



## PROPOSALS AND DRAFT RESOLUTIONS

for an **EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS** of  
**OPUS GLOBAL Nyilvánosan Működő Részvénytársaság,**  
convened for the 3rd day of the month of September  
in the year 2024, starting at 09:00 AM

The Board of Directors of **OPUS GLOBAL Nyilvánosan Működő Részvénytársaság** (registered office: H-1062 Budapest, Andrásy út 59.; company registration number: 01-10-042533; court of registration: Companies Court of the High Court of Budapest; "**Company**") shall hereby inform the Shareholders of the Company of the proposals and draft resolutions to the matters on the agenda of an Extraordinary General Meeting of Shareholders ("**General Meeting**") to be held on 3 September 2024.

### **Agenda item 1**

**Decision on the election of the Member of the Board of Directors and on the determination of the hereof remuneration.**

Draft resolution related to agenda item 1:

László Görbedi resigned as a member of the Board of Directors with effect from 31 July 2024. In view of his resignation, the Company has held discussions to fill the vacant position of member of the Board of Directors.

Also in line with the principle of composition of the Company's Board of Directors, the Company considers Zoltán Susán (mother's name: Ilona Berzák, residential address: 3100 Salgótarján, Béke körút 29.), CEO of Mészáros & Mészáros Zrt., to be suitable for the position of member of the Board of Directors based on his professional career, experience and qualifications, and the Company's Remuneration Committee recommended his election by the General Meeting. The qualifications and professional background of Mr. Zoltán Susán are presented by the Board of Directors to the General Meeting as follows.

QUALIFICATIONS, OTHER STUDIES		
From (year)	Name of school	Qualification and specialty
1995-1998	Eötvös József College – Baja Faculty of Technology Faculty of Civil Engineering	Civil Engineering / Water supply – sanitation
WORKPLACES AND JOBS		
31.07.2024- 10.2021-07.2024	Mészáros és Mészáros Zrt.	CEO
2017-09-2021	Mészáros és Mészáros Zrt.	General Technical Director
2002-2017	Mészáros és Mészáros Zrt.	General Technical Director
2002-2012	Mészáros és Mészáros Zrt.	Project Manager
2002-2012	Vidra Építőipari Kft., Vidra Bau Kft., Vidra Zrt.	Construction Manager
2002-2002	Harkai és Társa Kft.	Technical Preparator
1999-2002	Kép-Com Kft.	Foreman

With regard to the provisions of the Company's Articles of Association, the nominee's term of office would run until the end of the current term of office of the Board of Directors, and his remuneration would be the same as that of the other members of the Board of Directors.

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

**Proposal for a resolution under agenda item 1:**

**Resolution No. [-]/2024. (IX.03.) of the General Meeting:**

The General Meeting hereby elects Zoltán Susán (mother's name: Ilona Berzák, residential address: 3100 Salgótarján, Béke körút 29.) as a new member of the Board of Directors for a fixed term starting on 4 September 2024 and ending on 3 May 2027, with a monthly remuneration of HUF 200,000, -, i.e. Two Hundred Thousand Hungarian Forints.

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**Agenda item 2**

**Advisory vote on the amendment of the Remuneration Policy of the Company.**

The Board of Directors hereby informs the Shareholders that pursuant to Article 3:268 (2) of Act V of 2013 on the Civil Code, the General Meeting has the exclusive competence to vote on the remuneration policy. The remuneration policy shall be placed on the agenda of the General Meeting of Shareholders in the event of a significant change to the remuneration policy.

The Remuneration and Appointment Committee of the Company has made a proposal to the Board of Directors to introduce a new remuneration system for the Board of Directors and

members of the management in order to achieve the long-term business strategy, interests and sustainability of the Company.

Subsequently, the Board of Directors examined the proposal of the Remuneration and Appointment Committee and decided to amend the Remuneration Policy accordingly and to submit it to the General Meeting for an advisory vote, and thus the Board of Directors arranged for the amended Remuneration Policy<sup>1</sup> to be communicated to Shareholders by means of publication on the Company's website, the website of the Budapest Stock Exchange and the official publication site operated by the Hungarian National Bank, and thus to be accessible and downloadable without restriction.

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

Proposal for a resolution under agenda item 2:

**Resolution No. [-]/2024. (IX.03.) of the General Meeting:**

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

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**Agenda item 3**

**Decision on the determination of premium remuneration conditions of the Chairman and the Members of the Board of Directors.**

Proposal for a resolution under agenda item 3:

The Board of Directors would like to inform the Shareholders that the prestige of the Company, the investors' expectations regarding the Company's operations and the remuneration practices of other listed companies justify the restructuring of the remuneration of the Board members, including the introduction of a more significant remuneration element linked to the Company's annual performance.

