

**PROPOSALS OF THE BOARD OF DIRECTORS
TO AGENDA ITEMS
OF THE COMPANY'S ANNUAL GENERAL MEETING CLOSING
THE 2025 BUSINESS YEAR**

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- 1-4. Report of the Board of Directors on the Company's operations in the business year of 2025
5. Corporate Governance Report
6. Resolution on the evaluation of the work carried out by the members of the Board of Directors in the business year of 2025 and on granting the discharge they are entitled
7. Consultative vote on the Remuneration Report of the business year of 2025
8. Resolution on the remuneration of the members of the Management Board
9. Election of the Company's auditor, the establishment of its remuneration
10. Amendment of the of the Company's Articles of Association in relation to agenda items no. 9

With the resolution 2026.03.26/2 of the Management Board of PannErgy Plc. adopted the proposals related to the agenda items of the Annual General Meeting to be held on 17 April 2026/30 April 2026¹.

This announcement is published in Hungarian and English languages. In case of any contradiction between these two versions, the Hungarian version shall prevail.

¹ According to the date of the General Meeting

PROPOSAL FOR THE ANNUAL GENERAL MEETING

REGARDING AGENDA ITEM NO. '1. REPORT OF THE MANAGEMENT BOARD ON THE ACTIVITIES OF THE COMPANY IN THE BUSINESS YEAR 2025 — ADOPTION OF THE REPORT ON THE COMPANY'S MANAGEMENT, FINANCIAL POSITION AND BUSINESS POLICIES,' AND AGENDA ITEMS NO. 2, 3 AND 4

Report by the Management Board concerning agenda items no. 1 to 4 of the General Meeting:

In the 2025 business year, the PannErgy Group continued to focus on its core activity, the utilisation of geothermal energy resources. Accordingly, the subsidiaries operated geothermal projects at the expected technical level, utilising the available geothermal resources at all production sites, including, in particular, in Győr, Miskolc and Szentlőrinc.

After the Győr project, the Miskolc project has now successfully completed a full year of live operation with the extended system, which is now running with three production wells available. It was confirmed that it had been a sound strategic decision to implement the Company's own reserve production capacity enabling the geothermal system to bridge the repair period, in case of a production pump failure, with a modest capacity decline after only a few hours of switchover time. Thanks to this increased geothermal security of supply, the need to use fossil reserve capacities has been minimised, which is even more important in the current chaotic global supply and pricing environment. The established reserve system continues to enable PannErgy's geothermal heat producer subsidiaries to operate in the two-element regulated price regime, and thus deliver economic performance that is far more weather-independent and predictable.

In connection with the geothermal project to be implemented near Budapest, the Company had received a permit earlier for drilling an exploration well, and investigated the potential of the project in possession of the licence. The Company had originally planned to carry out the drilling preparation works at a later stage thereafter, provided that the technical and financial requirements made it possible to implement the project and ensure its return. On 14 August 2025, the Company announced that the Supervisory Authority for Regulatory Affairs ('SARA') had revoked the exploration licence previously obtained by PannErgy for the project in the Budapest area. That notwithstanding, PannErgy did not give up on the possibility of implementing a geothermal project near Budapest, and it will continue to ponder the legal, professional and business conditions also in the future to decide, based on the outcome of these assessments, on the initiation of a possible geothermal project near Budapest.

With around 1,865 TJ of heat sold in 2025, the outstanding green heat sales volume exceeded even the heat sales of 1,767 TJ reached in the base period and the 1,771 TJ target heat sales for 2025.



The PannErgy Group's consolidated EBITDA amounted to HUF 4,182 million, which is consistent with the 2025 EBITDA projection published on 15 January 2026 in the 2025 Q4 Production Report; i.e. a moderate over-performance close to the upper end of the EBITDA target range of HUF 4,000 – 4,150 million. With this result, the Company met its primary business target for the year.

The Company closed the business year 2025 with an IFRS consolidated net profit of HUF 1,707 million.

In 2026, the Company intends to continue its investment projects to increase efficiency and operational security, with the aim of making the most economical and reliable use of the energy contained in the geothermal resources explored.

The Company plans to sell 1,871 TJ of heat in 2026. The EBITDA target for 2026 is in the range of HUF 4,300 – 4,450 million, with its median value representing organic growth compared to the EBITDA of the base period. This target range corresponds to the target presented in the Production Report published by the Company for 2025 Q4.

The quarterly breakdown of heat sales pertaining to the EBITDA target has been presented in the Business and Management Report of the 'PannErgy Nyrt. and its subsidiaries – Consolidated Financial Statements and Annual Report compiled in conformity with the IFRS standards 2025' and in the Company's public quarterly production reports.

The selling price of the bulk of the thermal energy sold continues to be a regulated price, which is reviewed and proposed to be modified at least annually by the competent price-setting authority, i.e. the Hungarian Energy and Public Utility Regulatory Authority (HEA). The decision on the modification is taken by the Ministry for Energy, which issues the related legislation as a ministerial decree. According to PannErgy's latest calculations, under the Decree published on 30 September 2025, the Utility Protection Fund realises annual savings of approximately HUF 7.2 billion through the pricing relevant to PannErgy applied under the utility cost reduction scheme for the heat sold to PannErgy's district heating suppliers, which is around 1,515 TJ per year. This means that PannErgy currently sells clean, green energy to district heating suppliers at a price that is around 51% cheaper than the total price of the substitute energy (natural gas).

PannErgy Nyrt.'s year-end closing share price in 2025 increased by 22.4% to HUF 1,910 from HUF 1,560 in the base period.

PannErgy Nyrt.'s regular annual General Meeting closing the business year 2024 – held on 25 April 2025 – authorised the Management Board by its Resolution No. 9/2025 (IV. 25.) to purchase treasury shares up to an amount of HUF 1.5 billion at a price of minimum HUF 1 and maximum HUF 2,072 per share, provided that the ratio of the treasury share portfolio to the total number of shares issued may not exceed 25% at any time during the term of the authorisation. The authorisation covered the period of 28 April 2025 – 10 April 2026. Shares can be acquired through both stock exchange and over-the-counter transactions.



