

OPUS GLOBAL NYRT.

Remuneration Report for 2021

PREPARED BY

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Remuneration Report

Pursuant to Section 9.6 of the Remuneration Policy adopted by the Board of Directors of **OPUS GLOBAL Nyilvánosan Működő Részvénytársaság** (1062 Budapest, Andrásy út 59., Company Registration Number: 01-10-042533) (the "**Company**") by Resolution No. 9/2020 (04.09.) in accordance with the provisions of Article 19 (1) of Act LXVII of 2019 on Encouraging Long-Term Shareholder Engagement and amendments of further regulations for harmonization (the "**HRSZTV**"), on behalf of the Company, hereby publishes its Remuneration Report for the financial year 2021 ("**Remuneration Report**" or "**Report**").

Introduction

The Company shall comply with the applicable legal provisions, including the provisions of the HRSZTV. Chapter IV.7, in particular § 17, the Company has adopted a remuneration policy with effect from 9 April 2020. ("**Remuneration Policy**"). The Remuneration Policy is published on the Company's website.

In accordance with HRSZTV. Article 19 (1) of the HRTRC and Clause 9.6 of the Remuneration Policy, an annual Remuneration Report is prepared by the Company. The report shall be clear and understandable and shall be capable of providing a comprehensive overview of all remuneration granted to or based on the results of the most recent financial year, in whatever form, to each director, including newly appointed directors, in accordance with the Remuneration Policy.

Pursuant to clauses 9.6 to 9.8 of the Remuneration Policy, the Company, through the Deputy Chief Executive Officer responsible for Corporate Governance, prepares a Remuneration Report annually, after the end of the financial year, no later than the publication of the notice of the Annual General Meeting, which is approved by the Board of Directors, based on the opinion of the Remuneration and Appointment Committee and the Supervisory Board, and thereafter submitted to the Annual General Meeting for a non-binding (advisory) vote. Prior to submitting the Remuneration Report to the General Meeting, the Auditor verifies that the Remuneration Report is in compliance with the Remuneration Policy, taking into account the provisions thereof, with the statutory requirements, and that it contains the information required by law. If the Auditor concludes that the Remuneration Report does not comply with the requirements, the Auditor will call on the Board of Directors to take the necessary action. If the errors or deficiencies are not corrected, the Auditor is entitled to inform the shareholders at the General Meeting of the errors or deficiencies detected and the action taken.

The Remuneration Report is prepared by the Board of Directors annually on the basis of a proposal by the Chairman of the Board of Directors or the Chief Executive Officer, approved by a simple majority vote and, after the audit by the Company's permanent auditor, submitted to the Annual General Meeting of Shareholders for an opinion and vote, together with the opinion of the Supervisory Board. The Remuneration Report shall include a description of all remuneration granted to the Directors in the previous financial year or based on the results of the previous financial year, in whatever form, in accordance with the Remuneration Policy, and taking in compliance with the applicable data protection rules specified in HRSZTV Article 19 (2) and (3). The Remuneration Report will be made publicly available by the Company on its website, free of charge, for a period of at least ten (10) years following the decision of the General Meeting.

Considering that the Company adopted the Remuneration Policy in 2020, it was applied for the first time in 2021. Accordingly, the Company will prepare and publish the Remuneration Report for the first time in 2022, presenting and evaluating the year 2021.

Interpretative provisions

The *institutional scope* of the Remuneration Policy covers OPUS GLOBAL Nyrt.

The Remuneration Policy lays down the rules related to the remuneration granted to Directors, i.e. the Executive Board and Senior Management, and regulates the Company's obligations to comply with the remuneration rules.

The *scope* of the Remuneration Policy covers Remuneration in its entirety, i.e. any payment or benefit granted by the Company to the relevant personnel (Directors) where it is in consideration of services rendered by any member of the Board of Directors. The scope of the remuneration policy also covers all remuneration received from the Company as the parent company and from companies belonging to the group comprising all its subsidiaries within the meaning of **Act C of 2000 on Accounting**. The amounts of remuneration disclosed are gross amounts and exclude taxes, social security contributions and other deductions.

