



**ENEFI ASSET MANAGEMENT PLC's**  
(1134 Budapest, Klapka utca 11.)

## REMUNERATION POLICY

based on the Act LXVII of 2019 on the encouragement of the long-term shareholder engagement and amendment of certain acts with a view to legal harmonization

*Accepted: 2021.07.09.*

Based on the Act LXVII of 2019 on the encouragement of the long term shareholder engagement and amendment of certain acts with a view to legal harmonization, **ENEFI Asset Management Plc.** (1134 Budapest, Klapka utca 11., hereinafter: "**Company**" or "**ENEFI**") determines and puts the below remuneration policy (hereinafter: "**Remuneration Policy**") to an advisory referendum to the General Meeting concerning the directors, Supervisory Board members, Chief Executive Officer and Deputy Chief Executive Officers.

## **1. Purpose of the Remuneration Policy**

The Remuneration Policy aims to contribute to the Company's business strategy, long-term interests and sustainability.

The Remuneration Policy and the payments established and made thereupon shall contribute to the Company's business strategy, long-term interests and sustainability by way of encouragement of managers that provides them with incentive for long-term value creation and implementation of the strategy announced by the Company.

## **2. Acceptance, amendment of the Remuneration Policy**

2.1. The Company's Board of Directors shall determine and put the Remuneration Policy to advisory vote by the General Meeting.

2.2. The Company shall remunerate the individuals under the Remuneration Policy only upon the Remuneration Policy that has been put to advisory vote by the General Meeting. If the General Meeting may refuse the proposed Remuneration Policy, the Company shall propose the revised Remuneration Policy to the next General Meeting for another advisory vote.

2.3. In case of a revision to the Remuneration Policy, that shall include the description and explanation of all relevant developments since the last vote by the General Meeting, and the presentation how the shareholders' opinion and vote on the Remuneration Policy and reports is being considered.

2.4. After the advisory voting on the Remuneration Policy by the General Meeting, after the repeated voting, if the Remuneration Policy has been rejected, the Company shall disclose the Remuneration Policy at the place of publications. The Company shall make the Remuneration Policy available within its validity period for free of charge.

2.5. On an exceptional and temporary basis, the Company may differ from the Remuneration Policy, in particular if this deviation from the Remuneration Policy is necessary for the purpose of the Company's long-term interests and sustainable operation or to ensure the viability thereof. The Company may differ from any element of the Remuneration Policy in this case. The derogation from the Remuneration Policy is subject to an approval by the Supervisory Board in case of directors and the Chief Executive Officer, by the Board of Directors in case of the Supervisory Board. The Company shall put the derogation to the agenda of the next General Meeting and shall inform the shareholders about the reasons for derogation.

2.6. The Company shall put the Remuneration Policy to the agenda of the General Meeting in case a significant change thereof, but at least quarterly.

### **3. Different fix and variable elements of the remuneration**

#### **3.1. BOARD OF DIRECTORS**

- The members of the Board of Directors receive honorarium.
- The Company shall make a proposal for the honorarium amount and that shall be determined by the General Meeting.
- The General Meeting of the Company may also accept other benefits (variable benefits, allocation of shares, etc.) for the Board of Directors,
- The members of the Board of Directors shall be entitled to the info-communication services necessary for the performance of their duties and to be reimbursed for their reasonable costs (eg travel costs, accommodation, etc.) incurred in connection with their board membership.
- The members of the Board of Directors shall be entitled to other low-value benefits (use of telephone, computer and other work aids devices).

#### **3.2. SUPERVISORY BOARD**

- The members of the Supervisory Board shall receive honorarium.
- The Company shall make a proposal for the honorarium amount and that shall be determined by the General Meeting.
- The General Meeting of the Company may also accept other benefits for the board members,
- The members of the Supervisory Board shall be entitled to the info-communication services necessary for the performance of their duties and to be reimbursed for their reasonable costs incurred in connection with their board membership.

