



**DOCUMENTS  
OF THE EXTRAORDINARY GENERAL MEETING OF**

**MKB BANK Nyrt.**

**(‘Company’)**

**of 1 September 2022**

***Date of the General Meeting:*** 1 September 2022 10:00 hours

***Venue:*** Headquarters of MKB Bank Nyrt. (1056 Budapest, V. Váci u. 38.),  
Meeting room No. 24 on the ground floor

***The procedure for holding the General Meeting:*** physical attendance

*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.”*

## ***Agenda of the General Meeting***

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# ***Agenda item 1***

## **ELECTION OF THE MEMBERS OF THE GOVERNING BODIES**

### Reasoning:

Mihály Valkó, external member of the Supervisory Board, resigned on 2 June 2022, Anna Ágnes Hornung, external member of the Supervisory Board and member of the Audit Committee, resigned on 23 June 2022, and János Nyemcsok, employee representative member of the Supervisory Board, resigned on 1 September 2022. Dr. Erzsébet Beáta Bánkuti, member of the external supervisory board and audit committee, and Dr. Géza Károly Láng, member of the external board of directors, resigned from their positions as of 31 August 2022.

The General Meeting has the exclusive competence to elect the members of the Supervisory Board and the Audit Committee in accordance with Section 3.1.16. m) and the members of the Board of Directors in accordance with Section 3.1.16. h) of the Articles of Association. According to Section 3.2.7.3. of the Articles of Association, the members of the Board of Directors are elected by the General Meeting for a fixed term of up to five (5) years. According to Section 3.3.6.2. of the Articles of Association, the members of the Supervisory Board are elected by the General Meeting for a fixed term of up to five (5) years. One third of the Supervisory Board's members are employees who are nominated by the Workers' Council based on the opinion of the Company's trade unions; these employees must be elected Supervisory Board members by the General Meeting, unless their membership is excluded by any legally stipulated reason. If such members are not nominated, the positions of employees' representatives shall remain vacant.

It is proposed to the General Meeting to elect Ms Rita Feodor as a member of the Supervisory Board and the Audit Committee until 31 December 2025, in line with the expiry of the mandate of the external members of the Supervisory Board. It is further proposed that Dr. Géza Károly Láng and Dr. Péter Magyar be elected as members of the Supervisory Board until 31 December 2025. Dr Péter Magyar is also elected as a member of the Audit Committee. It is also proposed to elect Andrea Mager as a member of the Board of Directors until 31 August 2024. The Workers' Council nominated Dr. Ilona Török, Head of the Chairman's Cabinet Office, for election as an employee representative member of the Supervisory Board for a term of office expiring on 31 March 2026.

Candidates must also be approved by the National Bank of Hungary. The election is also conditioned by the fact that the Nominating Committee - after evaluating the individual and collective suitability of the candidates - recommends the candidates to the General Assembly for election as members of the bodies.

Presentation of the candidates:

#### **Rita Feodor**

*She has been working in the business sector in the fields of taxation and accounting for more than 30 years. She has been a member of the Supervisory Board and the Audit Committee of MKB Bank between September 2018 and April 2022, a member of the Risk and NPL Committee, Nominating Committee and Remuneration Committee of the Bank between January 2019 and April 2022, and has been the chairperson of the latter committee since April 2019.*

**Dr. Géza Károly Láng**

*He obtained his law degree from Pázmány Péter Catholic University in 2002, and after passing the bar exam and qualifying as an insurance lawyer, he qualified as a competition lawyer in 2012. He has spent 16 years in the insurance sector in various positions, and since 2019 he has been Deputy State Secretary for National Financial Services and Postal Affairs at the Prime Minister's Office. Since April 2022, he has been a member of the Board of Directors of MKB Bank Nyrt. and Magyar Bankholding Zrt.*

**Andrea Mager**

*She holds a degree in economics and international relations from the Budapest University of Economics She started her professional career as a risk assessor in the risk management division of Postabank and Savings Bank Zrt., where she worked from 1998 to 2001. Between 2001 and 2007 she held the position of Senior Manager and then Deputy Director of the Financial Stability Department of the Magyar Nemzeti Bank. Between 2002 and 2004 she chaired the Board of Directors of the MNB's Private and Voluntary Pension Fund, between 2005 and 2006 she was country coordinator for the IMF's Financial Soundness Indicator programme, and between 2004 and 2007 she was a member of the working groups of the European Centre for Banking Supervision Committee representing the MNB. Between 2007 and 2010 she was a member of the Competition Council of the Hungarian Competition Authority, between 2010 and 2011 she was Executive Director of Magyar Közlöny Lap és Könyvkiadó Kft., and between 2011 and 2016 she was a member of the Monetary Council of the Magyar Nemzeti Bank. Between 2016 and 2018 she was the Government Commissioner for Postal Affairs and National Financial Services of the Prime Minister's Office, and from 2018 she exercised the ownership rights and obligations of certain state-owned companies, including Szerencsejáték Zrt., as Minister without Portfolio responsible for the management of national assets. Chair and Chief Executive of Szerencsejáték Zrt. from 15 June 2022.*

**Dr. Péter Magyar**

*He graduated from the Faculty of Law and Political Sciences of Pázmány Péter Catholic University in 2004. Between 2004 and 2006 he worked as a court clerk at the Budapest Capital Court, and after passing the bar exam he worked as a trainee lawyer and associate lawyer in Hungarian and international law firms until 2010. Between 2010 and 2018, he was an EU diplomat at the Permanent Representation of Hungary to the European Union, Ministry of Foreign Affairs and Prime Minister's Office. Between 2018 and 2019 he headed the EU Legal Directorate of the Hungarian Development Bank. Between 2019 and 2022, he was the CEO and a member of the Board of Directors of Diákhitel Központ Zrt. From 2020, he has been assisting the investment committees of Hiventures Zrt. From 2022 he is the Legal Director and Investment Advisor of Hodler Alapkezelő Zrt.*

