



RESOLUTIONS OF THE GENERAL MEETING

excerpt from the Minutes of the Annual General Meeting of WABERER'S INTERNATIONAL Nyilvánosan Működő Részvénytársaság (registered seat: 1239 Budapest, Nagykőrösi út 351.) held on 18 April 2023 from 10:05 a.m. in the Conference Room of the Library and Information Centre of the Hungarian Academy of Sciences at 1051 Budapest, Arany János str. 1. second floor

AGM Resolution 1/2023. (IV. 18.)

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

The General Meeting adopted this resolution with 14,349,244 (100.00%) affirmative votes, 0 (0.00%) negative votes and 0 (0.00%) abstentions. [265 (0.00%) did not vote.]

AGM Resolution 2/2023. (IV. 18.)

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

The General Meeting adopted this resolution with 14,327,509 (99.85%) affirmative votes, 0 (0.00%) negative votes and 22,000 (0.15%) abstentions.

AGM Resolution 3/2023. (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

The General Meeting adopted this resolution with 14,327,509 (99.85%) affirmative votes, 0 (0.00%) negative votes and 22,000 (0.15%) abstentions.

AGM Resolution 4/2023. (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.

The General Meeting adopted this resolution with 14,349,508 (100.00%) affirmative votes, 1 (0.00%) negative votes and 0 (0.00%) abstentions.

AGM Resolution 5/2023. (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.

The General Meeting adopted this resolution with 14,349,136 (100.00%) affirmative votes, 373 (0.00%) negative votes and 0 (0.00%) abstentions.

AGM Resolution 6/2023. (IV. 18.)

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

The General Meeting adopted this resolution with 14,348,910 (100.00%) affirmative votes, 1 (0.00%) negative votes and 598 (0.00%) abstentions.

AGM Resolution 7/2023. (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 5/2023. (IV. 18.) - AGM Resolution 6/2023. (IV. 18.) and requests the legal counsel of the Company to countersign the Articles of Association.

The General Meeting adopted this resolution with 14,348,910 (100.00%) affirmative votes, 1 (0.00%) negative votes and 598 (0.00%) abstentions.

AGM Resolution 8/2023. (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

The General Meeting adopted this resolution with 14,349,509 (100.00%) affirmative votes, 0 (0.00%) negative votes and 0 (0.00%) abstentions.

AGM Resolution 9/2023. (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.

The General Meeting adopted this resolution with 14,349,509 (100.00%) affirmative votes, 0 (0.00%) negative votes and 0 (0.00%) abstentions.

AGM Resolution 10/2023. (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 General Meeting adopted this resolution with 14,349,509 (100.00%) affirmative votes, 0 (0.00%) negative votes and 0 (0.00%) abstentions.

AGM Resolution 11/2023. (IV. 18.)

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

The General Meeting adopted this resolution with 14,349,509 (100.00%) affirmative votes, 0 (0.00%) negative votes and 0 (0.00%) abstentions.

AGM Resolution 12/2023. (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 2021. 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.

The General Meeting adopted this resolution with 14,349,295 (100.00%) affirmative votes, 214 (0.00%) negative votes and 0 (0.00%) abstentions.

AGM Resolution 13/2023. (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 General Meeting adopted this resolution with 14,349,293 (100.00%) affirmative votes, 216 (0.00%) negative votes and 0 (0.00%) abstentions.

AGM Resolution 14/2023. (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.

The General Meeting adopted this resolution with 14,349,293 (100.00%) affirmative votes, 216 (0.00%) negative votes and 0 (0.00%) abstentions.

AGM Resolution 15/2023. (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 General Meeting adopted this resolution with 13,975,028 (97.39%) affirmative votes, 372 (0.00%) negative votes and 0 (0.00%) abstentions. [374,109 (2.61%) did not vote.]

AGM Resolution 16/2023. (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 General Meeting adopted this resolution with 13,975,400 (97.39%) affirmative votes, 0 (0.00%) negative votes and 0 (0.00%) abstentions. [374,109 (2.61%) did not vote.]

AGM Resolution 17/2023. (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 General Meeting adopted this resolution with 14,325,188 (99.83%) affirmative votes, 21,872 (0.15%) negative votes and 2,449 (0.02%) abstentions.

AGM Resolution 18/2023. (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 General Meeting adopted this resolution with 14,327,158 (99.85%) affirmative votes, 21,979 (0.15%) negative votes and 375 (0.00%) abstentions.

AGM Resolution 19/2023. (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, or for her assignment as a Supervisory Board member. 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 General Meeting adopted this resolution with 14,325,188 (99.83%) affirmative votes, 21,872 (0.15%) negative votes and 0 (0.00%) abstentions. [2,449 (0.02%) did not vote.]

AGM Resolution 20/2023. (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. as. 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 General Meeting adopted this resolution with 14,324,709 (99.83%) affirmative votes, 24,800 (0.17%) negative votes and 0 (0.00%) abstentions.

AGM Resolution 21/2023. (IV. 18.)

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

The General Meeting adopted this resolution with 14,327,293 (99.85%) affirmative votes, 22,216 (0.15%) negative votes and 0 (0.00%) abstentions.

AGM Resolution 22/2023. (IV. 18.)

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

The General Meeting adopted this resolution with 14,301,549 (99.67%) affirmative votes, 22,000 (0.15%) negative votes and 25,960 (0.18%) abstentions.

Notes: The votes are counted electronically and the voting results are rounded by the voting system to two decimal places, therefore for instance if only 1 "NO" vote has been cast, the system will display the voting ratio of 0.00%. Every and each votes are registered at the general meeting and recorded in the minutes of the AGM.