

**DRAFT RESOLUTIONS OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF FOTEX HOLDING S.E. TO BE HELD AT 2:30 P.M. ON 18<sup>TH</sup> APRIL, 2024**

- I. The Chairman presents the reports established by the Board of Directors of the Company concerning the statutory annual accounts and the consolidated financial statements as at December 31<sup>st</sup>, 2023.**

**FIRST RESOLUTION**

vote for:  
vote against:  
abstentions:

After having heard the presentation by the Chairman of the reports established by the Board of Directors of the Company concerning the statutory annual accounts and the consolidated financial statements as at December 31<sup>st</sup>, 2023, the reports have been approved with [ ]% of the votes validly cast representing [ ]% of the Share Capital of the Company.

- II. The Chairman submits the reports established by the auditors concerning the Company's statutory annual accounts drawn-up in accordance with Lux GAAP and the Company's consolidated financial statements drawn-up in accordance with IFRS concerning the Company's financial year ending as at December 31<sup>st</sup>, 2023.**

**SECOND RESOLUTION**

vote for:  
vote against:  
abstentions:

The reports established by the auditors of the Company have been approved with [ ]% of the votes validly cast representing [ ]% of the Share Capital of the Company.

- III. The Meeting discusses the approval of the Company's statutory annual accounts (balance sheet, profit and loss account and the accompanying notes) as at December 31<sup>st</sup>, 2023 and the Company's consolidated financial statements as at December 31<sup>st</sup>, 2023 as presented by the Board of Directors of the Company.**

**THIRD RESOLUTION**

vote for:  
vote against:  
abstentions:

The Company's statutory annual accounts (the balance sheet, profit and loss account and the accompanying notes) as at December 31<sup>st</sup>, 2023 and the Company's consolidated financial statements as at December 31<sup>st</sup>, 2023 have been approved with [ ]% of the votes validly cast representing [ ]% of the Share Capital.

The total of the balance sheet of the statutory annual accounts as at December 31<sup>st</sup>, 2023 amounts to EUR 270,924,732.80 and the Company has made a loss which amounts to EUR (3,439,290.15).

The total of the balance sheet of the consolidated financial statements as at December 31<sup>st</sup>, 2023 amounts to EUR 206,225,323 and the consolidated net income amounts to EUR 8,763,074.

**IV. The meeting discusses the allocation of the results for the financial year ending as at December 31<sup>st</sup>, 2023.**

**FORTH RESOLUTION**

vote for:  
vote against:  
abstentions:

After due consideration, the Meeting decides to allocate the results for the financial year ending as at December 31<sup>st</sup>, 2023 as follows:

	<b>EUR</b>
Loss for the financial year	(3,439,290.15)
Profit brought forward from previous year(s)	187,275,126.98
Allocation to the legal reserve	0.00
Dividend (as per the fifth and sixth resolution)	Subject to shareholders' decision
Profit to be carried forward	

The proposal has been approved with [ ]% of the votes validly cast representing [ ]% of the Share Capital of the Company.

**V. The Meeting discusses the distribution of dividends on ordinary shares**

**FIFTH RESOLUTION**

vote for:  
vote against:  
abstentions:

The Meeting decides [not to / to] pay dividends to the shareholders holding ordinary shares of the Company for the year 2023 [in the amount of ].

The proposal has been approved with [ ]% of the votes validly cast representing [ ]% of the Share Capital of the Company.

**VI. The Meeting discusses the distribution of dividends on ordinary shares**

**SIXTH RESOLUTION**

vote for:  
vote against:  
abstentions:

The Meeting decides [not to / to] pay dividends to the shareholders holding dividend preference shares of the Company for the year 2023 [in the amount of ].

The proposal has been approved with [ ]% of the votes validly cast representing [ ]% of the Share Capital of the Company.

- VII. The Meeting discusses full discharge to be given to the members of the Board of Directors of the Company and to the members of the Audit Committee for the execution of their mandates for the financial year ending as at December 31<sup>st</sup>, 2023.**

**SEVENTH RESOLUTION**

vote for:  
vote against:  
abstentions:

The proposals to grant full discharge to the members of the Board of Directors of the Company and to the members of the Audit Committee for the execution of their mandates for the financial year ending as at December 31<sup>st</sup>, 2023 have been approved with [ ]% of the votes validly cast representing [ ]% of the Share Capital of the Company.

- VIII. The Meeting discusses the composition of the Board of Directors of the Company.**

