

# OPUS GLOBAL NYRT.

## Remuneration Report Year 2023

<b>PREPARED BY</b>	<b>OPUS GLOBAL NYRT.</b>
<b>DATE</b>	<b>2 APRIL 2024</b>

## OPUS GLOBAL Nyrt.

### Remuneration Report

Pursuant to the Remuneration Policy adopted by the Board of Directors of **OPUS GLOBAL Nyilvánosan Működő Részvénytársaság** (1062 Budapest, Andrásy út 59., Company Registration Number: 01- 10- 042533) (the "**Company**") by Resolution No. 59/2022. (07.25.) of the Board of Directors, and adopted by the General Meeting by advisory vote by Resolution 2/2022. (VIII.17.) of the General Meeting in accordance with the provisions of Article 19 (1) of Act LXVII of 2019 on Encouraging Long-Term Shareholder Engagement and amendments of further regulations for harmonization (the "**HRSZTV**"), on behalf of the Company, the Board of Directors hereby publishes its Remuneration Report for the financial year 2023 (the "**Remuneration Report**" or the "**Report**").

### Introduction

The Company shall comply with the applicable legal provisions, including the provisions of the HRSZTV. Chapter IV.7, in particular § 17, the Company has adopted a remuneration policy with effect from 9 April 2020, which was amended with effect from 25 July 2022 (this amended Remuneration Policy is hereinafter referred to as: "**Remuneration Policy**"). The Remuneration Policy is published on the Company's website.

In accordance with HRSZTV. Article 19 (1) of the HRTRC of the Remuneration Policy, an annual Remuneration Report is prepared by the Company. The report shall be clear and understandable and shall be capable of providing a comprehensive overview of all remuneration granted to or based on the results of the most recent financial year, in whatever form, to each director, including newly appointed directors, in accordance with the Remuneration Policy.

An annual Remuneration Report is prepared by the Company, by way of the Director responsible for Corporate Governance, following the reporting year by no later than the publication of the notice of the Annual General Meeting, which is approved by the Board of Directors on the basis of the opinion of the Remuneration and Appointment Committee and the Supervisory Board and thereafter submitted to the General Meeting for a non-binding (advisory) vote. Prior to submitting the Remuneration Report to the General Meeting, the Auditor verifies that the Remuneration Report is in compliance with the Remuneration Policy, taking into account the provisions thereof, with the statutory requirements, and that it contains the information required by law. If the Auditor concludes that the Remuneration Report does not comply with the requirements, the Auditor will call on the Board of Directors to take the necessary action. If the errors or deficiencies are not corrected, the Auditor is entitled to inform the shareholders at the General Meeting of the errors or deficiencies detected and the action taken.

The Remuneration Report is prepared by the Board of Directors annually on the basis of a proposal by the Chairman of the Board of Directors or the Chief Executive Officer, approved by a simple majority vote and, after the audit by the Company's permanent auditor, submitted to the Annual General Meeting of Shareholders for an opinion and vote, together with the opinion of the Supervisory Board. The Remuneration Report shall include a description of all remuneration granted to the members of the Board of Directors, members of the Executive Board and strategic employees in the previous financial year or based on the results of the previous financial year, in whatever form, in accordance with the Remuneration Policy, and taking in compliance with the applicable data protection rules specified in HRSZTV Article 19 (2) and (3). The Remuneration Report will be made publicly available by the Company on its website, free of charge, for a period of at least ten (10) years following the decision of the General Meeting.

### Interpretative provisions

The *institutional scope* of the Remuneration Policy covers OPUS GLOBAL Nyrt.

The Remuneration Policy lays down the rules related to the remuneration granted to Directors, i.e. the Executive Board and Senior Management, and regulates the Company's obligations to comply with the remuneration rules.

The *scope* of the Remuneration Policy covers Remuneration in its entirety, i.e. any payment or benefit granted by the Company to the relevant personnel where it is in consideration of services rendered by any member of the Board of Directors. The scope of the remuneration policy also covers all remuneration received from the Company as the parent company and from companies belonging to the group comprising all its subsidiaries within the meaning of [Act C of 2000 on Accounting](#). The amounts of remuneration disclosed are gross amounts and exclude taxes, social security contributions and other deductions.

