

## Policy

### The Remuneration Policy of MBH Bank Nyrt. pursuant to the Hrsztv.

Number of the regulation	POL-0002/2020/V3
Date of entry into force	29.04.2024.
Date of entry into force of previous amendment	12.12.2023.
Valid until	For an indefinite period – until withdrawal
Group policy	No
Subject to mandatory reporting to MNB?	Yes
Publicity Access to the policy and its attachments (mark 'x' as appropriate)	<input checked="" type="checkbox"/> Normal (For internal use only) <input type="checkbox"/> Restricted
In the case of a policy of restricted access, list of the organisational units authorised to access the policy	
Other provisions	The Remuneration Policy pursuant to the Hrsztv. is to be submitted to the General Meeting for a vote in the event of a significant change, but at least every four years. Number of latest General Meeting resolution: xx/2024. (29 April)
Policy owner division	Compensation and HR services
Issued by	The Supervisory Board of MBH Bank Nyrt.
Last amended by	Noémi Laczkó

#### **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.”*

<b>Summary of annexes</b>		
<b>Number of annex</b>	<b>Title of annex</b>	<b>Eligible for modification</b>
Annex 1. – in policy	Data relating to the contract concluded with Directors for the performance of work or holding of positions, or remuneration related thereto	Issued by

<b>Policies repealed</b>
<ul style="list-style-type: none"><li>▪ Policy No. 2/2020 (The Remuneration Policy of MBH Bank Nyrt. pursuant to the Hrsztv.) Version V2</li></ul>

The General Meeting of MBH Bank Nyrt. adopted Version V3 of this policy and its annex by its resolution No. xx/2024. (29 April), on 29.04.2024.  
The Supervisory Board of MBH Bank Nyrt. adopted Version V3 of this policy and its annex by its resolution on 29.04.2024.

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**The Remuneration Policy of MBH Bank Nyrt. pursuant to the Hrsztv.  
(‘Remuneration Policy pursuant to the Hrsztv.’ / ‘Directors’ Remuneration Policy’)****A summary of amendments**

This Remuneration Policy pursuant to the Hrsztv. is a version of the Remuneration Policy pursuant to the Hrsztv No. **POL-0002/2020/V2** in a consolidated structure including amendments.

The Remuneration Policy pursuant to the Hrsztv. has been amended as detailed below:

- (i) in regard to its purposes, by the declaration of the requirements of long term value creation, sustainability and ethical conduct;
- (ii) in regard to its personal scope, by clarifying the categories of Directors: in addition to introducing the category of Directors considered as Management Board Members as a category under the company law, in terms of the Labour Code it clearly distinguishes between Directors employed and Directors not employed by MBH Bank Nyrt. (section 3.2);
- (iii) the elements of the remuneration of Directors (Section 8) are detailed in accordance with the categories specified in section 3.2;
- (iv) the characteristics of the contracts concluded with Directors regarding the performance of work or holding of positions, or the remuneration for these (Annex 1), are detailed in accordance with the categories specified in section 3.2;
- (v) format changes (including references to the remuneration policy under the Credit Institutions Act (Hpt. JP), in view of amendments made to the Hpt. JP in the meantime /see Section 16: Clawback rules / Section 18: Remuneration Committee/).

The shareholders' opinions and votes concerning the remuneration policy and the reports are taken into account as specified in Section 4 ("*Validity and amendment of the Remuneration Policy pursuant to the Hrsztv.*").

