



**DOCUMENTS OF
THE EXTRAORDINARY GENERAL MEETING OF
MBH BANK NYRT. OF
29 NOVEMBER 2024**

<i>Date of the General Meeting:</i>	29 November 2024
<i>Venue of the General Meeting:</i>	MBH Bank Nyrt. Head Office, Ball Room (1056 Budapest, Váci utca 38.)
<i>The manner of holding the General Meeting:</i>	physical attendance

Important notice

“Hungarian language is the official and registered language of MBH Bank Plc’s („the Issuer”) disclosures pursuant to the relevant legal and stock-exchange rules. The present English translation has been prepared on a voluntary basis, with the best care and intention of the Issuer to inform English speaking investors, however, in the event of any controversy between the Hungarian and English version, the authentic Hungarian version shall prevail.”

AGENDA OF THE GENERAL MEETING

1. MODIFICATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

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

1. *AGENDA ITEM*

MODIFICATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

Reasoning:

For the reasons set out below, it has become necessary to amend the current Articles of Association (**Articles of Association**) of MBH Bank Nyilvánosan Működő Részvénytársaság (**the Company**):

1. On 14 August 2024, Magyar Bankholding Zrt. (MBH Zrt.) decided to divide itself into new legal successor companies, as a result of which Magyar Bankholding Zrt. will be dissolved and divided into new legal successor companies and its assets will be transferred to the legal successor companies (the Division). The Effective Date of the Division is scheduled for 30 November 2024, with the proviso that if this date would be earlier than the effective date of the registration of the Division by the Companies Court, the date of the Division shall be the date of deletion of MBH Zrt. as the dividing predecessor company by the Companies Court. The first day of operation of the legal predecessor companies is 1 December 2024. The announcement on the Division was disclosed in the Company Gazette, issued on 29 August 2024 and 5 September 2024.
2. The entry into force of certain transactions and commitments which fall within the decision-making powers of the Board of Directors as set out in the Articles of Association requires the subsequent approval of the General Meeting of MBH Zrt. In view of the Division (dissolution) of MBH Zrt, Article 3.2.2 (v) and (w) of the Articles of Association of the Company needs to be amended as follows: (the changes are indicated in bold italics)

“3.2.2. The following falls within the exclusive competence of the Board of Directors:

- (v) decisions on transactions and commitments of the Company (including, but not limited to, decisions on participation in legal entities and their termination) with a value exceeding EUR 250 million, ~~provided that the entry into force of such transactions and commitments requires the subsequent approval of the General Meeting of Shareholders of Magyar Bankholding Zrt. (registered office: 1134 Budapest, Kassák Lajos utca 18.; company registration number: 01-10-140865), except (i) transactions and commitments between the Company and its direct or indirect subsidiaries; and (ii) commitments and transactions arising from the performance of the Company's authorised activities,~~
 - (w) except for commitments and/or transactions arising from the performance of authorised activities of direct or indirect subsidiaries of the Company, the prior approval of transactions and commitments (including, but not limited to, decisions on participation in legal entities and their dissolution) of the Company's direct or indirect subsidiaries with a value exceeding EUR 250 million, ~~provided that the entry into force of such transactions and commitments shall be subject to the subsequent approval of the General Meeting of MBH, except for (i) transactions and commitments between direct and/or indirect subsidiaries of the Company,~~
3. Simultaneously with the amendment of the Articles of Association as described above, it is proposed, in line with the practice of the Company's operation for several years, to

stipulate in the Articles of Association that the hold-harmless warrant pursuant to Section 3:117 of the Civil Code may be granted not only to the executive officers but also to the members of the Supervisory Board. In view of the above, Article 3.1.16 (o) of the Articles of Association of the Company is proposed to be amended as follows: (the changes are indicated in bold italics)

“3.1.16. The following shall be within the exclusive powers of the General Meeting:

- (o) assessment of the work of the executive officers ***and members of the Supervisory Board*** performed in the previous business year, decision on granting a hold-harmless warrant ***to them***;

The Articles of Association, as consolidated with the amendments, are attached to this proposal as Annex 1

It is proposed that the amended Articles of Association in a consolidated structure should enter into force on the first day after the date of Division of MBH Nyrt., so it should be scheduled for 1 December 2024, with the proviso that if this date would be earlier than the effective date of the registration of the Division by the Companies Court, the date of the Division shall be one day after the date of deletion of MBH Zrt. as the dividing predecessor company by the Companies Court.

It is proposed that the General Assembly amend the Articles of Association and decide on the points to be amended in one resolution, in view of the nature of the amendments, their interdependence.

In its resolution H-EN-I-474/2024 of 24 October 2024, Magyar Nemzeti Bank approved the amendment of the Articles of Association referred to in section 2, which is subject to the approval of Magyar Nemzeti Bank.

The Supervisory Board agrees with the proposal of the Board of Directors.

Proposed General Meeting resolutions:

The General Meeting agrees to adopt a single resolution to amend the Articles of Association of the Company as proposed by the Board of Directors.

The General Meeting accepts the amendment of Article 3.2.2 (v) and (w) and Article 3.1.16 (e) of the Articles of Association of the Company. The Articles of Association, as consolidated with the amendments, are attached to this resolution as Annex 1. The amended Articles of Association of the Company shall enter into force on 1 December 2024

with the proviso that if that date is the same or occurs sooner than the actual date of deletion of Magyar Bankholding Zrt. (registered office: 1134 Budapest, Kassák Lajos utca 18.; company registration number: Cg.01-10-140865) by the Companies Court, the date of entry into force of the amendments shall be the day following the date of deletion of Magyar Bankholding Zrt. by the Companies Court.

ATTACHMENT:

1. Articles of Association in a consolidated structure with the amendments