

**WRITTEN REPORT
BY THE BOARD OF DIRECTORS OF 4IG PUBLIC LIMITED COMPANY**

pursuant to Sections 31 (2) and 24 (2) of Act CLXXVI of 2013,
on the Transformation, Merger and Division of Certain Legal Persons (hereinafter referred to as the
“Transformation Act”)

in the subject of demerger by spin-off
4iG Public Limited Company

1. PREAMBLE

The **4iG PUBLIC LIMITED COMPANY** (registered office: H-1013 Budapest, Krisztina körút 39. ; registered at the Court of Registry of the Metropolitan Court of Budapest under company registration number 01-10-044993; statistical number: 12011069-6201-114-01; tax number: 12011069-2-51; represented by: [o] and [o] members of the Board of Directors with joint signatory rights; hereinafter referred to as the "**Demerging Company**" or "**4iG**") as the predecessor of the demerging company and as the Board of Directors of the continuing company submits the following written management report on the subject of the demerger of 4iG by way of a spin-off in accordance with Section 31 (2) of the Transformation Act, and also subject to Section 24 (2) of the same Act.

2. SUBJECT OF THE EXECUTIVE REPORT

2.1 Pursuant to Sections 31 (2) and 24 (2) of the Transformation Act, the Management of 4iG must prepare a written report on the demerger in which the Management shall

- (a) justify the need for the division ("spin-off") by explaining the legal and economic aspects (see Paragraph 5 below);
- (b) explain the assessment difficulties, if occurred any (see Paragraph 6 below);
- (c) provide information on any non-monetary contribution (see Paragraph 7 below);
- (d) also specify the court of registration to be served, which the audit report and the written accounts will be submitted to (see Paragraph 8 below).

2.2 This written executive report is based on the draft Demerger Agreement (see Paragraph 3.3 below, "**Demerger Agreement**").

3. EXPLANATIONS ON THE PROPOSED DEMERGER

3.1 The Demerging Company has decided to spin-off for economic and cost-efficiency reasons, thus to exploit ownership synergies, eliminate redundancies and promote rational and cost-efficient operations.

3.2 The form of the demerger is a spin-off pursuant to Section 3:45 (1a) of Act no. V of 2013 on the Civil Code ("**Spin-off**"), in such a way that 4iG shall be maintained, while the parts of its assets set out in the Demerger Agreement shall be transferred in accordance with the relevant legal provisions to 4iG Informatikai Zártkörűen Működő Részvénytársaság (registered office: H-1037 Budapest, Montevideo útca 2/C.) as the legal successor of the Demerging Company (hereinafter referred to as the "**Demerging Company by spin-off**"), while the part of the assets of the Demerging Company not affected by the legal succession shall remain in the Demerging Company.

3.3 The management of the Demerging Company has prepared the Demerger Agreement in accordance with the provisions of Sections 30-32 of the Transformation Act, subject to the provisions of the referring rules.

4. APPROVAL BY THE SHAREHOLDERS

In order to give effect to the legal consequences of the Spin-off, the Demerger Agreement must be approved by a resolution of the supreme body of 4iG.

5. A PRESENTATION OF THE LEGAL AND ECONOMIC REASONS FOR THE SPIN-OFF

From an economic point of view, the Spin-off offers the possibility to exploit significant synergies, the main elements of which are:

Business synergies: A more efficient separation of revenues and expenses from the classical business activities can be more easily achieved from the cost structure of the parent company's centralized functions. More transparent measurement of the ability of the business to generate results is achieved. The separation of the parent centralized activities from the cooperation between other member companies within the group, which results from the different business logic, can be better achieved compared to the classical market operating model.

IT synergies: The IT systems supporting the IT/SI business activities of the B2B business can operate in a segregated manner, tailored to customer needs and meeting the requirements of the information and data protection legal environment. In addition, the IT systems used by many member companies, which typically support internal operations, can be adapted to the internal user environment and standardized across the group.

Organizational level synergies: The introduction of centralized support functions and a unified governance model within the parent company will allow for more efficient and transparent organizational operations. And the Spin-off Company can operate with the organizational structure and focus of a classic business operation (with clearer business decision responsibilities).

Other cost related synergies: A conventional business organization can be more cost-effective. By organising support functions into a Demerging Company and allocating costs more proportionately across the group, a more cost-effective operation can be achieved. Management can gain a more reliable, accurate view of the cash flow generating capacity of the IT/SI business.

From a legal point of view, the creation of a unified corporate governance and the necessary internal rules and regulations for the Demerging Company will help to realize economic synergies in order to maximize the value of the company.

6. PRESENTATION OF THE DIFFICULTIES OF THE ASSESSMENT

As no revaluation was applied, there were no risks or difficulties in reporting in this respect.

7. NON-MONETARY CONTRIBUTION

7.1 The capital contribution underlying the shareholding in the Demerging Company has been fully provided to the Demerging Company and the Demerging Company is not subject to winding-up proceedings, bankruptcy proceedings, criminal proceedings against a legal person or criminal proceedings against a legal person.

7.2 The members (shareholders) of the Demerging Company shall not be required to make any further additional contributions of assets in respect of the Spin-off.

8. SUBMISSION OF AUDIT REPORT, WRITTEN ACCOUNTS

The auditor's report and the management report shall be filed with the competent court of the place of incorporation of the Company being demerged, which shall be the same as the competent court of incorporation of the Company being spun-off.

9. SUMMARY FINDINGS

9.1 The Demerger is legally and economically sound for the shareholders of both the Demerging Company and the Demerging Company by spin-off.

9.2 Pursuant to Article 25 (4) of the Transformation Act, this written management report, together with the Demerger Plan (including, in particular, the Demerger Agreement forming part thereof), the auditor's report containing the auditor's opinion and the accounts of the Demerging Company for the last three years in accordance with the Accounting Act, will be published on the website of the Demerging Company at least thirty (30) days prior to the date of the planned date of the decisions of the general meeting of the Demerging Company.

Dated as of [o] August 2024 in Budapest

4iG Public Limited Company

represented by: [o] and [o]

position: members of the Board of Directors, with joint signatory powers