**1 Purpose of the Remuneration Policy pursuant to the Hrsztv.**

The purpose of the Remuneration Policy pursuant to the Hrsztv. is for the MBH Bank Nyrt. to establish a remuneration policy for the person employed in director positions by MBH Bank Nyrt. - as specified in **Hiba! A hivatkozási forrás nem található.** of the Remuneration Policy pursuant to the Hrsztv. - which is in line with the provisions of Act LXVII of 2019 on Encouraging Long-Term Shareholder Engagement and amendments of further regulations for harmonisation purposes (hereinafter referred to by the Hungarian abbreviation: ‘Hrsztv.’) and to acknowledge their performance in a manner corresponding to

- a) The Bank Group remuneration policy on the "**Remuneration policy**" as per Act CCXXXVII of 2013 on Credit Institutions and Financial Enterprises (hereinafter: Hpt.) (Hpt. Performance Remuneration Policy; Hpt. **Rp.**),
- b) the effective and efficient risk management, without encouraging the assumption of risks beyond the risk assumption limits of MBH Bank Nyrt., and

- c) the business strategy, objectives, sustainability, values and long-term interests of MBH Bank Nyrt., promoting the achievement thereof.

This Directors' Remuneration Policy encourages high performance, adequate risk taking in accordance with MBH Bank Nyrt's strategy and responsible conduct promoting MBH Bank Nyrt's long term interests. Its purpose is to create incentives that will coordinate managers' individual interests with those of MBH Bank Nyrt.. The remuneration provided for managers is based on value creation ensuring sustainability and ethical conduct.

## **2 Relationship between the Remuneration Policy pursuant to the Hrsztv. and the Hpt. Performance Remuneration Policy**

- 2.1 This Directors' Remuneration Policy is a separate remuneration policy prepared on the basis of the Hrsztv., in accordance with the rules laid down in the Hpt. Performance Remuneration Policy, to which the provisions laid down in the Hpt. Performance Remuneration Policy must be applied, *mutatis mutandis*, with the exception of the provisions that are – by nature or purpose – not applicable or are of no relevance to this Directors' Remuneration Policy.
- 2.2 The meanings of the terms and expressions appearing in this Directors' Remuneration Policy in a capitalised form are – pursuant to section 2.1 – defined in the Hpt. Performance Remuneration Policy.
- 2.3 This Directors' Remuneration Policy contains multiple references to specific sections of the Hpt. Performance Remuneration Policy, in order to avoid unnecessary repetitions. If the terms, processes or their numbering used in the Hpt. Performance Remuneration Policy change, then this Directors' Remuneration Policy shall refer, *mutatis mutandis*, to the changed terms and processes and their numerical designation.
- 2.4 It is the task of MBH Bank Nyrt. to ensure consistency between the Hpt. Performance Remuneration Policy and this Directors' Remuneration Policy.

## **3 Scope of the Remuneration Policy pursuant to the Hrsztv. - MBH Bank Nyrt. Directors**

- 3.1 The institutional scope of this Remuneration Policy pursuant to the Hrsztv. extends to MBH Bank Nyrt..
- 3.2 The personal scope of the Remuneration Policy pursuant to the Hrsztv. shall, in accordance with the applicable statutory regulations, cover
- the Chairman and Members of MBH Bank Nyrt's Board of Directors,
  - the Chairman and Members of its Supervisory Board,
  - MBH Bank Nyrt's the chief officer (Chairman – Chief Executive Officer) and the Deputy Chief Executive Officers

(hereinafter collectively: "Directors").

In case the Board of Directors determines – in exercise of its power granted by MBH Bank Nyrt's Articles of Association – that the Chairman of the Board of Directors and the Chief Executive Officer of MBH Bank Nyrt. must

be two different persons, the provisions of this Directors' Remuneration Policy shall apply to the Chief Executive Officer as well.

The following groups of persons are to be distinguished from the perspective of the application of the rules on remuneration concerning the Directors:

- **Directors categorised as management board members:** the Chairman and the Members of the Board of Directors (hereinafter collectively: "**Board of Directors Members**") and the Chairman and the Members of the Supervisory Board (hereinafter collectively: "**Supervisory Board Members**").
- **Directors employed by MBH Bank Nyrt.:** the Chairman – Chief Executive Officer (Chief Executive Officer), the Deputy Chief Executive Officers (including internal Board of Directors' Members) and the Supervisory Board Members delegated by the employees.
- **Directors not employed by MBH Bank Nyrt.:** the external Board of Directors' Members and the independent Supervisory Board Members.

