer Yes, if not)

Yes

No

Explanation:

1.2.7. For proposals for the agenda items, were the Board of Directors' draft resolution and also the Supervisory Board's opinion disclosed to the shareholders?

Yes

No

Explanation:

1.3.3. The Company did not restrict the right of its shareholders attending a General Meeting to request information, add comments and submit proposals, or set any preconditions for these with the exception of some measures taken to conduct the General Meeting in a correct manner and as intended. (Answer Yes, if not)

Yes

No

Explanation:

1.3.4. By answering the questions raised at the General Meeting, did the Company ensure compliance with the information provision and disclosure principles set out in legal and stock exchange requirements?

Yes

No

Explanation:

1.3.5. Did the Company publish on its website the answers to the questions that the representatives of the Company's boards or its auditor present at the General Meeting could not satisfactorily answer at the meeting within 3 working days following the General Meeting, or an official statement explaining why it refrained from giving answers?

Yes

No

Explanation:

1.3.7. Did the Chairman of the General Meeting order a recess or suggest that the General Meeting be postponed when a proposal or proposal relating to a particular issue on the agenda was submitted which the shareholders hadn't had a chance to become familiar with before the General Meeting?

Yes

No

Explanation:

1.3.8.1. The Chairman of the General Meeting did not use a combined voting procedure for a decision related to electing and recalling executive officers and Supervisory Board members. (Answer Yes, if not)

Yes

No

Explanation:

1.3.8.2. For executive officers or Supervisory Board members, whose nominations were supported by shareholders, did the Company disclose the identity of the supporting shareholder(s)?

Yes

No

Explanation:

1.3.9. Prior to discussing agenda items concerning the amendment of the Articles of Association, did the General Meeting pass a separate resolution to determine whether to decide on each amendment of the Articles of Association by individual votes, joint votes, or votes combined in a specific way?

Yes

No

Explanation:

1.3.10. Did the Company publish the minutes of the General Meeting containing the resolutions, the description of the draft resolutions and any important questions and answers related to the draft resolutions within 30 days following the General Meeting?

Yes

No

Explanation:

Questions under Section 1.5. have been repealed³

1.6.1.1. Do the Company's publication guidelines cover the procedures for electronic, online disclosure?

Yes

No

Explanation:

1.6.1.2. Does the Company design its website by considering the aspects of disclosure and the information of investors?

Yes

No

Explanation:

1.6.2.1. Does the Company have an internal publication policy in place which covers the processing the information listed in Section 1.6.2 of the Recommendations document?

Yes

No

Explanation:

1.6.2.2. Do the internal regulations of the Company cover the methods for the assessment of events judged to be important for publication?

Yes

No

Explanation:

1.6.2.3. Did the Board of Directors/Governing Board assess the efficiency of the publication

³ During the review of the recommendations in 2020, the Corporate Governance Committee repealed the recommendations in Chapter 1.5 and Section 1.6.7 on remuneration, and amended Sections 1.6.2, 1.6.9 and 2.2.2 and Annex 1. accordingly as the remuneration guidelines are laid down in Act LXVII of 2019 on the promotion of long-term shareholder participation and the amendment of certain laws for the purpose of legal harmonization from July 2019.

processes?

Yes

No

Explanation:

1.6.2.4. Did the Company publish the findings of the efficiency assessment of the publication process?

Yes

No

Explanation:

1.6.3. Did the Company publish its annual company event calendar?

Yes

No

Explanation:

1.6.4. Did the Company publish its strategy, business ethics and policies regarding other stakeholders?

Yes

No

Explanation:

1.6.5. Did the Company publish the career information of Board of Directors / Governing Board, Supervisory Board and management members in its annual report or on the company website?

Yes

No

Explanation:

1.6.6. Did the Company publish all relevant information about the internal organisation and the operation of the Board of Directors / Governing Board and the Supervisory Board, about the work of the management, the assessments of these and the changes in the current year?

Yes

No

Explanation:

Questions under Section 1.6.7.1-2. have been repealed ⁴

1.6.8. Did the Company publish its risk management guidelines and information about its system of internal controls, the main risks and the principles for their management?

Yes

No

Explanation:

1.6.9.1. Did the Company publish its guidelines relating to the trading of its shares by insiders?

⁴ Please refer to footnote of Section 1.5.

Yes

No

Explanation:

1.6.9.2. Did the Company disclose the share of the Board of Directors / Governing Board, Supervisory Board and management members in the securities issued by the Company⁵, as well as the extent of their interest under the equity-based incentive system in the annual report or in some other way?

Yes

No

Explanation:

1.6.10. Did the Company publish the relationship of Board of Directors / Governing Board, Supervisory Board and management members may have with third parties which could affect the operation of the Company?

Yes

No

Explanation:

2.1.1. Does the Company's Articles of Association contain clear provisions regarding the responsibilities and competences of the General Meeting and the Board of Directors / Governing Board?

Yes

No

Explanation:

2.2.1. Does the Board of Directors / Governing Board have a rules of procedure in place defining the organisational structure, the actions for arranging for and conducting the meetings, and the tasks regarding the adopted resolutions, as well as other issues related to the operation of the Board of Directors / Governing Board?

Yes

No

Explanation:

2.2.2. Does the Company publish the procedure used for nominating⁶ Board of Directors / Governing Board members?

Yes

No

Explanation:

2.3.1. Does the Supervisory Board provide a detailed description of its operation and duties, as well as the administrative procedures and processes followed by it, in its rules of procedure and work plan?

Yes

No

Explanation:

⁵ Please refer to footnote of Section 1.5.

⁶ Please refer to footnote of Section 1.5.

2.4.1.1. Did the Board of Directors / Governing Board and the Supervisory Board hold meetings periodically at a predefined interval?

Yes

No

Explanation:

2.4.1.2. Did the rules of procedure of the Board of Directors / Governing Board and the Supervisory Board provide rules for the conduct of meetings that cannot be planned in advance, and for decision making using electronic telecommunications means?

Yes

No

Explanation:

2.4.2.1. Did board members have access to the proposals to be presented at the meeting of the respective board at least five days prior to the meeting?

Yes

No

Explanation: Occasionally the board members received the pre-reading material less than five working days prior to the meeting.

2.4.2.2. Did the Company arrange the proper conduct of the meetings, the drawing up of the meeting minutes and management of the resolutions made by the Board of Directors / Governing Board and the Supervisory Board?

Yes

No

Explanation:

2.4.3. Do the rules of procedure provide for the regular or ad hoc participation of non-board members at respective board's meetings?

Yes

No

Explanation:

2.5.1. Were the members of the Board of Directors / Governing Board and the Supervisory Board nominated and elected in a transparent process, and was the information about the candidates made public in due time before the General Meeting?

Yes

No

Explanation:

2.5.2. Does the composition and size of the boards comply with the principles set out in Section 2.5.2 of the Recommendations?

