



INVITATION FOR THE ANNUAL GENERAL MEETING

The Board of Directors of **Budapesti Ingatlan Hasznosítási és Fejlesztési Nyrt.** (registered office: 1033 Budapest, Polgár str. 8-10., hereinafter referred as: Company) hereby informs the honourable Shareholders in connection with its annual general meeting (hereinafter: AGM) as follows:

The Board of Directors convenes the AGM of the Company to the registered seat of the Company at **1033 Budapest, Polgár str. 8-10.; „Flórián Udvar Office Building”** at **10 a.m. on April 27, 2021** (Tuesday).

In 2021, similarly to 2020, in the state of emergency due to COVID-19 pandemic, it is unfortunately not possible to hold an AGM with personal presence, so currently according to applicable laws in effect only the Board of Directors may decide on matters on which the AGM would otherwise have to decide.

The Company draws the attention of the honorable Shareholders that that according to the rules of decree no. 502/2020. (XI.16.) of the Government of Hungary (the "Decree no. 502/2020"), no general meetings can be held in a way which would require the physical presence of the shareholders. Regarding the Decree no. 502/2020 at the 27th of April 2021 the Board of Directors of the Company will decide on all that proposals and proposed resolutions in the agenda items of the AGM which will be published instead of the shareholders. The resolutions of the Board of Directors will be published by the Company in the ordinary way.

The Company hereby informs its honourable shareholders that the subsequent approval by the general meeting of the general meeting resolutions passed by the Board of Directors can be initiated as follows:

- According to Decree no. 502/2020, the shareholders can request the convocation of the general meeting for the subsequent approval of the general meeting resolutions passed by the Board of Directors during the state of emergency within a 30-day deadline starting from the cessation of the state of emergency, with the exception of resolutions concerning the approval of the annual report and the allocation of the after-tax profits (dividends).
- For the subsequent approval of the resolution concerning the approval of the 2020 annual report and the allocation of the after-tax profits (dividends), the shareholders can initiate the convocation of the general meeting within a 30-day deadline starting from the publication of these related resolutions herein. Failure to meet this deadline (including the case where the shareholder's request is not delivered to the Company by the last day of the deadline) means that the above shareholder's right will be lost.

In both of the above cases, the following shareholders are entitled to request convocation of general meeting:

- those who hold at least 1 per cent of the voting rights;
- those who are indicated in the Share Register based on the ownership identification process requested and performed in connection with the general meeting indicated in the originally published invitation.

Please be noted, that the ownership identification process requested prior to the general meeting and the closure of the Share Register will be performed in accordance with the rules and deadlines laid down in the invitation published as follows:

In relation to the exercise of voting rights we hereby inform our shareholders, that an identification of the shareholders will be initiated by the Company in order to close the list of shareholders until the second working day (23 April 2021) prior to the AGM. Record date of the identification of the shareholders: 20 April 2021.

In the light of the above the Company draws the attention of the honourable shareholders that in case they wish to exercise their right with regards to request convocation of the general meeting in order to subsequently approve the resolutions adopted by the Board of Directors on the AGM, to take due care to the shareholders' identification and to meet the above defined deadlines.

The Company informs the honourable shareholders that, in the event that the shareholders request convocation of the general meeting for the subsequent approval of the resolution concerning the annual report and the allocation of after-tax profit as described above, the dividends can only be paid after the annual report and the dividends are subsequently approved by the Company's general meeting.

Agenda items of the AGM:

1. item:

- Report of the Board of Directors on the 2020 business operation
- Report of the Auditor on the 2020 IFRS parent company and consolidated financial statements and the related Consolidated Business (Management) Report
- Report of the Audit Committee on the 2020 IFRS parent company and consolidated financial statements and the related Consolidated Business (Management) Report
- Approval of the unique and consolidated Annual Financial Statements prepared in accordance with the IFRS and the related Business (Management) Report of the Parent Company
- Decision on the distribution of profit of year 2020 after taxation and the amount of dividend

2. item:

Waiver to be granted to the Board of Directors and its members according to the financial year of 2020.

3.item:

Election of the Auditor.

4. item:

Decision on the compensation of the Board of Directors, members of the Audit Committee and the Auditor.

5. item:

Approval of the corporate governance declaration.

6. item:

Decision on authorization of the Board of Directors to gain the own shares of the Company.

7. item:

Advisory vote of the amendment of Remuneration policy of the Company

If the applicable laws by the scheduled date of the general meeting will provide the chance to the physical presence of the shareholders the AGM will be held in the usual way with physical presence. In this case the Company shall inform its Shareholders from this circumstance in extraordinary disclosure. The Company suggests the Shareholders to pay attention our extraordinary disclosures before the marked date of the AGM. In this case the participation on the AGM and the voting conditions will be applicable as follows:

Shareholder is only entitled to take part on the AGM and exercise its rights if the list of shareholders contains its name on the second working day prior to the date of the AGM. Registered owner of the share cannot be excluded from the exercise of its membership rights at the AGM.

Closure of the list of shareholders does not limit the right of a registered shareholder to transfer the title of its shares. Transfer of the title of shares prior to the date of the AGM does not preclude right of a registered shareholder to take part at the AGM and exercise its rights.

All of the shareholders is entitled to participate and exercise its voting rights at the AGM in person or by means of a proxy (authorised in a public deed or in a private document with full force and effect). Representation rights shall be proved prior to the exercise of voting rights.

Shareholder shall have the right to participate, to request information and to make remarks and proposals at the AGM. Shareholder is entitled, if holding shares with voting rights, to vote. Board of Directors shall provide information at the latest three days before the date fixed for the general meeting to all shareholders which may be deemed necessary for discussions held in connection with the items placed on the agenda of the AGM upon written request submitted at least eight days before the date fixed for the AGM (Hungarian Civil Code: 3:258. §).

Where a group of shareholders together controlling at least one per cent of the votes propose certain additions to the agenda in accordance with the provisions on setting the items of the agenda, or table draft resolutions for items included or to be included on the agenda, the matter proposed shall be construed to have been placed on the agenda if such proposal is delivered to the Board of Directors within eight days following the time of publication of notice for the convocation of the AGM, and the Board of Directors publishes a notice on the amended agenda, and on the draft resolutions tabled by shareholders upon receipt of the proposal. The matter published in the notice shall be construed to have been placed on the agenda. (Hungarian Civil Code: 3:259. §)

In case the AGM does not have a quorum at the announced date and time, the Board of Directors hereby convenes the repeated general meeting with the same agenda on May 11, 2021 at 10.00 a.m. (Monday) Such reconvened AGM shall have a quorum with respect to issues originally put on the agenda, irrespective of the number of the shareholders present.

The proposals relating to the items on the agenda and the draft resolutions shall be published on www.bif.hu, www.bet.hu and www.kozzetetelek.mnb.hu, and can be viewed in paper forma at the seat of the Company at least eight days before the AGM according to the decree no. 502/2020, 9. § par (2). This announcement is published in Hungarian and English. The Hungarian version shall prevail in case of any discrepancy between the two versions.

Budapest, 26 March 2021

Budapesti Ingatlan Hasznosítási és Fejlesztési Nyrt.
Board of Directors