If a given Director is a member of more than of the above categories at the same time, the provisions of this Directors' Remuneration Policy pertaining to the categories of relevance to the Director concerned shall together be applied to that Director.

#### **4 Validity and amendment of the Remuneration Policy pursuant to the Hrsztv.**

- 4.1 Payments may be made to Directors only on the basis of the Directors' Remuneration Policy adopted by the General Meeting of MBH Bank Nyrt. (hereinafter: "General Meeting"), providing that Remuneration Policy pursuant to the Hrsztv. must be put on the agenda of the General Meeting when it is modified significantly, but at least every four years, for advisory voting. [Section 3:268 of the Civil Code, Section 16 (5) of the Hrsztv]
- 4.2 In case the Directors' Remuneration Policy proposed pursuant to section 4.1 of this Directors' Remuneration Policy is rejected by the General Meeting, the revised Directors' Remuneration Policy shall be submitted for voting again, to the next General Meeting.
- 4.3 The amended or revised Directors' Remuneration Policy submitted to the General Meeting shall contain a description and an explanation of all material amendments made since the voting concerning the Remuneration Policy pursuant to the Hrsztv. at the previous General Meeting, along with a description of how they reflect the shareholders' opinions and votes relating to the Remuneration Policy pursuant to the Hrsztv..
- 4.4 If there is no approved Remuneration Policy pursuant to the Hrsztv. and the General Meeting does not approved the proposed remuneration policy, MBH Bank Nyrt. will continue to pay remuneration to the Directors in line with its current practice, with the proviso that the revised Remuneration Policy pursuant to the Hrsztv. shall be submitted to the subsequent General Meeting for a vote. [Article 9a (2) of Directive 2007/36/EC]
- 4.5 If there is already a Remuneration Policy pursuant to the Hrsztv. and the General Meeting does not approve the proposed new Remuneration Policy pursuant to the Hrsztv., MBH Bank Nyrt. shall continue to pay

remuneration to the Directors in line with the current approved Remuneration Policy pursuant to the Hrsztv., and the revised Remuneration Policy pursuant to the Hrsztv. shall be submitted to the subsequent General Meeting for a vote. [Article 9a (2) of Directive 2007/36/EC]

## **5 Possible deviation from the Remuneration Policy pursuant to the Hrsztv.**

5.1 Deviation from this Remuneration Policy pursuant to the Hrsztv. is possible only in exceptional cases (for the purpose of ensuring the long-term interests and sustainable operation of MBH Bank Nyrt. or to ensure its viability) and temporarily, in accordance with the provision of Section I.1.2. of the Hpt. Performance Remuneration Policy.

## **6 Rules to be applied**

- Act V of 2013 on the Civil Code (Civil Code),
- Act LXVII of 2019 on the encouragement of long-term shareholder engagement and modification of certain acts with the purpose of legal harmonization (Hrsztv.)
- Directive 2007/36/EC of the European Parliament and of the Council of 11 July 2007 on the exercise of certain rights of shareholders in listed companies (Directive 2007/36/EC)
- the regulatory background and basic principles specified in section I.3. of the Hpt. Performance Remuneration Policy.

## **7 Disclosure**

- 7.1 The provisions of this Directors' Remuneration Policy must be made available for all parties concerned.
- 7.2 MBH Bank Nyrt. shall, after voting – or, if it rejected by the first vote, after the repeated voting – at the General Meeting on the Remuneration Policy pursuant to the Hrsztv., make the Remuneration Policy pursuant to the Hrsztv. accessible free of charge on its website during its validity, together with the date and result of the voting.

## **8 Components of Directors' remuneration**

8.1 The Directors' remuneration may – in accordance with Section (55) of the Hpt. Performance Remuneration Policy – only be either Basic Remuneration or Performance Remuneration; there is no third remuneration category, i.e. all components of the remuneration may be associated with the Basic Remuneration or the Performance Remuneration.

