

# Merger Plan

**Author:** the management teams of MKB Nyrt., Budapest Bank Zrt. and Magyar Takarék Bankholding Zrt.

**Budapest, 15 December 2021**

*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.”*

## 1. ANTECEDENTS, THE TYPE OF THE MERGER

- 1.1. The sole shareholder of **BUDAPEST Hitel- és Fejlesztési Bank Zártkörűen Működő Részvénytársaság** (registered office: 1138 Budapest, Váci út 193., Magyarország; registered by the Court of Registration of the Budapest Metropolitan Court of Justice under company registration number Cg.01-10-041037) and **Magyar Takaréknál Zártkörűen Működő Részvénytársaság** (registered office: 1134 Budapest, Kassák Lajos utca 18., Magyarország; registered by the Court of Registration of the Budapest Metropolitan Court of Justice under company registration number Cg.01-10-141497) as companies being acquired (hereinafter collectively: “**Companies Being Acquired**”) resolved on 15 December 2021 that the Merging Companies merge, by acquisition, with **MKB Bank Nyrt.** (registered office: 1056 Budapest, Váci u. 38., Magyarország; registered by the Court of Registration of the Budapest Metropolitan Court of Justice under company registration number Cg.01-10-040952), as acquiring company (the “**Acquiring Company**”) (the Companies Being Acquired and the Acquiring Company collectively “**Merging Companies**”). The resolutions adopted by the sole shareholder of the Companies Being Acquired are listed in Annexes 1-2 of the Merger Contract attached hereto as Annex 1.
- 1.2. Also on 15 December 2021 the general meeting of the Acquiring Company adopted a resolution on the Companies Being Acquired merging with the Acquiring Company through acquisition. The resolution adopted by the general meeting of the Acquiring Company is presented in Annex 3 of the Merger Contract attached hereto as Annex 1.
- 1.3. The key data (company name, registered office, company registration number, amount and composition of subscribed capital etc.) are presented in the Merger Contract attached hereto as Annex 1.
- 1.4. The executive officers of the Merging Companies prepared this Merger Plan in view of the resolution adopted by the general meeting of the Acquiring Company on 15 December 2021 concerning the payment of dividend advance in an amount of HUF 4,300,000,000.
- 1.5. Since the executive officers of the Merging Companies have prepared all documents required for making a decision on the merger, the supreme bodies of the Merging Companies adopted one resolution (one-step decision making) concerning the merger (by acquisition) as specified in Section 8 of Act CLXXVI of 2013 on the Transformation, Merger and Demerger of Certain Legal Persons (the “**Transformation Act**”).
- 1.6. In the case of a one-step decision Section 8 (1) of the Transformation Act allows the use in the transformation plan (merger plan) of draft lists of assets and liabilities and underlying draft property inventories pertaining to a date, specified by the executive officers, preceding the date of the decision concerning the transformation (merger) by not more than six months – as balance sheet cut-off date – and draft property inventories underlying them. In view of this, pursuant to the resolutions adopted on 15 December 2021 by the supreme bodies of the Merging Companies during the course of the merger (by acquisition) the draft lists of assets and liabilities and the underlying draft property inventories of the Merging Companies, prepared with 31 August 2021 as cut-off date, shall be used as the closing draft list of assets and liabilities of the Merging Companies (the company being acquired and the acquiring company) and the opening draft list of assets and liabilities of the Acquiring Company (legal successor).
- 1.7. In accordance with Section 4 (5) of the Transformation Act the above draft lists of assets and liabilities and draft property inventories were checked by the supervisory boards of the Merging Companies and an auditor or auditors, as specified in Section 13 (2) of the Transformation Act.
- 1.8. As a consequence of the merger (by acquisition) the Companies Being Acquired shall be terminated by the Acquiring Company being the general legal successor of each Company Being

Acquired. Based on the decision of the supreme bodies of the Merging Companies the legal effects associated with the merger by acquisition shall accrue on 31 March 2022 or, if the acquisition is not registered by that date, upon the date of its registration (“**Date of Acquisition**”).

1.9. The acquisition is in conformity to the requirements stipulated in Section 4 23/a of Act LXXXI of 1996 on the Corporate Tax and Dividend Tax (hereinafter: “**Corporate Tax and Dividend Tax Act**”), given the fact that only companies are involved in the acquisition both as legal predecessor and legal successor (Section 4 32/a of the Corporate Tax and Dividend Tax Act) and the sole shareholder of the Companies Being Acquired acquires a participation in the Acquiring Company in the framework of the acquisition and it acquires cash and liquid assets not exceeding 10 percent of the combined face value of the acquired participation (preferential transformation).

## **2. THE DRAFT LISTS OF ASSETS AND LIABILITIES OF THE MERGING COMPANIES AND THE UNDERLYING DRAFT PROPERTY INVENTORIES**

The draft lists of assets and liabilities of the Merging Companies and the underlying draft property inventories as well as audit reports on their review, as well as the supervisory board resolutions, are contained in Annexes 4-7 of the Merger Contract attached hereto as Annex 1.

## **3. THE DRAFT OF THE AMENDMENT OF THE DEED OF FOUNDATION (STATUTE) OF THE ACQUIRING COMPANY**

The draft of the amendment of the deed of foundation (statute) of the Acquiring Company is presented in Annex 8 to the Merger Contract attached hereto as Annex 1.

## **4. DRAFT ON THE WAY OF SETTLEMENT WITH PERSONS NOT WISHING TO PARTICIPATE IN THE ACQUIRING COMPANY AS MEMBERS (“EXITING SHAREHOLDER”)**

4.1. In accordance with Section 3:42 (1) of Act V of 2013 on the Civil Code (“**Civil Code**”) and Section 5 (2) of the Transformation Act the shareholders of the Merging Companies may, within 30 days of the communication of this Merger Plan, issue written declarations – with contents corresponding to that of the template attached to the Merger Contract as Annex 9, attached hereto as Annex 1 – stating that they do not wish to be shareholders of the Acquiring Company after the merger (acquisition) (“**Exit Declaration**”). An Exit Declaration may be issued not later than the commencement of voting on the merger (acquisition).

4.2. The Companies Being Acquired are one-man private limited companies whose sole owner makes its decision on merger (acquisition) and so this section and the following section 8 shall apply exclusively to the shareholders of the Acquiring Company.

4.3. One prerequisite for the issuance of a valid Exit Declaration is that the Exiting Shareholder issues an order in advance – as specified in Section 144 of Act CXX of 2001 on the Capital Market – for the securities account keeper of the Exiting Shareholder transfers the shares in its ownership, issued by the Acquiring Company, to a securities sub-account blocked for an indefinite period of time. The Exiting Shareholder shall specify “Settlement with the Exiting Shareholder”, as the legal ground for blocking, and the Acquiring Company, that is, MKB Bank Nyrt., as the beneficiary of blocking.

4.4. The Exiting Shareholder shall attach to its Exit Declaration the certificate of blocking issued by its securities account keeper about the blocking referred to in the above subsection 4.3.

4.5. Another prerequisite for the issuance of a valid Exit Declaration is that the Exiting Shareholder issues a securities transfer order to have its shares specified in its Exit Declaration and blocked as

specified in the above subsection 4.3 transferred to its technical securities account No. 10300002-01100032-44443284 (KELER 0070/M00000) kept with MKB Bank Nyrt., in a form accepted by its securities account keeper. After the Date of Acquisition the Acquiring Company shall, as the beneficiary of blocking, immediately consent to the execution of the transfer order, whereupon the securities account keeper shall immediately execute the transfer order.

- 4.6. The Exiting Shareholder shall attach the transfer order as per the above subsection 4.5 to its Exit Declaration.
- 4.7. Any cost to be incurred in relation to blocking and/or transferring shall be borne by the Exiting Shareholder.
- 4.8. Section 3:42 of the Civil Code stipulates that the membership of the Exiting Shareholders ceases on the Date of Acquisition and that they are entitled to such part of the assets of the Acquiring Company which they could claim if the Acquiring Company were to be terminated without a legal successor. The proportion of assets to which the Exiting Shareholders are entitled is determined as stipulated in Section 8.
- 4.9. The cash equivalent of the part of assets to which an Exiting Shareholder is entitled shall be transferred to the payment account specified by the Exiting Shareholder in its Exit Declaration within 60 days of the Date of Acquisition.
- 4.10. In case the merger is not executed on the basis of the decision taken by the supreme bodies of the Merging Companies, or in the absence of their decision, or if the competent Court of Registration refuses to register the member, or if the merger fails for any other reason, the Acquiring Company shall, within 5 working days of the date of the refusal or negative decision or the date on which decision failed to be made or the date of receipt of the Court of Registration's ruling, provide for the termination of the blocking of the shares.

## **5. THE REASONS FOR, AND THE WAY OF, THE REARRANGEMENT OF THE CAPITAL STRUCTURE**

In the course of the merger (by acquisition) the Acquiring Company shall issue shares to the sole shareholder of the Companies Being Acquired, as stipulated in Section 13 of the Merger Contract attached hereto as Annex 1. Since the subscribed capital of the Companies Being Acquired does not cover the face value of the shares to be issued in the course of the merger (acquisition), a rearrangement took place in the opening (legal successor) list of assets and liabilities of the Acquiring Company, to the debit of the share premium account (agio).

## **6. ASSET CONTRIBUTION OF THE NEW MEMBERS JOINING SIMULTANEOUSLY WITH THE ACQUISITION**

No new shareholders join the Acquiring Company simultaneously with the acquisition therefore no assets shall be contributed either.

## **7. ASSET CONTRIBUTION STIPULATED TO BE PROVIDED ADDITIONALLY BY THE EXISTING MEMBERS AS A PREREQUISITE FOR THE ACQUISITION**

As part of the acquisition Magyar Bankholding Zrt. (registered office: 1134 Budapest, Kassák Lajos utca 18.; company registration number: Cg.01-10-140865; "MBH") shall, as the sole shareholder of the Companies being Acquired and the shareholder of the Acquiring Company, make a additional asset contribution in an amount of HUF 185,000,000,000 to the Acquiring Company. The MBH shall make the additional asset contribution available by transfer to the payment account of the Acquiring Company by 28 February 2022 in such a way that HUF 75,602,779,000 of the additional asset contribution shall be used for increasing the share capital

of the Acquiring Company, while the remaining HUF 109,397,221,000 shall be definitively added to the Acquiring Company's share premium account (agio) and shall be stated in the books as an increase in the share premium account (agio), as stipulated in Section 36 (1) a) of Act C of 2000.

## **8. THE PROPORTION OF ASSETS DUE TO MEMBERS NOT WISHING TO PARTICIPATE IN THE ACQUIRING COMPANY (EXITING SHAREHOLDER) SPECIFIED PURSUANT TO THE PROVISIONS OF THE ACCOUNTING ACT**

8.1. Section 3:42 of the Civil Code stipulates that the membership of the Exiting Shareholders ceases on the Date of Acquisition and that they are entitled to such part of the assets of the Acquiring Company which they could claim if the Acquiring Company were to be terminated without a legal successor.

The proportion of assets to which the Exiting Shareholders are entitled is determined as stipulated below:

The Civil Code stipulates that in determining the part of the assets to which the Exiting Shareholders are entitled that value is to be determined which could be realised not in the case of continuous business operations but upon the termination of the Acquiring Company. Accordingly, the value of the Acquiring Company has been established as the value of its net assets reduced/adjusted by liquidation discount.

The adjustment resulting from the liquidation value affected primarily the following items: intangible assets, tangible assets, loan portfolio, securities held to maturity, participations and bank deposits. In the calculation of the liquidation value the market value of the intangible assets and the tangible assets was determined as their depreciated replacement value, while the value of the loan portfolio, the securities, participations and bank deposits was calculated with the discounted cash flow method.

8.2. Accordingly, the proportion of asset to which the Exiting Shareholders are entitled, for one share owned in the Acquiring Company: 2,165 HUF/share.

## **9. REVALUATION OF THE ASSETS AS PER SECTION 137 OF THE ACCOUNTING ACT**

No asset revaluation as per Section 137 of the Accounting Act takes place during the acquisition.

## **10. THE DRAFT OF THE MERGER CONTRACT**

The draft of the merger contract to be concluded by and between the Merging Companies is presented in Annex 1 hereto.

## **11. SPECIAL RULES ON THE MERGER OF PUBLIC LIMITED COMPANIES**

11.1. Since the Acquiring Company is operating in the form of a public limited company, the acquisition shall take place in accordance with the special rules of the Transformation Act concerning the merger of public limited companies.

11.2. In accordance with Section 25 (4) of the Transformation Act the Merging Companies published, on the website of the Acquiring Company 30 days before the adoption of the supreme bodies' decision on the merger, the merger plan (including, in particular, the merger contract), the Merging Companies' reports on the last three years, as per the Accounting Act, the written report of the management of the Acquiring Company and the audit report, making sure that they were continuously accessible, downloadable and printable free of charge,

throughout the period up to the adoption of the supreme bodies' decisions on the merger. The documents were also available for reviewing at the registered office of the Acquiring Company.

- 11.3. Pursuant to Section 25 (2) of the Transformation Act the Merging Companies ensured that every shareholder could, at least 30 days before the adoption of the supreme bodies' decisions concerning the merger, at the registered offices of the Merging Companies, review, in addition to this Merger Plan, the Merging Companies' reports for the last three years as per the Accounting Act, the management teams' written reports and the audit reports as well.
- 11.4. The Merging Companies made possible, pursuant to Section 25 (3) of the Transformation Act, the production of duplicates, at the request, and for, the shareholders, of all of the documents which the shareholders were entitled to review, or of any specific document identified by the shareholders, at the expense of the Merging Companies. If a shareholder asked for, or consented to, the transmission of the documents electronically, the documents were transmitted to the shareholder to the electronic address specified by the shareholder.
- 11.5. The duly authorised representatives of the Merging Companies sign this Merger Plan in accordance with Section 3 (5) of the Transformation Act at the place and on the day written below.

Budapest, 15 December 2021

**MKB Bank Nyrt.**

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Represented by:  
Position:

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Represented by:  
Position:

**BUDAPEST Hitel- és Fejlesztési Bank Zártkörűen Működő Részvénytársaság**

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Represented by:  
Position:

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Represented by:  
Position:

**Magyar Takaréknál Bankholding Zártkörűen Működő Részvénytársaság**

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Represented by:  
Position:

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Represented by:  
Position:

**ANNEX 1**

**THE MERGER CONTRACT**



# **Merger Agreement**

**Drafted by:** the executive management of MKB Nyrt, Budapest Bank Zrt. and Magyar Takarék Bankholding Zrt.

**Made in Budapest, on 15 December 2021.**

## Merger Agreement

entered into by and between:

- (1) **BUDAPEST Hitel- és Fejlesztési Bank Zártkörűen Működő Részvénytársaság** (head office: 1138 Budapest, Váci út 193., Hungary; registered by the Company Court of the Metropolitan Tribunal of Budapest under registration no. Cg.01-10-041037) as company being acquired (“**BB**”) and
- (2) **Magyar Takaréknál Bankholding Zártkörűen Működő Részvénytársaság** (head office: 1134 Budapest, Kassák Lajos utca 18., Hungary; registered by the Company Court of the Metropolitan Tribunal of Budapest under registration no. Cg.01-10-141497), as company being acquired (“**MTBH**”)

(hereinafter jointly referred to as the “**Companies Being Acquired**”)

on the one hand and

- (3) **MKB Bank Nyrt.** (head office: 1056 Budapest, Váci u. 38., Hungary; registered by the Company Court of the Metropolitan Tribunal of Budapest under registration no. Cg.01-10-040952) as acquiring company (“**Acquiring Company**”);

(the Companies Being Acquired and the Acquiring Company are jointly referred to as “**Merging Companies**”) at the venue and on the day written below.

### PREAMBLE

- (A) On 15 December 2021, the sole shareholder of the Companies Being Acquired resolved that the Companies Being Acquired would be merged into the Acquiring Company by way of an acquisition. Annexes no. 1-2 to this Merger Agreement contain the relevant resolutions of the sole shareholder of the Companies Being Acquired
- (B) The General Meeting of the Acquiring Company also resolved on 15 December 2021 that the Companies Being Acquired would be merged into the Acquiring Company by way of an acquisition. Annex no. 3 to this Merger Agreement contains the relevant resolutions of the General Meeting of the Acquiring Company.
- (C) The senior officials of the Merging Companies prepared this Merger Agreement in consideration of the decision adopted by the General Meeting of the Acquiring Company on 15 December 2021 concerning the payment of interim dividends in a sum of HUF 4,300,000,000.
- (D) In view of the fact that the senior officials of the Merging Companies have prepared all the documents required for the acquisition, the supreme bodies of the Merging Companies adopted a decision on a merger (acquisition) in a single stage as set forth in Section 8 (1) of Act CLXXVI of 2013 on the Transformation, Merger and Demerger of certain legal entities (the “**Transformation Act**”).

### 1. AGREEMENT ON THE MERGER Means of the merger

- 1.1 In consideration of the above antecedents, the Merging Companies agree that they will merge, whereby the Companies Being Acquired will be acquired by the Acquiring Company pursuant to the relevant provisions of Act V of 2013 on the Civil Code (the “**Civil Code**”) and the Transformation Act. **The means of the merger is acquisition.**

1.2 The Merging Companies agree that the legal effects attaching to the acquisition shall take effect as of **31 March 2022** or, if the merger is not registered until that date, on the date the Merging Companies are registered (“**Acquisition Date**”). On the Acquisition Date, the Companies Being Acquired will be terminated via their erasure from the register of companies, whereby the general legal successor of all Companies Being Acquired will be the Acquiring Company.

## 2. REPRESENTATIONS OF THE MERGING COMPANIES

The Merging Companies declare that they are not in liquidation or bankruptcy proceedings, are not the subject of criminal proceedings aimed at adopting criminal measures against a legal person and are not under the force of criminal measures applicable against a legal person, and that their shareholders have made their in-kind contributions set out in their respective documents of incorporation.

## 3. MAIN DATA OF THE MERGING COMPANIES

### 3.1 Companies Being Acquired

#### 3.1.1 BB

|                           |   |
|---------------------------|---|
| Company name:             | BUDAPEST Hitel- és Fejlesztési Bank<br>Zártkörűen Működő Részvénytársaság |
| Company registration no.: | Cg.01-10-041037   |
| Head office:              | 1138 Budapest, Váci út 193.   |
| Registered capital:       | HUF 19,395,945,000  |
| Sole Shareholder:         | Magyar Bankholding Zártkörűen Működő<br>Részvénytársaság                  |
| Shares:                   | 19,395,945 ordinary shares, each having a<br>nominal value of HUF 1,000.  |
| Supervisory Board:        | exists  |
| Core activity:            | 6419’08 Other monetary intermediation                                     |

#### 3.1.2 MTBH

|                           |  |
|---------------------------|--|
| Company name:             | Magyar Takaréknál Bankholding Zártkörűen<br>Működő Részvénytársaság      |
| Company registration no.: | Cg.01-10-141497  |
| Head office:              | 1134 Budapest, Lajos utca 18.  |
| Registered capital:       | HUF 30,220,000,000.  |
| Sole Shareholder:         | Magyar Bankholding Zártkörűen Működő<br>Részvénytársaság                 |
| Shares:                   | 30,220,000 ordinary shares, each having a<br>nominal value of HUF 1,000. |
| Supervisory Board:        | exists   |
| Core activity:            | 6420’08 Asset management (holding)                                       |

### 3.2 The Acquiring Company

|                           |   |
|---------------------------|---|
| Company name:             | MKB Bank Nyrt.  |
| Company registration no.: | Cg.01-10-040952   |
| Head office:              | 1056 Budapest, Váci u. 38.  |
| Registered capital:       | HUF 100,000,000,000.  |
| Shares:                   | 100,000,000 ordinary shares, each having a<br>nominal value of HUF 1,000. |

Supervisory Board:  
Core activity:

exists  
6419'08 Other monetary intermediation

#### **4. DRAFT STATEMENT OF ASSETS AND LIABILITIES OF THE MERGING COMPANIES AND THE SUPPORTING INVENTORIES OF HOLDINGS**

- 4.1 With respect to a single-stage decision, Section 8 (1) of the Transformation Act permits the transformation plan (merger plan) to include draft statements of assets and liabilities and draft inventories of holdings, as of a date determined by the senior officials as the reporting date, which shall be up to six months prior to the decision adopted on the transformation (merger). In consideration thereof, with respect to the merger (acquisition) the draft statements of assets and liabilities and draft inventories of holdings of the Merging Companies as of 31 August 2021 will be used as the closing (merging and acquiring) draft statements of assets and liabilities of the Companies Being Acquired and as the opening (successor) draft statement of assets and liabilities of the Acquiring Company.
- 4.2 Pursuant to Section 4 (5) of the Transformation Act, the above draft statements of assets and liabilities and draft inventories of holdings were verified by the Supervisory Boards of the Merging Companies and by an auditor as set forth in Section 13 (2) of the Transformation Act.
- 4.3 The draft statements of assets and liabilities and the draft inventories of holdings of all the Merging Companies were audited by an independent auditor, H K ADÓCONTROLL KFT. (registered seat: 6055 Felsőlajos, Hársfa utca 10., Hungary; registered by the Company Court of the Metropolitan Tribunal of Budapest under company registration number Cg.03-09-109816), in person, by dr. Hegedűs Mihály (residential address: 6050 Lajosmizse, Batthyány utca 9., Hungary; mother's name at birth: Varga Ilona).
- 4.4 The closing (merging and acquiring) and the opening (successor) draft statements of assets and liabilities and the draft inventories of holdings of the Merging Companies, the audit reports prepared on the audits thereof and the relevant resolutions by the Supervisory Board are contained in Annexes 4 - 7 to this Merger Agreement, broken down as follows:

##### Annex no. 4

Report by the independent auditor with respect to the draft statements of assets and liabilities and draft inventories of holdings of the Merging Companies, the ratio of the exchange of the shares owned by the Merging Companies and the determination thereof, the substantiated nature of those contained in the merger agreement and in the written statements of the senior officials and to what extent the satisfaction of creditor's claims against the Merging Companies are jeopardised.

##### Annex no. 5

The closing (merging) draft statement of assets and liabilities and inventory of holdings of BB and the opinion of the Supervisory Board.

##### Annex no. 6

The closing (merging) draft statement of assets and liabilities and inventory of holdings of MTBH and the opinion of the Supervisory Board.

##### Annex no. 7

The closing (acquiring) and the opening (successor) draft statement of assets and liabilities and inventory of holdings of the Acquiring Company and the opinion of the Supervisory Board.

**5. DRAFT AMENDMENTS TO BE MADE TO THE DOCUMENTS OF INCORPORATION (ARTICLES OF ASSOCIATION) OF THE ACQUIRING COMPANY**

The draft amendments to be made to the document of incorporation (Articles of Association) of the Acquiring Company are contained in Annex no. 8 to this Merger Agreement, indicating the new provisions and those to be deleted in a tracked manner.

**6. DRAFT SETTLEMENT METHOD TO BE APPLIED WITH RESPECT TO THE PERSONS NOT INTENDING TO PARTICIPATE IN THE ACQUIRING COMPANY AS A MEMBER (“EXITING SHAREHOLDER”)**

6.1 Pursuant to Section 3:42 (1) of Act V of 2013 on the Civil Code (“**Civil Code**”) and Section 5 (2) of the Transformation Act, the shareholders of the Merging Companies may declare in writing, within thirty days of the publication of the merger plan, with contents complying with the model attached as Annex no. 9 if they do not intend to become a shareholder of the Acquiring Company following the merger (acquisition) (“**Exiting Declaration**”). The Exiting Declaration may be provided until the commencement of the voting on the merger (acquisition), at the latest.

6.2 The Companies Being Acquired are single-member private limited companies, whose sole shareholder adopts a decision on the merger (acquisition), thus, this clause and Clause 10. below are to be applied only with respect to the shareholders of the Acquiring Company.

6.3 The Exiting Declaration may be validly made on condition that the Exiting Shareholder had previously ordered, pursuant to Section 144 of Act CXX of 2001 on the Capital Market, the account-keeper of the Exiting Shareholder to transfer the securities held by the Exiting Shareholder, issued by the Acquiring Company, onto a blocked securities sub-account for an indefinite period of time. The Exiting Shareholder shall indicate “Settlement with Exiting Shareholder” as the legal basis of blocking and designate the Acquiring Company, namely, MKB Bank Nyrt. as the Beneficiary.

6.4 The Exiting Shareholder shall attach to the Exiting Declaration the blocking certificate issued by its securities account-keeper on the blocking as per Clause 6.3 above.

6.5 Another condition of making a valid Exiting Declaration is the provision of an order by the Exiting Shareholder, in form accepted by the securities account keeping institution, for the transfer of its shares designated in its Exiting Declaration and blocked as per Clause 6.3 above onto the technical securities account maintained with MKB Bank Nyrt. under number 10300002-01100032-44443284 (KELER 0070/M00000). Following the Acquisition Date, the Acquiring Company, as the beneficiary of the blocking, will immediately approve the execution of the transfer order, following which the securities account-keeping institution shall immediately execute the transfer order.

6.6 The Exiting Shareholder shall attach the transfer order made as per Clause 6.5 above to its Exiting Declaration.

6.7 The costs of blocking and transfer possibly arising shall be borne by the Exiting Shareholder.

6.8 Pursuant to Section 3:42 (2) of the Civil Code, the membership of the shareholders that do not intend to participate in the Acquiring Company, having made an Exiting Declaration shall

cease and these shareholders will be entitled to a proportion of the assets of the Acquiring Company equivalent to what they could claim upon the cessation of the Company without a legal successor. The asset ratio due to the shareholders that made an Exiting Declaration will be determined as set out in Clause 10.

- 6.9 The monetary value of the asset ratio due to the shareholders that made an Exiting Declaration will be transferred onto the payment account designated by the shareholder in the Exiting Declaration within 60 days following the Acquisition Date.
- 6.10 If the merger is not implemented pursuant to or in lack of the decision adopted by the supreme bodies of the Merging Companies, the competent Company Court refuses to register the merger or the merger is frustrated for any other reason, the Acquiring Company will take steps to terminate the blocking of the shares within 5 working days following the receipt of the negative decision by the supreme body, or of the lack of its decision, or of the order by the Company Court rejecting the merger.

**7. REASONS FOR REARRANGING THE CAPITAL STRUCTURE AND THE MEANS OF ITS IMPLEMENTATION**

In the course of the merger (acquisition) the Acquiring Company issues shares to the sole shareholder of the Companies Being Acquired in accordance with those contained in Clause 13. Considering that the subscribed capital of the Companies Being Acquired does not cover the nominal value of the shares to be issued in the course of the merger (acquisition), the capital structure will be rearranged in the draft opening (successor) statement of assets and liabilities of the Acquiring Company against the contributions in excess of par value (share premium).

**8. IN-KIND CONTRIBUTIONS BY NEW MEMBERS JOINING CONCURRENTLY WITH THE ACQUISITION**

There will be no new shareholders joining the Acquiring Company concurrently with the acquisition, thus no in-kind contributions will be made.

**9. ADDITIONAL IN-KIND CONTRIBUTION TO BE MADE BY THE EXISTING MEMBERS, SET AS A CONDITION FOR THE ACQUISITION**

In the scope of the merger, Magyar Bankholding Zrt. (head office: 1134 Budapest, Kassák Lajos utca 18.; compny registration no.: Cg.01-10-140865; “**MBH**”) as the sole shareholder of the Companies Being Acquired and the shareholder of the Acquiring Company shall make an additional in-kind contribution to the Acquiring Company in a sum of HUF 185.000.000.000. MBH is obliged to make the additional in-kind contribution available by bank transfer onto the payment account of the Acquiring Company by 28 February 2022, in such a way that HUF 75,602,779,000.00 of the additional contribution will be used to increase the share capital of the Acquiring Company and the remaining portion of HUF 109.397,221,000.00 will be definitively transferred to the contribution in excess of par value (share premium) by the Acquiring Company pursuant to Section 36 (1) a) of Act C of 2000 on Accounting and shall be recognised as an increase in the contribution in excess of par value (share premium).

**10. ASSET RATIO OF A MEMBER NOT INTENDING TO PARTICIPATE IN THE ACQUIRING COMPANY, DETERMINED PURSUANT TO THE REQUIREMENTS OF THE ACCOUNTING ACT**

- 10.1 Pursuant to Section 3:42 (2) of the Civil Code, the membership of the shareholders that do not intend to participate in the Acquiring Company shall cease on the Acquisition Date and

they will be entitled to a ratio of the assets of the Acquiring Company equivalent to what they could claim upon the cessation of the company without a legal successor.

10.2 The asset ratio due to the Exiting Shareholders will be determined as follows:

Pursuant to the provisions of the Civil Code, in determining the asset ratio due to the Exiting Shareholders, the value that could be realised upon the termination of the Acquiring Company, rather than that related to going concern needs to be determined. Accordingly, the value of the Acquiring Company has been determined as the adjusted value of its net assets less liquidation discount.

The adjustment associated with the liquidation value primarily affected the following items: intangible assets, tangible assets, credit portfolio, securities held until maturity, holdings, bank deposits. In determining the liquidation value, the market value of intangible assets and tangible assets was determined as their depreciated replacement value, and the value of securities, holdings and bank deposits was determined using the discounted cash-flow method.

10.3 Based on the above, the asset ratio falling on each share owned in the Acquiring Company, due to the shareholders not intending to participate in the Acquiring Company equals: HUF 2,165 / share.

## **11. ASSET REVALUATION AS PER SECTION 137 OF THE ACCOUNTING ACT**

During the acquisition, there will be no asset revaluation as per Section 137 of the Accounting Act.

## **12. PREFERENTIAL TRANSFORMATION**

12.1 The acquisition complies with the conditions set out in Section 4 23/a of Act LXXXI of 1996 on Corporate Tax and Dividend Tax, considering that, only companies participate in the merger both as legal predecessors and legal successors (Section 4 32/a of the Corporate Tax Act) and, in the course of the acquisition, the sole shareholder of the Companies Being Acquired acquires in the Acquiring Company a holding and funds equalling up to 10% of the combined nominal value of the holding acquired (preferential transformation), thus the acquisition shall be deemed a preferential transformation.

12.2 With respect to the merger (acquisition), the Acquiring Company undertakes to enter the following commitment in its Articles of Association, in accordance with Section 16 (10) of the Corporate Tax Act:

12.2.1 In consideration of those contained in Section 16 (9)-(11) of Act LXXXI of 1996 on Corporate Tax and Dividend Tax, the Acquiring Company represents that it will determine the assets and liabilities transferred to it from the predecessor company following the merger (including provisions and accruals and deferred income) by virtue of the amendment of the earnings before taxes as if no merger had been implemented.

## **13. SPECIAL PROVISIONS APPLICABLE TO THE MERGER OF PUBLIC LIMITED COMPANIES**

13.1 Considering that the Acquiring Company operates as a public limited company, the acquisition will be implemented in compliance with the special rules set forth in the Transformation Act, applicable to the merger of public limited companies.

13.2 In the course of the acquisition, the subscribed capital of the Acquiring Company will increase to HUF 311,319,983,000, according to the following:

13.2.1 By virtue of the additional in-kind contribution set out in Clause 9, 75.602.779 ordinary shares, each having a nominal value of HUF 1,000 and having an issuing value of HUF 2,446,9999971827 (that is, having a total issuing value of HUF 185,000,000,000), will be issued in dematerialised form, which will be due to MBH that makes the additional in-kind contribution, as the sole shareholder of the Companies Being Acquired and the shareholder of the Acquiring Company.

13.2.2 A total of 135,717,204 ordinary shares, each having a nominal value of HUF 1,000 will be issued in dematerialised form against the shares of the Companies Being Acquired, which will be due to MBH as the sole shareholder of the Companies Being Acquired, according to the below exchange ratio:

| <b>Share:</b>  | <b>Exchange ratio:</b> |
|--|------------------------|
| BUDAPEST Hitel- és Fejlesztési Bank Zártkörűen Működő Részvénytársaság, ordinary share | 1 / 4,88181277         |
| Magyar Takarékok Bankholding Zártkörűen Működő Részvénytársaság ordinary share         | 1 / 1,35770457         |

13.3 Pursuant to Clause 13.2.2 above, MBH, as the sole shareholder of the Companies Being Acquired shall be entitled to the ordinary shares issued by the Acquiring Company against the shares of the Companies Being Acquired as a result of the acquisition, according to the following:

| <b>Shares of the Companies Being Acquired</b>  | <b>Ordinary shares of the Acquiring Company</b> |
|--|---|
| Against 19.395.945 ordinary shares of BUDAPEST Hitel- és Fejlesztési Bank Zártkörűen Működő Részvénytársaság | 94,687,372                                      |
| Against 30,220,000 ordinary shares of Magyar Takarékok Bankholding Zártkörűen Működő Részvénytársaság        | 41,029,832                                      |

13.4 The above exchange ratios were determined further to the valuations below.

The exchange ratios were determined based on the company valuation of BB, MTBH and the Acquiring Company. The record date of the valuation is 31 August 2021. The valuation was prepared by Ernst & Young Tanácsadó Kft. (head office: 1132 Budapest, Váci út 20., Hungary, registered with the Company Court of the Metropolitan Tribunal of Budapest under company registration number Cg.01-09-699932 (“**Independent Valuer**”).

The evaluations completed are based on the notion of market value, which is defined as follows: “The market value is the estimated amount for which an asset is traded on the valuation date between a willing buyer and a willing seller in a transaction following appropriate marketing activity, where the parties have acted knowledgeably, prudently and without coercion.” (IVS 2020)

The Merging Companies are valued using the discounted dividend model (“DDM”), which is one of the discounted cash-flow (“DCF”) methods. The DDM model determines the market value of a company's equity by discounting the maximum dividends that the company can pay



to its shareholders in the future. The maximum dividends payable to shareholders are estimated as the value of own funds in excess of the capital requirement (taking into account the limit applicable to original own funds and the available retained earnings).

The valuations are based on the Merging Companies' medium-term business plans, which already comprise the effects of the cooperation.

- 13.5 The exchange ratios of the shares were determined in such a way that the share in the equity capital of the shareholders of the Merging Companies, to be determined as a result of the merger (acquisition) with respect to the Acquiring Company proportionally reflects the total goodwill of the Merging Companies as determined on the basis of an independent valuation. Accordingly, the ratio of the equity capital and the goodwill of the Acquiring Company will be equal to the ratio of the equity capital determined by virtue of the merger (acquisition) and the resulting "merged" goodwill of the Acquiring Company. The nominal value and the number of shares to be issued as a result of the merger (acquisition) were also determined in accordance with the ratio of the goodwill of the companies, taking into account that, in determining the goodwill of MTBH, the Independent Valuer took into account the fulfilment of the obligation concerning the increase of the equity capital of the credit institution members of the Integration Organisation or of other credit institutions supervised on a consolidated basis, as defined in Act CXXXV of 2013, which obligations are to be fulfilled, inter alia, pursuant to point 9. Nevertheless, the exchange ratio of MTBH was determined in consideration of Section 24 (1) a) of the Transformation Act and those contained in Section 139 (2) b) of Act C of 2000 on Accounting – namely, the additional in-kind contribution set out in Clause 9 was recognised in the opening (successor) draft statement of assets and liabilities of the Acquiring Company.

The goodwill values are determined rounded to HUF 100 million, the exchange ratio is determined rounded to eight decimal places and the equity capital of the Acquiring Company (legal successor) is determined according to the mathematical rules of rounding to HUF 1,000.

- 13.6 No additional cash payment will be made to the sole shareholder of the Companies Being Acquired against assets in excess of the equity capital.
- 13.7 The rules applicable to the transfer of the shares of the Acquiring Company required in connection with the completion of the merger are as follows:

Immediately following the Acquisition Date, the executive management of the Acquiring Company shall arrange for the issuance of dematerialised ordinary shares, each having a nominal value of HUF 1,000.00, representing the same rights as the dematerialised ordinary shares previously issued by the Acquiring Company, each having a nominal value of HUF 1,000.00, as set out in Clause 13.2. The newly issued ordinary shares will be credited onto the securities account of MBH immediately after the issue.

- 13.8 The newly issued shares will entitle their holders to dividends following the financial year of the Acquisition Date, that is, if the Acquisition Date falls to 2022, the newly issued shares will entitle their holders to dividends (to shares in after-tax profits) as of the financial year commencing on 1 January 2022. In order to avoid misunderstandings, it is set forth that in this case the newly issued shares will not entitle their holders to shares of the dividends declared in the financial year 2021 for the year 2022.
- 13.9 The Merging Companies set forth that the Acquisition Date shall be the date from which the legal transactions of the Companies Being Acquired are deemed legal transactions of the Acquiring Company for accounting purposes.

- 13.10 Having regard to Section 24 (1) (e) of the Transformation Act, the Merging Companies set forth that there are no such rights that the Acquiring Company would grant to shareholders or other holders of securities, possessing special rights and thus there are no measures necessary or proposed in this regard.
- 13.11 With reference to Section 24 (1) (f) of the Transformation Act, the Merging Companies set forth that no benefits are granted to the proceeding auditor, the members of the boards of directors, employees in executive positions and the members of the supervisory boards.
- 13.12 Pursuant to Section 25 (2) of the Transformation Act, the executive management of the Acquiring Company prepared a written report, attached as Annex no. 10 to this Merger Agreement, in which it has justified the need for the merger by presenting the legal and economic aspects, the exchange ratio of the shares and particular difficulties of the valuation.

#### **14. CONSULTATION WITH THE WORKS COUNCIL, INFORMATION PROVISION TO THE INTEREST REPRESENTATION BODIES OF EMPLOYEES**

- 14.1 The Merging Companies set forth that those companies of the Merging Companies that have a works council or a shop steward in place have initiated consultations pursuant to Section 264 of Act I of 2012 on the Labour Code.
- 14.2 The Merging Companies set forth that, pursuant to Section 7 of the Transformation Act, they will inform the employee representative bodies functioning at the Merging Companies of the decision concerning the merger (acquisition) within 15 (fifteen) days following the date of adopting the relevant resolutions by the supreme bodies that decide on the merger (acquisition).

#### **15. PROVISIONS CONCERNING REAL PROPERTIES**

- 15.1 The Merging Companies set forth that BB owns the real properties (the "**Real Properties**") indicated in the draft inventory of holdings attached to this Merger Agreement as Annex no. 5, which are the subject of general succession by virtue of the merger, and that it is the common intention of the Merging Companies that the Acquiring Company should acquire the ownership in and to all of these Real Properties by means of a merger (acquisition) as the general legal successor of BB.
- 15.2 Concurrently with the signing of this Merger Agreement, BB and the Acquiring Company will enter into agreements in respect of the Real Properties in accordance with the model agreement attached to this Merger Agreement as Annex no. 11, for the purpose of transferring ownership title to these Real Properties in the Land Registry.

#### **16. OTHER PROVISIONS**

- 16.1 The Merging Companies represent that, pursuant to those set forth in Act LVII of 1996 on Unfair Market Practices and the Prohibition of Restriction of Competition, the merger (acquisition) does not require the approval of the Hungarian Competition Authority because the conditions for the concentration of undertakings do not exist in this case, considering that the merger of undertakings that are not independent of each other does not constitute concentration.
- 16.2 The Merging Companies agree that following the Acquisition, the legal form, company name and head office of the Acquiring Company will remain unchanged.
- 16.3 Following the Acquisition Date, the head offices, facilities and branches of the Companies Being Acquired will continue to operate as the facilities and branches of the Acquiring

Company.

- 16.4 Pursuant to Section 14 (5) of the Transformation Act, the Merging Companies designate the Acquiring Company from among themselves to initiate the publication of an announcement in the Companies Gazette, with contents set forth in the Civil Code and the Transformation Act, within eight (8) days following the date of adopting the resolutions by the supreme bodies that adopt a decision on the merger (acquisition) The announcement shall be published in two consecutive issues.
- 16.5 With regard to issues not regulated in this Merger Agreement, the provisions of the Transformation Act shall be applicable.

This Merger Agreement is signed by the senior officials of the Merging Companies pursuant to the authorisations contained in the resolutions adopted by the supreme bodies of the Companies Being Acquired and the Acquiring Company on December 15, 2021, respectively, in form and with contents agreed and approved in the resolutions.

*Signature page to follow:*

Made in Budapest, on 15 December 2021.

**MKB Bank Nyrt.**

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Represented by:  
Title:

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Represented by:  
Title:

**BUDAPEST Hitel- és Fejlesztési Bank Zártkörűen Működő Részvénytársaság**

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Represented by:  
Title:

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Represented by:  
Title:

**Magyar Takaréknál Bankholding Zártkörűen Működő Részvénytársaság**

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Represented by:  
Title:

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Represented by:  
Title:

**ANNEX NO. 1**

**Resolutions by the Sole Shareholder of BB**

**RESOLUTIONS BY THE SOLE SHAREHOLDER OF  
BUDAPEST BANK ZRT.**

The Undersigned **Magyar Bankholding Zártkörűen Működő Részvénytársaság** (head office: 1134 Budapest, Kassák Lajos utca 18., Hungary, registered with the Company Court of the Metropolitan Tribunal of Budapest under company registration number Cg.01-10-140865 as the sole shareholder (the “**Sole Shareholder**”) of **BUDAPEST Hitel- és Fejlesztési Bank Zártkörűen Működő Részvénytársaság** (head office: 1138 Budapest, Váci út 193., Hungary, registered with the Company Court of the Metropolitan Tribunal of Budapest under company registration number Cg.01-10-041037 (“**Company**”) hereby adopts the following resolutions on this day:

The **Company** and **Magyar Takarékszövetkezet Zártkörűen Működő Részvénytársaság** (head office: 1134 Budapest, Kassák Lajos utca 18., Hungary; registered by the Company Court of the Metropolitan Tribunal of Budapest under registration no. Cg.01-10-141497), as companies being acquired (hereinafter jointly: the “**Companies Being Acquired**”) and **MKB Bank Nyrt.** (head office: 1056 Budapest, Váci u. 38., Hungary; registered by the Company Court of the Metropolitan Tribunal of Budapest under registration no. Cg.01-10-040952; as acquiring company (the “**Acquiring Company**”); (the Companies Being Acquired and the Acquiring Company, jointly referred to as “**Merging Companies**”) intend to adopt a resolution on merger as per Section 3:44 (1) of Act V of 2013 on the Civil Code (the “**Civil Code**”) via their supreme bodies. The means of the merger is acquisition.