Yes

No

Explanation:

2.5.3. Did the Company ensure that the newly elected Board of Directors / Governing Board and Supervisory Board members became familiar with the structure and operation of the Company and their tasks were carried out as members of the respective boards?

Yes

No

Explanation:

2.6.1. Did the Governing Board / Supervisory Board request (in the context of preparing the annual corporate governance report) its members considered to be independent to confirm their independence at regular intervals?

Yes

No

Explanation:

2.6.2. Does the Company provide information about the tools which ensure that the Board of Directors / Governing Board assesses objectively the management's activities?

Yes

No

Explanation:

2.6.3. Did the Company publish its guidelines concerning the independence of its Governing Board / Supervisory Board members and the applied independence criteria on its website?

Yes

No

Explanation:

2.6.4. Does the Supervisory Board of the Company have any members who has held any position in the Board of Directors or in the management of the Company in the previous five years, not including cases when they were involved to ensure employee participation?

Yes

No

Explanation:

2.7.1. Did members of the Board of Directors / Governing Board inform the Board of Directors / Governing Board and (if applicable) the Supervisory Board (or the Audit Committee if a uniform governance system is in place) if they, or individuals they have business relations with, or their relatives have interest in any business transactions of the Company (or any subsidiaries thereof) which excludes their independence?

Yes

No

Explanation:

2.7.2. Were transactions and assignments between members of boards/ members of the management/individuals closely associated with them and the Company/subsidiaries of the Company carried out in accordance with the Company's general business practice but applying more stringent transparency rules compared to general business practice, and were they approved?

Yes

No

Explanation:

2.7.3. Did board members inform the Supervisory Board / Audit Committee (Nominating Committee) if they had received an appointment for board membership or management

position of a company not belonging to the Company Group?

Yes

No

Explanation:

2.7.4. Did the Board of Directors / Governing Board develop guidelines for the flow of information and the management of insider information within the Company, and monitor compliance with them?

Yes

No

Explanation:

2.8.1. Did the Company create an independent internal audit function that reports directly to the Audit Committee / Supervisory Board?

Yes

No

Explanation:

2.8.2. Does Internal Audit have unrestricted access to all information necessary for carrying out audits?

Yes

No

Explanation:

2.8.3. Did shareholders receive information about the operation of the system of internal controls?

Yes

No

Explanation:

2.8.4. Does the Company have a function ensuring compliance (compliance function)?

Yes

No

Explanation:

2.8.5.1. Is the Board of Directors / Governing Board or a committee operated by it responsible for the supervision and management of the entire risk management of the Company?

Yes

No

Explanation:

2.8.5.2. Did the relevant organisation of the Company and the General Meeting received information about the efficiency of the risk management procedures?

Yes

No

Explanation:

2.8.6. With the involvement of the relevant areas, did the Board of Directors / Governing Board

develop the basic principles of risk management taking into account the special idiosyncrasies of the industry and the Company?

Yes

No

Explanation:

2.8.7. Did the Board of Directors / Governing Board define the principles for the system of internal controls to ensure the management and control of the risks affecting the Company's activities as well as the achievement of its performance and profit objectives?

Yes

No

Explanation:

2.8.8. Did internal control systems functions report about the operation of internal control mechanisms and corporate governance functions to the competent board at least once a year?

Yes

No

Explanation: The managers of the organisational units are responsible for establishing and monitoring the internal control system functions of their own unit, which is overseen by the Internal Audit Department.

2.9.2. Did the Board of Directors / Governing Board invite the Company's auditor in an advisory capacity to the meetings on financial reports?

Yes

No

Explanation:

Level of compliance with the Proposals

1.1.3. Does the Company's Articles of Association provide an opportunity for shareholders to exercise their voting rights also when they are not present in person?

Yes

No

(Explanation:)

1.2.4. Did the Company determine the place and time of General Meetings initiated by shareholders by taking the initiating shareholders' proposal into account?

Yes

No

(Explanation:)

1.2.5. Does the voting procedure used by the Company ensure a clear, unambiguous and fast determination of voting results, and in the case of electronic voting, also the validity and reliability of the results?

Yes

No

(Explanation:)

1.3.1.1. Were the Board of Directors/Governing Board and the Supervisory Board represented at the General Meeting?

Yes

No

(Explanation:)

1.3.1.2. In the event the Board of Directors/Governing Board and the Supervisory Board was absent, was it disclosed by the Chairman of the General Meeting before discussion of the agenda began?

Yes

No

(Explanation:)

1.3.2.1. The Articles of Association of the Company did not preclude any individuals from receiving an invitation to the General Meetings of the Company at the initiative of the Chairman of the Board of Directors/Governing Board and being granted the right to express their opinion and to add comments there if that person's presence and expert opinion is presumed to be necessary or help provide information to the shareholders and help the General Meeting make decisions. (Answer Yes, if not)

Yes

No

(Explanation:)

1.3.2.2. The Articles of Association of the Company did not preclude any individual from receiving an invitation to the General Meetings of the Company at the initiative of shareholders requesting to supplement the agenda items of the General Meeting and from being granted the right to express their opinion and to add comments there. (Answer Yes, if not)

Yes

No

(Explanation:)

1.3.6. Does the annual report of the Company prepared as specified in the Accounting Act contain a brief, easy-to-understand and illustrative summary for shareholders, including all material information related to the Company's annual operation?

Yes

No

(Explanation:)

1.4.1. In line with Section 1.4.1, did the Company pay dividend within 10 working days to those of its shareholders who had submitted all the necessary information and documents?

Yes

No

(Explanation:)

1.6.11. Did the Company publish its information in English as well, in line with the provisions of Section 1.6.11?

Yes

No

(Explanation:)

1.6.12. Did the Company inform its investors about its operation, financial situation and assets on a regular basis, but at least quarterly?

Yes

No

(Explanation:)

2.9.1. Does the Company have in place internal procedures regarding the use of external advisors and outsourced activities?

Yes

No

Explanation: The Procurement Policy of the Company does not impose a certain internal procedure regarding the use of external advisors, however the mentioned services belong to the normal procurement, which are conducted as part of a transparent process, monitored annually by the Internal Audit Department.

6. GRANTING WAIVER FROM LIABILITY TO MEMBERS OF THE BOARD OF DIRECTORS

According to Clause 3:117. § (1) of the Civil Code the general meeting of the Company shall provide a waiver from liability to the executive officers upon their request relating to their activity in the previous business year. By way of granting such a waiver the general meeting attesting that the members of the Board of Directors were acting in his/her managerial function as per the interests of the Company.

In line with the provisions of Section 5.9.1 l) of the Articles of Association of the Company granting a waiver is within the exclusive competence of the general meeting.

The resolution proposal to the General Meeting is the following:

AGM Resolution .../2023. (IV. 18.)

The General Meeting hereby ascertains the appropriateness of the management activities of the Board of Directors members of the Company in the previous business year and decides to grant the waiver from liability according to Clause 3:117. § (1) of Act V of 2013 on the Civil Code to the members of the Board of Directors of the Company with respect to the business year 2022. By granting the waiver from liability, the General Meeting confirms that the members of the Board of Directors have performed the management of the Company by giving primacy to the interests of the Company.

