



ANNOUNCEMENT

on the convocation of General Meeting

The Board of Directors of MBH Bank Nyrt. (1056 Budapest, Váci utca 38; Cg.01-10-040952) ('Company') hereby announces that the Company shall hold an **extraordinary general meeting** ('General Meeting') on **28 July 2023, at 9.00 am.**

<i>Date and time of the General Meeting:</i>	28 July 2023, 9:00 a.m.
<i>Venue of the General Meeting:</i>	MBH Bank Nyrt. Head Office, conference room 24 on the ground floor (Budapest, District 5, Váci utca 38.).
<i>Method for holding the General Meeting:</i>	Microsoft Teams meeting (video conference) and presence in person

Agenda of the General Meeting

- 1. Approval of the interim balance sheet prepared of the Company (MBH Bank Nyrt. was MKB Bank Nyrt. before the name change effective from 1 May 2023; therefore hereinafter referred to as "MKB Bank Nyrt." as well) for the balance sheet date of 30 April 2023, and the auditor's report on the interim balance sheet of the Company as of 30 April 2023 prepared in accordance with the International Financial Reporting Standards ('IFRS')**
 - 2. Approval of the individual Business Report and separate Financial Statements of Takarékbank Zrt. for the period 1 January 2023 - 30 April 2023 on termination of activity, decision on the appropriation of after-tax profit, and the auditor's report on the (individual) financial statements of Takarékbank Zrt. as of 30 April 2023 prepared in accordance with International Financial Reporting Standards ("IFRS")**
 - 3. Approval of the (closing) balance sheet and inventory of the assets of MKB Bank Nyrt. as Acquiring Company prepared as of 30 April 2023**
 - 4. Approval of the (closing) balance sheet and inventory of the assets of Takarékbank Zrt. as Acquired Company prepared as of 30 April 2023**
 - 5. Approval of the (opening) balance sheet and inventory of the assets of MKB Bank Nyrt. as Successor Company prepared as of 30 April 2023**
 - 6. Approval of the audit report of Mazars Kft. prepared for the above balance sheets and asset inventories**
 - 7. Indemnification for the members of the Board of Directors and the Supervisory Board of Takarékbank Zrt. (as legal predecessor)**
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If shareholders collectively holding at least 1% of the voting power transmit their proposal concerning supplementation of the agenda – in conformity to the rules on the necessary depth of detail of the agenda – or a resolution concerning any item on, or to be added to, the agenda within eight days of the publication of this announcement of the convening of the General Meeting, the Board of Directors shall issue a notice on the supplemented agenda and/or the draft resolutions put forth by the shareholders after its receipt of such proposal, in accordance with the rules laid down in Section 8 of the Company's Articles of Association. The item(s) specified in such notice shall be regarded as having been added to the agenda.

Publication of proposals for the General Meeting and the proposed resolutions

The proposals and proposed resolutions as well as the proposed form of authorisation, included in the Annual General Meeting agenda will be disclosed on the Company's website (www.mbhbank.hu), the Budapest Stock Exchange website (www.bet.hu), and the website operated by the Supervisory Authority (<https://kozvetelek.mnb.hu>) at least 21 (twenty-one) days prior to the General Meeting.

Conditions to participation in the General Meeting and to exercising the voting rights

The Company requests shareholder identification as at the date of the General Meeting as a corporate event, from KELER Központi Értéktár Zártkörűen Működő Részvénytársaság (hereinafter: 'KELER Zrt.'). **The cut-off date of the shareholder identification is 21 July 2023.** The Rules related to the shareholder identification are included in the effective regulation of KELER Zrt.

On the last but one working day before the General Meeting's starting day, that is, **at 18:00 on 26 July 2023** the Company deletes all data (that are effective at the time of shareholder identification) contained in the share register and at the same time it enters the data resulting from shareholder identification in the share register and closes the register with the data produced by shareholder identification. Thereafter, an entry in the Register of Shares concerning the shareholder's share ownership may be made on the business day following the General Meeting the soonest.