On 31 March 2025, PannErgy Nyrt. and its wholly owned subsidiary PannErgy Geotermikus Erőművek Zrt. entered into an agreement with MVM Energetika Zrt. to purchase 1,675,745 ordinary shares of PannErgy Nyrt. held by MVM, to be acquired as treasury shares. Of the total number of shares covered by the agreement, 975,745 shares were purchased during the reporting period under a previous authorisation granted by the General Meeting. Following the transaction, the remaining 700,000 treasury shares were purchased on 4 September 2025.

No additional treasury shares were purchased within the framework of the authorisation granted by the General Meeting.

The Company's portfolio of treasury shares decreased to 2,593,365 shares as a result of the treasury share buybacks and the capital reduction completed during the period involving the cancellation of 2,000,000 ordinary shares.

Continuing to observe with particular attention the transparency requirements on the capital market, the Company published quarterly production reports and a half-year report in 2025 on its geothermal projects and overall operation. The reports have sought to disclose public information that goes beyond the statutory requirements.

For 2025, the Company prepared and published separate and consolidated statements, in accordance with the EU IFRS, containing a business and management report on the results of the work of the Management Board and the operation of PannErgy Nyrt. and the PannErgy Group, and also published several public announcements during the relevant period. Being aware of such announcements is also essential for assessing the performance of the Group and the work of the Management Board.

The consolidated net earnings for the reporting year in accordance with the EU IFRS is a profit of HUF 1,707 million, and the balance sheet total is HUF 26,951 million.

The standalone net earnings for the reporting year in accordance with the EU IFRS is a profit of HUF 3,860 thousand, while the balance sheet total is HUF 9,348,345 thousand.

The Company publishes extraordinary and other announcements on shareholder information in accordance with legislation in effect, available, *inter alia*, on the websites of the Company and of the Budapest Stock Exchange.

The Audit Committee at the Company has examined the Company's statements and the auditors' reports as well as the financial reporting processes in place at the Company, and deemed them acceptable.

In consideration of the financing requirement of the project activities and investments planned for 2026, the need to maintain the necessary level of uncommitted cash and cash equivalents for safe and prudent operations, and thus to maintain a high and flexible level of financial and operational stability in the current global war and crisis environment, the Board of Directors proposes to pay dividends totalling HUF 1,850 million to the shareholders entitled to



dividends pursuant to Articles 56.3 and 58 of the Company's Articles of Association, which is expected to represent a dividend payment of approximately HUF 138 per ordinary share to the shareholders entitled to dividends. Dividends are paid out of the profit after tax for the current year and positive retained earnings formed from the profitable operation of previous periods. Taking into account the above prudential considerations, the first day of dividend payment is 08. March 2027. The cut-off date for ownership identification for dividend payment is 01. February 2027.

The Management Board submits the following draft resolutions of the General Meeting in connection with the pre-announced agenda items 1–4.

DRAFT RESOLUTION:

Considering the report of the Management Board, the opinion of the Audit Committee and of the auditor, the General Meeting approves the report of the Management Board for 2025.

In consideration of the report of the Management Board, the opinion of the Audit Committee and the auditor's report, the General Meeting approves the Company's separate (parent company), non-consolidated balance sheet and profit & loss statement for 2025 as prepared in accordance with the EU IFRS standards, in line with the associated proposal and the auditor's report, with an identical total of HUF 9,348,345 thousand for assets and liabilities, and earnings after taxes, i.e. profit of HUF 3,860 thousand.

In consideration of the report of the Management Board, the opinion of the Audit Committee and the auditor's report, the General Meeting acknowledges and approves the EU IFRS consolidated financial statements of the PannErgy Nyrt. Group on its operations in 2025, showing an identical total of HUF 26,951 million for assets and liabilities (balance sheet total), and net earnings, i.e. a profit of HUF 1,707 million.

The General Meeting adopts the Management Board's proposal to pay dividends totalling HUF 1,850 million to shareholders entitled to receive dividends pursuant to Articles 56.3 and 58 of the Company's Articles of Association from the reporting year's profit after taxes and the positive retained earnings balance from previous periods' profitable operations. The first day of dividend payment is 08. March 2027. The cut-off date for ownership identification for dividend payment is 01. February 2027.

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**PROPOSAL AND PROPOSED RESOLUTION
ON AGENDA ITEM 5 OF THE GENERAL MEETING
"DECISION ON ADOPTING THE CORPORATE GOVERNANCE REPORT
TO BE SUBMITTED TO BUDAPEST STOCK EXCHANGE"**

The Management Board proposes to the General Meeting the following decision for Agenda Item no. 5 of the General Meeting.

DRAFT RESOLUTION:

The General Meeting adopts the Corporate Governance Report to be submitted to Budapest Stock Exchange.

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PannErgy
Public Limited Company

Responsible Corporate Governance Report
in accordance with the Responsible Corporate Governance Recommendations
of the Budapest Stock Exchange
for the Annual General Meeting of the Company closing the 2025 financial
year

Management Board of PannErgy Plc.

This announcement is published in Hungarian and English languages. In case of any contradiction between these two versions, the Hungarian version shall prevail.

PannErgy Plc. (hereinafter: “the Company”) is committed to operate while observing the relevant laws, the MNB’s provisions and the stipulations of the BSE Regulations. The structure and operating conditions of the Company are set out in the Articles of Association adopted by the General Meeting. As far as responsible governance is concerned, PannErgy Plc. provides the following information.

Management Board

In lieu of a Board of Directors and a Supervisory Board, the Company has a Management Board in order to enable a consistent system of governance. The Management Board carries out the statutory functions of both the Board of Directors and the Supervisory Board. As part of its duties as the Board of Directors, the Management Board defines the Company’s strategic policies and supervises its operation.

The Management Board currently has five natural person members, elected by the General Meeting for an indefinite term of office. The Chair of the Management Board is elected by the Board members from among their number.

The Management Board takes decisions with a simple majority. It has a quorum if the majority of its current members are present. In the event of a tie, the Chairman of the Management Board shall have the casting vote.

The Management Board shall establish its own rules of procedure, containing a detailed description of its duties and procedures falling within its competence.

The Management Board shall prepare a report to the General Meeting on the Company’s management, financial position and business policy at least once a year.

The Management Board directly governs the Company and is responsible for carrying out financial duties and implementing its resolutions and decisions.

The head of the Company’s work organization is the CEO, who is a member of the Board of Directors appointed to perform the duties of the CEO, or an employee appointed by the Board of Directors as the CEO, who exercises employer’s rights over the Company’s employees.