#### **3.3. THE CHIEF EXECUTIVE OFFICER AND THE DEPUTY CHIEF EXECUTIVE OFFICERS**

- Basic salary and any other additional payments, remuneration that may be due on the basis of the Labour Code, which is determined, on the basis of negotiations with the employee, by the person who exercises the employer's rights.
- In addition to the above, the beneficiary is also entitled to cost reimbursement, company car, fuel reimbursement, info-communication services necessary for the performance of its duties, other low-value benefits (use of telephone, computer and other work aid devices).

3.4. If the Company awards share-based remuneration, the Remuneration Policy shall specify the vesting periods, the retention of vested shares where applicable, and shall also explain how the share-based remuneration contributes to the goals of the Remuneration Policy.

3.5. The Company does not currently have a share-based payment plan, the previous employee share plan has however not yet been completely closed, on the basis thereof, the Company may still make benefits to the beneficiaries based on its previously assumed obligations.

***3.6. Persons under the effect of the Remuneration Policy shall be eligible to receive remuneration as a consideration of their activity performed in companies in the corporate group of the Company.***

### **4. Remuneration Policy and the Company's employees**

The Company have considered the salaries and employment conditions of the employees

1. on the basis of the actual labour market conditions,
2. by establishing that in proportion to the degree of responsibility,
3. by taking into account ability and qualification,
4. assessing the situation of the Company, the importance of the position to be filled,
5. setting long-term employment targets,
6. by considering fluctuation and substitutability

during the development of the Remuneration Policy.

## **5. The remuneration contracts**

### **5.1. Board of Directors**

Establishment of legal relationship:	General Meeting resolution, assignment contract
Duration:	definite or indefinite period depending on the General Meeting resolution
Termination clause:	none, the termination is subject to the provisions of the Civil Code (a) upon expiry of assignment period in the case of a fixed-term mandate; (b) upon the occurrence of the condition in the case of an assignment with terminating condition; (c) upon recall; d) upon resignation; (e) upon the death or termination of an executive officer without legal successor; (f) upon the limitation of the executive officer's capacity within the extent necessary for the performance of his or her activities; (g) upon the occur of a ground for exclusion or for a conflict of interest with regard to the executive officer.)
Retirement Scheme:	The Company do not maintain a Retirement Scheme.
Notice period:	The General Meeting shall have the right to recall the member even with immediate effect. Members may resign at any time, but if the Company's operation requires, the resignation shall take effect upon the appointment or election of the new executive officer, failing that, no later than the sixtieth day upon such notification.
Payments upon termination:	Pro rata temporis settlement obligation.

### **5.2. Supervisory Board**

Establishment of the legal relationship:	General Meeting resolution, assignment contract
Duration:	definite or indefinite period depending on the General Meeting resolution
Termination clause:	none, the termination is subject to the provisions of the Civil Code (a) upon expiry of assignment period in the case of a fixed-term mandate; (b) upon the occurrence of the condition in the case of an assignment with terminating condition; (c) upon recall; d) upon resignation; (e) upon the death or termination of a executive officer without legal successor; (f) upon the limitation of the executive officer's capacity within the extent necessary for the performance of his or her activities; (g) upon the occur of a ground for exclusion or for a conflict of interest with regard to the executive officer.)

Retirement Scheme:	The Company do not maintain a Retirement Scheme.
Notice period:	The General Meeting shall have the right to recall the member even with immediate effect. Members may resign at any time, but if the Company's operation requires, the resignation shall take effect upon the appointment or election of the new executive officer, failing that, no later than the sixtieth day upon such notification.
Payments upon termination:	Pro rata temporis settlement obligation.

### **5.3.Chief Executive Officer, Deputy Chief Executive Officer**

Establishment of the legal relationship:	Employment contract
Duration:	Definite or indefinite period
Termination clause:	Termination cases under the Labour Code (termination, extraordinary termination, mutual agreement, expiry of definite period)
Retirement Scheme:	According to the Labour Code
Notice period:	1-6 months
Payments upon termination:	According to the Labour Code, payment subject to non-compete agreements, payment subject to the specific conditions in case of mutual agreement.