Shareholders are advised to, if they intend to participate in the General Meeting, consult their respective securities account keepers regarding the tasks to be carried out and deadlines to be met if they are to be involved in shareholder identification by KELER Zrt. The Company takes no liability for any consequence of any omission on the part of securities account keepers.

The closing of the Register of Shares does not restrain the person registered in the Register of Shares from transferring their shares. Transferring his/her shares prior to the General Meeting does not exclude the right of a shareholder registered in the Register of Shares to participate the General Meeting and execute his/her shareholders rights.

The General Meeting may be attended by the shareholder, or a shareholder's proxy as defined in Sections 151-155 of Act CXX of 2001 on the Capital Market (hereinafter: '*Capital Market Act*'), who – as a result of the shareholders registration – was registered in the share register on the second business day preceding the announced date of the General Meeting, the latest. **Persons whose names are listed in the share register at the time of the closure of the share register, that is at 18:00 on 26 July 2023, shall be entitled to exercise the shareholders' rights at the General Meeting.**

The shareholder may also exercise their rights at the General Meeting by way of proxy (hereinafter: 'proxy'). Members or the chairman of the Board of Directors, the Supervisory Board or the auditor may not act as shareholder's proxy. Shareholders may authorise an executive employee of the Company as well to exercise their rights relating to the Shareholders' Meeting. The proxy authorisation shall be valid for one Shareholders' Meeting or for the period of time defined therein, but in any case not more than 12 months. The validity of the proxy shall cover the continuation of the suspended General Meeting or the General Meeting re-convened because of the lack of quorum. The proxy shall be drawn up in the form of a public document or a private document providing full evidence and it shall be submitted to the Company. The authorisation issued by the shareholder's proxy shall state that the representative is acting as shareholder's proxy. A proxy may represent more than one shareholder, but must have a proxy authorisation in the form of a public document or a private document providing full evidence for each shareholder represented.

If the General Meeting is attended by the legal representative of a shareholding entity (e.g. director, managing director), the court or court of registration document certifying the power of representation, either the original or a notarised copy issued not more than 30 days previously, must be presented at the venue of the General Meeting. In order to prove the existence of companies (other entities) registered abroad and the power of representation of the person granting the authorisation, it is essential that the foreign document is issued by a public registry or certified by a notary. The notarial declaration must, at least, clearly identify the existence of the person giving the authorisation and the signatories who are authorised to sign it.

If any document submitted as proof of the authorisation or the power of representation is not issued in Hungary, the formality of the document must comply with the legislation on the authentication or re-authentication of documents issued abroad. Accordingly, in the absence of a bilateral international agreement to the contrary, (i) diplomatic authentication or certification of the document, or (ii) if the country is party to the relevant international agreement, apostille certification is required. Pursuant to Section 44(7) of Act LXXVIII of 2017 on the Professional Activities of Lawyers, a document countersigned by a lawyer subject to this Act but signed by the parties abroad does not require diplomatic authentication or certification or an Apostille certificate to be fully authentic. Detailed information on the relevant rules is available from the Hungarian diplomatic missions abroad. If the document is not in Hungarian or English, a certified translation of the document in Hungarian is also required.

The shareholders may also attend the General Meeting by **electronic means of communication**. The specific (technical) conditions for this are as follows:

The shareholders are provided with a summary below of the important information regarding the Microsoft Teams (hereinafter: '**Teams**') video conferencing system. The Teams video conference can be launched from any device (e.g. laptop, tablet, smartphone). If you are using a laptop, we recommend starting the meeting by clicking the link provided to join from the browser window that pops up, if you are using a smartphone or tablet, we suggest you install the Teams app (available on both the Play Store and the Appstore). The Teams video conference can be joined (from any device) by clicking on the link sent directly to shareholders by e-mail to the e-mail address provided by the shareholder, by entering the name of the attendee in the appropriate fields on the browser page (in the pop-up window), and e-mail address (entering additional data is optional), or, if you are using a smartphone or tablet, by clicking on the "Join now" button in the application that opens (the first time you launch the application, but this is not necessary for repeated access), which will take you straight to the video conference interface.

