



## SUBMISSIONS AND PROPOSALS FOR RESOLUTION

### EXTRAORDINARY GENERAL MEETING of OPUS GLOBAL Public Limited Company held on the 27<sup>th</sup> of August 2021 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 27<sup>th</sup> of August 2021.

#### **Agenda item No. 1**

#### **Decision on the election and remuneration of the Company's standing auditor.**

##### Submission to Agenda item No. 1:

The Board of Directors hereby informs the Esteemed Shareholders that in respect of the election the Company's new standing auditor the preliminary selection procedure was conducted by the Audit Committee in accordance with Regulation (EU) No. 537/2014 of the European Parliament and of the Council (hereinafter referred to as "Regulation"), in which the Audit Committee requested and reviewed several offers on auditing activities. Following the evaluation based on pre-defined set of criteria, within the recommendation of the Audit Committee submitted in accordance with the Regulation the Audit Committee classified the offer of Quercus Audit Könyvvizsgáló és Gazdasági Tanácsadó Kft. (seat of business: 8200 Veszprém, Radnóti tér 2. C. ép.; company registration number: 19-09-512226; hereinafter referred to as "Quercus Audit Kft.") as the most favourable offer, thus it proposes (supports) for the General Meeting to elect Quercus Audit Kft. as the new standing auditor for definite period of time starting from the date of adoption of the respective general meeting resolution until the date of the general meeting on which the annual report for the business year ending 31<sup>st</sup> of December 2022 will be accepted, but not later than 31<sup>st</sup> of May 2023, and with the remuneration up to a maximum amount of HUF 20,000,000. - +VAT per year, that is yearly twenty million Hungarian Forint and value-added



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

phone: +36 1 433 0700  
e-mail: [info@opusglobal.hu](mailto:info@opusglobal.hu)  
[www.opusglobal.hu](http://www.opusglobal.hu)

tax. The Quercus Audit Kft. is intended to appoint András József Tölgyes (mother's maiden name: dr. Katalin Zsilikó; address: 8200 Veszprém, Szajkó utca 14/B; registration number issued by the chamber of auditors: 005572) as the person bearing responsibility for the audit.

In line with the preference of the Audit Committee, the Board of Directors hereby proposes the adoption of the General Meeting Resolution as follows.

Proposal for resolution to Agenda item No. 1:

**General Meeting Resolution No. [•]/2021 (VIII.27.):**

Upon this resolution, the General Meeting shall hereby elect Quercus Audit Könyvvizsgáló és Gazdasági Tanácsadó Kft. (seat of business: 8200 Veszprém, Radnóti tér 2. C. ép.; company registration number: 19-09-512226; court of registration: Company Registry Court of Veszprém Regional Court; registration number issued by the chamber of auditors: 002651; hereinafter referred to as "Quercus Audit Kft.") as the new standing auditor of the Company for definite period of time starting from the date of adoption of the present resolution until the date of the general meeting on which the annual report for the business year ending 31<sup>st</sup> of December 2022 will be accepted, but not later than 31<sup>st</sup> of May 2023, and with the remuneration up to a maximum amount of HUF 20,000,000. - +VAT per year, that is yearly twenty million Hungarian Forint and value-added tax.

Furthermore, the General Meeting shall acknowledge that András József Tölgyes (mother's maiden name: dr. Katalin Zsilikó; address: 8200 Veszprém, Szajkó utca 14/B; registration number issued by the chamber of auditors: 005572) is appointed as the person bearing responsibility for the audit by Quercus Audit Kft.

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**Agenda item No. 2:**

**Decision on the authorization of the Board of Directors to acquire the Company's own shares – without exceeding five percent (5%) of the Company's share capital of all times – for an eighteen (18) month period of time**

Submission to Agenda item No. 2:

The Board of Directors hereby proposes for the Esteemed Shareholders to authorize the Board of Directors for a period of eighteen (18) months to acquire the ordinary shares issued by the Company with the face value of HUF 25. -, that is twenty-five Hungarian Forint, as the Company's own shares, in the maximum quantity not exceeding five percent (5 %) of the Company's share capital of all times. The own shares would be acquired with or without consideration, either on the stock exchange, through public offer, or through over-the-counter transactions, including by exercising rights ensured by financial instruments for acquiring own shares (e.g., call option, exchange right etc.). In case of an acquisition involving consideration, the lowest value of the consideration would be the amount equals to the closing price recorded by the Budapest Stock

Exchange prior to the day of the conclusion of the respective agreement reduced by thirty (30) percent, while the highest value of the consideration would be the amount equals to the closing price recorded by the Budapest Stock Exchange prior to the day of the conclusion of the respective agreement increased by thirty (30) percent.

The authorization would extend to all the related issues and resolutions which otherwise referred to the scope of the general meeting.

In line with the hereinabove, the Board of Directors hereby proposes the adoption of the General Meeting Resolution as follows.

Proposal for resolution to Agenda item No. 2:

**General Meeting Resolution No. [•]/2021 (VIII.27):**

Upon this resolution, the General Meeting shall hereby authorize the Board of Directors for a period of eighteen (18) months to acquire the ordinary shares issued by the Company with the face value of HUF 25. -, that is twenty-five Hungarian Forint, as the Company's own shares, in the maximum quantity not exceeding five percent (5 %) of the Company's share capital of all times. The own shares shall be acquired with or without consideration, either on the stock exchange, through public offer, or through over-the-counter transactions, including by exercising rights ensured by financial instruments for acquiring own shares (e.g., call option, exchange right etc.). In case of an acquisition involving consideration, the lowest value of the consideration shall be the amount equals to the closing price recorded by the Budapest Stock Exchange prior to the day of the conclusion of the respective agreement reduced by thirty (30) percent, while the highest value of the consideration shall be the amount equals to the closing price recorded by the Budapest Stock Exchange prior to the day of the conclusion of the respective agreement increased by thirty (30) percent. The authorization shall extend to all the related issues and resolutions which otherwise referred to the scope of the general meeting.

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06<sup>th</sup> of August 2021, Budapest

**OPUS GLOBAL**  
**Public Limited Company**  
Board of Directors