



**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 09<sup>th</sup> of January 2025**

The Supervisory Board has examined all proposals and documents relating to the Extraordinary General Meeting of Shareholders of the Company convened for 09<sup>th</sup> of January 2025 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. 2/2024 (XI.27.)**

The Supervisory Board of 4iG Plc (hereinafter referred to as the "Company") resolves to approve and at the same time propose to the General Meeting for approval the following amendments to the Articles of Association of the Company (the "Articles of Association") in force today. The list and exact wording of the points affected by the amendments are set out below, with the strikethrough being deleted and the bold and italic text being inserted into the text of the Statutes.

**Point 10.1. of the Articles of Association of the Company shall amend 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) 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) 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;~~ Deleted
- 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;
- 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;
- 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 **or by the Articles of Association** to the exclusive competence of the General Meeting."



**Point 10.3. of the Articles of Association of the Company shall amend 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), r), s), v), w), x) 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. “

**Point 11.10. of the Articles of Association of the Company shall amend as follows:**

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

- 11.10.1. 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 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 decidde laying down the procedure for the exercise of employer's rights.
- 11.10.7. The Board of Directors is entitled 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);
- 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 **within the scope of the competences of the supreme body, and decisions on the mandates for the meetings of the supreme body of the companies and the authorisation of any two members of the Board of Directors to take decisions falling within the competence of the supreme body of the companies in which the Company participates, in the form of a**



founder's or shareholder's resolution, and to sign the founder's or shareholder's resolution;

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 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."

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#### Resolution of the Supervisory Board

No. 3/2024 (XI.27.)

The Supervisory Board of 4iG Plc. (hereinafter referred to as the "Company") hereby decides to approve and at the same time proposes to the General Meeting to decide to acknowledge that Dagmar Steinert (mother's maiden name: Helma Roswitha Wylutzki; date of birth: 1964.11.17.; address: Rheinmetall Platz 1, 40476 Düsseldorf, Németország) who was nominated by Rheinmetall Aktiengesellschaft (registered seat: Rheinmetall Platz 1, 40476 Düsseldorf; registration number HRB 39401) as a shareholder of the Company with 25,119143% of the voting rights and elected by the General Meeting has resigned from her position as a member of the Supervisory Board as of the date of the declaration of acceptance of the new member of the supervisory board nominated by Rheinmetall Aktiengesellschaft as a shareholder holding more than 25% (twenty-five percent) of the Company's votes and elected by the ordinary general meeting of the Company to be held on 09<sup>th</sup> of January, 2025.

The Supervisory Board of 4iG Plc. hereby decides to approve and at the same time proposes to the General Meeting to decide to also acknowledge that László Tamás Dr. Fellegi (mother's maiden name: Mária Haba; date of birth: 1956.01.07.; address: 2000 Szentendre, Levendula street 15.) has resigned from his position as a member of the Supervisory Board as of the date of the declaration of acceptance of the new member of the supervisory board elected by the extraordinary general meeting of the Company to be held on 09<sup>th</sup> of January, 2025.

The Supervisory Board of 4iG Plc. hereby decides to approve and at the same time proposes to the General Meeting to decide to state in its resolution that in accordance with Section 15.5 of the Articles of Association of the Company, each shareholder owing at least 25 % (twenty-five percent) of the votes shall have the right to nominate one (1) member to the Supervisory Board who shall be appointed by the general meeting, in view of which the General Meeting shall state that Rheinmetall



Aktiengesellschaft as a shareholder of the Company, who has 25,119143% voting rights, has appointed Klaus Jürgen Neumann (mother's maiden name: Christa VOS; address: Marc-Chagall-Straße 146, 40477 Düsseldorf) as the new member of the Supervisory Board and The Nomination and Remuneration Committee of the Company, in its Report, which is annexed to the present Proposal, recommends to the General Meeting the election of Dr. Zoltán Guller (mother's maiden name: Tóth Márta; address: 1091 Budapest, Üllői út 71. 4. em. 23. ajtó) as the new member of the Supervisory Board.

The Supervisory Board of 4iG Plc. hereby decides to approve and at the same time proposes to the General Meeting – taking into account the report of the Nomination and Remuneration Committee of the Company – to elect on the one hand Klaus Jürgen Neumann and on the other hand Dr. Zoltán Guller as new members of the Supervisory Board for an indefinite period from the date of the closure of the extraordinary general meeting for an indefinite time, ie. 09th January 2025.

The Supervisory Board of 4iG Plc. hereby decides to approve and at the same time proposes to the General Meeting to specify that the remuneration of the members of the Supervisory Board is set at the Resolution of the General Meeting No. 14/2022 (IV.29.) adopted by the General Meeting.

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Resolution of the Supervisory Board  
No. 4/2024 (XI.27.)

The Supervisory Board of 4iG Plc. hereby decides to approve and at the same time proposes to the General Meeting to decide to state in its resolution that having regard to the resignation of László Tamás Dr. Fellegi (mother's maiden name: Mária Haba; date of birth: 1956.01.07.; address: 2000 Szentendre, Levendula street 15.) from the Supervisory Board, who is also member of the Audit Committee, in view of which it is necessary to elect new member of the Audit Committee, taking into account the provisions of Section 15.22.1 of the Articles of Association of the Company, according to which the Company shall set up an Audit Committee consisting of at least three (3) members, to be elected by the general meeting from among the independent members of the Supervisory Board.

The Supervisory Board of 4iG Plc. (hereinafter referred to as the "Company") hereby decides to approve and at the same time proposes to the General Meeting to decide, taking into account the report of the Nomination and Remuneration Committee of the Company, to elect Dr. Zoltán Guller (address: 1091 Budapest, Üllői út 71. 4. em. 23. ajtó, mother's maiden name: Tóth Márta) as new member of the Audit Committee for an indefinite period from the date of the closure of the extraordinary general meeting for an indefinite time, ie. 09th January 2025. The Supervisory Board of the Company decides to approve and at the same time to propose to the General Meeting for approval that the General Meeting record that the members of the Audit Committee shall perform their duties without any additional remuneration.

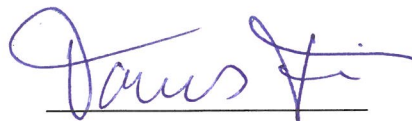
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Resolution of the Supervisory Board  
No. 5/2024 (XI.27.)

The Supervisory Board of 4iG Plc. (hereinafter referred to as the "Company") hereby approves and also resolves to submit to the General Meeting to approve the report of the Supervisory Board with the content corresponding to the proposal.

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27th November 2024, Budapest



**dr. Tamás László Fellegi**  
Chairman of the Supervisory Board