Relevant part of the report of the Supervisory Board:

The Supervisory Board continuously monitored the management activities of the Board of Directors in the business year 2022 and fully agrees with the resolution proposal of the General Meeting on the granting waiver from liability to the members.

7. PRESENTATION OF THE BOARD OF DIRECTORS ON THE TREASURY SHARES ACQUIRED FOLLOWING THE ANNUAL GENERAL MEETING HELD ON 8 APRIL 2022; AUTHORISATION OF THE BOARD OF DIRECTORS TO ACQUIRE WABERER'S ORDINARY SHARES, ISSUE OPTIONS OR OTHER SHARE RELATED TRANSACTIONS

Shall the General Meeting authorize the Board of Directors, to acquire shares issued by the Company, the Board of Directors is obliged to inform the following general meeting in details about the reasons and terms of the share acquisitions pursuant to Section 3:223. § (4) of the Civil Code. The General Meeting granted authorization to the Board of Directors to acquire own shares in its resolution 21/2022 (IV. 8.) until 8 October 2023, based on this authorization the Company had not acquired any treasury shares.

The Board of Directors submits the following resolution proposal to the General Meeting:

AGM Resolution .../2023. (IV. 18.)

The General Meeting acknowledges the presentation of the Board of Directors about the fact that the Company had not acquired any treasury shares following the Annual General Meeting of 8 April 2022.

The Board of Directors of the Company intends to implement a share-based remuneration program for the management, which may require further acquisition of treasury shares to support the program. Considering that the authorisation previously granted to the Board of Directors to acquire treasury shares will expire on 8 October 2023, the Board of Directors shall be authorised for a further period of 18 months from the date of the present General Meeting.

The Board of Directors submits the following resolution proposal to the General Meeting:

AGM Resolution .../2023. (IV. 18.)

The General Meeting hereby authorizes the Board of Directors to acquire for the Company the shares issued by the Company, and to establish share option or to conclude share-based promissory note or conditional future forward transactions (hereinafter: Options) for the shares to be acquired. The General Meeting defines the conditions referred to in Section 3:223. § (1) of the Act on Civil Code as follows:

Type of shares obtainable: registered, dematerialized "A" series ordinary shares.

The purpose of the acquisition of treasury shares or granting share options: the operation of share-based incentive programs to be introduced by the Company, ensuring the equity needs of the transactions to be performed by the Company, and establishing financing, collateral and other investment structures.

Maximum number of shares or share based Options that can be acquired: the total nominal value of the Company's own shares and Options may not exceed 5% of the current share capital at any time and the amount needed according to the purpose referred to above.

Nominal value of the shares to be acquired: EUR 0.35.

Consideration for the shares/Options to be acquired: shares/options may be acquired on the Budapest Stock Exchange or OTC market either free of charge or for consideration, in which case for a minimum HUF 1 and a maximum HUF 7,000 price.

The authorization granted by this resolution shall also cover the acquisition of shares by subsidiaries of the Company in accordance with the above provisions. The Board of Directors may authorize the management of the Company's subsidiary to acquire shares issued by the Company delivering a resolution of the owners or shareholders (general meeting or quota holders' meeting).

This authorization shall be valid for 18 (eighteen) months from the date of this resolution. Based on the authorization, the Board of Directors is also entitled to approve the interim balance sheet to be prepared in order to verify the conditions for the acquisition of own shares.

Relevant part of the report of the Supervisory Board:

The Supervisory Board acknowledged the information of the Board of Directors about the fact that the Company did not acquire any treasury shares based on the authorization of the General Meeting held on 8 April 2022. The Supervisory Board agrees with the resolution proposal of the Board of Directors relating to the authorization of the Board of Directors to acquire treasury shares and to establish share option or to conclude promissory note or conditional future forward transactions, and the Supervisory Board proposes to the General Meeting to adopt the resolution proposal without any amendment.

8. ELECTION AND DECISION ON THE REMUNERATION OF THE MEMBER OF THE BOARD OF DIRECTORS

Pursuant to Article 5.9.1 f) of the Articles of Association of the Company, the decision on the election and remuneration of the members of the Board of Directors falls within the exclusive competence of the General Meeting.

ELECTION OF MR. RÓBERT BARLAI AS MEMBER OF THE BOARD OF DIRECTORS

On 25 January 2023, Márk Czéh-Tóth dr., member and Chairman of the Board of Directors of the Company resigned from his position, his resignation will be effective from the date of Annual General Meeting. The Board of Directors nominates Mr. Róbert Barlai to replace Márk Czéh-Tóth dr. as a member of the Board of Directors.

Brief professional biography of Mr. Róbert Barlai:

Mr. Barlai started his career in the Hungarian capital market in 1993 at a private brokerage firm. Afterwards he worked for Hypo Bank as a broker, and from 1999 he worked for Erste Bank's investment firm, where he left in 2008 as a trading director when OTP Bank asked him to join. At OTP, as Managing Director, he worked on building up the capital markets operations of the entire banking group, establishing an independent Group-level Treasury matrix organisation. Thanks to the work of his team, a successful business model has been created in 10 countries, with unified IT systems, a product portfolio and centralised risk management in sales & trading. He was also responsible for the development of custody, securities issue and correspondent banking services. He holds the position of Chairman of the Board of Directors of Diófa Fund Management Company.

The Board of Directors submits to the General Meeting the following resolution proposal regarding the election of Mr. Róbert Barlai as member of the Board of Directors:

AGM Resolution .../2023. (IV. 18.)

The General Meeting elects Mr. Róbert Barlai (date of birth: 23 August 1972; mother's maiden name: Katalin Bornemissza; address: 1039 Budapest, Mátyás király út 84.) to be member of the Board of Directors of WABERER'S INTERNATIONAL Nyrt. for a definite period from 19 April 2023 to 31 May 2026. Provided that the Annual General Meeting in that year is held prior to 31 May than the assignment of the member of the Board of Directors lasts until the date thereof.

The opinion of the Supervisory Board on this resolution proposal:

The Supervisory Board reviewed in its merit the submission and the resolution proposal on the election of Mr. Róbert Barlai as member of the Board of Directors and fully agrees with it. The Supervisory Board proposes to the General Meeting to adopt the resolution proposal without any amendment.

ELECTION OF MR. ZSOLT BARNA AS MEMBER OF THE BOARD OF DIRECTORS

On 14 February 2023, György Péter Waberer, member of the Board of Directors of the Company resigned from his position, his resignation will be effective from the date of Annual General

Meeting. The Board of Directors nominates Mr. Zsolt Barna to replace György Péter Waberer as a member of the Board of Directors.

