



SUBMISSIONS AND PROPOSALS FOR RESOLUTIONS
Appeninn Vagyonkezelő Holding Nyilvánosan Működő Részvénytársaság
(in English: Appeninn Asset Management Holding Public Limited Company)
EXTRAORDINARY GENERAL MEETING
held on 30 January 2024 at 14:00 o'clock

Appeninn Vagyonkezelő Holding Nyilvánosan Működő Részvénytársaság (seat of business: 1022 Budapest, Bég utca 3-5.; company registration number: 01-10-046538, court of registration: Fővárosi Törvényszék Cégbírósága (in English: Company Registry Court of Budapest-Capital Regional Court); hereinafter referred to as: **“Company”**) shall hereby inform its Esteemed Shareholders on submissions and proposals for resolutions regarding the related matters of the agenda items of the extraordinary general meeting (hereinafter referred to as: the **General Meeting**) to be held as at 30 January 2024.

The Company shall hereby inform its Esteemed Shareholders that, following the disclosure of the invitation letter of the general meeting, no shareholder proposal was submitted to the Board of Directors of the Company in relation to the general meeting agenda items completion, as it is set forth in Subsection 2 of Section 3:259 of the Act V of 2013 on the Hungarian Civil Code (hereinafter referred to as: **“Hungarian Act on the Civil Code”**), within the prescribed deadline.

Having regard to the aforesaid, the Board of Directors of the Company shall submit the hereinunder proposals and resolutions for the General Meeting as follows:

Agenda Item No. 1: Decision on granting discharge of liability on account of board of directors member’s resignation

1.1. Submission to the General Meeting Agenda Item No. 1:

The Board of Directors shall hereby inform the Shareholders that Kertai Zsolt László, member and the Chairperson of the board of directors, and Törő Csaba, member of the Board of Directors, resigned from their office as at 09 January 2024 by means of resign declaration. With view to the fact that thereof also held position in the Audit Committee of the Company, their resignation from the Board of Directors membership also means resignation from the Audit Committee membership. Since the operation of the Company requires the resigned members to perform their tasks until the election of the new Board of Directors and Audit Committee members, but not later than until the 60th day starting from the announcement of the resignation (09 January 2024).

The Board of Directors shall hereby propose the General Meeting to acknowledge the resignation of the Board of Directors and Audit Committee members and to grant discharge of liability.

The Board of Directors shall hereby propose the adoption of the hereinunder General Meeting Resolutions as follows.

Proposals for Resolution to the Agenda Item No. 1:

General Meeting Resolution No. [■]/2024 (01.30.)

On condition that the Board of Directors designates a new Board of Directors and Audit Committee member as at today's General Meeting and on account thereof contingent effect, the General Meeting shall hereby acknowledge the resignation of Kertai Zsolt László (mother's maiden name: dr. Mayer Erzsébet; address: 8220 Balatonalmádi, Pince utca 21.), Board of Directors and Audit Committee member.

General Meeting Resolution No. [■]/2024 (01.30.)

On condition that the Board of Directors designates a new Board of Directors and Audit Committee member as at today's General Meeting and on account thereof contingent effect, the General Meeting shall hereby grant the discharge of liability for the resigned Board of Directors member, Kertai Zsolt László (mother's maiden name: dr. Mayer Erzsébet; address: 8220 Balatonalmádi, Pince utca 21.), to certify that the resigned Board of Directors member performed his activities upon keeping the primary interest of the Company in mind.

General Meeting Resolution No. [■]/2024 (01.30.)

On condition that the Board of Directors designates a new Board of Directors and Audit Committee member as at today's General Meeting and on account thereof contingent effect, the General Meeting shall hereby acknowledge the resignation of Törő Csaba (mother's maiden name: Buzsáki Margit; address: 1022 Budapest, Bimbó út 94. 1. em. 4.), Board of Directors and Audit Committee member.

General Meeting Resolution No. [■]/2024 (01.30.)

