ANY Security Printing Company PLC. AGM Proposals



Annual General Meeting of
ANY Security Printing Company Public Limited Company by Shares

Budapest, 12 April 2022



Agenda

- 1. Report of the Board of Directors on the Company's reports under the Accounting Act for the 2021 business year (balance sheet, profit & loss account, notes to the accounts and business report, hereinafter jointly referred to as "reports under the Accounting Act")
- 2. Proposal of the Board of Directors for the distribution of net profit
- 3. Report of the Supervisory Board on the Company's reports under the Accounting Act for the 2021 business year and the proposal for the use of net earnings
- 4. Report of the Audit Committee on the Company's reports under the Accounting Act for the 2021 business year and the proposal for the use of net earnings
- 5. Report of the Auditor on the Company's reports under the Accounting Act for the 2021 business year and the proposal for the use of net earnings
- 6. Approval of the Company's reports under the Accounting Act for the 2021 business year, including a decision on the use of net earnings
- 7. Approval of the Statement on Corporate Governance Practice
- 8. Approval of the Company's Remuneration Report for the 2021 business year
- 9. Election of the Auditor, and decision on the remuneration
- Election and removal of the members of the Board of Directors, members of the Supervisory Board, members of the Audit Committee
- 11. Decision on the remuneration of Board of Directors, Supervisory Board members
- 12. Authorization of the Board of Directors to buy treasury shares based on section 9.3 of the Company's Statutes
- 13. Others

ANY Security Printing Company PLC. AGM Proposals



Documentation To the Annual General Meeting

General meeting agenda item no. 1.: Report of the Board of Directors



Item No. 1

Report of the Board of Directors on the Company's reports under the Accounting Act for the 2021 business year (balance sheet, profit & loss account, notes to the accounts and business report, hereinafter jointly referred to as "reports under the Accounting Act")



Significant increase in the revenue and profit of ANY

ANY Security Printing Company PLC (BSE: ANY, hereinafter referred to as "ANY PLC" or the "Company") has released its 2021 January-December results (available on the websites www.bet.hu, www.bet.hu, www.any.hu).

SUMMARY

- Operations in 2020 were already affected by the epidemic, which is also reflected in the lower base period figures.
- Net sales of ANY PLC for 2021 amounted to HUF 40,7 billion which is higher by HUF 13,2 billion (48%) than in the previous year. Changes in case of strategic product segments were as follows: sales of security products, solutions were HUF 10,6 billion, which is HUF 3,6 billion (52%) higher than the figure in the basis period; data processing were HUF 10,9 billion, which is HUF 0,5 billion (5%) higher than the figure in the basis period, whilst sales of card production, personalisation were HUF 16,2 billion, which is HUF 8,3 billion (105%) higher than the figure in the basis period. Ratio of strategic products segments in total net sales was 93% in 2021.
- Export sales amounted to HUF 14,3 billion as at December 31, 2021, which is HUF 2,6 billion higher than in the previous year, representing 35% export sales ratio.
- The sale of the Bulgarian subsidiary generated an extraordinary profit of HUF 499 million in the third quarter.
- Consolidated EBITDA is HUF 6,664 million, an increase of HUF 3,668 million compared to 2020 base period due to the higher net sales.
- Consolidated operating income is HUF 4,952 million, which is HUF 3,434 million higher than the profit for the base period due to the increase in turnover.
- Consolidated net income after interest income, taxation and non-controlling interest is HUF 3,607 million, which shows an increase of HUF 2,822 million compared to the previous year's same period

General meeting agenda item no. 1.: Report of the Board of Directors



Introduction of ANY Group

Name of the Company	Equity	Share of ownership (%)	Voting right ⁽¹⁾	
ANY Security Printing Company PLC.	HUF 1, 449, 876,000	-	-	
Gyomai Kner Nyomda Zrt.	HUF 200,000,000	99.48%	99.48%	
Specimen Zrt.	HUF 100,000,000	100.0%	100.0%	
Techno-Progress Kft.	HUF 5,000,000	100.0%	100.0%	
ANY Ingatlanhasznosító Kft.	HUF 3,000,000	100.0%	100.0%	
Zipper Services SRL (*)	RON 2,060,310	60.0%	60.0%	
Tipo Direct SERV SRL	MDL 30,308	60.0%	60.0%	
Direct Services OOD (**)	LEVA 570,000	0.0%	0.0%	
Slovak Direct SRO	SKK 1,927,000	100.0%	100.0%	

