

Pursuant to Act V of 2013 on the Civil Code (“**Civil Code**”), for the purpose of providing preliminary information to 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 its

submissions and proposals for resolutions

for its extraordinary General Meeting to be held on April 3, 2023, as well as

the aggregated share and voting right figures.

The Board of Directors proposes the following agenda:

- 1 Amendment of the Company’s Articles of Association by deleting all sentences of Article 13.2 of the Articles of Association except for the first sentence of Article 13.2;
- 2 Acknowledging the resignation of the members of the Board of Directors of the Company, removing the members of the Board of Directors in the absence of resignation and electing the new members of the Board of Directors of the Company and fixing their remuneration;
- 3 Decisions on the discharge that can be granted to resigned or removed Board members;
- 4 Amendment of the Company’s Articles of Association by deleting the provision on the maximum number of members of the Supervisory Board from Article 14.1;
- 5 Removing the members of the Supervisory Board and the Audit Committee of the Company and electing the new members of the Supervisory Board and the Audit Committee of the Company and fixing their remuneration;
- 6 Reviewing the remuneration of the members of the Company's Board of Directors, Supervisory Board and Audit Committee and advisory vote on the Company's revised remuneration policy;
- 7 Amendment of the Company’s Articles of Association.

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On agenda item 1:

Amendment of the Company’s Articles of Association by deleting all sentences of Article 13.2 of the Articles of Association, except for the first sentence of Article 13.2.

The Board of Directors proposes that, apart from the first sentence of Article 13.2 of the Articles of Association, the remaining sentences of Article 13.2 of the Articles of Association be deleted.

In view of the above, the Board of Directors proposes to the General Meeting to adopt the following proposal for resolution:

Proposal for resolution 1:

The General Meeting amends Article 13.2 of the Articles of Association of the Company, with effect from the date of the adoption of this resolution by the General Meeting, as follows:

“13.2 The members of the Board of Directors are elected by the General Meeting for a definite term of up to five years.”

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On agenda item 2

Acknowledging the resignation of the members of the Board of Directors of the Company, removing the members of the Board of Directors in the absence of resignation, and electing the new members of the Board of Directors of the Company and fixing their remuneration.

The Board of Directors informs the General Meeting, in accordance with the announcement of the Company dated March 3, 2023, that Zsolt Müllner, Gyula Zoltán Mező, Ferenc Karvalits and Domonkos Kovács submitted their resignation from the Board of Directors to the Chairman of the Board of Directors of the Company on March 3, 2023. The resignations submitted by the Board members will take effect upon the acknowledgement of the resignation by the General Meeting and the election of new Board members. According to the resignations submitted by the members of the Board of Directors, the resignation of the members of the Board of Directors shall not take effect if the General Meeting of the Company does not acknowledge the resignation of the members of the Board of Directors by resolution and elect new members to the Board of Directors within 60 days of the date of the resignation.

Given that the mandate of the resigning members of the Board of Directors will remain in force if the new members of the Board of Directors are not elected within 60 days of the date of the resignation, the Board of Directors will not make a specific proposal regarding the new members of the Board of Directors, so the Honorable Shareholders may make a specific proposal at the General Meeting.

In view of the above, the Board of Directors proposes to the General Meeting to adopt the following proposals for resolutions:

Proposal for resolution 2:

In respect of members of the Board of Directors Zsolt Müllner, Gyula Zoltán Mező, Ferenc Karvalits and Domonkos Kovács – subject to and with effect from the election of the new members of the Board of Directors replacing the resigning members –

- the General Meeting acknowledges the resignation of the members of the Board of Directors whose resignation previously submitted to the Chairman of the Board of Directors of the Company has not been withdrawn by the date of this General Meeting and is valid; and
- the General Meeting removes the members of the Board of Directors whose resignation previously submitted to the Chairman of the Board of Directors of the Company has been withdrawn by the date of this General Meeting or is otherwise invalid.

Proposal for resolution 3:

The General Meeting elects the following persons as members of the Board of Directors of the Company with joint signatory powers for a fixed term of office until April 30, 2025:

- (i) [●] (mother's name: [●]; address: [●]);
- (ii) [●] (mother's name: [●]; address: [●]);
- (iii) [●] (mother's name: [●]; address: [●]);
- (iv) [●] (mother's name: [●]; address: [●]).

The authorized signatory rights of the members of the Board of Directors elected by this General Meeting resolution shall be governed by Article 17.1 of the Articles of Association.

The General Meeting declares that, with regard to the election of the new members of the Board of Directors to replace Zsolt Müllner, Gyula Zoltán Mező, Ferenc Karvalits and Domonkos Kovács, the mandate of Zsolt Müllner, Gyula Zoltán Mező, Ferenc Karvalits and Domonkos Kovács as members of the Board of Directors has ceased with effect from the date of the present resolution.

Proposal for resolution 4:

The General Meeting resolves that the members of the Board of Directors shall perform their duties at the same remuneration, i.e. gross monthly remuneration of HUF 300,000 for the Chairman of the Board of Directors and gross monthly remuneration of HUF 250,000 for the other members of the Board of Directors.