8.2 Directors categorised as Management Board Members are eligible for a fixed-amount honorarium. The honorarium shall consist exclusively of a cash allowance for both the Members of the Board of Directors and the Members of the Supervisory Board.

8.3 The remuneration for Directors not employed by MBH Bank Nyrt. shall consist entirely of a Basic Remuneration; no Performance Remuneration shall be established and paid to such Directors.

8.4 The components of the Basic Remuneration and the Performance Remuneration of Directors employed by MBH Bank Nyrt., and the proportions of such components, are presented in the table below:

Position	Basic Remuneration	Performance Remuneration	The maximum of the Performance-based Remuneration
Chief Executive Officer, Deputy Chief Executive Officer	basic wage, the allowances (cafeteria, insurance, other fringe benefits) specified in detail in MBH Bank Nyrt's internal regulations, mobile phone and car use	annual bonus	12-month basic wage
Member of the Board of Directors (internal Members of the Board of Directors)	basic wage, the allowances (cafeteria, insurance, other fringe benefits) specified in detail in MBH Bank Nyrt's internal regulations, mobile phone and car use	performance-based remuneration as detailed in MBH Bank Nyrt's Hpt. JP and other internal regulations (annual bonus, premium, area incentive, target premium, project bonus, retention bonus)	12-month basic wage
Member of the Supervisory Board (Members of the Supervisory Board delegated by employees)	basic wage, the allowances (cafeteria, insurance, other fringe benefits) specified in detail in MBH Bank Nyrt's internal regulations, mobile phone and vehicle use	performance-based remuneration as detailed in MBH Bank Nyrt's Hpt. JP and other internal regulations (annual bonus, premium, area incentive, target premium, project bonus, retention bonus)	12-month basic wage

8.5 The amount of the Basic Remuneration should be large enough to make it possible to reduce the amount of the Performance-based Remuneration to zero. The Directors must not be dependent on the granting of the Performance-based Remuneration because that might, incidentally, encourage excessive short term risk taking [Section 16 (2) and Section 17 (1) b) of the Hrsztv.]

8.6 The amount of the Performance-based Remuneration shall be set such that it encourages Directors to facilitate the successful operation of MBH Bank Nyrt. and the MBH Bank Prudential Group (hereinafter: Bank Group) in the long run and enable Ex-ante and Ex-post Risk Assessment on the basis of risks as well as clawback of amounts of Performance-based Remuneration accounted/paid, as might be necessary. The rules on reduction, and clawback, regarding 100% of the Performance-based Remuneration shall be applied in accordance with the provisions laid down in this Directors' Remuneration Policy and the Hpt. Remuneration Policy.

8.7 In determining the rate of the remuneration for the persons covered by the scope of the Remuneration Policy pursuant the Hrsztv.:



- the qualifications, required experience defined for the particular position and the related restrictive factors;
- wage market information; and
- the given scope of tasks, responsibilities and powers; and
- the importance of the position in the organisation and the service period may be taken into account.

## **9 Basic principle and method of Performance Remuneration**

9.1 The most important principle of the Remuneration Policy pursuant to the Hrsztv. is that, in line with the provisions of the Performance Assessment Policy and the Policy on Incentives, and in addition to the ex ante and ex post risk assessment, the Performance Remuneration amount is tied to the degree of achievement of

- the Bank Group; and
- the Directors' individual targets.

9.2 The Performance Remuneration amount is established on the basis of the joint assessment of the objectives, also taking into account the financial and non-financial criteria specified in Section 10.3.

9.3 Performance Remuneration is paid in compliance with the provisions of the Hpt. Performance Remuneration Policy, on the due dates of each Payment Cycle.

## **10 General principles and framework of Performance Measurement [Section 17 (3) a) of the Hrsztv.]**

10.1 It is a fundamental pre-requisite of the Performance Assessment that MBH Bank Nyrt. should set objectives for Directors for each Reference Year. Such targets must be derived from MBH Bank Nyrt's business operation and strategy, its corporate values, its risk appetite and long term interests, taking into account the costs of MBH Bank Nyrt's capital and liquidity –at the level of the Bank Group – as well.

