



4iG PUBLIC LIMITED COMPANY

(registered seat: 39 Krisztina Boulevard, Budapest, HU-1013;
company registration number: 01-10-044993; "Company")

REPORT OF THE SUPERVISORY BOARD

**for the Extraordinary General Meeting of Shareholders
of the Company convened for 30th of September 2024**

The Supervisory Board has examined all proposals and documents relating to the Extraordinary General Meeting of Shareholders of the Company convened for 30th of September 2024 on which the Supervisory Board has taken the decisions set out in the following report.

The Supervisory Board of the Company has reviewed the above materials and, on this basis, unanimously (4 yes (100%), 0 no (0%), 0 abstentions (0%)) adopted the following resolutions:

Resolution of the Supervisory Board
No. 4/2024. (VIII.29.)

The Supervisory Board decides to approve and at the same time proposes to the General Meeting to approve the consolidated text of Remuneration Policy of the Company with amendments, with the content corresponding to the proposal, prepared in accordance with Act LXVII of 2019 on the encouragement of long-term shareholder engagement and the modification of certain acts with the purpose of legal harmonization.

Resolution of the Supervisory Board
No. 5/2024. (VIII.29.)

The Supervisory Board, in view of the above agenda items, approves and also resolves to submit to the General Meeting to authorize the Board of Directors with the simultaneous repeal of Resolution No. 6/2022. (III.31.) of the Extraordinary General Meeting held on the 31st day of the month 03 of the year 2022 to acquire ordinary shares issued by the Company for the following reasons:

- I. to be able to use treasury shares as acquisition consideration, or
- II. to maintain flexibility for further share capital structure optimization, share cancellation and/or other investments or
- III. in addition to the existing options to be able to establishment, to operate share-based incentive schemes or
- IV. to be able to implement or amend share-based or hybrid financing instruments and other investment structures.



The Supervisory Board, in view of the above agenda item, approves and also resolves to submit to the General Meeting to authorize the Board of Directors to acquire its own shares the following terms and conditions (pursuant to Section 3: 223 (1) of the Civil Code):

- I. Mode of acquisition of treasury shares: with or without consideration, either on the stock exchange or through public offer or on the OTC market if not prohibited by legal regulations, including but not limited to acquiring shares by exercising rights ensured by financial instruments for acquiring treasury shares (eg.: call right, exchange right etc.).
- II. The authorization empowers the Board of Directors to acquire any type of shares issued by the Company with any par value.
- III. The amount (number) of shares that can be acquired: the total amount of nominal value of treasury shares owned by the Company at any time may not exceed 25 % of the actual share capital of the Company.
- IV. The period of validity of the authorization: from the 1st of October 2023 for an 18 months period.

If the acquisition of the treasury shares is in return for a consideration, the minimum amount which can be paid for one piece of share is HUF 1, while the maximum amount cannot exceed 150 % of the highest of the following prices:

1. the highest price of the deals concluded with 4iG shares on the Budapest Stock Exchange ("BÉT") on the date of the transaction or
2. the highest daily volume weighted average price of 4iG shares on any of the 90 BÉT trading days prior to the date of the transaction or
3. the volume-weighted average price of 4iG shares during 90 BÉT trading days prior to (i) the date of signing the agreement for acquiring the treasury shares (particularly purchase agreement, call option agreement or other collateral agreement), or (ii) the date of acquisition of financial instruments ensuring rights to acquire treasury shares or (iii) the date of exercising option rights, pre-emption rights; rights ensured by collateral or by financial instruments for acquiring treasury shares or
4. the closing price of 4iG shares on the BÉT on the trading day which falls immediately prior to (i) the date of signing the agreement for acquiring the treasury shares (particularly purchase agreement, call option agreement or other collateral agreement), or (ii) the date of acquisition of financial instruments ensuring rights to acquire treasury shares or (iii) the date of exercising option rights, preemption rights; rights ensured by collateral or by financial instruments for acquiring treasury shares.

The authorization is subject to all the related issues and resolutions on decisions otherwise referred to the scope of the general meeting.