Brief professional biography of Mr. Zsolt Barna:

Zsolt Barna has been working with the Waberer's Group since 1996 and has been the Managing Director of WSZL Kft. since 2008. Under his leadership, WSZL's annual turnover has risen from HUF 7 billion to over HUF 50 billion, and it has become Hungary's leading logistics service provider. His achievements include the significant extension of WSZL Kft.'s service portfolio with high value-added logistics services, the introduction of the container and in-house logistics business, and the expansion of the BLK operation, which presently forms the basis of the warehousing business.

Mr. Zsolt Barna is the Chief Executive Officer of the Company since 1 September 2021. Considering his position as CEO and his decades of experience in the transport sector, he has in-depth knowledge of the Company's operation.

The Board of Directors submits to the General Meeting the following resolution proposal regarding the election of Mr. Zsolt Barna as member of the Board of Directors:

AGM Resolution .../2023. (IV. 18.)

The General Meeting elects Mr. Zsolt Barna (date of birth: 29 July 1975; mother's maiden name: Magdolna Kovács; address: 1022 Budapest, Alvinci út 30, Mf. 2.) to be member of the Board of Directors of WABERER'S INTERNATIONAL Nyrt. for a definite period from 19 April 2023 to 31 May 2026. Provided that the Annual General Meeting in that year is held prior to 31 May than the assignment of the member of the Board of Directors lasts until the date thereof.

The opinion of the Supervisory Board on this resolution proposal:

The Supervisory Board reviewed in its merit the submission and the resolution proposal on the election of Mr. Zsolt Barna as member of the Board of Directors and fully agrees with it. The Supervisory Board proposes to the General Meeting to adopt the resolution proposal without any amendment.

REMUNERATION OF THE MEMBERS AND CHAIRMAN OF THE BOARD:

The Board of Directors does not intend to divert from the practice approved by the General Meeting in its Resolution 14/2021 (IV.19.) according to which the Chairman and members of the Board of Directors of the Company shall not receive remuneration for their activities in the Board of Directors. There was no resolution proposal from the Board of Directors on this item.

9. ELECTION AND DECISION ON THE REMUNERATION OF THE SUPERVISORY BOARD MEMBERS

Pursuant to Article 5.9.1 f) of the Articles of Association of the Company, the decision on the election and remuneration of the members of the Board is the exclusive competence of the General Meeting.

ELECTION OF MS. ÉVA HEGEDÜS AS MEMBER OF THE SUPERVISORY BOARD

Norbert Szivek dr. resigned from his membership of the Supervisory Board and of the Audit Committee of the Company as of 9 February 2023, his resignation will be effective from the date of Annual General Meeting. The Board of Directors nominates Ms. Éva Hegedüs to replace Norbert Szivek dr. as member of the Supervisory Board and of the Audit Committee.

Brief professional biography of Éva Hegedüs:

After graduating from the Budapest University of Economics, Ms. Éva Hegedüs started working as a research fellow at the Institute of Industrial Economics and Factory Management. Between 1981 and 1996 she worked in government departments, from 1993 as Under-Secretary of State in the Ministry of Finance. From 1997 she have contributed in the establishment of Land Credit and Mortgage Bank and as Chief Managing Director she managed the bank's risk management and securities business. Between 2000 and 2002, she was Under-Secretary of State of Strategy and Energy at the Ministry of Economy. From 2002 to 2006, she was Head of the Retail Division of the Országos Takarékpénztár és Kereskedelmi Bank Rt. Simultaneously with her position at OTP Bank, she was Chairperson of the Board of Directors of OTP Lakástakarékpénztár Zrt. From 2006 she was CEO of BG Magyarország Ingatlanfinanszírozási Zrt. and BG Magyarország Lízing Zrt. Since May 2010 she has been CEO of Gránit Bank Zrt. and presently she is also Chairperson of the Board of Directors of the Bank.

The Board of Directors submits to the General Meeting the following resolution proposal regarding the election of Mrs. Éva Hegedüs as member of the Supervisory Board:

AGM Resolution .../2023. (IV. 18.)

The General Meeting elects Ms. Éva Hegedüs (date of birth: 13 September 1957; mother's maiden name: Éva Árvai; address: 1037 Budapest, Testvérhegyi út 56-58.) to be member of the Supervisory Board of WABERER'S INTERNATIONAL Nyrt. for a definite period from 19 April 2023 to 31 May 2026. Provided that the Annual General Meeting in that year is held prior to 31 May than the assignment of the member of the Supervisory Board lasts until the date thereof.

The opinion of the Supervisory Board on this resolution proposal:

The Supervisory Board reviewed in its merit the submission and the resolution proposal on the election of Mrs. Éva Hegedüs as member of the Supervisory Board prepared by the Board of Directors and fully agrees with it. The Supervisory Board proposes to the General Meeting to adopt the resolution proposal without any amendment.

ELECTION OF MR. KRISZTIÁN HALL AS MEMBER OF THE SUPERVISORY BOARD

Mr. Ferenc Mike resigned from his position in the Supervisory Board and the Audit Committee of the Company as of 24 May 2022, and in his absence the Supervisory Board had operated with 5 members. The Board of Directors nominates Mr. Krisztián Hall to replace Mr. Ferenc Mike as a member of the Supervisory Board and the Audit Committee.

Brief professional biography of Krisztián Hall:

Mr. Krisztián Hall is a member of the Board of Directors of BDO Magyarország Pénzügyi Tanácsadó Zrt., which company is specialised in mergers and acquisitions and related financial services. He has gained his professional experience in business and financial consulting over the past 15 years.

The Board of Directors submits to the General Meeting the following resolution proposal regarding the election of Mr. Krisztián Hall as member of the Supervisory Board:

AGM Resolution .../2023. (IV. 18.)

The General Meeting elects Mr. Krisztián Hall (date of birth: 7 May 1985; mother's maiden name: Szilvia Denkey; address: 1011 Budapest, Ponty utca 16. al. 1.) to be member of the Supervisory Board of WABERER'S INTERNATIONAL Nyrt. for a definite period from 19 April 2023 to 31 May 2026. Provided that the Annual General Meeting in that year is held prior to 31 May than the assignment of the member of the Supervisory Board lasts until the date thereof.

The opinion of the Supervisory Board on this resolution proposal:

The Supervisory Board reviewed in its merit the submission and the resolution proposal on the election of Mr. Krisztián Hall as member of the Supervisory Board prepared by the Board of Directors and fully agrees with it. The Supervisory Board proposes to the General Meeting to adopt the resolution proposal without any amendment.

REMUNERATION OF THE MEMBERS AND CHAIRMAN OF THE SUPERVISORY BOARD:

The Board of Directors proposes to maintain the practice of remuneration of the members of the Supervisory Board of the Company, which is HUF 450,000 gross per month for the Chairperson of the Supervisory Board and HUF 300,000 gross per month for the members of the Supervisory Board, in accordance with Resolution 21/2021 (IV.19.) of the General Meeting. Therefore, the Board of Directors does not submit resolution proposal to this item.

