

RULES OF PROCEDURE

OF THE GREEN COMMITTEE OF

**ALTEO ENERGIASZOLGÁLTATÓ NYILVÁNOSAN MŰKÖDŐ
RÉSZVÉNYTÁRSASÁG**

EFFECTIVE FROM:

FEBRUARY 15, 2023

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These Rules of Procedure contain the rules governing the organization and functioning of the Green Committee.

1 LEGAL STATUS, DUTIES, POWERS, AND RESPONSIBILITIES OF THE GREEN COMMITTEE

1.1 Legal status of the Green Committee

1.1.1 The Green Committee is the advisory body to the CEO and plays a key role in integrating ESG considerations into corporate decision-making. Members of the Green Committee are appointed and recalled by the CEO. Membership lasts until recall, but no later than the termination of the Green Committee member's employment relationship. The main criteria for nomination for membership are that the areas of Sustainability, Controlling, HR, Energy Production and Services, Production Management and Business Development, M&A and Capital Markets, Legal, Ethics, Compliance and Control, and the Supervisory Board be represented. Members of the Green Committee may be recalled at any time.

1.2 Responsibilities and tasks of the Green Committee

1.2.1 Tracks the Company's sustainability performance, objectives, and strategy.

1.2.2 Reviews and monitor communications on sustainability.

1.2.3 Tracks, discusses, reviews and comments on ESG objectives.

1.2.4 Tracks and prioritizes decarbonization tasks.

1.2.5 Reviews the integrated report and approves its content in terms of consistency with sustainability objectives.

1.2.6 Monitors and reviews the implementation of ESG activities and the progress of approved programs, reporting annually to the Board of Directors and the Supervisory Board.

1.2.7 Discusses and prioritizes tasks related to ESG certification.

1.2.8 Tracks and discusses sustainability and ESG trends and reports thereon to the Board of Directors and the Supervisory Board.

1.2.9 Provides direction, formulates opinions, and makes decisions on ESG and sustainability issues within its own scope of competence.

1.2.10 Organizes ESG and sustainability education and training.

1.2.11 Is responsible for the selection, tracking and review of green investments eligible for funding from green bond and green loan revenues. Based on proposals from the project leaders of green projects, it checks whether green projects eligible for funding comply with applicable national and

international legal regulations and the company's internal policies and guidelines. In the proposal on the green project, the project leader must describe in detail—if necessary, with the involvement of an external expert—the criteria for the green project based on which it complies with the ICMA Green Bond Principles or the criteria set out in the Green Loan Principles (hereinafter the GLP) published by the Loan Market Association (LMA). The criteria described in the proposal must be maintained throughout the implementation of the green project. The Green Committee is entitled not to approve the various green projects' payment terms item by item, but to approve the project all at once, while specifying the exact framework (including payment schedule, payment terms).

- 1.2.12** Decides on the allocation of the revenues of green financing according to the set of criteria defined in the ALTEO Green Financing Framework. Documents the decision-making processes and results in all cases. The member of the Green Committee representing the M&A and Capital Markets area shall, immediately after the decision of the Green Committee, notify the competent economic area of the Company and the proposing project leader of the decision of the Green Committee, including the transfer details and deadline. The competent business area of the Company immediately notifies the member of the Green Committee representing the M&A and Capital Markets area of the transfer, who indicates this to the Green Committee.
- 1.2.13** Ensures that the Company uses the revenues from green financing to fund green projects within a maximum of 24 months of receipt. In supervising the management of revenues, it cooperates closely with the competent financial department of the Company. Pending the full distribution of revenues, in the case of revenues not yet distributed or allocated, the decision on investment in cash and/or cash equivalents, money market instruments, short-term liquid securities is made by ALTEO's finance/economic department in compliance with ALTEO's investment policy and the criteria indicated in the Green Financing Framework. Revenues from green financing are kept separately by the Company.
- 1.2.14** Is responsible for the adoption of the Allocation and Impact Assessment Report on the management of revenues (periodically).
- 1.2.15** Continuously assesses emerging projects and assets.
- 1.2.16** In carrying out its task under Section 1.2.12, the following activities are excluded from the scope of activities for which green financing revenues may be used: gambling, coal-fired energy production, nuclear energy production, pornography, tobacco, arms and defense industries or activities not supported by the related Green Financing Framework.
- 1.2.17** Discusses and adopts the Green Financing Framework, the annual reports based thereon, including the allocation report, and the impact assessment reports.
- 1.2.18** Reviews the need to update the Green Financing Framework. If, following the review, the Green Committee makes changes to the Framework, such changes only apply to financing issued after the publication of the

amendment of the Framework. The amended conditions do not apply to instruments already issued.

1.2.19 Tracks the development of the corporate sustainability strategy and the achievement of the goals set.

1.3 Powers of the Green Committee

1.3.1 The Chair of the Green Committee is the Company's CEO.

1.3.2 The Green Committee establishes its own rules of procedure.

1.3.3 The Green Committee may delegate certain tasks to any of its members on an ad hoc basis.

2 OPERATION OF THE GREEN COMMITTEE

2.1 Frequency and convening of Green Committee meetings

2.1.1 The Green Committee meets as required, but at least every 3 (three) months.

2.1.2 The meetings of the Green Committee are convened and chaired by the Secretary on behalf of the Chair of the Green Committee. The Secretary of the Green Committee ensures that the invitations containing the agenda for the Green Committee meeting and the proposals related to the agenda items are prepared and delivered to the members of the Green Committee and to stakeholders (external invitees) according to the agenda items at least 5 (five) calendar days before the Green Committee meeting. In addition to the agenda, the invitations must include the exact time and place of the meeting. The invitation can also be sent as a calendar entry with the above content. Together with the invitation, but by no later than within 3 (three) working days before the meeting, the Secretary shall ensure that the proposals relating to the agenda items are sent out.

