

PROPOSALS AND DRAFT RESOLUTIONS FOR GENERAL MEETING

The board of directors of **EU-SOLAR Trading and Services Public Company Limited by Shares** (registered seat: 7630 Pécs, Kocsz street 127.; registration authority: Pécs County Court as Court of Registration; registration number: 02-10-060424; hereinafter: Company) has convened the extraordinary general meeting of the Company by invitation dated and published on 9 February 2024, with the following conditions.

Venue of the general meeting: **7630 Pécs, Kocsz street 127.**

Date and time of commencement of the general meeting: **10:00 a.m. on 12 March 2024**

In case of lack of quorum, venue of the reconvened general meeting: 7630 Pécs, Kocsz street 127.
In case of lack of quorum, date and time of commencement of the reconvened general meeting:
10:00 a.m. on 27 March 2024

Way of holding the general meeting: personal attendance of shareholders (or their authorized proxies)

The board of directors of the Company hereby publishes its proposals and draft resolutions related to the general meeting.

Agenda of the general meeting:

- 1. Amending chapter 8. of the articles of association of the Company**
- 2. Election of new members of the board of directors, and setting their remuneration**
- 3. Amending the articles of association of the Company regarding decisions made under item 2. of the agenda**

Agenda item no. 1.

Proposal:

The Chairman of the Meeting asks the general meeting to discuss proposal of the board of directors aiming at amendment of chapter 8. of the articles of association of the Company.

After thorough discussion of the proposal in question, the general meeting, by open vote, with [...] valid votes (related to [...] pieces of shares embodying [...]% of the share capital) – with [...] yes votes (that is [...]% of the valid votes, [...]% of the votes related to shares being represented in the general meeting and providing voting rights concerning the proposal in question, and [...]% of the votes related to all shares providing voting rights), [...] no votes (that is [...]% of the valid votes, [...]% of the votes related to shares being represented in the general meeting and providing voting rights concerning the proposal in question, and [...]% of the votes related to all shares providing voting rights) – and [...] abstentions (that is [...]% of the votes related to shares being represented in the general meeting and providing voting rights concerning the proposal in question, and [...]% of the votes related to all shares providing voting rights), makes the following resolution:

Draft resolution:

Resolution no. 1/2024. (III. 12.) of the general meeting

The general meeting amends title of chapter 8. of the articles of association of the Company as follows:

"8. Board of directors, chief executive officer"

The general meeting amends article 8.1. of the articles of association of the Company as follows:

"8.1. The board of directors consists of at least 3 (three), at most 5 (five) persons; its members, and among them, the chairman shall be elected by the general meeting. The board of directors shall adopt its own rules of procedure.

The general meeting amends article 8.12. of the articles of association of the Company as follows:

"8.12. Beside other matters set out by the law or this articles of association, the board of directors shall have the exclusive scope of authority and competence in the following issues:

- a) **setting up the working organisation of the company;**
- b) **adopting and amending by-laws of the company concerning its operation and organisation;**
- c) **adopting principles of internal control system, and annual reporting to the shareholders on operation of the aforesaid system;**
- d) **adopting principles of risk management, managing, operating, and annual measuring the efficiency of the related system;**
- e) **appointment of chief executive officer, director of compliance and director of finance of the company, and exercising employer's rights over the aforesaid employees;**
- f) **appointment of employees of the company entitled to represent and act on behalf of the company;**
- g) **adopting business plan of the company;**
- h) **decision on starting new business activities or terminating former business activities of the company;**
- i) **approval of any transaction not related to any business activity mentioned in the business plan of the company, when the total amount of the payment obligation resulting from the said transaction and other transactions from the same category concluded in the same calendar year exceeds HUF 50.000.000, that is fifty million forints (in case of transactions establishing long-term relationship, the amount of the payment obligation emerging in one year shall be taken into account);**
- j) **approval of any transaction not related to any business activity mentioned in the business plan of the company, when the total market value of the assets transferred by the said transaction and other transactions from the same category concluded in the same calendar year exceeds HUF 50.000.000, that is fifty million forints;**
- k) **approval of any transaction concluded with any related party as defined in Commission Regulation (EU) 2023/1803 on adopting certain international accounting standards in accordance with Regulation (EC) no. 1606/2002 of the European Parliament and of the Council [hereinafter: Commission Regulation (EU) 2023/1803], when the total amount of the payment obligation resulting from the said transaction and other transactions from the same category concluded in the same calendar year exceeds HUF 10.000.000, that is ten million forints (in case of transactions establishing long-term relationship, the amount of the payment obligation emerging in one year shall be taken into account);**
- l) **approval of any transaction concluded with any related party as defined in Commission Regulation (EU) 2023/1803, when the total market value of the assets transferred by the said transaction and other transactions from the same**

