



## MINUTES

### of the **Extraordinary General Meeting**

of MBH Bank Nyrt. (1056 Budapest, Váci u. 38.) held on 28 July 2023

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

### **Participants**

(physical attendance or by way of video conference):

#### *Shareholders:*

According to the attendance sheet on a separate sheet.

*on behalf of MBH Bank Nyrt. (hereinafter ‘Company’ or ‘MBH Bank’)* by way of video conference:

dr. Zsolt Barna, Chairman and Chief Executive, Chairman of the Board of Directors

dr. Andor Nagy, chairman of the Supervisory Board

dr. Ilona Török, Head of Chairman’s Cabinet

Péter Krizsanovich Deputy CEO

Dr. Boldizsár Szabó, Head of Merger and Corporate Law, Chair

Ivett Balázs, vote counter

Erika Bán, vote counter

Edit Tóth-Zsinka

Gábor Ördög, keeper of the minutes

*on behalf of PWC* by way of video conference:

Árpád Balázs

*on behalf of Mazars Kft.* by way of videoconference:

László Zoltán Benedek

*on behalf of Magyar Nemzeti Bank* by way of video conference:

Bence Fejős, Head of Department

Gábor Solymári, senior supervisor

#### *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. Zsolt Barna** greeted the participants and opened the General Meeting (hereinafter: ‘**General Meeting**’). He highlighted that the legal merger of Takarékbank and MKB Bank was completed on 30 April 2023. As of 1 May 2023, the merged credit institution will continue to operate under the name MBH Bank Nyrt. In connection with the merger it became necessary to approve the interim balance sheet, the closing and opening balance sheet and the inventory of assets and liabilities of MKB Bank Nyrt. as at 30 April 2022, the annual accounts closing the activity of the predecessor company merged on 1 May 2023, i.e. Takarékbank Zrt., as well as the closing balance sheet and inventory of assets and liabilities and the related auditor's reports. It was also proposed to grant hold-harmless warrant to the members of the Board of Directors and the Supervisory Board of Takarékbank Zrt. He explained that Today's Extraordinary General Meeting was therefore convened in order to take decisions in this regard. He thanked all shareholders for their participation in the General Meeting, thus supporting the operations of MBH Bank. He invited Dr. Boldizsár Szabó, Head of the Merger and Corporate Law Department of MBH Bank, to chair the General Meeting and gave him the floor.

The Chair of the General Meeting, **Dr. Boldizsár Szabó**, (hereinafter: “**Chair**”) informed the participants that a written guide on the technical details of the General Meeting was also sent to the participants in advance. During the shareholders' identification process, MBH Bank's officers verified the identity of the participants and checked the power of representation on the basis of the documents provided. He explained that according to clause 3.1.22 of the Company's Articles of Association, shareholders may exercise their voting rights by post prior to the General Meeting. He informed the participants that none of the shareholders had exercised their voting rights by post.

He informed the General Meeting that the share capital of MBH Bank Nyrt. had increased to HUF 322 billion 529 million 625 thousand as a result of the merger. However, the 830,667 shares issued in connection with the merger are currently still in the process of being generated and have not yet been registered in the share register, so the voting rights attached to them cannot be exercised at present.

He established that the total number of shares with voting rights is currently 321,698,958, therefore all the shares qualifying for the vote at the General Meeting were duly represented and all the Bank's shareholders were present at the General Meeting, and thus the General Meeting has a quorum and there are no obstacles to its holding.

The General Meeting designated Gábor Ördög, as the Minute Keeper and Erika Bán and Ivett Balázs, officers of MBH Bank as counters of the votes. He proposed that the General Meeting elect Ms. Dóra Bertalan, shareholder representative of Magyar Bankholding Zrt. as attester of the General Meeting minutes. Open voting was to take place by simple majority vote.