The executive officers of the Merging Companies have prepared all the documents necessary for adopting a decision on the merger, thus pursuant to Section 8 (1) of Act CLXXVI of 2013 on the Transformation, Merger and Demerger of Certain Legal Entities (the “**Transformation Act**”), the supreme bodies of the Companies Being Acquired and the Acquiring Company may adopt a decision on mergers in a single stage (single-stage decision-making).

Based on the foregoing, the Sole Shareholder has examined the proposal of the executive management of the Company concerning the merger and the documents prepared by the executive management necessary for adopting a decision on the merger and has decided the following pursuant to Section 8 (1) of the Transformation Act:

**Resolution no. 15/2021 (12.15) of the Sole Shareholder**

The Sole Shareholder resolves that the Company shall merge with the Acquiring Company by means of a single-stage decision-making process set forth in Section 8 (1) of the Transformation Act. The means of the merger is acquisition.

By virtue of the merger (acquisition), the Company will cease to exist, whereby its general legal successor will be the Acquiring Company. The legal effects attaching to the merger (acquisition) shall take effect as of 31 March 2022 or, if the merger (acquisition) is not registered until that date, on the date of registration (the “**Acquisition Date**”).

**Resolution no. 16/2021 (12.15.) of the Sole Shareholder**

In consideration of the single-stage decision-making process, the Sole Shareholder will not adopt resolutions concerning the issues set out in Section 2 (2)-(3) of the Transformation Act, rather, it will

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**Magyar Bankholding Zártkörűen Működő  
Részvénytársaság**  
Represented by: [\*]  
Title: [\*]

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**Magyar Bankholding Zártkörűen Működő  
Részvénytársaság**  
Represented by: [\*]  
Title: [\*]

**RESOLUTIONS BY THE SOLE SHAREHOLDER OF  
BUDAPEST BANK ZRT.**

adopt resolutions in these issues in consideration of the features of the single-stage decision-making process.

**Resolution no. 17/2021 (12.15) of the Sole Shareholder**

In the case of a one-step decision, Section 8 (1) of the Transformation Act permits the transformation plan (merger plan) to include draft statements of assets and liabilities and draft inventories of holdings audited by an auditor as of a date determined by the executive officers as the balance sheet date, which shall be up to six months prior to the decision adopted on the transformation (merger). In view of this, the Sole Shareholder approves the use of the draft statements of assets and liabilities and supporting inventories of holdings, prepared by an independent auditor as of 31 August 2021 as the reporting date, as the closing (acquiring) statements of assets and liabilities and supporting inventories of holdings of the Acquiring Company during the process of merger (acquisition).

**Resolution no. 18/2021 (12.15) of the Sole Shareholder**

The Sole Shareholder approves that, during the audit of the draft statements of assets and liabilities and the draft inventories of holdings, the same auditor, namely, H K ADÓCONTROLL KFT. (registered seat: 6055 Felsőlajos, Hársfa utca 10., Hungary; registered with the Company Court of the Metropolitan Tribunal of Budapest under company registration number Cg.03-09-109816), in person dr. Hegedűs Mihály (residential address: 6050 Lajosmizse, Batthyány utca 9., Hungary; mother's name at birth: Varga Ilona) should act with respect to the Merging Companies.

**Resolution no. 19/2021 (12.15.) of the Sole Shareholder**

The Sole Shareholder undertakes to make an additional in kind contribution to the Acquiring Company in a sum of HUF 185.000.000.000, as part of the merger. The Sole Shareholder shall make the additional in kind contribution available by bank transfer onto the payment account of the Acquiring Company by 28 February 2022, in such a way that HUF 75,602,779,000.00 of the additional in kind contribution will be used to increase the equity capital of the Acquiring Company and the remaining portion of HUF 109. 397,221,000.00 will be definitively transferred to the contribution in excess of par value (share premium) of the Acquiring Company pursuant to Section 36 (1) a) of Act C of 2000 on Accounting and shall be recognised as an increase in the contribution in excess of par value (share premium).

**Resolution no. 20/2021 (12.15) of the Sole Shareholder**

In consideration of the decision adopted by the General Meeting of the Acquiring Company on 15 December 2021 concerning the payment of an interim dividend of HUF 4,300,000,000.00, the Sole Shareholder approves the merger plan jointly elaborated by the executive management of the Merging Companies, attached to these resolutions as Annex no. 1, and the annexes thereto, thus the draft merger agreement, the closing (merging and acquiring) draft statements of assets and liabilities and draft inventories of holdings of the Merging Companies as of 31 August 2021 as the reporting date, the opening (successor) draft statement of assets and liabilities and draft inventories of holdings of the Acquiring Company and the drafts of the amendments to be made to the document of incorporation of

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**Magyar Bankholding Zártkörűen Működő**

**Részvénytársaság**

Represented by: [\*]

Title: [\*]

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**Magyar Bankholding Zártkörűen Működő**

**Részvénytársaság**

Represented by: [\*]

Title: [\*]

**RESOLUTIONS BY THE SOLE SHAREHOLDER OF  
BUDAPEST BANK ZRT.**

the Acquiring Company.

**Resolution no. 21/2021 (12.15) of the Sole Shareholder**

The Sole Shareholder authorises the executive management of the Company to sign the merger plan and the annexes thereto.

**Resolution no. 22/2021 (12.15.) of the Sole Shareholder**

The Sole Shareholder authorises the executive management of the Acquiring Company to sign the document of incorporation of the Acquiring Company, amended in consideration of the merger (acquisition).

**Resolution no. 23/2021 (12.15.) of the Sole Shareholder**

The Sole Shareholder establishes that the subscribed capital of the Acquiring Company, also considering the additional in kind contribution set out in Sole Shareholder Resolution no. 19/2021 will increase to HUF 311.319.983.000. The subscribed capital of the Acquiring Company as successor company shall be due to the shareholders of the Acquiring Company in the following ratios, respectively:

|  |             |
|--|-------------|
| 1) Magyar Bankholding Zrt.   | 99.095788 % |
| 2) MKB Nyugdíjpénztár Önkéntes Ág Fedezeti Tartalék Kiegyensúlyozott portfólió | 0.258500 %  |
| 3) MKB Egyensúly Nyíltvégű Befektetési Alap                                    | 0.220318 %  |
| 4) Pannónia Nyugdíjpénztár   | 0.213606 %  |
| 5) MKB Adaptív Kötvény Abszolút Hozamú Származtatott Befektetési Alap          | 0.081909 %  |
| 6) MKB Aktív Alfa Abszolút Hozamú Származtatott Befektetési Alap               | 0.053514 %  |
| 7) MKB Nyugdíjpénztár Magán Ág Fedezeti Tartalék Növekedési portfólió          | 0.023952 %  |
| 8) MKB Nyugdíjpénztár Magán Ág Fedezeti Tartalék Kiegyensúlyozott portfólió    | 0.015128 %  |
| 9) MKB PB Top Abszolút Hozamú Származtatott Befektetési Alap                   | 0.013491 %  |
| 10) MKB Ambíció Nyíltvégű Befektetési Alap                                     | 0.012527 %  |
| 11) MKB Nyugdíjpénztár Önkéntes Ág Fedezeti Tartalék Növekedési portfólió      | 0.011265 %  |

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**Magyar Bankholding Zártkörűen Működő**

**Részvénytársaság**

Represented by: [\*]

Title: [\*]

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**Magyar Bankholding Zártkörűen Működő**

**Részvénytársaság**

Represented by: [\*]

Title: [\*]



**RESOLUTIONS BY THE SOLE SHAREHOLDER OF  
BUDAPEST BANK ZRT.**

The Sole Shareholder sets forth that the Companies Being Acquired are single-member private limited companies, whose sole shareholder will adopt a decision concerning the merger (acquisition), thus the rules of settlement concerning persons not intending to participate in the successor legal entity may be only applied with respect to the shareholders of the Acquiring Company.

The asset ratio falling on each share in the Acquiring Company as successor legal entity, due to the persons not intending to participate in the successor legal entity equals: HUF 2,165 per share, determined further to those contained in point 8 of the merger plan attached to these resolutions as Annex no.1, to be issued to the exiting shareholder in accordance with those set out in point 4 of the merger plan.

**Resolution no. 24/2021 (12.15.) of the Sole Shareholder**

Pursuant to Section 14 (5) of the Transformation Act, in accordance with the resolutions adopted by the supreme bodies of the Merging Companies on similar subject matters, the Sole Shareholder has appointed the Acquiring Company to initiate the publication of the announcement set forth in the Civil Code and the Transformation Act in the Company Gazette. The announcement shall be published in two consecutive issues.

**Resolution no. 25/2021 (12.15.) of the Sole Shareholder**

The Sole Shareholder establishes that the acquisition complies with the conditions set out in Section 4 23/a of Act LXXXI of 1996 on Corporate Tax and Dividend Tax, considering that, only companies participate in the merger both as legal predecessors and legal successors (Section 4 32/a of the Corporate Tax Act) and, in the scope of the acquisition, the sole shareholder of the Companies Being Acquired acquires a holding and funds in the Acquiring Company equalling up to 10% of the combined nominal value of the holding acquired (preferential transformation), thus the acquisition shall be deemed a preferential transformation.

*[Signature page to follow]*

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**Magyar Bankholding Zártkörűen Működő**

**Részvénytársaság**

Represented by: [\*]

Title: [\*]

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**Magyar Bankholding Zártkörűen Működő**

**Részvénytársaság**

Represented by: [\*]

Title: [\*]

**RESOLUTIONS BY THE SOLE SHAREHOLDER OF  
BUDAPEST BANK ZRT.**

Date: Budapest, 15 December 2021.

**Magyar Bankholding Zártkörűen Működő Részvénytársaság**

\_\_\_\_\_  
Represented by: [\*]

Title: [\*]

\_\_\_\_\_  
Represented by: [\*]

Title: [\*]

***Countersignature by Attorney-at-law***

*This document is a document countersigned by an attorney-at-law in accordance with those contained in Section 43-44 of Act LXXVIII of 2017 on Legal Practice (“Legal Practice Act”).*

*The persons having signed this document declare by adding their signatures that those set forth in the document correspond to their respective intents in all respects.*

*The persons having signed this document have acknowledged, by adding their signatures, the information provided by the proceeding attorney-at-law, namely that the fact of countersigning this document does not create an engagement relationship between the signatories and the attorney-at-law who has drafted and countersigned the document.*

Countersigned by:

Date: Budapest, 2021. \_\_\_\_\_

\_\_\_\_\_  
**dr. Molnár Gábor Lajos**

*Attorney-at-Law]*

*Bar ID Code (KASZ): 36065564*

*DLA Piper Posztl, Nemescsói, Györfi-Tóth és Társai Ügyvédi Iroda*

**RESOLUTIONS BY THE SOLE SHAREHOLDER OF  
BUDAPEST BANK ZRT.**

Annex no.1.

**Draft Merger Plan**

**RESOLUTIONS BY THE SOLE SHAREHOLDER OF  
BUDAPEST BANK ZRT.**

Annex no. 2

**New Articles of Association of the Acquiring Company**

**ANNEX NO. 2**

**Resolutions by the Sole Shareholder of MTBH**

**RESOLUTIONS BY THE SOLE SHAREHOLDER OF  
MAGYAR TAKARÉK BANKHOLDING ZRT.**

The Undersigned, **Magyar Bankholding Zártkörűen Működő Részvénytársaság** (head office: 1134 Budapest, Lajos 18., Hungary; registered by the Company Court of the Metropolitan Tribunal of Budapest under registration no. Cg.01-10-140865) as the sole shareholder (the “**Sole Shareholder**”) of **Magyar TakaréK Bankholding Zártkörűen Működő Részvénytársaság** (head office: 1134 Budapest, Kassák Lajos utca 18., registered by the Company Court of the Metropolitan Tribunal of Budapest under registration no. Cg.01-10-141497 (“**Company**”) adopts the following resolutions as of this day:

**BUDAPEST Hitel- és Fejlesztési Bank Zártkörűen Működő Részvénytársaság** (head office: 1138 Budapest, Kassák Lajos utca 193., Hungary; registered by the Company Court of the Metropolitan Tribunal of Budapest under registration no. Cg.01-10-041037), and the **Company** as companies being acquired (hereinafter jointly: referred to as the “**Companies Being Acquired**”) and **MKB Bank Nyrt.** (head office: 1056 Budapest, Váci u. 38., Hungary; registered by the Company Court of the Metropolitan Tribunal of Budapest under registration no. Cg.01-10-040952; as acquiring company (the “**Acquiring Company**”); (the Companies Being Acquired and the Acquiring Company, jointly referred to as “**Merging Companies**”) intend to adopt a resolution on merger as per Section 3:44 (1) of Act V of 2013 on the Civil Code (the “**Civil Code**”) via their supreme bodies. The means of the merger is acquisition.

The executive officers of the Merging Companies have prepared all the documents necessary for adopting a decision on the merger, thus pursuant to Section 8 (1) of Act CLXXVI of 2013 on the Transformation, Merger and Demerger of Certain Legal Entities (the “**Transformation Act**”), thus the supreme bodies of the Merging Companies and the Acquiring Company may decide on the merger in a single stage (single-stage decision-making).

Based on the foregoing, the Sole Shareholder has examined the proposal of the executive management of the Company concerning the merger and the documents prepared by the executive management necessary for adopting a decision on the merger and has resolved, pursuant to Section 8 (1) of the Transformation Act, as follows:

**Resolution no. 1/2021 (12.15) of the Sole Shareholder**

The Sole Shareholder resolves that the Company shall merge with the Acquiring Company by means of a single-stage decision-making process set forth in Section 8 (1) of the Transformation Act. The means of the merger is acquisition.

By virtue of the merger (acquisition), the Company will cease to exist, whereby its general legal successor will be the Acquiring Company. The legal effects attaching to the merger (acquisition) shall take effect as of 31 March 2022 or, if the merger (acquisition) is not registered until that date, on the date of registration (the “**Acquisition Date**”).

**Resolution no. 2/2021 (12.15) of the Sole Shareholder**

In consideration of the single-stage decision-making process, the Sole Shareholder will not adopt resolutions concerning the issues set out in Section 2 (2)-(3) of the Transformation Act, rather, it

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**Magyar Bankholding Zártkörűen Működő  
Részvénytársaság**  
Represented by: [\*]  
Title: [\*]

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**Magyar Bankholding Zártkörűen Működő  
Részvénytársaság**  
Represented by: [\*]  
Title: [\*]

**RESOLUTIONS BY THE SOLE SHAREHOLDER OF  
MAGYAR TAKARÉK BANKHOLDING ZRT.**

will adopt resolutions concerning these issues in consideration of the features of the single-stage decision-making process.

**Resolution no. 3/2021 (12.15) of the Sole Shareholder**

With respect to a single-stage decision, Section 8 (1) of the Transformation Act permits the transformation plan (merger plan) to include draft statements of assets and liabilities and draft inventories of holdings audited by an auditor as of a date determined by the executive officers as the balance sheet date, which shall be up to six months prior to the decision adopted on the transformation. In view of this, the Sole Shareholder approves the use of the draft statements of assets and liabilities and supporting inventories of holdings, prepared by an independent auditor as of 31 August 2021 as the reporting date as the closing (acquiring) statements of assets and liabilities and supporting inventories of holdings of the Company in the process of the merger (acquisition).

**Resolution no. 4/2021 (12.15) of the Sole Shareholder**

The Sole Shareholder approves that, during the audit of the draft statements of assets and liabilities and the draft inventories of holdings, the same auditor, namely, H K ADÓCONTROLL KFT. (registered seat: 6055 Felsőlajos, Hársfa utca 10., Hungary; registered with the Company Court of the Metropolitan Tribunal of Budapest under company registration number Cg.03-09-109816), in person dr. Hegedűs Mihály (residential address: 6050 Lajosmizse, Batthyány utca 9., Hungary; mother's name at birth: Varga Ilona) should act with respect to the Merging Companies..

**Resolution no. 5/2021 (12.15) of the Sole Shareholder**

The Sole Shareholder undertakes to make an additional in kind contribution to the Acquiring Company in a sum of HUF 185.000.000.000, in the scope of the merger. The Sole Shareholder shall make the additional in kind contribution available by bank transfer onto the payment account of the Acquiring Company by 28 February 2022, in such a way that HUF 75,602,779,000.00 of the additional in kind contribution will be used to increase the equity capital of the Acquiring Company and the remaining portion of HUF 109.397,221,000.00 will be definitively transferred to the contribution in excess of par value (share premium) of the Acquiring Company pursuant to Section 36 (1) a) of Act C of 2000 on Accounting and shall be recognised as an increase in the contribution in excess of par value (share premium).

**Resolution no. 6/2021 (12.15) of the Sole Shareholder**

In consideration of the decision adopted by the General Meeting of the Acquiring Company on 15 December 2021 concerning the payment of an interim dividend of HUF 4,300,000,000.00, the Sole Shareholder approves the merger plan jointly elaborated by the executive managements of the Merging Companies, attached to these resolutions as Annex no. 1, and the annexes thereto, thus the draft merger agreement, the closing (merging and acquiring) draft statements of assets and liabilities and draft inventories of holdings of the Merging Companies as of 31 August 2021 as the reporting date, the opening (successor) draft statement of assets and liabilities and draft inventories of holdings of the Acquiring Company and the drafts of the amendments to be made to the

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**Magyar Bankholding Zártkörűen Működő**

**Részvénytársaság**

Represented by: [\*]

Title: [\*]

---

**Magyar Bankholding Zártkörűen Működő**

**Részvénytársaság**

Represented by: [\*]

Title: [\*]

**RESOLUTIONS BY THE SOLE SHAREHOLDER OF  
MAGYAR TAKARÉK BANKHOLDING ZRT.**

document of incorporation of the Acquiring Company.

**Resolution no. 7/2021 (12.15) of the Sole Shareholder**

The Sole Shareholder authorises the executive management of the Company to sign the merger plan and the annexes thereto.

**Resolution no. 8/2021 (12.15) of the Sole Shareholder**

The Sole Shareholder authorises the executive management of the Acquiring Company to sign the document of incorporation of the Acquiring Company, amended in consideration of the merger (acquisition).

**Resolution no. 9/2021 (12.15) of the Sole Shareholder**

The Sole Shareholder establishes that the subscribed capital of the Acquiring Company, also considering the additional in kind contribution set out in the Sole Shareholder's Resolution no. 5/2021 (12.15.) will increase to HUF 311,319,983,000. The subscribed capital of the Acquiring Company as successor company shall be due to the shareholders of the Acquiring Company in the following ratios, respectively:

|  |             |
|--|-------------|
| 1) Magyar Bankholding Zrt.   | 99.095788 % |
| 2) MKB Nyugdíjpénztár Önkéntes Ág Fedezeti Tartalék Kiegyensúlyozott portfólió | 0.258500 %  |
| 3) MKB Egyensúly Nyíltvégű Befektetési Alap                                    | 0.220318 %  |
| 4) Pannónia Nyugdíjpénztár   | 0.213606 %  |
| 5) MKB Adaptív Kötvény Abszolút Hozamú Származtatott Befektetési Alap          | 0.081909 %  |
| 6) MKB Aktív Alfa Abszolút Hozamú Származtatott Befektetési Alap               | 0.053514 %  |
| 7) MKB Nyugdíjpénztár Magán Ág Fedezeti Tartalék Növekedési portfólió          | 0.023952 %  |
| 8) MKB Nyugdíjpénztár Magán Ág Fedezeti Tartalék Kiegyensúlyozott portfólió    | 0.015128 %  |
| 9) MKB PB Top Abszolút Hozamú Származtatott Befektetési Alap                   | 0.013491 %  |
| 10) MKB Ambíció Nyíltvégű Befektetési Alap                                     | 0.012527 %  |
| 11) MKB Nyugdíjpénztár Önkéntes Ág Fedezeti Tartalék Növekedési portfólió      | 0.011265 %  |

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**Magyar Bankholding Zártkörűen Működő**

**Részvénytársaság**

Represented by: [\*]

Title: [\*]

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**Magyar Bankholding Zártkörűen Működő**

**Részvénytársaság**

Represented by: [\*]

Title: [\*]



**RESOLUTIONS BY THE SOLE SHAREHOLDER OF  
MAGYAR TAKARÉK BANKHOLDING ZRT.**

The Sole Shareholder sets forth that the Companies Being Acquired are single-member private limited companies, whose sole shareholder will adopt a decision concerning the merger (acquisition), thus the rules of settlement concerning persons not intending to participate in the successor legal entity may be only applied with respect to the shareholders of the Acquiring Company.

The asset ratio falling on each share in the Acquiring Company as successor legal entity, due to the persons not intending to participate in the successor legal entity equals: HUF 2,165 per share, determined further to those contained in point 8 of the merger plan attached to these resolutions as Annex no. 1, to be issued to the exiting shareholder in accordance with those set out in point 4 of the merger plan.

**Resolution no. 10/2021 (12.15.) of the Sole Shareholder**

Pursuant to Section 14 (5) of the Transformation Act, in accordance with the resolutions adopted by the supreme bodies of the Merging Companies on similar subject matters, the Sole Shareholder has appointed the Acquiring Company to initiate the publication of the announcement set forth in the Civil Code and the Transformation Act in the Company Gazette. The announcement shall be published in two consecutive issues.

**Resolution no. 11/2021 (12.15.) of the Sole Shareholder**

The Sole Shareholder establishes that the acquisition complies with the conditions set out in Section 4 23/a of Act LXXXI of 1996 on Corporate Tax and Dividend Tax, considering that, only companies participate in the merger both as legal predecessors and legal successors (Section 4 32/a of the Corporate Tax Act) and, in the scope of the acquisition, the sole shareholder of the Companies Being Acquired acquires a holding and funds in the Acquiring Company equalling up to 10% of the combined nominal value of the holding acquired (preferential transformation), thus the acquisition shall be deemed a preferential transformation.

*[Signature page to follow]*

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**Magyar Bankholding Zártkörűen Működő**

**Részvénytársaság**

Represented by: [\*]

Title: [\*]

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**Magyar Bankholding Zártkörűen Működő**

**Részvénytársaság**

Represented by: [\*]

Title: [\*]

**RESOLUTIONS BY THE SOLE SHAREHOLDER OF  
MAGYAR TAKARÉK BANKHOLDING ZRT.**

Date: Budapest, 15 December 2021.

**Magyar Bankholding Zártkörűen Működő Részvénytársaság**

\_\_\_\_\_  
Represented by: [\*]

Title: [\*]

\_\_\_\_\_  
Represented by: [\*]

Title: [\*]

***Countersignature by Attorney-at-law***

*This document is a document countersigned by an attorney-at-law in accordance with those contained in Section 43-44 of Act LXXVIII of 2017 on Legal Practice (“**Legal Practice Act**”).*

*The persons having signed this document declare by adding their signatures that those set forth in the document correspond to their respective intents in all respects.*

*The persons having signed this document have acknowledged, by adding their signatures the information provided by the proceeding attorney-at-law, namely that the fact of countersigning this document does not create an engagement relationship between the signatories and the attorney-at-law who has drafted and countersigned the document.*

*Countersigned by:*

*Date: Budapest, 2021. \_\_\_\_\_*

\_\_\_\_\_  
**dr. Molnár Gábor Lajos**

*Attorney-at-Law]*

*Bar ID Code (KASZ): 36065564*

*DLA Piper Posztl, Nemescsói, Györfi-Tóth és Társai Ügyvédi Iroda*

**RESOLUTIONS BY THE SOLE SHAREHOLDER OF  
MAGYAR TAKARÉK BANKHOLDING ZRT.**

Annex no.1.

**Draft Merger Plan**

**RESOLUTIONS BY THE SOLE SHAREHOLDER OF  
MAGYAR TAKARÉK BANKHOLDING ZRT.**

Annex no. 2

**New Articles of Association of the Acquiring Company**

**ANNEX NO. 3**

**Resolutions by the General Meeting of the Acquiring Company**

## MKB BANK NYRT. EXCERPT FROM THE MINUTES OF THE GENERAL MEETING

The General Meeting of the Undersigned, **MKB Bank Nyrt.** (head office: 1056 Budapest, Váci u. 38., Hungary; registered by the Company Court of the Metropolitan Tribunal of Budapest, under company registration number Cg.01-10-040952; “**Acquiring Company**”) adopted the following resolutions on 15 December 2021 (yes: \_\_\_\_\_, no: \_\_\_\_\_, abstention: \_\_\_\_\_):

**BUDAPEST Hitel- és Fejlesztési Bank Zártkörűen Működő Részvénytársaság** (head office: 1138 Budapest, Váci út 193., Hungary; registered by the Company Court of the Metropolitan Tribunal of Budapest under registration no. Cg.01-10-041037) and **Magyar Takaréknál Bankholding Zártkörűen Működő Részvénytársaság** (head office: 1134 Budapest, Kassák Lajos utca 18., Hungary; registered by the Company Court of the Metropolitan Tribunal of Budapest under registration no. Cg.01-10-141497), as companies being acquired (hereinafter jointly: the “**Companies Being Acquired**”) and **MKB Bank Nyrt.** (head office: 1056 Budapest, Váci u. 38., Hungary; registered by the Company Court of the Metropolitan Tribunal of Budapest under registration no. Cg.01-10-040952; “**Acquiring Company**”), as acquiring company (the Companies Being Acquired and the Acquiring Company, jointly referred to as “**Merging Companies**”) intend to adopt a resolution on merger as per Section 3:44 (1) of Act V of 2013 on the Civil Code (the “**Civil Code**”) via their supreme bodies. The means of the merger is acquisition.

The senior officials of the Merging Companies have prepared all the documents necessary for adopting a decision on the merger, thus pursuant to Section 8 (1) of Act CLXXVI of 2013 on the Transformation, Merger and Demerger of Certain Legal Entities (the “**Transformation Act**”), the supreme bodies of the Merging Companies and the Acquiring Company may decide on the merger in one stage (single-stage decision-making).

Based on the foregoing antecedents, the General Meeting of the Acquiring Company has examined the proposal of the executive management of the Acquiring Company concerning the merger and the documents prepared by the executive management necessary for the decision on the merger and has resolved, pursuant to Section 8 (1) of the Transformation Act, the following:

### **Resolution no. \_\_/2021 (12.15.) of the General Meeting**

The General Meeting resolves that the Companies Being Acquired shall be merged with the Acquiring Company by means of a single-stage decision-making process set forth in Section 8 (1) of the Transformation Act. The means of the merger is acquisition.

By virtue of the merger (acquisition), the Companies Being Acquired will cease to exist, whereby the general legal successor of all the Companies Being Acquired will be the Acquiring Company. The legal effects attaching to the merger (acquisition) shall take effect as of 31 March 2022 or, if the merger (acquisition) is not registered until that date, on the date of registration (the “**Acquisition Date**”).

### **Resolution no. \_\_/2021 (12.15.) of the General Meeting**

In consideration of the single-stage decision-making process, the General Meeting will not adopt resolutions concerning the issues set out in Section 2 (2)-(3) of the Transformation Act; rather, it will adopt resolutions in these issues in consideration of the features of the single-stage decision-

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**MKB Bank Nyrt.**  
Represented by: [\*]  
Title: [\*]

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**MKB Bank Nyrt.**  
Represented by: [\*]  
Title: [\*]

## MKB BANK NYRT. EXCERPT FROM THE MINUTES OF THE GENERAL MEETING

making process.

### **Resolution no. \_\_/2021 (12.15.) of the General Meeting**

In respect of a single-stage decision-making, Section 8 (1) of the Transformation Act permits the transformation plan (merger plan) to include draft statements of assets and liabilities and draft inventories of holdings audited by an auditor as of a date determined by the executive officers, which shall be up to six months prior to the decision adopted on the transformation (merger), as the balance sheet date. In view of this, the General Meeting approves the use of the draft statements of assets and liabilities and supporting inventories of holdings, prepared by an independent auditor as of 31 August 2021, as the closing (acquiring) statements of assets and liabilities and supporting inventories of holdings and the opening (successor) draft statements of assets and liabilities and supporting inventories of holdings of the Acquiring Company in the process of the merger (acquisition).

### **Resolution no. \_\_/2021 (12.15.) of the General Meeting**

The General Meeting approves that, with respect to the Merging Companies, during the audit of the draft statements of assets and liabilities and the draft inventories of holdings, the same auditor, namely, H K ADÓCONTROLL KFT. (registered seat: 6055 Felsőlajos, Hársfa utca 10., Hungary; registered with the Company Court of the Metropolitan Tribunal of Budapest under company registration number Cg.03-09-109816), in person dr. Hegedűs Mihály (residential address: 6050 Lajosmizse, Batthyány utca 9., Hungary; mother's name at birth: Varga Ilona) should act.

### **Resolution no. \_\_/2021 (12.15.) of the General Meeting**

The General Meeting establishes that, with respect to the merger, Magyar Bankholding Zrt. (head office: 1134 Budapest, Kassák Lajos utca 18.; company registration no.: Cg.01-10-140865; "MBH") as the sole shareholder of the Companies Being Acquired and a shareholder of the Acquiring Company shall make an additional in-kind contribution to the Acquiring Company in a sum of HUF 185.000.000.000. MBH shall make the additional in-kind contribution available by bank transfer onto the payment account of the Acquiring Company by 28 February 2022, in such a way that HUF 75,602,779,000.00 of the additional in-kind contribution will be used to increase the share capital of the Acquiring Company and the remaining portion of HUF 109. 397,221,000.00 will be definitively transferred to the contribution in excess of par value (share premium) by the Acquiring Company pursuant to Section 36 (1) a) of Act C of 2000 on Accounting and will be recognised as an increase in the contribution in excess of par value (share premium).

### **Resolution no. \_\_/2021 (12.15.) of the General Meeting**

In consideration of the decision adopted on 15 December 2021 concerning the payment of an interim dividend of HUF 4,300,000,000.00, the General Meeting approves the merger plan jointly elaborated by the executive management of the Merging Companies, attached to these resolutions as Annex no. 1, and the annexes thereto, thus the draft merger agreement, the (merging and acquiring) closing draft statements of assets and liabilities and draft inventories of holdings of the Acquiring Company as at 31 August 2021, the opening (successor) draft statement of assets and liabilities and draft inventories of holdings of the Acquiring Company and the drafts of the amendments to be made to the document of incorporation of the Acquiring Company.

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**MKB Bank Nyrt.**  
Represented by: [\*]  
Title: [\*]

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**MKB Bank Nyrt.**  
Represented by: [\*]  
Title: [\*]

## MKB BANK NYRT. EXCERPT FROM THE MINUTES OF THE GENERAL MEETING

### Resolution no. \_\_/2021 (12.15.) of the General Meeting

The General Meeting authorises the executive management of the Acquiring Company to sign the merger plan and the annexes thereto.

### Resolution no. \_\_/2021 (12.15.) of the General Meeting

The General Meeting establishes that the subscribed capital of the Acquiring Company, also considering the additional in-kind contribution set out in General Meeting Resolution no. \_\_/2021 (12.15.) will increase to HUF 311.319.983.000. The subscribed capital of the Acquiring Company as successor company shall be due to the shareholders of the Acquiring Company in the following ratios, respectively:

|     |   |             |
|-----|---|-------------|
| 1)  | Magyar Bankholding Zrt.   | 99.095788 % |
| 2)  | MKB Nyugdíjpénztár Önkéntes Ág Fedezeti Tartalék Kiegyensúlyozott portfólió | 0.258500 %  |
| 3)  | MKB Egyensúly Nyíltvégű Befektetési Alap                                    | 0.220318 %  |
| 4)  | Pannónia Nyugdíjpénztár   | 0.213606 %  |
| 5)  | MKB Adaptív Kötvény Abszolút Hozamú Származtatott Befektetési Alap          | 0.081909 %  |
| 6)  | MKB Aktív Alfa Abszolút Hozamú Származtatott Befektetési Alap               | 0.053514 %  |
| 7)  | MKB Nyugdíjpénztár Magán Ág Fedezeti Tartalék Növekedési portfólió          | 0.023952 %  |
| 8)  | MKB Nyugdíjpénztár Magán Ág Fedezeti Tartalék Kiegyensúlyozott portfólió    | 0.015128 %  |
| 9)  | MKB PB Top Abszolút Hozamú Származtatott Befektetési Alap                   | 0.013491 %  |
| 10) | MKB Ambíció Nyíltvégű Befektetési Alap                                      | 0.012527 %  |
| 11) | MKB Nyugdíjpénztár Önkéntes Ág Fedezeti Tartalék Növekedési portfólió       | 0.011265 %  |

The General Meeting sets forth that the Companies Being Acquired are single-member private limited companies whose sole shareholder will adopt a decision concerning the merger (acquisition), thus the rules of settlement concerning persons not intending to participate in the successor legal entity may be only applied with respect to the shareholders of the Acquiring Company.

The asset ratio falling on each share in the Acquiring Company, due to the persons not intending to participate in the Acquiring Company as the successor legal entity equals: HUF 2,165 per share, determined further to those contained in point 8 of the merger plan attached to these resolutions as

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**MKB Bank Nyrt.**  
Represented by: [\*]  
Title: [\*]

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**MKB Bank Nyrt.**  
Represented by: [\*]  
Title: [\*]



## MKB BANK NYRT. EXCERPT FROM THE MINUTES OF THE GENERAL MEETING

Annex no.1, to be issued to the exiting shareholder in accordance with those set out in point 4 of the merger plan.

### **Resolution no. \_\_/2021 (12.15.) of the General Meeting**

Pursuant to Section 14 (5) of the Transformation Act, in accordance with the resolutions adopted by the supreme bodies of the Companies Being Acquired on similar subject matters, the General Meeting has appointed the Acquiring Company to initiate the publication of the announcement set forth in the Civil Code and the Transformation Act at the Company Gazette. The publication shall be published in two consecutive issues.

### **Resolution no. \_\_/2021 (12.15.) of the General Meeting**

The General Meeting declares that the merger (acquisition) complies with the conditions set out in Section 4 23/a of Act LXXXI of 1996 on Corporate Tax and Dividend Tax, considering that only companies participate in the merger both as legal predecessors and legal successors (Section 4 32/a of the Corporate Tax Act) and, in the course of the acquisition, the sole shareholder of the Companies Being Acquired acquires in the Acquiring Company a holding and funds equalling up to 10% of the combined nominal value of the holding acquired (preferential transformation), thus the merger (acquisition) shall be deemed a preferential transformation.

### **Resolution no. \_\_/2021 (12.15.) of the General Meeting**

The General Meeting declares that, pursuant to Section 25 (4) of the Transformation Act, the Acquiring Company published the merger plan on its website thirty days prior to the date of this General Meeting (including, in particular, the merger agreement,), the annual statements of the Merging Companies for the last three years, prepared pursuant to the Accounting Act, the written statements of the executive management of the Acquiring Company and the audit report and continuously ensures that these documents can be inspected, downloaded and printed free of charge until the closing of this General Meeting. The possibility of inspecting the documents was made available also at the head office of the Acquiring Company.

### **Resolution no. \_\_/2021 (12.15.) of the General Meeting**

The General Meeting accepts the new consolidated Articles of Association incorporating amendments, of the Acquiring Company as successor company, attached to these resolutions as Annex no, 2 and authorises the Board of Directors of the Acquiring Company to sign the Articles of Association. The new Articles of Association of the Acquiring Company shall come into force on the Merger Date.

*Signature page to follow*

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**MKB Bank Nyrt.**  
Represented by: [\*]  
Title: [\*]

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**MKB Bank Nyrt.**  
Represented by: [\*]  
Title: [\*]

**MKB BANK NYRT. EXCERPT FROM THE MINUTES OF THE GENERAL MEETING**

Certifying the authenticity of this excerpt from the Minutes of the General Meeting:

Date: Budapest, 15 December 2021.

**MKB Bank Nyrt.**

\_\_\_\_\_  
Represented by: [\*]

Title: [\*]

\_\_\_\_\_  
Represented by: [\*]

Title: [\*]

***Countersignature by Attorney-at-law***

*This document is a document countersigned by an attorney-at-law in accordance with those contained in Section 43-44 of Act LXXVIII of 2017 on Legal Practice (“**Legal Practice Act**”).*

*The persons having signed this document declare by adding their signatures that those set forth in the document correspond to their respective intents in all respects.*

*The persons having signed this document have acknowledged, by adding their signatures the information provided by the proceeding attorney-at-law, namely, that the fact of countersigning this document does not create an engagement relationship between the signatories and the attorney-at-law who has drafted and countersigned the document.*

*Countersigned by:*

*Date: Budapest, 2021. \_\_\_\_\_*

\_\_\_\_\_  
***dr. Molnár Gábor Lajos***  
*Attorney-at-Law]*  
*Bar ID Code (KASZ): 36065564*  
*DLA Piper Posztl, Nemescsói, Györfi-Tóth és Társai Ügyvédi Iroda*

**MKB BANK NYRT. EXCERPT FROM THE MINUTES OF THE GENERAL MEETING**

Annex no.1.

**Draft Merger Plan**

**MKB BANK NYRT. EXCERPT FROM THE MINUTES OF THE GENERAL MEETING**

Annex no. 2

**New Articles of Association of the Acquiring Company**

**ANNEX NO. 4**

**The independent auditor's report concerning the draft statements of assets and liabilities and the draft inventories of holdings of the Merging Companies**



**H K ADÓCONTROLL Book-keeping and Auditing Ltd.**

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www.hkaudit.hu

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## **INDEPENDENT AUDITOR'S REPORT**

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issued on the auditing authentication of the draft of the Balance Sheet and  
Property Inventory drawn regarding the union and merger of

**Budapest Hitel- és Fejlesztési Bank Pri-  
vate Limited Company (Budapest  
Credit and Development Bank),**

**Magyar Takaréknál Bankholding PLC. (Hungarian  
Savings Bank Holding)**

and

**MKB Bank Public Limited Company**

**15 November 2021**

**Dr. Mihály Hegedűs**  
HK ADÓCONTROLL Ltd.  
6055 Felsőljajos, Hársfa utca 10.  
chamber reg. No.: 002125

**Dr. Mihály Hegedűs**  
chartered accountant  
chamber reg. No.:006219

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## A./ INDEPENDENT AUDITOR'S REPORT

## B./ ANNEXES

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2. the draft Balance Sheet and Property Inventory of **Magyar Takaréknálkholding PLC.** regarding the pre-merger accounting date of **31 August 2021,**
3. the draft Balance Sheet and Property Inventory of **MKB Bank Plc.** regarding the pre-merger accounting date of **31 August 2021**
4. the draft Balance Sheet and Property Inventory of **MKB Bank Plc.** regarding the post-merger accounting date of **31 August 2021**

INDEPENDENT AUDITOR'S REPORT  
on the draft balance sheets and draft property inventories

**To the attention of the owners and shareholders of  
Budapest Hitel- és Fejlesztési Bank PLC.,  
Magyar Takaréknál Bankholding PLC,  
and MKB Bank Plc.**

**Auditor's opinion**

We have audited the **draft Balance Sheet and draft Property Inventory** of the business enterprises named below (hereafter referred to as: "merging companies"), compiled regarding their planned reconstruction's accounting date of **31 August 2021** and, in the course of the audit, we examined:

1. the draft Balance Sheet and Property Inventory of **Budapest Hitel- és Fejlesztési Bank Private Limited Company** (registered seat: 1138 Budapest, Váci út 193., Hungary; registered by the Courthouse of Registry of Budapest under the Reg.No. Cg.01-10-041037), being a converted-merging enterprise and a company about to merge in the recipient company and to be terminated following the merger, and we established that the pre-merger amount of the assets and liabilities is equally **HUF 2,319,580 million**, the amount of subscribed capital is **HUF 19,396 million** and the amount of the equity capital is **HUF 177,099 million**.
2. the draft Balance Sheet and Property Inventory of **Magyar Takaréknál Bankholding Private Limited Company** (registered seat: 1134 Budapest, Kassák Lajos utca 18., Hungary; registered by the Courthouse of Registry of Budapest under the Reg.No. Cg.01-10-141497), being a converted-merging enterprise and a company about to merge in the recipient company and to be terminated following the merger, and we established that the pre-merger amount of the assets and liabilities is equally **HUF 4.100 million**, the amount of subscribed capital is **HUF 2.000 million**, and the amount of the equity capital is **HUF 4.093 million**.



**INDEPENDENT AUDITOR'S REPORT**  
on the draft balance sheets and draft property inventories

3. the draft Balance Sheet and Property Inventory of **MKB Bank Public Limited Company** (registered seat: 1056 Budapest, Váci u. 38., Hungary; registered by the Courthouse of Registry of Budapest under the Reg.No. Cg.01-10-040952), being a recipient company to be continuously operated in its unchanged form (hereafter referred to as: "Recipient Company"), and we established that the pre-merger amount of the assets and liabilities is equally **HUF 100,000 M Ft**, and the amount of the equity capital is **HUF 232,645 thousand**.
4. the **consolidated** draft Balance Sheet and Property Inventory of **MKB Bank Public Limited Company** (registered seat: 1056 Budapest, Váci u. 38., Hungary; registered by the Courthouse of Registry of Budapest under the Reg.No. Cg.01-10-040952), as being a recipient company to be continuously operated in its unchanged form (hereafter referred to as: "Recipient Company"), in respect to the state of its **post-merger** differential capital and equity,
- a. in which the amount of the assets and liabilities, **less dividends**, is equally **HUF 5,698,124 million**, the amount of subscribed capital is **HUF 307,671**, and the amount of the equity capital is **HUF 694,715 million**.
- b./ in which the amount of the assets and liabilities, **in case of payment of dividends**, is equally **HUF 5,698,124 million**, the amount of subscribed capital is **HUF 311.320 M Ft** and the amount of the equity capital is **HUF 690.415 M Ft**.

depending on the decision to be taken by the general meeting of the Recipient Company on the 15th of December 2021, on the issue of disbursement of interim dividends, up to HUF 4,300,000,000.

