



**MINUTES
of the Extraordinary General Meeting**

of MBH Bank Nyrt. (1056 Budapest, Váci u. 38.) held on 14 March 2024

<i>Date and time of the General Meeting:</i>	14 March 2024, 2:00 pm
<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. Andor Nagy, Chairman of the Supervisory Board

members of staff of MBH Bank Nyrt.:

dr. Ilona Török, Head of Chairman’s Cabinet

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

Erika Bán, vote counter

Gábor Ördög, keeper of the minutes

on behalf of El-Vision Kft.:

József Elzer, vote counter

Permanent Auditor of the Company on behalf of PwC Kft.:

Szabolcs Péter

Important notice

“Hungarian language is the official and registered language of MBH Bank Nyrt’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, Chief 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 requirements for opening the General Meeting were fulfilled, and therefore invited Mr. **Ádám Egerszegi**, General Deputy CEO, 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, **Ádám Egerszegi** welcomed the attending shareholders and shareholder representatives, the Chairman of the Supervisory Board, the representative of the auditor, the invited guests, and the assisting colleagues. He informed the shareholders that Dr. Zsolt Barna, Chairman and CEO had authorized him to open the General Meeting as General Deputy CEO of the Company and member of the Board of Directors, and had appointed Dr. **Ákos Tisza-Papp**, Executive Director of Law and Governance, Chief Legal Counsel of the Company to chair the General Meeting, and at this point gave him the floor.

Dr. Ákos Tisza-Papp (hereinafter: the "**Chair**") welcomed the shareholder representatives, the representative of the auditor, and the Chairman of the Supervisory Board attending the General Meeting.

He established that the General Meeting had been convened within the statutory time limit in accordance with Clause 3.1.1 of the Company's Articles of Association, i.e. the Board of Directors had 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 the provisions of Act V of 2013 on the Civil Code.

He noted that the shareholders and the shareholders' representatives attending the General Meeting had, in the course of the registration process, presented the documents specified in the invitation as a prerequisite for the exercise of shareholders' rights. There were no obstacles to the exercise of voting rights by the shareholders present.

Based on the attendance sheets filled in by the shareholders' representatives and the extract from the Company's share register as of 7 March 2024 and closed on 12 March 2024, the total number of votes present and the quorum of the General Meeting had been duly established.

He informed the shareholders that the share capital of the Company amounted to HUF 322,529,625,000, fully provided as contribution in cash.

The number of ordinary Series A voting shares with a nominal value of HUF 1,000 was 322,529,625, each carrying equal rights.

Accordingly, the total number of votes to cast subject to attendance by all shareholders with a voting right was 322,529,625 votes.

He informed the General Meeting that the number of votes represented by the attending registered shareholders or shareholder representatives was 320,792,532, corresponding to 99.46% of the potential votes.

In accordance with Clause 3.1.8 of the Articles of Association of MBH Bank, the General Meeting has a quorum if the shareholders present account for more than half of the votes represented by the shares carrying voting rights. In view of this, the General Meeting was established to have a quorum.

The information relating to the number of shareholders present and the number of votes represented by them was displayed on a screen in front of the Chair. He drew attention to the fact that the data reflected the current status. As the registration was continuous, the number of voting shares may change for each vote, which will be included in the minutes, but will not be announced separately for each vote.

He informed the participants that during the registration process the shareholders were able to collect electronic voting devices in order to cast votes in favour, against or abstain. He said that any shareholder or shareholder representative who was entitled to vote but had not received a voting device during the registration process should inform the attendant in charge.

The vote percentages will be rounded to two decimal places, and any votes considered uncast will be displayed in proportion to the number of shares effectively registered and represented at the General Meeting.

In view of the fact that the casting and counting of votes at the General Meeting will be carried out by means of voting devices, the Chair requested Mr. József Elzer, representative of El-Vision Kft. to inform the shareholders of the essential rules regarding the use of voting devices before the substantive part of the meeting.

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

The **Chair** explained that pursuant to Clause 3.1.22 of the Articles of Association of the Company, shareholders may exercise their voting rights by post prior to the General Meeting. He informed the General Meeting that none of the shareholders had exercised their voting rights by post.

He drew attention to the fact that in order to facilitate the keeping of minutes at the General Meeting, an audio recording of the proceedings will be made in accordance with the data protection legislation in force, and the shareholders and shareholder representatives had been invited to give their consent during the registration process. The recording will only be accessible to the relevant employees of MBH Bank Corporate Governance to the extent necessary for their work. The audio recording will be destroyed upon verification of the minutes.

The Chair reminded the shareholders and shareholder representatives that in accordance with the legislation in force, only questions and comments related to the specific agenda items could be asked or discussed, and if the question or comment raised was outside the set agenda item, the Chair of the General Meeting may withdraw the right of the individual concerned to speak.

He also informed the shareholders and shareholder representatives that in order to ensure the proper and orderly functioning of the General Meeting, the Chair may also determine the duration of speeches and, in the case of multiple speakers, the order of the speeches to be made.

After the successful test vote and technical information, the **Chair** continued with appointing the holders of functions at the General Meeting. Accordingly, he appointed Gábor Ördög (MBH Bank) as keeper of the minutes, and Erika Bán (MBH Bank) and József Elzer, representative of El-Vision Kft. as vote counters.