**dr. Ilona Török**

*She has more than twenty years of banking experience. She started her professional career at the Hungarian Financial Supervisory Authority. During her supervisory career, she worked her way up through the ranks to become Head of the Directorate for Licensing and Legal Enforcement. Between 2010 and 2021, she continued her career at the OTP Group, where she gained several years of business experience and then became head of corporate governance.*

*She has served on the executive boards of several domestic and foreign subsidiaries of the OTP Group. Between March and November 2021, she was Deputy CEO of the cabinet of the Chairman-Chief-Executive of MKB Bank Nyrt, and Head of the Chairman's Office since November 2021.*

**Proposed general meeting resolutions:**

The General Meeting elects Ms Rita Feodor as a member of the Supervisory Board from 1 September 2022 to 31 December 2025, subject to the condition of taking up the position and its entry into force that the authorisation of the Magyar Nemzeti Bank is also available for her.

The General Meeting elects Dr. Géza Károly Láng as a member of the Supervisory Board from 1 September 2022 to 31 December 2025, subject to the condition of taking up the position and its entry into force that the authorisation of the Magyar Nemzeti Bank is also available for him.

The General Meeting elects Dr. Péter Magyar as a member of the Supervisory Board from 1 September 2022 to 31 December 2025, subject to the condition of taking up the position and its entry into force that the authorisation of the Magyar Nemzeti Bank is also available for him.

The General Meeting elects Dr. Ilona Török as a member of the Supervisory Board from 2 September 2022 to 31 March 2026, subject to the condition of taking up the position and its entry into force that the authorisation of the Magyar Nemzeti Bank is also available for her.

The General Meeting elects Ms. Andrea Mager as a member of the Board of Directors from 1 September 2022 to 31 August 2024, subject to the condition of taking up the position and its entry into force that the authorisation of the Magyar Nemzeti Bank is also available for her.

The General Meeting elects Ms Rita Feodor as a member of the Audit Committee for the duration of her membership in the Supervisory Board.

The General Meeting elects Dr. Péter Magyar as a member of the Audit Committee for the duration of his membership in the Supervisory Board.

## ***Agenda item 2***

### **DECISION ON THE AMENDMENT OF THE ARTICLES OF ASSOCIATION OF THE COMPANY**

### Reasoning:

The effective Articles of Association of the Company do not currently provide for the possibility of holding a general meeting (conference general meeting) by electronic means. Government Decree 502/2020 (16 November) previously made it possible to hold a general meeting by videoconference, for example, in derogation from the provisions of the Articles of Association. This Decree has been repealed with effect from 1 June 2022 with the lifting of the coronavirus emergency, and no similar measure has been taken in relation to the operation of legal persons in the context of the emergency declared due to the situation in Ukraine, so general meetings may continue to be held in the previous pre-emergency manner, in accordance with the provisions of the legislation and the Articles of Association.

In the light of the above, it has become necessary to amend the Articles of Association in order to lay down the rules for the conference general meeting and the exercise of voting rights by post.

Pursuant to Section 3.1.16 a) of the Articles of Association, the General Meeting has the exclusive competence to adopt and amend the Articles of Association, except as provided in Section 3.2.2 (e) and (f). Considering that the proposed amendment does not fall within the exceptions, the General Meeting will decide on the amendment of the Articles of Association.

The Board of Directors made a proposal for the amendment of the Articles of Association in compliance with the above. In its decision, the Supervisory Board proposed for approval the amendment of the Articles of Association complying with the draft Articles of Association attached to this proposal as Annex 1.

With the amendment the following new Sections 3.1.21 and 3.1.22 will be added to the Articles of Association:

#### *3.1.21 General meeting held by electronic means (conference general meeting)*

*3.1.21.1 Shareholders may also participate in the General Meeting by using electronic means of communication, provided that the Board of Directors has specified the detailed (technical) conditions for this in the invitation (notice) in such a way that the identification of shareholders and mutual and unrestricted communication between shareholders at the General Meeting is ensured.*

*3.1.21.2 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.*

*3.1.21.3 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.*

*3.1.21.4 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.*

*3.1.21.5 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.*

*3.1.21.6 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.*

*3.1.21.7 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.*

*3.1.21.8 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.*

*3.1.21.9 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.*

*3.1.21.10 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.*

### *3.1.22 Exercise of voting rights by post*

*3.1.22.1 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.*

*3.1.22.2 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.*

*3.1.22.3 The voting declaration must be made in an authentic instrument or in a private document with full probative value.*

*3.1.22.4 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.*

It is proposed that the amended, consolidated Articles of Association enter into force on 1 September 2022.

It is proposed that the General Assembly amend the Articles of Association and decide on the points to be amended in one resolution.

**Proposed general meeting resolution:**

I.

The General Meeting shall decide on the amendment of the Articles of Association of the Company in accordance with the proposal of the Board of Directors, in one resolution.

II.

The General Meeting adopts the amendment to the Articles of Association of the Company by inserting as new section 3.1.21 and its sub-sections (3.1.21.1. – 3.1.21.10.), and 3.1.22. and its sub-sections (3.1.22.1.-3.1.22.4.). 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 September 2022.

## **ANNEX TO AGENDA ITEM 2**

1. Annex - Consolidated version of the Articles of Association as proposed for adoption by the Board of Directors with amendments.