The Supervisory Board proposes, in accordance with Article 9(1) of Regulation (EU) No 596/2014 of the European Parliament and of the Council ('MAR'), that the Company's Board of Directors shall make a separate decision in the future regarding the development, adoption, and publication of a share buyback program. The share buyback program will establish the internal measures and procedural rules to be applied by the Company and will ensure the fulfillment of the conditions set forth therein.

Resolution of the Supervisory Board

No. 6/2024. (VIII.29.)

The Supervisory Board decides - based on the preliminary negotiations with the Company's auditor - to approve and at the same time proposes to the General Meeting to approve that Ernst & Young Audit Limited Liability Company (registered seat: 20 Váci street, Budapest, HU-1132; company registration number: 01-09-267553; hereinafter referred to as "Auditor") conducts the audit of the ESG report for the financial year of 2024, according to Act No CVIII of 2023, for a total fee of EUR 200 000 + VAT in such a way that the Auditor is entitled to appoint the person with the appropriate certification, bearing responsibility for the audit.

Resolution of the Supervisory Board

No. 7/2024. (VIII.29.)

The Supervisory Board decides to approve and at the same time proposes to the General Meeting to approve the consolidated text of the Rules of Procedure of the Supervisory Board with amendments, with the content corresponding to the proposal.

Resolution of the Supervisory Board

No. 9/2024. (VIII.29.)

The Supervisory Board decides to approve and at the same time proposes to the General Meeting to make the decision on the appointment of Csaba Ferenc Thurzó (address: 2089 Telki, Levendula street 24.; mother's name: Kis Katalin) as to be the member of the Board of Directors upon joint representative rights and entitlement for the practice of power of authorized signatures as of the date of the closure of the extraordinary general meeting for an indefinite time, ie. 30 September 2024. The new member of the Board of Directors shall perform the herein tasks upon agency contract. The General Meeting shall hereby measure the annual gross remuneration of the new member of the Board of Directors in line with the General Meeting Resolution No. 15/2022. (IV.29.).

Resolution of the Supervisory Board

No. 10/2024. (VIII.29.)

The Supervisory Board decides to approve and at the same time proposes to the General Meeting to make the decision on the appointment of Gábor Tomcsányi (address: 1124 Budapest, Mártonhegyi street 50/F 1. door; mother's name: Dr. Krisztina Timár) as to be the member of the Board of Directors upon joint representative rights and entitlement for the practice of power of authorized signatures as of the date of the closure of the extraordinary general meeting for an



indefinite time, ie. 30 September 2024. The new member of the Board of Directors shall perform the herein tasks upon agency contract. The General Meeting shall hereby measure the annual gross remuneration of the new member of the Board of Directors in line with the General Meeting Resolution No. 15/2022. (IV.29.).

Resolution of the Supervisory Board
No. 11/2024. (VIII.29.)

The Supervisory Board decides to approve and at the same time proposes to the General Meeting to withdraw the joint representation and registration rights of Csaba Ferenc Thurzó (address: 2089 Telki, Levendula utca 24; mother's name: Katalin Kis) as other employee in the Company as of the date of the conclusion of the Extraordinary General Meeting, i.e. 30 September 2024.

Resolution of the Supervisory Board
No. 12/2024. (VIII.29.)

The Supervisory Board decides to approve and at the same time proposes to the General Meeting to withdraw the joint representation and registration rights of Gábor Tomcsányi (address: 1124 Budapest, Mártonhegyi street 50/F 1. door; mother's name: Dr. Krisztina Timár) as other employee in the Company as of the date of the conclusion of the Extraordinary General Meeting, i.e. 30 September 2024.

Resolution of the Supervisory Board
No. 13/2024. (VIII.29.)

The Supervisory Board decides to approve and at the same time proposes to the General Meeting to decide to amend the provisions of the Articles of Association of the Company. The list and exact wording of the points affected by the amendments are set out below, with the ~~striketrough~~ being deleted and the bold *and italic* text being inserted into the text of the Statutes.