The Management Board shall comprise the following members:

Dénes Gyimóthy, Chair – not independent

Gábor Briglovics, member – independent

Katalin Gyimóthy, member – not independent

Attila Juhász member – independent

Kálmán Rencsár member – independent

As of 12 December 2022, the CEO duties are performed by István Jaksa.

In 2025, the Management Board met on 5 occasions, with an average participation rate of 72%, and adopted written three resolutions without a meeting.

Audit Committee

In order to ensure that the functions of the Management Board are carried out and sound decisions are made, the Company's General Meeting has elected a three-member Audit Committee out of the independent members of the Management Board.

The Audit Committee's duties include commenting on the report prepared in accordance with the IFRS, assessing the functioning of the financial reporting system, making proposals on the appointment and remuneration of the auditor, preparing the auditor's contract and carrying out the tasks related to the cooperation with the auditor. Moreover, the Audit Committee regularly monitors whether the classification of transactions between the Company and related parties was appropriate in terms of the identification, public disclosure and regular handling of significant related transactions.

The Audit Committee lays down the rules governing its operation and decision-making. In the 2025 financial year, the members of the Audit Committee were as follows:

Attila Juhász, Chair

Gábor Briglovics, member

Kálmán Rencsár, member

In 2025, the Audit Committee met on 5 occasion, at a participation rate of 93%.

Other committees

The Company does not have a nominations committee or a remuneration committee. These functions are fulfilled by the members of the Management Board as appropriate. The Company operates with a small number of staff and with a narrow scope of activities, therefore establishing various committees and management bodies offers doubtful benefits.

Auditor

The Company's auditor is elected by the General Meeting for a term of 1 year.

The Company's auditor: BLUE RIDGE AUDIT HUNGARY Kft.

The auditor is proposed by the Audit Committee; the proposal is put forward by the presiding officer of the General Meeting that elects the auditor. In the event the candidate of the Audit Committee does not get elected by the General Meeting as the Company's auditor, the Audit Committee shall nominate another person.

The auditor is responsible for auditing the Company's books, submitting a report to the General Meeting on the audit of the reports of the Company under the Accounting Act and the proposal by the Management Board on the distribution of profit and the calculation of dividends, and exercising other rights and carrying out other duties under the law.

During the 2025 financial year, the auditor carried out no activities for the Company other than auditing and the related statutory obligations.

The Company's disclosure policy

With respect to its disclosure policy, the Company acts in accordance with the applicable legislation and stock exchange rules. The Company shall publish its notices on its own website, the website of the Budapest Stock Exchange and on a website specified by the MNB. The publication of notices on the Company's website (www.pannenergy.com) shall replace all other disclosure obligations unless otherwise provided by the law and other applicable regulations.

The Company's insider trading policy

With respect to insider trading, the Company acts in accordance with the applicable legislation and stock exchange rules. It has an Insider Trading Policy regulating the relevant activities, and holds records on the permanent and ad hoc insiders.

Exercising shareholder rights, presence at the General Meeting

The Company's capital stock consists of 16,000,000 dematerialised registered ordinary shares of the nominal value of HUF20 (twenty) each, representing equal membership rights and constituting a single series of shares. At the General Meeting of the Company, each shareholder shall have one vote per ordinary share.

On behalf of the Company's Management Board, the entity authorised by the applicable law to keep the record of shareholders (currently the KELER Central Depository Ltd.) keeps a record of shareholders and shareholders' proxies.

Shareholder's rights may be exercised vis-à-vis the Company by any person whose name is registered in the record of shareholders. Shareholders' proxies may exercise shareholder's rights vis-à-vis the Company after they have been registered in the record of shareholders as a shareholder's proxy.

The rules of procedure related to shareholder verification requested in connection with the closing of the record of shareholders prior to the General Meeting are set out in the regulations of KELER Central Depository Ltd. as amended from time to time.

The Company's supreme body is the General Meeting, which consists of the entirety of shareholders.

An annual General Meeting must be held once a year, respecting the statutory time-limit. The agenda of the annual General Meeting shall by all means include the following:

- the report by the Management Board on the Company's business activities in the previous financial year;
- adopting the Company reports according to the EU-IFRS and a proposal by the Management Board on the distribution of profit and the calculation of dividends;
- determining the remuneration due to members of the Management Board and the auditor;
- adopting the responsible corporate governance report to be submitted to the Budapest Stock Exchange;
- adopting a decision on the evaluation of the work carried out by the members of the Management Board in the previous financial year and on granting the discharge they are entitled to.

An extraordinary General Meeting may be convened by the Management Board when it is considered appropriate for the operation of the Company.

An extraordinary General Meeting shall be convened by the Management Board if the previous General Meeting so decided and if it has been requested from the Management Board in writing by the auditor or shareholders representing at least 1% of all votes, the latter specifying the reasons for and the purposes of convening the General Meeting.

The invitation to the General Meeting shall be published by the Management Board in the manner specified for publishing the Company's notices in the Company's Articles of Association, at least 30 (thirty) days prior to the date of the proposed General Meeting.

Any invitations to and any notices regarding the General Meeting shall specify at least the Company's official name and registered office, the venue, date and time of the General Meeting, the agenda of the General Meeting, the conditions prescribed in the Company's Articles of Association of exercising voting rights and the rights to request information and to add items to the agenda of the General Meeting, and the venue and date of the General Meeting scheduled to be held repeatedly due to a lack of quorum.

Regarding issues not listed in the agenda published, the General Meeting shall not adopt a decision unless all shareholders are present and they unanimously consent to the decision.

Shareholders representing at least one percent (1%) of all votes may request the Management Board in writing to add an issue to the agenda of the General Meeting, specifying the reasons for such request, and may put forward a proposed resolution in connection with the items on the agenda.

Shareholders representing at least one percent of all votes may exercise such right within 8 days of the publication of the notice on convening the General Meeting. The Management Board shall add the proposal to the agenda of the General Meeting and publish such addition in the same manner as the publication of the notice on the General Meeting.

The Company shall publish important data of the report under the Accounting Act and the Management Board report, a summary of proposals related to the items on the General Meeting's agenda and the proposals for resolutions, summaries of the number of shares and voting rights as at the time the General Meeting is convened and the statement on remuneration at least 21 (twenty-one) days before the date of the General Meeting.