category concluded in the same calendar year exceeds HUF 10.000.000, that is ten million forints;

- m) making proposals concerning any matters belonging to the exclusive scope of authority and competence of the general meeting according to the relevant laws or this articles of association;*
- n) decision on acquisition of treasury shares, upon authorisation granted by the general meeting or by the law;*
- o) keeping the share register of the company."*

The general meeting adds the following new articles 8.15-8.20. to chapter 8. of the articles of association of the Company:

"8.15. The chief executive officer – between frames set out by this articles of association, resolutions of the general meeting and resolutions of the board of directors – shall manage daily operation and working organisation of the company. The chief executive officer shall have the exclusive scope of authority and competence in all the matters not falling under scope of authority and competence of the general meeting, the board of directors, the supervisory board or the audit committee.

8.16. The chief executive officer shall perform his/her duties under labour contract; employer's rights shall be exercised by the board of directors. When the chief executive officer is the member of the board of directors as well, he/she is not entitled to vote concerning matters related to exercising any employer's right. Over employees of the company not mentioned in point e) of article 8.12., and executive officers of subsidiaries of the company as defined in act on accounting, the employer's rights shall be exercised by the chief executive officer.

8.17. The chief executive officer monthly reports to the board of directors on his/her operation. The chief executive officer is obliged to inform the board of directors immediately about any extraordinary even affecting the operation of company. The chief executive officer is obliged to initiate convocation of session of the board of directors when decision of the board of directors is required in any matter.

8.18. The chief executive officer shall keep all information disclosed to him/her regarding his/her position – except for information affected by disclosure obligation – as business secret of the company.

8.19. The chief executive officer is not entitled to acquire shares of – apart from shares issued by public companies limited by shares – or to be executive officer, or member of the supervisory board, or employee of other company conducting the same business activity as the company or any of its subsidiaries as defined in act on accounting, except for the case when the board of directors previously approves this.

8.20. In case of obstruction of the chief executive officer, his/her duties shall be performed by a member of the board of directors or a deputy chief executive officer appointed by the board of directors."

Rules of the articles of association not mentioned in this resolution shall remain in full force and effect without any change.

Agenda item no. 2.

Proposal:

The Chairman of the Meeting asks the general meeting to discuss proposals of the board of directors aiming at election of new members of the board of directors.

After thorough discussion of the proposal in question, the general meeting, by open vote, with [...] valid votes (related to [...] pieces of shares embodying [...] % of the share capital) – with [...] yes

votes (that is [...]% of the valid votes, [...]% of the votes related to shares being represented in the general meeting and providing voting rights concerning the proposal in question, and [...]% of the votes related to all shares providing voting rights), [...] no votes (that is [...]% of the valid votes, [...]% of the votes related to shares being represented in the general meeting and providing voting rights concerning the proposal in question, and [...]% of the votes related to all shares providing voting rights) – and [...] abstentions (that is [...]% of the votes related to shares being represented in the general meeting and providing voting rights concerning the proposal in question, and [...]% of the votes related to all shares providing voting rights), makes the following resolution:

Draft resolution:

Resolution no. 2/2024. (III. 12.) of the general meeting

The general meeting elects Antal Botond Rencz (date of birth: 21 August 1969; mother's maiden name: Edit Végh; address: 1055 Budapest, Balassi Bálint street 7. 4th floor 1.) to member of the board of directors of the Company for an indefinite period, with joint right of representation, and asks the elected member to make a declaration on acceptance of the position, and concerning any conflict of interest, reason for exclusion, or prohibition related to him. The new member of the board of directors is not entitled to remuneration regarding this position.