The following positions in OPUS GLOBAL Nyrt are covered by the Remuneration Policy:

- a) the Chief Executive Officer
- b) the Deputy CEOs,
- c) members of the Board of Directors; and
- d) members of the Supervisory Board (hereinafter collectively referred to as "**Directors**")

This group includes the subsidiaries listed in Appendix 1 to this Remuneration Report.

Main elements of the Remuneration Policy

In the financial year 2021, the Company reported remuneration in accordance with the Remuneration Policy, did not deviate from the procedure for the implementation of the Remuneration Policy, paid all remuneration to the Directors in accordance with the provisions of the Remuneration Policy and in compliance with its rules, did apply the possibility of reclaim of variable remuneration.

Pursuant to point 7.1 of the Remuneration Policy, remuneration for Directors may only be fixed remuneration ("**Fixed Remuneration**") or performance-based remuneration ("**Performance-based Remuneration**"), with no third category of remuneration, i.e. all components of remuneration may be attributed to either Fixed Remuneration or Performance-based Remuneration.

According to Remuneration Policy 7.2, the amount of Fixed Remuneration must be sufficiently high to allow for a reduction of Performance Remuneration to zero. The Directors should not be dependent on the award of a Performance Award as the Company considers that it may encourage excessive short-term risk-taking, contrary to the Company's consolidation objectives.

In view of the above, the Company declares that currently, and thus for the year 2021, in accordance with the provisions of the Remuneration Policy, it applied a remuneration system for the Board of Directors *consisting exclusively of fixed remuneration elements*, without performance-based remuneration elements. Thus, the remuneration elements included in this Remuneration Report were allocated to the Directors under the Fixed Remuneration.

The rules on the remuneration of the members of the Board of Directors, the Supervisory Board (and the Audit Committee) were determined by the General Meeting of Shareholders at the time of their election. The resolutions of the General Meeting are available on the Company's website (www.opusglobal.hu). The rules on the remuneration of the members of the Management are set by the Board of Directors on the basis of a preliminary opinion and proposal of the Remuneration and Appointment Committee. The management of the Company consists of the Chief Executive Officer, the Deputy CEO for Operations and the Deputy CEO for Strategy and Corporate Governance.

The Directors who are responsible for the operational management of the Company, but are not members of the elected Executive Board (IG) and the Supervisory Board (SC), are employed as Senior Employees of the Company and their legal relationship is governed by the provisions of the Labour Code.

In the case of employees of the Company who are Directors, the remuneration policy and the setting of salaries are based on the duties and responsibilities of each senior employee (CEO, Deputy CEO's) as defined in the Articles of Association and the internal rules of responsibility.

Wages (the basic wage) are set on a market basis and at a level that is appropriate to attract and retain a competitive workforce, taking into account the need to ensure competitiveness.

Employees of the Company who are Directors are also entitled to receive an amount in accordance with the cafeteria rules applicable to employees of the Company as defined and to use a vehicle of a value and equipment commensurate with their position and duties. The use of motor vehicles for personal purposes is permitted.

The Company also provides Directors with the use of laptops and mobile phones in accordance with the relevant internal regulations and to the extent permitted.

The Company does not apply pension benefits, severance payments other than those provided for by the Labour Code or other termination benefits to Executive Employees, excluding amounts paid under an agreement to the effect that the employee may not be employed for a specified period of time in an organisation performing the same type of activity as the Institution.

Remuneration of the Directors of the Company in 2021

The remuneration of the Directors of the Company is determined in part by the following resolutions of the General Meeting:

- Resolution of the General Meeting No. 15/2017 (V.02.): “The General Meeting sets the remuneration of the members of the Board of Directors at HUF 200,000 (two hundred thousand) per month per person.”
- Resolution of the General Meeting No. 19/2017 (V.02.): “The General Meeting sets the remuneration of the members of the Supervisory Board at HUF 100,000 (one hundred thousand) per month per person.”
- Resolution of the General Meeting No. 23/2017 (V.02.) sets the remuneration of the members of the Audit Committee at HUF 100,000 (one hundred thousand) per month per person.