The companies participating in the merger shall hereafter be referred to jointly as:

**„Merging Companies”.**

**INDEPENDENT AUDITOR'S REPORT**  
on the draft balance sheets and draft property inventories

In our opinion, **MKB Bank Public Limited Company**, being the recipient merging company, the **Budapest Hitel- és Fejlesztési Bank Private Limited Company**, being a merging company and **Magyar Takaréknál Bankholding Private Limited Company**, being a merging company and the **MKB Bank Public Limited Company**, being the legal successor company to be operated after the merger in unchanged form, have compiled, in all material aspects, their respective draft Balance Sheet and Property Inventory regarding the accounting date of 31 August 2021, in accordance with the provisions stipulated in Articles 136 to 141 of Act C of 2000 on Accounting, being valid and in force in Hungary.

### **Basis of the opinion**

We conducted our audit in accordance with the Hungarian National Auditing Standards and every Act and other statutory provisions relevant to the auditing work and valid within the territory of Hungary. A more detailed description of our responsibility existing pursuant to such standards is provided in the chapter titled: "*The auditor's responsibility for auditing the draft Balance Sheet*".

We are independent in respect to the content of the statutory provisions valid in Hungary regarding the Merging Companies, the "Rules of ethics and disciplinary procedures applicable to the profession of auditors" issued by the Chamber of Hungarian Auditors, furthermore, in respect to issues not mentioned in the Rules, according to the provisions specified in the "Code of Ethics of Professional Accountants" issued by the Board of International Ethical Standards and we comply with every other ethical requirements mentioned in the same norms.

We are convinced of the acquired accounting evidence's suitability for providing sufficient and adequate basis for expressing our opinion.

### **Other issues – limited use**

With due regard to the provisions specified in Article 4(6) of Act CLXXVI of 2013 on the Reorganization, Merger and Demerger of Legal Persons (hereafter referred to as: "Reorganization Act"), the present independent auditor's report has been compiled for the owners of the companies participating in the merger and must not be used for any purpose other than those stipulated in the said acts.

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**Other information: The Plan for Merger**

With the exception of the draft Balance Sheets and the supporting draft Property Inventories of the Merging Companies, the other information comprise the reorganization (merger) plan specified in Article 3 of the Reorganization Act.

Our auditor's opinion expounded regarding the draft balance sheets shown in the chapter of "Opinion" included in our independent auditor's opinion does not apply to the reorganization (merger) plan. The management is responsible for the preparation of the reorganization (merger) plan in accordance with the provisions of **Act V of 2013** on the Civil Code and the Reorganization Act.

In connection with the auditing of the **draft balance sheets**, we are responsible for having read the reorganization (merger) plan and for establishing whether the reorganization (merger) plan is in contradiction, in any material aspect, to the draft balance sheets or to the knowledge we acquired during the audit procedure or they can be considered to include any significantly faulty statement. If we come, during the performance of our work, to the conclusion that the reorganization (merger) plan comprises any significantly faulty statement, we are obliged to report this fact and the nature of the faulty statement. In this regard, we have nothing to report.

On 15 November 2021, prior to the planned merger of Budapest Hitel- és Fejlesztési Bank PLC, KPMG Hungária Ltd. issued an unqualified opinion regarding the status of the Bank's interim balance sheet as at 31 August 2021, compiled according to the EU IFRS standards.

Prior to the planned merger, Deloitte Ltd. issued an auditor's opinion on 15 November 2021 regarding the interim balance sheet of MKB Bank Public Limited Company drawn as at 31 August 2021, containing a warning in respect to the effects produced by the presumably changing environment of the regulations during the period following 31 August 2021.

The pre-merger interim balance sheet of Magyar Takaréknál Bankholding PLC. drawn to establish the facts as at 31 August 2021, was audited in the course of the merger procedure.

**INDEPENDENT AUDITOR'S REPORT**  
on the draft balance sheets and draft property inventories

**Responsibility of the management for the correctness of the draft balance sheet and property inventory**

The management is responsible for the preparation of the draft balance sheet in accordance with Articles 136 to 141 of the Accounting Act and for the completion of any internal control deemed by the management necessary for ensuring compilation of draft balance sheets exempt from any material misstatement attributable to fraud or default.

In the course of preparation of the draft balance sheets, the management is responsible for assessing the ability of the legal successor company to continue the entrepreneurial activities, for making us aware of any information related to the continuance of the business undertaking and for the preparation of the draft balance sheet based on the principle of going concern. The management should start off from the principle of going concern provided that no regulation hinders the use of such principle or no fact or circumstance contradicts to the continuation of the entrepreneurial activities.

The persons authorized to exercise control are responsible for supervising the process of financial reporting of the company they control.

**Responsibility of the accountant for the audit of the drafts of the balance sheet and property inventory**

In the course of conducting our audit, our purpose is to attain proper certitude needed to establish that the draft balance sheets have been compiled in accordance with the provisions specified in Articles 136 to 141 of the Accounting Act, the entirety of the draft balance sheets does not contain any erroneous statement attributable to fraud or default and, in consequence, to issue an independent auditor's opinion containing our unbiased opinion. Proper certitude means a high-level certitude but offers no guarantee for the exploration, in every case, of otherwise existing material misstatements. Erroneous statements can arise from fraud or default and they qualify as making material effect if, according to a reasonable assumption, they can influence, separately or jointly, the economic decisions made by the users, on the basis of a given draft balance sheet.

In the course of the entire audit process conducted according to the Hungarian National Standards of Auditing, we have applied professional judgment and maintained professional skepticism.

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Furthermore :

- We identify and assess the risks of material misstatements occurring in the draft balance sheet and potentially arising from fraud or default, we develop and implement the auditing procedures suitable for handling such risks and acquire suitable and sufficient evidence needed to justify our opinion. The severity of our failure to establish materially erroneous statements attributable to fraud exceeds the severity of cases arising from mistakes because fraudulent activities can comprise collusion, counterfeiting, deliberate omissions, mistaken statements or overriding of the internal control.
- We get acquainted with the process of internal audit relevant from aspects of the audit in order to planning our auditing procedures deemed appropriate under the given circumstances but not to express any opinion regarding the efficiency of the Company's internal audit.
- We appreciate both the appropriateness of the accounting policy implemented and the reasonability of the accounting estimates developed by the management.
- We draw a conclusion whether the management decided aptly regarding the compilation of the draft balance sheet based on the principle of ongoing concern. Our examination related to the exercise of this principle was conducted in respect to the legal successor company and extended until the planned date of the reorganization. If we draw the conclusion stating that the management decided wrongly when it applied the principle of ongoing concern in the course of preparing the draft balance sheet, we have to issue a counter-advice. Our conclusions have been based on accounting evidence acquired until the date of our independent auditor's opinion. It can happen, as a consequence of unpredictable future events or conditions, that the legal successor company shall be unable to continue the business undertaking.
- We appreciate the comprehensive presentation, structure and content of the draft balance sheet and we evaluate whether presentation of the transactions and events discussed in the draft balance sheet meets the provisions specified in Articles 136 to 141 of the Accounting Act.

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- Beyond other issues, we shall impart to the persons authorized to control the company the planned scope and timing and the material findings of the audit.

**Report on other legal and regulatory requirements**

The column of the differences preceding the amount of the consolidated balance sheet contains the amendments made owing to the unification of the accounting policy (HUF 1,322 million), the investments (the value of the subsidiary company's contribution in kind calculated according to the IFRS) made into the affiliate companies, joint ventures and associated business undertakings (HUF 97,000 million) and the amount of other assets (capital increase) receivables from the owner (HUF 185,000 million).

In accordance with the amendment made to the Integration Act valid as of 29 October 2021, the Central Organization of the Integrated Credit Institutions shall be removed from the Hungarian bank system until 2042. As a first step, the Central Organization of the Integrated Credit Institutions shall be obliged to invest its assets to be comprised in the members' regulatory capital (HUF 190 bn) into bonds to be issued by the Magyar Bankholding PLC („MBH”) and to be used by MBH for increasing the capital in the Hungarian Savings Bank Group (Magyar Takarékbank Csoport).

An amount of HUF 185 billion had been made available as additional contribution needed to meet the obligation specified in Act CXXXV of 2013 (hereafter referred to as: "Act") and was taken into account in the course of evaluation of Magyar Takarékbankholding PLC. while the difference between the amount received from bond issues specified in the Act and the amount of the said additional contribution shall be used in the future to increase the own equity of the entity/entities mentioned in the Act. In case of payment of interim dividends, HUF 75,602,779,000 shall be used, to the debit of the additional contribution, for increasing the equity capital of the Recipient Company while the remaining amount (HUF 109,397,221,000) shall be added permanently to the Recipient Company's capital reserve and shall be posted as increase of the capital reserve.

If no dividend is disbursed, an amount of HUF 74.297.189.000 shall be added to the Recipient Company's equity capital while the remaining HUF 110.702.811.000 shall be added, according to Act Cof 2000, permanently to the Recipient Company's capital reserve and shall be posted as increase of the capital reserve.

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The Government Decree No. 536/2021.(IX.15.)Korm adopted on the amendments of the Government Decree No. 637/2020.(XII. 22.)Korm. on the introduction of special rules on loan repayment moratorium in relation to the state of danger, extended the date of expiry of the moratorium on loan repayments, furthermore, the Government Decree No. 537/2021. (IX. 15.) Korm. on the rules of settlement of certain contracts related to the moratorium on loan repayments had been promulgated.

The effects produced by the extended and promulgated moratorium on loan repayments after the accounting date of the balance sheet is shown in the column of the differences (HUF 47,257 million) preceding the amount of the consolidated balance sheet and it comprises a reserve needed to cover the loss of property and was separated to cover the loss of property caused by the incidental egress of certain members, beyond the effects produced by the extended and promulgated moratorium on loan repayments after the accounting date of the balance sheet. The management of the Merging Companies is responsible for compiling, simultaneously with the preparation of the Merger Agreement, a written report structured to justify the necessity of the merger, with reference to legal and financial aspects. Furthermore, they have to determine the exchange rate of the shares and explain the specific difficulties possibly encountered during the evaluation.

We are responsible for submitting the report prepared in connection with the provisions specified in Sections (4) and (5) of Article 24 of the Reorganization Act.

The exchange rates are calculated on the basis of the assessment of the value of the stakes involved in the merger of the Budapest Hitel- és Fejlesztési Bank PLC, the Magyar Takaréknál Bankholding PLC and the Receiving Company.

According to Article 24 of the Reorganization Act, we examined the method used to determine the exchange rate of the shares, the adequacy of the methods so applied, the difference between the values calculated using the various methods and, finally, the adequacy of the exchange rate.

The accounting date of the assessment conducted by Ernst & Young Consulting Ltd. was 31 August 2021. The discounted dividend model (DDM) known among the discounted cash-flows methods (DCF) was used to evaluate the performance of the Merging Companies. According to the DDM model, the market value of a company's equity capital is determined by discounting the maximum dividends that can be disbursed to the owners in the future.

The maximum amount of dividends that can be disbursed to the owners is estimated as the value of the regulatory capital that exceeds the capital commitment (with due

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regard to the limits set by the primary regulatory capital and the available profit reserve).

The exchange rates of the shares had been determined in order to ensure that, as a result of the merger, the equity-proportional holding of the Merging Companies' shareholders determined in respect to the Recipient Company, compare proportionately to the total goodwill of the Merging Companies established on the basis their independent valuation. Accordingly, the relative proportion of the equity capital and goodwill of the Recipient Company shall, as a result of the merger, will be identical with the relative proportion of the equity capital and the "united" goodwill to be determined in respect to the Recipient Company. Also the face-value and the number of the shares to be issued as a result of the merger shall be determined in function of the relative proportion of the good-will, with due regard to the fact that, in the course of determining the value of goodwill of the Magyar Takarékközpont Bankholding PLC, the Independent Valuation Organization took into consideration also the obligation of increasing the own equity of the members of the Integration Organization's credit institution or any further credit institutions being subject to the consolidated supervision, as specified in Act CXXXV of 2013 and to be implemented in accordance with Chapter 9 of the Merger Agreement.

Nevertheless, the exchange rate applied to the Magyar Takarékközpont Bankholding PLC was determined with due regard to the provisions specified in Section (1) a) of Article 24 of the Reorganization Act and in Section (2)b) of Article 139 of Act C of 2000. In other words, the value of the additional contribution specified in Chapter 9 of the Merger Agreement was shown in the initial draft balance sheet of the Recipient Company (the legal successor).

The merging companies established the exchange rates in the Merger Agreement, on the basis of the expert opinion and other relevant aspects.



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**1./ Without dividend**

In the course of the merger, the subscribed capital of the Recipient Company increases to **HUF 307,670,683,000**. In consequence, **307,670,683,000** dematerialized ordinary shares of HUF 1,000 face-value each shall be issued and owned by the sole shareholder of the Merging Companies, according to the following exchange rates:

- a) **MKB Bank Plc.:** 100,000,000 shares of HUF 1,000 face-value, i.e. ordinary share of **HUF 100,000,000,000** nominal value,
- b) **Budapest Hitel- és Fejlesztési Bank PLC.:** 19,395,945 shares of HUF 1000 nominal value, i.e. ordinary share of HUF 19,396,000,000 nominal value, based on 4.79750840 exchange rate, i.e. 93,052,209 shares of HUF 1.000 nominal value each, ordinary share of HUF **93,052,208,835** shall be taken into account,
- c) **Magyar Takarék Bankholding PLC.:** 2,000,000 ordinary shares of HUF 1000 nominal value each, having a total nominal value of HUF 30,220,000,000 (2,000,000,000+28,220,000,000) based on a 1.33425827 exchange rate, **40,321,285** ordinary shares of HUF 1,000 each, i.e. HUF **40,321,285,141** shall be taken into account. The further scenario assumes the increase of subscribed capital of **Magyar Takarék Bankholding PLC.** resulting from a bond issue of HUF 74,297,189,000 by MBH. The HUF 28,220,000,000 contribution was identified in the course of determining the nominal value of HUF 30,220,000,000 as an additional source of capital. In accordance with Section (1) of the Act C of 2000 on Accounting, the capital increase by MBH remaining from the amount of HUF 185 bn (HUF 110,702,811,245 Ft) will be transferred permanently as an increase above the nominal value contribution (premium) by the Recipient Company and it will be shown as an increase of contribution beyond the nominal value (premium).
- d) after the swaps, the new share capital of **MKB Bank Plc.** will increase to HUF **307,670,682,731** which, rounded to the next HUF 1,000 will mean HUF 307,670,683.

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**2./ After the decision made to pay dividends**

- e) **MKB Bank Plc.:** 100,000,000 ordinary shares of HUF 1,000 nominal value, i.e. HUF 100,000,000,000.
- f) **Budapest Hitel- és Fejlesztési Bank PLC.:** 19,395,945 ordinary shares of HUF 1,000 nominal value each, i.e. HUF 19,396,000,000, based on **4.88181277** exchange rate, i.e. **94.687.372** ordinary shares of HUF 1,000 nominal value each, i.e., HUF 94,687,372,000 will be taken into account.
- g) **Magyar Takarék Bankholding PLC.:** 2,000,000 ordinary shares of HUF 1,000 nominal value each, i.e. ordinary shares of HUF 30,220,000,000 nominal value (2,000,000 thousand+28,220,000 thousand), based on **1.35770457** exchange rate, i.e. **41,029,832** ordinary shares of 1.000 nominal value, HUF 41,029,832,448 will be taken into account. The additional HUF 75,602,779,000 amount suggests a capital increase arising from a bond issue carried out by MBH in connection with **Magyar Takarék Bankholding Zrt.** The contribution of HUF 28,220,000,000 has been taken into account as an additional source of financing, in the course of determining the nominal value of HUF 30,220,000,000. In accordance with Section (1) of the Act C of 2000 on Accounting, the amount of HUF 109,397,221,000 remaining from the HUF 185 bn will be transferred permanently as an above-the-nominal value contribution (premium) by the Recipient Company and it will be shown as an increase of contribution beyond the nominal value (premium).
- h) after the swaps, the new share capital of **MKB Bank Plc.** will increase to **HUF 311.319.983.000**, which, rounded to the next HUF 1,000 will mean HUF 311.319.983.

Rounding of the goodwill/value of the companies to the next hundred million forints, the rounding of the exchange rate to eight decimal places and rounding of the equity capital of the Recipient Company (the legal successor) to the next thousand forints was determined on the basis of the mathematical rules of rounding.

In our opinion, the company established the exchange rate of the shares correctly and the chosen method provides, a fair and true description of the actual relationships.

In the course of verifying the exchange rate calculations, we took into consideration

**INDEPENDENT AUDITOR'S REPORT**  
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the assessment carried out by Ernst & Young Consulting Ltd. in respect to the status of the Merging Companies observed at the accounting date, i.e. 31 August 2021 which showed that the estimated liquidation value of 100% of MKB Bank's equity capital was HUF 216.5 bn and the liquidation value of the minority shares (2.81%) was HUF 6.09 bn.

In accordance with Section (5) of Article 24 of the Reorganization Act, we examined whether the content of the draft Merger Agreement and the written reports submitted by the senior executives were well founded and we audited whether the planned merger imposed any endanger to meeting of the claims the creditors could raise against the companies.

We deem the content of the draft Merger Agreement and the written reports submitted by the senior executives well founded information.

In our opinion, the planned merger does not endanger meeting of the claims the creditors could raise against the companies concerned in the merger.

We repeat our previous statement, namely that the present report has been prepared exclusively for the purpose of providing information to the owners (shareholders) of the companies and it must not be used by other persons or for other intentions.

Our present report is issued as an unsigned draft whose content can change after the adoption of the decision to be made in connection with the payment of dividends during the general meeting to be held on 15 December 2021.

Done in Budapest, on 15 November 2021

**Dr. Mihály Hegedűs**  
HK ADÓCONTROLL Ltd.  
6055 Felsőlajos, Hársfa utca 10.  
chamber reg. No.: 002125

**Dr. Mihály Hegedűs**  
chartered accountant  
chamber reg. No.:006219

**ANNEX NO. 5**

**The closing (merging) draft statement of assets and liabilities and inventory of holdings of BB  
and the opinion of the Supervisory Board.**

# **Budapest Bank Zrt**

Statistical number: 10196445 6419 114 01

Cg.: 01 10 041037

## **Draft (closing) balance sheet of the Merging Company**

**31 August 2021**

Dated: Budapest, 15 November 2021

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Dr. Koppány Lélfa  
Chairman and CEO

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Katalin Deák Keresztyénné  
Finance Manager

**Draft (closing) balance sheet of the Merging Company**

*Assets*

figures in million HUF

| Serial number | Line code | Hierarchy | Definition   | Assets of the Merging Company at book value, 31 August 2021 | Revaluation difference | Assets of the Merging Company at assessed value, 31 August 2021 |
|---------------|-----------|-----------|--|---|------------------------|---|
| 1             | SF0101010 | 1.        | <b>Cash, account balances with central banks, and other sight deposits</b>                               | <b>434 427</b>  |                        | <b>434 427</b>  |
| 2             | SF0101020 | 1.1.      | Cash   | 18 924  |                        | 18 924  |
| 3             | SF0101030 | 1.2.      | Account balances with central banks  | 405 908   |                        | 405 908   |
| 4             | SF0101040 | 1.3.      | Other sight deposits   | 9 595   |                        | 9 595   |
| 5             | SF0101050 | 2.        | <b>Financial instruments held for trading</b>  | <b>6 258</b>  |                        | <b>6 258</b>  |
| 6             | SF0101060 | 2.1.      | Derivative transactions  | 6 207   |                        | 6 207   |
| 7             | SF0101070 | 2.2.      | Ownership instruments  |   |                        |   |
| 8             | SF0101080 | 2.3.      | Debt securities  | 51  |                        | 51  |
| 9             | SF0101090 | 2.4.      | Loans  |   |                        |   |
| 10            | SF0101091 | 2.5.      | Advances   |   |                        |   |
| 11            | SF0101092 | 2.6.      | Central bank and interbank deposits  |   |                        |   |
| 12            | SF0101093 | 3.        | <b>Financial instruments not held for trading, obligatorily booked at fair value, charged to P&amp;L</b> | <b>51 476</b>   |                        | <b>51 476</b>   |
| 13            | SF0101094 | 3.1.      | Ownership instruments  |   |                        |   |
| 14            | SF0101095 | 3.2.      | Debt securities  |   |                        |   |
| 15            | SF0101096 | 3.3.      | Loans  | 51 476  |                        | 51 476  |
| 16            | SF0101097 | 3.4.      | Advances   |   |                        |   |
| 17            | SF0101098 | 3.5.      | Central bank and interbank deposits  |   |                        |   |
| 18            | SF0101100 | 4.        | <b>Financial instruments indicatively booked at fair value, charged to P&amp;L</b>                       |   |                        |   |
| 19            | SF0101120 | 4.1.      | Debt securities  |   |                        |   |
| 20            | SF0101130 | 4.2.      | Loans  |   |                        |   |
| 21            | SF0101131 | 4.3.      | Advances   |   |                        |   |
| 22            | SF0101132 | 4.4.      | Central bank and interbank deposits  |   |                        |   |
| 23            | SF0101141 | 5.        | <b>Financial instruments at fair value, charged to other comprehensive income</b>                        | <b>137 067</b>  |                        | <b>137 067</b>  |
| 24            | SF0101142 | 5.1.      | Ownership instruments  |   |                        |   |
| 25            | SF0101143 | 5.2.      | Debt securities  | 137 067   |                        | 137 067   |
| 26            | SF0101144 | 5.3.      | Loans  |   |                        |   |
| 27            | SF0101145 | 5.4.      | Advances   |   |                        |   |
| 28            | SF0101146 | 5.5.      | Central bank and interbank deposits  |   |                        |   |
| 29            | SF0101181 | 6.        | <b>Financial assets at amortised cost</b>  | <b>1 626 261</b>  |                        | <b>1 626 261</b>  |
| 30            | SF0101182 | 6.1.      | Debt securities  | 428 025   |                        | 428 025   |
| 31            | SF0101183 | 6.2.      | Loans  | 1 061 480   |                        | 1 061 480   |
| 32            | SF0101184 | 6.3.      | Advances   | 6 480   |                        | 6 480   |
| 33            | SF0101185 | 6.4.      | Central bank and interbank deposits  | 130 276   |                        | 130 276   |
| 34            | SF0101240 | 7.        | <b>Derivative transactions - hedging settlements</b>   | <b>6 661</b>  |                        | <b>6 661</b>  |
| 35            | SF0101250 | 8.        | <b>Change in the fair value of items hedged for the interest rate risk of the portfolio</b>              | <b>-8 000</b>   |                        | <b>-8 000</b>   |
| 36            | SF0101260 | 9.        | <b>Investments in subsidiaries, joint ventures and associated companies</b>                              | <b>7 678</b>  |                        | <b>7 678</b>  |
| 37            | SF0101270 | 10.       | <b>Tangible assets</b>   | <b>23 658</b>   |                        | <b>23 658</b>   |
| 38            | SF0101280 | 10.1.     | Property, plant and equipment  | 23 658  |                        | 23 658  |
| 39            | SF0101290 | 10.2.     | Real estates for investment purposes   |   |                        |   |
| 40            | SF0101300 | 11.       | <b>Intangible assets</b>   | <b>20 351</b>   |                        | <b>20 351</b>   |
| 41            | SF0101330 | 12.       | <b>Tax receivables</b>   | <b>274</b>  |                        | <b>274</b>  |
| 42            | SF0101340 | 12.1.     | Current income tax assets  | 253   |                        | 253   |
| 43            | SF0101350 | 12.2.     | Deferred tax assets  | 21  |                        | 21  |
| 44            | SF0101360 | 13.       | <b>Other assets</b>  | <b>13 469</b>   |                        | <b>13 469</b>   |
| 45            | SF0101370 | 14.       | <b>Invested assets and disposal groups classified as held for sale</b>                                   |   |                        |   |
| 46            | SF0101371 | 14.1.     | Ownership instruments  |   |                        |   |
| 47            | SF0101372 | 14.2.     | Debt securities  |   |                        |   |
| 48            | SF0101373 | 14.3.     | Loans  |   |                        |   |
| 49            | SF0101374 | 14.4.     | Other  |   |                        |   |
| 50            | SF0101380 | 15.       | <b>TOTAL ASSETS</b>  | <b>2 319 580</b>  |                        | <b>2 319 580</b>  |

Dated: Budapest, 15 November 2021

Dr. Koppány Lélfa  
 Chairman and CEO

Katalin Deák Keresztyér  
 Finance Manager

*Liabilities*

figures in million HUF

| Serial number | Line code | Hierarchy | Definition  | Assets of the Merging Company at book value, 31 August 2021 | Revaluation difference | Assets of the Merging Company at assessed value, 31 August 2021 |
|---------------|-----------|-----------|---|---|------------------------|---|
| 1             | SF0102010 | 1.        | <b>Financial liabilities held for trading</b>   | <b>7 716</b>  |                        | <b>7 716</b>  |
| 2             | SF0102020 | 1.1.      | Derivative transactions   | 7 716   |                        | 7 716   |
| 3             | SF0102030 | 1.2.      | Short positions   |   |                        |   |
| 4             | SF0102040 | 1.3.      | Deposits  |   |                        |   |
| 5             | SF0102045 | 1.4.      | Loans taken out   |   |                        |   |
| 6             | SF0102050 | 1.5.      | Debt securities issued  |   |                        |   |
| 7             | SF0102060 | 1.6.      | Other financial liabilities   |   |                        |   |
| 8             | SF0102070 | 2.        | <b>Financial liabilities indicatively booked at fair value, charged to P&amp;L</b>      |   |                        |   |
| 9             | SF0102080 | 2.1.      | Deposits  |   |                        |   |
| 10            | SF0102085 | 2.2.      | Loans taken out   |   |                        |   |
| 11            | SF0102090 | 2.3.      | Debt securities issued  |   |                        |   |
| 12            | SF0102100 | 2.4.      | Other financial liabilities   |   |                        |   |
| 13            | SF0102110 | 3.        | <b>Financial liabilities valued at amortised cost</b>                                   | <b>2 105 959</b>  |                        | <b>2 105 959</b>  |
| 14            | SF0102120 | 3.1.      | Deposits  | 1 421 421   |                        | 1 421 421   |
| 15            | SF0102125 | 3.2.      | Loans taken out   | 627 845   |                        | 627 845   |
| 16            | SF0102130 | 3.3.      | Debt securities issued  |   |                        |   |
| 17            | SF0102140 | 3.4.      | Other financial liabilities   | 56 693  |                        | 56 693  |
| 18            | SF0102150 | 4.        | <b>Derivative transactions - hedging settlements</b>                                    | <b>151</b>  |                        | <b>151</b>  |
| 19            | SF0102160 | 5.        | <b>Change in the fair value of items under portfolio hedging for interest rate risk</b> | <b>1</b>  |                        | <b>1</b>  |
| 20            | SF0102170 | 6.        | <b>Provisions</b>   | <b>3 161</b>  |                        | <b>3 161</b>  |
| 21            | SF0102180 | 6.1.      | Pensions and other provisions payable for the termination of employment                 |   |                        |   |
| 22            | SF0102190 | 6.2.      | Other long-term provisions to employees   |   |                        |   |
| 23            | SF0102200 | 6.3.      | Reorganisation  |   |                        |   |
| 24            | SF0102210 | 6.4.      | Pending legal matters and tax litigation  | 478   |                        | 478   |
| 25            | SF0102220 | 6.5.      | Commitments and guarantees issued   | 2 191   |                        | 2 191   |
| 26            | SF0102230 | 6.6.      | Other provisions  | 492   |                        | 492   |
| 27            | SF0102240 | 7.        | <b>Tax liabilities</b>  | <b>667</b>  |                        | <b>667</b>  |
| 28            | SF0102250 | 7.1.      | Actual tax liabilities  | 667   |                        | 667   |
| 29            | SF0102260 | 7.2.      | Deferred tax liabilities  |   |                        |   |
| 30            | SF0102270 | 8.        | <b>Capital repayable on demand</b>  |   |                        |   |
| 31            | SF0102280 | 9.        | <b>Other liabilities</b>  | <b>24 826</b>   |                        | <b>24 826</b>   |
| 32            | SF0102290 | 10.       | <b>Liabilities in disposal groups classified as held for sale</b>                       |   |                        |   |
| 33            | SF0102291 | 10.1.     | Deposits  |   |                        |   |
| 34            | SF0102292 | 10.2.     | Other   |   |                        |   |
| 35            | SF0102300 | 10.3.     | <b>TOTAL LIABILITIES</b>  | <b>2 142 481</b>  |                        | <b>2 142 481</b>  |

**Equity**

figures in million HUF

| Serial number | Line code | Hierarchy | Definition  | Assets of the Merging Company at book value, 31 August 2021 | Revaluation difference | Assets of the Merging Company at assessed value, 31 August 2021 |
|---------------|-----------|-----------|---|---|------------------------|---|
| 1             | SF0103010 | 1.        | <b>Share capital</b>  | <b>19 396</b>   |                        | <b>19 396</b>   |
| 2             | SF0103020 | 1.1.      | Registered capital paid in  | 19 396  |                        | 19 396  |
|               |           |           | <i>of which, capital registered by the Court of Registration</i>  |   |                        |   |
|               |           |           | <i>of which, unapproved change in capital provided by owners (+/-)</i>  |   |                        |   |
| 3             | SF0103030 | 1.2.      | Registered but unpaid capital   |   |                        |   |
| 4             | SF0103040 | 2.        | <b>Payment above face value (premium)</b>   |   |                        |   |
| 5             | SF0103050 | 3.        | <b>Ownership instruments issued, except registered capital</b>  |   |                        |   |
| 6             | SF0103060 | 3.1.      | Equity element in composite financial instruments   |   |                        |   |
| 7             | SF0103070 | 3.2.      | Other ownership instruments issued  |   |                        |   |
| 8             | SF0103080 | 4.        | <b>Other capital</b>  |   |                        |   |
| 9             | SF0103090 | 5.        | <b>Accumulated other comprehensive income</b>   | <b>1 012</b>  |                        | <b>1 012</b>  |
| 10            | SF0103095 | 5.1.      | Items not to be reclassified into P&L   |   |                        |   |
| 11            | SF0103100 | 5.1.1.    | Tangible assets   |   |                        |   |
| 12            | SF0103110 | 5.1.2.    | Intangible assets   |   |                        |   |
| 13            | SF0103120 | 5.1.3.    | Actuarial gain or (-) loss on pension provision schemes   |   |                        |   |
| 14            | SF0103122 | 5.1.4.    | Invested assets and disposal groups classified as held for sale   |   |                        |   |
| 15            | SF0103124 | 5.1.5.    | Share in the other booked income or expenditures of investments into subsidiaries, joint ventures and associated companies                                      |   |                        |   |
| 16            | SF0103125 | 5.1.6.    | Change in the fair value of ownership instruments booked at fair value and charged to other comprehensive income  |   |                        |   |
| 17            | SF0103126 | 5.1.7.    | Lack of effectiveness of hedging of ownership instruments booked at fair value and charged to other comprehensive income  |   |                        |   |
| 18            | SF0103127 | 5.1.7.1.  | Change in the fair value of ownership instruments booked at fair value and charged to other comprehensive income - hedged items                                 |   |                        |   |
| 19            | SF0103128 | 5.1.7.2.  | Change in the fair value of ownership instruments booked at fair value and charged to other comprehensive income - hedging instruments                          |   |                        |   |
| 20            | SF0103129 | 5.1.8.    | Change in the fair value of financial liabilities booked at fair value and charged to P&L, caused by credit risk changes  |   |                        |   |
| 21            | SF0103130 | 5.2.      | <b>Items that can be reclassified to P&amp;L</b>  | <b>1 012</b>  |                        | <b>1 012</b>  |
| 22            | SF0103140 | 5.2.1.    | Conversion of foreign currencies  |   |                        |   |
| 23            | SF0103150 | 5.2.2.    | Derivative hedging transactions Cash flow hedging transactions, effective part  |   |                        |   |
| 24            | SF0103155 | 5.2.3.    | Change in the fair value of debt securities booked at fair value and charged to other comprehensive income  | 1 012   |                        | 1 012   |
| 25            | SF0103165 | 5.2.4.    | Hedging instruments - unmarked items  |   |                        |   |
| 26            | SF0103170 | 5.2.5.    | Invested assets and disposal groups classified as held for sale   |   |                        |   |
| 27            | SF0103180 | 5.2.6.    | Share in the other booked income or expenditures of investments into subsidiaries, joint ventures and associated companies                                      |   |                        |   |
| 28            | SF0103190 | 6.        | <b>Retained earnings</b>  | <b>156 691</b>  |                        | <b>156 691</b>  |
| 29            | SF0103200 | 7.        | <b>Revaluation reserve (upon transition to IFRS)</b>  |   |                        |   |
| 30            | SF0103210 | 8.        | <b>Other reserves</b>   |   |                        |   |
| 31            | SF0103220 | 8.1.      | Share in the other booked income or expenditures of investments in subsidiaries, joint ventures and associated companies, valued according to the equity method |   |                        |   |
| 32            | SF0103230 | 8.2.      | Other   |   |                        |   |
| 33            | SF0103240 | 9.        | <b>(-) Own shares</b>   |   |                        |   |
| 34            | SF0103250 | 10.       | <b>Profit or (-) loss of the business year</b>  |   |                        |   |
| 35            | SF0103260 | 11.       | <b>(-) Interim dividend</b>   |   |                        |   |
| 36            | SF0103300 | 12.       | <b>TOTAL SHAREHOLDERS' EQUITY</b>   | <b>177 099</b>  |                        | <b>177 099</b>  |
| 37            | SF0103310 | 13.       | <b>TOTAL EQUITY AND LIABILITIES</b>   | <b>2 319 580</b>  |                        | <b>2 319 580</b>  |

Dated: Budapest, 15 November 2021

Dr. Koppány Lélfa  
Chairman and CEO

Katalin Deák Keresztyér  
Finance Manager



# **Budapest Bank Zrt**

Statistical number: 10196445 6419 114 01

Cg.: 01 10 041037

## **Draft (closing) asset inventory of the Merging Company**

**31 August 2021**

Dated: Budapest, 15 November 2021

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Dr. Koppány Lélfa  
Chairman and CEO

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Katalin Deák Keresztyénné  
Finance Manager











|     |           |  |                  |                  |
|-----|-----------|--|------------------|------------------|
| 533 | 442101090 | Monthly wage settlement account for September        | 9 334            | 9 334            |
| 534 | 442101110 | Monthly wage settlement account for November         | -342 611         | -342 611         |
| 535 | 442101120 | Monthly wage settlement account for December         | -222 173         | -222 173         |
| 536 | 4421020FK | Liability from multiple employment (ORA/LV)          | -6 494 687       | -6 494 687       |
| 537 | 443102000 | Social security current account registration account | 5 224 468        | 5 224 468        |
| 538 | 445111000 | Internal start                                       | -179 486 339 243 | -179 486 339 243 |
| 539 | 445112000 | Internal reception                                   | 181 363 918 736  | 181 363 918 736  |
| 540 | 445113000 | IG3 Internal start HUF-AP/AR                         | -44 205 374      | -44 205 374      |

|     |           |  |                  |                  |
|-----|-----------|--|------------------|------------------|
| 541 | 445113100 | IG3 Internal start HUF-BM  | -300 504 168 961 | -300 504 168 961 |
| 542 | 445113200 | IG3 Internal start HUF-RMS   | -1 982 729 122   | -1 982 729 122   |
| 543 | 445113300 | IG3 Internal start HUF-ZEUSZ   | -2 687 326 791   | -2 687 326 791   |
| 544 | 445113400 | IG3 Internal start HUF-CAMS  | -25 667 096 477  | -25 667 096 477  |
| 545 | 445113500 | IG3 Internal start HUF-MERKINT   | -2 731 349 404   | -2 731 349 404   |
| 546 | 445114000 | IG3 Internal reception HUF-AP/AR   | 44 205 374       | 44 205 374       |
| 547 | 445114100 | IG3 Internal reception HUF-BM  | 300 504 168 961  | 300 504 168 961  |
| 548 | 445114200 | IG3 Internal reception HUF-RMS   | 1 982 729 122    | 1 982 729 122    |
| 549 | 445114300 | IG3 Internal reception HUF-ZEUSZ   | 2 687 326 791    | 2 687 326 791    |
| 550 | 445114400 | IG3 Internal reception HUF-CAMS  | 25 667 096 477   | 25 667 096 477   |
| 551 | 445114500 | IG3 Internal reception HUF-MERKINT   | 2 731 349 404    | 2 731 349 404    |
| 552 | 445119000 | Clearing pending accounts  | -40 783 246      | -40 783 246      |
| 553 | 445121000 | Intra-bank foreign currency disposal   | -4 281 623 526   | -4 281 623 526   |
| 554 | 445122000 | Intra-bank foreign currency executed   | 2 383 752 352    | 2 383 752 352    |
| 555 | 445141000 | GIRO interbank settlement account  | -399 475 704     | -399 475 704     |
| 556 | 445220000 | Guarantee fee settlement account   | -726 003 900     | -726 003 900     |
| 557 | 445240000 | PASSIVE SETTLEMENT ACCOUNTS  | -476 761 871     | -476 761 871     |
| 558 | 445250000 | Other passive suspended settlement account   | -251 350 865     | -251 350 865     |
| 559 | 445251000 | Other liabilities settlement account - Mortgage Collection   | -550 215         | -550 215         |
| 560 | 445252000 | Other liabilities - customer internal settlement accounts  | -192 757 904     | -192 757 904     |
| 561 | 445260000 | Debt relief settlement account   | -5 000 444       | -5 000 444       |
| 562 | 445270000 | Other liabilities  | -11 855 107      | -11 855 107      |
| 563 | 445310000 | Outgoing foreign currency transfer internal transfer account   | -5 858 929 323   | -5 858 929 323   |
| 564 | 445330000 | Bank card turnover transfer account  | -1 598           | -1 598           |
| 565 | 445410000 | Passive items to be settled  | -17 505 269      | -17 505 269      |
| 566 | 445411000 | Short-term liabilities arising from credit card overpayments   | -2 471 123 106   | -2 471 123 106   |
| 567 | 445420000 | Passive suspense account   | -546 855 929     | -546 855 929     |
| 568 | 447100000 | Bonus accrual - senior manager (E-band)  | -1 451 103 427   | -1 451 103 427   |
| 569 | 447120000 | Bonus accrual - employee   | -1 336 942 908   | -1 336 942 908   |
| 570 | 447130000 | Other accrued income   | -39 261 920      | -39 261 920      |
| 571 | 4471301FK | Accruals and deferred income within the scope of consolidation   | -93 028 093      | -93 028 093      |
| 572 | 447140000 | Accrual of operating expenses  | -3 921 412       | -3 921 412       |
| 573 | 447150000 | Passive monthly accrual of expenses  | -3 273 391 468   | -3 273 391 468   |
| 574 | 442101070 | Monthly wage settlement account for July   | -164 526         | -164 526         |
| 575 | 443101070 | Social security liability for July   | -11 335 000      | -11 335 000      |
| 576 | 443101080 | Social security liability for August   | -251 045 195     | -251 045 195     |
| 577 | 447160000 | Accrued fees and commissions   | -42 333 753      | -42 333 753      |
| 578 | 447200000 | Accrued income   | -388 248 222     | -388 248 222     |
| 579 | SF0102290 | Liabilities in qualified disposal groups held for sale   | 0                | 0                |
| 580 | SF0102291 | Deposits   | 0                | 0                |
| 581 | SF0102292 | Other  | 0                | 0                |
| 582 | SF0103300 | TOTAL SHAREHOLDERS' EQUITY   | -177 098 564 552 | -177 098 564 552 |
| 583 | SF0103010 | Share capital  | -19 395 945 000  | -19 395 945 000  |
| 584 | SF0103020 | Registered capital paid in   | -19 395 945 000  | -19 395 945 000  |
| 585 | 491100000 | Share capital  | -19 395 945 000  | -19 395 945 000  |
| 586 | SF0103030 | Registered but unpaid capital  | 0                | 0                |
| 587 | SF0103040 | Payment above face value (premium)   | -228 027         | -228 027         |
| 588 | 492100000 | Capital reserve  | -228 027         | -228 027         |
| 589 | SF0103050 | Ownership instruments issued, except registered capital  | 0                | 0                |
| 590 | SF0103060 | Equity element in composite financial instruments  | 0                | 0                |
| 591 | SF0103070 | Other ownership instruments issued   | 0                | 0                |
| 592 | SF0103080 | Other capital  | 0                | 0                |
| 593 | SF0103090 | Accumulated other comprehensive income   | -1 011 863 560   | -1 011 863 560   |
| 594 | SF0103095 | Items not to be reclassified into P&L  | 0                | 0                |
| 595 | SF0103100 | Tangible assets  | 0                | 0                |
| 596 | SF0103110 | Intangible assets  | 0                | 0                |
| 597 | SF0103120 | Actuarial gain or (-) loss on pension provision schemes  | 0                | 0                |
| 598 | SF0103122 | Invested assets and disposal groups classified as held for sale  | 0                | 0                |
| 599 | SF0103124 | Investment in subsidiaries, joint ventures and associated companies, from other booked income or expenditures                        | 0                | 0                |
| 600 | SF0103125 | Ownership instruments booked at fair value and charged to other comprehensive income   | 0                | 0                |
| 601 | SF0103126 | Hedging transactions for ownership instruments booked at fair value and charged to other comprehensive income                        | 0                | 0                |
| 602 | SF0103127 | Change in the fair value of ownership instruments charged to other comprehensive income  | 0                | 0                |
| 603 | SF0103128 | Change in the fair value of ownership instruments charged to other comprehensive income  | 0                | 0                |
| 604 | SF0103129 | Change in the fair value of financial liabilities charged to P&L, arising from credit risk changes                                   | 0                | 0                |
| 605 | SF0103130 | Items that can be reclassified to P&L  | -1 011 863 560   | -1 011 863 560   |
| 606 | SF0103140 | Conversion of foreign currencies   | 0                | 0                |
| 607 | SF0103150 | Derivative hedging transactions Cash flow hedging reserve (effective part)   | 0                | 0                |
| 608 | SF0103155 | Change in the fair value of debt instruments charged to other comprehensive income   | -1 011 863 560   | -1 011 863 560   |
|     | 498210000 | Fair value difference on an instruments for liquidity purposes - Opening   | -2 296 213 868   | -2 296 213 868   |
|     | 498220000 | Fair value difference on an instruments for liquidity purposes - Recognised for the Current Year - revaluation and devaluation       | 1 017 870 914    | 1 017 870 914    |
|     | 498240000 | Fair value difference on an instrument for liquidity purposes - Reclassification to profit or loss for the Current Year (adjustment) | 166 404 976      | 166 404 976      |
|     | 498910000 | Deferred tax effect from fair valuation - opening  | 206 659 248      | 206 659 248      |
|     | 498920000 | Deferred tax effect from fair valuation - recognised for the Current Year  | -91 608 382      | -91 608 382      |
|     | 498940000 | Deferred tax effect from fair valuation - Reclassification to profit for the Current Year  | -14 976 448      | -14 976 448      |
| 609 | SF0103165 | Hedging instruments (unmarked elements)  | 0                | 0                |
| 610 | SF0103170 | Invested assets and disposal groups classified as held for sale  | 0                | 0                |
| 611 | SF0103180 | Other booked ?? of investments into subsidiaries, joint ventures and associated companies (incomplete Hungarian)                     | 0                | 0                |
| 612 | SF0103190 | Retained earnings  | -156 690 527 965 | -156 690 527 965 |
| 613 | 494110000 | Retained earnings  | -123 160 233 229 | -123 160 233 229 |
| 614 | 494111000 | Annual Profit Transfer Account   | -12 409 620 148  | -12 409 620 148  |
| 615 | 494310000 | General reserve  | -8 280 815 875   | -8 280 815 875   |
| 616 | SF0103190 | restatement Profit or (-) loss of the business year  | -12 839 858 713  | -12 839 858 713  |
| 617 | SF0103200 | Revaluation reserve (upon transition to IFRS)  | 0                | 0                |
| 618 | SF0103210 | Other reserves   | 0                | 0                |
| 619 | SF0103220 | Investments in subsidiaries, joint ventures and associated companies according to the equity method (incomplete)                     | 0                | 0                |
| 620 | SF0103230 | Other  | 0                | 0                |
| 621 | SF0103240 | (-) Own shares   | 0                | 0                |

Dated: Budapest, 15 November 2021

Dr. Koppány Lélfi  
Chairman and CEO

Katalin Deák Keresztyéni  
Finance Manager



## MINUTES

### **On the Resolution of the Supervisory Board of Budapest Bank Zrt. taken on 8 November 2021 without a meeting**

On the basis of the votes received, the Supervisory Board of Budapest Bank Zrt. (company registration number: 01-10-041037) adopted, without holding a meeting, the following proposal, entitled "Decision on the approval of the draft (final) balance sheet and inventory of assets and liabilities of Budapest Bank Zrt. as merging company (Board of Directors); Decision on the audit of the draft (final) balance sheet and inventory of assets and liabilities of Budapest Bank Zrt. as merging company (Supervisory Board)" as proposed, as resolution on 11 November 2021 :

*Supervisory Board Resolution 75/2021 (11 November)*

**In accordance with Section 4 (5) of Act CLXXVI of 2013 on the Transformation, Merger and Division of Certain Legal Persons, the Supervisory Board has audited the draft (final) balance sheet and inventory of assets and liabilities of the Company [the Company and Magyar Takarék Bankholding Zártkörűen Működő Részvénytársaság (registered office: 1134 Budapest, Kassák Lajos utca 18, Hungary; registered at the Court of Registration of the Budapest-Capital Regional Court under company registration number Cg 01-10-141497)] as merging companies and MKB Bank Nyrt. (registered office 1056 Budapest, Váci u 38; company registration number Cg 01-10-040952) as the receiving company as at 31 August 2021 and approves them as set out in Annex 1 to the written proposal.**

|                                 |                 |              |                     |
|---------------------------------|-----------------|--------------|---------------------|
| The number of votes required:   | Simple majority |              |                     |
| <i>The proportion of votes:</i> | <b>YES: 6</b>   | <b>NO: 0</b> | <b>Abstained: 0</b> |

\_\_\_\_\_  
**Zoltán Pankucsi**  
*Chairman of the*

*Supervisory Board of  
Budapest Bank Zrt.*

\_\_\_\_\_  
**Zsolt Cserpák**  
*Member of the Supervisory Board*

*Budapest Bank Zrt.*

\_\_\_\_\_  
**Sándor Zoltán Rada**  
*Member of the  
Supervisory Board*

\_\_\_\_\_  
**Dr. Balázs Rédei**  
*keeper of the minutes*

**ANNEX NO. 6**

**The closing (merging) draft statement of assets and liabilities and inventory of holdings of MTBH and the opinion of the Supervisory Board.**

# **Magyar Takaréknál Bankholding Zrt.**

KSH statistical number: 27961104-6420-114-01

Corporate registration number: 01-10-140-865

## **Draft balance sheet of the Merging Company**

**31 August 2021**

Dated: 15 November 2021

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dr. Zsolt Barna  
Chairman of the Board

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József Vida  
Board member

KSH statistical number: 27961104-6420-114-01

Corporate registration number: 01-10-140-865

Magyar Takarékkészlet Zrt.