Use of Teams video conference at the General Meeting: After joining the meeting, you can click the icons at the top of the screen to share or mute video (the image to be shared on your device's webcam). We ask

all participants to mute themselves by clicking on the “mute” button when they do not wish to speak during the video conference. Sharing a video image is sufficient during identification, after which it can be turned off. If someone wishes to speak or has a question, they can indicate this by raising their hand and clicking on the palm icon or in the chat window. Please do not ask questions in writing, only briefly indicate that you have a question. The chairman of the General Meeting will separately invite you to ask questions. If you wish to comment, please be concise and the comment should relate only to the given item on the agenda. During the vote, the Chairman presents the proposed resolution and puts it to a vote. They then ask if there are any shareholders who wish to vote ‘NO’ to the proposal or wish to ‘ABSTAIN’. They will ask the honourable shareholder representatives to verbally indicate their ‘no’ or ‘abstain’ votes. If there are no indications from shareholders, the proposal is considered adopted and the Chairman announces the resolution.

The shareholder may also attend the General Meeting in person in the case of a conference general meeting, provided that they notify the Company of their intention to do so at least 5 (five) days prior to the General Meeting. Shareholders who do not inform the Company of their intention to attend the General Meeting in due time shall be deemed to be attending the General Meeting by electronic means. The General Meeting may not be held by the use of electronic means of communication if the shareholders holding at least 1 (one) per cent of the votes together object in writing to the Company within five days of the publication of the notice of the General Meeting, stating the reason, and request that the General Meeting be held in the traditional manner. Any costs incurred by the Company in connection with the use of the electronic communication facilities shall be borne by the Company and shall not be passed on to shareholders. The conference general meeting may be held using a device/computing software capable of simultaneous transmission of video and audio data, which allows for continuous and unrestricted communication between participants. Shareholders participating via electronic means of communication, their proxies and representatives will be identified by the Company immediately prior to the General Meeting by means of a video image, by presenting a photo ID (identity card, passport and driver's license in card format) suitable for proving the identity of the shareholders/proxies/representatives joining the meeting. Shareholders participating by electronic means of communication and their proxies and representatives may cast their votes orally or, if using a suitable telecommunication device, in writing. Shareholders who vote by electronic means of communication will receive an electronic confirmation of their vote. The results of voting, the election of the officers of the General Meeting, and the exercise of the shareholder's right to speak and make proposals shall be governed by the general rules applicable to the General Meeting. At the request of the shareholder, the Board of Directors shall confirm to the shareholder or the person designated by the shareholder that the shareholder's vote was duly recorded and counted at the General Meeting, unless the necessary information is available to the shareholder. The shareholder may submit such a request to the Company within 30 (thirty) days after the date of the General Meeting. The Company is obliged to send the confirmation to the shareholder within 15 (fifteen) days of receipt of the shareholder's application.

The discussions of a general meeting held by conferencing and the resolutions adopted shall be recorded using a reliable medium so that it can be retrieved at any time in the future. Where the discussions of the meeting have been recorded, minutes shall be drawn up based on the said recording and it shall be signed by a member of the Board of Directors.

Shareholders may also exercise their voting rights **by post** before the General Meeting. The voting declaration must include, as a condition of its validity, the data necessary for the identification of the shareholder, such as (i) in the case of a natural person, name, address; (ii) in the case of a legal person, registration number, registered office. The voting declaration shall be unambiguous, in particular it shall indicate in an identifiable form the proposal for a resolution on which the shareholder casts their vote. The

voting declaration must be made in an authentic instrument or in a private document with full probative value. The voting declaration must be sent to the Company by post. The voting declaration must be received by the Company at least 3 (three) working days before the General Meeting.