The General Meeting shall form a quorum if shareholders representing more than fifty percent of all voting shares are present, in person or through proxy. Such power of attorney shall be issued in the form of a public document or a private document of full probative power and submitted at the place and time specified in the invitation to the General Meeting but at any rate not later than the registration before the General Meeting. Where a shareholder so prefers, the Company shall send him a power of attorney form to the postal or e-mail address specified by the shareholder.

The power of attorney extends to the general meeting announced in this invitation, the continuation of the suspended general meeting and the general meeting reconvened due to the lack of quorum.

Members of the Management Board, the manager, senior executives of the Company and the Company's auditor shall not act as proxies.

In the event the General Meeting still fails to form a quorum 30 (thirty) minutes after the starting time of the General Meeting, the repeated General Meeting shall be convened, with the same agenda, for a time within 15 (fifteen) days of the date of the original General Meeting, with the proviso that the repeated General Meeting shall be convened for a day at least 10 (ten) days later than the day on which it is convened. A General Meeting repeated due to a lack of quorum shall form a quorum with regard to the issues on the agenda of the original General Meeting regardless of the number of persons attending.

At the General Meeting, a person may exercise his or her rights of membership if such person has been registered in the Company's Record of Shareholders on the basis of the shareholder verification initiated in connection with the closing of the record of shareholders prior to the General Meeting.

The date of shareholder verification shall be the 5th (fifth) stock exchange business day prior to the General Meeting unless KELER has specified a different date in its regulations as amended from time to time. Any sale of shares that takes place following the date of shareholder verification prior to the General Meeting shall be without prejudice to membership rights that may be exercised at the General Meeting in question.

On the basis of the records in the record of shareholders, the Management Board shall enable shareholders or shareholder proxies to properly exercise their voting rights by each share at the venue of the General Meeting after they have identified themselves and signed the attendance list.

Shareholders shall not exercise their voting rights unless they have paid up to the Company their contributions that have become due and payable.

Voting at the General Meeting shall be held primarily by voting papers and the manual counting of votes. In that case, the General Meeting shall elect a returning board at the proposal of the Chair of the General Meeting. The returning board shall have 3 (three) members. The returning board shall submit a written report on the result of the vote; the Chair of the General Meeting shall set forth the result and attach the report to the minutes of the General Meeting.

The presiding chair of the General Meeting shall be the Chair of the Management Board. If the Chair of the Management Board is prevented, the presiding chair of the General Meeting shall be elected by the General Meeting by simple majority on the Management Board's proposal, out of the persons present.

The Chair of the General Meeting shall open the General Meeting, determine if it forms a quorum, appoint the recorder, guide the discussion, give leave to speak and cut off speakers, order a break, draft the proposals for resolutions, order the vote and set forth its result, announce the resolutions of the General Meeting, arrange for the drafting of the minutes of the General Meeting and the attendance list and adjourn the General Meeting.

Minutes of the General Meeting shall be kept as provided for by the Civil Code.

Internal control systems

The Company has drawn up an Internal Rules of Procedure on transactions with affiliated parties to ensure the transparency of the transactions with such parties, determine the rules regarding transactions with affiliated parties to prevent them from securing advantages due to their position and appropriately safeguard the interests of PannErgy Plc. and non-affiliated party shareholders, including minority shareholders.

Remuneration policy

Based on the stipulations of the Act LXVII of 2019 on the Encouragement of Long-term Shareholder Engagement and the Amendment of Certain Acts with the Purpose of Legal Harmonisation, the Company has prepared a detailed Remuneration Policy which entered into force on 30 April 2020.

Pursuant to Section 3:268(2) of the Hungarian Civil Code, the Remuneration Policy shall be put on the agenda of the General Meeting in the event of major changes or at least every four years. Primarily due to the expiry of the four-year cycle and in view of the change in the top management of PannErgy Plc., the General Meeting supported the amendments to the Remuneration Policy prepared by the Board of Directors in a vote of opinion with Resolution No. 7. /2024. (IV.30.)

Following the adoption of the Issuer's Compensation Policy and the affirmative vote of the General

Meeting, the Board of Directors has made the Compensation Reports for the years 2020–2024 available on the Company’s website.

Corporate Governance Report on compliance with the Corporate Governance Recommendations

As part of the Corporate Governance Report, the Company makes a statement regarding the extent to which it has implemented in its own corporate governance practice the recommendations and proposals specified in the relevant sections of the Corporate Governance Recommendations issued by the Budapest Stock Exchange Ltd., by completing the following tables.

These tables provide an overview for the investors of the extent of the compliance - by the relevant company - with certain requirements set out in the Corporate Governance Recommendations at glance, and enable easy comparison of the practices of the specific companies.

Level of compliance with the Recommendations

The Company indicates whether it follows the relevant recommendation or not, and if not, briefly explains the reasons why it did not follow that specific recommendation.

1.1.1. Does the Company have an organisational unit dealing with investor relationship management, or a designated person to perform these tasks?

Yes

No

Explanation:

1.1.2. Are the Company's Articles of Association available on the Company's website?

Yes

No

Explanation:

1.1.4. If the Company's Articles of Association allow shareholders to exercise their rights in their absence, did the Company publish the methods and conditions of doing so, including all necessary documents?

Yes

No

Explanation:

1.2.1. Did the Company publish on its website a summary document containing the rules applicable to the conduct of its General Meetings and to the exercise of voting rights by shareholders?

Yes

No

Explanation:

1.2.2. Did the Company publish the exact date when the range of those eligible to participate in a given company event is set (record date), and also the last day when the shares granting eligibility for participating in a given company event are traded?

Yes

No

Explanation:

1.2.3. Did the Company hold its General Meetings in a manner providing for maximum shareholder participation?

Yes

No

Explanation:

1.2.6. The Company did not restrict the shareholders' right to designate a different representative for each of their securities accounts to represent them at any General Meeting. (Answer Yes, if not)

Yes

No

Explanation:

1.2.7. For proposals for the agenda items, were the Board of Directors' draft resolution and also the Supervisory Board's opinion disclosed to the shareholders?

Yes

No

Explanation: No supervisory board is operated, its functions are carried out by the Management Board

1.3.3. The Company did not restrict the right of its shareholders attending a General Meeting to request information, add comments and submit proposals, or set any preconditions for these with the exception of some measures taken to conduct the General Meeting in a correct manner and as intended. (Answer Yes, if not)

Yes

No

Explanation:

1.3.4. By answering the questions raised at the General Meeting, did the Company ensure compliance with the information provision and disclosure principles set out in legal and stock exchange requirements?

