

# **Annex 8 to the proposal of the Annual General Meeting of Budapesti Ingatlan Hasznosítási és Fejlesztési Nyrt.**

## **Remuneration Report of Budapesti Ingatlan Hasznosítási és Fejlesztési Nyrt. for the Business Year 2023**



## Remuneration Report<sup>1</sup> of Budapesti Ingatlan Hasznosítási és Fejlesztési Nyrt. for the Business Year 2023

Budapesti Ingatlan Hasznosítási és Fejlesztési Nyrt. (hereinafter: "Company" or "BIF") has prepared this remuneration report<sup>2</sup> of the Company for the business year 2023 (hereinafter: "Report") based on the provisions of Act LXVII of 2019 on the Promotion of Long-term Shareholder Involvement and the Amendment of Certain Acts for the Purposes of Legal Harmonisation ("Act") and the remuneration policy<sup>3</sup> approved by the General Meeting of the Shareholders of the Company for an opinion (hereinafter: "Remuneration Policy").

The purpose of the Report is to provide a comprehensive overview of all remuneration awarded or payable in the last business year to the individual directors, including newly appointed directors, in accordance with the Remuneration Policy.

### Directors of the Company in the business year 2023

Name	Position
dr. Anna Ungár	President of the Board of Directors and CEO
Kristóf Berecz	Vice President of the Board of Directors, CEO
dr. Frigyes Hárshegyi	Member of the Board of Directors and President of the Audit Committee
Julian Tzvetkov	Member of the Board of Directors and of the Audit Committee
Miklós Vaszily	Member of the Board of Directors and of the Audit Committee
Róbert Hrabovszki	Deputy CEO, CFO

#### 1. Remuneration of the Board of Directors and of the Audit Committee in 2023

In 2023, the members of the Board of Directors and the Audit Committee were remunerated in accordance with Section II.1 of the Remuneration Policy.

In the 2023 business year, like in the previous year, the members of the Board of Directors performed their duties in this capacity without remuneration, while the members of the Audit Committee received a gross remuneration of HUF 300,000 per month per member.

The members of the Board of Directors and of the Audit Committee did not receive any performance-related remuneration in this capacity in 2023.

### Disbursements/remuneration for the business year 2023

Name	Fixed remuneration (annual fee, gross, HUF) (1)	Fringe benefits (cafeteria) HUF/year (2)	Variable (performance-related) remuneration (annual, gross, HUF) (3)	Total remuneration* (annual, gross, HUF) (4) = (1)+(2)+(3)	Ratio of fixed remuneration (%) ((1)+(2))/(4)	Ratio of variable remuneration (%) (3)/(4)
dr. Anna Ungár	0	0	0	0	-	-
Kristóf Berecz	0	0	0	0	-	-
dr. Frigyes Hárshegyi	3 600 000	0	0	3 600 000	100%	0%
Julian Tzvetkov	3 600 000	0	0	3 600 000	100%	0%
Miklós Vaszily	3 600 000	0	0	3 600 000	100%	0%

\*Total remuneration is equal to all remuneration received from companies belonging to the BIF Group.

<sup>1</sup> Capitalised terms not specifically defined in this Remuneration Report are defined in the Remuneration Policy.

<sup>2</sup> The Company prepares a remuneration report annually. The first remuneration report has been compiled in 2022 for the business year 2021

<sup>3</sup> The Remuneration Policy approved by Resolution No. 33/2022.04.29. of the General Meeting of the Shareholders with its advisory opinion.

## 2. Remuneration of Senior Managers in 2023

For the business year 2023, the remuneration of the Senior Managers was determined in accordance with the provisions of Section II.2 of the Remuneration Policy, in line with the Company's strategic objectives, to support their achievement, taking into account the Company's risk tolerance and in order to achieve the fullest possible alignment with the shareholders' interests.

### 2.1. Annual basic salary and related benefits

For the business year 2023, the annual basic salary and the related benefits were consistent with the provisions of Section II.2.1 of the Remuneration Policy.

### 2.2. Short-term incentive (bonus)

The Short-term incentive scheme is designed to encourage managers to endeavour to achieve the corporate and individual targets that support the Company's strategic objectives and are achievable within a year.

In accordance with the Remuneration Policy, the individual bonus packages of the Senior Managers were adopted for the business year 2023, and the specific targets for the performance indicators and the non-financial performance indicators (individual targets and expectations) were defined in accordance with Section II.2.2.1 of the Remuneration Policy.

- Performance weights to be used in the assessment:
  - for the CEOs, the weight of financial performance indicators is 75%, while the individual targets and expectations weigh 25%;
  - for the Deputy CEO, CFO, the financial performance indicators is 60% and the individual targets and expectations weigh 40%.
- The bonus may be up to 100% of the annual base salary of the CEOs, and up to 80% of the annual base salary of the Deputy CEO, CFO, provided that the Board of Directors decides to pay a Bonus upon the recommendation of the Audit Committee. The specific amount of the payable Bonus will be determined on the basis of the performance assessment of the beneficiaries.

On the basis of Section II. 2.2.2. of the Remuneration Policy, the Board of Directors, on the recommendation of the Audit Committee, decided to pay advance bonus in January 2024, depending on the preliminary annual business results.