On condition that the Board of Directors designates a new Board of Directors and Audit Committee member as at today's General Meeting and on account thereof contingent effect, the General Meeting shall hereby grant the discharge of liability for the resigned Board of Directors member, Törő Csaba (mother's maiden name: Buzsáki Margit; address: 1022 Budapest, Bimbó út 94. 1. em. 4.), to certify that the resigned Board of Directors member performed his activities upon keeping the primary interest of the Company in mind.

Agenda Item No. 2: Decision on the designation and remuneration of the Board of Directors member

2.1. Submission to the General Meeting Agenda Item No. 2:

The Board of Directors shall hereby propose the new Board of Directors members as follows:

- (i) dr. Jákó János Dezső (mother's maiden name: dr. Farkas Judit; residential address: 2040 Budaörs, Kikelet utca 5.)
- (ii) dr. Hüse István (mother's maiden name: Czifra Julianna; residential address: 1037 Budapest, Erdőalja út 99/B)

A short overview of the professional life of dr. Jákó János Dezső:

He obtained his doctorate degree from the Faculty of Law and Political Sciences at ELTE University in 1988. Then he continued studies at FIAT Marentino Training Centre (1989) and participated in the Southwestern Legal Foundation International and Comparative Legal Studies programme in Dallas (1991). From 1992 to 2021 he is the member of Holczer, Jákó & Boross Law Firm, and from 2021 he is the member of Jákó and Partners Law Firm.

In addition to his solicitor career, between 1995 and 2000 he is the arbitrator of the Budapest Stock Exchange. Later, he was a board of directors' member at different credit institutions (between 2000 and 2002 at Société Generale Hungary Bank, and between 2002 and 2013 at Hanwha Bank Hungary). In addition, since 2008, he has been a board of directors' member in Vasas Sport Club, and since 2022 he has been a honorary chairperson.

A short overview of the professional life of dr. Jákó János Dezső:

He obtained his doctorate degree from the Faculty of Law and Political Sciences at Miskolc University in 2000. Since the completion of his studies, he has been dealing with real estate development, utilization and maintenance, and he fulfils executive officer positions in business organizations performing thereof activities. Between 2021 and 2022, he is the real estate development director of Indotek Group, and since 2022 he has been the chairperson and chief executive officer of Magyar Ingatlanberuházó Zrt. (in English: Hungarian Real Property Investment Plc.).

The Board of Directors shall hereby inform the Shareholders that the proposed persons, in case of their designation, as set forth in Sections (1)-(2) of Paragraph 3:287 of the Act on the Civil Code, are independent board of directors' members.

Moreover, the Board of Directors shall hereby inform the Shareholders that the proposed persons correspond with the conditions included in Subsection 1 of Paragraph 6 of the Act CII of 2011 on regulated real estate investment company for the executive officer.

Finally, the Board of Directors shall hereby inform the Shareholders that, in relation to the nominee dr. Jákó János Dezső, in line with Section 16 of Article VII of the Articles of Association – in accordance with Section (1) of Paragraph 3:115 of the Act on Civil Code – there is no incompatibility, whereas in case of dr. Hüse István, there is incompatibility, hence in the course of the decision-making on his designation, it is necessary to make decision thereon.

The Board of Directors shall hereby propose the adoption of the hereinunder General Meeting Resolutions as follows.

2.2. Proposals for Resolution to the Agenda Item No. 2:

General Meeting Resolution No. [■]/2024 (01.30.)

The General Meeting shall hereby appoint dr. Jákó János Dezső (mother's maiden name: dr. Farkas Judit ; address: 2040 Budaörs, Kikelet utca 5.) as the member of the Board of Directors upon joint representative rights and entitlement for the practice of power of authorized signatures as of the date of the closure of today's extraordinary general meeting for an indefinite time. The new member of the Board of Directors shall perform the herein tasks upon agency contract.

General Meeting Resolution No. [■]/2024 (01.30.)

The General Meeting, in accordance with the Remuneration Policy of the Company, shall hereby determine the remuneration of dr. Jákó János Dezső (mother's maiden name: dr. Farkas Judit; address: 2040 Budaörs, Kikelet utca 5.), Board of Directors member, in the amount of gross HUF 200,000 per month.