**Ms Dóra Bertalan** declared that she accepted the appointment if elected.

***Voting on the attester of the minutes:***

**Votes:**

Number of votes cast: 321,698,958

The percentage of share capital represented by the votes cast: 100%

100% of the shares represented at the meeting voted

Yes: 321,698,958 (100%)

No: 0

Abstained: 0

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

**Resolution No. MBHB 1/2023 (28 July) of the General Meeting**

*The General Meeting elects Ms Dóra Bertalan, representative of Magyar Bankholding Zrt. shareholder as attester of the General Meeting's minutes.*

\* \* \*

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 27 June 2023. At the same time, the agenda of the General Meeting was published. The written proposal containing a detailed justification of the proposed resolutions for each agenda item was disclosed in the "*Documents of the Extraordinary General Meeting of MBH Bank Nyrt. on 28 July 2023*", which was published on 6 July 2023 and whose attachments include the the following documents:

1. The interim balance sheet of MBH Bank Nyrt. (before the change of its name on 1 May 2023: MKB Bank Nyrt.) as at 30 April 2023 prepared in accordance with the International Financial Reporting Standards ("IFRS"); Auditor's report on MBH Bank Nyrt's interim balance sheet as at 30 April 2023 prepared in accordance with the International Financial Reporting Standards ("IFRS") (Annex to Agenda Item No. 1.)
2. Individual Business Report closing the activities during the business year between 1 January 2023 and 30 April 2023; its individual Financial Statements prepared in accordance with the International Financial Reporting Standards ("IFRS"); the Auditor's report on Takarékbank Zrt's individual financial statements as at 30 April 2023 prepared in accordance with the International Financial Reporting Standards ("IFRS") (Annex to Agenda Item No. 2)
3. The (closing) statement of assets and liabilities and inventory of holdings as at 30 April 2023 of MBH Bank Nyrt. (before the change of its name on 1 May 2023: MKB Bank Nyrt.), as Recipient Company (Annex to Agenda Item No. 3)
4. (Closing) statement of assets and liabilities and inventory of holdings as at 30 April 2023 of Takarékbank Zrt., as merging company (Annex to Agenda Item No. 4).
5. The (opening) statement of assets and liabilities and inventory of holdings as at 30 April 2023 of MBH Bank Nyrt. (before the change of its name on 1 May 2023: MKB Bank Nyrt.), as Legal Successor Company (Annex to Agenda Item No. 5)
6. Independent auditor's report of MAZARS Könyvszakértő és Tanácsadói Kft. on the final statement of assets and liabilities and inventory of holdings upon merger (acquisition) of MBH Bank Nyrt. (before the change of its name on 1 May 2023: MKB Bank Nyrt.), (Annex to Agenda Item No. 6).

The **Chair** said that hereafter any reference made to the 'General Meeting Documents' shall be understood to mean the above set of documents. The Company sent the invitation to the General Meeting together with the relevant proposal and draft resolutions electronically to those shareholders who had previously notified the Company of this request in writing.

The **Chair** informed the General Meeting that MBH Bank Nyrt. 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 6 July 2023 and furthermore, proposed that they be submitted to the General Meeting and approved by the General Meeting. The Board of Directors and the Supervisory

Board are represented at the General Meeting by their Chairs. According to prior consultations, the members of the boards do not attend the General Meeting due to other official duties.

In the invitation to the General Assembly published on 27 June 2023, there were 7 agenda items on the agenda, entitled as follows:

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)**

\* \* \*

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. He proposed that the General Meeting decide on the draft resolutions for the agenda items on the agenda as they are set out in the General Meeting Documents.

#### **Discussion of agenda item 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')**

The **Chair** said that the first item on the agenda was the approval of the Company's interim financial statements as at 30 April 2023 and the auditor's report on the interim financial statements of MKB Bank Nyrt. as at 30 April 2023 prepared in accordance with International Financial Reporting Standards. The interim balance sheet and the auditor's report can be found from page 4 to page 10 of the General Meeting Documents and can be found in Annex 1 to the General Meeting Documents. He invited Árpád Balázs to give an oral report on the audit work performed on the interim financial

statements of MKB Bank Nyrt. and to present the report of PricewaterhouseCoopers Könyvvizsgáló Kft. (hereinafter: 'PwC' report).

**Árpád Balázs** informed the General Meeting that PwC's staff had audited the interim financial statements of MKB Bank as at 30 April 2023, prepared in accordance with International Accounting Standards and the auditor recommends its approval by the General Meeting, with an unqualified auditor's report.

The **Chair** thanked the auditor for his report. The Chair asked the General Meeting if they had any questions or comments on the proposal. The shareholders did not indicate their intention to raise any questions, comments or motions. He confirmed that the proposal had been discussed in advance by the Audit Committee, the Board of Directors and the Supervisory Board of MBH Bank by way of voting in writing and recommended it to the General Meeting for approval.

The **Chair** presented the proposed resolution for the first agenda item and then put it to vote. Open voting was to take place by simple majority (50% + 1 vote).

