



**MINUTES
of the Extraordinary General Meeting**

of MBH Bank Nyrt. (1056 Budapest, Váci u. 38.) held on 29 November 2024

<i>Date and time of the General Meeting:</i>	29 November 2024, 10:00 am
<i>Venue of the General Meeting:</i>	MBH Bank Nyrt. Head Office, Ball Room (Budapest V. Váci utca 38.)
<i>Method of holding the General Meeting:</i>	Physical attendance

Participants:

Shareholders:

As listed in the separate attendance sheet.

on behalf of MBH Bank Nyrt. (hereinafter: ‘Company’ or ‘MBH Bank’):

on behalf of the Board of Directors:

Ádám Egerszegi, General Deputy CEO, member of the Board of Directors

on behalf of the Supervisory Board:

dr. Ilona Török, Head of Chairman’s Cabinet, member of the Supervisory Board

members of staff of MBH Bank Nyrt.:

dr. Ákos Tisza-Papp, Executive Director of Law and Governance, Chair of the meeting

Erika Bán, vote counter

Gábor Ördög, keeper of the minutes

dr. Boldizsár Szabó

dr. Krisztián Bródy

on behalf of El-Vision Kft.:

József Elzer, vote counter

Important notice

“Hungarian language is the official and registered language of MKB 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.”

Dr. Ákos Tisza-Papp, senior legal counsel of MBH Bank greeted the participants of the General Meeting. He informed the participants that, according to the notice published by the Company, the conditions for the opening of the General Meeting are fulfilled. He noted that the event is not open to the press. He then invited Mr. Ádám Egerszegi, Deputy CEO and member of the Board of Directors, to open the General Meeting on behalf of the Board of Directors.

On behalf of the Board of Directors of the Company, **Ádám Egerszegi** greeted the shareholders, the representatives of the shareholders, the representative of the Supervisory Board, the invited guests and the assisting colleagues. He informed the shareholders that Dr. Zolt Barna, Chairman and Chief Executive, authorised him as Deputy CEO of the Company and as a member of the Board of Directors to open the General Meeting, and requested Dr. Ákos Tisza-Papp, Executive Director of MBH Bank's Legal and Governance Department and Chief Legal Counsel of the Company, to chair the General Meeting. He opened the General Meeting and at this point he gave the floor to the Chair of the General Meeting.

Dr. Ákos Tisza-Papp (hereinafter **Chair of the General Meeting**) also welcomed the participants, then established that the General Meeting was convened within the statutory time limit in accordance with section 3.1.1 of the Statutes of the Company, i.e. the Board of Directors convened the Extraordinary General Meeting of the Company by means of a notice 30 days prior to the date of today's General Meeting, in accordance with Act V of 2013 on the Civil Code.

Furthermore, he noted that the shareholders or the representatives of the shareholders present at the meeting had presented the documents set out in the invitation during the registration as a prerequisite for the exercise of shareholders' rights. There are no obstacles to the exercise of voting rights by the shareholders present.

The total number of votes present and the quorum of the General Meeting were determined according to the attendance sheets filled in by the shareholder representatives and the extract of the Company's share register as of 22 November 2024 and closed on 27 November 2024.

He informed the shareholders that the share capital of the Company is HUF 322,529,625,000, which is entirely made available as cash contribution.

The number of ordinary shares of Series A with a nominal value of HUF 1,000 each is 322,529,625, each of which carries the same rights.

Accordingly, 322,529,625 votes may be cast if all shareholders with voting rights are present.

He informed the General Meeting that the number of votes represented by registered shareholders or proxies present at the General Meeting is 318,926,002, representing 98.88% of the votes that may be cast.

Pursuant to Clause 3.1.8 of the Articles of Association of MBH Bank, the General Meeting has a quorum when shareholders representing more than 50% of the voting shares are present. In view of this, he established that the General Meeting has a quorum.

Information on the number of shareholders present and the number of votes they represent will be projected on a screen placed behind the Chair. He reminded those present that the data reflects a snapshot, registration is ongoing and therefore the number of voting shares may change for each vote, which will be included in the minutes, but will not be reported separately for each vote.