### Draft balance sheet of the Merging Company

#### Assets

figures in million HUF

| Sequence no. | Line code | Hierarchy | Item name  | Assets of the Merging Company at book value, 31 August 2021 | Revaluation difference | Assets of the Merging Company at assessed value, 31 August 2021 |
|--------------|-----------|-----------|--|---|------------------------|---|
| 1            | SF0101010 | 1.        | <b>Cash, account balances with central banks, and other sight deposits</b>                               | <b>4 100</b>  |                        | <b>4 100</b>  |
| 2            | SF0101020 | 1.1.      | Cash   |   |                        |   |
| 3            | SF0101030 | 1.2.      | Account balances with central banks  |   |                        |   |
| 4            | SF0101040 | 1.3.      | Other sight deposits   | 4 100   |                        | 4 100   |
| 5            | SF0101050 | 2.        | <b>Financial instruments held for trading</b>  |   |                        |   |
| 6            | SF0101060 | 2.1.      | Derivative transactions  |   |                        |   |
| 7            | SF0101070 | 2.2.      | Ownership instruments  |   |                        |   |
| 8            | SF0101080 | 2.3.      | Debt securities  |   |                        |   |
| 9            | SF0101090 | 2.4.      | Loans  |   |                        |   |
| 10           | SF0101091 | 2.5.      | Advances   |   |                        |   |
| 11           | SF0101092 | 2.6.      | Central bank and interbank deposits  |   |                        |   |
| 12           | SF0101093 | 3.        | <b>Financial instruments not held for trading, obligatorily booked at fair value, charged to P&amp;L</b> |   |                        |   |
| 13           | SF0101094 | 3.1.      | Ownership instruments  |   |                        |   |
| 14           | SF0101095 | 3.2.      | Debt securities  |   |                        |   |
| 15           | SF0101096 | 3.3.      | Loans  |   |                        |   |
| 16           | SF0101097 | 3.4.      | Advances   |   |                        |   |
| 17           | SF0101098 | 3.5.      | Central bank and interbank deposits  |   |                        |   |
| 18           | SF0101100 | 4.        | <b>Financial instruments indicatively booked at fair value, charged to P&amp;L</b>                       |   |                        |   |
| 19           | SF0101120 | 4.1.      | Debt securities  |   |                        |   |
| 20           | SF0101130 | 4.2.      | Loans  |   |                        |   |
| 21           | SF0101131 | 4.3.      | Advances   |   |                        |   |
| 22           | SF0101132 | 4.4.      | Central bank and interbank deposits  |   |                        |   |
| 23           | SF0101141 | 5.        | <b>Financial instruments at fair value, charged to other comprehensive income</b>                        |   |                        |   |
| 24           | SF0101142 | 5.1.      | Ownership instruments  |   |                        |   |
| 25           | SF0101143 | 5.2.      | Debt securities  |   |                        |   |
| 26           | SF0101144 | 5.3.      | Loans  |   |                        |   |
| 27           | SF0101145 | 5.4.      | Advances   |   |                        |   |
| 28           | SF0101146 | 5.5.      | Central bank and interbank deposits  |   |                        |   |
| 29           | SF0101181 | 6.        | <b>Financial instruments at amortised historical value</b>   |   |                        |   |
| 30           | SF0101182 | 6.1.      | Debt securities  |   |                        |   |
| 31           | SF0101183 | 6.2.      | Loans  |   |                        |   |
| 32           | SF0101184 | 6.3.      | Advances   |   |                        |   |
| 33           | SF0101185 | 6.4.      | Central bank and interbank deposits  |   |                        |   |
| 34           | SF0101240 | 7.        | <b>Derivative transactions - hedging settlements</b>   |   |                        |   |
| 35           | SF0101250 | 8.        | <b>Change in the fair value of items hedged for the interest rate risk of the portfolio</b>              |   |                        |   |
| 36           | SF0101260 | 9.        | <b>Investments in subsidiaries, joint ventures and associated companies</b>                              |   |                        |   |
| 37           | SF0101270 | 10.       | <b>Tangible assets</b>   |   |                        |   |
| 38           | SF0101280 | 10.1.     | Real estates, machinery, equipment   |   |                        |   |
| 39           | SF0101290 | 10.2.     | Real estates for investment purposes   |   |                        |   |
| 40           | SF0101300 | 11.       | <b>Intangible goods</b>  |   |                        |   |
| 41           | SF0101330 | 12.       | <b>Tax receivables</b>   |   |                        |   |
| 42           | SF0101340 | 12.1.     | Actual tax receivables   |   |                        |   |
| 43           | SF0101350 | 12.2.     | Deferred tax receivables   |   |                        |   |
| 44           | SF0101360 | 13.       | <b>Other assets</b>  |   |                        |   |
| 45           | SF0101370 | 14.       | <b>Invested assets and disposal groups classified as held for sale</b>                                   |   |                        |   |
| 46           | SF0101371 | 14.1.     | Ownership instruments  |   |                        |   |
| 47           | SF0101372 | 14.2.     | Debt securities  |   |                        |   |
| 48           | SF0101373 | 14.3.     | Loans  |   |                        |   |
| 49           | SF0101374 | 14.4.     | Other  |   |                        |   |
| 50           | SF0101380 | 15.       | <b>TOTAL ASSETS</b>  | <b>4 100</b>  |                        | <b>4 100</b>  |

Dated: 15 November 2021

dr. Zsolt Barna  
Chairman of the Board

József Vida  
Board member

*Liabilities*

figures in million HUF

| Sequence no. | Line code | Hierarchy | Item name   | Assets of the Merging Company at book value, 31 August 2021 | Revaluation difference | Assets of the Merging Company at assessed value, 31 August 2021 |
|--------------|-----------|-----------|---|---|------------------------|---|
| 1            | SF0102010 | 1.        | <b>Financial liabilities held for trading</b>   |   |                        |   |
| 2            | SF0102020 | 1.1.      | Derivative transactions   |   |                        |   |
| 3            | SF0102030 | 1.2.      | Short positions   |   |                        |   |
| 4            | SF0102040 | 1.3.      | Deposits  |   |                        |   |
| 5            | SF0102045 | 1.4.      | Loans taken out   |   |                        |   |
| 6            | SF0102050 | 1.5.      | Debt securities issued  |   |                        |   |
| 7            | SF0102060 | 1.6.      | Other financial liabilities   |   |                        |   |
| 8            | SF0102070 | 2.        | <b>Financial liabilities indicatively booked at fair value, charged to P&amp;L</b>      |   |                        |   |
| 9            | SF0102080 | 2.1.      | Deposits  |   |                        |   |
| 10           | SF0102085 | 2.2.      | Loans taken out   |   |                        |   |
| 11           | SF0102090 | 2.3.      | Debt securities issued  |   |                        |   |
| 12           | SF0102100 | 2.4.      | Other financial liabilities   |   |                        |   |
| 13           | SF0102110 | 3.        | <b>Financial liabilities at amortised historical value</b>                              | 5   |                        | 5   |
| 14           | SF0102120 | 3.1.      | Deposits  |   |                        |   |
| 15           | SF0102125 | 3.2.      | Loans taken out   |   |                        |   |
| 16           | SF0102130 | 3.3.      | Debt securities issued  |   |                        |   |
| 17           | SF0102140 | 3.4.      | Other financial liabilities   | 5   |                        | 5   |
| 18           | SF0102150 | 4.        | <b>Derivative transactions - hedging settlements</b>                                    |   |                        |   |
| 19           | SF0102160 | 5.        | <b>Change in the fair value of items under portfolio hedging for interest rate risk</b> |   |                        |   |
| 20           | SF0102170 | 6.        | <b>Provisions</b>   |   |                        |   |
| 21           | SF0102180 | 6.1.      | Pensions and other provisions payable for the termination of employment                 |   |                        |   |
| 22           | SF0102190 | 6.2.      | Other long-term provisions to employees   |   |                        |   |
| 23           | SF0102200 | 6.3.      | Reorganisation  |   |                        |   |
| 24           | SF0102210 | 6.4.      | Pending legal matters and tax litigation  |   |                        |   |
| 25           | SF0102220 | 6.5.      | Commitments and guarantees issued   |   |                        |   |
| 26           | SF0102230 | 6.6.      | Other provisions  |   |                        |   |
| 27           | SF0102240 | 7.        | <b>Tax liabilities</b>  |   |                        |   |
| 28           | SF0102250 | 7.1.      | Actual tax liabilities  |   |                        |   |
| 29           | SF0102260 | 7.2.      | Deferred tax liabilities  |   |                        |   |
| 30           | SF0102270 | 8.        | <b>Capital repayable on demand</b>  |   |                        |   |
| 31           | SF0102280 | 9.        | <b>Other liabilities</b>  | 2   |                        | 2   |
| 32           | SF0102290 | 10.       | <b>Liabilities in disposal groups classified as held for sale</b>                       |   |                        |   |
| 33           | SF0102291 | 10.1.     | Deposits  |   |                        |   |
| 34           | SF0102292 | 10.2.     | Other   |   |                        |   |
| 35           | SF0102300 | 10.3.     | <b>TOTAL LIABILITIES</b>  | 7   |                        | 7   |

**Equity**

figures in million HUF

| Sequence no. | Line code | Hierarchy | Item name   | Assets of the Merging Company at book value, 31 August 2021 | Revaluation difference | Assets of the Merging Company at assessed value, 31 August 2021 |
|--------------|-----------|-----------|---|---|------------------------|---|
| 1            | SF0103010 | 1.        | <b>Registered capital</b>   | 2 000   |                        | 2 000   |
| 2            | SF0103020 | 1.1.      | Registered capital paid in  | 2 000   |                        | 2 000   |
|              |           |           | <i>of which, capital registered by the Court of Registration</i>  |   |                        |   |
|              |           |           | <i>of which, unapproved change in capital provided by owners (+/-)</i>  |   |                        |   |
| 3            | SF0103030 | 1.2.      | Registered but unpaid capital   |   |                        |   |
| 4            | SF0103040 | 2.        | <b>Payment above face value (premium)</b>   | 2 100   |                        | 2 100   |
| 5            | SF0103050 | 3.        | <b>Ownership instruments issued, except registered capital</b>  |   |                        |   |
| 6            | SF0103060 | 3.1.      | Equity element in composite financial instruments   |   |                        |   |
| 7            | SF0103070 | 3.2.      | Other ownership instruments issued  |   |                        |   |
| 8            | SF0103080 | 4.        | <b>Other capital</b>  |   |                        |   |
| 9            | SF0103090 | 5.        | <b>Accumulated other comprehensive income</b>   |   |                        |   |
| 10           | SF0103095 | 5.1.      | Items not to be reclassified into P&L   |   |                        |   |
| 11           | SF0103100 | 5.1.1.    | Tangible assets   |   |                        |   |
| 12           | SF0103110 | 5.1.2.    | Intangible goods  |   |                        |   |
| 13           | SF0103120 | 5.1.3.    | Actuarial gain or (-) loss on pension provision schemes   |   |                        |   |
| 14           | SF0103122 | 5.1.4.    | Invested assets and disposal groups classified as held for sale   |   |                        |   |
| 15           | SF0103124 | 5.1.5.    | Share in the other booked income or expenditures of investments into subsidiaries, joint ventures and associated companies                                      |   |                        |   |
| 16           | SF0103125 | 5.1.6.    | Change in the fair value of ownership instruments booked at fair value and charged to other comprehensive income  |   |                        |   |
| 17           | SF0103126 | 5.1.7.    | Lack of effectiveness of hedging of ownership instruments booked at fair value and charged to other comprehensive income  |   |                        |   |
| 18           | SF0103127 | 5.1.7.1.  | Change in the fair value of ownership instruments booked at fair value and charged to other comprehensive income - hedged items                                 |   |                        |   |
| 19           | SF0103128 | 5.1.7.2.  | Change in the fair value of ownership instruments booked at fair value and charged to other comprehensive income - hedging instruments                          |   |                        |   |
| 20           | SF0103129 | 5.1.8.    | Change in the fair value of financial liabilities booked at fair value and charged to P&L, caused by credit risk changes  |   |                        |   |
| 21           | SF0103130 | 5.2.      | Items that may be reclassified to P&L   |   |                        |   |
| 22           | SF0103140 | 5.2.1.    | Conversion of foreign currencies  |   |                        |   |
| 23           | SF0103150 | 5.2.2.    | Derivative hedging transactions Cash flow hedging transactions, effective part  |   |                        |   |
| 24           | SF0103155 | 5.2.3.    | Change in the fair value of debt securities booked at fair value and charged to other comprehensive income  |   |                        |   |
| 25           | SF0103165 | 5.2.4.    | Hedging instruments - unmarked items  |   |                        |   |
| 26           | SF0103170 | 5.2.5.    | Invested assets and disposal groups classified as held for sale   |   |                        |   |
| 27           | SF0103180 | 5.2.6.    | Share in the other booked income or expenditures of investments into subsidiaries, joint ventures and associated companies                                      |   |                        |   |
| 28           | SF0103190 | 6.        | <b>Profit reserve</b>   | -7  |                        | -7  |
| 29           | SF0103200 | 7.        | <b>Revaluation reserve (upon transition to IFRS)</b>  |   |                        |   |
| 30           | SF0103210 | 8.        | <b>Other reserves</b>   |   |                        |   |
| 31           | SF0103220 | 8.1.      | Share in the other booked income or expenditures of investments in subsidiaries, joint ventures and associated companies, valued according to the equity method |   |                        |   |
| 32           | SF0103230 | 8.2.      | Other   |   |                        |   |
| 33           | SF0103240 | 9.        | <b>(-) Own shares</b>   |   |                        |   |
| 34           | SF0103250 | 10.       | <b>Profit or (-) loss of the business year</b>  |   |                        |   |
| 35           | SF0103260 | 11.       | <b>(-) Interim dividend</b>   |   |                        |   |
| 36           | SF0103300 | 12.       | <b>TOTAL EQUITY</b>   | 4 093   |                        | 4 093   |
| 37           | SF0103310 | 13.       | <b>TOTAL LIABILITIES AND EQUITY</b>   | 4 100   |                        | 4 100   |

Dated: 15 November 2021

\_\_\_\_\_  
dr. Zsolt Barna  
Chairman of the Board

\_\_\_\_\_  
József Vida  
Board member

# **Magyar Takaréknál Bankholding Zrt.**

KSH statistical number: 27961104-6420-114-01

Corporate registration number: 01-10-140-865

## **Draft (closing) asset inventory of the Merging Company**

**31 August 2021**

Dated: 15 November 2021

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dr. Zsolt Barna  
Chairman of the Board

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József Vida  
Board member

Draft (closing) asset inventory of the Merging Company

In HUF

| Sequence no. | Line code | Account number | Item  | Asset inventory of the Merging Company at book value, 31 August 2021 | Revaluation difference | Asset inventory of the Merged Company at appraised value, 31 August 2021 |
|--------------|-----------|----------------|---|--|------------------------|--|
| 1            | SF0101010 |                | Cash, account balances with central banks, and other sight deposits                           | 0  |                        | 0  |
| 2            | SF0101020 |                | Cash  | 0  |                        | 0  |
| 8            | SF0101030 |                | Account balances with central banks   | 0  |                        | 0  |
| 15           | SF0101040 |                | Other sight deposits  | 4 100 047 691  |                        | 4 100 047 691  |
| 16           |           | 325110000      | Nostro  | 4 100 047 691  |                        | 4 100 047 691  |
| 20           | SF0101050 |                | Financial instruments held for trading  | 0  |                        | 0  |
| 21           | SF0101060 |                | Derivative transactions   | 0  |                        | 0  |
| 29           | SF0101070 |                | Ownership instruments   | 0  |                        | 0  |
| 30           | SF0101080 |                | Debt securities   | 0  |                        | 0  |
| 36           | SF0101090 |                | Loans   | 0  |                        | 0  |
| 37           | SF0101091 |                | Advances  | 0  |                        | 0  |
| 38           | SF0101092 |                | Central bank and interbank deposits   | 0  |                        | 0  |
| 39           | SF0101093 |                | Financial instruments not held for trading, obligatorily booked at fair value, charged to P&L | 0  |                        | 0  |
| 40           | SF0101094 |                | Ownership instruments   | 0  |                        | 0  |
| 41           | SF0101095 |                | Debt securities   | 0  |                        | 0  |
| 42           | SF0101096 |                | Loans   | 0  |                        | 0  |
| 55           | SF0101097 |                | Advances  | 0  |                        | 0  |
| 56           | SF0101098 |                | Central bank and interbank deposits   | 0  |                        | 0  |
| 57           | SF0101100 |                | Financial instruments indicatively booked at fair value and charged to P&L                    | 0  |                        | 0  |
| 58           | SF0101120 |                | Debt securities   | 0  |                        | 0  |
| 59           | SF0101130 |                | Loans   | 0  |                        | 0  |
| 60           | SF0101131 |                | Advances  | 0  |                        | 0  |
| 61           | SF0101132 |                | Central bank and interbank deposits   | 0  |                        | 0  |
| 62           | SF0101141 |                | Financial instruments at fair value, charged to other comprehensive income                    | 0  |                        | 0  |
| 63           | SF0101142 |                | Ownership instruments   | 0  |                        | 0  |
| 64           | SF0101143 |                | Debt securities   | 0  |                        | 0  |
| 82           | SF0101144 |                | Loans   | 0  |                        | 0  |
| 83           | SF0101145 |                | Advances  | 0  |                        | 0  |
| 84           | SF0101146 |                | Central bank and interbank deposits   | 0  |                        | 0  |
| 85           | SF0101181 |                | Financial instruments at amortised historical value   | 0  |                        | 0  |
| 86           | SF0101182 |                | Debt securities   | 0  |                        | 0  |
| 99           | SF0101183 |                | Loans   | 0  |                        | 0  |
| 228          | SF0101184 |                | Advances  | 0  |                        | 0  |
| 243          | SF0101185 |                | Central bank and interbank deposits   | 0  |                        | 0  |
| 256          | SF0101240 |                | Derivative transactions - hedging settlements   | 0  |                        | 0  |
| 259          | SF0101250 |                | Change in the fair value of items hedged for the interest rate risk of the portfolio          | 0  |                        | 0  |
| 261          | SF0101260 |                | Investments in subsidiaries, joint ventures and associated companies                          | 0  |                        | 0  |
| 266          | SF0101270 |                | Tangible assets   | 0  |                        | 0  |
| 267          | SF0101280 |                | Real estates, machinery, equipment  | 0  |                        | 0  |
| 316          | SF0101290 |                | Real estates for investment purposes  | 0  |                        | 0  |
| 317          | SF0101300 |                | Intangible goods  | 0  |                        | 0  |
| 331          | SF0101330 |                | Tax receivables   | 0  |                        | 0  |
| 332          | SF0101340 |                | Actual tax receivables  | 0  |                        | 0  |
| 338          | SF0101350 |                | Deferred tax receivables  | 0  |                        | 0  |
| 341          | SF0101360 |                | Other assets  | 0  |                        | 0  |
| 434          | SF0101370 |                | Qualified invested assets and disposal groups held for sale                                   | 0  |                        | 0  |
| 435          | SF0101371 |                | Ownership instruments   | 0  |                        | 0  |
| 436          | SF0101372 |                | Debt securities   | 0  |                        | 0  |
| 437          | SF0101373 |                | Loans   | 0  |                        | 0  |
| 438          | SF0101374 |                | Other   | 0  |                        | 0  |
| 439          | SF0102010 |                | Financial liabilities held for trading  | 0  |                        | 0  |
| 440          | SF0102020 |                | Derivative transactions   | 0  |                        | 0  |
| 449          | SF0102030 |                | Short positions   | 0  |                        | 0  |
| 450          | SF0102040 |                | Deposits  | 0  |                        | 0  |
| 451          | SF0102045 |                | Loans taken out   | 0  |                        | 0  |
| 452          | SF0102050 |                | Debt securities issued  | 0  |                        | 0  |
| 453          | SF0102060 |                | Other financial liabilities   | 0  |                        | 0  |
| 454          | SF0102070 |                | Financial liabilities indicatively booked at fair value, charged to P&L                       | 0  |                        | 0  |
| 455          | SF0102080 |                | Deposits  | 0  |                        | 0  |
| 456          | SF0102085 |                | Loans taken out   | 0  |                        | 0  |
| 457          | SF0102090 |                | Debt securities issued  | 0  |                        | 0  |
| 458          | SF0102100 |                | Other financial liabilities   | 0  |                        | 0  |
| 459          | SF0102110 |                | Financial liabilities at amortised historical value   | -5 100 000   |                        | -5 100 000   |
| 460          | SF0102120 |                | Deposits  | 0  |                        | 0  |
| 479          | SF0102125 |                | Loans taken out   | 0  |                        | 0  |
| 495          | SF0102130 |                | Debt securities issued  | 0  |                        | 0  |
| 497          | SF0102140 |                | Other financial liabilities   | -5 100 000   |                        | -5 100 000   |
| 510          |           | 444110000      | Accounts receivable - Payable (customers)   | -5 100 000   |                        | -5 100 000   |
| 512          | SF0102150 |                | Derivative transactions - hedging settlements   | 0  |                        | 0  |
| 515          | SF0102160 |                | Change in the fair value of items under portfolio hedging for interest rate risk              | 0  |                        | 0  |
| 518          | SF0102170 |                | Provisions  | 0  |                        | 0  |
| 519          | SF0102180 |                | Pensions and other provisions payable for the termination of employment                       | 0  |                        | 0  |
| 520          | SF0102190 |                | Other long-term provisions to employees   | 0  |                        | 0  |
| 521          | SF0102200 |                | Reorganisation  | 0  |                        | 0  |
| 522          | SF0102210 |                | Pending legal matters and tax litigation  | 0  |                        | 0  |
| 524          | SF0102220 |                | Commitments and guarantees issued   | 0  |                        | 0  |
| 528          | SF0102230 |                | Other provisions  | 0  |                        | 0  |
| 532          | SF0102240 |                |   | 0  |                        | 0  |
| 533          | SF0102250 |                | Actual tax liabilities  | 0  |                        | 0  |
| 537          | SF0102260 |                | Deferred tax liabilities  | 0  |                        | 0  |
| 540          | SF0102270 |                | Capital repayable on demand   | 0  |                        | 0  |
| 541          | SF0102280 |                | Other liabilities   | -2 001 829   |                        | -2 001 829   |
| 575          |           | 441311100      | Taxes and tax-type items  | -54 999  |                        | -54 999  |
| 582          |           | 441331000      | Taxes and tax-type items  | -5 501   |                        | -5 501   |
| 584          |           | 441341000      | Taxes and tax-type items  | -56 831  |                        | -56 831  |
| 605          |           | 442101080      | Other   | -243 837   |                        | -243 837   |
| 659          |           | 447150000      | Monthly deferred costs  | -1 572 830   |                        | -1 572 830   |
| 662          |           | 443101080      | Taxes and tax-type items  | -67 831  |                        | -67 831  |
| 665          | SF0102290 |                | Liabilities in qualified disposal groups held for sale  | 0  |                        | 0  |
| 666          | SF0102291 |                | Deposits  | 0  |                        | 0  |
| 667          | SF0102292 |                | Other   | 0  |                        | 0  |
| 668          | SF0103300 |                | TOTAL EQUITY  | -4 092 945 862   |                        | -4 092 945 862   |
| 669          | SF0103010 |                | Registered capital  | -2 000 000 000   |                        | -2 000 000 000   |



|     |           |   |                |                |
|-----|-----------|---|----------------|----------------|
| 670 | SF0103020 | Registered capital paid in  | -2 000 000 000 | -2 000 000 000 |
| 671 | 491100000 | Registered capital  | -2 000 000 000 | -2 000 000 000 |
| 672 | SF0103030 | Registered but unpaid capital   | 0              | 0              |
| 673 | SF0103040 | Payment above face value (premium)  | -2 100 000 000 | -2 100 000 000 |
| 674 | 492110000 | Capital reserve   | -2 100 000 000 | -2 100 000 000 |
| 675 | SF0103050 | Ownership instruments issued, except registered capital   | 0              | 0              |
| 676 | SF0103060 | Equity element in composite financial instruments   | 0              | 0              |
| 677 | SF0103070 | Other ownership instruments issued  | 0              | 0              |
| 678 | SF0103080 | Other capital   | 0              | 0              |
| 679 | SF0103090 | Accumulated other comprehensive income  | 0              | 0              |
| 680 | SF0103095 | Items not to be reclassified into P&L   | 0              | 0              |
| 681 | SF0103100 | Tangible assets   | 0              | 0              |
| 682 | SF0103110 | Intangible goods  | 0              | 0              |
| 683 | SF0103120 | Actuarial gain or (-) loss on pension provision schemes   | 0              | 0              |
| 684 | SF0103122 | Invested assets and disposal groups classified as held for sale   | 0              | 0              |
| 685 | SF0103124 | Investment in subsidiaries, joint ventures and associated companies, from other booked income or expenditures   | 0              | 0              |
| 686 | SF0103125 | Ownership instruments booked at fair value and charged to other comprehensive income                            | 0              | 0              |
| 689 | SF0103126 | Hedging transactions for ownership instruments booked at fair value and charged to other comprehensive income   | 0              | 0              |
| 690 | SF0103127 | Change in the fair value of ownership instruments charged to other comprehensive income                         | 0              | 0              |
| 691 | SF0103128 | Change in the fair value of ownership instruments charged to other comprehensive income                         | 0              | 0              |
| 692 | SF0103129 | Change in the fair value of financial liabilities charged to P&L, arising from credit risk changes              | 0              | 0              |
| 693 | SF0103130 | Items that can be reclassified to P&L   | 0              | 0              |
| 694 | SF0103140 | Conversion of foreign currencies  | 0              | 0              |
| 695 | SF0103150 | Derivative hedging transactions Cash flow hedging reserve (effective part)                                      | 0              | 0              |
| 696 | SF0103155 | Change in the fair value of debt instruments charged to other comprehensive income                              | 0              | 0              |
|     | 498210000 | Accumulated other comprehensive income  | 0              | 0              |
|     | 498220000 | Other comprehensive income of the year  | 0              | 0              |
|     | 498240000 | Other comprehensive income of the year  | 0              | 0              |
|     | 498910000 | Accumulated other comprehensive income  | 0              | 0              |
|     | 498920000 | Other comprehensive income of the year  | 0              | 0              |
|     | 498940000 | Other comprehensive income of the year  | 0              | 0              |
| 692 | SF0103165 | Hedging instruments (unmarked elements)   | 0              | 0              |
| 693 | SF0103170 | Invested assets and disposal groups classified as held for sale   | 0              | 0              |
| 694 | SF0103180 | Other booked ?? of investments into subsidiaries, joint ventures and associated companies (incomplete Hungariai | 0              | 0              |
| 695 | SF0103190 | Profit reserve  | 7 054 138      | 7 054 138      |
| 696 | 494110000 | Profit reserve  | 0              | 0              |
| 697 | 494111000 | Profit reserve  | 0              | 0              |
| 698 | 494310000 | General reserve   | 0              | 0              |
| 699 |           | Profit or (-) loss of the business year   | 7 054 138      | 7 054 138      |
| 700 | SF0103200 | Revaluation reserve (upon transition to IFRS)   | 0              | 0              |
| 701 | SF0103210 | Other reserves  | 0              | 0              |
| 702 | SF0103220 | Investments in subsidiaries, joint ventures and associated companies according to the equity method (incomplete | 0              | 0              |
| 703 | SF0103230 | Other   | 0              | 0              |
| 704 | 494310000 | General reserve   | 0              | 0              |
| 705 | SF0103240 | (-) Own shares  | 0              | 0              |
| 706 | SF0103250 | reclassificati Profit or (-) loss of the business year  | 0              | 0              |

Dated: 15 November 2021

dr. Zsolt Barna  
Chairman of the Board

József Vida  
Board member

WRITTEN RESOLUTION OF THE SUPERVISORY BOARD  
OF MAGYAR TAKARÉK BANKHOLDING ZÁRTKÖRŰEN MŰKÖDŐ RÉSZVÉNYTÁRSASÁG

I, the undersigned, **Zsolt János Rózsa**, as the Chairman of the Supervisory Board (the "**Supervisory Board**") of **Magyar TakaréK Bankholding Zártkörűen Működő Részvénytársaság** (registered office: 1134 Budapest, Kassák Lajos utca 18.) (the "**Company**"), as the proforma company, hereby declare that the written resolution initiated on 8 November 2021 was adopted in accordance with Clause 3.15 of the Rules of Procedure of the Supervisory Board and, in accordance with Clause 3.17 of the Rules of Procedure of the Supervisory Board, I hereby declare that the Supervisory Board adopted the following resolution by written vote on 15 November 2021:

with .5 votes in favour, against 0 negative votes and 0 abstentions:

**Decision of the Supervisory Board 1/2021 (15 November)**

In accordance with Section 4 (5) of Act CLXXVI of 2013 on the Transformation, Merger and Division of Certain Legal Persons, the Supervisory Board has audited the the draft (final) balance sheet and inventory of assets and liabilities of the Company [the Company and BUDAPEST Hitel és Fejlesztési Bank Zártkörűen Működő Részvénytársaság (registered office: 1138 Budapest, Váci út 193.; company registration number: Cg.01-10-041037)] as merging companies and MKB Bank Nyrt. (registered office 1056 Budapest, Váci u 38; company registration number Cg 01-10-040952) as the receiving company as at 31 August 2021 and approves them as set out in Annex 1 to the written proposal.

Date: Budapest, 15 November 2021

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**Zsolt János Rózsa**

Chairman of the Supervisory Board  
Magyar TakaréK Bankholding Zrt.

**ANNEX NO. 7**

**The closing (acquiring) and the opening (successor) draft statement of assets and liabilities and inventory of holdings of the Acquiring Company and the opinion of the Supervisory Board.**

# **MKB Bank Nyrt.**

Statistical number: 10011922 6419 114 01  
Cg.: 01 10 040952

## **Draft (closing) balance sheet of the Company Taking Over**

**31 August 2021**

Dated: Budapest, 15 November 2021

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Dr. Zsolt Barna  
Chairman & CEO

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János Nyemcsok  
Deputy Chairman

Draft (closing) balance sheet of the Company Taking Over

Assets

figures in million HUF

| Serial number | Line code | Hierarchy | Definition   | Assets of the Company Taking Over at book value, 31 August 2021 | Revaluation difference | Assets of the Company Taking Over at assessed value, 31 August 2021 |
|---------------|-----------|-----------|--|---|------------------------|---|
| 1             | SF0101010 | 1.        | <b>Cash, account balances with central banks, and other sight deposits</b>                               | <b>269 892</b>  |                        | <b>269 892</b>  |
| 2             | SF0101020 | 1.1.      | Cash   | 21 646  |                        | 21 646  |
| 3             | SF0101030 | 1.2.      | Account balances with central banks  | 228 747   |                        | 228 747   |
| 4             | SF0101040 | 1.3.      | Other sight deposits   | 19 499  |                        | 19 499  |
| 5             | SF0101050 | 2.        | <b>Financial instruments held for trading</b>  | <b>55 429</b>   |                        | <b>55 429</b>   |
| 6             | SF0101060 | 2.1.      | Derivative transactions  | 34 519  |                        | 34 519  |
| 7             | SF0101070 | 2.2.      | Ownership instruments  | 7 236   |                        | 7 236   |
| 8             | SF0101080 | 2.3.      | Debt securities  | 13 674  |                        | 13 674  |
| 9             | SF0101090 | 2.4.      | Loans  |   |                        |   |
| 10            | SF0101091 | 2.5.      | Advances   |   |                        |   |
| 11            | SF0101092 | 2.6.      | Central bank and interbank deposits  |   |                        |   |
| 12            | SF0101093 | 3.        | <b>Financial instruments not held for trading, obligatorily booked at fair value, charged to P&amp;L</b> | <b>918</b>  |                        | <b>918</b>  |
| 13            | SF0101094 | 3.1.      | Ownership instruments  | 143   |                        | 143   |
| 14            | SF0101095 | 3.2.      | Debt securities  |   |                        |   |
| 15            | SF0101096 | 3.3.      | Loans  | 775   |                        | 775   |
| 16            | SF0101097 | 3.4.      | Advances   |   |                        |   |
| 17            | SF0101098 | 3.5.      | Central bank and interbank deposits  |   |                        |   |
| 18            | SF0101100 | 4.        | <b>Financial instruments indicatively booked at fair value, charged to P&amp;L</b>                       |   |                        |   |
| 19            | SF0101120 | 4.1.      | Debt securities  |   |                        |   |
| 20            | SF0101130 | 4.2.      | Loans  |   |                        |   |
| 21            | SF0101131 | 4.3.      | Advances   |   |                        |   |
| 22            | SF0101132 | 4.4.      | Central bank and interbank deposits  |   |                        |   |
| 23            | SF0101141 | 5.        | <b>Financial instruments at fair value, charged to other comprehensive income</b>                        | <b>455 008</b>  |                        | <b>455 008</b>  |
| 24            | SF0101142 | 5.1.      | Ownership instruments  |   |                        |   |
| 25            | SF0101143 | 5.2.      | Debt securities  | 455 008   |                        | 455 008   |
| 26            | SF0101144 | 5.3.      | Loans  |   |                        |   |
| 27            | SF0101145 | 5.4.      | Advances   |   |                        |   |
| 28            | SF0101146 | 5.5.      | Central bank and interbank deposits  |   |                        |   |
| 29            | SF0101181 | 6.        | <b>Financial assets at amortised cost</b>  | <b>2 200 102</b>  |                        | <b>2 200 102</b>  |
| 30            | SF0101182 | 6.1.      | Debt securities  | 920 695   |                        | 920 695   |
| 31            | SF0101183 | 6.2.      | Loans  | 1 219 702   |                        | 1 219 702   |
| 32            | SF0101184 | 6.3.      | Advances   | 4 066   |                        | 4 066   |
| 33            | SF0101185 | 6.4.      | Central bank and interbank deposits  | 55 639  |                        | 55 639  |
| 34            | SF0101240 | 7.        | <b>Derivative transactions - hedging settlements</b>   |   |                        |   |
| 35            | SF0101250 | 8.        | <b>Change in the fair value of items hedged for the interest rate risk of the portfolio</b>              |   |                        |   |
| 36            | SF0101260 | 9.        | <b>Investments in subsidiaries, joint ventures and associated companies</b>                              | <b>48 675</b>   |                        | <b>48 675</b>   |
| 37            | SF0101270 | 10.       | <b>Tangible assets</b>   | <b>14 242</b>   |                        | <b>14 242</b>   |
| 38            | SF0101280 | 10.1.     | Property, plant and equipment  | 14 242  |                        | 14 242  |
| 39            | SF0101290 | 10.2.     | Real estates for investment purposes   |   |                        |   |
| 40            | SF0101300 | 11.       | <b>Intangible assets</b>   | <b>24 956</b>   |                        | <b>24 956</b>   |
| 41            | SF0101330 | 12.       | <b>Tax receivables</b>   | <b>6 087</b>  |                        | <b>6 087</b>  |
| 42            | SF0101340 | 12.1.     | Current income tax assets  |   |                        |   |
| 43            | SF0101350 | 12.2.     | Deferred tax assets  | 6 087   |                        | 6 087   |
| 44            | SF0101360 | 13.       | <b>Other assets</b>  | <b>18 256</b>   |                        | <b>18 256</b>   |
| 45            | SF0101370 | 14.       | <b>Invested assets and disposal groups classified as held for sale</b>                                   | <b>1</b>  |                        | <b>1</b>  |
| 46            | SF0101371 | 14.1.     | Ownership instruments  |   |                        |   |
| 47            | SF0101372 | 14.2.     | Debt securities  |   |                        |   |
| 48            | SF0101373 | 14.3.     | Loans  | 1   |                        | 1   |
| 49            | SF0101374 | 14.4.     | Other  |   |                        |   |
| 50            | SF0101380 | 15.       | <b>TOTAL ASSETS</b>  | <b>3 093 566</b>  |                        | <b>3 093 566</b>  |