***Voting on the approval of the Company's interim financial statements as at 30 April 2023 and the auditor's report on the interim financial statements of MKB Bank Nyrt. as at 30 April 2023 prepared in accordance with International Financial Reporting Standards:***

**Votes:**

Number of votes cast: 321,698,958

The percentage of share capital represented by the votes cast: 100%

100% of the shares represented at the meeting voted

Yes: 321,698,958 (100%)

No: 0

Abstained: 0

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

**Resolution No. MBHB 2/2023 (28 July) of the General Meeting**

*In possession, and in view, of the reports of the Supervisory Board and the Auditor the General Meeting approves the Board of Directors' proposal on MKB Bank Nyrt's interim balance sheet of 30 April 2023, prepared in accordance with the International Financial Reporting Standards adopted by the EU.*

*The General Meeting establishes MKB Bank Nyrt's interim balance sheet of 30 April 2023, prepared in accordance with the International Financial Reporting Standards as follows:*

**BALANCE SHEET TOTAL: HUF 7,265,168 million**

**YEAR'S PROFIT (AFTER TAXES): HUF 24,086 million**

**Discussion of agenda item 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")**

The **Chair** informed the General Meeting that the proposal for the approval of the Separate Business Report and Separate Financial Statements closing the activities of Takarékbank Zrt. for the financial

year from 1 January 2023 to 30 April 2023, the decision on the appropriation of the profit after tax and the adoption of the auditor's report on the Separate Financial Statements closing the activities of Takarékbank Zrt as at 30 April 2023 prepared in accordance with International Financial Reporting Standards is presented in the section of the General Meeting Documents from page 12 to page 54. The business report, the financial statements and the auditor's report can be found in Annex 2 to the General Meeting Documents.

The **Chair** also informed the General Meeting that the reason for the decision under this agenda item was that Takarékbank Zrt. was deleted from the register with effect from 30 March 2023 due to its merger into MKB Bank Nyrt. and that its legal successor was MBH Bank Nyrt. Thus in accordance with the provisions of the Civil Code and the Articles of Association, the adoption of the financial statements closing the activities of Takarékbank Zrt. as the predecessor company and the proposal for the appropriation of the profit after tax falls within the competence of the General Meeting of the successor company, MBH Bank Nyrt. He invites Árpád Balázs again to give an oral report on the audit of the financial statements closing the activities of Takarékbank Zrt. and to present the report of PwC.

**Árpád Balázs** informed the General Meeting that PwC's staff had audited the Separate Financial Statements of Takarékbank Zrt. for the financial year from 1 January 2023 to 30 April 2023, and the auditor recommended their approval by the General Meeting, with an unqualified auditor's report.

The **Chair** thanked the auditor for his report and the employees of the audit company for their effective work and contribution to the successful operation of MKB. The Chair asked the General Meeting if they had any questions or comments on the proposal. The shareholders did not indicate their intention to raise any questions, comments or motions. The **Chair** confirmed that the proposal had been discussed in advance by the Audit Committee, the Board of Directors and the Supervisory Board of MBH Bank by way of voting in writing and recommended it to the General Meeting for approval.

The **Chair** presented the proposed resolution and then put it to vote. Open voting was to take place by simple majority.

***Voting on the approval of the Separate Business Report and Separate Financial Statements closing the activities of Takarékbank Zrt. for the financial year from 1 January 2023 to 30 April 2023, the decision on the appropriation of the profit after tax and the adoption of the auditor's report on the Separate Financial Statements closing the activities of Takarékbank Zrt as at 30 April 2023 prepared in accordance with International Financial Reporting Standards:***

**Votes:**

Number of votes cast: 321,698,958

The percentage of share capital represented by the votes cast: 100%

100% of the shares represented at the meeting voted

Yes: 321,698,958 (100%)

No: 0

Abstained: 0

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

**Resolution No. MBHB 3/2023 (28 July) of the General Meeting**

*In possession, and in view, of the reports of the Supervisory Board and the Auditor the General Meeting approves Takarékbank Zrt's individual Business Report and Report prepared by the management of MBH Bank Nyrt. as the legal successor of Takarékbank Zrt pertaining to, and closing the activities of, the business year between 1 January 2023 and 30 April 2023, the proposal of the Board of Directors of*