In light of the above, the Board of Directors of the Company has amended the Company's Remuneration Policy. The amendment allows the members of the Board of Directors to receive, in addition to their honors, a fixed amount of remuneration (Bonus) dependent on the Company's annual financial results and/or the achievement/fulfilment of specific objectives/tasks, which may

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<sup>1</sup> The exact wording of the changes to the Remuneration Policy is indicated with change tracking

differ for the Chairman of the Board of Directors from the amount applicable to the other members of the Board of Directors. The amount of this allowance and the conditions attached thereto shall be subject to a decision of the General Meeting. The bonus may also be granted through the MRP entity set up by the Company in the form of shares in the Company and/or the right to purchase shares in the Company.

The General Meeting will share its opinion on the amendment to the Remuneration Policy in connection with the proposal on Agenda item 2.

On the basis of the above, the Board of Directors proposes, based on the recommendation of the Remuneration and Appointment Committee, to determine a fixed annual amount (bonus) of HUF 50,000,000 for the Chairman of the Board of Directors and an annual amount of HUF 20,000,000 for the members of the Board of Directors, provided that the employment has been in force for at least 6 months in the given year. In the event of a legal relationship arising or terminating within the year, the person concerned may receive a bonus in proportion to the duration of the legal relationship (expressed as an annual percentage of the duration of the legal relationship).

As precondition for the bonus, the Board of Directors proposes the following to the General Meeting:

The Company is well-managed, there is close and constructive cooperation between the Board and management to achieve its strategic objectives, and the Board ensures that the Company's work organisation can effectively meet its objectives.

The Board of Directors, on the basis of a proposal from the Remuneration and Appointment Committee, will determine whether the conditions are met and whether the remuneration is payable in the context of a self-assessment following the adoption of the annual report in question by the General Meeting.

From FY 2025 onwards, the bonus will be paid only through the OPUS Global Employee Share Ownership Plan (ESOP), in accordance with the terms of the ESOP Performance Compensation Policy, which has been established to implement the ESOP.

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

Proposal for a resolution under agenda item 3:

**Resolution No. [-]/2024. (IX.03.) of the General Meeting:**

The General Meeting shall hereby set a fixed annual remuneration (bonus) of HUF 50,000,000 for the Chairman of the Board of Directors and an annual HUF 20,000,000 for the members of the Board of Directors, provided that the term of office is at least 6 months in the given year. In the event of employment starting or terminating during the year, the person concerned may receive

a bonus in proportion to the duration of the employment (expressed as an annual percentage of the duration of the employment).

The General Meeting shall set the following conditions for the bonus:

The Company is well-managed, there is close and constructive cooperation between the Board and management to achieve its strategic objectives, and the Board ensures that the Company's work organisation can effectively meet its objectives.

The Board of Directors, on the basis of a proposal from the Remuneration and Appointment Committee, will determine whether the conditions are met and whether the remuneration is payable in the context of a self-assessment, following the adoption of the annual report by the General Meeting.

From FY 2025 onwards, the bonus will be paid only through the OPUS Global Employee Share Ownership Plan (ESOP), in accordance with the terms of the ESOP Performance Compensation Policy, which has been established to implement the ESOP.

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#### Agenda item 4

Decision on the amendment of the other scope of activities of the Company.

##### Proposal for a resolution under agenda item 4:

The Board of Directors proposes that the General Meeting should amend the other activities of the Company, taking into account that there are a number of activities that the Company does not actually conduct, but, if maintained, may impose payment/compliance obligations on the Company.

The Board of Directors proposes to the General Meeting that the following other activities be deleted:

1610'08	Manufacture of wood products
1621'08	Manufacture of wooden panels
2561'08	Metal surface treatment
2591'08	Manufacture of steel containers
2592'08	Manufacture of light metal packaging
3102'08	Manufacture of kitchen furniture
4612 '08	Wholesale on a fee or contract basis of automotive fuel
4613'08	Wholesale on a fee or contract basis of building materials
4615'08	Wholesale trade services on a fee or contract basis of furniture, household goods and hardware
4618'08	Wholesale on a fee or contract basis of other products

4619'08	Wholesale on a fee or contract basis of a variety of products
4646'08	Wholesale of pharmaceutical and medical goods
4673'08	Wholesale of wood, construction materials and sanitary equipment
4674'08	Wholesale of hardware, fittings and heating equipment
4676'08	Wholesale of other manufactured goods in specialised stores
4690'08	Wholesale of non-food products in specialized stores
4799'08	Other non-store retail sale in non-specialised stores
5210'08	Warehousing, storage
5229'08	Other supporting services for transportation
5911'08	Film, video and television program production
5912'08	Post-production of film, video and television program
6209'08	Other information technology services
6311'08	Data processing, web hosting services
6399'08	Other information service activities
6619'08	Other auxiliary financial activities
6831'08	Real estate activities
7219'08	Other scientific and technical research and development
7320'08	Market research and public opinion poll

As a result of the deletions, the following other activities of the Company would remain:

6810'08	Sale of privately owned real estate
6820'08	Hire or operation of own or leased real estate
6832'08	Real estate management
6920'08	Accounting, auditing and tax consultancy activities
7010'08	Surplus management
7022'08	Business and other management consultancy activities
7490'08	Other professional, scientific and technical activities
8110'08	Plant operation
8230'08	Conference and trade show organisation
8299'08	Other service activities incidental to business activities

The Board of Directors shall submit its proposal to the General Meeting and shall propose that the General Meeting should approve the amendments to the other fields of activity of the Company.