Yes

No

Explanation:

1.3.5. Did the Company publish on its website the answers to the questions that the representatives of the Company's boards or its auditor present at the General Meeting could not satisfactorily answer at the meeting within 3 working days following the General Meeting, or an official statement explaining why it refrained from giving answers?

Yes

No

Explanation: It did not occur in the previous business year, but its proper handling is ensured

1.3.7. Did the Chairman of the General Meeting order a recess or suggest that the General Meeting be postponed when a proposal or proposal relating to a particular issue on the agenda was submitted which the shareholders hadn't had a chance to become familiar with before the General Meeting?

Yes

No

Explanation: It did not occur in the previous business year, but its proper handling is ensured

1.3.8.1. The Chairman of the General Meeting did not use a combined voting procedure for a decision related to electing and recalling executive officers and Supervisory Board members. (Answer Yes, if not)

Yes

No

Explanation: No supervisory board is operated at the Issuer

1.3.8.2. For executive officers or Supervisory Board members, whose nominations were supported by shareholders, did the Company disclose the identity of the supporting shareholder(s)?

Yes

No

Explanation: There were no nominations by shareholders

1.3.9. Prior to discussing agenda items concerning the amendment of the Articles of Association, did the General Meeting pass a separate resolution to determine whether to decide on each amendment of the Articles of Association by individual votes, joint votes, or votes combined in a specific way?

Yes

No

Explanation:

1.3.10. Did the Company publish the minutes of the General Meeting containing the resolutions, the description of the draft resolutions and any important questions and answers related to the draft resolutions within 30 days following the General Meeting?

Yes

No

Explanation: With the exception of the minutes of the proceedings of the General Meeting, with the Company did not publish.

Section 1.5 (and related questions) repealed

1.6.1.1. Do the Company's publication guidelines cover the procedures for electronic, online disclosure?

Yes

No

Explanation:

1.6.1.2. Does the Company design its by considering the aspects of disclosure and the information of investors ?

Yes

No

Explanation:

1.6.2.1. Does the Company have an internal publication policy in place which covers the processing the information listed in Section of the Recommendations document?

Yes

No

Explanation:

1.6.2.2. Do the internal regulations of the Company cover the methods for the assessment of events judged to be important for publication?

Yes

No

Explanation:

1.6.2.3. Did the Board of Directors/Governing Board assess the efficiency of the publication processes?

Yes

No

Explanation: The disclosure process is directly supervised and controlled by the acting Chief Executive Officer and the Chairman of the Company's Management Board

1.6.2.4. Did the Company publish the findings of the efficiency assessment of the publication process?

Yes

No

Explanation: The process is under permanent operative supervision – no audits are conducted

1.6.3. Did the Company publish its annual company event calendar?

Yes

No

Explanation:

1.6.4. Did the Company publish its strategy, business ethics and policies regarding other stakeholders?

Yes

No

Explanation: The strategy has been published

1.6.5. Did the Company publish the career information of Board of Directors / Governing Board, Supervisory Board and management members in its annual report or on the company website?

Yes

No

Explanation:

1.6.6. Did the Company publish all relevant information about the internal organisation and the operation of the Board of Directors / Governing Board and the Supervisory Board, about the work of the management, the assessments of these and the changes in the current year?

Yes

No

Explanation:

1.6.8. Did the Company publish its risk management guidelines and information about its system of internal controls, the main risks and the principles for their management?

Yes

No

Explanation: As part of the Annual Report

1.6.9.1. Did the Company publish its guidelines relating to the trading of its shares by insiders?

Yes

No

Explanation: The Company and the persons deemed insiders shall act in accordance with the relevant laws and the Company's Insider Trading Policy.

1.6.9.2. Did the Company disclose the share of the Board of Directors / Governing Board, Supervisory Board and management members in the securities issued by the Company in the annual report or in some other way?

Yes

No

Explanation:

1.6.10. Did the Company publish the relationship of Board of Directors / Governing Board, Supervisory Board and management members may have with third parties which could affect the operation of the Company?

Yes

No

Explanation: It has not occurred

2.1.1. Does the Company's Articles of Association contain clear provisions regarding the responsibilities and competences of the General Meeting and the Board of Directors / Governing Board?

Yes

No

Explanation:

2.2.1. Does the Board of Directors / Governing Board have a rules of procedure in place defining the organisational structure, the actions for arranging for and conducting the meetings, and the tasks regarding the adopted resolutions, as well as other issues related to the operation of the Board of Directors / Governing Board?

Yes

No

Explanation:

2.2.2. Does the Company publish the procedure used for nominating Board of Directors / Governing Board members?

Yes

No

Explanation:

2.3.1. Does the Supervisory Board provide a detailed description of its operation and duties, as well as the administrative procedures and processes followed by it, in its rules of procedure and work plan?

Yes

No

Explanation: No supervisory board is operated at the Issuer

2.4.1.1. Did the Board of Directors / Governing Board and the Supervisory Board hold meetings periodically at a predefined interval?

Yes

No

Explanation: Beyond the determined minimum number of meetings, meetings are summoned regularly

2.4.1.2. Did the rules of procedure of the Board of Directors / Governing Board and the Supervisory Board provide rules for the conduct of meetings that cannot be planned in advance, and for decision-making using electronic telecommunications means?

Yes

No

Explanation:

2.4.2.1. Did board members have access to the proposals to be presented at the meeting of the respective board at least five days prior to the meeting?

Yes

No

Explanation:

2.4.2.2. Did the Company arrange the proper conduct of the meetings, the drawing up of the meeting minutes and management of the resolutions made by the Board of Directors / Governing Board and the Supervisory Board?

Yes

No

Explanation:

2.4.3. Do the rules of procedure provide for the regular or ad hoc participation of non-board members at respective board's meetings?

Yes

No

Explanation: There are not requirements or limitations in relation to regular attendees. Based on the usual practice of the board, employees whose invitation is justified for the discussion of the given agenda items are invited tot he board meetings.

2.5.1. Were the members of the Board of Directors / Governing Board and the Supervisory Board nominated and elected in a transparent process, and was the information about the candidates made public in due time before the General Meeting?

