



DOCUMENTS
OF THE EXTRAORDINARY GENERAL MEETING
OF MBH BANK NYRT.
OF 14 MARCH 2024

Date and time of the General Meeting:

14 March 2024

Venue of the General Meeting:

MBH Bank Nyrt. Head Office, Ball Room (1056 Budapest, Váci utca 38.)

The procedure for holding the General Meeting:

physical attendance

AGENDA OF THE GENERAL MEETING

1. ELECTION OF A MEMBER OF THE SUPERVISORY BOARD AND A MEMBER OF THE AUDIT COMMITTEE

The Board of Directors and Supervisory Board of MBH Bank Nyrt. have examined and discussed the proposals for the general meeting and recommended the contents of the general meeting proposals to be presented to the General Meeting.

1. AGENDA ITEM

**ELECTION OF A MEMBER OF THE SUPERVISORY BOARD AND A MEMBER OF
THE AUDIT COMMITTEE**

Reasoning:

The General Meeting has the exclusive competence to elect the members of the Supervisory Board and the Audit Committee in accordance with Section 3.1.16. m) of the Articles of Association. According to Section 3.3.6.2. of the Articles of Association, the members of the Supervisory Board are elected by the General Meeting for a fixed term of up to five (5) years.

The Company received a proposal from the shareholders to elect Dr. Árpád Kovács (mother's maiden name: Mária Fábián; place and date of birth: Szombathely, 3 February 1948; address: 1037 Budapest, Toronya utca 25. 2/4) as a member of the Supervisory Board and Audit Committee, for a definite term until 31 December 2025.

Pursuant to Section 14 (1) (e) of the Hpt., the approval of the Magyar Nemzeti Bank is required for the election of a member of the Supervisory Board who qualifies as a senior manager. If the MNB approval is not yet available on the date of the resolution, then the date on which dr. Árpád Kovács takes up office is the date of receipt of the authorisation decision issued by the Magyar Nemzeti Bank or, if the approval statement is made after that date, the date of approval.

The remuneration of the member of the Supervisory Board shall be governed by the provisions of General Meeting Resolution 8/2023 (27 April). The members of the Audit Committee do not receive any separate remuneration for that office.

Presentation of the candidate:

Dr. Árpád Kovács

He started his career as a design engineer in 1971, and later worked in the Hungarian Ministry of Transport on the development and financing of transport supply systems. His first doctorate decree in engineering in 1989 was also related to the finance and organisation of road investment projects. Between 1979 and 1989 he worked as an economic expert and then as head of department at the central government audit office, where he was responsible for the financing and control of transport, telecommunications and construction. In 1989, he took part in a six-month training programme at the US General Accountability Office (US State Audit Office). From 1990, he was Head of Unit and then Director of the State Audit Office. Its tasks were related to the control of the financing of the social care systems, in particular social security, the management of public funds and the financial control of the functioning of political institutions. In 1996, he is appointed Chairman of the Board of Directors of the State Privatisation and Asset Management Agency (ÁPV Rt.) It was from this function that he was elected President of the State Audit Office of Hungary by Parliament at the end of 1997. He held that position until the end of 2009. In connection with his work, he was first Head of the Working Committee of the International Organisation for Supreme Audit Institutions (INTOSAI), Vice-Chairman of the Governing Board from 2001 to 2007 and then Chairman from 2004. After the end of his term as President of the State Audit Office, in 2010 he returned to public and state asset management, as a member of the Board of Directors of Magyar Nemzeti

Vagyonkezelő Zrt. and Chairman of the Supervisory Boards of tMagyar Villamosművek, the Budapest transport and the municipal operations holding companies. He was President of the Budget Council from 2012 to 2024. From 2014 he was Senior Advisor to the President of the SAO. In 2001 he obtained a PhD followed by habilitation at the Budapest University of Technology and Economics. Since 2009 he has been lecturer and then professor emeritus at the University of Szeged. He teaches at the Eötvös Lóránd University of Budapest, the University of Debrecen and the National University of Public Service. He holds a honorary doctorate at several universities. Since 2021, he has been the chairman of the Supervisory Board of the Foundation for the University of Szeged. His research focuses on the operation and control of public finances and public asset management. Author, co-author, chapter writer and editor of a number of books. Almost three hundred of his articles have been published in professional journals. From 1998 he was President and Co-President of the Hungarian Association of Financial and Economic Auditors, and from 2008 to 2017 he was President of the Hungarian Economic Association, and then Honorary President in perpetuity.

Proposed general meeting resolutions:

The General Meeting elects Dr. Árpád Kovács (mother's maiden name: Mária Fábián; place and date of birth: Szombathely, 3 February 1948; address: 1037 Budapest, Toronya utca 25. 2/4) as a member of the Supervisory Board, from 14 March 2024 to 31 December 2025, but not earlier than the date on which the authorising resolution issued by the Magyar Nemzeti Bank concerning the Supervisory Board member is received by the company and the Supervisory Board member accepts his election in writing.

The General Meeting elects Dr. Árpád Kovács (mother's maiden name: Mária Fábián; place and date of birth: Szombathely, 3 February 1948; address: 1037 Budapest, Toronya utca 25. 2/4) as a member of the Audit Committee, from 14 March 2024 to 31 December 2025, but not earlier than the date on which the authorising resolution issued by the Magyar Nemzeti Bank concerning the Supervisory Board member is received by the company and the Supervisory Board member accepts his election in writing.