He proposed that the General Meeting elect Ms. Dóra Bertalan, shareholder representative of Magyar Bankholding Zrt. as attester of the General Meeting's minutes, who alongside the Chair and the minute taker will sign and authenticate the minutes of today's General Meeting.

Ms. Dóra Bertalan declared that she would accept the appointment if elected.

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

Vote on the attester of minutes:

Votes:

Number of votes cast: 320,792,532

Percentage of share capital represented by the votes cast: 99.46%

100% of the shares represented at the meeting voted

Yes: 320,792,532 (100%)

No: 0

Abstain: 0

No vote: 0

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

Resolution No. 1/2024 (14 March) of the MBHB General Meeting

The General Meeting elects Ms Dóra Bertalan, shareholder representative of Magyar Bankholding Zrt. 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 had been convened by a notice published on 13 February 2024. The agenda of the General Meeting had been announced simultaneously. The written proposal containing a detailed justification of the draft resolutions for each agenda item was published in the "*Documents of the Extraordinary General Meeting of MBH Bank Nyrt. to be held on 14 March 2024*" issued on 21 February 2024, whose attachments include the following:

1. Election of a Supervisory Board member and a member of the Audit Committee

The **Chair** informed the General Meeting that the Board of Directors and the Supervisory Board of MBH Bank had discussed and adopted the documents of the General Meeting on 20 and 21 February 2024 by written vote as submitted, and proposed that they be submitted to and adopted by the General Meeting.

The Agenda of the General Meeting is set out on page 2 of the General Meeting Documents, including the following agenda item:

1. Election of a Supervisory Board member and a member of the Audit Committee

The **Chair** informed the General Meeting that the Company received no proposal to supplement the agenda of the General Meeting or to make any further draft resolution.

Moving on to discuss the agenda item, the **Chair** informed the General Meeting that item 1 concerned the election of a new Supervisory Board member and a member of the Audit Committee. He briefly presented the previously published proposal.

He informed the participants that in accordance with Clause 3.1.16 (m) of the Articles of Association, the General Meeting had exclusive competence to elect the members of both the Supervisory Board and the Audit Committee.

The Board of Directors of the Company proposes that the General Meeting elect Dr. Árpád Kovács as a member of both the Supervisory Board and the Audit Committee for a fixed term until 31 December 2025. He presented the resume of Dr. Árpád Kovács, candidate for the Supervisory Board and the Audit Committee.

He informed the General Meeting that pursuant to Article 14 (1) e) of the Credit Institutions Act, the election of a Supervisory Board member considered to be a senior executive required authorisation by the Magyar Nemzeti Bank (hereinafter: "**MNB**"). He further informed the General Meeting that, in accordance with the MNB authorisation procedure and the Company's Nomination Policy, the Nomination Committee had assessed the suitability of the candidate and the collective suitability of the Supervisory Board in advance. In its resolution No. 1/2024 of 22 February 2024, the Nomination Committee established the individual and collective suitability of Dr. Árpád Kovács for election as a member of the Supervisory Board, and supports the election of Dr. Árpád Kovács accordingly.

In view of the fact that the MNB authorisation is not yet available, according to the published draft resolutions, the date of entering office as a member of the Supervisory Board and of the Audit Committee subject to his election will be the date of receipt of the MNB authorisation decision, or if the acceptance statement is issued thereafter, the date of acceptance.

He further informed the General Meeting that the remuneration of Supervisory Board members was governed by Resolution No. 8/2023 (27 April) of the General Meeting. The members of the Audit Committee receive no remuneration for this position.

The **Chair** asked the General Meeting if they had any questions or comments on this agenda item. The shareholders indicated no intention to submit any question, comment or motion.

The Chair informed the participants entitled to vote that there would be two votes on this agenda item. First, the vote on Dr. Árpád Kovács as a candidate for the Supervisory Board, and the second vote on his Audit Committee membership.

The **Chair** presented draft resolution 1 for the agenda item, established quorum, and then put the proposal to vote. Open voting was to take place by simple majority (50% + 1 vote).

Vote on the election of Dr. Árpád Kovács as a member of the Supervisory Board:

Votes:

Number of votes cast: 320,769,774

Percentage of share capital represented by the votes cast: 99.45%

99.99% of the shares represented at the meeting voted

Yes: 320,769,774 (99.99%) No: 0 Abstain: 0 No vote: 22,758 (0.01%)

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

Resolution No. 2/2024 (14 March) of the MBHB General Meeting

The General Meeting elects Dr. Árpád Kovács (mother's maiden name: Mária Fábíán; 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.

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The **Chair** presented draft resolution 2 for the agenda item, established quorum, and then put the proposal to vote. Open voting was to take place by simple majority (50% + 1 vote).

Vote on the election of Dr. Árpád Kovács as a member of the Audit Committee:

Votes:

Number of votes cast: 320,792,532

Percentage of share capital represented by the votes cast: 99.46%

100% of the shares represented at the meeting voted

Yes: 320,792,532 (100%)

No: 0

Abstain: 0

No vote: 0

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

Resolution No. 3/2024 (14 March) of the MBHB General Meeting

The General Meeting elects Dr. Árpád Kovács (mother's maiden name: Mária Fábíán; 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.

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The **Chair** congratulated Dr. Árpád Kovács on his election. The **Chair** noted that there had been no change in the number of attendants, the General Meeting had a quorum at all times, it had discussed all items on the agenda and therefore its work had been completed. He thanked the participants for their contribution and closed the General Meeting.

Date: Budapest, 14 March 2024