The following positions in OPUS GLOBAL Nyrt are covered by the Remuneration Policy:

- a) the Chief Executive Officer,
- b) the Deputy CEO,
- c) members of the Board of Directors; and
- d) members of the Supervisory Board and the Audit Committee.

(hereinafter jointly referred to as: "Directors")

The group includes the subsidiaries listed in Appendix 1 to this Remuneration Report.

## Main elements of the Remuneration Policy

In the financial year 2023, the Company reported remuneration in accordance with the Remuneration Policy, did not deviate from the procedure for the implementation of the Remuneration Policy, paid all remuneration to the executive officers in accordance with the provisions of the Remuneration Policy and in compliance with its rules, did apply the possibility of reclaim of variable remuneration.

According to point 7.1 of the Remuneration Policy, remuneration shall exclusively consist of fixed and variable remuneration elements as set out in the Remuneration Policy.

According to Point 7.2. of the Remuneration Policy, the amount of fixed remuneration shall be sufficiently high to allow for the reduction of performance-related variable remuneration elements even to zero. The Directors should not be dependent on the variable remuneration elements as the Company considers that it may encourage excessive short-term risk-taking, contrary to the Company's consolidation objectives.

In view of the above, the Company declares that currently, and thus for the year 2023, in accordance with the provisions of the Remuneration Policy, it applied a remuneration system for the Board of Directors *consisting of fixed and performance-based remuneration elements*.

The rules on the remuneration of the members of the Board of Directors, the Supervisory Board (and the Audit Committee) were determined by the General Meeting of Shareholders at the time of their election. The resolutions of the General Meeting are available on the Company's website ([www.opusglobal.hu](http://www.opusglobal.hu)). As a result of the amendment of the Articles of Association of the Company on 17 August 2022, the rules for the remuneration of the CEO within the members of the Management shall be determined by the Board of Directors on the basis of the preliminary opinion and proposal of the Remuneration and Appointment Committee. The management of the Company is comprised of the CEO and the Deputy CEO.

The Directors who are responsible for the operational management of the Company, but are not members of the elected Executive (BD) and the Supervisory Boards (SC), are employed as Senior Employees of the Company and their legal relationship is governed by the provisions of the Labour Code.

In the case of employees of the Company who are Directors, the remuneration policy and the setting of salaries are based on the duties and responsibilities of each senior employee (CEO, Deputy CEO's) as defined in the Articles of Association and the internal rules of responsibility. Wages (the basic wage) are set on a market basis and at a level that is appropriate to attract and retain a competitive workforce, taking into account the need to ensure competitiveness.

Executive employees of the Company are also entitled to receive an amount in accordance with the cafeteria rules applicable to employees of the Company as defined and to use a vehicle of a value and equipment commensurate with their position and duties. The use of motor vehicles for personal purposes is permitted.

The Company shall also provide its employed executives with the use of laptops and mobile phones in accordance with the relevant internal regulations and to the extent permitted.

The Company does not apply pension benefits, severance payments other than those provided for by the Labour Code or other termination benefits to Executive Employees, excluding amounts paid under an agreement to the effect that the employee may not be employed for a specified period of time in an organisation performing the same type of activity as the Company.

The Company shall provide for the possibility, in respect of Executive Employees, to award an extraordinary bonus of up to 100% of the Director's annual base salary in the event of outstanding, exceptional performance by the Director, or performance and achievement which are wholly or partly outside the scope of his/her duties and/or the successful achievement of predetermined objectives, by the employer.

### Remuneration of members of the Company's Executive Board in 2023

The remuneration of the members of the Executive Board of the Company is determined in part by the following resolutions of the General Meeting:

#### BOARD OF DIRECTORS:

- Resolution No. 9/2022 (IV.29.) of the General Meeting, Resolution No. 10/2022 (IV.29.) of the General Meeting, Resolution No. 11/2022 (IV.29.) of the General Meeting, Resolution No. 12/2022 (IV.29.) of the General Meeting, Resolution No. 13/2022 (IV.29.), Resolution No. 14/2022 (IV.29.) of the General Meeting, and Resolution No. 15/2022 (IV.29.) of the General Meeting set the remuneration of the current members of the Board of Directors (József Vida, dr. Koppány Tibor Lélfa, Balázs Torda, Ádám Détári-Szabó, Zoltán Péter Németh, Szabolcs Makai, László Görbedi) at HUF 200,000 (i.e. two hundred thousand) per month per person.