Dated: Budapest, 15 November 2021

Dr. Zsolt Barna  
Chairman & CEO

János Nyemcsok  
Deputy Chairman

*Liabilities*

figures in million HUF

| Serial number | Line code | Hierarchy | Definition  | Assets of the Company Taking Over at book value, 31 August 2021 | Revaluation difference | Assets of the Company Taking Over at assessed value, 31 August 2021 |
|---------------|-----------|-----------|---|---|------------------------|---|
| 1             | SF0102010 | 1.        | <b>Financial liabilities held for trading</b>   | <b>16 510</b>   |                        | <b>16 510</b>   |
| 2             | SF0102020 | 1.1.      | Derivative transactions   | 16 510  |                        | 16 510  |
| 3             | SF0102030 | 1.2.      | Short positions   |   |                        |   |
| 4             | SF0102040 | 1.3.      | Deposits  |   |                        |   |
| 5             | SF0102045 | 1.4.      | Loans taken out   |   |                        |   |
| 6             | SF0102050 | 1.5.      | Debt securities issued  |   |                        |   |
| 7             | SF0102060 | 1.6.      | Other financial liabilities   |   |                        |   |
| 8             | SF0102070 | 2.        | <b>Financial liabilities indicatively booked at fair value, charged to P&amp;L</b>      |   |                        |   |
| 9             | SF0102080 | 2.1.      | Deposits  |   |                        |   |
| 10            | SF0102085 | 2.2.      | Loans taken out   |   |                        |   |
| 11            | SF0102090 | 2.3.      | Debt securities issued  |   |                        |   |
| 12            | SF0102100 | 2.4.      | Other financial liabilities   |   |                        |   |
| 13            | SF0102110 | 3.        | <b>Financial liabilities valued at amortised cost</b>                                   | <b>2 825 211</b>  |                        | <b>2 825 211</b>  |
| 14            | SF0102120 | 3.1.      | Deposits  | 1 849 193   |                        | 1 849 193   |
| 15            | SF0102125 | 3.2.      | Loans taken out   | 878 758   |                        | 878 758   |
| 16            | SF0102130 | 3.3.      | Debt securities issued  | 44 456  |                        | 44 456  |
| 17            | SF0102140 | 3.4.      | Other financial liabilities   | 52 804  |                        | 52 804  |
| 18            | SF0102150 | 4.        | <b>Derivative transactions - hedging settlements</b>                                    |   |                        |   |
| 19            | SF0102160 | 5.        | <b>Change in the fair value of items under portfolio hedging for interest rate risk</b> |   |                        |   |
| 20            | SF0102170 | 6.        | <b>Provisions</b>   | <b>2 559</b>  |                        | <b>2 559</b>  |
| 21            | SF0102180 | 6.1.      | Pensions and other provisions payable for the termination of employment                 |   |                        |   |
| 22            | SF0102190 | 6.2.      | Other long-term provisions to employees   |   |                        |   |
| 23            | SF0102200 | 6.3.      | Reorganisation  |   |                        |   |
| 24            | SF0102210 | 6.4.      | Pending legal matters and tax litigation  | 247   |                        | 247   |
| 25            | SF0102220 | 6.5.      | Commitments and guarantees issued   | 2 312   |                        | 2 312   |
| 26            | SF0102230 | 6.6.      | Other provisions  |   |                        |   |
| 27            | SF0102240 | 7.        | <b>Tax liabilities</b>  | <b>1 315</b>  |                        | <b>1 315</b>  |
| 28            | SF0102250 | 7.1.      | Actual tax liabilities  | 1 315   |                        | 1 315   |
| 29            | SF0102260 | 7.2.      | Deferred tax liabilities  |   |                        |   |
| 30            | SF0102270 | 8.        | <b>Capital repayable on demand</b>  |   |                        |   |
| 31            | SF0102280 | 9.        | <b>Other liabilities</b>  | <b>15 326</b>   |                        | <b>15 326</b>   |
| 32            | SF0102290 | 10.       | <b>Liabilities in disposal groups classified as held for sale</b>                       |   |                        |   |
| 33            | SF0102291 | 10.1.     | Deposits  |   |                        |   |
| 34            | SF0102292 | 10.2.     | Other   |   |                        |   |
| 35            | SF0102300 | 10.3.     | <b>TOTAL LIABILITIES</b>  | <b>2 860 921</b>  |                        | <b>2 860 921</b>  |

*Equity*

figures in million HUF

| Serial number | Line code | Hierarchy | Definition  | Assets of the Company Taking Over at book value, 31 August 2021 | Revaluation difference | Assets of the Company Taking Over at assessed value, 31 August 2021 |
|---------------|-----------|-----------|---|---|------------------------|---|
| 1             | SF0103010 | 1.        | <b>Share capital</b>  | <b>100 000</b>  |                        | <b>100 000</b>  |
| 2             | SF0103020 | 1.1.      | Registered capital paid in  | 100 000   |                        | 100 000   |
|               |           |           | <i>of which, capital registered by the Court of Registration</i>  | <i>100 000</i>  |                        | <i>100 000</i>  |
|               |           |           | <i>of which, unapproved change in capital provided by owners (+/-)</i>  |   |                        |   |
| 3             | SF0103030 | 1.2.      | Registered but unpaid capital   |   |                        |   |
| 4             | SF0103040 | 2.        | <b>Payment above face value (premium)</b>   | <b>21 729</b>   |                        | <b>21 729</b>   |
| 5             | SF0103050 | 3.        | <b>Ownership instruments issued, except registered capital</b>  |   |                        |   |
| 6             | SF0103060 | 3.1.      | Equity element in composite financial instruments   |   |                        |   |
| 7             | SF0103070 | 3.2.      | Other ownership instruments issued  |   |                        |   |
| 8             | SF0103080 | 4.        | <b>Other capital</b>  |   |                        |   |
| 9             | SF0103090 | 5.        | <b>Accumulated other comprehensive income</b>   | <b>-17 651</b>  |                        | <b>-17 651</b>  |
| 10            | SF0103095 | 5.1.      | Items not to be reclassified into P&L   |   |                        |   |
| 11            | SF0103100 | 5.1.1.    | Tangible assets   |   |                        |   |
| 12            | SF0103110 | 5.1.2.    | Intangible assets   |   |                        |   |
| 13            | SF0103120 | 5.1.3.    | Actuarial gain or (-) loss on pension provision schemes   |   |                        |   |
| 14            | SF0103122 | 5.1.4.    | Invested assets and disposal groups classified as held for sale   |   |                        |   |
| 15            | SF0103124 | 5.1.5.    | Share in the other booked income or expenditures of investments into subsidiaries, joint ventures and associated companies                                      |   |                        |   |
| 16            | SF0103125 | 5.1.6.    | Change in the fair value of ownership instruments booked at fair value and charged to other comprehensive income  |   |                        |   |
| 17            | SF0103126 | 5.1.7.    | Lack of effectiveness of hedging of ownership instruments booked at fair value and charged to other comprehensive income  |   |                        |   |
| 18            | SF0103127 | 5.1.7.1.  | Change in the fair value of ownership instruments booked at fair value and charged to other comprehensive income - hedged items                                 |   |                        |   |
| 19            | SF0103128 | 5.1.7.2.  | Change in the fair value of ownership instruments booked at fair value and charged to other comprehensive income - hedging instruments                          |   |                        |   |
| 20            | SF0103129 | 5.1.8.    | Change in the fair value of financial liabilities booked at fair value and charged to P&L, caused by credit risk changes  |   |                        |   |
| 21            | SF0103130 | 5.2.      | Items that can be reclassified to P&L   | -17 651   |                        | -17 651   |
| 22            | SF0103140 | 5.2.1.    | Conversion of foreign currencies  |   |                        |   |
| 23            | SF0103150 | 5.2.2.    | Derivative hedging transactions Cash flow hedging transactions, effective part  |   |                        |   |
| 24            | SF0103155 | 5.2.3.    | Change in the fair value of debt securities booked at fair value and charged to other comprehensive income  | -17 651   |                        | -17 651   |
| 25            | SF0103165 | 5.2.4.    | Hedging instruments - unmarked items  |   |                        |   |
| 26            | SF0103170 | 5.2.5.    | Invested assets and disposal groups classified as held for sale   |   |                        |   |
| 27            | SF0103180 | 5.2.6.    | Share in the other booked income or expenditures of investments into subsidiaries, joint ventures and associated companies                                      |   |                        |   |
| 28            | SF0103190 | 6.        | <b>Retained earnings</b>  | <b>128 567</b>  |                        | <b>128 567</b>  |
| 29            | SF0103200 | 7.        | <b>Revaluation reserve (upon transition to IFRS)</b>  |   |                        |   |
| 30            | SF0103210 | 8.        | <b>Other reserves</b>   |   |                        |   |
| 31            | SF0103220 | 8.1.      | Share in the other booked income or expenditures of investments in subsidiaries, joint ventures and associated companies, valued according to the equity method |   |                        |   |
| 32            | SF0103230 | 8.2.      | Other   |   |                        |   |
| 33            | SF0103240 | 9.        | <b>(-) Own shares</b>   |   |                        |   |
| 34            | SF0103250 | 10.       | <b>Profit or (-) loss of the business year</b>  |   |                        |   |
| 35            | SF0103260 | 11.       | <b>(-) Interim dividend</b>   |   |                        |   |
| 36            | SF0103300 | 12.       | <b>TOTAL SHAREHOLDERS' EQUITY</b>   | <b>232 645</b>  |                        | <b>232 645</b>  |
| 37            | SF0103310 | 13.       | <b>TOTAL EQUITY AND LIABILITIES</b>   | <b>3 093 566</b>  |                        | <b>3 093 566</b>  |

Dated: Budapest, 15 November 2021

Dr. Zsolt Barna  
Chairman & CEO

János Nyemcsok  
Deputy Chairman

# **MKB Bank Nyrt.**

Statistical number: 10011922 6419 114 01  
Cg.: 01 10 040952

## **Final draft asset inventory of the Company Taking Over**

**31 August 2021**

Dated: Budapest, 15 November 2021

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Dr. Zsolt Barna  
Chairman & CEO

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János Nyemcsok  
Deputy Chairman



Final draft asset inventory of the Company Taking Over

In HUF

| Serial number | Line code | Account number | Interest account number | Item  | Asset inventory of the Company Taking Over at book value, 31 August 2021 | Revaluation difference | Asset inventory of the Company Taking Over at assessed value, 31 August 2021 |
|---------------|-----------|----------------|-------------------------|---|--|------------------------|--|
| 1             | SF0101010 |                |                         | <b>Cash, account balances with central banks, and other sight deposits</b>            | <b>269 892 171 629</b>   |                        | <b>269 892 171 629</b>   |
| 2             | SF0101020 |                |                         | <b>Cash</b>   | <b>21 646 267 524</b>  |                        | <b>21 646 267 524</b>  |
| 3             | SF0101020 | 311011         |                         | Cash and vaults   | 18 201 790 272   |                        | 18 201 790 272   |
| 4             | SF0101020 | 311012         |                         | ATMs  | 2 342 686 500  |                        | 2 342 686 500  |
| 5             | SF0101020 | 319300         |                         | Cash in transit   | 1 101 790 752  |                        | 1 101 790 752  |
| 6             | SF0101030 |                |                         | <b>Account balances with central banks</b>  | <b>228 747 198 206</b>   |                        | <b>228 747 198 206</b>   |
| 7             | SF0101030 | 311022         |                         | Settlement deposit account  | 18 513 386 799   |                        | 18 513 386 799   |
| 8             | SF0101030 | 311023         | 382023                  | Short-term financial loans to credit institutions                                     | 210 925 766 953  |                        | 210 925 766 953  |
| 9             | SF0101030 | 319100         |                         | Settlement deposits and other nostro internal transfer accounts                       | -691 955 546   |                        | -691 955 546   |
| 10            | SF0101040 |                |                         | <b>Other sight deposits</b>   | <b>19 498 705 899</b>  |                        | <b>19 498 705 899</b>  |
| 11            | SF0101040 | 311031         |                         | Funds for home construction with OTP  | 44 954 830   |                        | 44 954 830   |
| 12            | SF0101040 | 311032         |                         | Funds for home construction with Takaréknó Bank                                       | 28 299 503   |                        | 28 299 503   |
| 13            | SF0101040 | 321212         |                         | Other bank nostro   | 18 195 430 543   |                        | 18 195 430 543   |
| 14            | SF0101040 | 321215         |                         | Basic deposit for stock exchange trading  | 23 024 359   |                        | 23 024 359   |
| 15            | SF0101040 | 321217         |                         | Receivables from KELER due to basic deposit for clients' futures transactions         | 1 140 954 914  |                        | 1 140 954 914  |
| 16            | SF0101040 | 321264         |                         | Collective guarantee fund placed with KELER   | 66 000 000   |                        | 66 000 000   |
| 17            | SF0101040 | 382212         | 382212                  | Deferred interest based on other bank nostro  | 41 750   |                        | 41 750   |
| 18            | SF0101050 |                |                         | <b>Financial instruments held for trading</b>   | <b>55 429 067 714</b>  |                        | <b>55 429 067 714</b>  |
| 19            | SF0101060 |                |                         | <b>Derivative transactions</b>  | <b>34 519 144 137</b>  |                        | <b>34 519 144 137</b>  |
| 20            | SF0101060 | 335411         |                         | Positive valuation difference of IRS transactions with clients                        | 24 061 431 095   |                        | 24 061 431 095   |
| 21            | SF0101060 | 335414         |                         | Positive valuation difference of FRA transactions with clients                        | 71 281 517   |                        | 71 281 517   |
| 22            | SF0101060 | 335421         |                         | Positive valuation difference of FX futures transactions with clients                 | 389 267 002  |                        | 389 267 002  |
| 23            | SF0101060 | 335422         |                         | Positive valuation difference of FX forward transactions with clients                 | 4 232 412 951  |                        | 4 232 412 951  |
| 24            | SF0101060 | 335423         |                         | Positive valuation difference of FX swap transactions with clients                    | 1 579 817 645  |                        | 1 579 817 645  |
| 25            | SF0101060 | 335424         |                         | Positive valuation difference of CIRIS transactions with clients                      | 3 843 246 899  |                        | 3 843 246 899  |
| 26            | SF0101060 | 335425         |                         | Positive valuation difference of FX option transactions with clients                  | 257 940 569  |                        | 257 940 569  |
| 27            | SF0101060 | 335431         |                         | Positive valuation difference of BUX/shares futures transactions                      | 19 966 000   |                        | 19 966 000   |
| 28            | SF0101060 | 335441         |                         | Positive valuation difference of CDS transactions                                     | 63 780 459   |                        | 63 780 459   |
| 29            | SF0101070 |                |                         | <b>Ownership instruments</b>  | <b>7 235 807 483</b>   |                        | <b>7 235 807 483</b>   |
| 30            | SF0101070 | 371141         |                         | Shares held for trading   | 1 670 496 931  |                        | 1 670 496 931  |
| 31            | SF0101070 | 371151         |                         | Coupons of open-ended investment funds, held for trading                              | 5 565 310 552  |                        | 5 565 310 552  |
| 32            | SF0101080 |                |                         | <b>Debt securities</b>  | <b>13 674 116 094</b>  |                        | <b>13 674 116 094</b>  |
| 33            | SF0101080 | 371121         | 387121                  | Discount treasury bills   | 1 027 643 793  |                        | 1 027 643 793  |
| 34            | SF0101080 | 371121         |                         | Discount treasury bills   | 9  |                        | 9  |
| 35            | SF0101080 | 371131         | 387131                  | State bonds held for trading  | 12 441 709 121   |                        | 12 441 709 121   |
| 36            | SF0101080 | 371133         | 387133                  | Other bonds held for trading  | 204 763 171  |                        | 204 763 171  |
| 37            | SF0101090 |                |                         | <b>Loans</b>  | <b>0</b>   |                        | <b>0</b>   |
| 38            | SF0101091 |                |                         | <b>Advances</b>   | <b>0</b>   |                        | <b>0</b>   |
| 39            | SF0101092 |                |                         | <b>Central bank and interbank deposits</b>  | <b>0</b>   |                        | <b>0</b>   |
| 40            | SF0101093 |                |                         | <b>Financial instruments not held for trading, obligatorily booked at fair value</b>  | <b>917 463 738</b>   |                        | <b>917 463 738</b>   |
| 41            | SF0101094 |                |                         | <b>Ownership instruments</b>  | <b>142 696 509</b>   |                        | <b>142 696 509</b>   |
| 42            | SF0101094 | 171143         |                         | Investments in subsidiaries   | -1   |                        | -1   |
| 43            | SF0101094 | 171146         |                         | Other investments   | 142 696 510  |                        | 142 696 510  |
| 44            | SF0101095 |                |                         | <b>Debt securities</b>  | <b>0</b>   |                        | <b>0</b>   |
| 45            | SF0101096 |                |                         | <b>Loans</b>  | <b>774 767 229</b>   |                        | <b>774 767 229</b>   |
| 46            | SF0101096 | 331233         | 383233                  | Short-term working capital loans to clients   | 21 587 853   |                        | 21 587 853   |
| 47            | SF0101096 | 331234         | 383234                  | Short-term investment and development loans to clients                                | 190 416 840  |                        | 190 416 840  |
| 48            | SF0101096 | 331237         | 383237                  | Short-term loans to clients for homes and real estates                                | 550 942 115  |                        | 550 942 115  |
| 49            | SF0101096 | 331238         | 383238                  | Short-term loans to clients for unspecified purposes                                  | 10 523 253   |                        | 10 523 253   |
| 50            | SF0101096 | 332237         | 385237                  | Overdue principal of loans to clients for homes and real estates                      | 141 598  |                        | 141 598  |
| 51            | SF0101096 | 332237         |                         | Overdue principal of loans to clients for homes and real estates                      | 187 180  |                        | 187 180  |
| 52            | SF0101096 | 332238         | 385238                  | Overdue principal of loans to clients for unspecified purposes                        | 861 328  |                        | 861 328  |
| 53            | SF0101096 | 333237         | 333237                  | Overdue interest of loans to clients for homes and real estates                       | 21 041   |                        | 21 041   |
| 54            | SF0101096 | 333238         | 333238                  | Overdue interest of loans to clients for unspecified purposes                         | 49 897   |                        | 49 897   |
| 55            | SF0101096 | 385237         | 385237                  | Default interest accrued on overdue loans to clients for homes and real estates       | 35   |                        | 35   |
| 56            | SF0101096 | 385238         | 385238                  | Default interest accrued on overdue loans to clients for unspecified purposes         | 36 089   |                        | 36 089   |
| 57            | SF0101097 |                |                         | <b>Advances</b>   | <b>0</b>   |                        | <b>0</b>   |
| 58            | SF0101098 |                |                         | <b>Central bank and interbank deposits</b>  | <b>0</b>   |                        | <b>0</b>   |
| 59            | SF0101100 |                |                         | <b>Financial instruments indicatively booked at fair value and charged to P&amp;L</b> | <b>0</b>   |                        | <b>0</b>   |
| 60            | SF0101120 |                |                         | <b>Debt securities</b>  | <b>0</b>   |                        | <b>0</b>   |
| 61            | SF0101130 |                |                         | <b>Loans</b>  | <b>0</b>   |                        | <b>0</b>   |
| 62            | SF0101131 |                |                         | <b>Advances</b>   | <b>0</b>   |                        | <b>0</b>   |
| 63            | SF0101132 |                |                         | <b>Central bank and interbank deposits</b>  | <b>0</b>   |                        | <b>0</b>   |
| 64            | SF0101141 |                |                         | <b>Financial instruments at fair value, charged to other comprehensive incor</b>      | <b>455 008 383 729</b>   |                        | <b>455 008 383 729</b>   |
| 65            | SF0101142 |                |                         | <b>Ownership instruments</b>  | <b>0</b>   |                        | <b>0</b>   |
| 66            | SF0101143 |                |                         | <b>Debt securities</b>  | <b>455 008 383 729</b>   |                        | <b>455 008 383 729</b>   |
| 67            | SF0101143 | 371131         | 387131                  | State bonds held for trading  | 411 134 424 450  |                        | 411 134 424 450  |
| 68            | SF0101143 | 371131         |                         | State bonds held for trading  | 1 071  |                        | 1 071  |
| 69            | SF0101143 | 371133         | 387133                  | Other bonds held for trading  | 43 004 463 752   |                        | 43 004 463 752   |
| 70            | SF0101143 | 371133         |                         | Other bonds held for trading  | 22   |                        | 22   |
| 71            | SF0101143 | 371134         | 387134                  | Interest-bearing treasury bills for trading   | 7 268 768  |                        | 7 268 768  |
| 72            | SF0101143 | 371134         |                         | Interest-bearing treasury bills for trading   | 237  |                        | 237  |
| 73            | SF0101143 | 371135         | 387135                  | Mortgage notes for trading  | 862 225 883  |                        | 862 225 883  |
| 74            | SF0101143 | 371135         |                         | Mortgage notes for trading  | 124  |                        | 124  |
| 75            | SF0101143 | 387131         | 387131                  | Accrued interest of state bonds held for trading                                      | -184   |                        | -184   |
| 76            | SF0101143 | 387133         | 387133                  | Accrued interest of bonds for trading   | -389   |                        | -389   |
| 77            | SF0101143 | 387135         | 387135                  | Accrued interest of mortgage notes held for trading                                   | -4   |                        | -4   |
| 78            | SF0101144 |                |                         | <b>Loans</b>  | <b>0</b>   |                        | <b>0</b>   |
| 79            | SF0101145 |                |                         | <b>Advances</b>   | <b>0</b>   |                        | <b>0</b>   |
| 80            | SF0101146 |                |                         | <b>Central bank and interbank deposits</b>  | <b>0</b>   |                        | <b>0</b>   |
| 81            | SF0101181 |                |                         | <b>Financial assets at amortised cost</b>   | <b>2 200 102 383 976</b>   |                        | <b>2 200 102 383 976</b>   |
| 82            | SF0101182 |                |                         | <b>Debt securities</b>  | <b>920 695 116 400</b>   |                        | <b>920 695 116 400</b>   |
| 83            | SF0101182 | 171131         | 381131                  | State bonds for investment purposes   | 839 180 793 936  |                        | 839 180 793 936  |
| 84            | SF0101182 | 171131         |                         | State bonds for investment purposes   | -77  |                        | -77  |
| 85            | SF0101182 | 171133         | 381133                  | Bonds for investment purposes   | 69 049 079 563   |                        | 69 049 079 563   |
| 86            | SF0101182 | 171133         |                         | Bonds for investment purposes   | -84  |                        | -84  |
| 87            | SF0101182 | 171135         | 381135                  | Mortgage notes for investment purposes  | 12 465 243 074   |                        | 12 465 243 074   |
| 88            | SF0101182 | 381131         | 381131                  | Accrued interest of state bonds for investment purposes                               | 10   |                        | 10   |

|     |                  |        |        |   |                          |                          |
|-----|------------------|--------|--------|---|--------------------------|--------------------------|
| 89  | SF0101182        | 381133 | 381133 | Accrued interest of bonds for investment purposes                               | -23                      | -23                      |
| 90  | <b>SF0101183</b> |        |        | <b>Loans</b>  | <b>1 219 702 496 354</b> | <b>1 219 702 496 354</b> |
| 91  | SF0101183        | 321221 |        | Overdraft facilities to credit institutions, negative balance                   | 5 832 795                | 5 832 795                |
| 92  | SF0101183        | 321282 | 382282 | Active repo transactions with credit institutions                               | 2 854 077 108            | 2 854 077 108            |
| 93  | SF0101183        | 321282 |        | Active repo transactions with credit institutions                               | 727 067 600              | 727 067 600              |
| 94  | SF0101183        | 321321 |        | Margin settlement accounts (CSA, repo, swap, tender)                            | 998 136 604              | 998 136 604              |
| 95  | SF0101183        | 329140 |        | Credit institutions - MKB fund transfer account                                 | 294 770 000              | 294 770 000              |
| 96  | SF0101183        | 331221 | 383221 | Overdraft facilities to clients, negative balance                               | 57 923 338 240           | 57 923 338 240           |
| 97  | SF0101183        | 331221 |        | Overdraft facilities to clients, negative balance                               | 8 112 942 501            | 8 112 942 501            |
| 98  | SF0101183        | 331226 | 383221 | Széchenyi card loans  | 478 690                  | 478 690                  |
| 99  | SF0101183        | 331226 | 383226 | Széchenyi card loans  | 32 557 310 944           | 32 557 310 944           |
| 100 | SF0101183        | 331226 |        | Széchenyi card loans  | 3 523 128 202            | 3 523 128 202            |
| 101 | SF0101183        | 331227 |        | Credit card debts   | 1 794 634 165            | 1 794 634 165            |
| 102 | SF0101183        | 331233 | 383233 | Short-term working capital loans to clients                                     | 370 457 510 505          | 370 457 510 505          |
| 103 | SF0101183        | 331233 |        | Short-term working capital loans to clients                                     | 3 023 542 789            | 3 023 542 789            |
| 104 | SF0101183        | 331234 | 383234 | Short-term investment and development loans to clients                          | 290 043 969 608          | 290 043 969 608          |
| 105 | SF0101183        | 331234 |        | Short-term investment and development loans to clients                          | 5 104 710 081            | 5 104 710 081            |
| 106 | SF0101183        | 331235 | 383235 | Short-term project loans to clients   | 85 220 655 567           | 85 220 655 567           |
| 107 | SF0101183        | 331235 |        | Short-term project loans to clients   | -3 132 835               | -3 132 835               |
| 108 | SF0101183        | 331236 | 383236 | Short-term lombard loans to clients   | 17 461 920 561           | 17 461 920 561           |
| 109 | SF0101183        | 331237 | 383237 | Short-term loans to clients for homes and real estates                          | 161 147 363 111          | 161 147 363 111          |
| 110 | SF0101183        | 331237 |        | Short-term loans to clients for homes and real estates                          | 47 902 139               | 47 902 139               |
| 111 | SF0101183        | 331238 | 383238 | Short-term loans to clients for unspecified purposes                            | 46 710 073 296           | 46 710 073 296           |
| 112 | SF0101183        | 331238 |        | Short-term loans to clients for unspecified purposes                            | 35 476 916 256           | 35 476 916 256           |
| 113 | SF0101183        | 331251 | 383251 | Factoring receivables   | 304 098 267              | 304 098 267              |
| 114 | SF0101183        | 331251 |        | Factoring receivables   | 13 234 238 299           | 13 234 238 299           |
| 115 | SF0101183        | 331252 | 383252 | Short-term claims from clients due to the purchase of receivables               | 52 587 601 787           | 52 587 601 787           |
| 116 | SF0101183        | 331252 |        | Short-term claims from clients due to the purchase of receivables               | 38 098 067               | 38 098 067               |
| 117 | SF0101183        | 331265 |        | Debts of clients in liquidation (negative balance)                              | 0                        | 0                        |
| 118 | SF0101183        | 331269 | 383269 | Other financial receivables   | 81 898 556               | 81 898 556               |
| 119 | SF0101183        | 331269 |        | Other financial receivables   | 17 507 584               | 17 507 584               |
| 120 | SF0101183        | 331282 | 383282 | Active repo transactions with clients   | 26 363 671 702           | 26 363 671 702           |
| 121 | SF0101183        | 331282 |        | Active repo transactions with clients   | -14                      | -14                      |
| 122 | SF0101183        | 332221 | 385221 | Overdue principal of overdraft facilities to clients                            | 331 204 211              | 331 204 211              |
| 123 | SF0101183        | 332221 |        | Overdue principal of overdraft facilities to clients                            | 126 055 979              | 126 055 979              |
| 124 | SF0101183        | 332226 | 385226 | Overdue principal of Széchenyi card loans                                       | 180 350 657              | 180 350 657              |
| 125 | SF0101183        | 332226 |        | Overdue principal of Széchenyi card loans                                       | -7 200 661               | -7 200 661               |
| 126 | SF0101183        | 332233 | 385233 | Overdue principal of working capital loans to clients                           | 455 817 402              | 455 817 402              |
| 127 | SF0101183        | 332233 |        | Overdue principal of working capital loans to clients                           | 76 017 617               | 76 017 617               |
| 128 | SF0101183        | 332234 | 385234 | Overdue principal of investment and development loans to clients                | 269 269 089              | 269 269 089              |
| 129 | SF0101183        | 332234 |        | Overdue principal of investment and development loans to clients                | 44 718 633               | 44 718 633               |
| 130 | SF0101183        | 332235 | 385235 | Overdue principal of project loans to clients                                   | 10 244 101               | 10 244 101               |
| 131 | SF0101183        | 332235 |        | Overdue principal of project loans to clients                                   | 3 232 835                | 3 232 835                |
| 132 | SF0101183        | 332236 | 385236 | Overdue principal of lombard loans to clients                                   | 4 946                    | 4 946                    |
| 133 | SF0101183        | 332236 |        | Overdue principal of lombard loans to clients                                   | 6 327                    | 6 327                    |
| 134 | SF0101183        | 332237 | 385237 | Overdue principal of loans to clients for homes and real estates                | 169 089 571              | 169 089 571              |
| 135 | SF0101183        | 332237 |        | Overdue principal of loans to clients for homes and real estates                | 75 917 363               | 75 917 363               |
| 136 | SF0101183        | 332238 | 385238 | Overdue principal of loans to clients for unspecified purposes                  | 492 197 348              | 492 197 348              |
| 137 | SF0101183        | 332238 |        | Overdue principal of loans to clients for unspecified purposes                  | 112 917 854              | 112 917 854              |
| 138 | SF0101183        | 332251 | 383251 | Overdue factoring receivables   | 2 447 479                | 2 447 479                |
| 139 | SF0101183        | 332251 |        | Overdue factoring receivables   | 233 367 773              | 233 367 773              |
| 140 | SF0101183        | 332252 | 385252 | Overdue principal from clients arising from the purchase of receivables         | 7 509 283                | 7 509 283                |
| 141 | SF0101183        | 332252 |        | Overdue principal from clients arising from the purchase of receivables         | -34 360 766              | -34 360 766              |
| 142 | SF0101183        | 332261 | 385261 | Overdue principal from clients arising from the called guarantees               | 33 069 956               | 33 069 956               |
| 143 | SF0101183        | 332261 |        | Overdue principal from clients arising from the called guarantees               | 1                        | 1                        |
| 144 | SF0101183        | 332262 |        | Overdue principal from clients arising from documentary transactions            | 502 023                  | 502 023                  |
| 145 | SF0101183        | 332269 | 385269 | Overdue principal arising from other financial receivables                      | 81 294 447               | 81 294 447               |
| 146 | SF0101183        | 332269 |        | Overdue principal arising from other financial receivables                      | 3 327 871                | 3 327 871                |
| 147 | SF0101183        | 333221 | 333221 | Overdue interest of overdraft facilities to clients                             | -38 049 151              | -38 049 151              |
| 148 | SF0101183        | 333226 | 333226 | Overdue interest of Széchenyi card loans  | 175 296 968              | 175 296 968              |
| 149 | SF0101183        | 333233 | 333233 | Overdue interest of working capital loans to clients                            | -7 010 311               | -7 010 311               |
| 150 | SF0101183        | 333234 | 333234 | Overdue interest of investment and development loans to clients                 | -14 904 370              | -14 904 370              |
| 151 | SF0101183        | 333235 |        | Overdue interest of project loans to clients                                    | 686 672                  | 686 672                  |
| 152 | SF0101183        | 333236 | 333236 | Overdue interest of lombard loans to clients                                    | 899 117                  | 899 117                  |
| 153 | SF0101183        | 333237 | 333237 | Overdue interest of loans to clients for homes and real estates                 | 41 992 568               | 41 992 568               |
| 154 | SF0101183        | 333238 | 333238 | Overdue interest of loans to clients for unspecified purposes                   | 72 376 250               | 72 376 250               |
| 155 | SF0101183        | 333252 | 333252 | Overdue interest from clients arising from the purchase of receivables          | 3 630 212                | 3 630 212                |
| 156 | SF0101183        | 333256 |        | Overdue factoring fees payable by clients                                       | 113 808                  | 113 808                  |
| 157 | SF0101183        | 333261 | 333261 | Overdue fees payable by clients arising from guarantees                         | -2 653 064               | -2 653 064               |
| 158 | SF0101183        | 333262 | 333262 | Overdue interest payable by clients based on documentary transactions           | -200 628                 | -200 628                 |
| 159 | SF0101183        | 333266 | 333266 | Overdue commitment fee payable by clients                                       | 1 839 999                | 1 839 999                |
| 160 | SF0101183        | 351241 |        | Interest-free loans to employees, with OTP                                      | 200 918                  | 200 918                  |
| 161 | SF0101183        | 351242 |        | Interest-free loans to employees, with the Savings Cooperatives Bank            | 2 868                    | 2 868                    |
| 162 | SF0101183        | 383221 | 383221 | Interest accrued on overdrafts to clients (negative balances)                   | 22 968 312               | 22 968 312               |
| 163 | SF0101183        | 383226 | 383226 | Interest accrued on Széchenyi card loans  | -34 150 309              | -34 150 309              |
| 164 | SF0101183        | 383233 | 383233 | Interest accrued on working capital loans to clients                            | 415 666 107              | 415 666 107              |
| 165 | SF0101183        | 383234 | 383234 | Interest accrued on investment and development loans to clients                 | 298 160 746              | 298 160 746              |
| 166 | SF0101183        | 383235 | 383235 | Interest accrued on project loans to clients                                    | 56 686 362               | 56 686 362               |
| 167 | SF0101183        | 383236 | 383236 | Interest accrued on lombard loans to clients                                    | 2 883 657                | 2 883 657                |
| 168 | SF0101183        | 383237 | 383237 | Interest accrued on home and real estate loans to clients                       | 213 518 621              | 213 518 621              |
| 169 | SF0101183        | 383238 | 383238 | Interest accrued on loans to clients for unspecified purposes                   | 392 416 550              | 392 416 550              |
| 170 | SF0101183        | 383251 | 383251 | Accrued factoring interest  | -9 607                   | -9 607                   |
| 171 | SF0101183        | 383252 | 383252 | Interest accrued on the purchase of receivables                                 | 46 007 190               | 46 007 190               |
| 172 | SF0101183        | 383269 | 383269 | Interest accrued on other financial receivables                                 | 94 292                   | 94 292                   |
| 173 | SF0101183        | 383282 | 383282 | Interest accrued on active repo transactions with clients                       | -38                      | -38                      |
| 174 | SF0101183        | 385221 | 385221 | Default interest accrued on overdue overdraft facilities to clients             | 130 098 994              | 130 098 994              |
| 175 | SF0101183        | 385226 | 385226 | Default interest accrued on overdue Széchenyi card loans                        | 11 210 252               | 11 210 252               |
| 176 | SF0101183        | 385233 | 385233 | Default interest accrued on overdue working capital loans to clients            | 41 191 645               | 41 191 645               |
| 177 | SF0101183        | 385234 | 385234 | Default interest accrued on overdue investment and development loans to clients | 37 886 439               | 37 886 439               |
| 178 | SF0101183        | 385235 | 385235 | Default interest accrued on overdue project loans to customers                  | 669 931                  | 669 931                  |
| 179 | SF0101183        | 385236 | 385236 | Default interest accrued on overdue lombard loans to clients                    | 138 098                  | 138 098                  |
| 180 | SF0101183        | 385237 | 385237 | Default interest accrued on overdue loans to clients for homes and real estates | 21 600 323               | 21 600 323               |
| 181 | SF0101183        | 385238 | 385238 | Default interest accrued on overdue loans to clients for unspecified purposes   | 94 799 080               | 94 799 080               |
| 182 | SF0101183        | 385252 | 385252 | Default interest accrued on the purchase of receivables                         | 13 331 216               | 13 331 216               |
| 183 | SF0101183        | 385261 | 385261 | Default interest accrued on guarantees called                                   | 3 583 359                | 3 583 359                |
| 184 | SF0101183        | 385262 | 385262 | Default interest accrued on overdue documentary transactions                    | 237 573                  | 237 573                  |
| 185 | SF0101183        | 385266 | 385266 | Default interest accrued on overdue commitment fees                             | 21 792                   | 21 792                   |
| 186 | SF0101183        | 385269 | 385269 | Default interest accrued on other financial receivables                         | 9 727 089                | 9 727 089                |
| 187 | SF0101183        | 383221 | 383221 | Interest accrued on overdrafts to clients (negative balances)                   | -1 363 504               | -1 363 504               |
| 188 | SF0101183        | 383226 | 383226 | Interest accrued on Széchenyi card loans  | -2 498 105               | -2 498 105               |
| 189 | SF0101183        | 383233 | 383233 | Interest accrued on working capital loans to clients                            | -177 968 378             | -177 968 378             |
| 190 | SF0101183        | 383234 | 383234 | Interest accrued on investment and development loans to clients                 | -290 728 955             | -290 728 955             |
| 191 | SF0101183        | 383235 | 383235 | Interest accrued on project loans to clients                                    | -52 382 742              | -52 382 742              |

