

Resolution Proposals

of

ENEFI Asset Management Plc.

for the

General Meeting¹

¹The present resolution proposals are the translation of the "Az ENEFI Vagyonkezelő Nyrt. Közgyűlési Előterjesztései" drafted in Hungarian language. In case of any discrepancies between the Hungarian and English language versions the Hungarian version shall prevail.

Date of General Meeting: 2024. 04. 30. 10.00 pm
Place of General Meeting: Sáréna Vibe Park Eplény (hrsz. 0233, 8413 Eplény, külterület Malomvölgyi utca 1.)
Date of repeated General Meeting: 2024. 04. 30. 11.00a.m.

ENEFI Asset Management Plc. hereby announces for informing its reputable shareholders the proposals for its upcoming **ordinary annual general meeting**, resolution proposals and current information on the number of shares and voting rights at the time of convocation of the general meeting as set out below.

I. Summary

The annual general meeting had been convoked by the Company pursuant to the applicable legal provisions.

The main theme of the upcoming annual general meeting is the closing of the Company's business year 2023.

The Company has put on the agenda the review and assessment of the performance of board members contemplated in previous business year and decision on the discharge of liability and also to decide on, pursuant to the applicable law, the acceptance of the Board of Directors' report on corporate governance to be submitted to the Budapest Stock Exchange and the remuneration report.

The Company has put on the agenda the decision on authorizing the Board of Directors to purchase own shares of the Company, Decision on decreasing the Company's share capital to increase.

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II. Agenda items

1. Closing business year 2023 of the Company
 - 1.1. Report of the Board of Directors on the management, net-worth position and business policy of the Company and on the Company's annual and consolidated annual report for business year 2023
 - 1.2. Report of the Supervisory Board on the Company's annual and consolidated annual report for business year 2023
 - 1.3. Report of the Auditor on the Company's annual and consolidated annual report for business year 2023
 - 1.4. Decision on the acceptance of the individual annual financial statements (2023) of the company
 - 1.5. Decision on the utilization of the profit after tax
 - 1.6. Decision on the acceptance of the consolidated annual financial statements (2023) of the company.
2. Advisory vote on the remuneration report of the Company.
3. Review and assessment of the performance of board members contemplated in previous business year and decision on the discharge of liability
4. Decision on the acceptance of the Board of Directors' report on corporate governance to be submitted to the Budapest Stock Exchange.
5. Decision on authorizing the Board of Directors to purchase own shares of the Company
6. Decision on decreasing the Company's share capital to increase other elements of its own capital by cancelling 3 336 143 pieces of ENEFI preference share (HU0000173737 ISIN) with a face value of HUF 10, owned by the Company with an amount of HUF 33.361.430. Thus the Company's share capital will be reduced from HUF 166.061.090 to 132.699.660 and the number of dematerialized shares with a face value of HUF 10, issued by the Company will be reduced from 16.606.109 pieces to 13.269.966 pieces, within which the number of convertible-dividend preference shares decreases from 5,456,109 shares to 2,119,966 shares.
7. Decision on the amendment of the Articles of Association (in connection with the capital increase, V/1., VI/1.) and decision on the acceptance of the Articles of Association comprised in a consolidated structure together with the amendments.

III. Resolution proposals

Agenda item 1.:

Closing business year 2023 of the Company

1.1. Report of the Board of Directors on the management, net-worth position and business policy of the Company and on the Company's annual and consolidated annual report for business year 2023.

Proponent: Board of Directors

Resolution Proposal: No proposal had been submitted

Reasoning: The Board of Directors reports on the management, net-worth position and business policy of the Company in line with its obligation under the law.

1.2. Report of the Supervisory Board on the Company's annual and consolidated annual report for business year 2023.

Proponent: Board of Directors

Resolution Proposal: No proposal had been submitted

Reasoning: The Supervisory Board reports on the Report of the Supervisory Board in respect of the Company's annual and consolidated annual report for business year 2023. The chairman of the Supervisory Board and the Audit Committee had been invited to the general meeting.

1.3. Report of the Auditor on the Company's annual and consolidated annual report for business year 2023.

Proponent: Board of Directors

Resolution Proposal: No proposal had been submitted

Reasoning: The Auditor reports on the Report of the Auditor in respect of the Company's annual and consolidated annual report for business year 2023. The Auditor had been invited to the general meeting.