In its Annual Evaluation, the Audit Committee assesses the performance of the Senior Managers concerned on the basis of a combination of financial and non-financial performance indicators set out in the Bonus Allocation and proposes the level of the bonus to be paid to the Senior Managers, which is then approved by the Board of Directors. The Annual Evaluation and the relevant decision of the Board of Directors will be made within 30 days after the annual General Meeting of the Shareholders (hereinafter: "AGM") closing the business year 2023. Subject to the approval of the Board of Directors, the Company shall ensure payment of the approved bonuses no later than 45 days after the AGM, taking into account the advance bonuses paid.

The Short-term incentive scheme is designed in such a way that the "reclaiming" of the Bonus is not applicable under the Remuneration Policy.

Disbursements/remuneration for the business year 2023						
Name	Fixed remuneration (annual basic salary, gross, HUF) (1)	Fringe benefits (Cafeteria) HUF/year (2)	Variable (performance-related) remuneration (advance bonus, gross, HUF) (3)	Total remuneration* (annual, gross, HUF) (4) = (1)+(2)+(3)	Ratio of fixed remuneration (%) ((1)+(2))/(4)	Ratio of variable remuneration (%) (3)/(4)
Dr. Anna Ungár	24 000 000	0	7 200 000	31 200 000	77%	23%
Kristóf Berecz	24 000 000	0	7 200 000	31 200 000	77%	23%
Róbert Hrabovszki	22 236 300	650 000	5 713 920	28 600 220	80%	20%

\*Total remuneration is equal to all remuneration received from companies belonging to the BIF Group.

### 2.3. Long-term incentive

The Long-term incentive for Senior Managers is based on the provision of shares at a preferential price. The purpose of this incentive is to maintain the long-term share price growth ambition of Senior Managers, thereby aligning senior management objectives with long-term shareholder interests.

#### 2.3.1. Terms and conditions of Share Allocation

The application of the Long-term incentive scheme for the business year 2023, as set out in Section II.2.3 of the Remuneration Policy, is decided by the Board of Directors, based on the evaluation of the Price Change, in connection with the Annual Evaluation, on the proposal of the Audit Committee, at the latest within 30 days after the AGM. The Price Change is assessed on the basis of public data accessible on the website of the Budapest Stock Exchange. The Company provides shares at a preferential price from its current treasury stock.

#### 2.3.2. Settlements rules

- In the course of a Share Allocation approved, the number of shares offered for purchase at a preferential price in a sale and purchase transaction, whether on the stock exchange or OTC, within 45 days of approval, for the CEOs and the Deputy CEO, CFO is  $R_{CEO}$  and  $R_{DCEO}$ , respectively. The number of shares ( $R_{CEO}$  and  $R_{DCEO}$ ) included in the Share Allocation is calculated as 50% of the annual gross base salary of the beneficiaries divided by the closing price of the Shares on the stock exchange trading day preceding the value date of the Transaction, and the Company is responsible for calculating the value of the  $R_{CEO}$  and  $R_{DCEO}$ .
- The Preferential Price is 70% of the average stock exchange price of the Shares in the 180 days preceding the value date of the Transaction. The Company is responsible for the calculation of the average price.
- The Senior Managers may not sell the Shares acquired in the Transaction for a period of 3 years after the Transaction value date, however, the dividends paid by the Company may be freely disposed of during the Retention Period. After the expiry of the Retention Period, the Senior Managers may freely dispose of the acquired Shares.
- If during the Retention Period the employment of the Senior Manager is terminated (whether at the initiative of the Senior Manager or of the Company), the Company is entitled to repurchase the Shares under the Share Allocation at the Preferential Price through a stock exchange or an OTC transaction. In the event that the Company exercises the above-described repurchase right, the Senior Manager is under an obligation to sell the Shares included in the Share Allocation.

No resolution was made by the Board of Directors regarding the application of a Share Allocation for the 2022 business year.

### 3. Changes in the remuneration compared to the previous year

Business Year	Adjusted group EBITDA (IFRS audited consolidated, th HUF)*	Adjusted group EBITDA (IFRS )* changes compared to the previous year	Average total annual remuneration of Senior Managers (gross, th HUF)**	Average total annual remuneration of Senior Managers (gross)** changes compared to the previous year	Average annual remuneration of non-executive employees (gross)*** changes compared to the previous year
2021	2 666 418	-	40 965	-	-
2022	7 846 847	294,28%	42 646	104,10%	109,28%
2023	5 132 051	65,40%	30 333	71,13%	115,13%

\*Value adjusted for the effect of the fair valuation of investment properties; the 2023 value is calculated on the basis of the consolidated annual financial statements presented to the 2024 Annual General Meeting of

\*\*In 2021, the Company had two, whereas from 4 May 2022 the Company has had three Senior Managers. The 2021 and 2022 figures include approved total bonuses, while the 2023 figure includes approved advance bonuses

\*\*\*The average annual statistical headcount (non-executive) was 46 in 2021 and 49 in 2022 and 59 in 2023; including Cafeteria

### 4. Additional information

The Remuneration Policy for the business year 2023 was implemented in full compliance with its provisions, with no deviations.

The Company's remuneration report for the business year 2022 was approved by the General Meeting of Shareholders by resolution 19/2023.04.28. with its advisory opinion. The General Meeting of the Shareholders did not make any comments. Therefore, the resolution of the General Meeting of the Shareholders with its advisory opinion on the remuneration report for the previous business year could not be taken into account for the present remuneration report.

Budapest, 9 April 2024

**Budapesti Ingatlan Hasznosítási és Fejlesztési Nyrt.**  
Board of Directors