In accordance with the above resolutions, the Company has summarised the remuneration of its Directors for the year 2021 in the table below (gross HUF/year):

Name	Position	Basic wage based on the Labour Code	Honoraria fixed remuneration	Variable Performance-related pay and bonuses	Allowance for holding an office in a subsidiary under Act C of 2000	Total remuneration
Dr. Beatrix Mészáros	Chairperson of the Board of Directors:	-	2,400,000	-	32,727,273	35,127,273
József Vida	Member of the Directorate	-	2,400,000	-		2,400,000
Dr. Ádám Balog	Member of the Directorate	-	2,400,000	-		2,400,000
Tamás Halmi	Member of the Directorate	-	500 000	-	21,723,161	22,223,161
Zsigmond Járai	Member of the Directorate	-	800 000	-		800 000



Remuneration of the members of the Supervisory Board and Audit Committee of the Company in 2021

The Company has summarized the remuneration of the members of the Supervisory Board (SB) and Audit Committee (AC) for the year 2021 in the table below (gross HUF/year):

Name	Position	Basic wage based on the Labour Code	Honoraria fixed remuneration	Variable remuneration and bonuses	Allowance for holding an office in a subsidiary under Act C of 2000	Total remuneration
Tünde Konczné Kondás	SB, AC Chair	-	1,609,524	-	7,380,952	8,990,476
János Tima	SB, AC member	-	2,400,000	-	2,040,000	4,440,000
Dr. Éva Szilvia Gödör	SB, AC member	-	2,400,000	-	-	2,400,000
Dr. Egyedné dr. Orsolya Páricsi	SB, AC member	-	800 000	-	2,400,000	3,200,000



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Remuneration of the Company's Executive Officers in 2021

The Company has summarised the remuneration of the Executive Officers for the year 2021 in the table below (gross HUF/year) (the table excludes the item of the car and mobile phone provided for work and private use):

Name	Position	Basic wage based on the Labour Code	Honoraria fixed remuneration	Variable remuneration and bonuses	Allowance/bonus for holding an office in a subsidiary under Act C of 2000/	Cafeteria	Total remuneration	Relative proportion of fixed and variable remuneration
Attila Zsolt Dzsubák	CEO	42,000,000	-	-	-	439 992	42,439,992	-
Zsuzsanna Ódorné Angyal	Deputy CEO for Operations	30,000,000	-	9,000,000 ¹	1.630.000 ²	439 992	41,069,992	70-30%
Dr. András Csapó ³	Deputy Chief Executive Officer for Strategy and Corporate Governance	18,000,000	-	-	2,600,000	219 996	20,819,996	-

¹Zsuzsanna Ódorné Angyal's bonus for the year 2021 was financially settled in the year 2022

²Zsuzsanna Ódorné Angyal's bonus for the year 2021 was financially settled in the year 2022

³For Dr András Csapó, the remuneration information is related to a fraction of a year.

Other statements based on the HRSZTV

In accordance with the provisions of HRSZTV 19. § (2), the Company makes the following declarations:

- this Remuneration Report contains the total amount of all remuneration received by the Directors from the companies belonging to the group comprising the parent company and all its subsidiaries within the meaning of Act C of 2000 on Accounting, broken down into its components. Given that the Company has only applied Fixed Remuneration in accordance with its Remuneration Policy, it is not possible to provide the relative proportions of fixed and variable components of remuneration, a description of how total remuneration is in line with the adopted remuneration policy and how it contributes to the long-term performance of the Company, or information on how performance criteria have been applied. For the same reason, the Company is not in a position to provide information on the application of the claw-back option for variable remuneration.
- The Company shall comply with its obligation under Article 19 (2) (b) of the HRSZTV - the annual change in remuneration for the last five financial years, the development of the company's performance and the average remuneration of the company's non-executive employees over that period, expressed in full-time equivalents, and presented in a way that allows comparison - based on Article 29 (4) of the HRSZTV, in the first five financial years of application of the Remuneration Policy, i.e. from the financial year 2021, by applying the provision only to the already adopted Remuneration Policy, on the basis of which comparative data will be available from the financial year 2022 onwards, starting with the remuneration report for the financial year 2022.
- The Company declares that, in accordance with the provisions of the Remuneration Policy, it does not apply a share-based incentive plan and is therefore not in a position to disclose the number of shares and share options granted or offered, the main terms of legal practice, including the withdrawal rate and date, and changes thereto.
- It is hereby disclosed by the Company that no deviations from the procedure for the implementation of the Remuneration Policy and the provisions of the HREA have been made in accordance with Article 17 (5) of the Policy.
- For the year 2021, the Company will publish a Remuneration Report for the first time, in view of which the requirements included in the provisions of HRSZTV 19. § (3), based on which the Remuneration Report must include the way the Company took into account the general meeting of shareholders' vote on the Remuneration Report for the previous financial year, cannot be disclosed in this Remuneration Report, the Remuneration Report for the financial year 2022 will contain the information referred to first.