- (1) Voting rights that entitle the holder to participate in decision making at the general meeting of the company included in consolidation
- (*) ANY Plc. purchased 50% share quota in Zipper Services SRL previously owned by Tipo Offset SRL in value of EUR 1.8 million on 13th December 2021, of which 40% share quota in value of EUR 1.44 million was sold to the general director of Zipper Services SRL, so the parent company has 60% ownership in Zipper Services SRL as at 31st December 2021.)
- (**) ANY Security printing Company sold its 50% stake in its Bulgarian subsidiary on 12 July 2021. The consideration from the sales transaction was EUR 2 million, which reduced by derecognised netto asset value. Consequently the Group shows it as profit of HUF 499 million, recognized through gains on sale of investments.

General meeting agenda item no. 1.: Report of the Board of Directors



Main financial data and indicators (IFRS consolidated)

Name	FY 2020 in HUF millions	FY 2021 in HUF millions
Financial situation		
Non-current assets	11,301	11,285
Total assets	22,977	23 ,161
Shareholder's equity	8,490	10,442
Main categories of results		
Net sales	27,424	40,658
EBITDA	2,996	6,664
Profit after tax	785	3,607
Main indicators		
Return on sales (ROS) %	2.9%	8.9%
Return on equity (ROE) %	9.2%	34.5%
Earnings per share (EPS) HUF	55	251

General meeting agenda item no. 1.: Report of the Board of Directors



Sales of product groups

The breakdown of net sales by category is presented in the table below:

Sales categories	FY 2020 in HUF millions	FY 2021 in HUF millions	Change in HUF millions	Change %
Security products and solutions	6,950	10,579	3,629	52.22%
Card production and personalization	7,900	16,227	8,237	105.41%
Form production and personalization, data processing	10,309	10,858	549	5.33%
Traditional printing products	1,495	1,816	321	21.47%
Other	770	1,177	407	52.86%
Total net sales	27,424	40,657	13,233	48.25%

ANY PLC had consolidated net sales of 40,657 million in 2021, which is HUF 13,233 million (48%) higher than the sales for the base period.

Sales of **security products and solutions** came to HUF 10,579 million in 2021 which means an increase of HUF 3,629 million (52%) compared to the base period. The increase is mainly due to the higher sales of tax stamps, security documents, security solutions and to the increasing sales of high value-added export products.

The Company's revenues from **card production and personalisation** totalled HUF 16,227 million in the period of reference, a HUF 8,327 million (105%) increase compared to similar period of year 2020. The mass renewal of card documents that expired in 2020, and the sales of immunity certificates also contributed to the growth.

The Company's revenues from **form production**, **personalisation and data processing** came to HUF 10,858 million in 2021, HUF 549 million (5%) higher than the sales for the base period. The change derives from higher volume of printed forms in export sales.

Sales of **traditional printing products** amounted to HUF 1,816 million in the period of reference, which means a HUF 321 million (21%) increase compared to the previous year's similar period. Higher volume of book orders is behind the change.

Other sales totalled HUF 1,177 million in 2021, which is an increase of HUF 407 million compared to the correspondent period of the last year. This segment mainly comprises revenues from the sale of commercial materials and goods.

General meeting agenda item no. 1.: Report of the Board of Directors



Export sales by categories

Sales categories	FY 2020 in HUF millions	FY 2021 in HUF millions	Change in HUF millions	Change %
Security products and solutions	1,017	2,494	1,477	145.23%
Card production and personalization	815	859	44	5.40%
Form production and personalization, data processing	9,169	9,841	672	7.33%
Traditional printing products	9	77	68	755.56%
Other	649	1,003	354	54.55%
Total export sales	11,659	14,274	2,615	22.43%
Export %	42.51%	35.11%		

Export sales amounted to HUF 14,274 million as at December 31, 2021, which was HUF 2,615 million higher compared to a year earlier, representing 35% export sales ratio.

