

Proposal to the 2026 ordinary annual General Meeting of Budapesti Ingatlan Hasznosítási és Fejlesztési Nyrt.



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Budapesti Ingatlan Hasznosítási és Fejlesztési Nyrt. (registered office: 1065 Budapest Bajcsy-Zsilinszky út 57.; hereinafter: the “Company”) hereby informs its shareholders and the market players of the money and capital market that the Board of Directors has prepared its proposals for the annual General Meeting to be held on 30th April 2026, and publishes the same together with its motions pertaining to the individual agenda items.

Place and date of the general meeting: 30 April 2026, 10:00 a:m, Bajcsy Zsilinszky út 57. II. emelet (Flórián Udvar Office Building). the notice of meeting was posted on 27 March 2026. Closing of the Record of Shareholders: 28 April 2026, closing date of the shareholder identification: 23 April 2026.

Agenda item No. 1:

- Report of the Board of Directors on the business activity of the Company in 2025
- Report of the Auditor on the Company’s Separate and Consolidated Annual Financial Statements for 2025 prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union and the related Business (Management) Reports
- Report of the Audit Committee on the Report of the Board of Directors on the business activity of the Company in 2025 and on the Company’s Separate and Consolidated Annual Financial Statements for 2025 prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union and the related Business (Management) Reports.
- Approval of the Report of the Board of Directors on the business activity of the Company in 2025 and the Company’s Separate and Consolidated Annual Financial Statements for 2025 prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union and the related Business (Management) Reports
- Decision on the distribution of after-tax profit of 2025 and the dividend against the profit of 2025

With regard to the fact that the Company is a regulated real estate investment company as defined in Act CII of 2011 on Regulated Investment Companies (hereinafter: the REIT Act), the Company proposes, pursuant to paragraph c) of Section (3) of Article 3 of the REIT Act, that *the Annual General Meeting should approve the payment of dividend of an amount corresponding, as a minimum, to the expected amount and that such dividend should be paid, subject to approval, within 30 trading days from the approval of the accounting report, provided that if the amount of the retained cash of the regulated real estate investment company does not reach the amount of the expected dividend, then the management proposes the payment of at least 90% of the amount of retained cash as dividend.*

Taking into account the relevant provisions of the REIT Act, the Board of Directors proposes the payment of a dividend of HUF 5,176,041 thousand – corresponding to the expected dividend according to the REIT Act – from the disposable profit for the year and from the retained earnings generated in the current year, based on the Company’s audited Separate Annual Financial Statements for 2025 prepared in accordance with International Financial Reporting Standards (IFRS) adopted by the European Union.

If the general meeting does not vote on the above dividend payment proposal, the Board of Directors, taking into account the Company’s ongoing and planned developments, proposes the payment of a dividend of HUF 2,752,458,010, HUF 10 per share, from the disposable profit for the year, based on the Company’s audited Separate Annual Financial Statements for 2025 prepared in accordance with International Financial Reporting Standards (IFRS) adopted by the European Union. During the above dividend calculation, the Company has already distributed the dividend on its own shares among the shareholders entitled to the dividend in proportion to the nominal value of their shares. The latter proposal of the Board of Directors, taking into account the Company’s ongoing and planned developments, includes a dividend of an amount at which the developments and investments can proceed with the dynamism they have had so far.

At the same time, the Board of Directors draws the attention of the Dear Shareholders that, in view of the ongoing and planned developments of the Company, the general meeting may decide not to pay dividends for the year 2025 for the purpose of creating reserves.

If the General Meeting of the Company decides to pay dividend, the Board of Directors shall publish a notice with the detailed conditions and process for the payment of the dividend after the general meeting. The closing date to be indicated in the notice on the annual general meeting of 2026 deciding on the payment of dividend shall be set out in the notice of the Board of Directors regarding the dividend payment.

The major financial data of the Company's audited Separate Annual Financial Statements for 2025 prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union are as follows (data in thousand HUF):

Total assets:	107,853,736
Equity:	85,219,777
Sales revenues:	11,456,078
Profit before taxes:	10,539,587
Retained earnings:	10,492,184

The Board of Directors proposes that the general meeting adopt the Report of the Board of Directors attached in Annex 1 and the audited Separate Annual Financial Statements of the Company for 2025 prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union and the related Business (management) Report attached in the Annex.