Yes

No

Explanation:

2.5.2. Does the composition and size of the boards comply with the principles set out in Section of the Recommendations?

Yes

No

Explanation:

2.5.3. Did the Company ensure that the newly elected Board of Directors / Governing Board and Supervisory Board members became familiar with the structure and operation of the Company and their tasks were carried out as members of the respective boards?

Yes

No

Explanation:

2.6.1. Did the Governing Board / Supervisory Board request (in the context of preparing the annual corporate governance report) its members considered to be independent to confirm their independence at regular intervals?

Yes

No

Explanation: The Responsible Corporate Governance Report names all the members with the indication of their independent status, which is also confirmed by the members with the approval of the report.

2.6.2. Does the Company provide information about the tools which ensure that the Board of Directors / Governing Board assesses objectively the management's activities?

Yes

No

Explanation: The evaluation system of the Company's operational managers and employees is not public

2.6.3. Did the Company publish its guidelines concerning the independence of its Governing Board / Supervisory Board members and the applied independence criteria on its website?

Yes

No

Explanation: The Company follows the relevant statutory criteria

2.6.4. Does the Supervisory Board of the Company have any members who has held any position in the Board of Directors or in the management of the Company in the previous five years, not including cases when they were involved to ensure employee participation?

Yes

No

Explanation: No supervisory board is operated at the Issuer

2.7.1. Did members of the Board of Directors / Governing Board inform the Board of Directors / Governing Board and (if applicable) the Supervisory Board (or the Audit Committee if a uniform governance system is in place) if they, or individuals they have business relations with, or their relatives have interest in any business transactions of the Company (or any subsidiaries thereof) which excludes their independence?

Yes

No

Explanation: It has not occurred

2.7.2. Were transactions and assignments between members of boards/ members of the management/individuals closely associated with them and the Company/subsidiaries of the Company carried out in accordance with the Company's general business practice but applying more stringent transparency rules compared to general business practice, and were they approved?

Yes

No

Explanation:

2.7.3. Did board members inform the Supervisory Board / Audit Committee (Nominating Committee) if they had received an appointment for board membership or management position of a company not belonging to the Company Group?

Yes

No

Explanation: It has not occurred, and is required only for conflicts of interests

2.7.4. Did the Board of Directors / Governing Board develop guidelines for the flow of information and the management of insider information within the Company, and monitor compliance with them?

Yes

No

Explanation:

2.8.1. Did the Company create an independent internal audit function that reports directly to the Audit Committee / Supervisory Board?

Yes

No

Explanation: For case-by-case internal auditing activities, the Company relies on external, independent experts . Internal audits are only carried out in justified cases. No internal audits were carried out in the year under review. in.

2.8.2. Does Internal Audit have unrestricted access to all information necessary for carrying out audits?

Yes

No

Explanation:

2.8.3. Did shareholders receive information about the operation of the system of internal controls?

Yes

No

Explanation: As part of the Auditor's Report

2.8.4. Does the Company have a function ensuring compliance (compliance function)?

Yes

No

Explanation: The are part of the different relevant departments

2.8.5.1. Is the Board of Directors / Governing Board or a committee operated by it responsible for the supervision and management of the entire risk management of the Company?

Yes

No

Explanation:

2.8.5.2. Did the relevant organisation of the Company and the General Meeting received information about the efficiency of the risk management procedures?

Yes

No

Explanation:

2.8.6. With the involvement of the relevant areas, did the Board of Directors / Governing Board develop the basic principles of risk management taking into account the special idiosyncrasies of the industry and the Company?

Yes

No

Explanation: The major risks associated with the Company have been indentified, and the Copany shall make its decisions by considering such risks. Tha major risks associated with the Company are also presented in the Company's Annual Report.

2.8.7. Did the Board of Directors / Governing Board define the principles for the system of internal controls to ensure the management and control of the risks affecting the Company's activities as well as the achievement of its performance and profit objectives?

Yes

No

Explanation: Principles are determined, and risks are managed ont he level of the operative management, which the Board of Directors monitors during its activities, and intervenes as necessary

2.8.8. Did internal control systems functions report about the operation of internal control mechanisms and corporate governance functions to the competent board at least once a year?

Yes

No

Explanation: Owing to its very small size as an organisation, the Company has constant oversight of the operation of all areas

2.9.2. Did the Board of Directors / Governing Board invite the Company’s auditor in an advisory capacity to the meetings on financial reports ?

Yes

No

Explanation:

Level of compliance with the Proposals

The Company must state whether it follows the relevant proposal included in the Corporate Governance Recommendations, or not (Yes / No). The Company can also explain any derogation from it.

1.1.3. Does the Company’s Articles of Association provide an opportunity for shareholders to exercise their voting rights also when they are not present in person?

Yes

No

(Explanation:)

1.2.4. Did the Company determine the place and time of General Meetings initiated by shareholders by taking the initiating shareholders’ proposal into account?

Yes

No

(Explanation:) It has not been initiated

1.2.5. Does the voting procedure used by the Company ensure a clear, unambiguous and fast determination of voting results, and in the case of electronic voting, also the validity and reliability of the results?

Yes

No

(Explanation:)

1.3.1.1. Were the Board of Directors/Governing Board and the Supervisory Board represented at the General Meeting?

Yes

No

(Explanation:)

1.3.1.2. In the event the Board of Directors/Governing Board and the Supervisory Board was absent, was it disclosed by the Chairman of the General Meeting before discussion of the agenda began?

Yes

No

(Explanation:)

1.3.2.1. The Articles of Association of the Company did not preclude any individuals from receiving an invitation to the General Meetings of the Company at the initiative of the Chairman of the Board of Directors/Governing Board and being granted the right to express their opinion and to add comments there if that person’s presence and expert opinion is presumed to be necessary or help provide information to the shareholders and help the General Meeting make decisions.(Answer Yes, if not)

Yes

No

(Explanation:)

1.3.2.2. The Articles of Association of the Company did not preclude any individual from receiving an invitation to the General Meetings of the Company at the initiative of shareholders requesting to supplement the agenda items of the General Meeting and from being granted the right to express their opinion and to add comments there. (Answer Yes, if not)

Yes

No

(Explanation:)

1.3.6. Does the annual report of the Company prepared as specified in the Accounting Act contain a brief, easy-to-understand and illustrative summary for shareholders, including all material information related to the Company's annual operation?

