

Pursuant to Act V of 2013 on the Civil Code of Hungary (“**Civil Code**”), for the purpose of providing prior information to its shareholders, the Board of Directors of **ALTEO Energiaszolgáltató Nyilvánosan Működő Részvénytársaság** (registered office: H-1033 Budapest, Kórház utca 6-12; company registration number: 01-10-045985; “**Company**”) hereby publishes the

proposals for resolution

of its ordinary General Meeting to be held on April 19, 2022, and

the aggregated share and voting right figures.

The Board of Directors proposes the following agenda:

- 1 Decision on the acceptance of the Company’s separate financial statements (prepared in accordance with the IFRSs), the business (annual) report and the report of the Board of Directors prepared for the fiscal year 2021 according to the Hungarian Accounting Standards;
- 2 Decision on the acceptance of the Company’s consolidated financial statements prepared in accordance with IFRSs, the business (annual) report and the report of the Board of Directors prepared for the fiscal year 2021;
- 3 Decision on the acceptance of the corporate governance report prepared by the Board of Directors for submission to the Budapest Stock Exchange;
- 4 Decision on the Integrated Report of ALTEO Group for 2021;
- 5 Decision on the use of the 2021 profit after taxation;
- 6 Decision on the discharge that can be granted to the Directors of the Company;
- 7 Advisory vote on the Company’s Remuneration Report for 2021;
- 8 Presentation of the Board of Directors on the transactions entered into by the Company for its own shares;
- 9 Amendment of the authorization of the Board of Directors to buy the Company’s own shares, expiring on October 19, 2022;
- 10 Amendment of the Company’s Articles of Association with regard to the effective amendments of the Civil Code.

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Agenda Item 1

Decision on the acceptance of the Company’s separate financial statements (prepared in accordance with the IFRSs), the business (annual) report and the report of the Board of Directors prepared for the fiscal year 2021 according to the Hungarian Accounting Standards.

Concurrently with this proposal, the Board of Directors publishes the statement of financial position for the Company’s fiscal year ending on December 31, 2021, along with its separate financial statements and business (annual) report prepared in line with the provisions of the Accounting Act applicable to entities preparing their annual report according to the EU IFRSs and the report of the Board of Directors as well as the related reports of the auditor, the Supervisory Board and the Audit Committee.

Proposal for Resolution 1:

The Board of Directors proposes to the General Meeting to accept the statement of financial position, proposed for acceptance by the Company’s auditor, for the Company’s fiscal year ending on December 31, 2021, along with the separate financial statement (with a comprehensive income of HUF 6,262,118 thousand and with assets in total of HUF 34,833,009 thousand) and business (annual) report prepared in

line with the provisions of the Accounting Act applicable to entities preparing their annual report according to the EU IFRSs and the report of the Board of Directors as well as the relevant written reports of the auditor, the Audit Committee and the Supervisory Board.

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Agenda Item 2

Decision on the acceptance of the Company's consolidated financial statements prepared in accordance with the IFRSs, the business (annual) report and the report of the Board of Directors prepared for the fiscal year 2021.

Concurrently with this proposal, the Board of Directors publishes the Company's consolidated financial statements and business (annual) report for the 2021 fiscal year, prepared according to the IFRSs, along with the report of the Board of Directors and the related reports of the auditor, the Supervisory Board and the Audit Committee.

Proposal for Resolution 2:

The Board of Directors proposes to the General Meeting to accept the consolidated statement of financial position, proposed for acceptance by the Company's auditor, for the Company's fiscal year ending on December 31, 2021, along with the consolidated financial statement (with a comprehensive income of HUF 10,764,080 thousand and with assets in total of HUF 60,760,748 thousand) and business (annual) report prepared in accordance with the IFRSs, the report of the Board of Directors as well as the relevant written reports of the auditor, the Audit Committee and the Supervisory Board.

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Agenda Item 3

Decision on the acceptance of the corporate governance report prepared by the Board of Directors for submission to the Budapest Stock Exchange.

Based on the recommendations of the Budapest Stock Exchange Ltd., the Board of Directors has prepared, and publishes concurrently with this proposal, the Company's corporate governance report, which the Company's Supervisory Board proposes to accept.

Proposal for Resolution 3:

Based on the above, the Board of Directors proposes to the General Meeting to approve the corporate governance report on the Company's operation in 2021 submitted by the Board of Directors.

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Agenda Item 4

Decision on the Integrated Report of ALTEO Group for 2021.

The Board of Directors has prepared and – concurrently with this proposal – publishes the Integrated Report of ALTEO Group for 2021, which has been audited by the Company's auditor and which the Company's Supervisory Board proposes to accept.