|            |                  |        |        |  |                       |                       |
|------------|------------------|--------|--------|--|-----------------------|-----------------------|
| 192        | SF0101183        | 383236 | 383236 | Interest accrued on lombard loans to clients   | -640 298              | -640 298              |
| 193        | SF0101183        | 383237 | 383237 | Interest accrued on home and real estate loans to clients                            | -224 397 112          | -224 397 112          |
| 194        | SF0101183        | 383238 | 383238 | Interest accrued on loans to clients for unspecified purposes                        | -334 453 315          | -334 453 315          |
| 195        | SF0101183        | 383252 | 383252 | Interest accrued on the purchase of receivables                                      | -3 202 840            | -3 202 840            |
| 196        | SF0101183        | 383269 | 383269 | Interest accrued on other financial receivables                                      | -91 439               | -91 439               |
| <b>197</b> | <b>SF0101184</b> |        |        | <b>Advances</b>  | <b>4 066 102 467</b>  | <b>4 066 102 467</b>  |
| 198        | SF0101184        | 339118 |        | Loans suspense account   | 545 811 687           | 545 811 687           |
| 199        | SF0101184        | 361110 |        | Accounts receivable  | 94 471 084            | 94 471 084            |
| 200        | SF0101184        | 361190 |        | Accounts receivable from unidentified customers (technical)                          | -82 089               | -82 089               |
| 201        | SF0101184        | 361210 |        | Advances paid to suppliers of products and services                                  | 3 114 036 285         | 3 114 036 285         |
| 202        | SF0101184        | 361900 |        | Other trade receivables  | -10 390               | -10 390               |
| 203        | SF0101184        | 362300 |        | Employees' VISA settlement advances  | 10 126 994            | 10 126 994            |
| 204        | SF0101184        | 362500 |        | Cash shortage and excess cash settlement account                                     | 52 000                | 52 000                |
| 205        | SF0101184        | 389101 |        | Deferred commitment fee income   | 254 521 306           | 254 521 306           |
| 206        | SF0101184        | 395250 |        | Termin suspense  | 38 665 004            | 38 665 004            |
| 207        | SF0101184        | 399210 |        | Interface errors, suspense (Flexcube)  | 671 513               | 671 513               |
| 208        | SF0101184        | 399240 |        | DAX balance correction, suspense   | -377 834              | -377 834              |
| 209        | SF0101184        | 399300 |        | Clavis-Flexcube, suspense  | 1 060 026             | 1 060 026             |
| 210        | SF0101184        | 399600 |        | Catch all suspense   | 1 420 705             | 1 420 705             |
| 211        | SF0101184        | 399850 |        | Szépió-Flexcube interface suspense   | 5 736 169             | 5 736 169             |
| 212        | SF0101184        | 399900 |        | IFRS suspense  | 7                     | 7                     |
| <b>213</b> | <b>SF0101185</b> |        |        | <b>Central bank and interbank deposits</b>   | <b>55 638 668 755</b> | <b>55 638 668 755</b> |
| 214        | SF0101185        | 311023 | 382023 | Short-term financial loans to credit institutions                                    | 39 994 349 110        | 39 994 349 110        |
| 215        | SF0101185        | 321321 |        | Margin settlement accounts (CSA, repo, swap, tender)                                 | 15 624 434 335        | 15 624 434 335        |
| 216        | SF0101185        | 382022 | 382022 | Interest accrued on settlement deposit accounts                                      | 19 885 310            | 19 885 310            |
| <b>217</b> | <b>SF0101240</b> |        |        | <b>Derivative transactions - hedging settlements</b>                                 | <b>0</b>              | <b>0</b>              |
| <b>218</b> | <b>SF0101250</b> |        |        | <b>Change in the fair value of items hedged for the interest rate risk of the po</b> | <b>0</b>              | <b>0</b>              |
| <b>219</b> | <b>SF0101260</b> |        |        | <b>Investments in subsidiaries, joint ventures and associated companies</b>          | <b>48 674 978 214</b> | <b>48 674 978 214</b> |
| 220        | SF0101260        | 171143 |        | Investments in subsidiaries  | 45 540 637 926        | 45 540 637 926        |
| 221        | SF0101260        | 171145 |        | Investments in significant companies   | 609 652 838           | 609 652 838           |
| 222        | SF0101260        | 171146 |        | Other investments  | 2 524 687 450         | 2 524 687 450         |
| <b>223</b> | <b>SF0101270</b> |        |        | <b>Tangible assets</b>   | <b>39 197 837 444</b> | <b>39 197 837 444</b> |
| <b>224</b> | <b>SF0101280</b> |        |        | <b>Property, plant and equipment</b>   | <b>14 242 459 009</b> | <b>14 242 459 009</b> |
| 225        | SF0101280        | 121110 |        | Financial Gross value of plots   | 917 000               | 917 000               |
| 226        | SF0101280        | 121120 |        | Financial Gross value of buildings   | 4 340 801             | 4 340 801             |
| 227        | SF0101280        | 121170 |        | Financial - Gross value of real estates under financial leasing, IFRS adj.           | 17 428 562 592        | 17 428 562 592        |
| 228        | SF0101280        | 121180 |        | Financial Gross value of capitalised investments in buildings owned by others        | 2 451 794 999         | 2 451 794 999         |
| 229        | SF0101280        | 121190 |        | Financial Gross value of rights related to real estates                              | 3 739 081             | 3 739 081             |
| 230        | SF0101280        | 121200 |        | Financial - Gross value of other assets under financial leasing, IFRS adj.           | 13 498 252            | 13 498 252            |
| 231        | SF0101280        | 121210 |        | Financial Gross value of IT assets   | 829 516 481           | 829 516 481           |
| 232        | SF0101280        | 121211 |        | Financial - Gross value of IT assets under financial leasing, IFRS adj.              | 1 229 747 989         | 1 229 747 989         |
| 233        | SF0101280        | 121240 |        | Financial Gross value of bank security assets  | 150 000               | 150 000               |
| 234        | SF0101280        | 121280 |        | Financial Gross value of vehicles  | 1 205 038 870         | 1 205 038 870         |
| 235        | SF0101280        | 121281 |        | Financial - Gross value of vehicles under financial leasing, IFRS adj.               | 26 673 813            | 26 673 813            |
| 236        | SF0101280        | 126120 |        | Financial Scheduled depreciation of buildings  | -2 789 492            | -2 789 492            |
| 237        | SF0101280        | 126170 |        | Depreciation of real estates under financial leasing, IFRS adj.                      | -6 176 195 833        | -6 176 195 833        |
| 238        | SF0101280        | 126180 |        | Financial Scheduled depreciation of capitalised investments in buildings owned       | -1 396 961 893        | -1 396 961 893        |
| 239        | SF0101280        | 126190 |        | Financial Scheduled depreciation of rights related to real estates                   | -3 739 081            | -3 739 081            |
| 240        | SF0101280        | 126200 |        | Depreciation of other assets under financial leasing, IFRS adj.                      | -7 350 490            | -7 350 490            |
| 241        | SF0101280        | 126210 |        | Financial Scheduled depreciation of IT assets  | -438 934 448          | -438 934 448          |
| 242        | SF0101280        | 126211 |        | Depreciation of IT assets under financial leasing, IFRS adj.                         | -416 082 107          | -416 082 107          |
| 243        | SF0101280        | 126240 |        | Financial Scheduled depreciation of bank security assets                             | -150 000              | -150 000              |
| 244        | SF0101280        | 126280 |        | Financial Scheduled depreciation of vehicles   | -513 615 695          | -513 615 695          |
| 245        | SF0101280        | 126281 |        | Financial - Depreciation of vehicles under financial leasing, IFRS adj.              | -1 677 059            | -1 677 059            |
| 246        | SF0101280        | 127210 |        | Financial- additional depreciation of IT assets                                      | -53 030 398           | -53 030 398           |
| 247        | SF0101280        | 131290 |        | Non-financial Gross value of other machines, equipment and parts                     | 3 191 742             | 3 191 742             |
| 248        | SF0101280        | 131810 |        | Non-financial Gross value of plots rented out  | 7 340 972             | 7 340 972             |
| 249        | SF0101280        | 131820 |        | Non-financial Gross value of buildings rented out                                    | 10 459 114            | 10 459 114            |
| 250        | SF0101280        | 131840 |        | Non-financial Gross value of unused buildings  | 20 544 772            | 20 544 772            |
| 251        | SF0101280        | 136290 |        | Non-financial Scheduled depreciation of other machines, equipment and parts          | -3 001 196            | -3 001 196            |
| 252        | SF0101280        | 136820 |        | Non-financial Scheduled depreciation of buildings rented out                         | -3 838 124            | -3 838 124            |
| 253        | SF0101280        | 161221 |        | Financial - investments in IT assets   | 1 514 767             | 1 514 767             |
| 254        | SF0101280        | 161228 |        | Financial- Gross value of investments in vehicles                                    | 22 793 580            | 22 793 580            |
| <b>255</b> | <b>SF0101290</b> |        |        | <b>Real estates for investment purposes</b>  | <b>0</b>              | <b>0</b>              |
| <b>256</b> | <b>SF0101300</b> |        |        | <b>Intangible assets</b>   | <b>24 955 378 435</b> | <b>24 955 378 435</b> |
| 257        | SF0101300        | 111120 |        | Other rights representing assets   | 6 124 431 700         | 6 124 431 700         |
| 258        | SF0101300        | 111210 |        | Gross value of software  | 40 088 116 269        | 40 088 116 269        |
| 259        | SF0101300        | 116120 |        | Scheduled depreciation of other rights representing assets                           | -5 159 930 239        | -5 159 930 239        |
| 260        | SF0101300        | 116210 |        | Scheduled depreciation of software   | -18 824 435 868       | -18 824 435 868       |
| 261        | SF0101300        | 117120 |        | Additional depreciation of other rights representing assets                          | -364 344 360          | -364 344 360          |
| 262        | SF0101300        | 117210 |        | Additional depreciation of software  | -2 951 488 572        | -2 951 488 572        |
| 263        | SF0101300        | 161110 |        | Gross value of non-capitalised rights representing assets                            | 11 430 000            | 11 430 000            |
| 264        | SF0101300        | 161120 |        | Gross value of non-capitalised intellectual property                                 | 6 031 599 505         | 6 031 599 505         |
| <b>265</b> | <b>SF0101330</b> |        |        | <b>Tax receivables</b>   | <b>6 087 026 979</b>  | <b>6 087 026 979</b>  |
| <b>266</b> | <b>SF0101340</b> |        |        | <b>Current income tax assets</b>   | <b>0</b>              | <b>0</b>              |
| 267        | SF0101350        |        |        | <b>Deferred tax assets</b>   | <b>6 087 026 979</b>  | <b>6 087 026 979</b>  |
| 268        | SF0101350        | 364900 |        | Deferred taxes, IFRS adj.  | 48 947 701            | 48 947 701            |
| 269        | SF0101350        | 364900 |        | Deferred taxes, IFRS adj.  | 6 038 079 278         | 6 038 079 278         |
| <b>270</b> | <b>SF0101360</b> |        |        | <b>Other assets</b>  | <b>18 255 315 065</b> | <b>18 255 315 065</b> |
| 271        | SF0101360        | 131310 |        | Works of art   | 23 625 997            | 23 625 997            |
| 272        | SF0101360        | 211110 |        | Propaganda and gifts   | 6 199 950             | 6 199 950             |
| 273        | SF0101360        | 211210 |        | Bank cards in vaults   | 127 787 087           | 127 787 087           |
| 274        | SF0101360        | 221121 |        | Coins  | 5 389 080             | 5 389 080             |
| 275        | SF0101360        | 221190 |        | Other goods (mediated services)  | 394 678 937           | 394 678 937           |
| 276        | SF0101360        | 329110 |        | Mortgage right trading settlement  | 99 080 268            | 99 080 268            |
| 277        | SF0101360        | 331267 |        | Receivables sold with deferred payment   | 182 427               | 182 427               |
| 278        | SF0101360        | 331268 |        | Deposit claims   | 43 463 037            | 43 463 037            |
| 279        | SF0101360        | 331269 |        | Other financial receivables  | 91 554 587            | 91 554 587            |
| 280        | SF0101360        | 333269 | 333269 | Overdue interest on other financial receivables                                      | 1 398 977             | 1 398 977             |
| 281        | SF0101360        | 339112 |        | Settlement account for intra-branch receivables                                      | 387 031               | 387 031               |
| 282        | SF0101360        | 339116 |        | Interest settlement account  | 3 278 307 313         | 3 278 307 313         |
| 283        | SF0101360        | 339117 |        | Settlement account for interest and direct subsidies by the state                    | 835 892 897           | 835 892 897           |
| 284        | SF0101360        | 339120 |        | Receivables from the central budget arising from housing subsidies                   | 18 577 851            | 18 577 851            |
| 285        | SF0101360        | 339122 |        | Terminated accounts with negative balances   | 0                     | 0                     |
| 286        | SF0101360        | 339124 |        | Claims arising from option fee income  | 100 000               | 100 000               |
| 287        | SF0101360        | 358200 |        | IFRS adjustment affecting gross exposure   | 6 956                 | 6 956                 |
| 288        | SF0101360        | 361230 |        | Caution money and security deposits paid to suppliers                                | 2 600 000             | 2 600 000             |
| 289        | SF0101360        | 364100 |        | Other receivables  | 75 651 741            | 75 651 741            |
| 290        | SF0101360        | 364300 |        | Other settlements related to the employee share ownership program                    | 59 203 420            | 59 203 420            |
| 291        | SF0101360        | 364500 |        | Receivables from SZEP card providers   | -8 247                | -8 247                |
| 292        | SF0101360        | 364600 |        | Receivables arising from the special epidemic tax                                    | 2 309 179 294         | 2 309 179 294         |
| 293        | SF0101360        | 369224 |        | MKB Digital Group VAT settlement account   | 5 151                 | 5 151                 |

|                      |        |        |   |                          |                          |
|----------------------|--------|--------|---|--------------------------|--------------------------|
| 294 SF0101360        | 382411 | 382411 | Accrued interest on IRS transactions with credit institutions                         | 1                        | 1                        |
| 295 SF0101360        | 389102 |        | MCY commitment fee accrual  | 1 715 217                | 1 715 217                |
| 296 SF0101360        | 389104 |        | Accrual of other income for the reported period                                       | 1 041 835 093            | 1 041 835 093            |
| 297 SF0101360        | 389105 |        | Accrual of securities deposit and capital account management fees                     | 112 796 975              | 112 796 975              |
| 298 SF0101360        | 389219 |        | Deferral of other costs and expenditures - financial                                  | 1 516 405 847            | 1 516 405 847            |
| 299 SF0101360        | 389900 |        | Other assets, IFRS adj.   | 5 034 404 808            | 5 034 404 808            |
| 300 SF0101360        | 389901 |        | Other assets, leasing, IFRS adj.  | -135 809 594             | -135 809 594             |
| 301 SF0101360        | 392170 |        | Debts on Clavis technical account (financial services)                                | 149 049 483              | 149 049 483              |
| 302 SF0101360        | 392180 |        | Debts on Clavis technical account (investment services)                               | 144 817 305              | 144 817 305              |
| 303 SF0101360        | 393110 |        | Bank card settlement account  | 59 896 783               | 59 896 783               |
| 304 SF0101360        | 395120 |        | Own-account receivables from KELER  | 6 557 915                | 6 557 915                |
| 305 SF0101360        | 396110 |        | HUF suspense, cl. 1   | 18 617 265               | 18 617 265               |
| 306 SF0101360        | 396130 |        | Safe deposit boxes broken up  | 0                        | 0                        |
| 307 SF0101360        | 396160 |        | Suspense account for future/forward transactions                                      | 198 891                  | 198 891                  |
| 308 SF0101360        | 396241 |        | Technical account for non-booked bank card items                                      | 200 000                  | 200 000                  |
| 309 SF0101360        | 396249 |        | Technical counter-account for non-booked bank card items                              | -750 000                 | -750 000                 |
| 310 SF0101360        | 463800 |        | Innovation contribution (875250)  | 50 169 461               | 50 169 461               |
| 311 SF0101360        | 464900 |        | Self-revision, penalties for late payment, and fines payable to the tax authority (€) | 498                      | 498                      |
| 312 SF0101360        | 465100 |        | Local business tax (875110)   | 1 337 021 754            | 1 337 021 754            |
| 313 SF0101360        | 465400 |        | Vehicle tax (875140)  | -1 085                   | -1 085                   |
| 314 SF0101360        | 465900 |        | Self-revision, penalties for late payment, and fines payable to municipalities (87€)  | 1 134                    | 1 134                    |
| 315 SF0101360        | 466620 |        | Deductible VAT on items charged on to other parties                                   | 45 178 015               | 45 178 015               |
| 316 SF0101360        | 466640 |        | Deductible VAT on imported services   | 305 522                  | 305 522                  |
| 317 SF0101360        | 466660 |        | Proportionately deductible VAT  | 1 758 796 848            | 1 758 796 848            |
| 318 SF0101360        | 466699 |        | VAT charged in advance (group members)  | 1 611 447 161            | 1 611 447 161            |
| 319 SF0101360        | 466710 |        | Sales payment VAT   | -152 599 180             | -152 599 180             |
| 320 SF0101360        | 466720 |        | VAT payable for items charged on to other parties                                     | -177 603 222             | -177 603 222             |
| 321 SF0101360        | 466740 |        | VAT payable for imported services   | -118 798 182             | -118 798 182             |
| 322 SF0101360        | 466750 |        | VAT payable in reversed taxation  | -11 251 402              | -11 251 402              |
| 323 SF0101360        | 466799 |        | VAT payable (group members)   | -125 365 382             | -125 365 382             |
| 324 SF0101360        | 466800 |        | VAT financial performance   | -1 285 186 618           | -1 285 186 618           |
| <b>325 SF0101370</b> |        |        | <b>Qualified invested assets and disposal groups held for sale</b>                    | <b>906 939</b>           | <b>906 939</b>           |
| <b>326 SF0101371</b> |        |        | <b>Ownership instruments</b>  | <b>0</b>                 | <b>0</b>                 |
| <b>327 SF0101372</b> |        |        | <b>Debt securities</b>  | <b>0</b>                 | <b>0</b>                 |
| <b>328 SF0101373</b> |        |        | <b>Loans</b>  | <b>906 939</b>           | <b>906 939</b>           |
| 329 SF0101373        | 331221 |        | Overdraft facilities to clients, negative balance                                     | 906 939                  | 906 939                  |
| <b>330 SF0101374</b> |        |        | <b>Other</b>  | <b>0</b>                 | <b>0</b>                 |
| <b>331 SF0101380</b> |        |        | <b>TOTAL ASSETS</b>   | <b>3 093 565 535 428</b> | <b>3 093 565 535 428</b> |
| <b>332 SF0102010</b> |        |        | <b>Financial liabilities held for trading</b>   | <b>16 509 509 219</b>    | <b>16 509 509 219</b>    |
| <b>333 SF0102020</b> |        |        | <b>Derivative transactions</b>  | <b>16 509 509 219</b>    | <b>16 509 509 219</b>    |
| 334 SF0102020        | 435411 |        | Negative valuation difference of IRS transactions with clients                        | 9 945 610 778            | 9 945 610 778            |
| 335 SF0102020        | 435414 |        | Negative valuation difference of FRA transactions with clients                        | 530 509 358              | 530 509 358              |
| 336 SF0102020        | 435421 |        | Negative valuation difference of FX futures transactions with clients                 | 407 671 324              | 407 671 324              |
| 337 SF0102020        | 435422 |        | Negative valuation difference of FX forward transactions with clients                 | 2 751 456 062            | 2 751 456 062            |
| 338 SF0102020        | 435423 |        | Negative valuation difference of FX swap transactions with clients                    | 1 926 285 514            | 1 926 285 514            |
| 339 SF0102020        | 435424 |        | Negative valuation difference of CIRS transactions with clients                       | 822 653 593              | 822 653 593              |
| 340 SF0102020        | 435425 |        | Negative valuation difference of FX option transactions with clients                  | 104 312 590              | 104 312 590              |
| 341 SF0102020        | 435431 |        | Negative valuation difference of BUX/shares futures transactions                      | 21 010 000               | 21 010 000               |
| <b>342 SF0102030</b> |        |        | <b>Short positions</b>  | <b>0</b>                 | <b>0</b>                 |
| <b>343 SF0102040</b> |        |        | <b>Deposits</b>   | <b>0</b>                 | <b>0</b>                 |
| <b>344 SF0102045</b> |        |        | <b>Loans taken out</b>  | <b>0</b>                 | <b>0</b>                 |
| <b>345 SF0102050</b> |        |        | <b>Debt securities issued</b>   | <b>0</b>                 | <b>0</b>                 |
| <b>346 SF0102060</b> |        |        | <b>Other financial liabilities</b>  | <b>0</b>                 | <b>0</b>                 |
| <b>347 SF0102070</b> |        |        | <b>Financial liabilities indicatively booked at fair value, charged to P&amp;L</b>    | <b>0</b>                 | <b>0</b>                 |
| <b>348 SF0102080</b> |        |        | <b>Deposits</b>   | <b>0</b>                 | <b>0</b>                 |
| <b>349 SF0102085</b> |        |        | <b>Loans taken out</b>  | <b>0</b>                 | <b>0</b>                 |
| <b>350 SF0102090</b> |        |        | <b>Debt securities issued</b>   | <b>0</b>                 | <b>0</b>                 |
| <b>351 SF0102100</b> |        |        | <b>Other financial liabilities</b>  | <b>0</b>                 | <b>0</b>                 |
| <b>352 SF0102110</b> |        |        | <b>Financial liabilities valued at amortised cost</b>                                 | <b>2 825 211 223 936</b> | <b>2 825 211 223 936</b> |
| <b>353 SF0102120</b> |        |        | <b>Deposits</b>   | <b>1 849 193 073 091</b> | <b>1 849 193 073 091</b> |
| 354 SF0102120        | 395190 |        | Investment coupon sale settlement account   | 17 176                   | 17 176                   |
| 355 SF0102120        | 421211 |        | Bank loro   | 1 799 442 464            | 1 799 442 464            |
| 356 SF0102120        | 421229 |        | Clavis account for credit institutions (financial services)                           | 5 447 602                | 5 447 602                |
| 357 SF0102120        | 421321 |        | Margin settlement accounts (CSA, repo, swap, tender)                                  | 4 813 561 600            | 4 813 561 600            |
| 358 SF0102120        | 421331 |        | Clavis accounts for credit institutions (investment services)                         | 202 602                  | 202 602                  |
| 359 SF0102120        | 431221 | 483221 | Clients' deposits and loro settlement account   | 9 319 737 270            | 9 319 737 270            |
| 360 SF0102120        | 431221 |        | Clients' deposits and loro settlement account   | 1 382 382 098 402        | 1 382 382 098 402        |
| 361 SF0102120        | 431223 | 483223 | Escrow health insurance and deposit accounts  | 30 000 000               | 30 000 000               |
| 362 SF0102120        | 431223 |        | Escrow health insurance and deposit accounts  | 18 202 669 982           | 18 202 669 982           |
| 363 SF0102120        | 431225 |        | Pension fund investment account   | 2 120 401 467            | 2 120 401 467            |
| 364 SF0102120        | 431226 | 483226 | Széchenyi cards - excess payments   | 60 810 703               | 60 810 703               |
| 365 SF0102120        | 431226 |        | Széchenyi cards - excess payments   | 2 085 838 327            | 2 085 838 327            |
| 366 SF0102120        | 431227 |        | Credit cards - excess payments  | 172 399 511              | 172 399 511              |
| 367 SF0102120        | 431228 |        | Other accounts  | 401 877 960              | 401 877 960              |
| 368 SF0102120        | 431229 |        | Clients' Clavis accounts (financial services)   | 21 866 710 716           | 21 866 710 716           |
| 369 SF0102120        | 431231 | 483231 | Client's short-term financial deposits  | 4 527 587 499            | 4 527 587 499            |
| 370 SF0102120        | 431233 | 483233 | Client's term deposits - TD module  | 29 165 721 044           | 29 165 721 044           |
| 371 SF0102120        | 431233 |        | Client's term deposits - TD module  | 14 807 436 255           | 14 807 436 255           |
| 372 SF0102120        | 431234 | 383239 | Client's term deposits (within one year)  | -42 687 050              | -42 687 050              |
| 373 SF0102120        | 431234 | 483234 | Client's term deposits (within one year)  | 323 457 429 622          | 323 457 429 622          |
| 374 SF0102120        | 431234 |        | Client's term deposits (within one year)  | 5 826 999 534            | 5 826 999 534            |
| 375 SF0102120        | 431235 | 483235 | Client's short-term money-market deposits   | 81 305 963               | 81 305 963               |
| 376 SF0102120        | 431235 |        | Client's short-term money-market deposits   | 13 464 738               | 13 464 738               |
| 377 SF0102120        | 431251 |        | SZÉP card liabilities related to clients - accommodation                              | 4 103 237 029            | 4 103 237 029            |
| 378 SF0102120        | 431252 |        | SZÉP card liabilities related to clients - catering                                   | 8 489 305 105            | 8 489 305 105            |
| 379 SF0102120        | 431253 |        | SZÉP card liabilities related to clients - leisure                                    | 1 918 653 380            | 1 918 653 380            |
| 380 SF0102120        | 431331 |        | Clavis accounts (investment services)   | 2 032 042 009            | 2 032 042 009            |
| 381 SF0102120        | 431334 |        | Pension savings account   | 2 282 044 393            | 2 282 044 393            |
| 382 SF0102120        | 431335 |        | Long-term investment account  | 7 113 274 070            | 7 113 274 070            |
| 383 SF0102120        | 431336 |        | "Stability" savings account   | 346 128 394              | 346 128 394              |
| 384 SF0102120        | 451237 | 483237 | Other long-term deposits of clients   | 23 282                   | 23 282                   |
| 385 SF0102120        | 451237 |        | Other long-term deposits of clients   | 1 529 144 539            | 1 529 144 539            |
| 386 SF0102120        | 471181 |        | Deposit deeds and certificates  | 6 760 552                | 6 760 552                |
| 387 SF0102120        | 482212 | 482212 | Interest accrued on overdrafts (nostro)   | 10 033 377               | 10 033 377               |
| 388 SF0102120        | 483221 | 483221 | Interest accrued on client's deposit settlement and loro accounts                     | -41 374                  | -41 374                  |
| 389 SF0102120        | 483231 | 483231 | Interest accrued on clients' financial deposits                                       | -152 755 433             | -152 755 433             |
| 390 SF0102120        | 483233 | 483233 | Interest accrued on client's term deposits - TD module                                | 1 280 901                | 1 280 901                |
| 391 SF0102120        | 483234 | 483234 | Interest accrued on clients' term deposits  | -4 340 366               | -4 340 366               |
| 392 SF0102120        | 483235 | 483235 | Interest accrued on clients' money market deposits                                    | 147                      | 147                      |
| 393 SF0102120        | 492170 |        | Clavis technical account (financial services.)  | 212 927 833              | 212 927 833              |
| 394 SF0102120        | 492180 |        | Clavis technical account (investment services.)                                       | 206 881 865              | 206 881 865              |
| <b>395 SF0102125</b> |        |        | <b>Loans taken out</b>  | <b>878 758 476 988</b>   | <b>878 758 476 988</b>   |

|     |           |        |        |  |                       |                       |
|-----|-----------|--------|--------|--|-----------------------|-----------------------|
| 396 | SF0102125 | 421232 | 482232 | Short-term interbank borrowings  | 288 252 137 489       | 288 252 137 489       |
| 397 | SF0102125 | 421255 | 482255 | Short-term interbank refinancing funds   | 101 400 199 917       | 101 400 199 917       |
| 398 | SF0102125 | 421255 |        | Short-term interbank refinancing funds   | 287 501 144 059       | 287 501 144 059       |
| 399 | SF0102125 | 421282 | 482282 | Passive interbank repo - delivery  | 3 838 579 380         | 3 838 579 380         |
| 400 | SF0102125 | 421282 |        | Passive interbank repo - delivery  | 504 750 001           | 504 750 001           |
| 401 | SF0102125 | 421291 |        | Short liabilities to credit institutions   | 1 446 979 443         | 1 446 979 443         |
| 402 | SF0102125 | 431261 |        | Deferred payment liabilities   | 1 645 437             | 1 645 437             |
| 403 | SF0102125 | 431282 | 483282 | Passive repo transactions with clients - delivery                                    | 150 018 526 703       | 150 018 526 703       |
| 404 | SF0102125 | 431282 |        | Passive repo transactions with clients - delivery                                    | 49 999 990 421        | 49 999 990 421        |
| 405 | SF0102125 | 482232 | 482232 | Interest accrued on interbank borrowings   | -2 357 286 324        | -2 357 286 324        |
| 406 | SF0102125 | 482255 | 482255 | Interest accrued on interbank refinancing funds                                      | -1 863 426 911        | -1 863 426 911        |
| 407 | SF0102125 | 482282 | 482282 | Interest accrued on passive interbank repo - delivery                                | -2                    | -2                    |
| 408 | SF0102125 | 482291 | 482291 | Interest accrued on short liabilities to credit institutions                         | 15 237 375            | 15 237 375            |
| 409 | SF0102130 |        |        | <b>Debt securities issued</b>  | <b>44 456 242 085</b> | <b>44 456 242 085</b> |
| 410 | SF0102130 | 441274 |        | Subordinated capital bonds issued  | 41 538 816 000        | 41 538 816 000        |
| 411 | SF0102130 | 471123 | 389223 | Discount bonds issued  | 2 517 407 307         | 2 517 407 307         |
| 412 | SF0102130 | 482274 | 482274 | Interest accrued on subordinated capital bonds issued                                | 400 018 778           | 400 018 778           |
| 413 | SF0102140 |        |        | <b>Other financial liabilities</b>   | <b>52 803 431 771</b> | <b>52 803 431 771</b> |
| 414 | SF0102140 | 329110 |        | Mortgage right trading settlement  | 237 170 701           | 237 170 701           |
| 415 | SF0102140 | 339140 |        | Factoring assignment account   | 13 408 084            | 13 408 084            |
| 416 | SF0102140 | 361130 |        | Trade receivable arising from SZÉP cards   | 17 296 962            | 17 296 962            |
| 417 | SF0102140 | 361131 |        | Settlement account for trade receivables arising from SZÉP cards                     | 4 067 758             | 4 067 758             |
| 418 | SF0102140 | 394170 |        | Postal settlements   | 8 221 298             | 8 221 298             |
| 419 | SF0102140 | 431262 |        | Liabilities arising from option fees received  | 43 210 840            | 43 210 840            |
| 420 | SF0102140 | 431291 |        | Short liabilities to clients   | 2 989 025 138         | 2 989 025 138         |
| 421 | SF0102140 | 439113 |        | Factoring settlement account (funds)   | 108 451 843           | 108 451 843           |
| 422 | SF0102140 | 451241 |        | Long-term liabilities arising from leased assets (IFRS)                              | 19 224 901 965        | 19 224 901 965        |
| 423 | SF0102140 | 461110 |        | Trade payables   | 865 527 063           | 865 527 063           |
| 424 | SF0102140 | 461120 |        | Other liabilities to suppliers   | 638 024 117           | 638 024 117           |
| 425 | SF0102140 | 461190 |        | Accounts payable to unidentified customers (technical)                               | 22 637 037            | 22 637 037            |
| 426 | SF0102140 | 463111 |        | Social security contribution deducted from insured persons                           | 214 288 720           | 214 288 720           |
| 427 | SF0102140 | 469340 |        | KEM facility transactions  | 1 524 136 405         | 1 524 136 405         |
| 428 | SF0102140 | 469370 |        | Liabilities to other clients   | 2 477 000             | 2 477 000             |
| 429 | SF0102140 | 469400 |        | Short-term liabilities to SZÉP card providers  | 577 988 401           | 577 988 401           |
| 430 | SF0102140 | 469500 |        | Liabilities to the Hungarian Tourism Association's foundation                        | 83 703 094            | 83 703 094            |
| 431 | SF0102140 | 489221 |        | Accrued commitment fee expenses  | 31 730 677            | 31 730 677            |
| 432 | SF0102140 | 489900 | 489900 | Other liabilities, IFRS adj.   | 18 564 078 419        | 18 564 078 419        |
| 433 | SF0102140 | 492140 |        | KEM interest settlement account  | 2 853 048 817         | 2 853 048 817         |
| 434 | SF0102140 | 492150 |        | Rt, key deposits, Bástya   | 4 093 859 875         | 4 093 859 875         |
| 435 | SF0102140 | 495120 |        | Stock exchange-related own liabilities to KELER                                      | 605 626 860           | 605 626 860           |
| 436 | SF0102140 | 495200 |        | Suspense account for own stock exchange margins                                      | 58 864 212            | 58 864 212            |
| 437 | SF0102140 | 495250 |        | Deposit account for invalidated shares   | 13 400 724            | 13 400 724            |
| 438 | SF0102140 | 495260 |        | Bearer MKB A shares settlement account   | 6 840 000             | 6 840 000             |
| 439 | SF0102140 | 496100 |        | Liabilities arising from AFR tests   | 1 445 761             | 1 445 761             |
| 440 | SF0102150 |        |        | <b>Derivative transactions - hedging settlements</b>                                 | <b>0</b>              | <b>0</b>              |
| 441 | SF0102160 |        |        | <b>Change in the fair value of items under portfolio hedging for interest rate r</b> | <b>0</b>              | <b>0</b>              |
| 442 | SF0102170 |        |        | <b>Provisions</b>  | <b>2 558 992 448</b>  | <b>2 558 992 448</b>  |
| 443 | SF0102180 |        |        | <b>Provisions and other provisions payable for the termination of employment</b>     | <b>0</b>              | <b>0</b>              |
| 444 | SF0102190 |        |        | <b>Other long-term provisions to employees</b>                                       | <b>0</b>              | <b>0</b>              |
| 445 | SF0102200 |        |        | <b>Reorganisation</b>  | <b>0</b>              | <b>0</b>              |
| 446 | SF0102210 |        |        | <b>Pending legal matters and tax litigation</b>                                      | <b>247 438 946</b>    | <b>247 438 946</b>    |
| 447 | SF0102210 | 412250 |        | Other provisions   | 247 438 946           | 247 438 946           |
| 448 | SF0102220 |        |        | <b>Commitments and guarantees issued</b>   | <b>2 311 553 502</b>  | <b>2 311 553 502</b>  |
| 449 | SF0102220 | 412900 |        | Provisions generated for lending obligations   | 2 311 553 502         | 2 311 553 502         |
| 450 | SF0102240 |        |        | <b>Tax liabilities</b>   | <b>1 315 461 351</b>  | <b>1 315 461 351</b>  |
| 451 | SF0102250 |        |        | <b>Actual tax liabilities</b>  | <b>1 315 461 351</b>  | <b>1 315 461 351</b>  |
| 452 | SF0102250 | 464110 |        | Corporate tax (875210)   | -48 947 701           | -48 947 701           |
| 453 | SF0102250 | 464110 |        | Corporate tax (875210)   | 1 364 409 052         | 1 364 409 052         |
| 454 | SF0102260 |        |        | <b>Deferred tax liabilities</b>  | <b>0</b>              | <b>0</b>              |
| 455 | SF0102270 |        |        | <b>Capital repayable on demand</b>   | <b>0</b>              | <b>0</b>              |
| 456 | SF0102280 |        |        | <b>Other liabilities</b>   | <b>15 325 735 635</b> | <b>15 325 735 635</b> |
| 457 | SF0102280 | 339114 |        | Suspense account for the collection of overdue receivables                           | 360 071 336           | 360 071 336           |
| 458 | SF0102280 | 391251 |        | Technical settlement account for excess money in MKB funds                           | 3 313 000             | 3 313 000             |
| 459 | SF0102280 | 394120 |        | Suspense account for assets / liabilities  | 245 675               | 245 675               |
| 460 | SF0102280 | 394180 |        | Suspense account for postal payment orders (Nostro technical)                        | 251 172               | 251 172               |
| 461 | SF0102280 | 396120 |        | Suspense account for documentary transactions  | 522 995               | 522 995               |
| 462 | SF0102280 | 399220 |        | Globus technical transfer account  | 1 637 872             | 1 637 872             |
| 463 | SF0102280 | 399800 |        | Faktori - Flex interface suspense account  | 8 670                 | 8 670                 |
| 464 | SF0102280 | 439116 |        | "Baby boom" guarantee fee settlement account   | -2 104                | -2 104                |
| 465 | SF0102280 | 462110 |        | Income settlement account  | 795 109 539           | 795 109 539           |
| 466 | SF0102280 | 462130 |        | Items deducted from salaries, to be transferred on to other parties                  | 1 030 499             | 1 030 499             |
| 467 | SF0102280 | 462220 |        | Voluntary pension fund settlement account  | 4 708 725             | 4 708 725             |
| 468 | SF0102280 | 462230 |        | MKB health fund settlement account   | 7 591 885             | 7 591 885             |
| 469 | SF0102280 | 462240 |        | Health care provisions settlement account  | -44 103 575           | -44 103 575           |
| 470 | SF0102280 | 462250 |        | State Treasury settlement account  | -1 817 680            | -1 817 680            |
| 471 | SF0102280 | 463110 |        | Pension Insurance Fund contributions deducted from private persons (10%)             | 2 350 381             | 2 350 381             |
| 472 | SF0102280 | 463210 |        | Health Insurance and Labour Market contributions deducted from private person        | -466 000              | -466 000              |
| 473 | SF0102280 | 463600 |        | Training contribution (529610)   | 17 174 452            | 17 174 452            |
| 474 | SF0102280 | 463900 |        | Social contribution tax  | 172 659 046           | 172 659 046           |
| 475 | SF0102280 | 464131 |        | Special tax levied on financial organisations  | 612 983 000           | 612 983 000           |
| 476 | SF0102280 | 464160 |        | Transaction levy   | 371 100 192           | 371 100 192           |
| 477 | SF0102280 | 464170 |        | KATA tax payable by the remuneration payer   | 532 000               | 532 000               |
| 478 | SF0102280 | 464410 |        | Employer's (Nexon) personal income tax   | 164 919 111           | 164 919 111           |
| 479 | SF0102280 | 464420 |        | Payer's (Nexon) personal income tax  | 891 236               | 891 236               |
| 480 | SF0102280 | 464430 |        | Personal income tax payable for interest tax   | 72 933 672            | 72 933 672            |
| 481 | SF0102280 | 464440 |        | Personal income tax deducted from price / exchange rate gains                        | -1 629 364            | -1 629 364            |
| 482 | SF0102280 | 464450 |        | Personal income tax deducted from dividend income                                    | 29 880                | 29 880                |
| 483 | SF0102280 | 464460 |        | Fringe and certain other benefits 15% (526610,-20)                                   | 6 222 631             | 6 222 631             |
| 484 | SF0102280 | 464810 |        | Tax on company cars  | 3 495 292             | 3 495 292             |
| 485 | SF0102280 | 482411 | 482411 | Accrued interest on IRS transactions with credit institutions                        | 1                     | 1                     |
| 486 | SF0102280 | 483291 | 483291 | Interest accrued on short liabilities to clients                                     | 76 527 683            | 76 527 683            |
| 487 | SF0102280 | 489109 |        | Deferral of other income   | 234 532 060           | 234 532 060           |
| 488 | SF0102280 | 489211 |        | Accrual of wage and contribution costs - financial                                   | 3 056 634 120         | 3 056 634 120         |
| 489 | SF0102280 | 489218 |        | Accrual of tax-type expenditures (local business tax, supervisory contribution)      | 1 307 004 523         | 1 307 004 523         |
| 490 | SF0102280 | 489219 |        | Accrual of other costs and expenditures - financial                                  | 2 143 515 166         | 2 143 515 166         |
| 491 | SF0102280 | 489301 |        | Other deferred income  | 11 284 277            | 11 284 277            |
| 492 | SF0102280 | 492110 |        | Assignment (suspending)  | 3 827 153             | 3 827 153             |
| 493 | SF0102280 | 494110 |        | Sent GIRO items  | 4 781 772 381         | 4 781 772 381         |
| 494 | SF0102280 | 494120 |        | Received GIRO items  | -4 267 874 528        | -4 267 874 528        |
| 495 | SF0102280 | 494130 |        | Unidentifiable received GIRO items   | 1 629 362             | 1 629 362             |
| 496 | SF0102280 | 494131 |        | Clearing account (technical)   | 7 173 508             | 7 173 508             |
| 497 | SF0102280 | 494160 |        | Value-dated suspense account   | 245 991 400           | 245 991 400           |

|     |           |        |   |                          |                          |
|-----|-----------|--------|---|--------------------------|--------------------------|
| 498 | SF0102280 | 494170 | Split value suspense account  | 1 294 914 138            | 1 294 914 138            |
| 499 | SF0102280 | 494180 | Suspense account for payments between clients and service providers                       | 20 470 080               | 20 470 080               |
| 500 | SF0102280 | 494190 | Sent SEPA items   | 3 733 433 043            | 3 733 433 043            |
| 501 | SF0102280 | 494200 | Received SEPA items   | 24 446                   | 24 446                   |
| 502 | SF0102280 | 494210 | Unidentified SEPA items   | 739 557                  | 739 557                  |
| 503 | SF0102280 | 494230 | Erroneously received orders   | 157 620                  | 157 620                  |
| 504 | SF0102280 | 494240 | FM complaints suspense account  | 134 626 452              | 134 626 452              |
| 505 | SF0102280 | 494250 | Suspense account for transfers within MKB (PC module)                                     | -13 544 800              | -13 544 800              |
| 506 | SF0102280 | 495240 | Dividend settlement account   | 1 134 455                | 1 134 455                |
| 507 | SF0102290 |        | <b>Liabilities in qualified disposal groups held for sale</b>                             | <b>0</b>                 | <b>0</b>                 |
| 508 | SF0102291 |        | <b>Deposits</b>   | <b>0</b>                 | <b>0</b>                 |
| 509 | SF0102292 |        | <b>Other</b>  | <b>0</b>                 | <b>0</b>                 |
|     | SF0102300 |        | <b>TOTAL LIABILITIES</b>  | <b>2 860 920 922 589</b> | <b>2 860 920 922 589</b> |
| 510 | SF0103300 |        | <b>TOTAL SHAREHOLDERS' EQUITY</b>   | <b>232 644 612 839</b>   | <b>232 644 612 839</b>   |
| 511 | SF0103010 |        | <b>Share capital</b>  | <b>100 000 000 000</b>   | <b>100 000 000 000</b>   |
| 512 | SF0103020 |        | <b>Registered capital paid in</b>   | <b>100 000 000 000</b>   | <b>100 000 000 000</b>   |
| 513 | SF0103020 | 411110 | Registered and paid-in shares   | 100 000 000 000          | 100 000 000 000          |
| 514 | SF0103030 |        | <b>Registered but unpaid capital</b>  | <b>0</b>                 | <b>0</b>                 |
| 515 | SF0103040 |        | <b>Payment above face value (premium)</b>   | <b>21 729 147 790</b>    | <b>21 729 147 790</b>    |
| 516 | SF0103040 | 411210 | Premium   | 21 729 147 790           | 21 729 147 790           |
| 517 | SF0103050 |        | <b>Ownership instruments issued, except registered capital</b>                            | <b>0</b>                 | <b>0</b>                 |
| 518 | SF0103060 |        | <b>Equity element in composite financial instruments</b>                                  | <b>0</b>                 | <b>0</b>                 |
| 519 | SF0103070 |        | <b>Other ownership instruments issued</b>   | <b>0</b>                 | <b>0</b>                 |
| 520 | SF0103080 |        | <b>Other capital</b>  | <b>0</b>                 | <b>0</b>                 |
| 521 | SF0103090 |        | <b>Accumulated other comprehensive income</b>   | <b>67 153 788 667</b>    | <b>67 153 788 667</b>    |
| 522 | SF0103095 |        | <b>Items not to be reclassified into P&amp;L</b>  | <b>0</b>                 | <b>0</b>                 |
| 523 | SF0103100 |        | <b>Tangible assets</b>  | <b>0</b>                 | <b>0</b>                 |
| 524 | SF0103110 |        | <b>Intangible assets</b>  | <b>0</b>                 | <b>0</b>                 |
| 525 | SF0103120 |        | <b>Actuarial gain or (-) loss on pension provision schemes</b>                            | <b>0</b>                 | <b>0</b>                 |
| 526 | SF0103122 |        | <b>Invested assets and disposal groups classified as held for sale</b>                    | <b>0</b>                 | <b>0</b>                 |
| 527 | SF0103124 |        | <b>Investment in subsidiaries, joint ventures and associated companies, from</b>          | <b>0</b>                 | <b>0</b>                 |
| 528 | SF0103125 |        | <b>Ownership instruments booked at fair value and charged to other compr</b>              | <b>0</b>                 | <b>0</b>                 |
| 529 | SF0103126 |        | <b>Hedging transactions for ownership instruments booked at fair value and</b>            | <b>0</b>                 | <b>0</b>                 |
| 530 | SF0103127 |        | <b>Change in the fair value of ownership instruments charged to other compr</b>           | <b>0</b>                 | <b>0</b>                 |
| 531 | SF0103128 |        | <b>Change in the fair value of ownership instruments charged to other compr</b>           | <b>0</b>                 | <b>0</b>                 |
| 532 | SF0103129 |        | <b>Change in the fair value of financial liabilities charged to P&amp;L, arising from</b> | <b>0</b>                 | <b>0</b>                 |
| 533 | SF0103130 |        | <b>Items that can be reclassified to P&amp;L</b>  | <b>67 153 788 667</b>    | <b>67 153 788 667</b>    |
| 534 | SF0103140 |        | <b>Conversion of foreign currencies</b>   | <b>0</b>                 | <b>0</b>                 |
| 535 | SF0103150 |        | <b>Derivative hedging transactions Cash flow hedging reserve (effective part)</b>         | <b>0</b>                 | <b>0</b>                 |
| 536 | SF0103155 |        | <b>Change in the fair value of debt instruments charged to other comprehens</b>           | <b>-17 651 217 489</b>   | <b>-17 651 217 489</b>   |
| 537 | SF0103155 | 411620 | Liquidity portfolio reserve for fair valuation  | -19 426 678 590          | -19 426 678 590          |
| 538 | SF0103155 | 411640 | Deferred taxes in other comprehensive income, IFRS adj.                                   | 1 775 461 101            | 1 775 461 101            |
| 539 | SF0103165 |        | <b>Hedging instruments (unmarked elements)</b>  | <b>0</b>                 | <b>0</b>                 |
| 540 | SF0103170 |        | <b>Invested assets and disposal groups classified as held for sale</b>                    | <b>0</b>                 | <b>0</b>                 |
| 541 | SF0103180 |        | <b>Other booked ?? of investments into subsidiaries, joint ventures and asso</b>          | <b>0</b>                 | <b>0</b>                 |
| 542 | SF0103190 |        | <b>Retained earnings</b>  | <b>128 566 682 538</b>   | <b>128 566 682 538</b>   |
| 543 | SF0103190 | 411310 | 411310 General reserve part within the profit reserve                                     | 11 448 202 367           | 11 448 202 367           |
| 544 | SF0103190 | 411410 | Profit reserve from previous years  | 98 233 821 304           | 98 233 821 304           |
| 545 | SF0103190 | 411430 | Profit reserve arising from IFRS 9 transition   | -24 877 017 515          | -24 877 017 515          |
| 546 | SF0103250 | 499999 | Posting technical account for the future profit or loss of the business year              | -989 831 286             | -989 831 286             |
| 547 | SF0103250 | 499999 | Posting technical account for the future profit or loss of the business year              | 44 751 507 668           | 44 751 507 668           |
| 548 | SF0103200 |        | <b>Revaluation reserve (upon transition to IFRS)</b>                                      | <b>0</b>                 | <b>0</b>                 |
| 549 | SF0103210 |        | <b>Other reserves</b>   | <b>0</b>                 | <b>0</b>                 |
| 550 | SF0103220 |        | <b>Investments in subsidiaries, joint ventures and associated companies acc</b>           | <b>0</b>                 | <b>0</b>                 |
| 551 | SF0103230 |        | <b>Other</b>  | <b>0</b>                 | <b>0</b>                 |
| 552 | SF0103240 |        | <b>(-) Own shares</b>   | <b>0</b>                 | <b>0</b>                 |
| 553 | SF0103310 |        | <b>TOTAL EQUITY AND LIABILITIES</b>   | <b>3 093 565 535 428</b> | <b>3 093 565 535 428</b> |

Dated: Budapest, 15 November 2021

Dr. Zsolt Barna  
Chairman & CEO

János Nyemcsok  
Deputy Chairman

# **MKB Bank Nyrt.**

Statistical number: 10011922 6419 114 01  
Cg.: 01 10 040952

## **Draft (opening) inventory of assets of the Successor Company**

**31 August 2021**

Dated: Budapest, 15 November 2021

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Dr. Zsolt Barna  
Chairman & CEO

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János Nyemcsok  
Deputy Chief Executive Officer

Statistical number: 10011922 6419 114 01

Cg.: 01 10 040952

MKB Bank Nyrt.