Chapter 1. of the Articles of Association of the Company is amended as follows:

~~INTRODUCTORY PROVISIONS DELETED~~

~~1.1. FreeSoft Szoftverfejlesztő és Számítástechnikai Szolgáltató Részvénytársaság (in English: FreeSoft Software Development and Computer Service Provider) (hereinafter referred to as: Company) was founded on 08 January 1995 and was registered into the company registration by Pest County Company Registry Court (in Hungarian: Pest Megyei Bíróság Cégbíróság) on 02 March 1995 under the company registration number of Cg. 13-10-040281. On the basis of the order issued by the Capital Court (in Hungarian: Fővárosi~~

Bíróság) as a Company Registry Court (in Hungarian: Cégbíróság) has become competent for company registration as a result of the relocation of the seat of business under the number of 01-10-044993/12. on 02 April 2004 and the Company is defined by the court herein as the legal successor of the merging FreeSoft Kft.

1.2. ~~In line with the Act V of 2013 on the Civil Code (hereinafter referred to as “Act on the Civil Code”) and in accordance with the Act CLXXVI on Transformation, Merging and Separation of the Legal Entities (hereinafter referred to as ‘Transformation Act’), the Company shall merge with Axis Rendszerház Informatikai Fejlesztő és Tanácsadó Korlátolt Felelősségű Társaság (in English: Axis IT Development and Advisor Private Limited Liability Company) (seat of business: 1037 Budapest, Montevideo utca 8.; company registration place and number: Company Registry Court of Budapest Capital Regional Court (in Hungarian: Fővárosi Törvényszék Cégbírósága), 01-09-199169; as ‘Merging Company1’), with HUMANSOFT Elektronikai Korlátolt Felelősségű Társaság (in English: HUMANSOFT Electronic Private Limited Liability Company) (seat of business: 1037 Budapest, Montevideo utca 8.; company registration place and number: Company Registry Court of Budapest Capital Regional Court (in Hungarian: Fővárosi Törvényszék Cégbírósága), 01-09-062054; as ‘Merging Company2’) and with Mensor3D Korlátolt Felelősségű Társaság (in English: Mensor3D Private Limited Liability Company) (seat of business: 1037 Budapest, Montevideo utca 8.; company registration place and number: Company Registry Court of Budapest Capital Regional Court (in Hungarian: Fővárosi Törvényszék Cégbírósága), 01-09-328695, as ‘Merging Company3’, with that the Merging Company1, the Merging Company2, and the Merging Company3 (hereinafter Merging Company1, Merging Company2, and Merging Company3 jointly referred to as ‘Firstly Merging Companies’) merge into the Company. Regarding the merger the shareholders of the Company made decision on the merger upon general meeting resolution, and the Firstly Merging Companies made decision in their resolutions on 13 December 2018.~~

1.3. ~~In line with the Act on the Civil Code and in accordance with the Transformation, the Company shall merge with DOTO Systems Zártkörűen Működő Részvénytársaság (in English: DOTO Systems Private Limited Company) (seat of business: 1037 Budapest, Montevideo utca 8.; company registration place and number: Company Registry Court of Budapest Capital Regional Court (in Hungarian: Fővárosi Törvényszék Cégbírósága), 01-10-140395; as ‘Merging Company4’) and with TR Consult Korlátolt Felelősségű Társaság (in English: TR Consult Private Limited Liability Company) (seat of business: 1037 Budapest, Montevideo utca 8.; company registration place and number: Company Registry Court of Budapest Capital Regional Court (in Hungarian: Fővárosi Törvényszék Cégbírósága), 01-09-686917, as ‘Merging Company5’), with that the Merging Company4 and the Merging Company5 (hereinafter Merging Company4 and Merging Company5 jointly referred to as ‘Secondly Merging Companies’) merge into the Company. Regarding the merger the shareholders of the Company made decision on the merger upon general meeting resolution, and the Merging Companies made decision in their resolutions on 30th of September 2021.~~



~~1.4. The Articles of Association replacing the former Articles of Incorporation was approved by the Company on the general meeting as of 25 April 2004, and it has been amended several times by the general meeting. This consolidated and amended version of the Articles of Association was drafted on the basis of the Resolution of the Board of Directors No. 4/2023 (VII.13.) *the Resolution of the Board of Directors No. 2/2024 (07.03.)* and in accordance with the regulations of the Act V of 2013 on the Civil Code (hereinafter referred to as Act on the Civil Code).~~