Sales of security products and solutions were HUF 2,494 million, which is HUF 1,477 million higher, than the same period of the last year. Higher turnover of high value-added security printed forms and solutions was the reason for the increase.

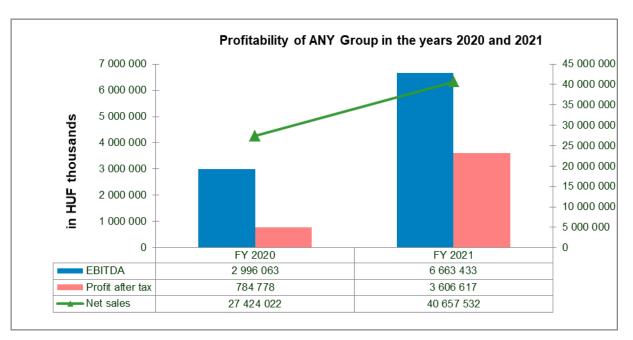
Export sales of card production and personalization was HUF 859 million in 2021, which was HUF 44 million higher compared to the base period.

In the field of form production, personalisation and related logistics services export sales was HUF 9,841 million at the end of the period, increased by HUF 672 million (7%) compared to the base period.

Financial analysis

The table below presents the calculation of operating income according to the so-called "total cost accounting" method.

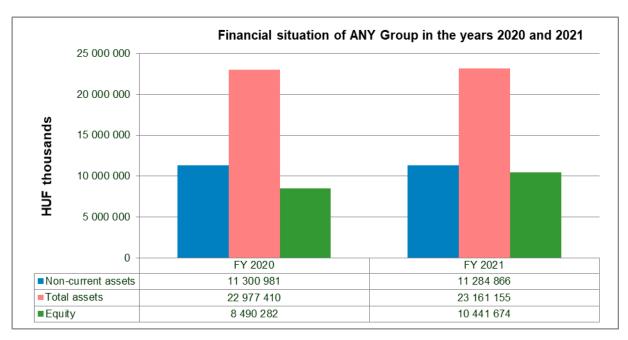
Description	2020 Q1-Q4 in HUF millions (A)	2021 Q1-Q4 in HUF millions (B)	Change (C-B)	Change %
Net sales	27,424	40,658	13,234	48.26%
Capitalized value of assets produced	740	322	(418)	(56.49%)
Material expenses	18,749	23,847	5,098	27.19%
Personnel expenses	6,876	9,576	2,700	39.27%
Depreciation	1,498	1,712	214	14.29%
Other expenses	-457	893	1,350	(295.40%)
Operating income	1,498	4,952	3,454	230.57%
Net profit	785	3,607	2,822	359.49%
EBITDA	2,996	6,664	3,668	122.43%
EBITDA margin (%)	10.92%	16.39%		



Net sales totalled HUF 40,658 million in Q1-Q4 2021, which is a million increase of HUF 13,234 (48%) compared to the figure for the same period of last year.

EBITDA amounted to HUF 6,664 million due to the change in operating income and depreciation, which represents an increase of HUF 3,668 million compared to previous period's adjusted EBITDA. Therefore EBITDA margin is 16%.

Net income came to HUF 3,607 million in 2021, an increase of 359% compared to the adjusted profit of the previous year's similar period.



The Company had total assets of HUF 23,161 million on 31 December 2021, which increased by HUF 184 million compared to the previous year-end.