**Draft (opening) inventory of assets of the Successor Company**

In HUF

| Line code        | general ledger account | interest general ledger account only MKB | Balance sheet row heading  | Value of the acquiring MKB's assets according to value assessment, 31.08.2021 | Value of the merging BB's assets according to value assessment, 31.08.2021 | Value of the acquiring MTBH's assets according to value assessment, 31.08.2021 | Assets of the LEGAL SUCCESSOR MKB before settlement, 31.08.2021 | Differences | Settlement of equity | Assets of the LEGAL SUCCESSOR MKB after settlement, 31.08.2021 |
|------------------|------------------------|--|--|---|--|--|---|-------------|----------------------|--|
| <b>SF0101010</b> |                        |  | <b>Cash, account balances with central banks, and other sight deposits</b> | <b>269 892 171 629</b>  | <b>434 427 351 783</b>   | <b>4 100 047 691</b>   | <b>708 419 571 103</b>  | <b>0</b>    | <b>0</b>             | <b>708 419 571 103</b>   |
| <b>SF0101020</b> |                        |  | <b>Cash</b>  | <b>21 646 267 524</b>   | <b>18 924 343 622</b>  | <b>0</b>   | <b>40 570 611 146</b>   | <b>0</b>    | <b>0</b>             | <b>40 570 611 146</b>  |
| SF0101020        | 311011                 |  | Cash and vaults  | 18 201 790 272  | 0  | 0  | 18 201 790 272  |             |                      | 18 201 790 272   |
| SF0101020        | 311012                 |  | ATMs   | 2 342 686 500   | 0  | 0  | 2 342 686 500   |             |                      | 2 342 686 500  |
| SF0101020        | 319300                 |  | Cash in transit  | 1 101 790 752   | 0  | 0  | 1 101 790 752   |             |                      | 1 101 790 752  |
| SF0101020        | 322110000              |  | Cash in hand   | 0   | 5 049 244 450  | 0  | 5 049 244 450   |             |                      | 5 049 244 450  |
| SF0101020        | 322120000              |  | Depository   | 0   | 3 770 790 266  | 0  | 3 770 790 266   |             |                      | 3 770 790 266  |
| SF0101020        | 322130000              |  | Cash in ATMs   | 0   | 9 331 729 555  | 0  | 9 331 729 555   |             |                      | 9 331 729 555  |
| SF0101020        | 329130000              |  | Cash transfer accounts   | 0   | 751 365 821  | 0  | 751 365 821   |             |                      | 751 365 821  |
| SF0101020        | 329130010              |  | Cash transfer accounts - Cash supply                                       | 0   | 21 213 530   | 0  | 21 213 530  |             |                      | 21 213 530   |
| <b>SF0101030</b> |                        |  | <b>Account balances with central banks</b>                                 | <b>228 747 198 206</b>  | <b>405 907 535 832</b>   | <b>0</b>   | <b>634 654 734 038</b>  | <b>0</b>    | <b>0</b>             | <b>634 654 734 038</b>   |
| SF0101030        | 311022                 |  | Settlement deposit account   | 18 513 386 799  | 0  | 0  | 18 513 386 799  |             |                      | 18 513 386 799   |
| SF0101030        | 311023                 | 382023                                   | Short-term financial loans to credit institutions                          | 210 925 766 953   | 0  | 0  | 210 925 766 953   |             |                      | 210 925 766 953  |
| SF0101030        | 319100                 |  | Settlement deposits and other nostro internal transfer accounts            | -691 955 546  | 0  | 0  | -691 955 546  |             |                      | -691 955 546   |
| SF0101030        | 321180000              |  | Settlement deposit - nostro  | 0   | 15 969 744 503   | 0  | 15 969 744 503  |             |                      | 15 969 744 503   |
| SF0101030        | 321190000              |  | IG3 execution account  | 0   | 5 412 299 280  | 0  | 5 412 299 280   |             |                      | 5 412 299 280  |
| SF0101030        |                        | 329150000                                | Transfer accounts between bank accounts                                    | 0   | 16 660   | 0  | 16 660  |             |                      | 16 660   |
| SF0101030        | 343110000              |  | Short-term inter-bank deposits - MNB                                       | 0   | 384 543 200 000  | 0  | 384 543 200 000   |             |                      | 384 543 200 000  |
| SF0101030        | 343920000              |  | Impairment loss on short-term inter-bank deposits - MNB                    | 0   | -17 724 611  | 0  | -17 724 611   |             |                      | -17 724 611  |
| <b>SF0101040</b> |                        |  | <b>Other sight deposits</b>  | <b>19 498 705 899</b>   | <b>9 595 472 329</b>   | <b>4 100 047 691</b>   | <b>33 194 225 919</b>   | <b>0</b>    | <b>0</b>             | <b>33 194 225 919</b>  |
| SF0101040        | 311031                 |  | Funds for home construction with OTP                                       | 44 954 830  | 0  | 0  | 44 954 830  |             |                      | 44 954 830   |
| SF0101040        | 311032                 |  | Funds for home construction with Takaréék Bank                             | 28 299 503  | 0  | 0  | 28 299 503  |             |                      | 28 299 503   |
| SF0101040        | 321212                 |  | Other bank nostro  | 18 195 430 543  | 0  | 0  | 18 195 430 543  |             |                      | 18 195 430 543   |
| SF0101040        | 321215                 |  | Basic deposit for stock exchange trading                                   | 23 024 359  | 0  | 0  | 23 024 359  |             |                      | 23 024 359   |
| SF0101040        | 321217                 |  | Receivables from KELER due to basic deposit for clients' futures tran      | 1 140 954 914   | 0  | 0  | 1 140 954 914   |             |                      | 1 140 954 914  |
| SF0101040        | 321264                 |  | Collective guarantee fund placed with KELER                                | 66 000 000  | 0  | 0  | 66 000 000  |             |                      | 66 000 000   |
| SF0101040        | 382212                 | 382212                                   | Deferred interest based on other bank nostro                               | 41 750  | 0  | 0  | 41 750  |             |                      | 41 750   |
| SF0101040        | 325110000              |  | Sight interbank deposits   | 0   | 9 595 472 329  | 0  | 9 595 472 329   |             |                      | 9 595 472 329  |
| SF0101040        | 325110000              |  | Nostro   | 0   | 0  | 4 100 047 691  | 4 100 047 691   |             |                      | 4 100 047 691  |
| <b>SF0101050</b> |                        |  | <b>Financial instruments held for trading</b>                              | <b>55 429 067 714</b>   | <b>6 257 598 345</b>   | <b>0</b>   | <b>61 686 666 059</b>   | <b>0</b>    | <b>0</b>             | <b>61 686 666 059</b>  |
| <b>SF0101060</b> |                        |  | <b>Derivative transactions</b>   | <b>34 519 144 137</b>   | <b>6 206 674 942</b>   | <b>0</b>   | <b>40 725 819 079</b>   | <b>0</b>    | <b>0</b>             | <b>40 725 819 079</b>  |
| SF0101060        | 335411                 |  | Positive valuation difference of IRS transactions with clients             | 24 061 431 095  | 0  | 0  | 24 061 431 095  |             |                      | 24 061 431 095   |
| SF0101060        | 335414                 |  | Positive valuation difference of FRA transactions with clients             | 71 281 517  | 0  | 0  | 71 281 517  |             |                      | 71 281 517   |
| SF0101060        | 335421                 |  | Positive valuation difference of FX futures transactions with clients      | 389 267 002   | 0  | 0  | 389 267 002   |             |                      | 389 267 002  |
| SF0101060        | 335422                 |  | Positive valuation difference of FX forward transactions with clients      | 4 232 412 951   | 0  | 0  | 4 232 412 951   |             |                      | 4 232 412 951  |
| SF0101060        | 335423                 |  | Positive valuation difference of FX swap transactions with clients         | 1 579 817 645   | 0  | 0  | 1 579 817 645   |             |                      | 1 579 817 645  |
| SF0101060        | 335424                 |  | Positive valuation difference of CIRS transactions with clients            | 3 843 246 899   | 0  | 0  | 3 843 246 899   |             |                      | 3 843 246 899  |
| SF0101060        | 335425                 |  | Positive valuation difference of FX option transactions with clients       | 257 940 569   | 0  | 0  | 257 940 569   |             |                      | 257 940 569  |
| SF0101060        | 335431                 |  | Positive valuation difference of BUX/shares futures transactions           | 19 966 000  | 0  | 0  | 19 966 000  |             |                      | 19 966 000   |
| SF0101060        | 335441                 |  | Positive valuation difference of CDS transactions                          | 63 780 459  | 0  | 0  | 63 780 459  |             |                      | 63 780 459   |
| SF0101060        | 391200100              |  | Adjustment of positive valuation difference of derivative transactions     | 0   | -426   | 0  | -426  |             |                      | -426   |
| SF0101060        | 391200300              |  | Adjustment of positive valuation difference of derivative transactions     | 0   | -13 253 755  | 0  | -13 253 755   |             |                      | -13 253 755  |
| SF0101060        | 391210000              |  | Positive valuation difference of derivative transactions - Interest rate s | 0   | 6 044 087 134  | 0  | 6 044 087 134   |             |                      | 6 044 087 134  |
| SF0101060        | 391230000              |  | Positive valuation difference of derivative transactions - FX swaps        | 0   | 53 153 358   | 0  | 53 153 358  |             |                      | 53 153 358   |
| SF0101060        | 391300100              |  | Adjustment of positive valuation difference of derivative transactions     | 0   | -182 111   | 0  | -182 111  |             |                      | -182 111   |
| SF0101060        | 391310000              |  | Positive valuation difference of derivative transactions - Forward         | 0   | 122 870 742  | 0  | 122 870 742   |             |                      | 122 870 742  |
| <b>SF0101070</b> |                        |  | <b>Ownership instruments</b>   | <b>7 235 807 483</b>  | <b>0</b>   | <b>0</b>   | <b>7 235 807 483</b>  | <b>0</b>    | <b>0</b>             | <b>7 235 807 483</b>   |
| SF0101070        | 371141                 |  | Shares held for trading  | 1 670 496 931   | 0  | 0  | 1 670 496 931   |             |                      | 1 670 496 931  |
| SF0101070        | 371151                 |  | Coupons of open-ended investment funds, held for trading                   | 5 565 310 552   | 0  | 0  | 5 565 310 552   |             |                      | 5 565 310 552  |
| <b>SF0101080</b> |                        |  | <b>Debt securities</b>   | <b>13 674 116 094</b>   | <b>50 923 403</b>  | <b>0</b>   | <b>13 725 039 497</b>   | <b>0</b>    | <b>0</b>             | <b>13 725 039 497</b>  |
| SF0101080        | 371121                 | 387121                                   | Discount treasury bills  | 1 027 643 793   | 0  | 0  | 1 027 643 793   |             |                      | 1 027 643 793  |
| SF0101080        | 371121                 |  | Discount treasury bills  | 9   | 0  | 0  | 9   |             |                      | 9  |
| SF0101080        | 371131                 | 387131                                   | State bonds held for trading   | 12 441 709 121  | 0  | 0  | 12 441 709 121  |             |                      | 12 441 709 121   |



Draft (opening) inventory of assets of the Successor Company

In HUF

| Line code        | general ledger account | interest general ledger account only MKB | Balance sheet row heading  | Value of the acquiring MKB's assets according to value assessment, 31.08.2021 | Value of the merging BB's assets according to value assessment, 31.08.2021 | Value of the acquiring MTBH's assets according to value assessment, 31.08.2021 | Assets of the LEGAL SUCCESSOR MKB before settlement, 31.08.2021 | Differences           | Settlement of equity | Assets of the LEGAL SUCCESSOR MKB after settlement, 31.08.2021 |
|------------------|------------------------|--|--|---|--|--|---|-----------------------|----------------------|--|
| SF0101080        | 371133                 | 387133                                   | Other bonds held for trading   | 204 763 171   | 0  | 0  | 204 763 171   |                       |                      | 204 763 171  |
| SF0101080        | 333330000              |  | Long-term bonds issued by public bodies and local governments for u                    | 0   | 51 499 084   | 0  | 51 499 084  |                       |                      | 51 499 084   |
| SF0101080        | 333933000              |  | Positive valuation difference of long-term bonds issued by public bodi                 | 0   | 102 519  | 0  | 102 519   |                       |                      | 102 519  |
| SF0101080        | 333933200              |  | Negative valuation difference of long-term bonds issued by public bo                   | 0   | -678 200   | 0  | -678 200  |                       |                      | -678 200   |
| <b>SF0101090</b> |                        |  | <b>Loans</b>   | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>              | <b>0</b>             | <b>0</b>   |
| <b>SF0101091</b> |                        |  | <b>Advances</b>  | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>              | <b>0</b>             | <b>0</b>   |
| <b>SF0101092</b> |                        |  | <b>Central bank and interbank deposits</b>   | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>              | <b>0</b>             | <b>0</b>   |
| <b>SF0101093</b> |                        |  | <b>Financial instruments not held for trading, obligatorily booked a</b>               | <b>917 463 738</b>  | <b>51 475 882 432</b>  | <b>0</b>   | <b>52 393 346 170</b>   | <b>48 689 911 833</b> | <b>0</b>             | <b>101 083 258 003</b>   |
| <b>SF0101094</b> |                        |  | <b>Ownership instruments</b>   | <b>142 696 509</b>  | <b>0</b>   | <b>0</b>   | <b>142 696 509</b>  | <b>0</b>              | <b>0</b>             | <b>142 696 509</b>   |
| SF0101094        | 171143                 |  | Investments in subsidiaries  | -1  | 0  | 0  | -1  |                       |                      | -1   |
| SF0101094        | 171146                 |  | Other investments  | 142 696 510   | 0  | 0  | 142 696 510   |                       |                      | 142 696 510  |
| <b>SF0101095</b> |                        |  | <b>Debt securities</b>   | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>              | <b>0</b>             | <b>0</b>   |
| <b>SF0101096</b> |                        |  | <b>Loans</b>   | <b>774 767 229</b>  | <b>51 475 882 432</b>  | <b>0</b>   | <b>52 250 649 661</b>   | <b>48 689 911 833</b> | <b>0</b>             | <b>100 940 561 494</b>   |
| SF0101096        | 331233                 | 383233                                   | Short-term working capital loans to clients  | 21 587 853  | 0  | 0  | 21 587 853  |                       |                      | 21 587 853   |
| SF0101096        | 331234                 | 383234                                   | Short-term investment and development loans to clients                                 | 190 416 840   | 0  | 0  | 190 416 840   |                       |                      | 190 416 840  |
| SF0101096        | 331237                 | 383237                                   | Short-term loans to clients for homes and real estates                                 | 550 942 115   | 0  | 0  | 550 942 115   |                       |                      | 550 942 115  |
| SF0101096        | 331238                 | 383238                                   | Short-term loans to clients for unspecified purposes                                   | 10 523 253  | 0  | 0  | 10 523 253  |                       |                      | 10 523 253   |
| SF0101096        | 332237                 | 385237                                   | Overdue principal of loans to clients for homes and real estates                       | 141 598   | 0  | 0  | 141 598   |                       |                      | 141 598  |
| SF0101096        | 332237                 |  | Overdue principal of loans to clients for homes and real estates                       | 187 180   | 0  | 0  | 187 180   |                       |                      | 187 180  |
| SF0101096        | 332238                 | 385238                                   | Overdue principal of loans to clients for unspecified purposes                         | 861 328   | 0  | 0  | 861 328   |                       |                      | 861 328  |
| SF0101096        | 333237                 | 333237                                   | Overdue interest of loans to clients for homes and real estates                        | 21 041  | 0  | 0  | 21 041  |                       |                      | 21 041   |
| SF0101096        | 333238                 | 333238                                   | Overdue interest of loans to clients for unspecified purposes                          | 49 897  | 0  | 0  | 49 897  |                       |                      | 49 897   |
| SF0101096        | 385237                 | 385237                                   | Default interest accrued on overdue loans to clients for homes and rea                 | 35  | 0  | 0  | 35  |                       |                      | 35   |
| SF0101096        | 385238                 | 385238                                   | Default interest accrued on overdue loans to clients for unspecified pu                | 36 089  | 0  | 0  | 36 089  |                       |                      | 36 089   |
| SF0101096        | 337110000              |  | Long-term loans - valued at fair value through profit or loss                          | 0   | 51 734 146 002   | 0  | 51 734 146 002  |                       |                      | 51 734 146 002   |
| SF0101096        | 33791000S              |  | Long-term loans - fair value measurement difference valued at fair va                  | 0   | -367 515 777   | 0  | -367 515 777  |                       |                      | -367 515 777   |
| SF0101096        | 33792000S              |  | Long-term loans - fair value measurement difference valued at fair va                  | 0   | -165 084 896   | 0  | -165 084 896  |                       |                      | -165 084 896   |
| SF0101096        | 337930000              |  | Interest and commission receivable at fair value on loans past due but                 | 0   | 175 844 156  | 0  | 175 844 156   |                       |                      | 175 844 156  |
| SF0101096        | 337931000              |  | Accruals of interest and commission earned but not due on loans at fa                  | 0   | 25 388 684   | 0  | 25 388 684  |                       |                      | 25 388 684   |
| SF0101096        | 361110100              |  | Interest and fees receivable due to payment moratorium                                 | 0   | 73 104 263   | 0  | 73 104 263  |                       |                      | 73 104 263   |
|                  |                        |  | Fair value of loans designated at fair value through profit or loss (baby loans, CSOK) |   |  |  |   | 48 689 911 833        |                      | 48 689 911 833   |
| <b>SF0101097</b> |                        |  | <b>Advances</b>  | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>              | <b>0</b>             | <b>0</b>   |
| <b>SF0101098</b> |                        |  | <b>Central bank and interbank deposits</b>   | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>              | <b>0</b>             | <b>0</b>   |
| <b>SF0101100</b> |                        |  | <b>Financial instruments indicatively booked at fair value and char</b>                | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>              | <b>0</b>             | <b>0</b>   |
| <b>SF0101120</b> |                        |  | <b>Debt securities</b>   | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>              | <b>0</b>             | <b>0</b>   |
| <b>SF0101130</b> |                        |  | <b>Loans</b>   | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>              | <b>0</b>             | <b>0</b>   |
| <b>SF0101131</b> |                        |  | <b>Advances</b>  | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>              | <b>0</b>             | <b>0</b>   |
| <b>SF0101132</b> |                        |  | <b>Central bank and interbank deposits</b>   | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>              | <b>0</b>             | <b>0</b>   |
| <b>SF0101141</b> |                        |  | <b>Financial instruments at fair value, charged to other comprehen</b>                 | <b>455 008 383 729</b>  | <b>137 067 369 736</b>   | <b>0</b>   | <b>592 075 753 465</b>  | <b>0</b>              | <b>0</b>             | <b>592 075 753 465</b>   |
| <b>SF0101142</b> |                        |  | <b>Ownership instruments</b>   | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>              | <b>0</b>             | <b>0</b>   |
| SF0101142        | 371151                 |  | Coupons of open-ended investment funds, held for trading                               | 0   | 0  | 0  | 0   |                       |                      | 0  |
| <b>SF0101143</b> |                        |  | <b>Debt securities</b>   | <b>455 008 383 729</b>  | <b>137 067 369 736</b>   | <b>0</b>   | <b>592 075 753 465</b>  | <b>0</b>              | <b>0</b>             | <b>592 075 753 465</b>   |
| SF0101143        | 371131                 | 387131                                   | State bonds held for trading   | 411 134 424 450   | 0  | 0  | 411 134 424 450   |                       |                      | 411 134 424 450  |
| SF0101143        | 371131                 |  | State bonds held for trading   | 1 071   | 0  | 0  | 1 071   |                       |                      | 1 071  |
| SF0101143        | 371133                 | 387133                                   | Other bonds held for trading   | 43 004 463 752  | 0  | 0  | 43 004 463 752  |                       |                      | 43 004 463 752   |
| SF0101143        | 371133                 |  | Other bonds held for trading   | 22  | 0  | 0  | 22  |                       |                      | 22   |
| SF0101143        | 371134                 | 387134                                   | Interest-bearing treasury bills for trading  | 7 268 768   | 0  | 0  | 7 268 768   |                       |                      | 7 268 768  |
| SF0101143        | 371134                 |  | Interest-bearing treasury bills for trading  | 237   | 0  | 0  | 237   |                       |                      | 237  |
| SF0101143        | 371135                 | 387135                                   | Mortgage notes for trading   | 862 225 883   | 0  | 0  | 862 225 883   |                       |                      | 862 225 883  |
| SF0101143        | 371135                 |  | Mortgage notes for trading   | 124   | 0  | 0  | 124   |                       |                      | 124  |
| SF0101143        | 387131                 | 387131                                   | Accrued interest of state bonds held for trading                                       | -184  | 0  | 0  | -184  |                       |                      | -184   |
| SF0101143        | 387133                 | 387133                                   | Accrued interest of bonds for trading  | -389  | 0  | 0  | -389  |                       |                      | -389   |
| SF0101143        | 387135                 | 387135                                   | Accrued interest of mortgage notes held for trading                                    | -4  | 0  | 0  | -4  |                       |                      | -4   |

Statistical number: 10011922 6419 114 01  
Cg.: 01 10 040952  
MKB Bank Nyrt.

**Draft (opening) inventory of assets of the Successor Company**

| In HUF           |                        |  |   |   |  |  |   |                        |                      |  |
|------------------|------------------------|--|---|---|--|--|---|------------------------|----------------------|--|
| Line code        | general ledger account | interest general ledger account only MKB | Balance sheet row heading   | Value of the acquiring MKB's assets according to value assessment, 31.08.2021 | Value of the merging BB's assets according to value assessment, 31.08.2021 | Value of the acquiring MTBH's assets according to value assessment, 31.08.2021 | Assets of the LEGAL SUCCESSOR MKB before settlement, 31.08.2021 | Differences            | Settlement of equity | Assets of the LEGAL SUCCESSOR MKB after settlement, 31.08.2021 |
| SF0101143        | 311200000              |  | Discount Treasury bills at fair value through other comprehensive income  | 0   | 15 247 060 149   | 0  | 15 247 060 149  |                        |                      | 15 247 060 149   |
| SF0101143        | 311210000              |  | Discount Treasury bills at fair value through other comprehensive income  | 0   | 64 693 796   | 0  | 64 693 796  |                        |                      | 64 693 796   |
| SF0101143        | 311330000              |  | Long-term bonds issued by public bodies and local governments for trading purposes                                  | 0   | 98 328 269 110   | 0  | 98 328 269 110  |                        |                      | 98 328 269 110   |
| SF0101143        | 311330000S             |  | Long-term bonds issued by public bodies and local governments for trading purposes - public bodies                  | 0   | -552 242 713   | 0  | -552 242 713  |                        |                      | -552 242 713   |
| SF0101143        | 311331000              |  | Long-term bonds issued by public bodies and local governments for trading purposes                                  | 0   | 154 620 807  | 0  | 154 620 807   |                        |                      | 154 620 807  |
| SF0101143        | 311822100              |  | Positive valuation difference of discount Treasury bills at fair value through other comprehensive income           | 0   | 140 335  | 0  | 140 335   |                        |                      | 140 335  |
| SF0101143        | 311822200              |  | Negative valuation difference of discount Treasury bills at fair value through other comprehensive income           | 0   | -7 229 809   | 0  | -7 229 809  |                        |                      | -7 229 809   |
| SF0101143        | 311833100              |  | Positive valuation difference of long-term bonds issued by public bodies and local governments for trading purposes | 0   | 921 219 745  | 0  | 921 219 745   |                        |                      | 921 219 745  |
| SF0101143        | 311833200              |  | Negative valuation difference of long-term bonds issued by public bodies and local governments for trading purposes | 0   | -49 090 796  | 0  | -49 090 796   |                        |                      | -49 090 796  |
| SF0101143        | 311910000              |  | Impairment loss on debt securities serving liquidity purposes - public bodies                                       | 0   | -2 905 817   | 0  | -2 905 817  |                        |                      | -2 905 817   |
| SF0101143        | 312340000              |  | Long-term bonds issued by domestic credit institutions for trading purposes   | 0   | 22 307 253 633   | 0  | 22 307 253 633  |                        |                      | 22 307 253 633   |
| SF0101143        | 312340000S             |  | Long-term bonds issued by domestic credit institutions for trading purposes - public bodies                         | 0   | 210 156 172  | 0  | 210 156 172   |                        |                      | 210 156 172  |
| SF0101143        | 312341000              |  | Long-term bonds issued by domestic credit institutions for trading purposes   | 0   | 204 434 300  | 0  | 204 434 300   |                        |                      | 204 434 300  |
| SF0101143        | 312834100              |  | Positive valuation difference of long-term bonds issued by domestic credit institutions for trading purposes        | 0   | 246 915 915  | 0  | 246 915 915   |                        |                      | 246 915 915  |
| SF0101143        | 312834200              |  | Negative valuation difference of long-term bonds issued by domestic credit institutions for trading purposes        | 0   | -17 412  | 0  | -17 412   |                        |                      | -17 412  |
| SF0101143        | 312910000              |  | Impairment loss on debt securities serving liquidity purposes - credit institutions                                 | 0   | -5 907 679   | 0  | -5 907 679  |                        |                      | -5 907 679   |
| <b>SF0101144</b> |                        |  | <b>Loans</b>  | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>               | <b>0</b>             | <b>0</b>   |
| <b>SF0101145</b> |                        |  | <b>Advances</b>   | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>               | <b>0</b>             | <b>0</b>   |
| <b>SF0101146</b> |                        |  | <b>Central bank and interbank deposits</b>  | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>               | <b>0</b>             | <b>0</b>   |
| <b>SF0101181</b> |                        |  | <b>Financial assets at amortised cost</b>   | <b>2 200 102 383 976</b>  | <b>1 626 260 533 525</b>   | <b>0</b>   | <b>3 826 362 917 501</b>  | <b>-50 012 326 455</b> | <b>0</b>             | <b>3 776 350 591 046</b>                                       |
| <b>SF0101182</b> |                        |  | <b>Debt securities</b>  | <b>920 695 116 400</b>  | <b>428 024 830 162</b>   | <b>0</b>   | <b>1 348 719 946 562</b>  | <b>0</b>               | <b>0</b>             | <b>1 348 719 946 562</b>                                       |
| SF0101182        | 171131                 | 381131                                   | State bonds for investment purposes   | 839 180 793 936   | 0  | 0  | 839 180 793 936   |                        |                      | 839 180 793 936  |
| SF0101182        | 171131                 |  | State bonds for investment purposes   | -77   | 0  | 0  | -77   |                        |                      | -77  |
| SF0101182        | 171133                 | 381133                                   | Bonds for investment purposes   | 69 049 079 563  | 0  | 0  | 69 049 079 563  |                        |                      | 69 049 079 563   |
| SF0101182        | 171133                 |  | Bonds for investment purposes   | -84   | 0  | 0  | -84   |                        |                      | -84  |
| SF0101182        | 171135                 | 381135                                   | Mortgage notes for investment purposes  | 12 465 243 074  | 0  | 0  | 12 465 243 074  |                        |                      | 12 465 243 074   |
| SF0101182        | 381131                 | 381131                                   | Accrued interest of state bonds for investment purposes   | 10  | 0  | 0  | 10  |                        |                      | 10   |
| SF0101182        | 381133                 | 381133                                   | Accrued interest of bonds for investment purposes   | -23   | 0  | 0  | -23   |                        |                      | -23  |
| SF0101182        | 171100000              |  | Investment grade bonds issued by public bodies and local governments  | 0   | 373 939 275 068  | 0  | 373 939 275 068   |                        |                      | 373 939 275 068  |
| SF0101182        | 171100000S             |  | Investment grade bonds issued by public bodies and local governments - public bodies                                | 0   | -2 504 932 033   | 0  | -2 504 932 033  |                        |                      | -2 504 932 033   |
| SF0101182        | 171110000              |  | Investment grade bonds issued by public bodies and local governments  | 0   | 3 123 567 875  | 0  | 3 123 567 875   |                        |                      | 3 123 567 875  |
| SF0101182        | 171200000              |  | Bonds issued by credit institutions   | 0   | 19 387 463 600   | 0  | 19 387 463 600  |                        |                      | 19 387 463 600   |
| SF0101182        | 171200000S             |  | Bonds issued by credit institutions - effective interest settlement accounts  | 0   | 33 939 769   | 0  | 33 939 769  |                        |                      | 33 939 769   |
| SF0101182        | 171210000              |  | Bonds issued by credit institutions - contracted interest settlement accounts                                       | 0   | 306 126 425  | 0  | 306 126 425   |                        |                      | 306 126 425  |
| SF0101182        | 171331000              |  | Long-term bonds issued by domestic non-financial corporations at amortised cost                                     | 0   | 33 525 381 250   | 0  | 33 525 381 250  |                        |                      | 33 525 381 250   |
| SF0101182        | 171331000S             |  | Long-term bonds issued by domestic non-financial corporations at amortised cost - public bodies                     | 0   | 15 822 759   | 0  | 15 822 759  |                        |                      | 15 822 759   |
| SF0101182        | 171331100              |  | Long-term bonds issued by domestic non-financial corporations at amortised cost                                     | 0   | 489 420 000  | 0  | 489 420 000   |                        |                      | 489 420 000  |
| SF0101182        | 171910000              |  | Impairment loss on bonds issued by public bodies and local governments  | 0   | -8 929 483   | 0  | -8 929 483  |                        |                      | -8 929 483   |
| SF0101182        | 171920000              |  | Impairment loss on debt securities issued by credit institutions for investment purposes                            | 0   | -1 437 343   | 0  | -1 437 343  |                        |                      | -1 437 343   |
| SF0101182        | 171930000              |  | Impairment loss on long-term bonds issued by domestic non-financial institutions                                    | 0   | -280 867 725   | 0  | -280 867 725  |                        |                      | -280 867 725   |
| <b>SF0101183</b> |                        |  | <b>Loans</b>  | <b>1 219 702 496 354</b>  | <b>1 061 479 594 902</b>   | <b>0</b>   | <b>2 281 182 091 256</b>  | <b>-50 012 326 455</b> | <b>0</b>             | <b>2 231 169 764 801</b>                                       |
| SF0101183        | 321221                 |  | Overdraft facilities to credit institutions, negative balance   | 5 832 795   | 0  | 0  | 5 832 795   |                        |                      | 5 832 795  |
| SF0101183        | 321282                 | 382282                                   | Active repo transactions with credit institutions   | 2 854 077 108   | 0  | 0  | 2 854 077 108   |                        |                      | 2 854 077 108  |
| SF0101183        | 321282                 |  | Active repo transactions with credit institutions   | 727 067 600   | 0  | 0  | 727 067 600   |                        |                      | 727 067 600  |
| SF0101183        | 321321                 |  | Margin settlement accounts (CSA, repo, swap, tender)  | 998 136 604   | 0  | 0  | 998 136 604   |                        |                      | 998 136 604  |
| SF0101183        | 329140                 |  | Credit institutions - MKB fund transfer account   | 294 770 000   | 0  | 0  | 294 770 000   |                        |                      | 294 770 000  |
| SF0101183        | 331221                 | 383221                                   | Overdraft facilities to clients, negative balance   | 57 923 338 240  | 0  | 0  | 57 923 338 240  |                        |                      | 57 923 338 240   |
| SF0101183        | 331221                 |  | Overdraft facilities to clients, negative balance   | 8 112 942 501   | 0  | 0  | 8 112 942 501   |                        |                      | 8 112 942 501  |
| SF0101183        | 331226                 | 383221                                   | Széchenyi card loans  | 478 690   | 0  | 0  | 478 690   |                        |                      | 478 690  |
| SF0101183        | 331226                 | 383226                                   | Széchenyi card loans  | 32 557 310 944  | 0  | 0  | 32 557 310 944  |                        |                      | 32 557 310 944   |
| SF0101183        | 331226                 |  | Széchenyi card loans  | 3 523 128 202   | 0  | 0  | 3 523 128 202   |                        |                      | 3 523 128 202  |
| SF0101183        | 331227                 |  | Credit card debts   | 1 794 634 165   | 0  | 0  | 1 794 634 165   |                        |                      | 1 794 634 165  |
| SF0101183        | 331233                 | 383233                                   | Short-term working capital loans to clients   | 370 457 510 505   | 0  | 0  | 370 457 510 505   |                        |                      | 370 457 510 505  |

**Draft (opening) inventory of assets of the Successor Company**

In HUF

| Line code | general ledger account | interest general ledger account only MKB | Balance sheet row heading  | Value of the acquiring MKB's assets according to value assessment, 31.08.2021 | Value of the merging BB's assets according to value assessment, 31.08.2021 | Value of the acquiring MTBH's assets according to value assessment, 31.08.2021 | Assets of the LEGAL SUCCESSOR MKB before settlement, 31.08.2021 | Differences | Settlement of equity | Assets of the LEGAL SUCCESSOR MKB after settlement, 31.08.2021 |
|-----------|------------------------|--|--|---|--|--|---|-------------|----------------------|--|
| SF0101183 | 331233                 |  | Short-term working capital loans to clients                            | 3 023 542 789   | 0  | 0  | 3 023 542 789   |             |                      | 3 023 542 789  |
| SF0101183 | 331234                 | 383234                                   | Short-term investment and development loans to clients                 | 290 043 969 608   | 0  | 0  | 290 043 969 608   |             |                      | 290 043 969 608  |
| SF0101183 | 331234                 |  | Short-term investment and development loans to clients                 | 5 104 710 081   | 0  | 0  | 5 104 710 081   |             |                      | 5 104 710 081  |
| SF0101183 | 331235                 | 383235                                   | Short-term project loans to clients                                    | 85 220 655 567  | 0  | 0  | 85 220 655 567  |             |                      | 85 220 655 567   |
| SF0101183 | 331235                 |  | Short-term project loans to clients                                    | -3 132 835  | 0  | 0  | -3 132 835  |             |                      | -3 132 835   |
| SF0101183 | 331236                 | 383236                                   | Short-term lombard loans to clients                                    | 17 461 920 561  | 0  | 0  | 17 461 920 561  |             |                      | 17 461 920 561   |
| SF0101183 | 331237                 | 383237                                   | Short-term loans to clients for homes and real estates                 | 161 147 363 111   | 0  | 0  | 161 147 363 111   |             |                      | 161 147 363 111  |
| SF0101183 | 331237                 |  | Short-term loans to clients for homes and real estates                 | 47 902 139  | 0  | 0  | 47 902 139  |             |                      | 47 902 139   |
| SF0101183 | 331238                 | 383238                                   | Short-term loans to clients for unspecified purposes                   | 46 710 073 296  | 0  | 0  | 46 710 073 296  |             |                      | 46 710 073 296   |
| SF0101183 | 331238                 |  | Short-term loans to clients for unspecified purposes                   | 35 476 916 256  | 0  | 0  | 35 476 916 256  |             |                      | 35 476 916 256   |
| SF0101183 | 331251                 | 383251                                   | Factoring receivables  | 304 098 267   | 0  | 0  | 304 098 267   |             |                      | 304 098 267  |
| SF0101183 | 331251                 |  | Factoring receivables  | 13 234 238 299  | 0  | 0  | 13 234 238 299  |             |                      | 13 234 238 299   |
| SF0101183 | 331252                 | 383252                                   | Short-term claims from clients due to the purchase of receivables      | 52 587 601 787  | 0  | 0  | 52 587 601 787  |             |                      | 52 587 601 787   |
| SF0101183 | 331252                 |  | Short-term claims from clients due to the purchase of receivables      | 38 098 067  | 0  | 0  | 38 098 067  |             |                      | 38 098 067   |
| SF0101183 | 331265                 |  | Debts of clients in liquidation (negative balance)                     | 0   | 0  | 0  | 0   |             |                      | 0  |
| SF0101183 | 331269                 | 383269                                   | Other financial receivables  | 81 898 556  | 0  | 0  | 81 898 556  |             |                      | 81 898 556   |
| SF0101183 | 331269                 |  | Other financial receivables  | 17 507 584  | 0  | 0  | 17 507 584  |             |                      | 17 507 584   |
| SF0101183 | 331282                 | 383282                                   | Active repo transactions with clients                                  | 26 363 671 702  | 0  | 0  | 26 363 671 702  |             |                      | 26 363 671 702   |
| SF0101183 | 331282                 |  | Active repo transactions with clients                                  | -14   | 0  | 0  | -14   |             |                      | -14  |
| SF0101183 | 332221                 | 385221                                   | Overdue principal of overdraft facilities to clients                   | 331 204 211   | 0  | 0  | 331 204 211   |             |                      | 331 204 211  |
| SF0101183 | 332221                 |  | Overdue principal of overdraft facilities to clients                   | 126 055 979   | 0  | 0  | 126 055 979   |             |                      | 126 055 979  |
| SF0101183 | 332226                 | 385226                                   | Overdue principal of Széchenyi card loans                              | 180 350 657   | 0  | 0  | 180 350 657   |             |                      | 180 350 657  |
| SF0101183 | 332226                 |  | Overdue principal of Széchenyi card loans                              | -7 200 661  | 0  | 0  | -7 200 661  |             |                      | -7 200 661   |
| SF0101183 | 332233                 | 385233                                   | Overdue principal of working capital loans to clients                  | 455 817 402   | 0  | 0  | 455 817 402   |             |                      | 455 817 402  |
| SF0101183 | 332233                 |  | Overdue principal of working capital loans to clients                  | 76 017 617  | 0  | 0  | 76 017 617  |             |                      | 76 017 617   |
| SF0101183 | 332234                 | 385234                                   | Overdue principal of investment and development loans to clients       | 269 269 089   | 0  | 0  | 269 269 089   |             |                      | 269 269 089  |
| SF0101183 | 332234                 |  | Overdue principal of investment and development loans to clients       | 44 718 633  | 0  | 0  | 44 718 633  |             |                      | 44 718 633   |
| SF0101183 | 332235                 | 385235                                   | Overdue principal of project loans to clients                          | 10 244 101  | 0  | 0  | 10 244 101  |             |                      | 10 244 101   |
| SF0101183 | 332235                 |  | Overdue principal of project loans to clients                          | 3 232 835   | 0  | 0  | 3 232 835   |             |                      | 3 232 835  |
| SF0101183 | 332236                 | 385236                                   | Overdue principal of lombard loans to clients                          | 4 946   | 0  | 0  | 4 946   |             |                      | 4 946  |
| SF0101183 | 332236                 |  | Overdue principal of lombard loans to clients                          | 6 327   | 0  | 0  | 6 327   |             |                      | 6 327  |
| SF0101183 | 332237                 | 385237                                   | Overdue principal of loans to clients for homes and real estates       | 169 089 571   | 0  | 0  | 169 089 571   |             |                      | 169 089 571  |
| SF0101183 | 332237                 |  | Overdue principal of loans to clients for homes and real estates       | 75 917 363  | 0  | 0  | 75 917 363  |             |                      | 75 917 363   |
| SF0101183 | 332238                 | 385238                                   | Overdue principal of loans to clients for unspecified purposes         | 492 197 348   | 0  | 0  | 492 197 348   |             |                      | 492 197 348  |
| SF0101183 | 332238                 |  | Overdue principal of loans to clients for unspecified purposes         | 112 917 854   | 0  | 0  | 112 917 854   |             |                      | 112 917 854  |
| SF0101183 | 332251                 | 383251                                   | Overdue factoring receivables  | 2 447 479   | 0  | 0  | 2 447 479   |             |                      | 2 447 479  |
| SF0101183 | 332251                 |  | Overdue factoring receivables  | 233 367 773   | 0  | 0  | 233 367 773   |             |                      | 233 367 773  |
| SF0101183 | 332252                 | 385252                                   | Overdue principal from clients arising from the purchase of receivable | 7 509 283   | 0  | 0  | 7 509 283   |             |                      | 7 509 283  |
| SF0101183 | 332252                 |  | Overdue principal from clients arising from the purchase of receivable | -34 360 766   | 0  | 0  | -34 360 766   |             |                      | -34 360 766  |
| SF0101183 | 332261                 | 385261                                   | Overdue principal from clients arising from the called guarantees      | 33 069 956  | 0  | 0  | 33 069 956  |             |                      | 33 069 956   |
| SF0101183 | 332261                 |  | Overdue principal from clients arising from the called guarantees      | 1   | 0  | 0  | 1   |             |                      | 1  |
| SF0101183 | 332262                 |  | Overdue principal from clients arising from documentary transactions   | 502 023   | 0  | 0  | 502 023   |             |                      | 502 023  |
| SF0101183 | 332269                 | 385269                                   | Overdue principal arising from other financial receivables             | 81 294 447  | 0  | 0  | 81 294 447  |             |                      | 81 294 447   |
| SF0101183 | 332269                 |  | Overdue principal arising from other financial receivables             | 3 327 871   | 0  | 0  | 3 327 871   |             |                      | 3 327 871  |
| SF0101183 | 333221                 |  | Overdue interest of overdraft facilities to clients                    | -38 049 151   | 0  | 0  | -38 049 151   |             |                      | -38 049 151  |
| SF0101183 | 333226                 | 333226                                   | Overdue interest of Széchenyi card loans                               | 175 296 968   | 0  | 0  | 175 296 968   |             |                      | 175 296 968  |
| SF0101183 | 333233                 | 333233                                   | Overdue interest of working capital loans to clients                   | -7 010 311  | 0  | 0  | -7 010 311  |             |                      | -7 010 311   |
| SF0101183 | 333234                 | 333234                                   | Overdue interest of investment and development loans to clients        | -14 904 370   | 0  | 0  | -14 904 370   |             |                      | -14 904 370  |
| SF0101183 | 333235                 |  | Overdue interest of project loans to clients                           | 686 672   | 0  | 0  | 686 672   |             |                      | 686 672  |
| SF0101183 | 333236                 | 333236                                   | Overdue interest of lombard loans to clients                           | 899 117   | 0  | 0  | 899 117   |             |                      | 899 117  |
| SF0101183 | 333237                 | 333237                                   | Overdue interest of loans to clients for homes and real estates        | 41 992 568  | 0  | 0  | 41 992 568  |             |                      | 41 992 568   |
| SF0101183 | 333238                 | 333238                                   | Overdue interest of loans to clients for unspecified purposes          | 72 376 250  | 0  | 0  | 72 376 250  |             |                      | 72 376 250   |
| SF0101183 | 333252                 | 333252                                   | Overdue interest from clients arising from the purchase of receivables | 3 630 212   | 0  | 0  | 3 630 212   |             |                      | 3 630 212  |