1.4. Decision on the acceptance of the individual annual financial statements of the Company .

Proponent: Board of Directors

Resolution Proposal: The Shareholders' Meeting shall accept the individual annual financial statements of ENEFI Asset Management Plc. for business year 2023.

Reasoning: The Board of Directors submits to the general meeting the annual statement prepared of ENEFI Asset Management Plc. for business year 2023 in line with its obligation under the law.

1.5. Decision on the utilization of the profit after tax.

Proponent: Board of Directors

Resolution Proposal: The Shareholders' Meeting shall decide in connection with the utilization of the after tax profit/loss the ENEFI Asset Management Plc. shall not disburse dividend to its shareholders.

Reasoning: The Board of Directors submits to the general meeting its resolution proposal regarding distribution of dividend in respect of business year 2023 in line with its obligation under the law.

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1.6. Decision on the acceptance of the consolidated annual financial statements of the Company.

Proponent: Board of Directors

Resolution Proposal: The Shareholders' Meeting shall accept the consolidated annual financial statements of ENEFI Asset Management Plc. for business year 2023.

Reasoning: The Board of Directors submits to the general meeting the consolidated annual statement of ENEFI Asset Management Plc. for business year 2023 in line with its obligation under the law.

Agenda item 2.:

Advisory vote on the remuneration report of the Company.

Proponent: Board of Directors

Resolution Proposal: The Shareholders' Meeting shall decide to accept the remuneration report.

Reasoning: The Board of Directors submits to the general meeting the remuneration report.

Agenda item 3.:

Review and assessment of the performance of board members contemplated in previous business year and decision on the discharge of liability.

Proponent: Board of Directors

Resolution Proposal:

2.1. The Shareholders' Meeting shall decide on accepting that Csaba Soós, member of the Board of Directors exercised his duties during the previous business year in favour of the Company's interests and discharge him of his liability in connection therewith.

2.2. The Shareholders' Meeting shall decide on accepting that László Bálint, member of the Board of Directors exercised his duties during the previous business year in favour of the Company's interests and discharge him of his liability in connection therewith.

2.3. The Shareholders' Meeting shall decide on accepting that Virág Ferenc, member of the Board of Directors exercised his duties from his appointment in favour of the Company's interests and discharge him of his liability in connection therewith.

Reasoning: The Board of Directors submits to the general meeting the agenda point on review and assessment of the performance of board members of ENEFI Asset Management Plc. contemplated in previous business year and on deciding on the discharge of liability in line with its obligation under the articles of associations.

Agenda item 4.:

Decision on the acceptance of the Board of Directors' report on corporate governance to be submitted to the Budapest Stock Exchange.

Proponent: Board of Directors

Resolution Proposal: The Shareholders' Meeting shall decide to accept the corporate governance report of the Board of Directors that is to be submitted to the Budapest Stock Exchange.

Reasoning: The Board of Directors submits to the general meeting the corporate governance report

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of the Board of Directors that is to be submitted to the Budapest Stock Exchange in line with its obligation under the law.

Agenda item 5.:

Decision on authorizing the Board of Directors to purchase own shares of the Company

Proponent: Board of Directors

Resolution Proposal: Shareholders' Meeting to authorize the Board of Directors to acquire own shares. The authorization shall be for the onerous acquisition of maximum 10,000,000 pieces ordinary shares and Dividend-preference convertible shares within 18 months for consideration at the stock exchange or outside the stock exchange. The minimum amount of the consideration (for all series) shall be HUF 1 while the maximum amount (for all series) shall be: previous day's stock market closing price of the listed ordinary shares + 20%

(to indicate the number of items and maximum and minimum amount of the consideration is an obligation set out by the law, the indicated amounts cannot be interpreted as forecasts they are not based on economic calculations, thus they are not eligible to influence decisions of investors.)

Reasoning:

Shareholders' Meeting to authorize the Board of Directors to acquire own shares.

Agenda item 6.:

Decision on decreasing the Company's share capital to increase

Proponent: Board of Directors

Resolution Proposal:

The Shareholders' Meeting shall decide to decreasing the Company's share capital to increase other elements of its own capital by cancelling 3 336 143 pieces of ENEFI preference share (HU0000173737 ISIN) with a face value of HUF 10, owned by the Company with an amount of HUF 33.361.430. Thus the Company's share capital will be reduced from HUF 166.061.090 to 132.699.660 and the number of dematerialized shares with a face value of HUF 10, issued by the Company will be reduced from 16.606.109 pieces to 13.269.966 pieces, within which the number of convertible-dividend preference shares decreases from 5,456,109 shares to 2,119,966 shares.