General Meeting Resolution No. [■]/2024 (01.30.)

The General Meeting shall hereby appoint dr. Hüse István (mother's maiden name: Czifra Julianna ; address: 1037 Budapest, Erdőalja út 99/B) as the member of the Board of Directors upon joint representative rights and entitlement for the practice of power of authorized signatures as of the date of the closure of today's extraordinary general meeting for an indefinite time. The new member of the Board of Directors shall perform the herein tasks upon agency contract.

The General Meeting hereby gives its consent to dr. Hüse István, Board of Directors member, in companies performing the same activity as principal activity with the Company's activity

- to hold board of directors' chairperson position and minority shareholding in Magyar Ingatlanberuházó Zártkörűen Működő Részvénytársaság (seat of business: 1148 Budapest, Kerepesi út 52.; company registration number: 01-10-141424);
- to hold manager position and 100% shareholding in OLIVA 2003 Kereskedelmi és Szolgáltató Korlátolt Felelősségű Társaság (seat of business: 1119 Budapest, Fehérvári út 179.; company registration number: 01-09-878007);
- to hold manager position and 100% shareholding in OLIVA Aranypart Korlátolt Felelősségű Társaság (seat of business: 1119 Budapest, Fehérvári út 179.; company registration number: 01-09-413544);
- to hold 100% indirect shareholding in Nexus Invest Ingatlanforgalmazó Korlátolt Felelősségű Társaság (seat of business: 1119 Budapest, Fehérvári út 179.; company registration number: 01-09-889374);
- to hold 100% indirect shareholding in Nexus Property Business Ingatlanforgalmazó Korlátolt Felelősségű Társaság (seat of business: 1119 Budapest, Fehérvári út 179.; company registration number: 01-09-296785);
- to hold manager position in REÁL PORTFÓLIÓ Ingatlanforgalmazó Korlátolt Felelősségű Társaság (seat of business: 1119 Budapest, Fehérvári út 179.; company registration number: 01-09-955890);
- to hold manager position in Unipark Buda Korlátolt Felelősségű Társaság (seat of business: 1116 Budapest, Temesvári utca 20.; company registration number: 01-09-347747);
- to hold manager position in Pápay 9. Property Korlátolt Felelősségű Társaság (seat of business: 1148 Budapest, Kerepesi út 52.; company registration number: 01-09-995191);
- to hold manager position in Sidbury Property Korlátolt Felelősségű Társaság (seat of business: 1148 Budapest, Kerepesi út 52.; company registration number: 01-09-298930);
- to hold indirect shareholding in SH Invest Korlátolt Felelősségű Társaság (seat of business: 1148 Budapest, Kerepesi út 52.; company registration number: 01-09-389212).

General Meeting Resolution No. [■]/2024 (01.30.)

The General Meeting, in accordance with the Remuneration Policy of the Company, shall hereby determine the remuneration of dr. Hüse István (mother's maiden name: Czifra Julianna; address: 1037 Budapest, Erdőalja út 99/B), Board of Directors member, in the amount of gross HUF 200,000 per month.

Agenda Item No. 3: Decision on the designation and remuneration of the Audit Committee member

3.1. Submission to the General Meeting Agenda Item No. 3:

The Board of Directors shall hereby inform the Shareholders that the Audit Committee membership shall be performed only by Board of Directors member. With a view to the fact that the resignation of Kertai Zsolt László and Törő Csaba from the Board of Directors membership results resignation from the Audit Committee membership at the same time. The General Meeting must designate new Audit Committee members from the independent members of the Board of Directors.

The Board of Directors shall propose the newly designated independent members of the Board of Directors as new Audit Committee members.

The Board of Directors shall hereby inform the Shareholders that Audit Committee member of the Company, Jombik Zoltán, holds the professional qualifications necessary to the operation of the Audit Committee and defined in the legal regulation, hence, in relation with the new members, there is no need to correspond to herein legal criteria.