#### SUPERVISORY BOARD:

- Resolution No. 16/2022 (IV.29.) of the General Meeting, Resolution No. 17/2022 (IV.29.) of the General Meeting, Resolution No. 18/2022 (IV.29.) of the General Meeting, Resolution No. 3/2022 (XI.10.) of the General Meeting set the remuneration of the current members of the Supervisory Board (Tünde Konczné Kondás, dr. Éva Szilvia Gödör, János Tima, Katalin Keresztyénné Deák) at HUF 100,000 (i.e. one hundred thousand) per month per person.

**AUDIT COMMITTEE:**

- Resolution No. 20/2022 (IV.29.) of the General Meeting, Resolution No. 21/2022 (IV.29.) of the General Meeting and Resolution No. 4/2022 (XI.10.) of the General Meeting set the remuneration of the current members of the Audit Committee (János Tima, Katalin Keresztyénné Deák and Dr. Éva Szilvia Gödör) at HUF 100,000 (i.e. one hundred thousand) per month.

In accordance with the above resolutions, the Company has summarised the remuneration of the members of the Board of Directors for the year 2023 in the table below (gross HUF/year):

Name	Position	Basic wage based on the Labour Code	Honoraria fixed remuneration	Allowance under the Employee Benefits (Cafeteria) Rules	Variable Performance-related pay and bonuses	Allowance for holding an office/having a legal relationship in a subsidiary under Act C of 2000	Total remuneration
József Vida	Chairperson of the Board of Directors	-	HUF 2,400,000		-	-	HUF 2,400,000
Dr. Koppány Tibor Lélfa	CEO, Member of the Board of Directors	HUF 66,000,000	HUF 2,400,000	HUF 6,880,150		HUF 4,800,000	HUF 80,080,150
Ádám Détári-Szabó	Member of the Board of Directors	-	HUF 2,400,000		-	HUF 51,737,076	HUF 54,137,076
Balázs Torda	Member of the Board of Directors	-	HUF 2,400,000		-	HUF 82,996,466	HUF 85,396,466
Szabolcs Makai	Member of the Board of Directors	-	HUF 2,400,000		-	HUF 9,750,000	HUF 12,150,000
László Görbedi	Member of the Board of Directors	-	HUF 2,400,000		-	HUF 54,054,000	HUF 56,454,000
Zoltán Péter Németh	Member of the Board of Directors	-	HUF 2,400,000		-	HUF 49,190,000	HUF 52,006,776

### Remuneration of members of the Supervisory Board and Audit Committee of the Company in 2023

The Company has summarized the remuneration of the members of the Supervisory Board and Audit Committee for the year 2023 in the table below (gross HUF/year):

Name	Position	Basic wage based on the Labour Code	Honoraria fixed remuneration	Variable remuneration and bonuses	Allowance for holding an office/having a legal relationship in a subsidiary under Act C of 2000	Total remuneration
Tünde Konczné Kondás	SB Chairperson	-	HUF 1,200,000	-	HUF 8,400,000	HUF 9,600,000
János Tima	SB AB member	-	HUF 2,400,000	-	-	HUF 2,400,000
Dr. Éva Szilvia Gődör	SB AB member	-	HUF 2,400,000	-	-	HUF 2,400,000
Katalin Keresztyénné Deák	SB member AB Chairperson	-	HUF 2,400,000	-	-	HUF 2,400,000

### Remuneration of the Company's other Executive Officers in 2023

The Company has summarised the remuneration of the Executive Officers for the year 2023 in the table below (gross HUF/year) (the table excludes the item of the car and mobile phone provided for work and private use):

Name	Position	Basic wage based on the Labour Code	Honoraria fixed remuneration	Variable remuneration and bonuses	Allowance for holding an office/having a legal relationship in a subsidiary under Act C of 2000/	Allowance under the Employee Benefits (Cafeteria) Rules	Total remuneration
Attila Medgyesi	Deputy CEO	HUF 36,960,000	-	-	HUF 1,532,143	HUF 4,019,200	HUF 42,511,343