10.2 All relevant existing and future risks, including on- and off-balance sheet risks – distinguishing between risks of relevance from the perspective of the Directors – must also be taken into account in target setting.

10.3 Quantitative and qualitative performance criteria pertaining to the Directors – **in line with MBH Bank Nyrt's strategic goals for the year concerned – need to be established for the purposes of target setting. Bank-wide and area-specific financial goals and non-financial performance criteria equally appear among the goals; these ensure the Bank Group's prudent, sustainable and profitable operation in the long run as well.**

At individual level, these criteria are included in the Target Agreements concluded with Directors.

10.4 The quantitative criteria must cover a period which is long enough to sufficiently capture the risks assumed by MBH Bank Nyrt. and the Directors and to include risk adjustments and economic efficiency indicators.

## **11 Performance Measurement component at the level of the Bank Group – Corporate Assessment Index**

11.1 At the level of the Bank Group, Performance Remuneration-related performance measurement is based on the target value specified in the Corporate Assessment Index (as a score) for the Reference Year - defined based on the current Business Plan approved by the Board of Directors of MBH Bank Nyrt. -, pursuant to the provisions of the Hpt. Performance Remuneration Policy.

11.2 The Chairman – Chief Executive Officer of MBH Bank Nyrt. decides on the fulfilment of the target value of the Corporate Assessment Index for the Reference Year, which decision is confirmed by the Board of Directors of MBH Bank - at its meeting held prior to the Annual Ordinary General Meeting of the subsequent year - and the Annual Ordinary General Meeting of the subsequent year.

## **12 Performance Measurement component at Director level**

12.1 At the individual level, performance measurement related to Performance Remuneration is measured by evaluating performance indicators and targets based on quantitative and qualitative criteria set in the Target Agreements.

## **13 Ex-ante Risk Assessment**

13.1 At Bank Group level, the Chairman – Chief Executive Officer of MBH Bank may decide on the (reasonable) amendment of the Corporate Assessment Index or, if it is deemed necessary, on the application of a proportionate Performance Remuneration pursuant to the provision of the Hpt. Performance Remuneration Policy.

13.2 At individual level, the Ex Ante Risk Assessment is performed according to the criteria system established in the Target Agreements concluded pursuant to the Performance Assessment Policy, on a quarterly basis during the Reference Year, the result of which is taken into account during the Performance Assessment.

13.3 The Ex Ante Risk Assessment period starts, at Bank Group level, from the setting of the Corporate Assessment Index by the Chairman – Chief Executive Officer, at individual level, from the conclusion of the Target Agreements, and lasts until the Performance Assessment. [Paragraphs (102) - (104) of the Hpt. Jp.]

## **14 Performance Remuneration tools**

14.1 The Performance Remuneration of Directors consists of 50% Cash Benefit and 50% Instrument-Based Benefit in compliance with Article 118 (11) of the Hpt., unless the legislation provides otherwise, taking into account the divergent provisions of the Hpt. Performance Remuneration Policy. [Paragraph (135) of the Hpt. Jp.]

## **15 Payment of Performance Remuneration to Directors**

15.1 The Cash Benefit part of the Performance Remuneration of Directors is payable in cash, while the Instrument-Based Benefit part may be paid out in the form of an instrument or cash, depending on the decision of the Board of Directors of MBH Bank Nyrt. with regard thereto–, pursuant to the provisions of the Hpt. Performance Remuneration Policy. –[Paragraph (148) of the Hpt. Jp.]

