



## RESOLUTIONS OF THE GENERAL MEETING

delivered at the Annual General Meeting of WABERER'S INTERNATIONAL Nyilvánosan Működő Részvénytársaság (registered seat: 1239 Budapest, Nagykörösi út 351.) held on 12 April 2024 from 10:08 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 1/2024. (IV. 12.)

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

The General Meeting adopted this resolution with 12,251,746 (99.59%) affirmative votes, 0 (0.00%) negative votes and 30,184 (0.25%) abstentions. [20,285 (0.16%) did not vote.]

### AGM Resolution 2/2024. (IV. 12.)

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

The General Meeting adopted this resolution with 12,252,003 (99.59%) affirmative votes, 0 (0.00%) negative votes and 30,184 (0.25%) abstentions. [20,028 (0.16%) did not vote.]

### AGM Resolution 3/2024. (IV. 12.)

The General Meeting approves the agenda of the Meeting as published on 12 March 2024, as follows:

1. 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 2023
2. Approval of the 2023 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
3. Approval of the 2023 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
4. Approval of the Corporate Governance Report
5. Granting waiver from liability to the members of the Board of Directors
6. Amendment of Section 14 of the Company's Articles of Association and adoption of the Company's consolidated Articles of Association with the amendments
7. Approval of the amended Rules of Procedure of the Supervisory Board

- 8. Presentation of the Board of Directors on the treasury shares acquired following the Annual General Meeting held on 18 April 2023; authorisation of the Board of Directors to acquire WABERER'S ordinary shares or issue options**
- 9. Election and decision on the remuneration of members of the Board of Directors**
- 10. Election and decision on the remuneration of the Supervisory Board members**
- 11. Election and decision on the remuneration of the Audit Committee members**
- 12. Determination of the remuneration of the Company's Statutory Auditor**
- 13. Advisory vote on the WABERER'S Group's revised, consolidated Remuneration Policy**
- 14. Advisory vote on the WABERER'S Group Remuneration Report**
- 15. Others**

The General Meeting adopted this resolution with 12,646,140 (99.76%) affirmative votes, 0 (0.00%) negative votes and 30,184 (0.24%) abstentions. [0 (0.00%) did not vote.]

#### **AGM Resolution 4/2024. (IV. 12.)**

**The General Meeting approves the 2023 Consolidated Financial Statements of the Company, prepared in accordance with International Financial Reporting Standards (IFRS) and the related business report with the following data:**

<b>Total assets:</b>	<b>EUR 703,562 thousand</b>
<b>Profit for the year (+):</b>	<b>EUR 29,687 thousand</b>
<b>Total comprehensive income:</b>	<b>EUR 44,304 thousand</b>

The General Meeting adopted this resolution with 12,672,833 (99.97%) affirmative votes, 400 (0.00%) negative votes and 3,091 (0.02%) abstentions. [0 (0.00%) did not vote.]

#### **AGM Resolution 5/2024. (IV. 12.)**

**The General Meeting approves the 2023 Standalone Financial Statements of the Company prepared in accordance with International Financial Reporting Standards (IFRS) and the related business report with the following data:**

<b>Total assets:</b>	<b>EUR 324,163 thousand</b>
<b>Profit for the year (+):</b>	<b>EUR 16,223 thousand</b>
<b>Total comprehensive income:</b>	<b>EUR 17,694 thousand</b>

**The Company shall deposit the profit of EUR 16,223 thousand reported in the Standalone Financial Statement to the retained earnings in full.**

The General Meeting adopted this resolution with 12,672,833 (99.97%) affirmative votes, 400 (0.00%) negative votes and 3,091 (0.02%) abstentions. [0 (0.00%) did not vote.]

#### **AGM Resolution 6/2024. (IV. 12.)**

**The General Meeting resolves on the payment of HUF 2,123,248,080 as dividend from the profit of the previous year and the dividends (due) received from the subsidiaries until the preparation of the financial statements for the year of 2023 pursuant to Article 39 (3) and (3a) of Act C of 2000 on Accounting, which means a gross dividend payment of HUF 120 (i.e. one hundred and twenty 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 2024.

The dividend payment commences on 3 July 2024.

**Basis for the dividend:**

**Dividends received (due) from subsidiaries: EUR 35, 689,517**

**Retained earnings: EUR 3,728,409**

**Amount available for dividend payment: EUR 39,417,926**

**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 2024 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 12,672,810 (99.97%) affirmative votes, 3,091 (0.02%) negative votes and 400 (0.00%) abstentions. [23 (0.00%) did not vote.]

**AGM Resolution 7/2024. (IV. 12.)**

**The General Meeting approves the Corporate Governance Report of the Company for the business year 2023.**

The General Meeting adopted this resolution with 12,669,251 (99.94%) affirmative votes, 3,091 (0.02%) negative votes and 3.982 (0.03%) abstentions. [0 (0.00%) did not vote.]