10. ELECTION AND DECISION ON THE REMUNERATION OF THE AUDIT COMMITTEE MEMBERS

According to the Articles of Association of the Company the General Meeting elects an Audit Committee from among the members of the Supervisory Board who are considered independent, for the same term as the member's mandate in the Supervisory Board.

ELECTION OF MS. ÉVA HEGEDÜS AS MEMBER OF THE AUDIT COMMITTEE

Norbert Szivek dr. resigned from his membership of the Audit Committee as of 9 February 2023, his resignation will be effective from the date of Annual General Meeting. The Board of Directors nominates Ms. Éva Hegedüs to replace Norbert Szivek dr. as member of the the Audit Committee.

The Board of Directors submits to the General Meeting the following resolution proposal regarding the election of Mrs. Éva Hegedüs as member of the Supervisory Board:

AGM Resolution .../2023. (IV. 18.)

The General Meeting elects Ms. Éva Hegedüs (date of birth: 13 September 1957; mother's maiden name: Éva Árvai; address: 1037 Budapest, Testvérhegyi út 56-58.) to be member of the Audit Committee of WABERER'S INTERNATIONAL Nyrt. for a definite period from 19 April 2023 to 31 May 2026. Provided that the Annual General Meeting in that year is held prior to 31 May than the assignment of the member of the Audit Committee lasts until the date thereof.

The opinion of the Supervisory Board on this resolution proposal:

The Supervisory Board reviewed in its merit the submission and the resolution proposal on the election of Mrs. Éva Hegedüs as member of the Audit Committee prepared by the Board of Directors and fully agrees with it. The Supervisory Board proposes to the General Meeting to adopt the resolution proposal without any amendment.

ELECTION OF MR. KRISZTIÁN HALL AS MEMBER OF THE AUDIT COMMITTEE

Mr. Ferenc Mike resigned from his position in the Audit Committee of the Company as of 24 May 2022. The Board of Directors nominates Mr. Krisztián Hall to replace Mr. Ferenc Mike as member of the Audit Committee.

The Board of Directors submits to the General Meeting the following resolution proposal regarding the election of Mr. Krisztián Hall as a member of the Audit Committee:

AGM Resolution .../2023. (IV. 18.)

The General Meeting elects Mr. Krisztián Hall (date of birth: 7 May 1985; mother's maiden name: Szilvia Denkey; address: 1011 Budapest, Ponty utca 16. al. 1.) to be member of the Audit Committee of WABERER'S INTERNATIONAL Nyrt. for a definite period from 19 April 2023 to 31 May 2026. Provided that the Annual General Meeting in that year is held prior to 31 May than the assignment of the member of the Audit Committee lasts until the date thereof.

The opinion of the Supervisory Board on this resolution proposal:

The Supervisory Board reviewed in its merit the submission and the resolution proposal on the election of Mr. Krisztián Hall as a member of the Audit Committee prepared by the Board of Directors and fully agrees with it. The Supervisory Board proposes to the General Meeting to adopt the resolution proposal without any amendment.

REMUNERATION OF THE MEMBERS AND CHAIRMAN OF THE AUDIT COMMITTEE

The Board of Directors proposes to maintain the remuneration of the members of the Audit Committee of the Company unchanged, which, according to the resolution of the General Meeting of 25/2021 (IV.19.), means a gross remuneration of HUF 100,000 per month for the Chairman, while the members do not receive any remuneration. For this reason, the Board of Directors does not propose a resolution on this agenda item.

11. ADVISORY VOTE ON THE AMENDED AND CONSOLIDATED REMUNERATION POLICY OF THE WABERER'S GROUP

Pursuant to Clause 3:268. § (3) of the Civil Code, the General Meeting has the exclusive competence to vote on the remuneration policy, accordingly, the Board of Directors shall submit to the General Meeting a document setting out the principles for the remuneration and compensation of board and management members and a document setting out the criteria taken into account when assessing the work of each member. The remuneration policy shall be published on the Company's website without delay following the vote of the General Meeting of Shareholders expressing an opinion on the remuneration policy, with the date and result of the vote. The remuneration policy shall be put on the agenda of the General Meeting in the event of significant changes to it, but at least every four years. The remuneration policy must be available free of charges for at least its duration.

The Board of Director has prepared the Group's Remuneration Policy in accordance with the legislation in force and the Responsible Corporate Governance Recommendations (FTA) of the Budapest Stock Exchange (BÉT), which is approved by the General meeting on 19 April 2021 and amended and consolidated by the Extraordinary General Meeting on 31 August 2021.

Considering that the Board of Directors intends to introduce a share-based compensation plan for key employees, the current Remuneration Policy needs to be supplemented. Accordingly, the Board of Directors submits to the General Meeting the amendments of the current Remuneration Policy and the following proposal:

AGM Resolution .../2023. (IV. 18.)

The General Meeting hereby approves the modified Remuneration Policy of WABERER'S Group consolidated with the amendments according to the submission.

Relevant part of the report of the Supervisory Board:

The Supervisory Board has examined the substance of the amended and consolidated Remuneration Policy prepared by the Board of Directors and fully agrees with it. The Supervisory Board proposes to the General Meeting of Shareholders to adopt the resolution proposal without any amendment.



REMUNERATION POLICY OF THE WABERER'S GROUP

Principles of evaluation and long-term remuneration / incentive system of work of the members of governing and controlling bodies and the management

A/ Purpose of the Remuneration Policy

The purpose of this Remuneration Policy is to recognise the performance of the members of the managing and controlling bodies of the Company in the achievement of the results of the Company and the Group and to encourage those individuals to achieve further objectives. The Remuneration Policy contributes to carry out the Company's business strategy, long-term interests and sustainability goals, focusing on the tasks and degree of responsibilities of the individuals concerned, the economic and financial status of the Company as well as the Hungarian and international market benchmarks.

B/ Scope of the Remuneration Policy

The scope of this Remuneration Policy covers the members and chairman of the governing (**Board of Directors**), controlling (**Supervisory Board**) and opinion forming (**Audit Committee**) bodies of the Company as well as the key employees (**Chief Executive Officer, Chief Officer(s), other key employees designated in the By-laws of the Board of Directors**) of the Company in compliance with the scope and competencies laid down in the By-laws of the Board of Directors of the Company. The Remuneration Policy determines the principles of evaluation of the individuals concerned as well as lay down a framework of regulations for the remuneration.

The principles of the Remuneration Policy are submitted to the General Meeting by the Board of Directors to an advisory vote based on the opinion of the Supervisory Board. The Remuneration Policy is effective from the date when it has been adopted by the General Meeting of the Company and remain in effect until revoked or amended.

The Company may pay any remuneration for the persons falling within the scope of the Remuneration Policy only on the basis of the Remuneration Policy submitted to the General Meeting to an advisory vote. If the General Meeting refuses the Remuneration Policy, then the Company shall submit the revised Remuneration Policy to the next General Meeting for the purpose of another advisory vote.

