



SUBMISSIONS AND PROPOSALS FOR RESOLUTIONS

EXTRAORDINARY GENERAL MEETING of OPUS GLOBAL Public Limited Company held on the 10th of November 2022 at 10:00 am

The Board of Directors of **OPUS GLOBAL Public Limited Company** (seat of business: 1062 Budapest, Andrásy út 59.; company registration number: 01-10-042533; court of registration: Fővárosi Törvényszék Cégbírósága (in English: Company Registry Court of Budapest-Capital Regional Court); hereinafter referred to as "**Company**") hereby respectfully informs the Esteemed Shareholders on the submissions and proposals for resolution in respect of the agenda items of the extraordinary general meeting (hereinafter referred to as "**General Meeting**") held on the 10th of November 2022.

Agenda item No. 1

Decision on the amendment of the Company's Articles of Association with the content specified in the relevant general meeting proposal, so in particular:

- a) on the number of members of the Supervisory Board;*
- b) on the number of members of the Audit Committee;*
- c) on sharing the exercise of employer powers over the CEO.*

Submission to Agenda item No. 1:

The Board of Directors proposes that certain provisions of the Articles of Association to be amended as set out in the following proposal for resolution in order to adapt them to the future operation of the Company, in particular to permit that the basic employer's rights (establishment and termination of employment, determination of basic salary and extraordinary bonus) are exercised by the Board of Directors, while the non-basic employer's rights (e.g. the granting of leave) are exercised by the Chairman of the Board of Directors over the Chief Executive Officer; to determine that the number of members of the Supervisory Board and Audit Committee shall be at most 5 natural persons; and to introduce other formal clarifications and additions.

Proposal for resolution to Agenda item No. 1:



OPUS GLOBAL Plc
59 Andrásy str.
Budapest 1062, Hungary
CRN: 01-10-042533

phone: +36 1 433 0700
e-mail: info@opusglobal.hu
www.opusglobal.hu

General Meeting Resolution No. (•)/2022 (XI.10.):

Upon this resolution, the General Meeting shall amend the text of the Articles of Association of the Company effective today, with that, the text being ~~crossed~~ shall be deleted while the text in ***bold, italic and underlined*** shall be inserted into the text of the Articles of Association.

Section 10.4. of the Articles of Association shall be amended as it follows:

“Board of Directors:

- a) is responsible for the operational scope of the Company and for the Resolutions which are delegated to its competence;
- b) passes resolution on the increase of the Share Capital in accordance with the General Meeting’s Resolution; this authorization entitles and obligates the Board of Directors to decide on the increase of the Share Capital including the necessary modifications of the Articles of Association;
- c) determines the main directions of the Company’s management, the Company’s business, strategic and development concepts;
- d) sets the Company’s rules for organisational structure and operation („OOR”);
- e) deleted;
- f) prepares a report on the balance, the financial situation of the Company, submits to the General Meeting the corporate governance report and reports according to the Accounting Act, present a proposal for the distribution of profits;
- g) publishes the Company’s balance sheet, accounts and reports to be publicly disclosed and further – if necessary – submits to the Company Register Record and in respect of the Shares issued publicly by the Company, fulfils the obligation on providing information regulated by the Act on the Capital Market;
- h) ensures a proper keeping of Company’s business books and Share Register;
- i) prepares a report on the management, the financial situation and the business policy at least once a year for the General Meeting;
- j) passes resolution on new borrowing and commitments if the value of the commitment exceeds HUF 500,000,000. i.e. five hundred million, provided that this provision shall prevail without prejudice to the borrowings and commitments that do not affect the liability of the Company and decides on any encumbrance of any assets of the Company, the provision of guarantees, sureties or other security;
- k) passes resolution on property, intangible assets or disposal of Shares in other company if their book value exceeds HUF 500,000,000. -, i.e. five hundred million Hungarian Forints;
- l) decides the establishment of a company, cooperative societies, or acquisition of Shareholding in another company if their book value exceeds HUF 500,000,000. -, i.e. five hundred million Hungarian Forints;
- m) decides regarding the increase or supplement (investment) of the Company’s stock of fixed capital goods if their book value exceeds HUF 500,000,000. -, i.e. five hundred million Hungarian Forints;
- n) decides to sell or lease the Company's property or other tangible asset if their book value exceeds HUF 500,000,000. -, i.e. five hundred million Hungarian Forints;