~~1.5. The Company shall be formed for an indefinite period of time.~~

Chapter 2. of the Articles of Association of the Company is amended as follows:

~~2. THE NAME AND THE REGISTERED SEAT OF BASIC INFORMATION
ON THE COMPANY~~

~~1.7. „The Company is formed for an indefinite period.“~~

Chapter 6. of the Articles of Association of the Company is amended as follows:

~~COURT SUPERVISION OF THE CORPORATE RESOLUTIONS DELETED~~

~~6.1. Any shareholder, executive officer or member of the Supervisory Board shall ask the court to supervise the resolutions made by the shareholders, namely by the general meeting, or by the bodies of the Company with reference that such provisions are against the legal regulations or this Articles of Association.~~

~~6.2. The bringing an action against the Company shall be initiated within thirty (30) days starting from the time of being aware of the knowledge, or from the time when the person being with right to bring a claim could have been aware of such knowledge. The resolution shall not be even appealed following the forfeit deadline of one (1) year from compiling the resolution if such resolution herein was not published for the person being entitled to sue, or if such person did not receive any knowledge of the hereof.~~

~~6.3. Persons who contributed to the adoption of the resolution with their votes — except for cases of mistake, misrepresentation and duress — shall not be entitled to bring action.~~

~~6.4. Bringing action for the annulment of a resolution shall have no suspensory effect on the enforcement of the resolution. The court shall be entitled to suspend execution on reasonable grounds, upon the applicant's request. The decision ordering suspension may not be appealed. If a resolution is found unlawful, the court shall annul the resolution and shall order the passing of a new resolution if necessary. If the violation of the law or the~~

~~Articles of Association is not considered significant, and does not jeopardize the Company's lawful operation, the court shall establish the fact of infringement.~~

~~6.5. The court decision on the annulment of a resolution shall also apply to any other persons who are not involved in the proceedings and are entitled to bring action for the review of the resolution. Upon the judicial review of the infringing resolutions of company the scope of actions for the annulment of resolutions shall be respectively applied to those shareholders who are not involved in the legal action.~~

Article 10.1. of the Articles of Association of the Company is amended as follows:

"10.1. The scope of authority of the general meeting

Matters within the exclusive scope of the authority and the competence of the General Meeting:

- a) the decision on the establishment and amendment of the Articles of Association, unless provided otherwise by the Act on the Civil Code or the articles of association;
- b) the decision on the change of the form of operation of the Company;
- c) the decision on the transformation, mergers, divisions, separations or termination of the Company without a legal successor;
- d) the election and removal of the members of the Board of Directors, the members of the Supervisory Board, the Auditor, and the manager, as well as the establishment of their remuneration;
- e) acceptance of the annual financial statements (if prepared, the consolidated accounts);
- f) decision on the appropriation of the after-tax profit, payment of dividend and interim dividend;
- g) ~~deleted~~ decision on the discharge to be granted to executive officer;
- h) modification of the rights attached to a certain series, types and classes of shares and the transformation of categories or series, types and classes of shares;
- i) the decision on the issue of convertible bonds or bonds with subscription rights;
- j) decision – unless otherwise provided by the the General Meeting – on share capital increase;
- k) the decision on the share capital decrease;
- l) the decision on exclusion of exercising subscription priority right, on the authorization of the Board of Directors to restrict or prohibit the exercise of subscription priority right;
- m) the decision on the acceptance of a public takeover bid made on the Company's own share;
- n) the decision on taking measures that would disturb the public takeover bidding procedure;
- o) advisory voting of the Remuneration Policy of the Company;