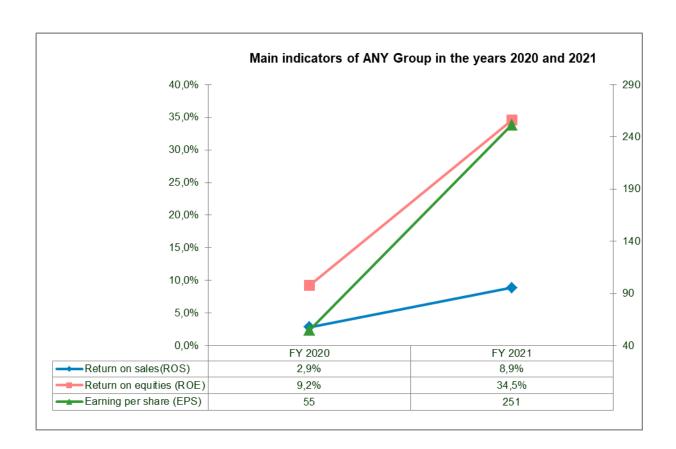
The Company had non-current assets of HUF 11,285 million on 31 December 2021, which decreased by HUF 16 million compared to the previous year-end.

General meeting agenda item no. 1.: Report of the Board of Directors



Changes in equity items (in HUF millions)

HUF millions	Share capital	Capital reserve	Retained earnings	Treasury shares	Total
January 1, 2020	1,450	251	4,988	(455)	6,233
Dividend	-	-	(7)	-	(7)
Profit for the year	-	-	785	-	785
Other comprehensive income	-	-	-	-	-
December 31, 2020	1,450	251	5,766	(455)	7,011
January 1, 2021	1,450	251	5,766	(455)	7,011
Dividend	0	0	(1,234)	0	(1,234)
Changes connected to DS transaction	0	0	(74)	0	(74)
Changes connected to ZS transaction	0	0	(10)	0	(10)
Profit for the year	0	0	3,607	0	3,607
Other comprehensive income	0	0	0	0	0
December 31, 2021	1,450	251	8,054	(455)	9,300



Return on sales was 34.5% and return on equities was 8.9%. Earnings per share are HUF 251.

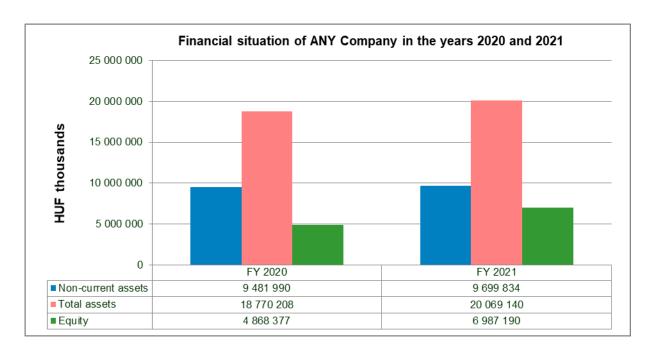
The Board of Directors has examined the operation of the Company's internal controls and concluded that it was effective. It has not found any event when there was a deviation from internal controls.



Activity and operation of ANY Security Printing Company PLC in 2021

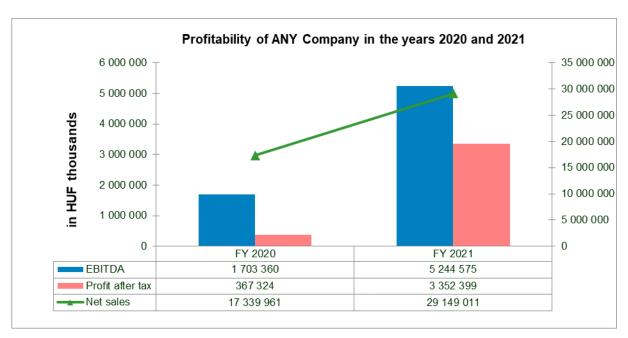
The largest company in the Group is the parent company ANY Security Printing Company PLC. which accounts for 72% of consolidated net sales prepared according to international accounting rules (IFRS) and for 87% of total assets in 2021. The Company produces security products and solutions (tax stamps, security stickers), plastic cards (document, bank and commercial cards), personalized business and administration forms. Furthermore, the company produces traditional printing products and sells other products as a supplementary activity.

Aside from the production activities, ANY Security Printing Company PLC. coordinates and controls the activities of the companies in the Group and sets the medium-term strategic goals and objectives of the Group.