Yes

No

(Explanation:)

1.4.1. In line with Section, did the Company pay dividend within 10 working days to those of its shareholders who had submitted all the necessary information and documents?

Yes

No

(Explanation:)

1.6.11. Did the Company publish its information in English as well, in line with the provisions of Section

Yes

No

(Explanation:)

1.6.12. Did the Company inform its investors about its operation, financial situation and assets on a regular basis, but at least quarterly?

Yes

No

(Explanation:) The Company prepares quarterly reports on its production results and half-year reports on its financial and asset position.

2.9.1. Does the Company have in place internal procedures regarding the use of external advisors and outsourced activities?

Yes

No

(Explanation:) The Company has Internal Rules of Procedure on transactions with Affiliated Parties.

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**PROPOSAL AND PROPOSED RESOLUTION
ON AGENDA ITEM 6 OF THE GENERAL MEETING
"DECISION ON THE EVALUATION OF THE WORK CARRIED OUT BY THE MEMBERS OF THE MANAGEMENT BOARD
IN THE BUSINESS YEAR OF 2025 AND ON GRANTING THE DISCHARGE TO WHICH THEY ARE ENTITLED"**

The Company, at the request of the members of the Management Board proposes the General Meeting the following resolution for Agenda Item no. 6:

DRAFT RESOLUTION:

The General Meeting has resolved to grant the discharge defined in Section (1) of Article 3:117 of Act V of 2013 on the Civil Code and detailed in Paragraph 19.z) and 20.g) of the Company's Articles of Association to the members of the Management Board for the period starting on 26 April 2025 and ending on 17 April 2026/30 April 2026¹. By granting such discharge, the General Meeting confirms that the members of the Management Board have properly executed their management activities in the previous business year. The Company may have any claim against the members of the Management Board based on their violation of their managerial obligations in case the facts or data serving as the basis of the provision of this discharge are untrue or incomplete.

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¹ According to the date of the General Meeting



**PROPOSAL AND PROPOSED RESOLUTION
ON AGENDA ITEM 7 OF THE GENERAL MEETING
"CONSULTATIVE VOTE ON THE REMUNERATION REPORT OF THE BUSINESS YEAR OF 2025"**

The Management Board proposes to the General Meeting the following decision for Agenda Item no. 7 of the General Meeting.

DRAFT RESOLUTION:

The General Meeting supports the Remuneration Report for the business year 2025 prepared by the Management Board in accordance with Act LXVII of 2019 on the Encouragement of Long-term Shareholder Engagement and the Amendment of Certain Acts with the Purpose of Legal Harmonization, submitted to the General Meeting for a consultative vote.

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Remuneration Report of PannErgy Public Limited Company for the financial year 2025

The Remuneration Policy of PannErgy Public Company Limited by Shares (registered office: 1112 Budapest, Boldizsár u. 2.; company registration number: 01-10-041618; hereinafter referred to as 'PannErgy Plc.' or 'the Company'), serving as the basis for this Remuneration Report ('Report'), entered into force on 30 April 2024.

The Company submits a Remuneration Report on an annual basis, for the first time for the financial year 2020. The purpose of the Report is to provide a comprehensive overview on the total amount of remuneration awarded in the latest financial year or due on the basis of its results, established for each manager in accordance with the Remuneration Policy, including those of the managers employed for the first time during the financial year under review.

In the financial year 2025, the following members of PannErgy Plc's Management Board and the Chief Executive Officer acted as the Company's managers:

Name	Position	Date of entry into office	End/termination of office
Dénes Gyimóthy	Member, Chairman	12.12.2022	indefinite term
Gábor Briglovics	Member	16.04.2021	indefinite term
Katalin Gyimóthy	Member	28.04.2016	indefinite term
Attila Juhász	Member	31.08.2007	indefinite term
Kálmán Rencsár	Member	30.04.2020	indefinite term
István Jaksa	Chief Executive Officer	13.12.2022	indefinite term

The Remuneration Policy provides that the characteristics of the remuneration of the Company's managers should reflect the Company's evolution and its risk profile. While in the previous energy transformation period certain members of the Management Board (former Board of Directors) joined an executive stock option scheme besides the fixed remuneration of the members, the shareholders decided that only a fixed remuneration shall apply for the current organic operation period.

According to the guidelines set out in the Remuneration Policy, the Company's strategic objectives are achieved mainly through the operational management, the Company's professional staff and permanent partners. Accordingly, the Company has developed a contractual relationship with its employees and strategic partners that uses fixed and performance-based incentives, thereby facilitating the Company's business strategy, long-term interests and sustainability.



In the financial year 2025, the Company's Managers received the following remuneration:

Name	Remuneration amount (thousand HUF)	Fixed part (%)	Variable part (%)
Dénes Gyimóthy	2,340	100.00%	0.00%
Gábor Briglovics	1,860	100.00%	0,00%
Katalin Gyimóthy	1,860	100.00%	0.00%
Attila Juhász	1,860	100.00%	0.00%
Kálmán Rencsár	1,860	100.00%	0.00%
István Jaksa	17,467	81.16%	18.84%

The actual remuneration fully complies with the requirements set out in the Remuneration Policy.

While no performance criteria have been laid down in connection with the remuneration on the basis of the principles described above, it should be noted that the Company has achieved its EBITDA target for the financial year 2025, such value constituting the primary financial performance indicator for the Company.

During the past five years, the yearly changes in Group-level remuneration and the development of the Company's performance and the average Group-level remuneration of Company employees other than managers during such period are shown in the tables below, expressed in FTE in a manner enabling comparison:

Financial year	EBITDA consolidated according to the IFRS (million HUF)	Change in EBITDA consolidated according to the IFRS from the previous financial year (%)	Change in the average annual per capita income of managers from the previous financial year (%)	Change in the average annual per capita income of employees other than managers from the previous financial year (%)
2015	1,614			
2016	1,715	6.28%	-19.49%	2.19%
2017	2,241	30.65%	-8.54%	1.95%
2018	2,231	-0.45%	0.20%	-0.35%
2019	2,666	19.48%	0.00%	-5.75%
2020	2,735	2.60%	0.49%	28.29%
2021	2,878	5.23%	-0.36%	18.93%
2022	3,612	25.50%	-0.11%	22.80%
2023	3,930	8.80%	102.93%	23.12 %
2024	3,943	0.33%	6.99%	32.50%
2025	4,182	6.06%	8.43%	21.76%