Proposal for a resolution under agenda item 4:

Resolution No. [-]/2024. (IX.03.) of the General Meeting:

The General Meeting hereby modifies the other (non-core) activities of the Company. The other activities of the Company are the following:

6810'08	Sale of privately owned real estate
6820'08	Hire or operation of own or leased real estate
6832'08	Real estate management
6920'08	Accounting, auditing and tax consultancy activities
7010'08	Surplus management
7022'08	Business and other management consultancy activities
7490'08	Other professional, scientific and technical activities
8110'08	Plant operation
8230'08	Conference and trade show organisation
8299'08	Other service activities incidental to business activities

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**Agenda item 5**

**Decision on the amendment of Articles of Association of the Company.**

Proposal for a resolution under agenda item 5:

The Board of Directors shall propose that certain provisions of the Articles of Association be amended as set out in the following proposed resolution to adapt them to the future operation of the Company, in particular to allow General Meetings to be held outside the registered office of the Company, but anywhere within the territory of Budapest, the other activities of the Company in the Articles of Association should be the same as the activities to be updated, and the Board of Directors should have the power to set the bonus instead of the extraordinary bonus as the basic employer's power with regard to the CEO, in view of the amendment of the Remuneration Policy.

On the basis of the above, the Board of Directors shall propose the adoption of the following Resolution by the General Meeting.

Proposal for a resolution under agenda item 5:

Resolution No. [-]/2024. (IX.03.) of the General Meeting:

The General Meeting shall hereby amend the text of the Articles of Association of the Company in force today as follows, by deleting the texts marked with ~~with strikethrough~~ and inserting the ***bold, italic and underlined texts*** in the texting of the Articles of Association.

Section 3 of the Articles of Association is amended as follows:

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### 3. Scope of the Company's activities

The activities of the Company, according to the Unified Industrial Classification of Activities, include.

Main activity:

6420 '08 Asset management (holding)

Other activities:

~~4612 '08 Wholesale on a fee or contract basis of automotive fuel~~

~~4613 '08 Wholesale on a fee or contract basis of building materials~~

~~4618 '08 Wholesale on a fee or contract basis of other products~~

~~4619 '08 Wholesale on a fee or contract basis of a variety of products~~

~~4646 '08 Wholesale of pharmaceutical goods and pharmaceutical preparations~~

~~4673 '08 Wholesale of wood construction materials and sanitary equipment~~

~~4676 '08 Wholesale of other manufactured goods in specialized stores~~

~~4690 '08 Wholesale of non food products in specialized stores~~

~~4799 '08 Other non-store retail sale in non-specialised stores~~

5210 '08 Warehousing , storage

~~5229 '08 Other supporting services for transportation~~

~~5911 '08 Film video and television program production~~

~~5912 '08 Post-production of film, video and television programs~~

~~6209 '08 Other information technology services~~

~~6311 '08 Data processing, web hosting services~~

~~6399 '08 Other information service activities~~

~~6619 '08 Other auxiliary financial activities~~

6810 '08 Sale of own property

6820 '08 Hire or operation of own or leased real estate

~~6831 '08 Real estate activities~~

6832 '08 Real estate management

6920 '08 Accounting, auditing and tax consultancy activities

7010 '08 Surplus management

7022 '08 Business and other management consultancy activities

~~7219 '08 Other scientific and technical research and development~~

~~7320 '08 Market research and public opinion poll~~

7490 '08 Other professional, scientific and technical activities

8110 '08 Plant operation

8230 '08 Conference and trade show organisation



Section 9.4 of the Articles of Association is amended as follows:

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9.4. ~~deleted~~ *The General Meeting shall be convened at the registered office of the Company or at any other venue in Budapest.*"

Section 10.4(r) of the Articles of Association is amended as follows:

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[10.4. *The Board of Directors*]

r) is entitled to appoint the person who holds the position of CEO, even from among the members of the Board of Directors, and to exercise the basic powers of an employer (establishment and termination of employment, determining basic salary and ~~extraordinary bonus~~, *CEO bonus*) with respect of the duties of CEO;"

The part of Section 19.5 of the Articles of Association as quoted below is amended as follows:

"By resolutions of the General Meeting adopted on 24 April, 2024,  
*by resolutions of the General Meeting adopted on 3 September, 2024*

with the consolidated amendments set out therein."