Shareholder's equity amounted to HUF 6,987 million at the end of the reporting period, which presents a HUF 2,119 million increase compared to the previous year. The change was mainly effected by the increase of the current year profit after tax and the dividend payment of the year 2020 net profit.

The value of non-current assets was HUF 9,700 million, an increase of HUF 218 million compared to the previous year mainly as a result of increase in fixed assets. The amount of total assets was HUF 20,069 million, which increased by HUF 1,299 million than in previous year.



Sales revenue of ANY Security Printing Company PLC amounted to HUF 29,149 million in 2021, increased by HUF 11,809 million compared to the previous year. EBITDA came to HUF 5,245 million in the current period, while profit after tax was HUF 3,352 million.

General meeting agenda item no. 1.: Report of the Board of Directors



[...]/2022 Annual General Meeting Resolution (proposal)

The AGM of Shareholders accepted the report of the Board of Directors on the Company's reports under the Accounting Act for the 2021 business year.

General meeting agenda item no. 2.: Proposal for the use of net earnings



Item No. 2

Proposal of the Board of Directors for the use of net earnings

The Board of Directors proposes that the Corporation pays a HUF 163 dividend per share for the ANY Security Printing Company PLC ordinary shares series 'A' after the 2021 profit. According to this proposal, the General Meeting may decide on the payment of a dividend totalling HUF 2,411,528 thousand. The dividend payable on treasury shares owned by the Corporation will be proportionally divided among the shareholders. Proposed date for the payment of the dividend is: 12th May 2022.

General meeting agenda item no. 2.: Proposal for the use of net earnings



[...]/2022 Annual General Meeting Resolution (proposal)

The AGM of Shareholders accepted the proposal of the Board of Directors for the use of profit.

General meeting agenda item no. 3.: Report of the Supervisory Board



Item No. 3

Report of the Supervisory Board on the Company's reports under the Accounting Act for the 2021 business year and the proposal for the use of net earnings

Report of the Supervisory Board of ANY Security Printing Company PLC on the Company's profit reports on its operations between 1 January 2021 – 31 December 2021 and on the allocation of profit

In compliance with its obligations set forth in the relevant paragraphs about Companies of the Civil Code (Act V. 2013), the Supervisory Board was continuously monitoring the activities of the Company's executive management during the year. In addition to requesting verbal presentations, the Supervisory Board also used the written materials received to follow up on the problems the Company faced and the efforts made to solve them. The Chairman and the Vice-chairman of the Supervisory Board also attended the meetings of the Board of Directors several times.

The key issues discussed at the meetings included matters related to managing of the Company and to public operation. In addition, the agenda also included action plans laying the foundations for market success and effectiveness, and the monitoring of the financial reporting system. No notifications were received from shareholders in 2021, thus the Supervisory Board did not have to take a stand in any such matter.

ANY Group was profit making in 2021 as well. The Company's earning per share amounted to HUF 251, EBITDA came to HUF 6,664 million.

According to the independent auditor's report, the Company's 2020 annual report and Company's 2021 consolidated annual report was prepared in compliance with the applicable provisions of the International Financial Reporting Standards accepted in the European Union. The Supervisory Board discussed the report of the Board of Directors on the business operations of ANY Security Printing Company PLC. and studied the independent auditor's report on the Company's annual report. It is the opinion of the Supervisory Board that the 2021 activities of ANY Security Printing Company PLC. were in compliance with all applicable laws and regulations.

On the basis of the above, the Supervisory Board – in agreement with the independent auditor's opinion – found that the annual report is in accordance with the provisions of the International Financial Reporting Standards accepted in the European Union, and proposes that the General Meeting should approve the annual report with total assets of HUF 20,069,140 thousands and with profit after tax of HUF 3,352,399 thousands.

Furthermore, the Supervisory Board – in agreement with the independent auditor's opinion – found that the consolidated annual report is in accordance with the provisions of the International Financial Reporting Standards accepted in the European Union, and proposes that the General Meeting should approve the consolidated annual report with total assets of HUF 23,161,155 thousands and a net profit of HUF 3,606,617 thousands.