*MBH Bank Nyrt. Takarékbank Zrt's legal successor regarding the utilisation of the profit after taxes, and the auditor's report on Takarékbank Zrt's (individual) financial statements as at 30 April 2023 prepared in accordance with the International Financial Reporting Standards ("IFRS").*

*The General Meeting establishes Takarékbank Zrt's individual report closing its activities in the business year between 1 January 2023 and 30 April 2023, prepared on the basis of the International Accounting Standards, with the following main figures:*

**BALANCE SHEET TOTAL: HUF 3,344,134 million**  
**YEAR'S PROFIT (AFTER TAXES): HUF 32,146 million**

*The General Meeting resolves to add Takarékbank Zrt's profit after taxes to the legal successor MBH Bank Nyrt's profit reserve.*

### **Discussion of agenda item 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**

The **Chair** informed the General Meeting that the proposal for the adoption of the (final) balance sheet and the inventory of assets and liabilities of MKB Bank Nyrt. as the Acquiring Company as at 30 April 2023 is available from page 56 to page 58 of the General Meeting Documents. The balance sheet and the inventory of assets can be found in Annex 3 to the General Meeting Documents. He invited Zoltán Hegedűs, proceeding on behalf of the auditor Mazars Kft. to make his oral report and to present the relevant part of the report of Mazars Kft. on the audit of the (closing) balance sheet and the inventory of assets and liabilities of MKB Bank Nyrt. as the Acquiring Company as at 30 March 2023.

**László Zoltán Benedek** informed the General Meeting that the staff of Mazars Kft. have audited the (closing) balance sheet and the inventory of assets of MKB Bank Nyrt. as the Acquiring Company as at 30 April 2023, and concluded that they comply in all material respects with the applicable requirements of the Accounting Act, and the auditor recommends their adoption by the General Meeting, with an unqualified audit report.

The **Chair** thanked the auditor for his report. The Chair asked the General Meeting if they had any questions or comments on the proposal. The shareholders did not indicate their intention to raise any questions, comments or motions. The **Chair** confirmed that the proposal had been discussed in advance by the Audit Committee, the Board of Directors and the Supervisory Board of MBH Bank by way of voting in writing and recommended it to the General Meeting for approval.

The **Chair** presented the proposed resolution and then put it to vote. Open voting was to take place by simple majority.

#### ***Voting on the adoption of the (closing) balance sheet and the inventory of assets and liabilities of MKB Bank Nyrt. as the Acquiring Company as at 30 April 2023:***

##### **Votes:**

Number of votes cast: 321,698,958

The percentage of share capital represented by the votes cast: 100%

100% of the shares represented at the meeting voted

Yes: 321,698,958 (100%)

No: 0

Abstained: 0

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

**Resolution No. MBHB 4/2023 (28 July) of the General Meeting**

*The General Meeting adopts the (closing) statement of assets and liabilities and the inventory of holdings, as at 30 April 2023, of MKB Bank Nyrt. as recipient company, prepared by MKB Bank Nyrt's management and audited by independent auditor, constituting Annex 3 to the written proposal.*

*The General Meeting establishes the (closing) individual statement of assets and liabilities of MKB Bank Nyrt. as recipient company, audited by independent auditor, with the following main figures:*

**BALANCE SHEET TOTAL: HUF 7,265,168 million**

**SHAREHOLDERS' EQUITY: HUF 794,745 million**

**Discussion of agenda item 4.**

**Approval of the (closing) balance sheet and inventory of the assets of Takarékbank Zrt. as Acquired Company prepared as of 30 April 2023**

The **Chair** informed the General Meeting that the proposal for the adoption of the (final) balance sheet and the inventory of assets and liabilities of Takarékbank. as the Acquired Company as at 30 April 2023 is available on page 61 of the General Meeting Documents. The balance sheet and the inventory of assets can be found in Annex 4 to the General Meeting Documents. He invited László Benedek Zoltán Benedek, to give an oral report and to present the relevant part of the report of Mazars Kft. on the audit of the (closing) balance sheet and the inventory of assets and liabilities of Takarékbank Zrt. as the Acquired Company (closing) as at 30 April 2023.

**László Zoltán Benedek** informed the General Meeting that the staff of Mazars Kft. have audited the (closing) balance sheet and the inventory of assets of Takarékbank Zrt. as the Acquired Company as at 30 April 2023, and concluded that they comply in all material respects with the applicable requirements of the Accounting Act, and the auditor recommends their adoption by the General Meeting, with an unqualified audit report.