Each ordinary share of Series 'A' with a nominal value of HUF 1,000 entitles one vote.

In order to ensure the smooth running of the General Meeting, the Company requests the Shareholders to inform the Company's Secretariat by e-mail at Tarsasagi.Titkarsag@mbhbank.hu from the contact e-mail address provided by the Shareholder or, failing this, in writing (MBH Bank Nyrt. - Company Secretariat, 1056 Budapest Váci u. 38, Room 317), **by 12:00 on 26 July 2023** at the latest, regarding how they wish to participate in the General Meeting.

The way in which the General Meeting shall be held

The General Meeting will be held by video conference, with the possibility to participate in person or to vote by post.

All shareholders may attend the General Meeting in person or by proxy. In the case of physical attendance, MBH Bank Nyrt. shall be entitled to verify the identity of the shareholder and their proxy or legal representative on the basis of documents prior to admission to the General Meeting.

Special rules for participation by electronic means of communication:

Shareholders who wish to participate in the General Meeting by electronic means of communication but have not yet registered a contact e-mail address with the Company are requested to do so no later than **16.00 on 20 April 2023**. We also request that the original copies of the authorisation required for participation in the General Meeting and the documents serving as proof of the power of representation of the legal representative attending the General Meeting be sent to the Company's Secretariat (MBH Bank Nyrt. – Corporate Governance, 1117 Budapest, Magyar Tudósok körútja 9. Infopark G épület Room 5.53.) by **17:00 on 27 July 2023** at the latest.

After the closing of the Share Register on **26 July 2023**, at the latest by **12:00 on 27 July 2023**, the Company's Secretariat will send the registration data required for participation in the General Meeting to the shareholders' contact e-mail addresses notified to the Company. Shareholders are kindly requested to keep the information on the registration details strictly confidential and to make it available only to their representative or proxy attending the General Meeting.

At the General Meeting, mutual and unrestricted communication between shareholders is ensured by means of the Microsoft Teams application, and the identification of shareholders and their proxies and representatives is performed by presenting, immediately prior to the General Meeting, an official document (identity card, passport and driving licence in card format) suitable for proving identity of the shareholders/proxies/representatives joining/presenting.

Shareholders attending the General Meeting by telecommunication shall be invited by the chairman of the General Meeting to cast their votes after each item on the agenda has been discussed.

Shareholders are reminded that, in order to facilitate the minutes of the General Meeting, a video and audio recording of the proceedings will be made, to which consent will be sought from the shareholders immediately prior to the General Meeting.

Special rules for participation in person:

Shareholders attending the General Meeting in person may vote by displaying the voting paper provided to them by the Company. Voting papers are issued on the basis of the Share Register. The number of shares entered in the share register in the name of the shareholder will be indicated on the voting paper. Each shareholder (regardless of the number of proxies) is entitled to only one voting paper.

The delivery of the voting paper to a shareholder is subject to the shareholder (including the proxy and the shareholder's legal representative) confirming their identity or proxy entitlement as described above and power of representation as described above and signing the attendance sheet.

On the day of the General Meeting, registration will begin at **8:00 a.m.** at the venue of the General Meeting.

Quorum of the General Meeting, repeated General Meeting

A General Meeting shall have a quorum if shareholders representing more than half of the share capital carrying a right to vote are present.

If there is a lack of a quorum, the Company will hold a repeated Extraordinary General Meeting at the place and in the manner indicated in this Announcement on **28 July 2023 from 11:00**, with the agenda and conditions indicated in this Announcement. The repeated General Meeting shall have a quorum regardless of the number of attendees. Separate registration is required for the repeated General Meeting, which will commence at **10:00 on 28 July 2023**.

NOTE!

It is specifically emphasised that information on any unavoidable change that may occur in relation to this Announcement shall be immediately released by the Company in an extraordinary notice.

Budapest, June 27, 2023

MBH Bank Nyrt.

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.”