**AGM Resolution 8/2024. (IV. 12.)**

**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 2023. 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 12,669,251 (99.94%) affirmative votes, 3,491 (0.03%) negative votes and 3.582 (0.03%) abstentions. [0 (0.00%) did not vote.]

**AGM Resolution 9/2024. (IV. 12.)**

**The General Meeting approves the amendment of Section 14 according to the submission regarding subsection 14.2 of the Articles of Association as follows:**

14.2 No division of the Company may take place, *with the exception of spin-offs*.

**The General Meeting hereby approves the consolidated version of the Articles of Association of the Company with the amendments and requests the legal counsel of the Company to countersign the Articles of Association.**

The General Meeting adopted this resolution with 12,670,254 (99.95%) affirmative votes, 6,070 (0.05%) negative votes and 0 (0.00%) abstentions. [0 (0.00%) did not vote.]

#### **AGM Resolution 10/2024. (IV. 12.)**

**The General Meeting approves the modified Rules of Procedures of the Supervisory Board established on 21 March 2024 according to the submission.**

The General Meeting adopted this resolution with 12,666,779 (99.92%) affirmative votes, 3,091 (0.02%) negative votes and 6,431 (0.05%) abstentions. [23 (0.00%) did not vote.]

#### **AGM Resolution 11/2024. (IV. 12.)**

**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 18 April 2023.**

The General Meeting adopted this resolution with 12,669,651 (99.95%) affirmative votes, 3,091 (0.02%) negative votes and 3,582 (0.03%) abstentions. [0 (0.00%) did not vote.]

#### **AGM Resolution 12/2024. (IV. 12.)**

**The General Meeting hereby authorizes the Board of Directors to acquire for the Company the shares issued by the Company, and to establish share options for the shares to be acquired. The General Meeting defines the conditions referred to in Section 3:223. § (1) of the Hungarian 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 of 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 for the purposes referred to above.**

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

**Consideration for the shares or 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 per share.**

**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 to verify the conditions for the acquisition of own shares.**

The General Meeting adopted this resolution with 12,672,833 (99.97%) affirmative votes, 3,491 (0.03%) negative votes and 0 (0.00%) abstentions. [0 (0.00%) did not vote.]

#### **AGM Resolution 13/2024. (IV. 12.)**

**The General Meeting elects from 12 April 2024 to 31 May 2027 for a definite period Mr. György Bacsa dr. (date of birth: 11 June 1979; mother's maiden name: Mária Julianna Stróbl; address:**

**1013 Budapest, Döbrentei street 8. 3. floor 1B.) to be member of the Board of Directors of WABERER'S INTERNATIONAL Nyrt. 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 12,646,382 (99.76%) affirmative votes, 0 (0.00%) negative votes and 29,942 (0.24%) abstentions. [0 (0.00%) did not vote.]

**AGM Resolution 14/2024. (IV. 12.)**

**The General Meeting re-elects from 12 April 2024 to 31 May 2027 for a definite period Mr. Barna Erdélyi (date of birth: 8 July 1978.; mother's maiden name: Hanna Jurány; address: 1039 Budapest, Nyár street 10.) to be member of the Board of Directors of WABERER'S INTERNATIONAL Nyrt.. 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 12,673,233 (99.98%) affirmative votes, 0 (0.00%) negative votes and 3,091 (0.02%) abstentions. [0 (0.00%) did not vote.]

**AGM Resolution 15/2024. (IV. 12.)**

**The General Meeting elects from 12 April 2024 to 31 May 2027 for a definite period Mr. Szabolcs Gábor Tóth (date of birth: 25 April 1978; mother's maiden name: Adél Mária Zugmann; address: 1037 Budapest, Újvár street 10.) to be member of the Board of Directors of WABERER'S INTERNATIONAL Nyrt.. 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 12,669,251 (99.94%) affirmative votes, 400 (0.00%) negative votes and 6,673 (0.05%) abstentions. [0 (0.00%) did not vote.]

**AGM Resolution 16/2024. (IV. 12.)**

**The General Meeting hereby resolves that from 1 April 2024 the remuneration of the non-executive members of the Board of Directors shall be up to a monthly gross amount of HUF 750,000.**

The General Meeting adopted this resolution with 12,646,494 (99.76%) affirmative votes, 29,527 (0.23%) negative votes and 303 (0.00%) abstentions. [0 (0.00%) did not vote.]

**AGM Resolution 17/2024. (IV. 12.)**

**The General Meeting elects Mr. Antal Botond Rencz (date of birth: 21 August 1969; mother's maiden name: Edit Véghe; address: 1055 Budapest, Balassi Bálint street 7. 4. floor 1.) to be member of the Supervisory Board of WABERER'S INTERNATIONAL Nyrt. for a definite period from 12 April 2024 to 31 May 2027. 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 12,643,291 (99.74%) affirmative votes, 0 (0.00%) negative votes and 33,033 (0.26%) abstentions. [0 (0.00%) did not vote.]

