KELER Ltd.
1074 Budapest, Rákóczi út 70-72.

STATEMENT ON THE SME CLASSIFICATION

The Clients of KELER Ltd. make this statement concerning the classification of small and medium-sized enterprises of the clients that are business associations based on MNB decrees 37/2019. (XI. 19.), 38/2019. (XI. 20.), 39/2019. (XI. 20.) and Commission Delegated Regulation (EU) 2016/1450 and Commission Implementing Regulation (EU) 2018/1624 prescribing the reporting obligations.

Please read the instructions set out on the following page attentively before the filling out of this statement!

1. **Information of the company making the statement**

   Corporate name: .....

   Registered seat: .....

   Tax number: .....

   Company registration number: .....

2. **The SME classification of the company**

   Under penalty of perjury we state that the company defined above:

   - ☐ is not classified as a small or medium-sized enterprise (hereinafter: SME) or
   - ☐ is classified as an SME, but not as a micro-enterprise or small enterprise or
   - ☐ is classified as a small enterprise within SME or
   - ☐ is classified as a micro-enterprise within SME.

3. **The type of the enterprise is a(n)**

   - ☐ Autonomous enterprise or
   - ☐ Partner enterprise or
   - ☐ Linked enterprise.

4. **The data supporting the classification**

   The last approved accounting period: year ..... .

   Number of employees: ..... people.

   Annual net income: ..... thousand HUFs.

   Balance sheet total: ..... thousand HUFs.

Place, date: ....., ...

dr. Váradi Viktória

.....
Authorised signature

INSTRUCTIONS FOR FILLING OUT THE STATEMENT FORM

1. **Information of the company making the statement**

   Please be kind to provide the up to date company information registered in the company registry.

2. **The SME classification of the company**

   The classification of the SME is based on act XXXIV of 2004 on small and medium-sized enterprises and the support provided to such (hereinafter: Act on SME).

   Based on the Act on SME an enterprise is **classified as an SME**, which employs fewer than 250 persons and which has an annual turnover not exceeding the forint equivalent of EUR 50 million and/or an annual balance sheet total not exceeding the forint equivalent of EUR 43 million.

   However, despite the fulfilment of the conditions listed above, the company is not considered an SME if the direct or indirect holding of the state or any municipal government in the company exceeds 25% solely or jointly, on the basis of capital or voting rights, except if the owner is an investor according to section 19 point 1. of the Act on SME, i.e. it is

   a) a public investment corporation,
   b) venture capital companies, individuals or groups of individuals with a regular venture capital investment activity who invest equity capital in unquoted businesses to help them in obtaining financing, provided the total investment of those businesses in the same enterprise is not more than the forint equivalent of 1,250,000 euro,
   c) institutions of higher education, institutions of education and consulting operating independent from institutions of higher education, training farms and other training facilities of institutions of secondary or higher education engaged in production activities, non-profit research centers, and other research facilities financed from the central budget and operating independent from institutions of higher education
   d) an institutional investor as defined in article 5 paragraph (1) point 60 in Act CXX of 2001 on capital markets, including regional development funds,
   e) a municipal government whose annual budget is less than the forint equivalent of 10 million euro, and whose population is below 5,000;

   An enterprise is classified as a small enterprise within SME which employs fewer than 50 persons and whose annual turnover and/or balance sheet total does not exceed the forint equivalent of EUR 10 million.

   An enterprise is classified as a micro-enterprise within SME which employs fewer than 10 persons and whose annual turnover and/or a balance sheet does not exceed the forint equivalent of EUR 2 million.

   Any enterprise in which the share held by the State or any municipal government, either directly or indirectly and either solely or jointly, reaches or exceeds 25 per cent of the capital or voting rights, shall not be classified as an SME. It shall not apply where the investors defined in Point 1 of Section 19 of the Act on SME are linked to the enterprise as provided for in Subsection (2) of Section 4 of the Act on SME.

dr. Váradi Viktória

If the company is not classified as a small or medium-sized enterprise based on Act on SME, please fill out the "not classified as a small or medium-sized enterprise" box in Point 2 of this Statement.

3. **The type of enterprise**

If the company is not an autonomous enterprise based on the Act on SME (thus it is a partner enterprise or a linked enterprise), then please fill out the above boxes taking into account the following.

An enterprise is an autonomous **enterprise** which is not classified as a partner enterprise or a linked enterprise.

An enterprise is a **partner enterprise** which is not a linked enterprise and in which the ownership share of other enterprise or multiple related enterprises jointly or the ownership share of which in other enterprise or in multiple linked enterprises - based on its capital or voting rights - is at least 25%.

Linked **enterprises are enterprises which have any of the following relationships with each other:**

a) an enterprise holds the majority of voting rights in another enterprise; or
b) an enterprise has the right to appoint or remove a majority of the executive officers or members of the supervisory body of another enterprise; or
c) an enterprise has the right to exercise a dominant influence or control over another enterprise pursuant to a contract entered into with the owners (shareholders) of that enterprise or to a provision in its memorandum or articles of association, irrespective of ownership share, voting rights or the right to appoint or remove officers; or
d) an enterprise controls alone, pursuant to an agreement with other shareholders in or members of that enterprise, a majority of shareholders' or members' voting rights in that enterprise.

Enterprises and investors defined in Point 1 of Section 19 of the Act on SME are also classified as linked enterprises if they are linked to each other according to this paragraph through one or mother other enterprises. In addition, enterprises are classified as linked enterprises that are linked to each other according to this paragraph through a natural person or a group of natural persons acting jointly if they engage in their activity or in part of their activity in the same relevant market or in adjacent markets.

As for the participation of investors, an enterprise may be ranked as autonomous - by way of derogation from what is contained above, and thus as not having any partner enterprises, if the investors defined in Point 1 of Section 19 of the Act on SME are not linked, within the meaning of linked enterprises (Subsections (3) and (4) of Section 4 of the Act on SME), either individually or jointly to the enterprise in question, and if these investors are not involving themselves directly or indirectly in the management of the enterprise in question, or the investors are not operating as an enterprise. Otherwise the enterprise shall be considered to be linked.

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4. The data supporting the classification

The data is established according to the last (consolidated) accounts or in the absence of such, the employee headcount and net turnover or balance sheet total contained in the annual account or a simplified annual account. In the case of newly established enterprises that do not have an annual report, simplified annual report, consolidated account, or declaration prescribed by the Personal Income Tax Act the business plan for the year shall be taken into consideration. If the company did not operate for a full year, the figures shall be calculated as commensurate for the period applicable.

Private entrepreneur are categorized according to their tax returns, based on their employee headcount. The enterprises falling within the scope of Act XLIII of 2002 on Simplified Entrepreneurial Taxation (hereinafter referred to as "EVA Act") are categorized based on the employee headcount shown in their own records. Enterprises falling within the scope of the EVA Act must have employment records as a prerequisite for their classification as an SME. Where an enterprise finds that, on an annual basis, it has exceeded or fallen below the headcount or financial ceilings stated in Section 3 of the Act on SME, this will not result in the loss or acquisition of the status of medium-sized, small or micro enterprise unless those ceilings are exceeded or undershot over two consecutive accounting periods.

In the case of autonomous enterprises, the figures referred to in Section 3 of the Act on SME shall be determined based solely on the records of the enterprise in question. In the case of autonomous enterprises, the figures referred to in Section 3 of the Act on SME shall be determined based solely on the records of the enterprise in question. In case of the enterprises that has partner enterprises or linked enterprises the provisions set out in article 5 of the Act on SME shall be observed.

dr. Váradi Viktória