Based on the Auditor's Report attached in Annex 3, the Auditor proposes the adoption of the Separate Annual Financial Statements of the Company for 2025 prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union.

In the Report of the Audit Committee attached in Annex 5, the Audit Committee proposes the adoption of the Report of the Board of Directors and the audited Separate Annual Financial Statements of the Company for 2025 prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union and the related Business (management) Report.

The major data of the Company's audited Consolidated Annual Financial Statements for 2025 prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union are as follows (data in thousand HUF):

Total assets:	110,682,020
Equity:	86,141,401
Sales revenues:	14,902,313
Profit before taxes:	10,935,216
Retained earnings:	10,817,213

The Board of Directors proposes that the general meeting adopts the audited Consolidated Annual Financial Statements of the Company for 2025 prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union and the related Consolidated Business (management) Report, attached in the Annex.

Based on the Auditor's Report attached in Annex 4, the Auditor proposes the adoption of the Consolidated Annual Financial Statements of the Company for 2025 prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union.

In the Report of the Audit Committee attached in Annex 5, the Audit Committee proposes the adoption of the audited Consolidated Annual Financial Statements of the Company for 2025 prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union, and the related Consolidated Business (management) Report.

Motions regarding Agenda item 1:

Motion for resolution No. .../30.05.2026 of the general meeting:

The general meeting has acknowledged and approved the Auditor's Report on the Separate Annual Financial Statements of the Company for 2025 prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union and the Business (management) Report.

Motion for resolution No. .../30.04.2026 of the general meeting:

The general meeting has acknowledged and approved the Auditor's Report on the Consolidated Annual Financial Statements of the Company for 2025 prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union and the Consolidated Business (management) Report.

Motion for resolution No. .../30.04.2026 of the general meeting:

The general meeting has acknowledged and approved the report of the Audit Committee on the report of the Board of Directors on the business activity of the Company of 2025, on the audited Separate Annual Financial Statements of the Company for 2024 prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union and the Business (Management) Report of the Company.

Motion for resolution No. .../30.04.2026 of the general meeting:

The general meeting has acknowledged and approved the Report of the Audit Committee on the audited Consolidated Annual Financial Statements of the Company for 2025 prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union and the Consolidated Business (management) Report.

Motion for resolution No. .../30.04.2026 of the general meeting:

The Board of Directors has acknowledged and approved the report of the Board of Directors on the business activity of the Company of 2025.

Motion for resolution No. .../30.04.2026 of the general meeting:

The general meeting has acknowledged and approved the audited Separate Annual Financial Statements of the Company for 2025 prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union and the Business (management) Report of the Company, with the balance sheet total of HUF 107.853.736 thousand and an equity of HUF 85.219.777 thousand as indicated in the proposal.

Motion for resolution No. .../30.04.2026 of the general meeting:

The general meeting has acknowledged and approved the audited Consolidated Annual Financial Statements of the Company for 2025 prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union, and the Consolidated Business (management) Report of the Parent Company, with the balance sheet total of HUF 110.682.020 thousand and an equity of HUF 86.141.401 thousand as indicated in the proposal.

Motion for resolution No. .../30.04.2026 of the general meeting:

With regard to the applicable provisions of the Articles of Incorporation and the REIT Act, as well as the results of 2025, the general meeting resolved the payment of a dividend of HUF 5.176.041 thousand – corresponding to the expected dividend according to the REIT Act – from the disposable profit for the year, based on the Company's audited Separate Annual Financial Statements for 2025 prepared in accordance with International Financial Reporting Standards (IFRS) adopted by the European Union. The general meeting sets out for the Board of Directors to arrange for the share-proportional payment of dividends established on ordinary shares and to publish by 15 May 2026, a notice on the schedule for the payment of dividends and the closing date of the identification of shareholders related to the payment of dividends, with regard to the applicable provisions of Act CII of 2011 according to which the commencement date of the payment of the dividends may be no later than the 30th trading day following the approval of the accounting report (as defined by Act CXX of 2001 on the Capital Market). Dividends on treasury shares are paid by the Company to shareholders entitled to dividends in proportion to the nominal value of their shares and pursuant to Section 16.2 of the Articles of Association.