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On agenda item 3

Decisions on the discharge that can be granted to resigned or removed Board members.

The Board of Directors proposes to the General Meeting to declare, in the event of termination of the positions of Zsolt Müllner, Gyula Zoltán Mező, Ferenc Karvalits and Domonkos Kovács as members of the Board of Directors of the Company due to resignation or removal, that these persons have performed their duties as members of the Board of Directors with the best interests of the Company in mind until the date of termination of their positions, and in this regard grant them the discharge provided for in Section 3:117(1) of the Civil Code under the conditions set out therein.

In view of the above, the Board of Directors proposes to the General Meeting to adopt the following proposal for resolution:

Proposal for resolution 5:

The General Meeting declares that Zsolt Müllner, Gyula Zoltán Mező, Ferenc Karvalits and Domonkos Kovács have performed their duties as members of the Board of Directors with the best interests of the Company in mind until the date of termination of their positions and in this regard grant them the discharge provided for in Section 3:117(1) of Act V of 2013 on the Civil Code under the conditions set out therein.

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On agenda item 4:

Amendment of the Company's Articles of Association by deleting the provision on the maximum number of members of the Supervisory Board from Article 14.1

The Board of Directors proposes to the General Meeting to adopt the following proposal for resolution, given that the Board of Directors considers that the limitation of the maximum number of members of the Supervisory Board is no longer justified:

Proposal for resolution 6:

The General Meeting amends Article 14.1 of the Articles of Association of the Company, with effect from the date of the adoption of this resolution by the General Meeting, as follows:

“14.1 The Supervisory Board shall consist of a minimum of three persons, with the majority of its membership being independent in line with the relevant provisions of the Civil Code.”

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On agenda item 5:

Removing the members of the Supervisory Board and the Audit Committee of the Company and electing the new members of the Supervisory Board and the Audit Committee of the Company and fixing their remuneration

In view of the resignation of the members of the Board of Directors Zsolt Müllner, Gyula Zoltán Mező, Ferenc Karvalits and Domonkos Kovács, and in view of the fact that Péter Jancsó is not an independent member of the Supervisory Board of the Company, the Board of Directors proposes to the General Meeting to adopt a resolution to remove Péter Jancsó (mother's name: Jolán Vodnyánszky; permanent address: H-9022 Győr, Batthyány tér 6. 2. em. 3) from the Supervisory Board.

In view of the above, the Board of Directors proposes to the General Meeting to adopt the following proposal for resolution:

Proposal for resolution 7:

The General Meeting decides that Péter Jancsó (mother's name: Jolán Vodnyánszky; permanent address: H-9022 Győr, Batthyány tér 6. 2. em. 3. ajtó) is removed from his position on the Supervisory Board of the Company with effect from the date of this resolution.

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On agenda item 6

Reviewing the remuneration of the members of the Company's Board of Directors, Supervisory Board and Audit Committee and advisory vote on the Company's revised remuneration policy

The Board of Directors proposes to the General Meeting that in the event of the termination of the positions of Zsolt Müllner, Gyula Mező, Ferenc Karvalits and Domonkos Kovács as members of the Board of Directors and of Péter Jancsó as a member of the Supervisory Board and the election of the new members of the Board of Directors, Appendix 1 of the remuneration policy in force at the Company be amended in accordance with to the draft published by the Board of Directors as part of the submission together with the publication of the present proposals for resolutions.

In view of the above, the Board of Directors proposes to the General Meeting to adopt the following proposal for resolution:

Proposal for resolution 8:

The General Meeting decides to amend Appendix 1 of the remuneration policy in force at the Company in accordance with the proposal published by the Board of Directors, consolidating the amendments.

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On agenda item 7

Amendment of the Company's Articles of Association

On the basis of the resolutions of the General Meeting on agenda items 2 and 5 above, it is necessary to amend Articles 13.8 and 14.8 of the Articles of Association of the Company and to consolidate them with the amendments also adopted in connection with agenda items 1 and 4. In order to inform the shareholders, the Board of Directors will publish the draft Articles of Association as part of the submission, concurrently with this proposal for resolution.

In view of the above, the Board of Directors proposes to the General Meeting to adopt the following proposal for resolution:

Proposal for resolution 9:

The General Meeting, based on the resolutions of the General Meeting adopted on agenda items 2 and 5 above, amends Articles 13.8 and 14.8 of the Articles of Association of the Company accordingly and adopts them consolidated with the amendments also adopted on agenda items 1 and 4, as proposed by the Board of Directors in its submission.

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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	19,931,474	249,143,425
Amount of share capital			249,143,425

Number of votes per share:

Share series	Number of shares issued	Number of treasury shares without voting rights	Number of shares with voting rights	Voting right per share	Total voting rights
Ordinary shares of series "A"	19,931,474	4,309	19,927,165	1	19,927,165
Total	19,931,474	4,309	19,927,165	1	19,927,165

Budapest, March [10], 2023

Sincerely,

The Board of Directors of ALTEO Nyrt.