Furthermore, the Supervisory Board proposes approval of the proposal of the Board of Directors on the distribution of profits which states that HUF 163 should be paid as dividend per share after the profit of financial year 2021, which amounts to HUF 2,411,528 thousands in total. Dividend of treasury shares owned by the Company should be paid proportionately between the shareholders.

Budapest, 10 March 2022

Dr. István Stumpf Chairman of the Supervisory Board

General meeting agenda item no. 3.: Report of the Supervisory Board



[...]/2022 Annual General Meeting Resolution (proposal)

The AGM of Shareholders accepted the relevant report of the Supervisory Board on the Company's reports under the Accounting Act and on the determination of the profit for the 2021 business year.

General meeting agenda item no. 4.: Report of the Audit Committee



Item No. 4

Report of the Audit Committee on the Company's reports under the Accounting Act for the 2021 business year and the proposal for the use of net earnings

Report of the Audit Committee of ANY Security Printing Company PLC on the Company's operations between 1 January 2021 – 31 December 2021

The Audit Committee has performed its duties in accordance with the provisions set out in the relevant paragraphs about Companies of the Civil Code (Act V. 2013) and the statutes of ANY Security Printing Company PLC. The committee discussed the Company's reports prepared in accordance with the provisions of the International Financial Reporting Standards accepted in the European Union. The annual report and the consolidated annual report prepared according to the international accounting standards presented to the Annual General Meeting comply with all applicable law and regulations. For this reason, the Audit committee proposes to the Annual General Meeting the approval of the presented financial reports.

Budapest, 10 March 2022

Dr. Istvánné Gömöri

Chairwoman of the Audit Committee

General meeting agenda item no. 4.: Report of the Audit Committee



[...]/2022 Annual General Meeting Resolution (proposal)

The AGM of Shareholders accepted the relevant report of the Audit Committee on the Company's reports under the Accounting Act and on the distribution of profit for the 2021 business year.

General meeting agenda item no. 5.: Approval of the Auditor's report



Item No. 5

Report of the Auditor on the Company's reports under the Accounting Act for the 2021 business year and the proposal for the use of net earnings

General meeting agenda item no. 5.: Approval of the Auditor's report



General meeting agenda item no. 5.: Approval of the Auditor's report



[...]/2022 Annual General Meeting Resolution (proposal)

The AGM of Shareholders accepted the relevant report of the Auditor of the Company on the Company's reports under the Accounting Act and on the determination of the profit for the 2021 business year.

General meeting agenda item no. 6.: Approval of the Company's report



Item No. 6

Approval of the Company's reports under the Accounting Act for the 2021 business year, including a decision on the use of net earnings

(Please find the reports attached.)

General meeting agenda item no. 6.: Approval of the Company's report



[...]/2022 Annual General Meeting Resolution (proposal)

The AGM of the Shareholders approved the balance sheet of the Company with assets vs. equity and liabilities of HUF 20,069,140 thousand, net profit of HUF 3,352,399 thousand, and approved the consolidated balance sheet of the Company with assets vs. equity and liabilities of HUF 23,161,155 thousand, net profit of HUF 3,606,617. A dividend totalling HUF 2,411,528 thousand (HUF 163 per share) will be paid for the shareholders from the net profit of 2021. The date for the payment of the dividend is: 12th May 2022.

General meeting agenda item no. 7.: Statement on Corporate Governance



Item No. 7

Approval of the Statement on Corporate Governance Practice

Please find the Statement attached.

General meeting agenda item no. 7.: Statement on Corporate Governance



[...]/2022 Annual General Meeting Resolution (proposal)

The AGM of Shareholders accepted the Report on Corporate Governance.

General meeting agenda item no. 8.: Approval of the Remuneration Report



Item No. 8.

Approval of the Company's Remuneration Report for the 2021 business year.

Please find the Report attached.