- o) passes resolution on the issue of Share – except the issue of Shares which competence is delegated to the General Meeting – specifying also the method of the issue, the rights attached to Shares, duration and the conditions of redemption;
- p) passes resolution on any matters that are delegated to their jurisdiction by the Civil Code, or any other provision of law which does not allow derogation, the Articles of Association, the General Meeting to the competence of the Board of Directors;
- q) decides in respect of any other transaction not expressly mentioned in this Section 10.4. the transaction value of which exceeds HUF 500,000,000. -, i.e. five hundred million Hungarian Forints, with the provision that the value of all legal transactions to be concluded within one business year on the same subject shall be counted together when assessing the value limit, and the value of all legal transactions to be concluded with the same person within one business year shall be counted together, irrespective of the subject of the legal transaction, and, in the case of a fixed-term contract concluded for a number of years, the amount to be taken into account in determining the value limit shall be the amount pertaining to the whole duration of the legal transaction in question, whereas in the case of a legal transaction concluded for an indefinite period, the value to be taken into account shall be the value of the commitment in question calculated over a period of 12 (twelve) months;
- r) has the right to appoint the person holding the title of Chief Executive Officer, even from among the members of the Board of Directors, and to exercise ***the basic*** powers of an employer (***establishment and termination of employment, determination of basic salary and extraordinary bonus***) in respect of the duties of Chief Executive Officer;
- s) in the event of a vacancy in the post of Chief Executive Officer, to exercise the powers of the Chief Executive Officer until the appointment of a new Chief Executive Officer and, in the event of unjustified and/or unreasonable delay on the part of the Chief Executive Officer, to delegate to the Chief Executive Officer, by a decision taken by a majority of at least three-quarters of the votes cast, the decision on any matter falling within the Chief Executive Officer's competence;
- t) decides on the transfer or revocation of the representation rights of the Company's employees in accordance with Section 16.2. of these Articles of Association (excluding, as the case may be, where the representation rights cease as a result of the termination or cessation of employment).”

Section 10.12. of the Articles of Association shall be amended as it follows:

“The Chief Executive Officer

The Company employs a Chief Executive Officer primarily for the operational management of its work organisation, the implementation of the business, strategic and development concept and decisions adopted by the Board of Directors, and to ensure the consistency of the operation within the holding structure. The Chief Executive Officer performs the duties on an employment basis, ***and the Chairman of the Board of Directors shall exercise the powers of an employer (with the exceptions provided in Article 10.4. r) of the Articles of Association) over the Chief Executive Officer.***

The Chief Executive Officer shall have the right to take decisions (or delegate the power) on all matters which do not fall within the competence of the General Meeting or the Board of Directors under these Articles of Association, except for those matters which are referred by law to the exclusive competence of the General Meeting or the Board of Directors. The Chief Executive Officer shall be liable to the Company for all decisions taken by the Chief Executive Officer or on the basis of the powers delegated by the Chief Executive Officer, within the limits permitted by the applicable legal provisions.

However, the Chief Executive Officer shall be entitled to refer any matter falling within the Chief Executive Officer's competence to the Board of Directors for discussion and the necessary decision, provided that its submission to the Board of Directors is justified, reasonable and does not jeopardise the normal functioning of the Company.”

Section 11.1. of the Articles of Association shall be amended as it follows:

“In order to audit the operation of the management, protect the interest of the Company and the Shareholders, the General Meeting elects the Supervisory Board of at least 3 (three) **and at most 5 (five)** members. At least 3 (three) members of the Supervisory Board shall be independent pursuant to section 3:287 of the Civil Code (Act V of 2013). The mandate of the Members of the Supervisory Board lasts for 5 (five) years, unless the General Meeting decides otherwise. If a new member is elected to the Supervisory Board for any reason during the original mandate of the Supervisory Board, the mandate of the new member lasts as long as the original mandate of the Supervisory Board lasts.”

Section 11.3. of the Articles of Association shall be amended as it follows:

“Audit Committee

The Audit Committee shall consist of at least 3 (three) **and at most 5 (five)** members. These members are elected by the General Meeting from among the independent members of the Supervisory Board. The scope of the Audit Committee is as follows:

- a) comment on the financial report pursuant to act on accounting;
- b) monitoring the audit of the financial report pursuant to act on accounting;
- c) make recommendations for the Auditor as well as the remuneration thereof;
- d) performing preparatory work for the conclusion of the contract with the Auditor, and sign the contract on behalf of the Company;
- e) monitoring the Auditor’s and the auditing company’s independence and compliance with professional requirements and conflict of interest regulations, perform tasks related to co-operation with the audit company, monitoring services provided by the Auditor or by the auditing company in addition to the auditing of the annual report; and make recommendations for measures to be taken by the Board of Directors;
- f) evaluation of the operation of the financial reporting system and recommendation for necessary measures to be taken;

- g) help the work of the Board of Directors in order to adequately evaluate the financial reporting system;
- h) monitor the efficiency of the internal audit and risk management systems.