## **6. Determination, revision and implementation of the Remuneration Policy**

6.1. The Remuneration Policy and any amendments thereto shall be established and submitted to the General Meeting for an advisory vote by the Company.

6.2. The Board of Directors shall review its Remuneration Policy prior to convening the Annual General Meeting. If the Board of Directors may find an amendment to the Remuneration Policy necessary, it shall publish its proposal thereon together with the proposals to the General Meeting.

6.3. No remuneration committee is available at the Company.

6.4. The Board of Directors shall be responsible for the implementation of the Remuneration Policy and shall make its decisions in accordance with the applicable legislation, including the measures for the avoidance of or addressing the conflict of interests. The Supervisory Board of the Company shall be entitled to continuously monitor the implementation of the Remuneration Policy.

## **7. Remuneration report, the content and disclosure**

7.1. The Company shall annually prepare a remuneration report (hereinafter: „Remuneration report“). The Remuneration report shall provide a comprehensive overview of all the remuneration that was awarded in any kind for the individual directors in the previous business year or that shall be awarded upon the results thereof under the Remuneration Policy, including the directors newly assigned in the business year.

7.2. The Remuneration report shall contain the following information with regard to the remuneration of the individual directors:

- (a) total amount of remuneration with a breakdown into components, the relative proportions of fixed and variable components of remuneration, and a description of how the total remuneration is consistent with the adopted Remuneration Policy and how it contributes to the long-term performance of the Company, and information about the application of performance criteria,
- (b) the annual change in remuneration for at least the last five business years, the development of the Company's performance and the average remuneration of the Company's non-executive employees during that period, expressed in full-time equivalents and presented in a comparable manner,
- (c) all remuneration received from companies belonging to the same group that includes both the parent company and all the subsidiaries thereof under Act C of 2000 on Accounting,
- (d) the number of shares and share options granted or offered, the main conditions to exercise the rights, including the option price and date, and any changes thereto;
- e) information on the possibility to call the option to recover variable remuneration,
- (f) information on any derogation from the procedure for the implementation of the Remuneration Policy, including a description with regard to the nature of the exceptional circumstances and an indication of those specific elements that are concerned with the derogation.
- (g) a description of how the Company has taken into account the advisory voting of the General Meeting on the Remuneration report for the previous business year.

7.3. The Company's permanent auditor shall check whether the Remuneration report includes the statutory information. If the permanent auditor of the Company finds that the Remuneration report does not comply with the legislation, it shall call the directors of the Company to take the necessary measures. If the Remuneration report is not corrected, the permanent auditor of the Company shall be entitled to notify the shareholders at the next General Meeting about the detected error, the deficiency and the action it has taken.

7.4. For ten years from the advisory voting by the General Meeting the Company shall make the Remuneration report available for the public on its webpage for free of charge.

7.5. The directors of the Company shall take all necessary measures within their responsibility to ensure that the Remuneration report complies with the requirements and that it is made available for the public.

7.6. The Remuneration report shall contain the names and positions of the directors. The Remuneration report may not contain any special data on directors specified in the General Data Protection Regulation of the EU and in paragraph 3(3) of Act CXII of 2011 on the Right to Self-Determination as regards Information and Freedom of Information, as well as information describing the family status of the individual directors.

7.7. The Company may process the directors' data in the Remuneration report for the purpose of increasing the transparency of the directors' accountability and of improving the supervisory function of the shareholders on the directors' remuneration.

## **8. Final Provisions**

8.1. The Company shall not be obliged to disclose such information in its Remuneration Policy and in its Remuneration report the disclosure of which may seriously infringe its business interest, its right to business confidentiality.

**8.2. This Remuneration Policy has been approved by the General Meeting in its resolution No. 9/2021(07.09.) with 2.418.184 yes, 0 no and 0 abstain votes.**

8.3. This Remuneration Policy shall be effective from the date of its adoption and its provisions shall be applied from the financial year 2021.

ENEFI ASSET MANAGEMENT PLC.