Appendix No. 1

Companies in the scope of consolidation	Core business activity	Country of registration
Mészáros Építőipari Holding Zrt.	Asset management (holding)	Hungary
Mészáros és Mészáros Ipari és Kereskedelmi Kft.	Other construction not elsewhere classified	Hungary
FELCSÚTI Ipari Park Kft.*	Sale and purchase of own properties	Hungary
R-KORD Építőipari Kft.	Production of other electric equipment	Hungary
RM International Zrt.	Railway construction	Hungary
R-KORD Network Kft.	Railway construction	Hungary
Mészáros M1 Nehézgépező Kft.	Vehicle rental	Hungary
Wamsler SE Háztartástechnikai Európai Rt.	Manufacturing of not electric household appliances	Hungary
Wamsler Haus- und Küchentechnik GmbH	Trade of equipment	Germany
Wamsler Bioenergy GmbH	Trade of equipment	Germany
Csabatáj Mezőgazdasági Zrt.	Miscellaneous activities	Hungary
KALL Ingredients Kereskedelmi Kft.	Manufacture of starches and starch products	Hungary
KALL Ingredients Trading Kereskedelmi Kft.	Wholesale of cereals, tobacco, sowing seeds and fodder	Hungary
TTKP Energiaszolgáltató Kft.	Steam service and air conditioning	Hungary
VIRESOL Kft.	Manufacture of starches and starch products	Hungary
MS Energy Holding AG	Asset management (holding)	Switzerland
MS Energy Holding Zrt.	Asset management (holding)	Hungary
OPUS TIGÁZ Zrt.	Gas supply	Hungary
TURULGÁZ Zrt.	Lease, operation of own and leased properties	Hungary
OPUS Energy Kft.	Asset management (holding)	Hungary
OPUS TITÁSZ Zrt.	Electricity distribution	Hungary
OBRA Ingatlankezelő Kft.	Lease, operation of own and leased properties	Hungary
Addition OPUS Zrt.	Asset management	Hungary
SZ és K 2005. Ingatlanhasznosító Kft.	Lease, operation of own and leased properties	Hungary
Takarékinfo Központi Adatfeldolgozó Zrt.	Data processing, web hosting	Hungary
KONZUM MANAGEMENT Kft.	Sale and purchase of own properties	Hungary
BLT Ingatlan Kft.	Asset management (holding)	Hungary
Zion Europe Ingatlanforgalmazó és Hasznosító Kft.	Lease, operation of own and leased properties	Hungary
KPRIA Magyarország Zrt.	Engineering activities and technical consultancy	Hungary
KZH INVEST Korlátolt Felelősségű Társaság	Asset management (holding)	Hungary
KZBF INVEST Vagyonkezelő Kft.	Asset management (holding)	Hungary
HUNGUEST Hotels Szállodaipari Zrt.	Hotel services	Hungary
Relax Gastro & Hotel GmbH	Hotel services	Austria
Hunguest Hotels Montenegro doo	Hotel services	Montenegro
Heiligenblut Hotel GmbH	Hotel services	Austria
Balatontourist Idegenforgalmi és Kereskedelmi Kft	Camping services	Hungary
BALATONTOURIST CAMPING Szolgáltató Kft.	Camping services	Hungary
Balatontourist Füred Club Camping Szolgáltató Kft.	Camping services	Hungary