



## SUBMISSIONS AND PROPOSALS FOR RESOLUTIONS

regarding the scheduled  
EXTRAORDINARY GENERAL MEETING of  
4iG Public Limited Company  
held on 24<sup>th</sup> February 2022 starting at 10:00 am

The Board of Directors of **4iG GLOBAL Public Limited Company** (registered seat: 8 Montevideo Street, Budapest HU-1037; company registration number: 01-10-044993; court of registry: Company Registry Court of Budapest-Capital Regional Court; „**Company**”) hereby respectfully informs the Esteemed Shareholders on the Submissions and Proposals for Resolutions regarding the Agenda Items of the extraordinary general meeting scheduled to be held on 24<sup>th</sup> February 2022.

### **Agenda Item No. 1:**

*Opinion vote on the Remuneration Policy of the Company*

### **Submission to Agenda Item No. 1:**

The Board of Directors proposes to the General Meeting, in accordance with the Act LXVII of 2019 on the encouragement of long-term shareholder engagement and the amendment of certain acts for the purpose of legal harmonization, and with regarding to Subsection (2) of Section 3:268. of the Act V of 2013 on the Civil Code (“**Civil Code**”), to approve the Remuneration Policy of the Company - with the content corresponding to the proposal - within the framework of an opinion voting.

The Board of Directors hereby proposes the approval of the following Resolution of the General Meeting.

### **Proposal for resolution concerning the Agenda Item No. 1:**

#### **Resolution of the General Meeting No. [■]/2022. (II.24.)**

The General Meeting decides to approve the Remuneration Policy of the Company in the framework of an opinion voting with the content corresponding to the proposal.

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### **Agenda Item No. 2:**

*Decision on the election of another member of the Supervisory Board and the determination of the remuneration*

### **Submission to Agenda Item No. 2:**



The Board of Directors submits to the General Meeting the election of Helmut Paul Merch (mother's name: Edith Siegel; date of birth: 20<sup>th</sup> of February, 1956; address: Rheinmetall Platz 1, 40476 Düsseldorf, Germany; delivery agent: CMS Cameron McKenna Nabarro Olswang LLP Hungarian Branch) as a new member of the Supervisory Board for an indefinite period from 24<sup>th</sup> of February 2022. The remuneration of the members of the Supervisory Board is set by the Resolution of Board of Directors No. 5/2020 (XI.25.) adopted by the Board of Directors in the competence of the General Meeting in the gross amount of HUF 155,000 / month.

The Board of Directors hereby proposes the approval of the following Resolution of the General Meeting.

**Proposal for resolution concerning the Agenda Item No. 2:**

**Resolution of the General Meeting No. [■]/2022. (II.24.)**

The General Meeting decides to elect Helmut Paul Merch (mother's name: Edith Siegel; date of birth: 20<sup>th</sup> of February, 1956; address: Rheinmetall Platz 1, 40476 Düsseldorf, Germany; delivery agent: CMS Cameron McKenna Nabarro Olswang LLP Hungarian Branch) as a new member of the Supervisory Board for an indefinite period from 24<sup>th</sup> of February 2022. The remuneration of the members of the Supervisory Board is set by the Resolution of Board of Directors No. 5/2020 (XI.25.) adopted by the Board of Directors in the competence of the General Meeting in the gross amount of HUF 155,000 / month.

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**Agenda Item No. 3:**

*Decision on the repeal of Resolution of the General Meeting No. 21/2021. (IX.30.) and the General Meeting No. 23/2021. (IX.30.) adopted by the General Meeting of the Company on 30th of September, 2021*

**Submission to Agenda Item No. 3:**

Considering the ongoing and future acquisition goals of the Company, the Board of Directors presents that it is justified that the General Meeting shall authorize the Board of Directors to increase the share capital of the Company for a more limited case, by which it is necessary to repeal the previous Resolution of the General Meeting No. 21/2021 (IX.30.), it is also justified that the Resolution of the General Meeting No. 23/2021 (IX.30.), in connection with the procedure for the restriction or exclusion of the pre-emptive subscription right, which is also set out in the Articles of Association, should be repealed.

The Board of Directors hereby proposes the approval of the following Resolution of the General Meeting.

**Proposal for resolution No. 1 concerning the Agenda Item No. 3:**



Resolution of the General Meeting No. [■]/2022. (II.24.)