Section 19.6 of the Articles of Association is amended as follows:

"19.6. The deviation of the Articles of Association, as consolidated by the present amendments, from the latest content in force was provided for in Resolution No ~~10/2024 (IV.24.)~~ *[•]/2024 (IX.03.)* of the General Meeting of the Company. The changes affect the provisions of sections 4.1, 4.2, ~~19.5 and 19.6~~, *3, 9.4, 10.4* of the Articles of Association."

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#### Agenda item 6

**Decision on the amendment of the authorisation of the Board of Directors to acquire the own shares of the company.**

Item 6 on the agenda:

Resolution No. 11/2024 (IV.24.) of the General Meeting authorizes the Board of Directors for a period of twelve (12) months, to acquire as ordinary shares, a maximum number of ordinary shares of HUF 25 each, – i.e. twenty-five Hungarian forints, each with a nominal value of HUF 25 –, corresponding to twenty percent (20%) of the Company's share capital (the ordinary shares

may not exceed twenty percent of the shares issued by the Company). The acquisition of ordinary shares may be implemented for consideration or free of consideration, in stock exchange trading, by means of a public offer or over-the-counter trading, including through the exercise of a right secured by a financial instrument entitling the holder to acquire ordinary shares (e.g. a purchase right, an exchange right, etc.). In the case of acquisition for consideration, the maximum amount of the consideration may be the amount of the closing price of the share on the day preceding the day of the conclusion of the agreement as recorded by the Budapest Stock Exchange, plus twenty (20) percent. The authorisation shall also include the power to make decisions on all related matters and pass resolutions that are otherwise within the competence of the General Meeting.

In accordance with Article 3:223 (4) of the Civil Code, the Board of Directors is obliged to provide information at the next general meeting on the reason for and the nature of the acquisition of ordinary shares, the number of shares acquired, the total nominal value of the shares acquired, the proportion of these shares in relation to the share capital of the company and the consideration paid.

At the date of the authorisation, namely on 24 April 2024, the number of OPUS GLOBAL Nyrt.'s own shares was 53,295,397 OPUS GLOBAL ordinary shares.

On the basis of the authorisation, OPUS GLOBAL Nyrt. has purchased a total of 2,001,326 OPUS GLOBAL ordinary shares with a total nominal value of HUF 50,033,150 until 12 August 2024, the proportion of which in relation to the share capital is 0,29%, the total consideration paid being HUF 864,061,611. The purchase was made for the purpose of creating shareholder value under a share repurchase program.

On 2 July 2024, following the Annual General Meeting of OPUS GLOBAL Nyrt held on 24 April 2024, Mészáros & Mészáros Zrt. directly owned by the Company purchased 3,066,204 OPUS GLOBAL ordinary shares in an OTC transaction.

OPUS GLOBAL Nyrt. will provide written information on any eventual purchase of own shares pursuant to the authorisation after the publication of this submission by means of extraordinary publications on a transaction-by-transaction basis in accordance with the capital market regulations on the website of OPUS GLOBAL Nyrt. and Budapest Stock Exchange, as well as on the official publication site operated by the National Bank of Hungary (kozzetetelek.mnb.hu).

The Board of Directors proposes to the General Meeting to amend Resolution 11/2024 (IV.24.) of the General Meeting of Shareholders to authorize the Board of Directors to acquire for the Company (as own shares) ordinary shares of a nominal value of HUF 25 each, - i.e. twenty-five Hungarian forints, of a maximum quantity of twenty-five percent (25%) of the Company's share capital, issued by the Company (the value of own shares may not exceed twenty-five percent of the Company's issued shares in the course of the transaction). Provisions of Resolution No. 11/2024 (IV.24.) not affected by the proposed amendment would remain in force unchanged.

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

Proposed decision on agenda item 6:

**Resolution No. [-]/2024. (IX.03.) of the General Meeting:**

The General Meeting shall hereby amend Resolution No. 11/2024 (IV.24), so that the Board of Directors is authorized to acquire for the Company (as own shares) ordinary shares of a nominal value of HUF 25 each, - i.e. twenty-five Hungarian forints, of a maximum quantity of twenty-five percent (25%) of the Company's share capital, issued by the Company (the value of own shares may not exceed twenty-five percent of the Company's issued shares in the course of the transaction).

The General Meeting shall hereby confirm that the provisions of General Meeting Resolution No. 11/2024 (IV.24.), which are not affected by this amendment, shall remain in force unchanged.

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Budapest, 12<sup>th</sup> August 2024

Board of Directors

**OPUS GLOBAL**

**Nyilvánosan Működő Részvénytársaság**