Financial year	Remuneration of managers			Remuneration of employees other than managers		
	Average headcount (number of persons)	Total annual income (thousand HUF)	Average annual per capita income (thousand HUF)	Average headcount (number of persons)	Total annual income (thousand HUF)	Average annual per capita income (thousand HUF)
2015 *	6.55	17,115	2,614	37.84	162,664	4,299
2016	7.36	15,478	2,104	23.72	104,200	4,393
2017	7.52	14,480	1,925	15.25	68,300	4,479
2018 *	7.00	13,500	1,929	13.61	60,742	4,463
2019	7.00	13,500	1,929	15.41	64,821	4,206
2020	6.61	12,820	1,938	15.85	85,535	5,396
2021	6.71	12,958	1,931	16.19	103,908	6,418
2022	6.90	13,310	1,959	16.15	127,281	7,881
2023	6.00	23,487	3,915	16.70	162,050	9,704
2024	6.00	25,129	4,188	13.2	169,711	12,857
2025	6.00	27,247	4,541	13.2	206,647	15,655

*includes the wages of permanent employees only; temporary, project-based wages have been eliminated

In the past 5 financial years, the Company's annual EBITDA has increased by 52.9%, the average per capita annual income of managers has increased by 134.3%, whereas the average per capita annual income of employees other than managers has increased by 190.1%.

For the financial year 2025, no shares or share options have been offered to the Company's managers.

For the financial year 2025, no variable remuneration has been determined for managers and, therefore, there is no possibility of reclaiming such remuneration.

The Remuneration Policy has been implemented in full accordance with the requirements laid down in the Policy; no exceptions have been made.

Since this is the first time the Company has drawn up a Remuneration Report, no resolution adopted by consultative vote by the General Meeting concerning the Remuneration Report for the previous financial year could be taken into consideration.

Budapest, 26 March 2026

Management Board of PannErgy Plc.

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**PROPOSAL AND PROPOSED RESOLUTION ON
AGENDA ITEM 8 OF THE ANNUAL GENERAL MEETING
"RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE MANAGEMENT BOARD"**

In association with Agenda Item 8, the Management Board proposed that the General Meeting should, from 17 April 2026/30 April 2026¹, fix the remuneration of the Chair of the Management Board in the gross amount of HUF 195,000/month, the same as in the previous year, and the remuneration of members in the gross amount of HUF 155,000/month, again the same as in the previous year.

PROPOSED RESOLUTION:

The General Meeting has established that the remuneration of the Chairperson and other members of the Management Board shall be HUF 195,000/month, and HUF 155,000/month, respectively, as from 17 April 2026/30 April 2026¹.

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¹ According to the date of the General Meeting



**PROPOSAL AND A PROPOSED RESOLUTION
ON AGENDA ITEM 9 OF THE ANNUAL GENERAL MEETING
“ELECTION OF THE AUDITOR OF THE COMPANY, DETERMINATION OF HIS/HER REMUNERATION AND THE
MATERIAL ITEMS OF THE CONTRACT TO BE CONCLUDED WITH HIM/HER BASED ON THE PROPOSAL OF THE
AUDIT COMMITTEE”**

Regarding the item 9 on the agenda, in agreement with the opinion of the Audit Committee, the Management Board proposes that the General Meeting elect the audit firm BLUE RIDGE AUDIT HUNGARY Kft. as the Company’s continuing auditor for the financial year 2026 (for the period ending 30 April 2027). The Management Board proposes that Gábor Merkel be elected as the person responsible for carrying out the audit activities.

DRAFT RESOLUTION:

The General Meeting elects as the Company’s continuing auditor for the financial year 2026 (from 18 April 2026/1 May2026¹ to 30 April 2027)

Company data:

BLUE RIDGE AUDIT HUNGARY Korlátolt Felelősségű Társaság
Company registration number: 01-09-717568
Tax number: 13076858-2-41
Chamber of Auditors registration number: 004410
Registered office: H–1026 Budapest, Sodrás utca 5. 2. em. 1.

Data of natural person:

Gábor Merkel – Auditor, Member of the Hungarian Chamber of Auditors
Chamber of Auditors membership number: 007363
Home address: H-1138 Budapest, Jakab József utca 21. 2. em. 7.
Mother’s name: Mária Erzsébet Nagy
Date of birth: 15.11.1978
Tax ID: 8408601032

The Management Board has established that the maximum annual amount of the continuing auditor’s remuneration shall be HUF 8,307,000 + VAT in relation to the auditing of the stand-alone and consolidated annual reports, equally prepared in conformance to the EU IFRS. The other essential conditions of contracting with the continuing auditor shall be identical to the terms and conditions agreed earlier. The Management Board requests the Audit Committee to prepare the contract of the continuing auditor, and the Management Board to sign it.

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¹ According to the date of the General Meeting



**PROPOSAL AND DRAFT RESOLUTION
REGARDING AGENDA ITEM NO. 10 OF THE ANNUAL GENERAL MEETING,
“AMENDMENT OF THE ARTICLES OF ASSOCIATION OF THE COMPANY IN RELATION TO AGENDA ITEMS NO. 9”**

The present proposal of the Management Board proposes the amendment of the Articles of Association due to the election of the auditor for the 2026 Business Year within the framework of Agenda 9.

DRAFT RESOLUTION:

- 1. Pursuant to Resolution no. [*/2026.(IV.17.)/[*/2026.(IV.30.)¹ of the General Meeting, the General Meeting amends Article VIII.47.2 of the Company’s Articles of Association as follows (amendments marked in italics, underlined):**

“The Company’s Auditor shall be:

name of the company: BLUE RIDGE AUDIT HUNGARY Korlátolt Felelősségű
Társaság
registered office: H-1026 Budapest, Sodrás utca 5. 2. em. 1. ajtó
company registration number: 01-09-717568
registration number at the Chamber: 004410

Person in charge of auditing activities:

name: Gábor Merkel
name at birth: Gábor Merkel
mother’s maiden name: Erzsébet Mária Nagy
home address: H-1138 Budapest, Jakab József utca 21. 2. em. 7 ajtó
Registration no. at the Chamber: 007363
title as from: 18 April 2026/1 May 2026^{1*}
title until: 30 April 2027”

* * *

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¹ Depending on the date of the General Meeting