**EIGHTH RESOLUTION**

After deliberation on the composition of the Board of Directors of the Company, the Meeting decides:

vote for:  
vote against:  
abstentions:

to accept with immediate effect, the appointment of Mr. Gábor VÁRSZEGI as director, born on December 25<sup>th</sup>, 1946 in Budapest (Hungary) with professional address at 28, avenue Pasteur, L-2310 Luxembourg. His mandate will expire at the annual general meeting of the shareholders of the Company called to approve the Company's annual accounts as at December 31<sup>st</sup>, 2024;

vote for:  
vote against:  
abstentions:

to accept with immediate effect, the appointment of Mr. Dávid VÁRSZEGI as director, born on November 19<sup>th</sup>, 1980 in Budapest (Hungary) with professional address at 28, avenue Pasteur, L-2310 Luxembourg. His mandate will expire at the annual general meeting of the shareholders of the Company called to approve the Company's annual accounts as at December 31<sup>st</sup>, 2024;

vote for:  
vote against:  
abstentions:

to accept with immediate effect, the appointment of Mr. Alan Joseph GRIFFITHS as director, born on June 17<sup>th</sup>, 1965 in Chesterfield (United Kingdom), with professional address at 28, avenue Pasteur, L-2310 Luxembourg. His mandate will expire at the annual general meeting of the shareholders of the Company called to approve the Company's annual accounts as at December 31<sup>st</sup>, 2024;

vote for:  
vote against:  
abstentions:

to accept with immediate effect, the appointment of Mr. Wiggert KARREMAN as director, born on September 19<sup>th</sup>, 1976 in Delft (The Netherlands), with professional address at 28, avenue Pasteur, L-2310 Luxembourg. His mandate will expire at the annual general meeting of the shareholders of the Company called to approve the Company's annual accounts as at December 31<sup>st</sup>, 2024;

vote for:  
vote against:  
abstentions:

to accept with immediate effect, the appointment of Mr. Martijn J. G. WINDELS as director, born on February 1<sup>st</sup>, 1978 in Ede (The Netherlands), with professional address at 28, avenue Pasteur, L-2310 Luxembourg. His mandate will expire at the annual general meeting of the shareholders of the Company called to approve the Company's annual accounts as at December 31<sup>st</sup>, 2024;

vote for:  
vote against:  
abstentions:

to accept with immediate effect, the appointment of Mr. Gábor MOCSKONYI as director, born on May 14<sup>th</sup>, 1983 in Orosháza (Hungary) with professional address at 28, avenue Pasteur, L-2310 Luxembourg. His mandate will expire at the annual general meeting of the shareholders of the Company called to approve the Company's annual accounts as at December 31<sup>st</sup>, 2024;

The proposals on the composition of the Board of Directors of the Company have been approved with [ ]% of the votes validly cast representing [ ]% of the Share Capital of the Company.

After deliberation on the remuneration of the members of the Board of Directors of the Company, the Meeting decides:

vote for:  
vote against:  
abstentions:

to pay to Mr. Gábor VÁRSZEGI, as director and chairman of the Board of Directors a director's fee of gross EUR 23,500 per quarter.

vote for:  
vote against:  
abstentions:

to pay to Mr. Dávid VÁRSZEGI, as director a director's fee of gross EUR 18,000 per quarter.

vote for:  
vote against:  
abstentions:

to pay to Mr. Alan Joseph GRIFFITHS, as director a director's fee of gross EUR 18,000 per quarter.

vote for:  
vote against:  
abstentions:

to pay to Mr. Wiggert KARREMAN, as director a director's fee of gross EUR 12,000 per quarter.

vote for:  
vote against:  
abstentions:

to pay to Mr. Martijn J. G. WINDELS, as director a director's fee of gross EUR 12,000 per quarter.

vote for:  
vote against:  
abstentions:

to pay to Mr. Gábor MOCSKONYI, as director a director's fee of gross EUR 12,000 per quarter.

The above-mentioned remunerations are unchanged in comparison with the previous year.

The proposals on the remuneration of the members of the Board of Directors of the Company have been approved with [ ]% of the votes validly cast representing [ ]% of the Share Capital of the Company.

**IX. The Meeting discusses the proposal on the composition of the Audit Committee of the Company and the proposal not to pay remuneration to its members.**

#### **NINETH RESOLUTION**

After deliberation on the appointment of the members of the Audit Committee of the Company, the Meeting decides:

vote for:  
vote against:  
abstentions:

to accept with immediate effect the appointment of Mr. Alan Joseph GRIFFITHS as member of the Audit Committee; his mandate will expire at the annual general meeting of the shareholders of the Company called to approve the Company's annual accounts as at December 31<sup>st</sup>, 2024;

vote for:  
vote against:  
abstentions:

to accept with immediate effect the appointment of Mr. Wiggert KARREMAN as member of the Audit Committee; his mandate will expire at the annual general meeting of the shareholders of the Company called to approve the Company's annual accounts as at December 31<sup>st</sup>, 2024.

vote for:  
vote against:  
abstentions:

to accept with immediate effect the appointment of Mr. Martijn J. G. WINDELS as member of the Audit Committee; his mandate will expire at the annual general meeting of the shareholders of the Company called to approve the Company's annual accounts as at December 31<sup>st</sup>, 2024.

The proposal on the composition of the Audit Committee of the Company has been approved with [ ]% of the votes validly cast representing [ ]% of the Share Capital of the Company.

After deliberation on the remuneration ("*tantièmes*") of the members of the Audit Committee of the Company, the Meeting decides:

vote for:

vote against:

abstentions:

not to allocate any remuneration ("*tantièmes*") to the members of the Audit Committee.

The proposal on the remuneration ("*tantièmes*") to the other members of the Audit Committee of the Company have been approved with [ ]% of the votes validly cast representing [ ]% of the Share Capital of the Company.

**X. No other items are tabled under the point "Miscellaneous".**