After thorough discussion of the proposal in question, the general meeting, by open vote, with [...] valid votes (related to [...] pieces of shares embodying [...]% of the share capital) – with [...] yes votes (that is [...]% of the valid votes, [...]% of the votes related to shares being represented in the general meeting and providing voting rights concerning the proposal in question, and [...]% of the votes related to all shares providing voting rights), [...] no votes (that is [...]% of the valid votes, [...]% of the votes related to shares being represented in the general meeting and providing voting rights concerning the proposal in question, and [...]% of the votes related to all shares providing voting rights) – and [...] abstentions (that is [...]% of the votes related to shares being represented in the general meeting and providing voting rights concerning the proposal in question, and [...]% of the votes related to all shares providing voting rights), makes the following resolution:

Draft resolution:

Resolution no. 3/2024. (III. 12.) of the general meeting

The general meeting elects Gábor Tárai (date of birth: 15 August 1977; mother's maiden name: Ilona Balázs; address: 2030 Érd, Fűzfa street 89.) to member of the board of directors of the Company for an indefinite period, without the right of representation, and asks the elected member to make a declaration on acceptance of the position, and concerning any conflict of interest, reason for exclusion, or prohibition related to him. The new member of the board of directors is not entitled to remuneration regarding this position.

Agenda item no. 3.

Proposal:

The Chairman of the Meeting asks the general meeting to discuss proposal of the board of directors aiming at amendment of the articles of association of the Company with regard to decisions made under item 2. of the agenda.

After thorough discussion of the proposal in question, the general meeting, by open vote, with [...] valid votes (related to [...] pieces of shares embodying [...]% of the share capital) – with [...] yes votes (that is [...]% of the valid votes, [...]% of the votes related to shares being represented in the general meeting and providing voting rights concerning the proposal in question, and [...]% of the votes related to all shares providing voting rights), [...] no votes (that is [...]% of the valid votes, [...]% of the votes related to shares being represented in the general meeting and providing voting rights concerning the proposal in question, and [...]% of the votes related to all shares providing voting rights), makes the following resolution:

voting rights) – and [...] abstentions (that is [...]% of the votes related to shares being represented in the general meeting and providing voting rights concerning the proposal in question, and [...]% of the votes related to all shares providing voting rights), makes the following resolution:

Draft resolution:

Resolution no. 4/2024. (III. 12.) of the general meeting

The general meeting – with regard to resolutions no. 2/2024. (III. 12.) and 3/2024. (III. 12.) of the general meeting – adds the following new subarticles 8.2.4-8.2.5. to article 8.2. of the articles of association of the Company:

"8.2.4. Name: Antal Botond Rencz

**Address: 1055 Budapest, Balassi Bálint street 7. 4th floor 1.
member of the board of directors for an indefinite period.**

8.2.5. Name: Gábor Tárai

**Address: 2030 Érd, Fűzfa street 89.
member of the board of directors for an indefinite period."**

The general meeting – with regard to resolutions no. 2/2024. (III. 12.) and 3/2024. (III. 12.) of the general meeting – amends article 9.1. of the articles of association of the Company as follows:

"9.1. The chairman of the board of directors is entitled to represent and to sign on behalf of the company independently, while following members of the board of directors are entitled to represent and to sign on behalf of the company jointly:

- **Hortenzia Petréné Kárpáti, with any other member of the board of directors;**
- **Dr. András Petre, with any other member of the board of directors;**
- **Antal Botond Rencz, with any other member of the board of directors.**

Gábor Tárai, member of the board of directors, is not entitled to represent and to sign on behalf of the company."

Rules of the articles of association not mentioned in this resolution shall remain in full force and effect without any change.

Pécs, 16 February 2024

EU-SOLAR Plc.