Proposal for Resolution 4:

Based on the above, the Board of Directors proposes to the General Meeting to accept the Integrated Report of ALTEO Group for 2021.

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Agenda Item 5

Decision on the use of the 2021 profit after taxation.

Proposal for Resolution 5:

The Board of Directors proposes to the General Meeting to pay dividends from the free retained earnings supplemented with the profit after taxation of the Company in the previous fiscal year, calculated according to Section 39(3a) of Act C of 2000 on Accounting, and the subsidiary dividends established for 2021, which corresponds to HUF 103 gross per share at the time of the publication of this proposal (excluding own shares owned by the Company). Furthermore, the Board of Directors proposes that the General Meeting authorize the Board of Directors to adopt the resolutions specified in Article 18 of the Articles of Association, as well as to make any other decisions necessary in relation to the payment of dividends. The Board of Directors considered the following data in connection with the proposed resolution:

	12/31/2021 HUF thousand
Equity available for dividend:	
Retained earnings (reconciled)	(1 411 735)
Total profit/(loss) after taxation	6 262 118
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Equity available for distribution	4 850 383

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Agenda Item 6

Decision on the discharge that can be granted to the Directors of the Company.

Proposal for Resolution 6:

The Board of Directors proposes to the General Meeting to establish that in the fiscal year 2021, the Board of Directors performed its activities focusing on the interests of the Company, and therefore, based on Article 12.2(s) of the Articles of Association, the General Meeting should grant the Board of Directors the discharge mentioned in Section 3:117(1) of the Civil Code, according to the conditions included therein.

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Agenda Item 7

Advisory vote on the Company's Remuneration Report for 2021.

The Board of Directors has prepared and – concurrently with this proposal – publishes its remuneration report (hereinafter: “**Remuneration Report**”), based on the Company's remuneration policy consolidated with amendments on April 19, 2021 (hereinafter: “**Remuneration Policy**”) and Act LXVII of 2019 on the Encouragement of Long-Term Shareholder Engagement and the Amendment of Certain Acts with a View to Legal Harmonization (hereinafter: “**Act**”). In accordance with the provisions of the Act, the Company's auditor has verified that the Remuneration Report contains the information specified in Section 19 of the Act and has concluded that the Remuneration Report complies with statutory requirements and no further action was required by the Board of Directors. The Supervisory Board proposes to accept the Remuneration Report.

Proposal for Resolution 7:

Based on the above, the Board of Directors proposes to the General Meeting to accept the Remuneration Report for 2021.

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Agenda Item 8

Presentation of the Board of Directors on the transactions entered into by the Company for its own shares.

The Company launched an employee share award program, the details of which can be read in the Company's announcement published on the Company's official disclosure media on June 15, 2018. Based on the authorization of the Board of Directors of the Company, in December 2021, the CEO selected the employees to be rewarded by the Company in the employee share award program for their performance in 2021. As a result, the Company distributed 1,267 ALTEO ordinary shares (ISIN: HU0000155726; hereinafter: “**ALTEO ordinary share**”) in February 2022 (through transfer on February 4, 2022) to employees who were eligible under the Company's recognition plan.

As the founder of the ALTEO Employee Share Ownership Program Organization (hereinafter: “**ALTEO ESOP Organization**”), in December 2021 ALTEO transferred 409,000 ALTEO ordinary shares to the ALTEO ESOP Organization in order to ensure that the objectives identified in the ALTEO ESOP Organization's 2020 Remuneration Policy adopted on December 21, 2020 are achieved.

With a view to the above, since the last General Meeting until the date of the publication of this proposal, the Company acquired a total of 0 ALTEO ordinary shares, for which it paid a total amount of HUF 0,- (that is, zero Hungarian forints). The ALTEO ordinary shares acquired in the context of own share transactions account for 0% of the share capital.

The Company currently owns a total of 6,220 ALTEO ordinary shares, which will be used for implementing the remuneration policy of the ALTEO ESOP Organization, approved by the General Meeting.

Proposal for Resolution 8:

The Board of Directors proposes to the General Meeting to acknowledge and accept the information provided by the Board of Directors regarding the transactions involving the Company's own shares.

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Agenda Item 9

Extension of the authorization of the Board of Directors to buy the Company's own shares, expiring on October 19, 2022.

The Board of Directors hereby informs the General Meeting that the authorization of the Board of Directors to buy the Company's own shares, granted to the Board of Directors acting within the competence of the General Meeting in Resolution No. 8/2021. (IV.19.), expires on October 19, 2022. The Board of Directors requests the General Meeting to issue a new authorization for acquiring own shares, for a period of 18 (eighteen) months from the date of the resolution. The acquisition of own shares is necessary to ensure that

- the Company can operate the share-based incentive schemes launched in 2018; or
- the Company can exercise and perform certain contractual rights and obligations (e.g. options); or
- the Company can protect the shareholders from the negative consequences of a large package of shares potentially entering the market, and that the Company can acquire a large package of shares; or
- the own shares can be used for the purpose of acquisition, as consideration; or
- the Company can use its own shares for the purpose of providing funding or security, or for developing other investment schemes.