C/ The Remuneration Policy

1. Evaluation of the work of the governing and controlling bodies of the Company and criteria used in relation to their remuneration

The members of the governing and controlling bodies of the Company evaluate their work each year in a multi-level evaluation framework. First the members complete a self-evaluation questionnaire where, in addition to answering questions about professional aptitude, experience and handling of conflict of interest, they can also explain, in the form of free text, how they were able to support the activities of the governing/controlling bodies and the achievement of the goals of the Company. **At the same time, members will also complete an independence questionnaire to verify compliance with the disqualification and conflict of interest requirements of Act V of 2013 on the Civil Code (Civil Code) and the corporate governance recommendations of the Budapest Stock Exchange (BÉT).** The completed

questionnaires are also reviewed and commented on by the relevant bodies, which issue an annual report.

The members of the governing and controlling bodies receive a fixed fee in that role and do not receive any performance-based remuneration. The amount of the fix fee and its upper limit are approved by the General Meeting. The amount of the fee is defined on the basis of Hungarian and international market benchmarks, ensuring that it is in line with the tasks of the members, the degree of responsibility and the financial capacity of the Company. **[deleted]**

2. Items of the remuneration

2.1 Remuneration of the Members of the Board of Directors

Based on the decision of the Annual General Meeting as of 19 April 2021, the Chairman and the members of the Board of Directors shall not receive any remuneration for their activity in the Board of Directors.

2.2 Remuneration of the Members of the Supervisory Board

Based on the decision of the Annual General Meeting as of 19 April 2021, the members of the Supervisory Board shall be entitled for a remuneration fee up to the monthly gross amount of HUF 300,000 under the terms and conditions of the assignment contract to be concluded with them, while the Chairman of the Supervisory Board shall be entitled for a remuneration fee up to the monthly gross amount of HUF 450,000.

2.3 Remuneration of the members of the Audit Committee

Based on the decision of the Annual General Meeting as of 19 April 2021, the Chairman of the Audit Committee shall be entitled for a remuneration fee up to the monthly gross amount of HUF 100,000 under the terms and conditions of the assignment contract to be concluded with him, while members of the Audit Committee shall not receive any remuneration for their activity in the Committee.

2.4. Remuneration of the members of other committees

Based on the decision of the Annual General Meeting as of 19 April 2021, members of other committees or advisory bodies shall not be entitled to any remuneration for their activity in the committee.

3. Evaluation of the work of the management of the Company and the Group, criteria used for their remuneration

3.1. Structure and principles of the remuneration system

Key (Priority) Employees of the Company shall be deemed to be employees of the Company in the positions identified in the by-laws of the Board of Directors:

- Chief Executive Officer,
- **Chief Officer(s),**
- **Other Key Employees designated in the by-laws of the Board of Directors.**

The key employees are selected, evaluated and the principles of their remuneration are enforced by the Board of Directors of the Company. The Chief Executive Officer of the Company exercises the employer rights over the other employees in managerial positions, but those rights can be further delegated to non-executive employees in form of a CEO order. The

Remuneration Policy does not include the remuneration of the managing directors and leading positions of key subsidiaries of the Group.

The remuneration of key employees and other employees in managerial positions consists of base and performance remuneration, the annual paid amount of which is reported with respect to the key management included in the Remuneration Report.

The Company endeavours to employ key management positions with special knowledge in the industry and high professional experience, subsequently it is necessary to consider not only the Hungarian but also international labour market conditions when establishing remuneration and employment conditions **[deleted]**.

The base remuneration has been fixed, therefore it may not depend on the performance of the eligible parties or the discretionary decision of the employer. The rate of the base remuneration and performance remuneration is defined by the Board of Directors on the basis of the function, size and complexity of the governed organisation. The maximum rate of performance remuneration is 100% of the base remuneration, which may be increased to 150% by the Board of Directors if the performance indicators in the call for proposals are exceeded. Employment agreements concluded with the personal mentioned above are of an indefinite duration, supplementary pension and early pension retirement schemes are not included and the employer is entitled to define the notice period between 3-6 months.

The purpose of performance remuneration of the Company and the Group is:

- to improve the financial performance of the Company;
- to put in place conditions for efficient and effective risk management;
- to execute the objectives in connection with the corporate social responsibility and **sustainability**;
- to strengthen corporate-level thinking and the activity;
- to support to the management in achieving the corporate objectives (top town breakdown and delegation);
- to give feedback to the employees; and
- with share-based schemes to strengthen the owner's attitude and to help achieve an adequate share in corporate profits.

The performance-based remuneration of employees in managerial positions is established according to target achievement periods that match the financial year, is generally based on 3-5 performance indicators set on the basis of the business plan approved by the Board of Directors for the particular target achievement period. The purpose of the performance indicators is to improve the financial performance of the Company and the Group and to fulfil the requirements of effective and efficient risk management. The evaluation criteria include the performance of the key indicators of the Company and the whole Group (EBIT, net profit, net debt etc.) depending on the impact of the individual colleagues. The achievement of performance indicators shall be supported by data or controlling figures included in the annual report proposed for adoption by the Board of Directors.

Among the employees concerned, the decision-making body may decide to ad-hoc bonuses linked to individualized tasks and guarantee payment of part of the performance remuneration, irrespective of the realization of the indicators (guaranteed bonus). Remuneration used in this way must be agreed in advance and the method of the calculation and the actual payment shall be laid down in a separate agreement.

Among the employees concerned, the employer may decide on the implementation of certain reimbursement elements as detailed in the employment agreements, in particular

traveling abroad to home and accommodation in Hungary. The reimbursement paid in this way is taxed according to the applicable legislation. The maximum amount of the reimbursement shall be equal to EUR 40,000 per year.

3.2. Employee Share Ownership Programmes, Share-based Remuneration

3.2.1. Within the framework of performance remuneration the Company measures and evaluates the individual performance of key employees, directors and heads of divisions with a well-structured incentive programme under the group ESOP scheme established pursuant to Act XLIV of 1992 on the Employee Share Ownership Programme (ESOP Act). On the basis of the authorisation granted in the General Meeting Resolution of 15 July 2016, the Board of Directors was nominated to establish the Waberer's Employee Share Ownership Programme Organisation (ESOP Organisation) and to elaborate the various remuneration policies. The Board of Directors of the Company, as the body entitled to make decisions in the name of the founder of the ESOP Organisation, decided on the foundation of the ESOP Organisation and, within the framework of the individual remuneration programme, on the beneficiary employees and the issue of the financial instruments serving the purpose of the programme as well as involvement in the programme on the basis of the above principles. The principles described above and the conditions of the ESOP Act still apply to the performance indicators defined in the ESOP programme, **and the period of service may not be shorter than 24 (twenty-four) months in accordance with the provisions of the ESOP Act. For key employees, the over-performance portion of the performance bonus can be rolled over into an ESOP based equity ownership plan, where participants receive the consideration from the conversion into cash of the financial asset behind their membership interest in the ESOP Organisation. In addition, key employees may also receive share remuneration under the ESOP Plan for the purpose of increasing the Company's share price, subject to a holding period of at least one (1) year following the completion of the ESOP Plan.**

3.2.2. The Board of Directors applies the share-based remuneration structure to employees in managerial positions also in addition to the ESOP programme described above, typically in foreign subsidiaries the taxation advantages of the programme cannot be enforced and where not all conditions described in the ESOP Act are fulfilled with the remuneration. The purpose of the allocation shares in the manner described above is typically an important event in the history of the Company and Group which entails a significant risk to marinating the continuity of operation and to the future profitable operation of Company and the Group. The management and key employees have a crucial role in managing these risks, and therefore the Board of Directors uses share-based remuneration in order to maintain their motivation and loyalty and strengthen owner's attitude.