The Audit Committee determines and adopts - in accordance with these Articles of Association - its own rules of procedures.”

The text of section 19.5. of the Articles of Association quoted hereunder shall be amended as it follows:

“the General Meeting held on 17th August 2022,
the General Meeting held on 10th November 2022.”

Section 19.6. of the Articles of Association shall be amended as it follows:

“The latest amendments of the Articles of Association are enacted by the following Resolution of the General Meeting: Resolution No. ~~3/2022. (VIII.17.)~~ [•]/2022 (XI.10.). These amendments affect the following sections of the Articles of Association: ~~5.8., 6.1., 7.1., 9.2. q), 9.6., 9.7., 9.12., 9.13., 9.15., 9.16., 10., 10.1., 10.2., 10.4., 10.5., 10.6., 10.7., 10.8., 10.9., 10.11., 10.12., 11.2., 11.3.,~~ 10.4., 10.12., 11.1., 11.3, 19.5. and 19.6.”

Agenda item No. 2

Decision on the election of supervisory board members and their remuneration.

Submission to Agenda item No. 2:

In light of the resignation of Tünde Konczné Kondás as Chair and member of the Audit Committee as of the date of the closure of the following General Meeting, the number of members of the Audit Committee would be reduced below the minimum of 3 members after the resignation takes effect.

As the current number of members of the Supervisory Board is 3 and the members of the Audit Committee are elected by the General Meeting from among the members of the Supervisory Board, in order to maintain the minimum number of members of the Audit Committee, the Company has held discussions on the new member of the Supervisory Board.

The choice fell on Katalin Keresztyénné Deák (mother's maiden name: Erzsébet Soós; address: 49 Pálya Street, Budapest 1161), whose professional background, experience and qualifications are considered suitable for the position by the Company and whose election by the General Meeting has been recommended by the Remuneration Committee of the Company.

In accordance with the related provisions of the Company's Articles of Association, the new member's mandate would expire at the end of the current mandate of the Supervisory Board

and her remuneration would be the same as the remuneration of the other members of the Supervisory Board.

On the basis of the above, the Board of Directors proposes the adoption of the following General Meeting Resolution.

Proposal for resolution to Agenda item No. 2:

The General Meeting shall hereby elect Katalin Keresztyénné Deák (mother's maiden name: Erzsébet Soós, address: 49 Pályá Street, Budapest 1161) as the new member of the Supervisory Board for definite period from the 11st November 2022, until the 3rd May 2027, and with a monthly remuneration of HUF 100,000. -, namely one hundred thousand Hungarian Forint.

Agenda item No. 3

Decision on the election of audit committee members and their remuneration.

Submission to Agenda item No. 3:

In light of the resignation of Tünde Konczné Kondás as Chair and member of the Audit Committee as of the date of the closure of the following General Meeting, the number of members of the Audit Committee would be reduced below the minimum of 3 members after the resignation takes effect.

In the event of the election of Katalin Keresztyénné Deák as a member of the Supervisory Board, the criterion of independence set by the section 3:287 of Act V of 2013 on the Civil Code ("Civil Code") would be met, and in addition to her accounting qualification she is a qualified auditor as well, therefore the Company considers her suitable for the position of member of the Audit Committee and her election has been recommended by the Company's Remuneration Committee.

In accordance with the related provisions of the Company's Articles of Association, the new member's mandate would expire on the date when her mandate as a member of the Supervisory Board expires, and her remuneration would be the same as the remuneration of the other members of the Audit Committee.

On the basis of the above, the Board of Directors proposes the adoption of the following General Meeting Resolution.

Proposal for resolution to Agenda item No. 3:

General Meeting Resolution No. (•)/2022 (XI.10.):

The General Meeting shall hereby elect Katalin Keresztyénné Deák (mother's maiden name: Erzsébet Soós; address: 49 Pálya utca, 1161 Budapest) as the new member of the Audit Committee for definite period from the 11st November 2022, until the 3rd May 2027, and with a monthly remuneration of HUF 100,000. -, namely one hundred thousand Hungarian Forint.

19th October 2022, Budapest

OPUS GLOBAL
Public Limited Company
Board of Directors