The **Chair** thanked the auditor for his report. The Chair asked the General Meeting if they had any questions or comments on the proposal. The shareholders did not indicate their intention to raise any questions, comments or motions. The **Chair** confirmed that the proposal had been discussed in advance by the Audit Committee, the Board of Directors and the Supervisory Board of MBH Bank by way of voting in writing and recommended it to the General Meeting for approval.

The **Chair** presented the proposed resolution and then put it to vote. Open voting was to take place by simple majority.

***Voting on the adoption of the (closing) balance sheet and the inventory of assets and liabilities of Takarékbank Zrt. as the acquired company as at 30 April 2023:***

**Votes:**

Number of votes cast: 321,698,958

The percentage of share capital represented by the votes cast: 100%

100% of the shares represented at the meeting voted

Yes: 321,698,958 (100%)

No: 0

Abstained: 0



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

**Resolution No. MBHB 5/2023 (28 July) of the General Meeting**

*The General Meeting adopts the (closing) statement of assets and liabilities and the inventory of holdings, as at 30 April 2023, of Takarékbank Zrt. as merging company, prepared by MKB Bank Nyrt's, as legal successor's management and audited by independent auditor, constituting Annex 4 to the written proposal.*

*The General Meeting establishes the (closing) individual statement of assets and liabilities of Takarékbank Zrt. as merging company, audited by independent auditor, with the following main figures:*

**BALANCE SHEET TOTAL: HUF 3,344,134 million**

**SHAREHOLDERS' EQUITY: HUF 262,024 million**

**Discussion of agenda item 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**

The **Chair** informed the General Meeting that the proposal for the adoption of the (opening) balance sheet and the inventory of assets and liabilities of MKB Bank Nyrt. as the Successor Company as at 30 April 2023 is available on page 64 of the General Meeting Documents. The balance sheet and the inventory of assets can be found in Annex 5 to the General Meeting Documents. He invited again Mr. Zoltán László Benedek to make his oral report and to present the relevant part of the report of Mazars Kft. on the audit of the (opening) balance sheet and the inventory of assets and liabilities of MKB Bank Nyrt. as the Successor Company as at 30 April 2023.

**László Zoltán Benedek** informed the General Meeting that the staff of Mazars Kft. have audited the (opening) balance sheet and the inventory of assets of MKB Bank Nyrt. as the Successor Company as at 30 April 2023, and concluded that they comply in all material respects with the applicable requirements of the Accounting Act, and the auditor recommends their adoption by the General Meeting, with an unqualified audit report.

The **Chair** thanked the auditor for his report. The Chair asked the General Meeting if they had any questions or comments on the proposal. The shareholders did not indicate their intention to raise any questions, comments or motions. The **Chair** confirmed that the proposal had been discussed in advance by the Audit Committee, the Board of Directors and the Supervisory Board of MBH Bank by way of voting in writing and recommended it to the General Meeting for approval.

The **Chair** presented the proposed resolution and then put it to vote. Open voting was to take place by simple majority.

***Voting on the adoption of the (opening) balance sheet and the inventory of assets and liabilities of MKB Bank Nyrt. as the Successor Company as at 30 April 2023:***

**Votes:**

Number of votes cast: 321,698,958

The percentage of share capital represented by the votes cast: 100%

100% of the shares represented at the meeting voted

Yes: 321,698,958 (100%)

No: 0

Abstained: 0

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

**Resolution No. MBHB 6/2023 (28 July) of the General Meeting**

*The General Meeting adopts the (opening) statement of assets and liabilities and the inventory of holdings, as at 30 April 2023, of MBH Bank Nyrt. as legal successor, prepared by its management and audited by independent auditor, constituting Annex 5 to the written proposal.*

*The General Meeting establishes the (opening) consolidated statement of assets and liabilities of MBH Bank Nyrt. as legal successor, audited by independent auditor, with the following main figures:*

**BALANCE SHEET TOTAL: HUF 10,313,104 million**

**SHAREHOLDERS' EQUITY: HUF 837,733 million**

**Discussion of agenda item 6.**

**Approval of the audit report of Mazars Kft. prepared for the above balance sheets and asset inventories**

The **Chair** informed the General Meeting that the sixth agenda item is about the approval of the auditor's report of Mazars Kft. on the balance sheets and inventories of assets and liabilities discussed under agenda items 3 to 5. The relevant proposal can be found from page 66 to page 71 of the General Meeting Documents. The auditors' report can be found in Annex 6 to the General Meeting Documents. During the discussion of agenda items 2.1 to 2.4, the auditor's representative presented the relevant parts of the audit report, which are therefore not presented again.