The General Meeting decides to repeal the Resolution of the General Meeting No. 21/2021. (IX.30.).

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Proposal for resolution No. 2 concerning the Agenda Item No. 3:

Resolution of the General Meeting No. [■]/2022. (II.24.)

The General Meeting decides to repeal the Resolution of the General Meeting No. 23/2021. (IX.30.).

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**Agenda Item No. 4:**

*Decision on the authorization of the Board of Directors of the Company till 31st May 2022 to increase the share capital of the Company - by any method(s) of share capital increase permitted by law -, (i) by a total of 19,761,381 newly issued ordinary shares with the same rights (series "A") each with a nominal value of HUF 20, i.e. twenty Hungarian Forints and with issuance value of HUF 670, i.e. six hundred and seventy Hungarian Forints, (ii) by a total of 9,463,882 newly issued ordinary shares with the same rights (series "A") each with a nominal value of HUF 20, i.e. twenty Hungarian Forints and with issuance value of HUF 850, i.e. eight hundred and fifty Hungarian Forints, including all related issues and decisions otherwise within the competence of the General Meeting, including amendments to the Articles of Association*

**Submission to Agenda Item No. 4:**

Having regard to the Shareholder's motion of 01<sup>st</sup> February 2022 by the majority owner (52.35%) of the Company, namely KZF Vagyonkezelő Korlátolt Felelősségű Társaság (registered seat: 8 Montevideo Street, Budapest, HU-1037; company registration number: 01-09-294248; court of registry: Company Registry Court of Budapest-Capital Regional Court; „Shareholder”), the Board of Directors presents the following:

Considering the ongoing and future acquisition goals of the Company, it is justified that the General Meeting shall authorize the Board of Directors to increase the share capital of the Company in such a way, that by the authorization the General Meeting, i.e. the shareholders, should expressly consent to the increase of the share capital to be decided by the Board of Directors as set out in the resolution of the General Meeting, for a more limited case till 31<sup>st</sup> May 2022 including the case of conditional share capital increase, by any method(s) of share capital increase permitted by law (i) by a total of 19,761,381 newly issued ordinary shares with the same rights (series "A") each with a nominal value of HUF 20, i.e. twenty Hungarian Forints and with issuance value of HUF 670, i.e. six hundred and seventy Hungarian Forints, (ii) by a total of 9,463,882 newly issued ordinary shares with the same rights (series "A") each with a nominal value of HUF 20, i.e. twenty Hungarian Forints and with issuance value of HUF 850, i.e. eight hundred and fifty Hungarian Forints. The authorization would be subject to all related issues and resolutions on decisions otherwise referred to the competence of the general meeting, particularly – but not exclusively – the necessary amendments of the Articles of Association of the Company.



The Board of Directors hereby proposes the adoption of the following Resolution of the General Meeting.

Proposal for resolution concerning the Agenda Item No. 4:

Resolution of the General Meeting No. [■]/2022. (II.24.)

The General Meeting decides to authorize the Board of Directors to increase the share capital of the Company, by which authorization the General Meeting, i.e. the shareholders, expressly consent to the increase of the share capital to be decided by the Board of Directors as set out in this Resolution, for a more limited case till 31<sup>st</sup> May 2022 - by any method(s) of share capital increase permitted by law including the case of conditional share capital increase - (i) by a total of 19,761,381 newly issued ordinary shares with the same rights (series "A") each with a nominal value of HUF 20, i.e. twenty Hungarian Forints and with issuance value of HUF 670, i.e. six hundred and seventy Hungarian Forints, (ii) by a total of 9,463,882 newly issued ordinary shares with the same rights (series "A") each with a nominal value of HUF 20, i.e. twenty Hungarian Forints and with issuance value of HUF 850, i.e. eight hundred and fifty Hungarian Forints. The authorization would be subject to all related issues and resolutions on decisions otherwise referred to the competence of the general meeting, particularly – but not exclusively – the necessary amendments of the Articles of Association of the Company.

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**Agenda Item No. 5.**

*Decision on the amendment of the Articles of Association of the Company (the amended and consolidated version of articles of association)*

**Submission to Agenda Item No. 5:**

The Board of Directors submits to the General Meeting that the General Meeting approve the amendment of the Articles of Association of the Company (the amended and consolidated version of articles of association) as set out in the proposal for resolution.