3.2.3. The share-based schemes are supplied from the own shares of the Company which are replenished by the Company according to the currently effective authorisation of the General Meeting.

4. Other benefits and social benefits

The members of the governing and controlling bodies do not receive any other benefit. For the key employees and other employees in managerial positions the other benefits are established on the basis of Hungarian benchmarks, focusing on cost efficiency (e.g., vehicle for personal use, mobile phone, managerial insurance medical tests, etc.). The benefits described above are defined in the Collective Bargaining Agreement and in internal regulations of the Company issued for the specific subjects.

12. ADVISORY VOTE ON THE REMUNERATION REPORT OF THE WABERER'S GROUP

Pursuant to Clause 3:268. § (3) of the Civil Code, in public limited companies the remuneration report of the most recent financial year shall be put on the agenda of the general meeting and submitted to an advisory vote.

The purpose of the remuneration report, according to Chapter IV of Act LXVII of 2019 on the promotion of long-term shareholder involvement and the amendment of certain acts for the purposes of legal harmonisation, is to present the remuneration of the executive officers and key employees subject to the Remuneration Policy and the relevant business background information and key events that have influenced the remuneration of the management.

The Statutory Auditor of the Company shall verify that the remuneration report includes all information required by law. Shall the Statutory Auditor find that the Remuneration Report does not contain all the information required, it shall draw the attention of the Board of Directors to take the necessary actions. If the Board of Directors – despite of the notification of the Statutory Auditor - does not amend the report, the Statutory Auditor is entitled to inform the shareholders on the following general meeting about the errors or omissions detected and of the action it has since taken.

The Statutory Auditor of the Company reviewed the submissions related to the remuneration report and did not send any notification about discrepancies found in the report toward the Board of Directors.

To enable shareholders and potential investors to have an insight into the remuneration and evaluation of the executive officers concerned, the Remuneration Report should be made publicly available on the Company's website, free of charge, for a period of ten years.

The Board of Directors in agreement with the Supervisory Board submits the following resolution proposal to the General Meeting:

AGM Resolution .../2023. (IV. 18.)

The General Meeting hereby approves the Remuneration Report of the Company regarding the business year 2022.

Relevant part of the report of the Supervisory Board:

The Supervisory Board reviewed in its merit the submission and the resolution proposal related to the Remuneration Report of the Company regarding the business year 2022 prepared by the Board of Directors. The Supervisory Board proposes to the General Meeting to adopt the resolution proposal without any amendment.



**REMUNERATION REPORT OF WABERER'S INTERNATIONAL NYRT.
FOR THE BUSINESS YEAR OF 2022**

WABERER'S INTERNATIONAL Nyrt. is preparing its Remuneration Report for the financial year 2022 in accordance with the Remuneration Policy adopted by the Extraordinary General Meeting on 31 August 2021.

In the year 2022, there were no significant events at the Group that would affect the Remuneration Policy or the persons covered by the report or the principle set out in the Remuneration Policy.

Composition of the Board of Directors in the financial year 2022: Name	Status	Date of appointment
Barna Erdélyi	non-independent, operative member	2017.03.21. – 2021. 04. 19. 2021. 09. 01. – 2024. 05. 31
György Péter Waberer	non-independent, non-operative (external) member (beneficial owner of and chairmen of the Board of Directors of the shareholder High Yield Zrt.)	2021. 04. 20. – 2024. 05. 31.
Márk Czéh-Tóth dr.	independent non-operative (external) member / chairmen	2021. 04. 20. – 2024. 05. 31.

Composition of the Supervisory Board/Audit Committee for the financial year 2022:

Name:	Status	Date of appointment
David Thompson	supervisory board member/audit committee member	2021. 04. 20. – 2024. 05. 31. (Chairman of the Audit Committee from 2021.05.06, Chairman of the Supervisory Board from 2022. 08. 22.)
Ferenc Mike	chief and member of the supervisory board /audit committee member	2021. 04. 20 – 2022. 05. 24.
Norbert Szivek dr.	supervisory board member/audit committee member	2021. 04. 20. – 2024. 05. 31.

		has resigned from his position at the date of this report.
Attila Péter Végh dr.	supervisory board member/audit committee member	2021. 04. 20. – 2024. 05. 31. member of the Audit Committee from 2022.04.08
Sándor Székely	supervisory board member	2021. 04. 20. – 2024. 05. 31.
Attila Verestóy	supervisory board member	2022. 04. 08. – 2024. 05. 31.
Mária Kazuska Szalainé	supervisory board member	2021. 04. 20. – 2022. 04. 08.

Under the Remuneration Policy, the members of the governing and supervisory bodies receive a fixed fee in their capacities and they are not entitled for performance-based remuneration. The amount of the remuneration and the maximum fee are approved by the General Meeting. When inviting candidates to join any of the bodies, the Company seeks candidates with sufficient professional experience in the industry, including even international experience.

The Chairman and the members of the Board of Directors shall not receive any remuneration for their activities in the Board of Directors. According to the mandate contract concluded with the members of the Supervisory Board, they are entitled to receive a maximum fee of HUF 300,000 (gross) per month, while the Chairman is entitled to receive a maximum fee of HUF 450,000 (gross) per month. According to the mandate contract concluded with the Chairman of the Audit Committee, he is entitled to receive a maximum fee of HUF 100,000 (gross) per month while the members are not remunerated for their activities on the Board. The Company currently has no other committee, such as the Nomination and Remuneration Committee.

Members of the governing and supervisory bodies are not entitled for any further remuneration.

Remuneration elements for the management

Besides the members of the governing and supervisory bodies, the Remuneration Policy also covers persons holding Key positions, identified in the By-laws of the Board of Directors: the CEO, the operative member of the Board of directors (currently the Chief of Priority Corporate Affairs) and the Chief Financial and Strategic Officer (CFO). The remuneration of the persons holding these Key Positions, is composed of a base remuneration and a performance based remuneration. The ratio between the fixed base payment and performance-based remuneration is determined by the Board of Directors on the basis of the function, size and complexity of the organization managed. The maximum amount of performance-related remuneration is 100% of the base remuneration, which may be increased by the Board of Directors up to 150% if the performance indicators of the bonus targets are exceeded.