2.1.3 Any member of the Green Committee may request the Chair in writing—by stating the reason and purpose—that a meeting be convened, and the Chair shall, within eight (8) days of receipt of such request, arrange through the Secretary for the Green Committee to meet within fifteen (15) days or refuse the request, stating the reasons for refusal.

2.1.4 The Green Committee may hold a meeting even if it has not been duly convened, provided that all members of the Green Committee are present and do not object to the meeting.

2.1.5 In addition to the Green Committee members, the Green Committee meeting is attended by ad hoc invitees, including the external expert involved by the Green Committee, as per the agenda.

2.1.6 Minutes are kept of the meetings of the Green Committee, which must include the place and date of the meeting, the names of those present with their eligibility for participation indicated, the agenda items, the statements made and the result of the vote. The minutes are taken by the Secretary.

2.2 Quorum and passing of decisions and resolutions by the Green Committee

2.2.1 The Green Committee has quorum if at least 6 (six) members are present. In the event of a lack of quorum, a new Green Committee meeting must be convened within three days, as specified in Section 2.1, with the proviso that in this case it is sufficient to send the Green Committee members the invitation to the repeated meeting.

2.2.2 The Green Committee adopts its decisions and resolutions by a simple oral majority of the votes of the members present. In the event of an equality of votes, the draft resolution is deemed to have been rejected.

2.2.3 Green Committee members have the right to participate in Green Committee meetings by telephone or other means of communication that allows Green Committee members to hear each other.

2.3 Decision-making/passing of resolutions without a meeting

The Green Committee is entitled to make decisions and pass resolutions in writing without holding a meeting. In this case, the Chair of the Green Committee or the Green Committee member tabling the draft resolution, after consulting the Chair of the Green Committee, sends the draft resolution in writing to all Green Committee members, together with the proposal on which the draft resolution is based. Each member of the Green Committee shall return to the Chair of the Green Committee or the proposing Green Committee member, by the deadline indicated in the draft resolution, but by no later than within 3 (three) working days from the date of receipt, (i) the signed written draft resolution if adopted, or (ii) the written reasons for rejecting the draft resolution if rejected. Green Committee members are also entitled to cast their votes on the proposal by electronic mail. In urgent cases, the three (3) working day deadline may be shortened and the written vote may be taken by sending the written vote, the signed draft resolution or the rejection with justification by electronic mail to all Green Committee members. If any Green Committee member fails to return the draft resolution or the written reasons for rejecting the draft resolution, or fails to return it by the deadline, the Green Committee member must be disregarded when determining quorum. The quorum and the proportion of votes required for a decision are governed by the provisions of Section 2.2.

2.4 Extraordinary meeting

In urgent cases, any member of the Green Committee may request the Chair in writing (by letter or email)—stating the reason and purpose—that an extraordinary meeting be convened by the Chair, who shall, within eight (8) days of receipt of such request, arrange through the Secretary for the Green Committee to meet within fifteen (15) days or refuse the request, stating the reasons for refusal. The Secretary of the Green Committee ensures that the invitations and the proposals and related materials are delivered to the members of the Green Committee (and to external invitees), if possible, at least 24 (twenty-four) hours before the extraordinary meeting of the Green Committee. The quorum and the proportion of votes required for a decision are governed by the provisions of Section 2.2.

2.5 Conference meeting

If a member is prevented from attending, the meeting—as well as the extraordinary meeting—may also be held in a manner where the member does not participate in the meeting directly in person, but by means of an electronic telecommunication device that allows dialogue and discussion between members without restrictions, which gives the opportunity to exercise rights equivalent to personal participation (conference meeting). No electronic telecommunication device may be used in the conduct of a conference meeting, nor may the meeting be held under conditions which do not permit the identification of the participants in the conference meeting, nor may conditions be applied which result in discrimination against any member.

In the conduct of the conference meeting, the Chair asks members by name, after the proposals or other comments have been made, whether they wish to speak on the previous proposals or comments, in order to ensure that their right to make proposals and to speak is enforced. At the conference meeting, decision-making/passing of resolutions is made by the Chair calling on members to vote individually, by name.

2.6 Minutes

The minutes of the Green Committee meeting, whether on paper or in electronic format, must be recorded and kept by the Secretary and authenticated by the designated Green Committee member. The minutes contain the place and date of the meeting, the names of the attendees, indicating their participation rights, the items on the agenda, the statements made, the proportion and result of the vote, the resolutions adopted and, if so requested, any minority or dissenting opinions maintained after the adoption of the resolution. After the meeting of the Green Committee, the minutes are sent by the keeper of the minutes to all members of the Green Committee who attended the meeting by no later than the third working day following the meeting, who may make their comments within 3 (three) working days of receipt of the draft minutes. The minutes are finalized by the Secretary based on the comments received. The minutes are signed by the keeper of the minutes and/or the authenticator of the minutes. Minutes of Green Committee meetings are kept at the registered office of the Company, and copies are made available to Green Committee members on request, and the Secretary makes the minutes available electronically to Green Committee members.

3 CLOSING PROVISIONS

The Rules of Procedure were discussed and adopted by the Green Committee at its meeting on February 15, 2023.

Budapest, February 15, 2023