- 15.2 In the case of Directors the payment of 60% of the Awarded Performance Remuneration shall be deferred.
- 15.3 In the case of Directors where the Maximum Performance Remuneration available for the Reference Year is not higher than threshold value of EUR 250,000, the payment of 40% of the Awarded Performance Remuneration shall be deferred. [Paragraph (128) of the Hpt. Jp.]
- 15.4 For the Directors, with regard to the deferred portion of the Awarded Performance Remuneration, the period of deferral according to the Payment Cycle shall be 5 years, during which the deferred payment
- a) shall be defined in equal proportions each year (12%; 12%, 12%; 12%), when it is due according to the Payment Cycle in the case of 60% deferral referred to in Section 15.2 of this Remuneration Policy,
  - b) shall be defined in equal proportions each year (8%; 8%, 8%; 8%), when it is due according to the Payment Cycle in the case of 60% deferral referred to in Section 15.2 of this Remuneration Policy, and 50-50% of the non-deferred (short-term) and deferred payment shall be Cash Benefits and Instrument-Based Benefits.
- 15.5 In the case of Instrument-Based Benefits, 50% of the first (non-deferred) part shall be retained for one year.
- 15.6 From the conclusion of the Performance Assessment, during the entire period of deferral, the interim effects relating to the activities of the Directors in the Reference Year shall be taken into account and, depending on the outcome, the total of the Awarded Performance Remuneration paid with non-deferred and deferred payments shall be reduced within the framework of Ex Post Risk Assessment as and when necessary.
- 15.7 The deferred instalments may be paid out following the conclusion of the Ex Post Risk Assessment in each year of due payments within the Payment Cycle.
- 15.8 The Annual Ordinary General Meeting of the given year of due payment within the Payment Cycle shall have the right to decide on the reduction of the deferred portion of the Performance Remuneration awarded to the Directors and due according to the Payment Cycle within the framework of an Ex Post Risk Assessment. The settlement of time proportionate Performance Remuneration shall be performed according to the general rules on the condition that, if the employment relationship in the Reference Year is shorter than 6 months, in an active staff status, the Eligible Person shall not be eligible to Performance Remuneration, unless otherwise provided for by MBH Bank Nyrt.

## **16 Clawback rules [Section 17 (3) b) of the Hrszvtv.]**

### 16.1 If the Director

- a) committed a criminal act related to the Bank Group or its operation,
- b) with regard to the tasks performed by them and their responsibilities, committed misconduct, gross negligence, abuse, or there was a deficiency therein – not constituting a crime – (especially if the act of the Director significantly deteriorated the trustworthiness and/or profitability of MBH Bank Nyrt. or its Subsidiary),
- c) was a partner in or responsible for a practice causing Major Financial Loss, or

d) does not meet the expectations of suitability and competence,

e) commits a breach of compliance in terms of the policy entitled Compliance Mandate Policy,

their eligibility to the not yet performed portion of their Awarded Performance Remuneration ceases and, pursuant to the procedure specified in Paragraph (173) of the Hpt. Performance Remuneration Policy, the Chairman – Chief Executive Officer of MBH Bank Nyrt. shall be entitled to decide on the clawback of the Performance Remuneration settled/paid to the concerned Director with respect to the period concerned with the circumstance substantiating the clawback.

16.2 The General Meeting of MBH Bank Nyrt. has to right to decide on the clawback of the Performance Remuneration of the President - Chief Executive Officer of MBH Bank Nyrt.

### **17 Conflict of interest [Section 17 (1) d) of the Hrsztv.]**

17.1 Conflicts of interests with the Remuneration Policy pursuant to the Hrsztv. and with the remuneration specified by the Remuneration Policy pursuant to the Hrsztv. shall be identified and appropriately mitigated.

17.2 The Hpt. Performance Remuneration Policy ensures that no significant conflict of interest should arise with regard to the Directors and the persons performing the control functions.

### **18 Remuneration Committee [Section 17 (1) d) of the Hrsztv.]**

18.1 The members of the Remuneration Committee shall be members of the Board of Directors not in an employment relationship with MBH Bank Nyrt., selected by the Board of Directors to be members of the Remuneration Committee. If the Board of Directors does not have at least three members who are not in an employment relationship with MBH Bank Nyrt. the independent members of the Supervisory Board can also be selected for the Remuneration Committee.