Performance-based remuneration for 'Executive employees is typically determined for target performance periods corresponding to the financial year, typically by setting 3 to 5 performance indicators based on the business plan approved by the Board of Directors for the target performance period. The achievement of performance indicators shall be supported by data or controlling figures included in the annual report proposed for adoption by the Board of Directors. For persons holding Key Position and other executive employees other elements of benefits are set out taking into account national benchmarks and cost-effectiveness (for example: personal car, mobile phone, driver insurance, medical examinations, etc.).

There is currently no active share-based compensation plan for members of management.

The right of reclaim

There is no such option.

Statements made under the Remuneration Policy

There were no deviations from the Remuneration Policy in force at the time in relation to payments for 2022 and no deviations from the procedure for implementing the Remuneration Policy.

The opinion vote on the Company's remuneration report for the previous year did not identify any aspects that should have been taken into account in the preparation of the 2022 remuneration report.

Table 1 - **COMPARING DATA**

Presentation of the fixed and variable remuneration of the members of the Company's governing and supervisory bodies and of the Key Management Personnel according to the By-laws of the Board of Directors in force for the period 2021-2022 (values are in HUF):

REMUNERATION REPORT WABERER'S INTERNATIONAL NYRT. 2022.											
Name and position	Period of mandate	Business year	1. Fixed payment			2. Varied payment		3. Extraordinary allowance	4. Amount of all remuneration received from any member of Waberer's Group	5. Complete annual remuneration	6. Ratio of fixed and variable elements
			gross base salary	gross honorarium	type and amount of payment	annual variable remuneration	allowance carried over years (2016-2021)				
Zsolt Barna CEO	from 01/09/2021 for an indefinite period of time	2021	63.680.000	-	5.458.826	33.560.000	73.000.000		175.698.826 (proportionated with bonus carried forward over several years 117.298.826)	39%-61% (proportionated with bonus carried forward over several years 59%-41%)	
		2022	72.000.000	-	5.345.520	95.520.000			172.865.520	45-55%	
Szabolcs Gábor Tóth chief financial and strategic officer	from 23/06/2020 for an indefinite period of time	2021	59.680.000	-	7.211.988	34.760.000	73.000.000		174.651.988 (proportionated with bonus carried forward over several years 116.251.988)	38%-62% (proportionated with bonus carried forward over several years 58%-42%)	
		2022	59.999.999	-	4.967.361	89.520.000			154.487.360	42%-58%	
Barna Erdélyi CEO / CCO	from 01/09/2021 for an indefinite period of time	2021	80.320.000	-	5.662.465	78.240.000	82.125.000		246.347.465 (proportionated with bonus carried forward over several years 180.647.465)	35%-65% (proportionated with bonus carried forward over several years 48%-52%)	
		2022	59.795.455	-	7.224.744	120.480.000			187.500.199	36%-64%	

Márk Czéh-Tóth dr. Chairman of the BoD	20/04/2021	2021		-							N/A
	- 31/05/2024	2022	-	-							N/A
Barna Erdélyi member of the BoD	21/03/2017	2021	-	-							N/A
	- 19/04/2021; 01/09/2021 - 31/05/2024	2022	-	-							N/A
György Péter Waberer member of the BoD	20/04/2021	2021		-							N/A
	- 31/05/2024	2022	-	-							N/A
Ferenc Mike Chairman of the SB / member of the AC	20/04/2021	2021	-	3.765.000 ⁷					3.765.000		100%-0%
	- 31/05/2024	2022	-	2.250.000 ⁸					2.250.000		100%-0%
David Thompson member of the SB / Chairman of the AC	28/08/2018	2021	-	6.066.555					6.066.555		100%-0%
	- 31/05/2024	2022	-	5.550.000					5.550.000		100%-0%
Attila Végh dr. member of the SB	20/04/2021	2021	-	2.510.000					2.510.000		100%-0%
	- 31/05/2024	2022	-	3.600.000					3.600.000		100%-0%
Norbert Szivek dr. member of the SB /member of the AC	20/04/2021	2021	-	2.510.000					2.510.000		100%-0%
	- 31/05/2024	2022	-	3.600.000					3.600.000		100%-0%
		2021	-	3.597.952					3.597.952		100%-0%

⁷ Offering was made towards Waberer's Szociális Alapítvány in the amount of HUF 3.765.000.

⁸ A total amount of HUF 2.250.000,- was donated to Waberer's Szociális Alapítvány

Sándor Székely member of the SB	11/05/2017 – 31/05/2024	2022	-	3.600.000						3.600.000	100%-0%
Mária Szalainé Kazuska member of the SB	31/05/2017 – 08/04/2022	2021	-	3.597.952						3.597.952	100%-0%
		2022	-	980.000						980.000	100%-0%
Attila Verestóy	08/04/2022 –	2021	-	-	-						N/A
		2022	-	2.630.000						2.630.000	100%-0%

Type of fixed remuneration: company car, medical service, education, travel costs

Extraordinary allowance: travel and other representative expenses

1. Fixed remuneration

Gross remuneration: all remuneration for internal administrative and management work

Other elements of fixed remuneration: type and amount to be specified e.g. travel to work, medical services, company car, education, training, housing or other 'in-kind' benefits

2. Variable remuneration

Variable annual remuneration: bonus or other reward in any form (e.g. cash or equity), based on performance for the year, i.e. not a performance-related award that is carried over several years

Multi-annual variable remuneration: the total monetary value of any bonus that is not based on one year's performance but on predetermined performance over a number of years – unless only in cash, the type and proportion of the bonus elements in the total amount shall be detailed

3. Amount of exceptional bonus

any non-recurring remuneration element that has been awarded or paid in the year of the report, whether in cash or in other forms, such as entry bonus, severance pay, pension bonus, one-off housing allowance, non-compete agreement redemption, other severance related payments

4. Amount of remuneration received from other companies within the group

a note should be provided detailing each amount, the position and the group member company providing the benefit

5. Total annual remuneration

the total annual remuneration that has been awarded or paid to the executive in the year of the report. The total should equal the sum of columns 1, 2, 3 and 4.

6. Ratio of fixed to variable elements

the relative proportion of fixed and variable components of remuneration in the financial year of the report in relation to the total amount as a percentage / percentage xx % / yy %

Table 2 – changing of the remuneration and the performance of the Company

The annual change in remuneration for the last three financial years (the five-year period will be presented on a rolling forward basis), the Company's performance and the evolution of the average remuneration of the Company's employees over this period (values in EUR):

REMUNERATION REPORT WABERER'S INTERNATIONAL NYRT. 2022						
Business year	Consolidated income of the Company	Consolidated profit of the Company	Consolidated EBIT of the Company	Consolidated net debt of the Company	Average annual gross remuneration of the employees	Average annual gross remuneration of the executive and key employees
2020	569 342 000	-41 827 000	-24 495 000	119 253 548	19 862	266 973
2021	590 819 675	18 096 152	27 182 101	121 684 730	23 589	385 105
2022	675 907 028	16 204 420	33 287 420	150 396 010	26 495	438 550