- p) election of the members of the Audit Committee;
- q) the decision on the initiation of listing on and delisting from the stock exchange of the Company's securities;
- r) ~~Deleted~~ decision to enforce a claim for damages against a member (or shareholder), an executive officer, a member of the supervisory board or the company's permanent auditor;
- s) the approval of the rules of procedure of the Supervisory Board;
- t) decision on the adoption of the Report on Responsible Corporate Governance;
- u) the decision on all further subjects which are assigned to the exclusive scope of competence of the general meeting by the Act on the Civil Code or this Articles of Association;
- v) any disposal of key business units/assets by the Company which represent more than 50% of the overall business in terms of revenue;
- w) decision on the participation of the Company in a recognised group of companies and on the conclusion, amendment or termination of the domination agreement or, unless required by law, on the inclusion of the Company in any other type of consolidation the entering into, any amendment or termination of any domination agreements by the Company;
- x) the entering into transactions directly or indirectly with shareholders (also through subsidiary) not on arm's length basis;
- y) decision on the approval of contracts concluded by the Company with its own member (or shareholder), executive officer, member of the supervisory board, managing director, close relatives or the permanent auditor;
- ~~y) z)~~ z) the decision to provide financial assistance to third parties for the acquisition of shares issued by the Company with the fact that the General Meeting does not have exclusive competence over transactions that directly or indirectly facilitate the acquisition of shares by employees of the Company, including employees of companies controlled by the Company, or by organizations set up by their employees for such purpose-;
- zz) decision on all matters which are referred by law to the exclusive competence of the General Meeting."

Article 10.3. of the Articles of Association of the Company is amended as follows:

"10.3. The resolutions of the general meeting on matters listed in Points a), b), c), h), i), j), k), l) m), n), ~~r)~~, q), s), v), w), x) ~~and y)~~ **and z)** of Section 10.1 shall be adopted by three-fourth majority of the votes; any other resolution may be adopted by the simple majority of the casted votes, with the proviso that to the amendment of the Articles of Association the prevailing rules of the Hungarian Act on the Civil Code on voting shall apply. "

Article 11.5. of the Articles of Association of the Company is amended as follows:

"11.5. The Board of Directors of the Company consists of three to ~~seven~~ **eight** (3-~~7~~ **8**) persons who choose the Chairman of the Board of Directors from its own members."



Article 11.10. of the Articles of Association of the Company is amended as follows:

“11.10. The ~~decisions~~ cases within the scope of the competences of the Board of Directors

- 11.10.1. ~~Deleted~~ *Decision for commitments with a net value of HUF 500.000.000,- or more;*
- 11.10.2. The Board of Directors may decide on the acquisition of treasury shares by the Company based on authorization granted by the general meeting with such content or in cases provided by law.
- 11.10.3. With the prior consent of the Supervisory Board, the Board of Directors may ~~decide~~ propose to pay a dividend advance within the relevant legal framework, and is entitled to accept balance sheet in relation to the acquisition of the Company's own shares, the payment of interim dividend and the increase of the registered capital from the Company's assets not comprising a part of the registered capital.
- 11.10.4 The Board of Directors is entitled to make all other decisions and declarations necessary for the establishment, maintenance and operation of the Organization (“ESOP Organization”) within the framework of the Employee Stock Ownership Program (“ESOP”). The authorization shall cover, in particular, but not be limited to the launch of the Programs on which the ESOP Organization is based, the definition of its beneficiaries and the number of shares that may be acquired under the Programs and the extend and number of rights attached to the ordinary shares, and the conditions for their acquisition.
- 11.10.5. The Board of Directors is entitled to decide on matters concerning the Company's name, registered office, establishments, branches and areas of activity (excluding the core activity) and related amendments to the Articles of Association.
- 11.10.6. The Board of Directors is entitled to exercise the employer's rights and to ~~decide on the possible transfer of the exercise of the employer's rights~~ laying down the procedure for the exercise of employer's rights.
- 11.10.7. The Board of Directors is entitled to ~~prepare and approve the organizational and operational regulations.~~ empowered to establish and modify the Company's work organisation, to adopt the first Organisational and Operational Rules (OOP) and to approve the Company's proposals for organisational changes affecting the OOP.

11.10.8. The Board of Directors is entitled to elect (i) the Chairman of the Board of Directors, (ii) the Chief Executive Officer (CEO) and ~~(iii) the Chairman & CEO of the Company.~~

11.10.9. The Board of Directors is entitled to appoint employees of the Company entitled to sign.

11.10.10. In the event of such authorization by the General Meeting, the Board of Directors may, with the prior consent of the Supervisory Board, decide to increase the share capital or to approve the interim balance sheet in connection with the increase of the share capital at the expense of the share capital.