He informed those present that during registration, shareholders could pick up electronic voting machines to cast their votes in favour or against, or to indicate their abstention. He asked that if there are any shareholders or shareholder representatives entitled to vote who did not receive a voting machine during the registration process, to kindly inform the colleague present.

Voting percentages will be rounded to two decimal places, and votes not deemed to have been cast will be displayed in proportion to the number of shares validly registered and present at the General Meeting.

In view of the fact that the casting and counting of votes at the present General Meeting will be carried out using voting machines, it asked Mr. József Elzer, representative of El-Vision Kft., to inform shareholders of the essential rules for the use of voting machines and to check the functionality of the system in a test vote before starting the substantive work.

József Elzer explained the voting system and the voting procedure in detail to the shareholders, and then checked the functionality of the system by initiating a test vote.

The **Chair of the General Meeting** drew the attention of those present to the fact that, in order to facilitate the taking of minutes, the proceedings of the General Meeting will be audio-recorded in compliance with the data protection legislation in force. Only employees of MBH Bank working in the corporate governance area have access to this record to the extent necessary for their work. The audio recording shall be destroyed after authentication of the minutes.

He drew the attention of shareholders and the representatives of shareholders to the fact that, according to the legislation in force, only questions and comments relating to the agenda item may be asked and discussed, and if the question or comment raised goes beyond the agenda item, the chairman of the General Meeting may withdraw the speaker's right to speak.

He also informed the shareholders and the representatives that, in order to ensure the proper and orderly functioning of the General Meeting, the chairman may also determine the duration of the speeches and, in the case of several simultaneous speeches, the order of the speeches.

After the successful mock vote and the technical information, the **Chair** moved on to the appointment of the officers of the General Meeting. The General Meeting appointed Gábor Ördög as the keeper of the minutes, Erika Bán as one of the vote counters - both of them are officers of MBH Bank - and József Elzer, representative of El-Vision Kft., as the other vote counter.

He proposed that the General Meeting elect Rita Baán, dr. Pálmainé, the shareholder representative of Magyar Bankholding Zrt., as the authenticator of the minutes, who, with the signature of the Chair and the keeper of the minutes, authenticates the minutes of today's General Meeting.

Rita Baán dr. Pálmainé stated that she would accept the request if elected.

The **Chair** presented the proposed resolution, established the quorum of the General Meeting and then put the proposal to vote. Open voting was to take place by simple majority (50% + 1 vote).

Votes:

Number of votes cast: 318,926,002

The percentage of share capital represented by the votes cast: 98.88%

100% of the shares represented at the meeting voted

Yes: 318,926,002 (100%)

No: 0

Abstained: 0

Did not vote: 0

The **Chair** established that the General Meeting unanimously approved the motion and announced the resolution:

MBHB Resolution No. 1/2024 (29 November) of the General Meeting

The General Meeting elects Ms. Rita Dr. Pálmainé Baán, representative of Magyar Bankholding Zrt. shareholder as attester of the General Meeting's minutes.

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The **Chair** informed the General Meeting that, in accordance with the rules governing public companies, the General Meeting was convened by a notice published on 29 October 2024. At the same time, the agenda of the General Meeting was published. The written submission containing the detailed explanatory memorandum of the resolution proposals relating to the agenda items was published in the 'Documents of the Extraordinary General Meeting of MBH Bank Nyrt. of 29 November 2024' (hereinafter '**General Meeting Documents**') on 7 November 2024 in accordance with the applicable legal requirements.

The **Chair** informed the General Meeting that MBH Bank had discussed in advance and approved the documents of the Board of Directors and the Supervisory Board in accordance with the proposal by way of voting in writing on 25 October 2024 and furthermore, proposed that they be submitted to the General Meeting and approved by the General Meeting.

The agenda for the General Meeting is set out in the Notice of the General Meeting and on page 2 and has been projected.

Agenda of the general meeting

1. Modification of the Articles of Association of the Company

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The **Chair** informed the participants that the Company had not received any proposal to add to the agenda of the General Meeting or to propose a new resolution. It is no longer possible to add a new agenda item to the agenda of the General Meeting due to the fact that not all shareholders are present.