The Board of Directors hereby proposes the adoption of the following Resolution of the General Meeting.

Proposal for resolution concerning the Agenda Item No. 5:

Resolution of the General Meeting No. [■]/2022. (II.24.)

The General Meeting decides to amend the text of the Articles of Association of the Company in force today with the following content. The list and exact wording of the points affected by the amendments are set out below, with the strikethrough being deleted and the ***bold, italic and underlined*** text being inserted into the text of the Statutes.



Article 1.4. of the Articles of Association of the Company is amended as follows:

“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 ~~the Resolution of the Board of Directors No. 9/2022. (I.24.);~~ **the Resolution of the General Meeting No. [■]/2022. (II.24.)** 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).”

Article 8.3. of the Articles of Association of the Company is amended as follows:

“8.3. It is the right of the general meeting to make decision on the share capital increase on the basis of the submission of the Board of Directors. With regards the performance of the share capital increase upon the entitlement of the General Meeting within the scope of the directorate there is no need to the general meeting resolution. ~~This authorisation of the General Meeting may include the authorization of the Board of Directors to restrict or exclude the subscription priority right during the term of the authorisation. Unless otherwise resolved by the General Meeting, the authorization to increase the share capital — that is allowed to be extended — applies to any and all cases and manners of share capital increase.~~”

Article 8.4. of the Articles of Association of the Company is deleted as follows:

~~„8.4. If the share capital shall be increased in return of monetary contribution, then the shareholders of the Company are entitled to subscription priority right, and in the event of private share capital increase, they are entitled to priority right to take over the shares, which priority right may not be validly excluded and restricted in the Articles of Association with the proviso that pursuant 5nt he Article 8.5, the General Meeting or the Board of Directors based 5nt he authorization of the General Meeting may restrict or exclude the subscription priority right by resolution.”~~

Article 8.5. of the Articles of Association of the Company is deleted as follows:

~~„8.5. The restriction or exclusion of the execution of subscription priority right is subject to a resolution of the General Meeting adopted by simple majority, or a resolution of the Board of Directors acting based 5nt he authorization of the General Meeting or legal regulation, made 5nt he basis of a written — presenting the business justification for the restriction or exclusion of the subscription priority right and the planned issue value of the shares — proposal of the Board of Directors.”~~

Article 8.6. of the Articles of Association of the Company is amended as follows:

~~“8.64. With regards the General Meeting Resolution No. 21/2021 (IX.30.) the General Meeting authorized the Board of Directors for a period of two (2) years to increase the share capital of the Company, including the cases of the contingent capital increase, with that, the Board of Directors is entitled to increase the share capital up to a total of HUF 7,000,000,000, namely Seven Billion Hungarian Forints via the authorized mode(s) in line with the legal regulations and by any frequency, and respectively the same shall be applied to the determination of issuing split nominal value of the shares herein. **With regards the General Meeting Resolution No. [■]/2022 (II.24.) the General Meeting authorized the Board of Directors till 31. May 2022 to increase the share capital of the Company, (i) a total of 19,761,381 newly issued ordinary shares with the same rights (series “A”) each with a nominal value of HUF 20, i.e. twenty Hungarian Forints and with issuance value of HUF 670, i.e. six hundred and seventy Hungarian Forints, (ii) a total of 9,463,882 newly issued ordinary shares with the same rights (series “A”) each with a nominal value of HUF 20, i.e. twenty Hungarian Forints and with issuance value of HUF 850, i.e. eight hundred and fifty Hungarian Forints.** The authorization shall be subject to all related issues and resolutions on decisions otherwise referred to the scope of the general meeting, particularly – but not exclusively – the necessary amendments of the Articles of Association of the Company.”~~

Article 8.7. of the Articles of Association of the Company is amended as follows:

8.75. Regarding the case of capital increase within the scope of the directorate the Board of Directors is entitled to and obliged to adopt decisions related to share capital increase, that otherwise pertain to the competence of the General Meeting according to law or the Articles of Association and to amend the Articles of Association.