11.10.11. There is no need for prior authorization given by the General Meeting to the Board of Directors to acquire own shares if the acquisition of the shares is made in order to avoid serious damage directly threatening the Company. In this case, the Board of Directors is obliged to provide information on the reason for the acquisition of own shares, the number and total nominal value of the acquired shares, the ratio of these shares to the share capital of the Company and the consideration paid.

11.10.12. The Board of Directors decides on the establishment of the Advisory Board and on the approval of the rules of operation established by the Advisory Board.

11.10.13. The Board of Directors shall draw up its own rules of procedure and shall decide on the adoption and amendment of the rules of procedure of the Board of Directors;

11.10.14 Adopt and amend the Company's business plan and financing plan;

11.10.15 To define and approve the business policy and strategy of the Company and its subsidiaries, including, inter alia, decisions on geographical expansion and entry into new business areas, decisions on exit from existing business areas and decisions on consortium agreements, and the product portfolio;

11.10.16 Preparation of the Company's accounts in accordance with the Accounting Act and the proposal for the distribution of profits, and submission to the General Meeting;

11.10.17 Deciding on the establishment of a subsidiary or on the acquisition of a holding in a company or on the disposal or encumbrance of a holding, on the transfer, in whole or in part, of membership or shareholder rights in respect of a holding, by whatever legal title;

11.10.18 To perform all the duties provided for by law in relation to the companies in which the Company participates, including decisions on the mandates for the meetings of the supreme body of the companies;

11.10.19 Exercising the basic employer's rights over the Chief Executive Officer;

11.10.20 To report on the management, assets and business policy of the Company at least once (once) a year to the General Meeting and every three (3) months to the Supervisory Board;

11.10.21. The Board of Directors is entitled to resolve upon questions not vested to the exclusive scope of competence of the general meeting by either the Act on the Civil Code or by the present Articles of Association. *the law or the Articles of Association do not refer to the powers of the general meeting, or the powers of the Chairman of the Board of Directors or the Chief Executive Officer of the Company in the Articles of Association or the internal regulations of the Company.*

Chapter 13. of the Articles of Association of the Company is amended as follows:

"13. CHAIRMAN & CEO- DELETED

- 13.1. ~~Tasks are shared between the Board of Directors and the Chairman & CEO in such a way that daily work of the Company is governed and overseen by the Chairman & CEO within the constraints of the law and the Company Articles of Association, and in accordance with the decisions of the General Meeting and Board of Directors. The Chairman & CEO has the authority to decide upon any matters that do not come under the authority of the General Meeting or Board of Directors in accordance with these Articles of Association. This division of tasks does not affect the statutory liability of the Board of Directors, or of the individual members of the Board of Directors. If the Chairman of the Board of Directors and the CEO are different persons, then the aforesaid rule shall apply adequately with the proviso that between the Chairman of the Board of Directors and CEO the division of the governing and overseeing powers relating to the daily work of the Company is defined by the Board of Directors in the Organisational and Operational Regulations of the Company.~~
- 13.2. ~~If the Chairman & CEO is incapacitated, the designated member of the Board of Directors may substitute for the Chairman & CEO in his capacity as Chairman, and the Deputy CEO may substitute for him in his capacity as chief executive officer, although the substitution rights shall not extend to the exercising of employer rights. If the Chairman of the Board of Directors and the CEO are different persons, the Chairman of the Board of Directors may be substituted by the designated member of the Board of Directors, the CEO may be substituted by the nominated Deputy CEO with the proviso that none of the substitution rights shall be extended to the exercising of employer rights.~~



~~13.3. The Chairman & CEO governs the work of the Board of Directors and chairs its meetings. If the Chairman of the Board of Directors and the CEO are different persons, then the Chairman of the Board of Directors is vested with this competence in case of incapacitate the designated member of the Board of Directors may substitute."~~

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29th August 2024, Budapest

The Supervisory Board of
4iG Plc.