He informed the General Meeting that he will read out the proposed resolutions for the agenda item before the vote, that they will be presented to the General Meeting and will be projected and included in the General Meeting Documents in the shareholders' possession. If the General Meeting adopts the proposed resolution as proposed, the Chair will dispense with the rereading of the resolution in order to ensure the efficient conduct of the General Meeting, and the text of the adopted resolution will be projected and included in the minutes. He deviates from this practice if any shareholder or shareholder representative expressly requests that the resolution be read out, in which case they have asked for an indication to that effect.

Agenda item 1

Modification of the Articles of Association of the Company

Turning to the substantive work of the General Meeting and the discussion of the agenda item, the **Chair** informed the participants that on 14 August 2024, the General Meeting decided to divide

Magyar Bankholding Zrt. (hereinafter 'MBH Zrt.') 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 (hereinafter 'the **Division**'). He drew attention to the fact that the Division was registered by the Budapest-Capital Regional Court Company Registry Court by order Cg.01-10-140865/139 dated 11 November 2024, according to which the date of the Division is 30 November 2024, and the date of the creation of the 10 new legal successor companies is 1 December 2024.

In view of the division (dissolution) of MBH Zrt, it is necessary to amend the Articles of Association of MBH Bank Nyrt, given that 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 this, it is necessary to amend Section 3.2.2 (v) and (w) of the Articles of Association of the Company as proposed on page 4 of the General Meeting Documents, which proposal has been projected. Modifications indicated in bold italic font. The shareholders did not ask for the amendment proposal to be read out.

Simultaneously with the amendment of the Articles of Association as described above, it is proposed, in line with the practice of the Company's 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 this, it is proposed to amend Section 3.1.16 (o) of the Articles of Association of the Company as proposed on page 5 of the General Meeting Documents, which proposal has been projected. Modifications indicated in bold italic font. The shareholders did not ask for the amendment proposal to be read out.

He informed the participants that the Articles of Association, consolidated with the amendments, are attached as Annex 1 to the General Meeting Documents. It is proposed that the amended, consolidated Articles of Association shall enter into force on the day following the date of the Division of MBH Zrt, i.e. on 1 December 2024. Furthermore, it is proposed that the General Meeting 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. He also informed the General Meeting that 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 **Chair** asked the shareholders and the representatives of the shareholders if they had any questions or comments on the agenda item. The shareholders did not indicate their intention to raise any questions, comments or motions.

The **Chair** informed the shareholders that the General Meeting will vote on two resolutions under this agenda item. In the first instance, it is necessary to vote on whether the General Meeting wishes to decide on the amendment of the Articles of Association, either separately or by means of a single resolution. He presented the first proposal for a resolution related to the agenda item, established the quorum of the General Meeting and put the proposal to the vote. Open voting was to take place by simple majority (50% + 1 vote).

Votes:

Number of votes cast: 318,926,002

The percentage of share capital represented by the votes cast: 98.88%

100% of the shares represented at the meeting voted

Yes: 318,925,995 (~100%) No: 7 (~0.00%) Abstained: 0 Did not vote: 0

The **Chair** established that the General Meeting approved the motion and announced the resolution:

MBHB Resolution No. 2/2024 (29 November) of the General Meeting

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.

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The **Chair** introduced the second proposal for a resolution relating to the agenda item, established the quorum of the General Meeting and put the proposal to the vote. Open voting is by a three-quarters (75%) majority.

Votes:

Number of votes cast: 318,926,002

The percentage of share capital represented by the votes cast: 98.88%

100% of the shares represented at the meeting voted

Yes: 318,925,995 (~100%) No: 0 Abstained: 7 (~0.00%) Did not vote: 0

The **Chair** established that the General Meeting approved the motion and announced the resolution:

MBHB Resolution No. 3/2024 (29 November) of the General Meeting

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.

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The **Chair** noted that there was no change in the number of attendants, the General Meeting had a quorum at all times and that it discussed the agenda item therefore its work was completed. He thanked the participants for their contribution and closed the General Meeting.

Date: Budapest, 29 November 2024.

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dr. Ákos Tisza-Papp
Legal and Governance Executive Director
Chair of the General Meeting

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Rita Baán dr. Pálmainé
shareholder representative of Magyar Bankholding
Zrt.
attester of the minutes

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Gábor Ördög
keeper of the minutes