Moreover, the Board of Directors shall hereby inform the Shareholders that the remuneration of the Audit Committee members is included in the Board of Directors Remuneration. There is no need for a separate decision-making thereon.

The Board of Directors shall hereby propose the adoption of the hereinunder General Meeting Resolutions as follows.

3.2. Proposals for Resolution to the Agenda Item No. 3:

General Meeting Resolution No. [■]/2024 (01.30.)

The General Meeting shall hereby appoint dr. Jákó János Dezső (mother's maiden name: dr. Farkas Judit; address: 2040 Budaörs, Kikelet utca 5.) as the member of the audit committee as of the date of the closure of today's extraordinary general meeting for an indefinite time.

General Meeting Resolution No. [■]/2024 (01.30.)

The General Meeting shall hereby appoint dr. Hüse István (mother's maiden name: Czifra Julianna address: 1037 Budapest, Erdőalja út 99/B) as the member of the audit committee as of the date of the closure of today's extraordinary general meeting for an indefinite time.

Agenda Item No. 4: Decision on the validation of the Articles of Association

Submission to the General Meeting Agenda Item No. 4:

The Board of Directors shall hereby propose the validation of Section 2 of Article VIII and Section 2 of Article VII of the Articles of Association with the changes regarding the individuals in the Board of Directors and Audit Committee memberships.

The Board of Directors shall hereby inform the Shareholders that the Board of Directors intends to commission the permanent legal counsel of the Company to incorporate the Articles of Association shall in a consolidated version as amended to date.

The Board of Directors shall propose the hereinunder draft resolution on the validation of the Articles of Association to the General Meeting.

3.3. Proposal for Resolution to the Agenda Item No. 4:

General Meeting Resolution No. [■]/2024 (01.30.)

The General Meeting shall hereby validate the Articles of Association of the Company herein resolution with *italic* letter as follows, the Roman numerals indicated in square brackets mark the chapter of the Articles of Association concerned with changes, i.e. the sections listed below the square brackets refer to the changes of the sections indicated in the square brackets thereto.

[VII.]

2) Members of the Board of Directors:

Szathmáriné Szűcs Györgyi Magdolna (mother's name: address: commencement of membership: termination of membership:	Fischer Györgyi 1172 Budapest Tura u. 46.) 29 April 2022 indefinite
Dr. Illés Tibor Endre (mother's name: address: commencement of membership: termination of membership:	Németh Mária 2014 Csobánka, Panoráma utca 3.) 29 April 2022 indefinite
<i>dr. Jákó János Dezső</i> (<i>mother's name:</i> <i>address:</i> <i>start of membership:</i> <i>termination of membership:</i>	<i>dr. Farkas Judit</i> <i>2040 Budaörs, Kikelet utca 5.)</i> <i>30 January 2024</i> <i>indefinite</i>
<i>dr. Hüse István</i> (<i>mother's name:</i> <i>address:</i> <i>start of membership:</i> <i>termination of membership:</i>	<i>Czifra Julianna</i> <i>1037 Budapest, Erdőalja út 99/B)</i> <i>30 January 2024</i> <i>indefinite</i>
Jombik Zoltán (mother's name: address: commencement of membership: termination of membership:	Antalics Erzsébet 1047 Budapest, Szabadkai utca 11. 2. em. 11.a.) 16 November 2022 indefinite

[VIII.]

2) Members of the Audit Committee:

dr. Jákó János Dezső
(mother's name:
address:
start of membership:
termination of membership:

dr. Farcas Judit
2040 Budaörs, Kikelet utca 5.)
30 January 2024
indefinite

dr. Hüse István
(mother's name:
address:
start of membership:
termination of membership:

Czifra Julianna
1037 Budapest, Erdőalja út 99/B)
30 January 2024
indefinite

Jombik Zoltán
(mother's name:
address:

commencement of membership:
termination of membership:

Antalics Erzsébet
1047 Budapest, Szabadkai utca 11. 2.
em. 11.a.)
16 November 2022
indefinite

Dated as of 09 January 2024

Appeninn Vagyonkezelő Holding
Nyilvánosan Működő Részvénytársaság
Board of Directors