For the above reasons, the Board of Directors proposes to the General Meeting to provide the opportunity for buying the shares issued by the Company by authorizing the Board of Directors to enter into such transactions according to the following conditions.

Proposal for Resolution 9:

The Board of Directors proposes to the General Meeting to provide the Board of Directors with an authorization for a period of 18 (eighteen) months beginning on the day of the General Meeting, to adopt a resolution on the acquisition by the Company of the ownership of shares of all types and classes and of any face value, issued by the Company – supported by at least three quarters of the votes that can be cast by the members of the Board of Directors – and to enter into and perform such transactions for and on behalf of the Company, or to engage a third party for the conclusion of such transactions. The Board of Directors proposes that the number of shares that can be acquired based on the authorization should be equal to a number of shares with a total face value of no more than twenty-five per cent of the share capital, and the total face value of own shares owned by the Company may not exceed this rate at any time. The Company's own shares can be acquired for or without consideration, on the stock market and through public offering, or – unless the possibility is excluded by the law – in over-the-counter trading. In case of the onerous acquisition of own shares, the lowest amount of the consideration payable for a share should be HUF 1 (one Hungarian forint), and the highest amount should be HUF 4,000 (four thousand five hundred Hungarian forint).

Furthermore, the Board of Directors proposes to the General Meeting to extend the above authorization also to include share purchases by the Company's subsidiaries so as to enable the Company to authorize the management of any subsidiary of the Company by means of resolutions of the members or shareholders (resolutions adopted by the members' meeting or the general meeting) to acquire the shares issued by the Company according to a resolution adopted by the Board of Directors under the above authorization.

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Agenda Item 10

Amendment of the Company's Articles of Association with regard to the effective amendments of the Civil Code.

The Board of Directors hereby informs the General Meeting that, in view of the amendments to Act V of 2013 on the Civil Code (hereinafter “**Civil Code**”) effective as of January 1, 2022, it proposes to implement the following amendments to the Articles of Association of the Company:

Pursuant to Article 12.2(t) of the Articles of Association, making decisions on providing financial aid for acquiring shares issued by the Company on the basis of a proposal by the Board of Directors falls within the exclusive competence of the Company’s General Meeting.

Pursuant to the provision of Section 3:227(3) of the Civil Code, which entered into force on January 1, 2022, no decision of the General Meeting is required, and the provisions of Sections 3:227(1)-(2) do not apply to transactions which directly or indirectly facilitate the acquisition of shares by employees of a public limited company, including employees of companies in which such public limited company has a majority shareholding, or by organizations set up by employees for this purpose, or to transactions entered into by banks and other credit institutions in the ordinary course of their business. However, even under this provision, no financial aid may be provided if the equity capital of the public limited company is or would be less than the equity capital of the public limited company as a result of the financial aid.

Furthermore, Section 3:275(1) of the Civil Code has been amended with regard to the date and time of the repeated General Meeting, in view of which the provision of the Articles of Association which regulates the date of repeating an inquorate General Meeting in derogation of the provisions of the Civil Code is not void.

Proposal for Resolution 10:

Based on the above reasons, the Board of Directors proposes to the General Meeting to amend Article 12.2(t) of the Articles of Association of the Company accordingly in view of the legal amendments relating to financial aid and to set the date for repeating the inquorate General Meeting at least five days after the original date of the General Meeting, instead of at least ten days as stipulated in the Civil Code and Article 12.9 of the Articles of Association. The Board of Directors of the Company proposes to consolidate the above amendments to the Articles of Association. In order to inform the shareholders, the Company publishes the draft Articles of Association concurrently with this proposal for a resolution.

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The aggregated share and voting right figures:

The Company hereby publishes the aggregated figures for its shares existing at the time of convening the General Meeting, as well as the related voting rights.

Share series	Face value (HUF/share)	Number of shares issued	Total face value (HUF)
Ordinary shares of series “A”	12.5	19,386,274	242,328,425
Amount of share capital			242,328,425

Number of votes per share:

Share series	Number of shares issued	Number of own shares without voting rights	Number of own shares with voting rights	Voting right per share	Total voting rights
Ordinary shares of series "A"	19,386,274	6.220	19,380,054	1	19,380,054
Total	19,386,274	6.220	19,380,054	1	19,380,054

Budapest, March 25, 2022

Yours sincerely,

The Board of Directors of ALTEO Nyrt.

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