The **Chair** asked the General Meeting if they had any questions or comments on the proposal. The shareholders did not indicate their intention to raise any questions, comments or motions.

The **Chair** presented the proposed resolution and then put it to vote. Open voting was to take place by simple majority.

***Voting on the adoption of the audit report prepared by Mazars Kft. for the balance sheets and inventories of assets and liabilities discussed under agenda items 3-5:***

**Votes:**

Number of votes cast: 321,698,958

The percentage of share capital represented by the votes cast: 100%

100% of the shares represented at the meeting voted

Yes: 321,698,958 (100%)

No: 0

Abstained: 0

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

**Resolution No. MBHB 7/2023 (28 July) of the General Meeting**

*The General Meeting accepts the independent auditor's report issued, based on the auditing of the statements of assets and liabilities and inventories of holdings of the merging companies by the auditor company called MAZARS Könyvszakértő és Tanácsadói Kft. (registered office: 1139 Budapest, Fiastyúk utca 4-8. 2. em.; registered by the Court of Registration of the Budapest Metropolitan Court of Justice, under company registration number 01-09-078412), and personally by Gabriella Gábor registered*

auditor (home address: 1221 Budapest, Kőérberki út 25. 1a., Hungary; mother's name at birth: Zsuzsanna Kornélia Antal), attached to the written proposal as Annex 6.

#### **Discussion of agenda item 7.**

#### **Indemnification for the members of the Board of Directors and the Supervisory Board of Takarékbank Zrt. (as legal predecessor)**

The **Chair** informed the General Meeting that the 7th and last item on the agenda was the granting of hold-harmless warrant to the members of the Board of Directors and the Supervisory Board of Takarékbank Zrt. (as predecessor). The relevant proposal can be found from page 72 to page 74 of the General Meeting Documents.

The **Chair** asked the General Meeting if they had any questions or comments on the proposal. The shareholders did not indicate their intention to raise any questions, comments or motions. The **Chair** confirmed that the proposal had been discussed in advance by the Board of Directors and the Supervisory Board of MBH Bank by way of voting in writing and recommended it to the General Meeting for approval.

The **Chair** presented the proposed resolution and then put it to vote. Open voting was to take place by simple majority.

#### ***Voting on the granting of hold-harmless warrant to the members of the Board of Directors and the Supervisory Board of Takarékbank Zrt.:***

##### **Votes:**

Number of votes cast: 321,698,958

The percentage of share capital represented by the votes cast: 100%

100% of the shares represented at the meeting voted

Yes: 321,698,958 (100%)

No: 0

Abstained: 0

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

#### **Resolution No. MBHB 8/2023 (28 July) of the General Meeting**

*The General Meeting establishes the conformity and compliance of the management activities of the legal predecessor Takarékbank Zrt. during the following period, therefore it grants them the discharge as per Section 3:117 of Act V of 2013 on the Civil Code, as detailed below:*

##### ***Takarékbank Zrt. – Board of Directors***

*Levente Szabó (chair): 01.01.2023-30.04.2023*

*Ádám Egerszegi: 01.01.2023-30.04.2023*

*dr. Edina Tófeji: 01.01.2023-30.04.2023*

*János Zoltán Bogdán: 01.01.2023-30.04.2023*

*György Schamschula: 01.01.2023-30.04.2023*

*Zoltán Váradi: 01.01.2023-30.04.2023*

##### ***Takarékbank Zrt. – Supervisory Board***

*Béla Hetzman (chair): 01.01.2023-30.04.2023*

*dr. András Csaba Bencze: 01.01.2023-30.04.2023*

*Viktor Iván Katona: 01.01.2023-30.04.2023*

*Katalin Varga-Králik: 01.01.2023-30.04.2023*

*András József Tölgyes: 01.01.2023-30.04.2023*

\* \* \*

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 all agenda items therefore its work was completed. He thanked the participants for their contribution and closed the General Meeting.

Date: Budapest, 28 July 2023

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**dr. Boldizsár Szabó**

Head of Merger and Company Law  
Chair of the General Meeting

.....  
**Dóra Bertalan**

shareholder representative of Magyar Bankholding  
Zrt.  
attester of the minutes

.....  
**Gábor Ördög**

keeper of the minutes