Motion for resolution No. .../30.04.2026 of the general meeting:

With regard to the applicable provisions of the Articles of Incorporation and the REIT Act, as well as the results of 2025, the general meeting resolved the payment of a dividend of HUF 2,752,458,010 from the disposable profit for the year, based on the Company's audited Separate Annual Financial Statements for 2025 prepared in accordance with International Financial Reporting Standards (IFRS) adopted by the European Union. The general meeting sets out for the Board of Directors to arrange for the share-proportional payment of dividends established on ordinary shares and to publish by 15 May 2026, a notice on the schedule for the payment of dividends and the closing date of the identification of shareholders related to the payment of dividends, with regard to the applicable provisions of Act CII of 2011 according to which the commencement date of the payment of the dividends may be no later than the 30th trading day following the approval of the accounting report (as defined by Act CXX of 2001 on the Capital Market). Dividends on treasury shares are paid by the Company to shareholders entitled to dividends in proportion to the nominal value of their shares and pursuant to Section 16.2 of the Articles of Association.

Agenda item No. 2:

Decision on the waiver to be granted to Board of Directors and the Audit Committee according to the business year 2025

Pursuant to Section (1) of Article 3:117 of the Civil Code, the members of the Board of Directors are entitled to apply for the discharge in respect of their management activity performed in business year 2024. The resolution of the General Meeting is requested by the members of the Board of Directors referred to above as to whether the General Meeting considers their work as employees in executive position to be adequate compared to the requirements of the law and the Articles of Association, and whether the Board of Directors performed its activity bearing in mind the priority of the Company's interests.

Pursuant to Section 9.2 (q) of the Articles of Association, the resolution on granting the discharge shall fall within the exclusive powers of the General Meeting. On the basis of the discharge, the Company may claim damages from the members of the Board of Directors on the grounds of the violation of their management responsibilities, if the facts or data underlying the granting of the discharge were untrue or incomplete.

Motion for resolution No. .../30.04.2026 of the general meeting:

The General Meeting has resolved to grant the discharge to the members of the Board of Directors of the Company holding director position regarding their activities in 2025.

Referring the granting of the discharge there is a possibility that the discharge may also be granted to the members of the Audit Committee pursuant to Section 9.2. of the Articles of Association. In this regard the resolution of the General Meeting is requested by the members of the Board of Directors as to whether the General Meeting considers their work in 2025 to be adequate compared to the requirements of the law and the Articles of Incorporation, and whether the Audit Committee performed its activity bearing in mind the priority of the Company's interests.

Motion for resolution No. .../30.04.2026 of the general meeting:

The General Meeting has resolved to grant the discharge to the members of the Audit Committee of the Company regarding their activities in 2025.

Agenda item No. 3:

Decision on the appointment of the Auditor

As the appointment of Quercus Audit Könyvvizsgáló és Gazdasági Tanácsadó Kft. expires on the day of the approval of the financial statements concerning the business year ending on 31 December 2025, but until 15th May 2026 at latest, the appointment of the auditor is recommended.

With regard to the foregoing for the 2026 business year the company proposed by the Audit Committee to perform the Company's permanent auditing tasks from the day of the approval of the financial

statements concerning the business year ending on 31 December 2025 to the day of the approval of the financial statements concerning the business year ending on 31 December 2026, but until 15 May 2027 is Quercus Audit Könyvvizsgáló és Gazdasági Tanácsadó Kft. (registered office: 8200 Veszprém, Radnóti tér 2/C, Company Registration Number: 19 09 512226 Tax Registration Number: 11679204-2-19 Chamber Registration number: 002651, issuer rating number: K000143, IFRS rating number IFRS000237; a person responsible for the auditing Tölgyes András József; mother's name: dr. Zsilko Katalin, address: 8200 Veszprém, Szajkó utca 14/B, place/date of birth: Veszprém, 1969. február 28., number of auditor license: 005572, issuer rating number: K000123, IFRS rating number IFRS000236).

Motion for resolution No. .../30.04.2026 of the general meeting:

The general meeting for the 2026 business year appoints Quercus Audit Könyvvizsgáló és Gazdasági Tanácsadó Kft. as the permanent auditor of the Company for the business year of 2024 (registered office: 8200 Veszprém, Radnóti tér 2/C, Company Registration Number: 19 09 512226 Tax Registration Number: 11679204-2-19 Chamber Registration number: 002651, issuer rating number: K000143, IFRS rating number IFRS000237; a person responsible for the auditing Tölgyes András József; mother's name: dr. Zsilko Katalin, address: 8200 Veszprém, Szajkó utca 14/B, place/date of birth: Veszprém, 1969. február 28., number of auditor license: 005572, issuer rating number: K000123, IFRS rating number IFRS000236) with the effect of the day of the approval of the financial statements concerning the business year ending on 31 December 2025 to the day of the approval of the financial statements concerning the business year ending on 31 December 2026, but until 15 May 2027 at latest.