General meeting agenda item no. 8.: Approval of the Remuneration Report



[...]/2022 Annual General Meeting Resolution (proposal)

The AGM of Shareholders approved the Company's Remuneration Report for the 2021 business year.

General meeting agenda item no. 9.: Election of the Auditor



Item No. 9.

Election of the Auditor, and decision on the remuneration

The Audit Committee suggests the AGM Ernst & Young Audit Ltd. (Registered seat: H-1132 Budapest, Váci út 20., registration number: 01-09-267553, Chamber of Auditors' registration number: 001165) to be elected as Auditor from 1st May 2022 until 31st May 2023, represented by Zsuzsanna Bartha as head of audit engagement (address: H-5900 Orosháza, Rákóczi út 25., mother's name: Ilona Németh, Chamber of Auditors' registration number: MKVK 005268).

The proposed Audit fee is HUF 11,660,000 for the year 2022.

General meeting agenda item no. 9.: Election of the Auditor



[...]/2022 Annual General Meeting Resolution (proposal)

The AGM elected Ernst & Young Audit Ltd. (Registered seat: H-1132 Budapest, Váci út 20., registration number: 01-09-267553, Chamber of Auditors' registration number: 001165) as Auditor from 1st May 2022 until 31st May 2023, represented by Zsuzsanna Bartha as head of audit engagement (address: H-5900 Orosháza, Rákóczi út 25., mother's name: Ilona Németh, Chamber of Auditors' registration number: MKVK 005268).

The AGM approved the Audit fee of HUF 11,660,000 for the year 2022.

General meeting agenda item no. 10.: Election and removal of the members



Item No. 10.

Election and removal of the members of the Board of Directors, members of the Supervisory Board, members of the Audit Committee

Oral proposal

General meeting agenda item no. 10.: Election and removal of the members



[...]/2022 Annual General Meeting Resolution (proposal)

General meeting agenda item no. 11.: Remuneration



Item No. 11.

Decision on the remuneration of Board of Directors, Supervisory Board members and the Auditor

The remuneration of the Board of Directors and Supervisory Board remain unchanged.

General meeting agenda item no. 11.: Remuneration



[...]/2022 Annual General Meeting Resolution (proposal)

The AGM of Shareholders accepted the remuneration of the Board of Directors and Supervisory Board as unchanged.

General meeting agenda item no. 12.: Amendment of the Statutes



Item No.12.

Authorization of the Board of Directors to buy treasury shares based on section 9.3 of the Company's Statutes

Based on Section 3:223 of Act V of 2013 on Civil Code and section 9.3 of the Company's Statutes, the Board of Directors proposes that the General Meeting should authorize the Company's Board of Directors to buy at most 2,958,930 pieces of registered ordinary shares series A issued by ANY Security Printing Company PLC with a nominal value of HUF 98 each (up to maximum 20% of share capital) in accordance with the conditions set out in the referring regulations to cover the employee and management share option programme introduced at the Company and to ensure the possibility of a prompt intervention in the case of share price fluctuation. The share price of the share acquisitions must be at most the 120% of the average stock exchange closing price fixed at the Budapest Stock Exchange in the week preceding the stock exchange transaction. By the present authorization, the Board of Directors may exercise the right of share acquisition until 12th October 2023.

General meeting agenda item no. 12.: Amendment of the Statutes



[...]/2022 Annual General Meeting Resolution (proposal)

The Board of Directors proposes that the General Meeting should authorize the Company's Board of Directors to buy at most 2,958,930 pieces of registered ordinary shares series A issued by ANY Security Printing Company PLC. with a nominal value of HUF 98 each (up to maximum 20% of share capital) in accordance with the conditions set out in the referring regulations to cover the employee and management share option programme introduced at the Company and to ensure the possibility of a prompt intervention in the case of share price fluctuation. The share price of the share acquisitions must be at most the 120% of the average stock exchange closing price fixed at the Budapest Stock Exchange in the week preceding the stock exchange transaction. By the present authorization, the Board of Directors may exercise the right of share acquisition until 12th October 2023.

General meeting agenda item no. 13.: Others



Item No. 13.

Others