### Other statements based on the HRSZTV

In accordance with the provisions of HRSZTV 19. § (2), the Company makes the following statements:

- this Remuneration Report contains the total amount of all remuneration received by the executive officers from the companies belonging to the group comprising the parent company and all its subsidiaries within the meaning of Act C of 2000 on Accounting, broken down into its components. The Company applied only the remuneration set out in its Remuneration Policy for both 2022 and 2023.
- The Company shall comply with its obligation under Article 19 (2) (b) of the HRSZTV - the annual change in remuneration for the last five financial years, the development of the company's performance and the average remuneration of the company's non-executive employees over that period, expressed in full-time equivalents, and presented in a way that allows comparison - based on Article 29 (4) of the HRSZTV, in the first five financial years of application of the Remuneration Policy, i.e. from the financial year 2021, by applying the provision only to the already adopted Remuneration Policy, on the basis of which comparative data will be presented from the financial year 2022 onwards, starting with the remuneration report for the financial year 2022. The average remuneration of the Company's employees in 2023 was HUF 1,579,000, average remuneration increased by 23.8%. The increase is mainly due to the reduction of the Company's outsourced activities, which resulted in a change in the employee structure and a higher demand for qualified/experienced staff. Higher wage demand due to the high inflationary environment also contributed to the increase.

Remuneration of the Company's directors:

- for the members of the Board of Directors, the Supervisory Board and the Audit Committee, there have been no changes in the period since the first remuneration report, with the members of the Board of Directors receiving a gross monthly fee of HUF 200,000 and the members of the Supervisory Board and the Audit Committee receiving a gross monthly fee of HUF 100,000.
- The average gross salary paid to the CEO and Deputy CEOs was HUF 3,300 thousand in 2023 and HUF 4,290,000, which is a decrease of 11.47%, due to the restructuring of management.
- The Company declares that, in accordance with the provisions of the Remuneration Policy, it does not apply a share-based incentive plan and is therefore not in a position to disclose the number of shares and share options granted or offered, the main terms of legal practice, including the withdrawal rate and date, and changes thereto.

- It is hereby disclosed by the Company that no deviations from the procedure for the implementation of the Remuneration Policy and the provisions of the HRSZTV have been made in accordance with Article 17 (5) of the Policy.
- The Company has published its remuneration report for the first time in the year 2021, so in view of the requirement under Section 19 (3) of the HRSZTV that the remuneration report must include how the General Meeting's advisory vote on the remuneration report for the previous financial year was taken into account by the Company, the Company is presenting it for the second time in this remuneration report. The Company shall act in accordance with the public remuneration policy adopted by the General Meeting - by advisory vote - by preparing a remuneration report for the previous financial year, which shall be submitted to the General Meeting for advisory vote. The remuneration report for the year 2022 was adopted by the General Meeting without any changes.

The Company's Remuneration Committee has reviewed the Remuneration Policy and has recommended that changes in the organisation be reflected, and therefore the amendment to the Remuneration Policy will be submitted for approval at the 2024 Annual General Meeting.

## Appendix No. 1

Mészáros és Mészáros Ipari, Kereskedelmi és Szolgáltató Zrt.
Mészáros Hrvatska d.o.o
R-KORD Építőipari Kft.
RM International Zrt.
Wamsler SE Háztartástechnikai Európai Rt.
Wamsler Haus- und Küchentechnik GmbH
Wamsler Bioenergy GmbH
Csabatáj Mezőgazdasági Zrt.
KALL Ingredients Kereskedelmi Kft.
KALL Ingredients Trading Kereskedelmi Kft.
TTKP Energiaszolgáltató Kft.
VIRE SOL Kft.
MS Energy Holding AG
MS Energy Holding Zrt.
OPUS TIGÁZ Zrt.
TURULGÁZ Zrt.
Gerecsegáz Zrt.
OPUS TITÁSZ Zrt.
OPUS E-LINE Kft.
OBRA Ingatlankezelő Kft.
HUNGUEST Hotels Szállodaipari Zrt.
Balatontourist Idegenforgalmi és Kereskedelmi Kft
BALATONTOURIST CAMPING Szolgáltató Kft.
Relax Gastro & Hotel GmbH
Hunguest Hotels Montenegro d.o.o
Heiligenblut Hotel GmbH