**AGM Resolution 18/2024. (IV. 12.)**

**The General Meeting re-elects Mr. David William Moffat Thompson (date of birth: 14 February 1950.; mother's maiden name: Vida Fairrie Sloan; address: 1062 Budapest, Andrassy road 92-94. 3. floor 7.) to be member of the Supervisory Board of WABERER'S INTERNATIONAL Nyrt. for a definite period from 12 April 2024 to 31 May 2027. 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 12,649,964 (99.79%) affirmative votes, 0 (0.00%) negative votes and 26,360 (0.21%) abstentions. [0 (0.00%) did not vote.]

**AGM Resolution 19/2024. (IV. 12.)**

**For the nomination of the Work Council, the General Meeting re-elects Mr. Sándor Székely (date of birth: 15 February 1960; mother's maiden name: Margit Kelemen; address: 1041 Budapest, Erzsébet sreet 39. 3. floor 13.) to be member of the Supervisory Board (employee delegate) of WABERER'S INTERNATIONAL Nyrt. for a definite period from 12 April 2024 to 31 May 2027. 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 12,642,988 (99.74%) affirmative votes, 0 (0.00%) negative votes and 33,313 (0.26%) abstentions. [23 (0.00%) did not vote.]

**AGM Resolution 20/2024. (IV. 12.)**

**For the nomination of the Work Council, the General Meeting re-elects Mr. Attila Verestóy (date of birth: 25 April 1966; mother's maiden name: Magdolna Jéré; address: 1118 Budapest, Csiki-hegyek street 18. 8. floor 31.) to be member of the Supervisory Board (employee delegate) of WABERER'S INTERNATIONAL Nyrt. for a definite period from 12 April 2024 to 31 May 2027. 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 12,605,575 (99.44%) affirmative votes, 0 (0.00%) negative votes and 29,942 (0.24%) abstentions. [40,807 (0.32%) did not vote.]

**AGM Resolution 21/2024. (IV. 12.)**

**The General Meeting hereby resolves that from 1 April 2024 the remuneration shall be up to a monthly gross amount of HUF 500,000 for the chairperson and a monthly gross amount of HUF 350,000 for the members of the Supervisory Board.**

The General Meeting adopted this resolution with 12,623,928 (99.59%) affirmative votes, 6,031 (0.05%) negative votes and 25,960 (0.20%) abstentions. [20,405 (0.16%) did not vote.]

**AGM Resolution 22/2024. (IV. 12.)**

**The General Meeting elects Mr. Antal Botond Rencz (date of birth: 21 August 1969; mother's maiden name: Edit Végh; address: 1055 Budapest, Balassi Bálint street 7. 4. floor 1.) to be member of the Audit Committee of WABERER'S INTERNATIONAL Nyrt. for a definite period from 12 April 2024 to 31 May 2027 or for his 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 Supervisory Board lasts until the date thereof.**

The General Meeting adopted this resolution with 12,666,802 (99.92%) affirmative votes, 0 (0.00%) negative votes and 6,431 (0.05%) abstentions. [3,091 (0.02%) did not vote.]

**AGM Resolution 23/2024. (IV. 12.)**

**The General Meeting re-elects Mr. David William Moffat Thompson (date of birth: 14 February 1950.; mother's maiden name: Vida Fairrie Sloan; address: 1062 Budapest, Andrássy road 92-94. 3. floor 7.) to be member of the Audit Committee of WABERER'S INTERNATIONAL Nyrt. for a definite period from 12 April 2024 to 31 May 2027 or for his 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 12,624,419 (99.59%) affirmative votes, 0 (0.00%) negative votes and 28,809 (0.23%) abstentions. [23,096 (0.18%) did not vote.]

**AGM Resolution 24/2024. (IV. 12.)**

**The General Meeting approves EUR 167,500 + VAT as complemented annual compensation to the Statutory Auditor for the audit services of the business year 2023 according to the submission.**

**The General Meeting determines the Statutory Auditor's annual compensation to perform audit services for the business year 2024 to be EUR 174,075 + VAT, which may be increased by EUR 14,000 + VAT provided the successful closing of the Serbian acquisition and the inclusion of the affected entities in the consolidation.**

The General Meeting adopted this resolution with 12,666,092 (99.92%) affirmative votes, 7,073 (0.06%) negative votes and 3,159 (0.02%) abstentions. [0 (0.00%) did not vote.]

**AGM Resolution 25/2024. (IV. 12.)**

**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 12,663,541 (99.90%) affirmative votes, 3,982 (0.03%) negative votes and 3,801 (0.03%) abstentions. [5,000 (0.04%) did not vote.]

**AGM Resolution 26/2024. (IV. 12.)**

**The General Meeting hereby approves the Remuneration Report of the Company regarding the business year 2023.**

The General Meeting adopted this resolution with 12,646,797 (99.77%) affirmative votes, 0 (0.00%) negative votes and 6,431 (0.05%) abstentions. [23,096 (0.18%) did not vote.]