Reason

Based on the previous decision of the Board of Directors, the Board of Directors puts on the agenda the reduction of the share capital of the company.

The shareholders concerned have agreed to the above reduction of the share capital.

Agenda item 7.:

Decision on the amendment of the Articles of Association (in connection with the capital increase, V/1., VI/1.) and decision on the acceptance of the Articles of Association comprised in a consolidated structure together with the amendments.

Proponent: Board of Directors

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Resolution Proposals:

1. Paragraph 1. of Section V/1. of the Articles of Foundation shall be modified by the General Meeting as follows:

1. The share capital of the company is HUF 132.699.660,- Ft.

2. Section V/1. of the Articles of Foundation shall be amended by the General Meeting as follows:

The general meeting decided on 30 April 2024 on decreasing the Company's share capital to increase other elements of its own capital by cancelling 3 336 143 pieces of ENEFI preference share (HU0000173737 ISIN) with a face value of HUF 10, owned by the Company with an amount of HUF 33.361.430. Thus the Company's share capital will be reduced from HUF 166.061.090 to 132.699.660 and the number of dematerialized shares with a face value of HUF 10, issued by the Company will be reduced from 16.606.109 pieces to 13.269.966 pieces, within which the number of convertible-dividend preference shares decreases from 5,456,109 shares to 2,119,966 shares.

3. Paragraph 1. of Section VI/1. of the Articles of Foundation shall be modified by the General Meeting as follows:

1. The registered capital consists of 11,500,000 pieces of registered, dematerialised ordinary shares, the par value of which is HUF 10, each (Series A) and 2.119.966 pieces of dematerialised dividend-preference convertible shares, the par value of which is HUF 110, each (Series H). Therefore, the total number of shares issued by the Company: 13.269.966 pieces.

4. The shareholders' meeting shall acceptance of the Articles of Association comprised in a consolidated structure together with the amendments.

Reasoning:

The Company shall also put the modification of the Articles of Foundation on the agenda in relation with the planned capital decrease.

I. Number of shares and voting rights

The Company hereby publishes the number of voting rights attached to its shares and size the of its share capital as of the time of convocation of the general meeting.

Composition of share capital of the Company:

Share series listed on the Budapest Stock Exchange	ISIN	Nominal value (HUF/share)	Issued number	Total Nominal value (HUF)
Ordinary shares	HU0000089198	10	11.150.000	111.500.000,-
Dividend-preference convertible shares	HU0000173737	10	5.456.109	54.561.090,-
Share capital	-	-	16.606.109	166.061.090,-

Number of voting rights attached to the shares:

Share series listed on the Budapest Stock Exchange	Issued number	Shares with voting rights	Voting right per share	Total voting rights	Number of own and connected entities shares
Ordinary shares	11.150.000	11.150.000	1	11.150.000	Own shares: 0 Company's connected entities shares*: 2 082 898 Total: 2 082 898
Dividend-preference convertible shares	5.456.109	0	0	0	Own shares: 3 336 143 Company's connected entities shares: 0
Total:	16.606.109	11.150.000	1	11.150.000	5 419 041

* EETEK Ltd: 1 551 857, ENEFI Projektársaság Kft.: 531 041

AUTHORISATION TEMPLATE

I, the undersigned _____ (mother's name: _____, place and date of birth: _____, ID card number: _____) residing under _____

or

The undersigned _____ (company registration number: _____, tax number: _____, registered seat: _____, represented by: _____)

as the shareholder of **ENEFI Asset Management Plc.** (company registration number: Cg. 01-10-045428, registered seat: 1031 Budapest, Nánási út 5-7. E épület 3. emelet 4. "Company") today, hereby

authorise

_____ (mother's name: _____, place and date of birth: _____, ID card number: _____) residing under _____

to represent me at the shareholders' meeting of the Company to be held on the

. __.th __. 20__(__),
under _____ at, __ o'clock

with full power of representation or under the following instructions (in case of bound mandate).

Dated: . __.th __.20__

Assignor

Assignee

Witnessed in the presence of:

Readable Name:

Readable Name:

Readable Home address:

Readable Home address:

Signature:

Signature:

Date of General Meeting:

2024. 04. 30. 10.00 pm

Place of General Meeting:

Síaréna Vibe Park Eplény (hrsz. 0233, 8413 Eplény, külterület Malomvölgyi utca 1.)

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