Agenda item No. 4:

Decision on the compensation of the Members of the Board of Directors, the Members of the Audit Committee and the Auditor

In respect of the remuneration of the members of the Board of Directors and the Audit Committee, the Shareholders may make proposals at the General Meeting. According to Annex 6 hereof, the Audit Committee proposed that the Auditor's fee for the business year of 2026 should be HUF 12,300,000 + VAT. Motions of the Board of Directors for the item on the agenda:

Motion for resolution No. .../30.04.2026 of the general meeting:

The general meeting has resolved that the members of the Board of Directors shall perform their duties arising from their membership in the Board of Directors without remuneration in the business year of 2026, and that the chairman of the Board of Directors is entitled to the related benefits set out in the Remuneration Policy.

Motion for resolution No. .../30.04.2026 of the general meeting:

The general meeting has resolved that each member of the Audit Committee shall perform his duties in the business year of 2026 in consideration for a monthly gross salary of HUF 400,000.

Motion for resolution No. .../30.04.2026 of the general meeting:

The general meeting resolved that the permanent auditor of the Company shall be entitled to a fee of HUF 12,300,000 + VAT for auditing the separate and the consolidated annual financial statements of the Company for 2026 prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union.

Agenda item No. 5:

Decision on the approval of the Corporate Governance Report

Pursuant to Article 3:289 of the Civil Code, the Board of Directors is required to submit the Corporate Governance Report to the Annual General Meeting. By its resolution of 9 April 2026, the Board of Directors approved the Corporate Governance Report attached hereto in Annex 7 drafted with regard to the Corporate Governance Recommendations of the Budapest Stock Exchange, which it proposes to be adopted by the general meeting with the content contained therein.

Motion for resolution No. .../30.04.2026 of the general meeting:

The general meeting approved the Corporate Governance Report of the Company for 2025,

drafted with regard to the Corporate Governance Recommendations of the Budapest Stock Exchange on a separate sheet.

Agenda item No. 6:

Decision on the authorisation of the Board of Directors to gain the own shares of the Company.

The Board of Directors proposes to the general meeting to authorize the Board of Directors to purchase treasury shares for a period of 18 months from the date of the resolution of the Board of Directors exercising the powers of the General Meeting, with the following conditions:

1. Type and quantity of acquirable treasury shares: ordinary shares, up to a maximum of 25% of the share capital.
2. The purpose of the acquisition of treasury shares and the reason for the authorization is that the Company may acquire treasury shares on the basis of the decision of the Board of Directors for the purpose of developing and maintaining the services provided to the Company's clients.
3. Method of acquiring treasury shares: On the basis of the authorization, the share transactions may be made on the regulated market (stock exchange) or outside it, for consideration.
4. The lowest amount of consideration payable for one treasury share is HUF 1 and the highest amount payable shall be 150% of the average stock exchange price of the 180 days' period before the date of the transaction, to be weighted with traffic.
5. The authorization is valid until 30 October 2027.
6. The Company shall disclose the data related to treasury shares and transactions affecting them in compliance with the legislation in force.
7. To other conditions for the acquisition of treasury shares, the Civil Code shall apply.

Motion for resolution No. .../30.04.2026 of the general meeting:

The general meeting authorizes the Board of Directors to purchase treasury shares. According to the authorization, the Board of Directors may resolve that the Company should purchase registered ordinary shares issued by the Company with a par value of HUF 10 each. The lowest amount of consideration payable for one treasury share is HUF 1 and the highest amount payable shall be 150% of the average stock exchange price of the 180 days' period before the date of the transaction, to be weighted with traffic. The authorization shall be valid for a specified period from the date of the resolution of the General Meeting until 30 October 2027. The maximum value of treasury shares obtained by the Company based on the authorization may be 25% of the registered capital at the most.