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 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;
- f) decision on the **appropriation** of **the** after-tax profit, **payment of dividend and interim dividend**;
- g) ~~the decision on the distribution of dividends and interim dividends,~~
- h) modification of the rights attached to a certain series of shares and the transformation of categories or 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;
- s) the approval of the rules of procedure of the Supervisory Board;
- t) decision on the adoption of the Report on Responsible Corporate Governance;
- ~~v~~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) ***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.”***

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), ***ij, j), k), l) m)***, n), ~~k) and~~ q), ***s), v), w) and x)*** 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 11.8. of the Articles of Association of the Company is amended as follows:

“11.8. Termination of membership in the board of directors:

- a) upon expiry of the designated term of office;
- b) by dismissal;
- c) upon the occurrence of any grounds for exclusion ~~or any reason giving cause to conflict of interest~~ in relation with the Member of the Board of Directors in line with the relevant regulations.
- d) upon resignation;
- e) upon death,



- f) if the mandate is rendered subject to some condition for termination, when the condition is met;
- g) if the Board of Directors Member's legal capacity is limited in the scope required for discharging his functions;"

Article 11.10.1. of the Articles of Association of the Company is deleted as follows:

~~"11.10.1. On the basis of the prior authorization of the General Meeting the Board of Directors is entitled to increase the share capital; Deleted"~~

Article 11.10.8. of the Articles of Association of the Company is amended as follows:

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

Article 13.3. of the Articles of Association of the Company is amended as follows:

"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.*"

Article 15.5. of the Articles of Association of the Company is amended as follows:

"15.5. A Supervisory Board consisting of ~~three to five (3-5) members~~ *four (4) members* shall be set up in the Company. The members of the Company's Supervisory Board shall be appointed by the general meeting for either a specified or an unspecified term. *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.* The appointment of the Supervisory Board's member shall take effect when accepted by the person appointed. The person appointed to be a member of the Supervisory Board shall notify the companies in which he/she is already a supervisory board member of the new appointment in writing, within fifteen (15) days of the acceptance thereof."

Article 15.7. of the Articles of Association of the Company is amended as follows:

"15.7. The members of the Supervisory Board may be reappointed and withdrawn by the general meeting, *however for the withdrawal of the member nominated by a shareholder owing at least 25% (twenty-five percent) of the votes, the prior approval of the nominating shareholder must be obtained.*"





Article 15.9. of the Articles of Association of the Company is amended as follows:

“15.9. Termination of the membership in the supervisory board

- a) upon expiry of the term of office;
- b) by dismissal;
- c) upon resignation;
- d) upon death,
- e) if the mandate is rendered subject to some condition for termination, when the condition is met;
- f) upon the occurrence of any grounds for exclusion ~~or any reason giving cause to conflict of interest~~ in relation with the member of supervisory board,
- g) if the supervisory board member’s legal capacity is limited in the scope required for discharging his functions.”

Article 15.12. of the Articles of Association of the Company is amended as follows:

“15.12. The Supervisory Board shall have a quorum if ~~in the case of a Supervisory Board consisting of three (3) members, all members, or, in the case of a Supervisory Board consisting of more than three (3) members, minimum~~ two-third of the members, but at least three (3) members are present at the Supervisory Board’s meeting **out of which one (1) member shall be a member nominated by a shareholder owing at least 25 % (twenty-five percent) of the votes, if the Supervisory Board has such a member.** The Supervisory Board shall adopt its resolutions with the simple majority of the votes.”

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#### **Agenda Item No. 6.**

*Decision on the approval of the consolidated text of the Rules of Procedure of the Supervisory Board with amendments*

#### **Submission to the Agenda Item No. 6:**

Having regard to the Shareholder’s motion of 01<sup>st</sup> February 2022 by the majority owner (52.35%) of the Company, namely KZF Vagyonkezelő Korlátolt Felelősségű Társaság (registered seat: 8 Montevideo Street, Budapest, HU-1037; company registration number: 01-09-294248; court of registry: Company Registry Court of Budapest-Capital Regional Court; „Shareholder”), the Board of Directors submits to the General Meeting to approve of the new Rules of Procedure of the Supervisory Board with the content corresponding to the proposal.

Based on the above, the Board of Directors proposes the adoption the following Resolution of the General Meeting.



Proposal for resolutions concerning the Agenda Item No. 6:

Resolution of the General Meeting No. [■]/2022. (II.24.)

The General Meeting decides to approve the consolidated text of the Rules of Procedure of the Supervisory Board with amendments and also with the content corresponding to the proposal.

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03<sup>th</sup> February 2022, Budapest

4iG Plc.  
Board of Directors