18.2 The members of the Remuneration Committee of MBH Bank Nyrt. shall inform the chairman of the Remuneration Committee and the Supervisory Board of MBH Bank Nyrt. at the same time of any reason for conflict of interests with their person immediately but not later than within 15 days of the occurrence of the reason for conflict of interests. The member of the Remuneration Committee of MBH Bank Nyrt. shall not act in matters within the authority of the Remuneration Committee beginning from the occurrence of the reason for conflict of interests and their legal declaration given on behalf of the Remuneration Committee shall be of no effect.

18.3 The tasks of the Remuneration Committee include especially the preparation of the decisions of the Supervisory Board of MBH Bank Nyrt. in accordance with this Remuneration Policy pursuant to the Hrsztv. and the Hpt. Performance Remuneration Policy. The procedural rules of the Remuneration Committee are established and adopted by the Board of Directors. The scope of duties and powers of the Remuneration Committee, and the status of its members, are laid down in the Remuneration Committee's procedural rules.

**19 Review of the Remuneration Policy pursuant to the Hrsztv. [Section 17 (1) d)]**

19.1 The Remuneration Policy pursuant to the Hrsztv. will be reviewed in the context of the Regular Annual Review (annual central review of the implementation of the Hpt. Performance Remuneration Policy and the Remuneration Policy pursuant to the Hrsztv., on the basis of which the Supervisory Board of MBH Bank Nyrt. may amend them), to which the rules set forth in Section IV.2. of the Hpt. Performance Remuneration Policy shall apply.

**Directors' Remuneration Policy  
Annex 1**

*Data relating to the work concluded with Directors or the performance of duties, or remuneration related thereto [Section 17 (1) c) of the Hrsztv.]*

**Rules applying in a uniform way to all Directors employed by MBH Bank Nyrt.**

<b>Designation</b>	<b>Chairman – Chief Executive Officer</b>	<b>Deputy Chief Executive Officer</b>	<b>Member of the Board of Directors</b>	<b>Member of the Supervisory Board</b>
<b>Term of the contract relating to performance of duties, or the related remuneration</b>	Fixed term based on a General Meeting resolution and statement of approval, with the proviso that the membership of an internal Board of Directors' member or an employee delegate to the Supervisory Board shall cease, by law, upon the termination of their employment relationship. Membership may also cease before the expiry of the fixed term in the cases specified in the Civil Code.			
<b>In the case of a legal relationship aimed at work</b>				
<b>Term of the contract relating to the performance of duties, or the related remuneration</b>	Indefinite			
Applicable notice period	In accordance with the provisions of the Labour Code	In accordance with the provisions of the Labour Code, but at least 60 days	In accordance with the provisions of the Labour Code, and in the case of an employee in a senior position as specified in Section 208 (1) of the Labour Code, at least 60 days.	
Main characteristics of supplementary pension or early retirement schemes	MBH Bank Nyrt. does not provide supplementary pension or early old age retirement			
Conditions for contract termination	The employment relationship of a Director employed by MBH Bank Nyrt. may be terminated in accordance with the relevant provisions of the Labour Code.			
Payments due in the case of termination	In accordance with the provisions of the Labour Code	12-month absence fee	In accordance with the provisions of the Labour Code and, in the case of Deputy Chief Executive Officers, 12-month absence fee	

**Rules applying in a uniform way to all Directors employed by MBH Bank Nyrt.**

Directors not employed by MBH Bank Nyrt. may – in accordance with the applicable company law regulations – be removed, and they may resign from their position, at any time without stating its grounds for doing so. A Director not employed by MBH Bank Nyrt. is not entitled to a notice period. A Director not employed by MBH Bank Nyrt. is entitled to the allowances specified in Section 8.2 and Section 8.3 of this Directors' Remuneration Policy. A Director not employed by MBH Bank Nyrt. shall not be provided with any specific remuneration upon the termination of their legal relationship. A Director not employed by MBH Bank Nyrt. shall not be entitled to participate in any supplementary pension or early old age retirement scheme.