Agenda item No. 7.:

Advisory vote of the Remuneration Report of the Company

The general meeting approved by the non-binding vote the Remuneration Policy as restated and amended with its amendments No. 1. and No. 2. Act LXVII of 2019 on Encouraging Long-Term Shareholder Engagement and Amending Certain Laws for Regulatory Harmonization Purposes requires the company to draw up the remuneration report yearly, which has to provide a comprehensive overview of all remuneration awarded or payable in the last financial year to the individual directors, including newly appointed directors, in accordance with the Remuneration Policy. The Remuneration Report concerning the year of 2025 is attached hereto in Annex 8.

Motion for resolution No. .../30.04.2026 of the general meeting:

The general meeting approved the Remuneration Report of the Company regarding the business year of 2025 by the non-binding vote.

Agenda item No. 8.:

Advisory vote of the amendment of the Remuneration Policy

Given the Company's new residential development plans and their accounting eligibility, it has become justified to review and modify the financial performance indicator for investment properties. The remuneration policy approved by the Board of Directors at the proposal of the Audit Committee and submitted to the General Meeting for opinion, with a uniform structure with the amendments, is contained in Annex 9 of the proposal.

Motion for resolution No. .../30.04.2026 of the general meeting:

The general meeting approved the amendment of the Remuneration Policy the non-binding vote.

The proposal and all of its annexes can also be viewed in full at the Company's registered office in printed form and can be downloaded from the website of the Budapest Stock Exchange (www.bet.hu), the website of the Magyar Nemzeti Bank (www.kozzetetelek.mnb.hu) or the website of the Company (www.bif.hu).

We also inform our shareholders that at the time of convening the General Meeting and at the time of publishing this proposal, the Company's registered capital (share capital) consisted of 287,024,440 ordinary shares providing the same rights, each with a par value of 10 Hungarian forints. Number of voting rights related to the shares:

Share series	Issued shares	Shares entitling to voting right	Voting right per share	Total voting right	Number of treasury shares
common share	287,024,440	275,245,801	1	275,245,801	11,778,639

The number of voting rights is not the same with the number of issued shares due to the amount of treasury shares. The form to be used for voting via a proxy forms Annex 10 hereto.

Annexes

Annex 1: The Report of the Board of Directors on the business activity of Budapesti Ingatlan Hasznosítási és Fejlesztési Nyrt. in 2025

Annex 2: Annual Report 2025 – Annual Financial Reports 2025

Annual Report 2025 – Annual Financial Report 2025 of the Parent Company (Audited Separate Annual Financial Statements of the Company for 2025 prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union and the related Business (management) Report)

Consolidated Annual Report 2025 – Consolidated Annual Financial Report 2025 (Audited Consolidated Annual Financial Statements of the Company for 2025 prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union and Consolidated Business (Management) Report)

Annex 3: The Auditor's Report on the Separate Annual Financial Statements of the Company for 2025 prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union and the Business (management) Report of the Company

Annex 4: The Auditor's Report on the Consolidated Annual Financial Statements of the Company for 2025 prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union and the Consolidated Business (management) Report of the Company

Annex 5: The Report of the Audit Committee on the report of the Board of Directors on the business activity of the Company in 2025, and the audited Separate and Consolidated Annual Financial Statements of the Company for 2025 prepared in accordance with the International Financial Reporting Standards (IFRS) adopted by the European Union, and the related Business (management) Reports

Annex 6: The recommendations of the Audit Committee concerning agenda items 3 and 4 of the proposal (the appointment, determining the remuneration of the Auditor)

Annex 7: The Corporate Governance Report of Budapesti Ingatlan Hasznosítási és Fejlesztési Nyrt. on the business year of 2025

Annex 8: Remuneration Report of Budapesti Ingatlan Hasznosítási és Fejlesztési Nyrt. for the Business Year 2025

Annex 9.: The amendment No. 3. of the Remuneration Policy of Budapesti Ingatlanhasznosítási és Fejlesztési Nyrt.in a unified structure (***amendments underlined in bold, italics***, the ~~deleted text crossed-out~~)

Annex 10: The proxy form to be used for voting

529900MBH2PPLPLX3782-2025-12-31-1-en digital file

This proposal and the Annexes hereof were published in Hungarian and English languages. In the event of any conflict between the versions, the Hungarian language version shall prevail.

Budapest, 9 April, 2026

Budapesti Ingatlan Hasznosítási és Fejlesztési Nyrt.
Board of Directors