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Draft (opening) inventory of assets of the Successor Company

In HUF

| Line code | general ledger account | interest general ledger account only MKB | Balance sheet row heading   | Value of the acquiring MKB's assets according to value assessment, 31.08.2021 | Value of the merging BB's assets according to value assessment, 31.08.2021 | Value of the acquiring MTBH's assets according to value assessment, 31.08.2021 | Assets of the LEGAL SUCCESSOR MKB before settlement, 31.08.2021 | Differences | Settlement of equity | Assets of the LEGAL SUCCESSOR MKB after settlement, 31.08.2021 |
|-----------|------------------------|--|---|---|--|--|---|-------------|----------------------|--|
| SF0101183 | 333256                 |  | Overdue factoring fees payable by clients                               | 113 808   | 0  | 0  | 113 808   |             |                      | 113 808  |
| SF0101183 | 333261                 | 333261                                   | Overdue fees payable by clients arising from guarantees                 | -2 653 064  | 0  | 0  | -2 653 064  |             |                      | -2 653 064   |
| SF0101183 | 333262                 | 333262                                   | Overdue interest payable by clients based on documentary transaction    | -200 628  | 0  | 0  | -200 628  |             |                      | -200 628   |
| SF0101183 | 333266                 | 333266                                   | Overdue commitment fee payable by clients                               | 1 839 999   | 0  | 0  | 1 839 999   |             |                      | 1 839 999  |
| SF0101183 | 351241                 |  | Interest-free loans to employees, with OTP                              | 200 918   | 0  | 0  | 200 918   |             |                      | 200 918  |
| SF0101183 | 351242                 |  | Interest-free loans to employees, with the Savings Cooperatives Bank    | 2 868   | 0  | 0  | 2 868   |             |                      | 2 868  |
| SF0101183 | 383221                 | 383221                                   | Interest accrued on overdrafts to clients (negative balances)           | 22 968 312  | 0  | 0  | 22 968 312  |             |                      | 22 968 312   |
| SF0101183 | 383226                 | 383226                                   | Interest accrued on Széchenyi card loans                                | -34 150 309   | 0  | 0  | -34 150 309   |             |                      | -34 150 309  |
| SF0101183 | 383233                 | 383233                                   | Interest accrued on working capital loans to clients                    | 415 666 107   | 0  | 0  | 415 666 107   |             |                      | 415 666 107  |
| SF0101183 | 383234                 | 383234                                   | Interest accrued on investment and development loans to clients         | 298 160 746   | 0  | 0  | 298 160 746   |             |                      | 298 160 746  |
| SF0101183 | 383235                 | 383235                                   | Interest accrued on project loans to clients                            | 56 686 362  | 0  | 0  | 56 686 362  |             |                      | 56 686 362   |
| SF0101183 | 383236                 | 383236                                   | Interest accrued on lombard loans to clients                            | 2 883 657   | 0  | 0  | 2 883 657   |             |                      | 2 883 657  |
| SF0101183 | 383237                 | 383237                                   | Interest accrued on home and real estate loans to clients               | 213 518 621   | 0  | 0  | 213 518 621   |             |                      | 213 518 621  |
| SF0101183 | 383238                 | 383238                                   | Interest accrued on loans to clients for unspecified purposes           | 392 416 550   | 0  | 0  | 392 416 550   |             |                      | 392 416 550  |
| SF0101183 | 383251                 | 383251                                   | Accrued factoring interest  | -9 607  | 0  | 0  | -9 607  |             |                      | -9 607   |
| SF0101183 | 383252                 | 383252                                   | Interest accrued on the purchase of receivables                         | 46 007 190  | 0  | 0  | 46 007 190  |             |                      | 46 007 190   |
| SF0101183 | 383269                 | 383269                                   | Interest accrued on other financial receivables                         | 94 292  | 0  | 0  | 94 292  |             |                      | 94 292   |
| SF0101183 | 383282                 | 383282                                   | Interest accrued on active repo transactions with clients               | -38   | 0  | 0  | -38   |             |                      | -38  |
| SF0101183 | 385221                 | 385221                                   | Default interest accrued on overdue overdraft facilities to clients     | 130 098 994   | 0  | 0  | 130 098 994   |             |                      | 130 098 994  |
| SF0101183 | 385226                 | 385226                                   | Default interest accrued on overdue Széchenyi card loans                | 11 210 252  | 0  | 0  | 11 210 252  |             |                      | 11 210 252   |
| SF0101183 | 385233                 | 385233                                   | Default interest accrued on overdue working capital loans to clients    | 41 191 645  | 0  | 0  | 41 191 645  |             |                      | 41 191 645   |
| SF0101183 | 385234                 | 385234                                   | Default interest accrued on overdue investment and development loan     | 37 886 439  | 0  | 0  | 37 886 439  |             |                      | 37 886 439   |
| SF0101183 | 385235                 | 385235                                   | Default interest accrued on overdue project loans to customers          | 669 931   | 0  | 0  | 669 931   |             |                      | 669 931  |
| SF0101183 | 385236                 | 385236                                   | Default interest accrued on overdue lombard loans to clients            | 138 098   | 0  | 0  | 138 098   |             |                      | 138 098  |
| SF0101183 | 385237                 | 385237                                   | Default interest accrued on overdue loans to clients for homes and rea  | 21 600 323  | 0  | 0  | 21 600 323  |             |                      | 21 600 323   |
| SF0101183 | 385238                 | 385238                                   | Default interest accrued on overdue loans to clients for unspecified pu | 94 799 080  | 0  | 0  | 94 799 080  |             |                      | 94 799 080   |
| SF0101183 | 385252                 | 385252                                   | Default interest accrued on the purchase of receivables                 | 13 331 216  | 0  | 0  | 13 331 216  |             |                      | 13 331 216   |
| SF0101183 | 385261                 | 385261                                   | Default interest accrued on guarantees called                           | 3 583 359   | 0  | 0  | 3 583 359   |             |                      | 3 583 359  |
| SF0101183 | 385262                 | 385262                                   | Default interest accrued on overdue documentary transactions            | 237 573   | 0  | 0  | 237 573   |             |                      | 237 573  |
| SF0101183 | 385266                 | 385266                                   | Default interest accrued on overdue commitment fees                     | 21 792  | 0  | 0  | 21 792  |             |                      | 21 792   |
| SF0101183 | 385269                 | 385269                                   | Default interest accrued on other financial receivables                 | 9 727 089   | 0  | 0  | 9 727 089   |             |                      | 9 727 089  |
| SF0101183 | 341210000              |  | Short-term inter-bank deposits  | 0   | 34 848 000   | 0  | 34 848 000  |             |                      | 34 848 000   |
| SF0101183 | 361110000              |  | Overdue and not collected interest and commission                       | 0   | 7 602 198 229  | 0  | 7 602 198 229   |             |                      | 7 602 198 229  |
| SF0101183 | 361110100              |  | Interest and fees receivable due to payment moratorium                  | 0   | 7 778 138 775  | 0  | 7 778 138 775   |             |                      | 7 778 138 775  |
| SF0101183 | 361111000              |  | Overdue and not collected interest and commission - long-term perso     | 0   | 7 956 276 101  | 0  | 7 956 276 101   |             |                      | 7 956 276 101  |
| SF0101183 | 361120000              |  | Overdue and not collected interest and commission - short-term perso    | 0   | 12 230 591   | 0  | 12 230 591  |             |                      | 12 230 591   |
| SF0101183 | 361120000              |  | Overdue and not collected interest and commission - short-term sales    | 0   | 3 076 359  | 0  | 3 076 359   |             |                      | 3 076 359  |
| SF0101183 | 361121000              |  | Overdue and not collected interest and commission - long-term sales 1   | 0   | 49 572 530   | 0  | 49 572 530  |             |                      | 49 572 530   |
| SF0101183 | 361310000              |  | Prepaid interest  | 0   | 5 195 949 935  | 0  | 5 195 949 935   |             |                      | 5 195 949 935  |
| SF0101183 | 3613100BK              |  | Prepaid interest (consolidated)   | 0   | 59 314 118   | 0  | 59 314 118  |             |                      | 59 314 118   |
| SF0101183 | 362110000              |  | Card loans  | 0   | 29 608 787 081   | 0  | 29 608 787 081  |             |                      | 29 608 787 081   |
| SF0101183 | 36211000S              |  | Card loans - effective interest settlement account                      | 0   | 784 351 323  | 0  | 784 351 323   |             |                      | 784 351 323  |
| SF0101183 | 362210000              |  | Short-term credits  | 0   | 148 991 034 046  | 0  | 148 991 034 046   |             |                      | 148 991 034 046  |
| SF0101183 | 36221000R              |  | Short-term loans - settlement accounts not to be distributed            | 0   | -2 336 183 185   | 0  | -2 336 183 185  |             |                      | -2 336 183 185   |
| SF0101183 | 36221000S              |  | Short-term loans - effective interest settlement account                | 0   | -1 517 287 229   | 0  | -1 517 287 229  |             |                      | -1 517 287 229   |
| SF0101183 | 3622101BK              |  | Short-term HUF loans (consolidated)                                     | 0   | 55 869 413 043   | 0  | 55 869 413 043  |             |                      | 55 869 413 043   |
| SF0101183 | 36222000R              |  | Short-term car loans - settlement accounts not to be distributed        | 0   | -1   | 0  | -1  |             |                      | -1   |
| SF0101183 | 36222000S              |  | Short-term car loans - effective interest settlement account            | 0   | 1  | 0  | 1   |             |                      | 1  |
| SF0101183 | 362230000              |  | Short-term syndicated loans   | 0   | 1 340 154 415  | 0  | 1 340 154 415   |             |                      | 1 340 154 415  |
| SF0101183 | 362240000              |  | Externally funded INSTRUMENTS (SHORT-TERM)                              | 0   | 25 470 419 110   | 0  | 25 470 419 110  |             |                      | 25 470 419 110   |
| SF0101183 | 36224000S              |  | Externally funded INSTRUMENTS (SHORT-TERM - effective inter             | 0   | -770 653   | 0  | -770 653  |             |                      | -770 653   |
| SF0101183 | 362250000              |  | REDEEMED GUARANTEES   | 0   | 100 380 842  | 0  | 100 380 842   |             |                      | 100 380 842  |
| SF0101183 | 36225000R              |  | REDEEMED GUARANTEES - settlement accounts not to be distrib             | 0   | -38 235 582  | 0  | -38 235 582   |             |                      | -38 235 582  |

Statistical number: 10011922 6419 114 01  
 Cg.: 01 10 040952  
 MKB Bank Nyrt.

**Draft (opening) inventory of assets of the Successor Company**

In HUF

| Line code        | general ledger account | interest general ledger account only MKB | Balance sheet row heading   | Value of the acquiring MKB's assets according to value assessment, 31.08.2021 | Value of the merging BB's assets according to value assessment, 31.08.2021 | Value of the acquiring MTBH's assets according to value assessment, 31.08.2021 | Assets of the LEGAL SUCCESSOR MKB before settlement, 31.08.2021 | Differences     | Settlement of equity | Assets of the LEGAL SUCCESSOR MKB after settlement, 31.08.2021 |
|------------------|------------------------|--|---|---|--|--|---|-----------------|----------------------|--|
| SF0101183        | 36225000S              |  | REDEEMED GUARANTEES - effective interest settlement account                           | 0   | -16 429 296  | 0  | -16 429 296   |                 |                      | -16 429 296  |
| SF0101183        | 362260000              |  | Discount loan interest settlement account   | 0   | -3 709 625   | 0  | -3 709 625  |                 |                      | -3 709 625   |
| SF0101183        | 362310000              |  | Long-term liabilities   | 0   | 382 239 872 679  | 0  | 382 239 872 679   |                 |                      | 382 239 872 679  |
| SF0101183        | 36231000R              |  | Long-term loans - settlement accounts not to be distributed                           | 0   | -2 755 995 259   | 0  | -2 755 995 259  |                 |                      | -2 755 995 259   |
| SF0101183        | 36231000S              |  | Long-term loans - effective interest settlement account                               | 0   | -3 478 821 439   | 0  | -3 478 821 439  |                 |                      | -3 478 821 439   |
| SF0101183        | 3623100BK              |  | Long-term loans (consolidated)  | 0   | 27 753 414 580   | 0  | 27 753 414 580  |                 |                      | 27 753 414 580   |
| SF0101183        | 362320000              |  | Long-term car loan  | 0   | 4 995 482 750  | 0  | 4 995 482 750   |                 |                      | 4 995 482 750  |
| SF0101183        | 36232000R              |  | Long-term car loans - settlement accounts not to be distributed                       | 0   | -61 277 617  | 0  | -61 277 617   |                 |                      | -61 277 617  |
| SF0101183        | 36232000S              |  | Long-term car loans - effective interest settlement account                           | 0   | -46 881 032  | 0  | -46 881 032   |                 |                      | -46 881 032  |
| SF0101183        | 362330000              |  | Long-term syndicated loans  | 0   | 10 071 072 000   | 0  | 10 071 072 000  |                 |                      | 10 071 072 000   |
| SF0101183        | 362340000              |  | Externally funded INSTRUMENTS (LONG-TERM)   | 0   | 279 866 808 335  | 0  | 279 866 808 335   |                 |                      | 279 866 808 335  |
| SF0101183        | 36234000R              |  | Externally funded INSTRUMENTS (LONG-TERM) -settlement acco                            | 0   | -23 345 038  | 0  | -23 345 038   |                 |                      | -23 345 038  |
| SF0101183        | 36234000S              |  | Externally funded INSTRUMENTS (LONG-TERM) - effective inter                           | 0   | -4 396 439 634   | 0  | -4 396 439 634  |                 |                      | -4 396 439 634   |
| SF0101183        | 363210000              |  | Short-term FINANCIAL LEASING  | 0   | 2 315 942 046  | 0  | 2 315 942 046   |                 |                      | 2 315 942 046  |
| SF0101183        | 36321000S              |  | Short-term FINANCIAL LEASING - effective interest settlement acc                      | 0   | -53 982  | 0  | -53 982   |                 |                      | -53 982  |
| SF0101183        | 363310000              |  | Long-term FINANCIAL LEASING   | 0   | 122 246 464 635  | 0  | 122 246 464 635   |                 |                      | 122 246 464 635  |
| SF0101183        | 36331000R              |  | Long-term FINANCIAL LEASING - settlement accounts not to be di                        | 0   | -3 282 926   | 0  | -3 282 926  |                 |                      | -3 282 926   |
| SF0101183        | 36331000S              |  | Long-term FINANCIAL LEASING - effective interest settlement acc                       | 0   | -168 832 027   | 0  | -168 832 027  |                 |                      | -168 832 027   |
| SF0101183        | 367310000              |  | Impairment loss on long-term loans - accepted in tax                                  | 0   | -44 018 062 097  | 0  | -44 018 062 097   |                 |                      | -44 018 062 097  |
| SF0101185        | 383221                 | 383221                                   | Interest accrued on overdrafts to clients (negative balances)                         | -1 363 504  | 0  | 0  | -1 363 504  |                 |                      | -1 363 504   |
| SF0101185        | 383226                 | 383226                                   | Interest accrued on Széchenyi card loans  | -2 498 105  | 0  | 0  | -2 498 105  |                 |                      | -2 498 105   |
| SF0101185        | 383233                 | 383233                                   | Interest accrued on working capital loans to clients                                  | -177 968 378  | 0  | 0  | -177 968 378  |                 |                      | -177 968 378   |
| SF0101185        | 383234                 | 383234                                   | Interest accrued on investment and development loans to clients                       | -290 728 955  | 0  | 0  | -290 728 955  |                 |                      | -290 728 955   |
| SF0101185        | 383235                 | 383235                                   | Interest accrued on project loans to clients  | -52 382 742   | 0  | 0  | -52 382 742   |                 |                      | -52 382 742  |
| SF0101185        | 383236                 | 383236                                   | Interest accrued on lombard loans to clients  | -640 298  | 0  | 0  | -640 298  |                 |                      | -640 298   |
| SF0101185        | 383237                 | 383237                                   | Interest accrued on home and real estate loans to clients                             | -224 397 112  | 0  | 0  | -224 397 112  |                 |                      | -224 397 112   |
| SF0101185        | 383238                 | 383238                                   | Interest accrued on loans to clients for unspecified purposes                         | -334 453 315  | 0  | 0  | -334 453 315  |                 |                      | -334 453 315   |
| SF0101185        | 383252                 | 383252                                   | Interest accrued on the purchase of receivables                                       | -3 202 840  | 0  | 0  | -3 202 840  |                 |                      | -3 202 840   |
| SF0101185        | 383269                 | 383269                                   | Interest accrued on other financial receivables                                       | -91 439   | 0  | 0  | -91 439   |                 |                      | -91 439  |
|                  |                        |  | ABE value of loans designated at fair value through profit or loss (baby loans, CSOK) |   |  |  |   | -50 012 326 455 |                      | -50 012 326 455  |
| <b>SF0101184</b> |                        |  | <b>Advances</b>   | <b>4 066 102 467</b>  | <b>6 479 712 532</b>   | <b>0</b>   | <b>10 545 814 999</b>   | <b>0</b>        | <b>0</b>             | <b>10 545 814 999</b>  |
| SF0101184        | 339118                 |  | Loans suspense account  | 545 811 687   | 0  | 0  | 545 811 687   |                 |                      | 545 811 687  |
| SF0101184        | 361110                 |  | Accounts receivable   | 94 471 084  | 0  | 0  | 94 471 084  |                 |                      | 94 471 084   |
| SF0101184        | 361190                 |  | Accounts receivable from unidentified customers (technical)                           | -82 089   | 0  | 0  | -82 089   |                 |                      | -82 089  |
| SF0101184        | 361210                 |  | Advances paid to suppliers of products and services                                   | 3 114 036 285   | 0  | 0  | 3 114 036 285   |                 |                      | 3 114 036 285  |
| SF0101184        | 361900                 |  | Other trade receivables   | -10 390   | 0  | 0  | -10 390   |                 |                      | -10 390  |
| SF0101184        | 362300                 |  | Employees' VISA settlement advances   | 10 126 994  | 0  | 0  | 10 126 994  |                 |                      | 10 126 994   |
| SF0101184        | 362500                 |  | Cash shortage and excess cash settlement account                                      | 52 000  | 0  | 0  | 52 000  |                 |                      | 52 000   |
| SF0101184        | 389101                 |  | Deferred commitment fee income  | 254 521 306   | 0  | 0  | 254 521 306   |                 |                      | 254 521 306  |
| SF0101184        | 395250                 |  | Termin suspense   | 38 665 004  | 0  | 0  | 38 665 004  |                 |                      | 38 665 004   |
| SF0101184        | 399210                 |  | Interface errors, suspense (Flexcube)   | 671 513   | 0  | 0  | 671 513   |                 |                      | 671 513  |
| SF0101184        | 399240                 |  | DAX balance correction, suspense  | -377 834  | 0  | 0  | -377 834  |                 |                      | -377 834   |
| SF0101184        | 399300                 |  | Clavis-Flexcube, suspense   | 1 060 026   | 0  | 0  | 1 060 026   |                 |                      | 1 060 026  |
| SF0101184        | 399600                 |  | Catch all suspense  | 1 420 705   | 0  | 0  | 1 420 705   |                 |                      | 1 420 705  |
| SF0101184        | 399850                 |  | Szépítő-Flexcube interface suspense   | 5 736 169   | 0  | 0  | 5 736 169   |                 |                      | 5 736 169  |
| SF0101184        | 399900                 |  | IFRS suspense   | 7   | 0  | 0  | 7   |                 |                      | 7  |
| SF0101184        | 365210000              |  | Foreign investment funds settlement account   | 0   | 2 256 017  | 0  | 2 256 017   |                 |                      | 2 256 017  |
| SF0101184        | 365210020              |  | Investment funds settlement account   | 0   | 555 698 812  | 0  | 555 698 812   |                 |                      | 555 698 812  |
| SF0101184        | 365210030              |  | Settlement account of domestic investment funds not managed by BB                     | 0   | 14 507 033   | 0  | 14 507 033  |                 |                      | 14 507 033   |
| SF0101184        | 365401000              |  | Investments cash account - customer debt  | 0   | 421 195 817  | 0  | 421 195 817   |                 |                      | 421 195 817  |
| SF0101184        | 366110000              |  | Other current receivables from financial services to customers                        | 0   | 5 347 227  | 0  | 5 347 227   |                 |                      | 5 347 227  |
| SF0101184        | 372310000              |  | Advances to suppliers   | 0   | 2 447 206 670  | 0  | 2 447 206 670   |                 |                      | 2 447 206 670  |
| SF0101184        | 372330000              |  | Advances on services  | 0   | 2 554 871 960  | 0  | 2 554 871 960   |                 |                      | 2 554 871 960  |

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Draft (opening) inventory of assets of the Successor Company

In HUF

| Line code        | general ledger account | interest general ledger account only MKB | Balance sheet row heading  | Value of the acquiring MKB's assets according to value assessment, 31.08.2021 | Value of the merging BB's assets according to value assessment, 31.08.2021 | Value of the acquiring MTBH's assets according to value assessment, 31.08.2021 | Assets of the LEGAL SUCCESSOR MKB before settlement, 31.08.2021 | Differences           | Settlement of equity | Assets of the LEGAL SUCCESSOR MKB after settlement, 31.08.2021 |
|------------------|------------------------|--|--|---|--|--|---|-----------------------|----------------------|--|
| SF0101184        | 372410000              |  | Wage advances  | 0   | 7 135 053  | 0  | 7 135 053   |                       |                      | 7 135 053  |
| SF0101184        | 374110000              |  | Accounts receivable  | 0   | 471 351 627  | 0  | 471 351 627   |                       |                      | 471 351 627  |
| SF0101184        | 3741100FK              |  | Consolidated trade receivables - ORA/LV                                    | 0   | 130 298  | 0  | 130 298   |                       |                      | 130 298  |
| SF0101184        | 444110000              |  | Trade payables   | 0   | 12 018   | 0  | 12 018  |                       |                      | 12 018   |
| <b>SF0101185</b> |                        |  | <b>Central bank and interbank deposits</b>                                 | <b>55 638 668 755</b>   | <b>130 276 395 929</b>   | <b>0</b>   | <b>185 915 064 684</b>  | <b>0</b>              | <b>0</b>             | <b>185 915 064 684</b>   |
| SF0101185        | 311023                 | 382023                                   | Short-term financial loans to credit institutions                          | 39 994 349 110  | 0  | 0  | 39 994 349 110  |                       |                      | 39 994 349 110   |
| SF0101185        | 321321                 |  | Margin settlement accounts (CSA, repo, swap, tender)                       | 15 624 434 335  | 0  | 0  | 15 624 434 335  |                       |                      | 15 624 434 335   |
| SF0101185        | 382022                 | 382022                                   | Interest accrued on settlement deposit accounts                            | 19 885 310  | 0  | 0  | 19 885 310  |                       |                      | 19 885 310   |
| SF0101185        | 343110000              |  | Short-term inter-bank deposits - MNB                                       | 0   | 130 005 845 959  | 0  | 130 005 845 959   |                       |                      | 130 005 845 959  |
| SF0101185        | 343111000              |  | Short-term inter-bank deposits - MNB - contracted interest settlement      | 0   | 27 083 333   | 0  | 27 083 333  |                       |                      | 27 083 333   |
| SF0101185        | 343120000              |  | Receivables from futures - MNB   | 0   | 948 982 917  | 0  | 948 982 917   |                       |                      | 948 982 917  |
| SF0101185        | 343920000              |  | Impairment loss on short-term inter-bank deposits - MNB                    | 0   | -2 918 619   | 0  | -2 918 619  |                       |                      | -2 918 619   |
| SF0101185        | 346310000              |  | Prepaid interest and interest type items - credit institutions             | 0   | 14 906 021   | 0  | 14 906 021  |                       |                      | 14 906 021   |
| SF0101185        | 422201000              |  | Liabilities from futures - MNB   | 0   | -717 503 682   | 0  | -717 503 682  |                       |                      | -717 503 682   |
| <b>SF0101240</b> |                        |  | <b>Derivative transactions - hedging settlements</b>                       | <b>0</b>  | <b>6 661 158 117</b>   | <b>0</b>   | <b>6 661 158 117</b>  | <b>0</b>              | <b>0</b>             | <b>6 661 158 117</b>   |
| SF0101240        | 393100300              |  | Adjustment of positive valuation difference of derivative transactions     | 0   | -8 785 695   | 0  | -8 785 695  |                       |                      | -8 785 695   |
| SF0101240        | 393110000              |  | Positive valuation difference of derivative transactions - Interest rate s | 0   | 6 669 943 812  | 0  | 6 669 943 812   |                       |                      | 6 669 943 812  |
| <b>SF0101250</b> |                        |  | <b>Change in the fair value of items hedged for the interest rate risk</b> | <b>0</b>  | <b>-8 000 470 265</b>  | <b>0</b>   | <b>-8 000 470 265</b>   | <b>0</b>              | <b>0</b>             | <b>-8 000 470 265</b>  |
| <b>SF0101250</b> | 337820000              |  | Fair valuation difference of loans involved in macro-hedges - devaluation  | 0   | -8 000 470 265   | 0  | -8 000 470 265  |                       |                      | -8 000 470 265   |
| <b>SF0101260</b> |                        |  | <b>Investments in subsidiaries, joint ventures and associated compa</b>    | <b>48 674 978 214</b>   | <b>7 677 878 000</b>   | <b>0</b>   | <b>56 352 856 214</b>   | <b>97 200 000 000</b> | <b>0</b>             | <b>153 552 856 214</b>   |
| SF0101260        | 171143                 |  | Investments in subsidiaries  | 45 540 637 926  | 0  | 0  | 45 540 637 926  | 282 200 000 000       |                      | 327 740 637 926  |
| SF0101260        | 171145                 |  | Investments in significant companies                                       | 609 652 838   | 0  | 0  | 609 652 838   |                       |                      | 609 652 838  |
| SF0101260        | 171146                 |  | Other investments  | 2 524 687 450   | 0  | 0  | 2 524 687 450   |                       |                      | 2 524 687 450  |
| SF0101260        | 1621010BK              |  | Shares and business quota for investment purposes in consolidated bu       | 0   | 8 396 308 000  | 0  | 8 396 308 000   |                       |                      | 8 396 308 000  |
| SF0101260        | 1631010BK              |  | Impairment on participations and securities                                | 0   | -718 430 000   | 0  | -718 430 000  | -185 000 000 000      |                      | -185 718 430 000   |
| <b>SF0101270</b> |                        |  | <b>Tangible assets</b>   | <b>39 197 837 444</b>   | <b>44 008 709 615</b>  | <b>0</b>   | <b>83 206 547 059</b>   | <b>0</b>              | <b>0</b>             | <b>83 206 547 059</b>  |
| <b>SF0101280</b> |                        |  | <b>Property, plant and equipment</b>                                       | <b>14 242 459 009</b>   | <b>23 658 166 278</b>  | <b>0</b>   | <b>37 900 625 287</b>   | <b>0</b>              | <b>0</b>             | <b>37 900 625 287</b>  |
| SF0101280        | 121110                 |  | Financial Gross value of plots   | 917 000   | 0  | 0  | 917 000   |                       |                      | 917 000  |
| SF0101280        | 121120                 |  | Financial Gross value of buildings   | 4 340 801   | 0  | 0  | 4 340 801   |                       |                      | 4 340 801  |
| SF0101280        | 121170                 |  | Financial - Gross value of real estates under financial leasing, IFRS ac   | 17 428 562 592  | 0  | 0  | 17 428 562 592  |                       |                      | 17 428 562 592   |
| SF0101280        | 121180                 |  | Financial Gross value of capitalised investments in buildings owned b      | 2 451 794 999   | 0  | 0  | 2 451 794 999   |                       |                      | 2 451 794 999  |
| SF0101280        | 121190                 |  | Financial Gross value of rights related to real estates                    | 3 739 081   | 0  | 0  | 3 739 081   |                       |                      | 3 739 081  |
| SF0101280        | 121200                 |  | Financial - Gross value of other assets under financial leasing, IFRS a    | 13 498 252  | 0  | 0  | 13 498 252  |                       |                      | 13 498 252   |
| SF0101280        | 121210                 |  | Financial Gross value of IT assets   | 829 516 481   | 0  | 0  | 829 516 481   |                       |                      | 829 516 481  |
| SF0101280        | 121211                 |  | Financial - Gross value of IT assets under financial leasing, IFRS adj.    | 1 229 747 989   | 0  | 0  | 1 229 747 989   |                       |                      | 1 229 747 989  |
| SF0101280        | 121240                 |  | Financial Gross value of bank security assets                              | 150 000   | 0  | 0  | 150 000   |                       |                      | 150 000  |
| SF0101280        | 121280                 |  | Financial Gross value of vehicles  | 1 205 038 870   | 0  | 0  | 1 205 038 870   |                       |                      | 1 205 038 870  |
| SF0101280        | 121281                 |  | Financial - Gross value of vehicles under financial leasing, IFRS adj.     | 26 673 813  | 0  | 0  | 26 673 813  |                       |                      | 26 673 813   |
| SF0101280        | 126120                 |  | Financial Scheduled depreciation of buildings                              | -2 789 492  | 0  | 0  | -2 789 492  |                       |                      | -2 789 492   |
| SF0101280        | 126170                 |  | Depreciation of real estates under financial leasing, IFRS adj.            | -6 176 195 833  | 0  | 0  | -6 176 195 833  |                       |                      | -6 176 195 833   |
| SF0101280        | 126180                 |  | Financial Scheduled depreciation of capitalised investments in buildin     | -1 396 961 893  | 0  | 0  | -1 396 961 893  |                       |                      | -1 396 961 893   |
| SF0101280        | 126190                 |  | Financial Scheduled depreciation of rights related to real estates         | -3 739 081  | 0  | 0  | -3 739 081  |                       |                      | -3 739 081   |
| SF0101280        | 126200                 |  | Depreciation of other assets under financial leasing, IFRS adj..           | -7 350 490  | 0  | 0  | -7 350 490  |                       |                      | -7 350 490   |
| SF0101280        | 126210                 |  | Financial Scheduled depreciation of IT assets                              | -438 934 448  | 0  | 0  | -438 934 448  |                       |                      | -438 934 448   |
| SF0101280        | 126211                 |  | Depreciation of IT assets under financial leasing, IFRS adj..              | -416 082 107  | 0  | 0  | -416 082 107  |                       |                      | -416 082 107   |
| SF0101280        | 126240                 |  | Financial Scheduled depreciation of bank security assets                   | -150 000  | 0  | 0  | -150 000  |                       |                      | -150 000   |
| SF0101280        | 126280                 |  | Financial Scheduled depreciation of vehicles                               | -513 615 695  | 0  | 0  | -513 615 695  |                       |                      | -513 615 695   |
| SF0101280        | 126281                 |  | Financial - Depreciation of vehicles under financial leasing, IFRS adj.    | -1 677 059  | 0  | 0  | -1 677 059  |                       |                      | -1 677 059   |
| SF0101280        | 127210                 |  | Financial.- additional depreciation of IT assets                           | -53 030 398   | 0  | 0  | -53 030 398   |                       |                      | -53 030 398  |
| SF0101280        | 131290                 |  | Non-financial Gross value of other machines, equipment and parts           | 3 191 742   | 0  | 0  | 3 191 742   |                       |                      | 3 191 742  |
| SF0101280        | 131810                 |  | Non-financial Gross value of plots rented out                              | 7 340 972   | 0  | 0  | 7 340 972   |                       |                      | 7 340 972  |
| SF0101280        | 131820                 |  | Non-financial Gross value of buildings rented out                          | 10 459 114  | 0  | 0  | 10 459 114  |                       |                      | 10 459 114   |
| SF0101280        | 131840                 |  | Non-financial Gross value of unused buildings                              | 20 544 772  | 0  | 0  | 20 544 772  |                       |                      | 20 544 772   |

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**Draft (opening) inventory of assets of the Successor Company**

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|------------------|------------------------|--|--|---|--|--|---|-------------|----------------------|--|
| SF0101280        | 136290                 |  | Non-financial Scheduled depreciation of other machines, equipment a    | -3 001 196  | 0  | 0  | -3 001 196  |             |                      | -3 001 196   |
| SF0101280        | 136820                 |  | Non-financial Scheduled depreciation of buildings rented out           | -3 838 124  | 0  | 0  | -3 838 124  |             |                      | -3 838 124   |
| SF0101280        | 161221                 |  | Financial - investments in IT assets                                   | 1 514 767   | 0  | 0  | 1 514 767   |             |                      | 1 514 767  |
| SF0101280        | 161228                 |  | Financial.- Gross value of investments in vehicles                     | 22 793 580  | 0  | 0  | 22 793 580  |             |                      | 22 793 580   |
| SF0101280        | 121110100              |  | Buildings  | 0   | 4 985 211 956  | 0  | 4 985 211 956   |             |                      | 4 985 211 956  |
| SF0101280        | 121110200              |  | Computer networks  | 0   | 308 818 395  | 0  | 308 818 395   |             |                      | 308 818 395  |
| SF0101280        | 121110600              |  | Other structures   | 0   | 65 600 000   | 0  | 65 600 000  |             |                      | 65 600 000   |
| SF0101280        | 121110700              |  | Investment in leasehold property                                       | 0   | 6 302 472 393  | 0  | 6 302 472 393   |             |                      | 6 302 472 393  |
| SF0101280        | 121120200              |  | Computer networks/on leased properties                                 | 0   | 551 768 266  | 0  | 551 768 266   |             |                      | 551 768 266  |
| SF0101280        | 121910100              |  | Accumulated depreciation of owned buildings                            | 0   | -787 092 703   | 0  | -787 092 703  |             |                      | -787 092 703   |
| SF0101280        | 121910200              |  | Accumulated depreciation of owned computer networks                    | 0   | -213 484 380   | 0  | -213 484 380  |             |                      | -213 484 380   |
| SF0101280        | 121910600              |  | Accumulated depreciation of other structures                           | 0   | -8 709 340   | 0  | -8 709 340  |             |                      | -8 709 340   |
| SF0101280        | 121910700              |  | Accumulated depreciation on capital expenditure on leased property     | 0   | -5 362 839 961   | 0  | -5 362 839 961  |             |                      | -5 362 839 961   |
| SF0101280        | 121920200              |  | Accumulated depreciation of computer networks                          | 0   | -473 355 453   | 0  | -473 355 453  |             |                      | -473 355 453   |
| SF0101280        | 122110200              |  | Furniture  | 0   | 1 521 843 535  | 0  | 1 521 843 535   |             |                      | 1 521 843 535  |
| SF0101280        | 122110400              |  | Telephone, fax   | 0   | 413 960 395  | 0  | 413 960 395   |             |                      | 413 960 395  |
| SF0101280        | 122110500              |  | Bank and office equipment  | 0   | 531 291 757  | 0  | 531 291 757   |             |                      | 531 291 757  |
| SF0101280        | 122110510              |  | Bank and office equipment - not to be proportioned                     | 0   | 220 190 307  | 0  | 220 190 307   |             |                      | 220 190 307  |
| SF0101280        | 122110530              |  | Cash service equipment - POS terminal                                  | 0   | 2 144 012 603  | 0  | 2 144 012 603   |             |                      | 2 144 012 603  |
| SF0101280        | 122110700              |  | Personal computer  | 0   | 1 825 660 856  | 0  | 1 825 660 856   |             |                      | 1 825 660 856  |
| SF0101280        | 122110900              |  | High-performance computers (servers)                                   | 0   | 3 451 463 495  | 0  | 3 451 463 495   |             |                      | 3 451 463 495  |
| SF0101280        | 122111000              |  | Other computer technology equipment                                    | 0   | 1 635 242 441  | 0  | 1 635 242 441   |             |                      | 1 635 242 441  |
| SF0101280        | 122111100              |  | Security equipment   | 0   | 3 275 873 630  | 0  | 3 275 873 630   |             |                      | 3 275 873 630  |
| SF0101280        | 122111200              |  | Accessory equipment  | 0   | 165 870 445  | 0  | 165 870 445   |             |                      | 165 870 445  |
| SF0101280        | 122111500              |  | Tools, transportation vehicles   | 0   | 83 765   | 0  | 83 765  |             |                      | 83 765   |
| SF0101280        | 122910200              |  | Accumulated depreciation on furniture                                  | 0   | -1 336 679 914   | 0  | -1 336 679 914  |             |                      | -1 336 679 914   |
| SF0101280        | 122910400              |  | Accumulated depreciation on phones and faxes                           | 0   | -370 657 782   | 0  | -370 657 782  |             |                      | -370 657 782   |
| SF0101280        | 122910500              |  | Accumulated depreciation on bank and office equipment                  | 0   | -491 570 769   | 0  | -491 570 769  |             |                      | -491 570 769   |
| SF0101280        | 122910510              |  | Accumulated depreciation on bank and office equipment - not to be pr   | 0   | -124 052 511   | 0  | -124 052 511  |             |                      | -124 052 511   |
| SF0101280        | 122910530              |  | Accumulated depreciation on cash service equipment - POS terminal      | 0   | -358 660 000   | 0  | -358 660 000  |             |                      | -358 660 000   |
| SF0101280        | 122910700              |  | Accumulated depreciation of personal computers                         | 0   | -1 180 860 264   | 0  | -1 180 860 264  |             |                      | -1 180 860 264   |
| SF0101280        | 122910900              |  | Accumulated depreciation of high-performance computers (servers)       | 0   | -2 769 507 902   | 0  | -2 769 507 902  |             |                      | -2 769 507 902   |
| SF0101280        | 122911000              |  | Accumulated depreciation on other computer equipment                   | 0   | -1 304 040 000   | 0  | -1 304 040 000  |             |                      | -1 304 040 000   |
| SF0101280        | 122911100              |  | Accumulated depreciation of security equipment                         | 0   | -2 467 358 849   | 0  | -2 467 358 849  |             |                      | -2 467 358 849   |
| SF0101280        | 122911200              |  | Accumulated depreciation of accessory equipment                        | 0   | -110 699 614   | 0  | -110 699 614  |             |                      | -110 699 614   |
| SF0101280        | 122911500              |  | Accumulated depreciation of tools                                      | 0   | -83 765  | 0  | -83 765   |             |                      | -83 765  |
| SF0101280        | 123110100              |  | Personal motor vehicles  | 0   | 2 390 319 452  | 0  | 2 390 319 452   |             |                      | 2 390 319 452  |
| SF0101280        | 123910100              |  | Accumulated depreciation of personal motor vehicles                    | 0   | -830 302 968   | 0  | -830 302 968  |             |                      | -830 302 968   |
| SF0101280        | 133110100              |  | Individual works of art  | 0   | 1 625 949  | 0  | 1 625 949   |             |                      | 1 625 949  |
| SF0101280        | 141100000              |  | Right of use of assets - Real properties and other structures          | 0   | 17 120 014 593   | 0  | 17 120 014 593  |             |                      | 17 120 014 593   |
| SF0101280        | 141900000              |  | Right of use of assets - Accumulated depreciation of real properties a | 0   | -5 398 466 218   | 0  | -5 398 466 218  |             |                      | -5 398 466 218   |
| SF0101280        | 151310400              |  | Telephone, fax, equipment - CIP cost                                   | 0   | 33 849 486   | 0  | 33 849 486  |             |                      | 33 849 486   |
| SF0101280        | 151310500              |  | Investment into bank and office equipment - CIP cost                   | 0   | 2 764 945  | 0  | 2 764 945   |             |                      | 2 764 945  |
| SF0101280        | 151310510              |  | Investment into bank and office equipment - CIP cost - not to be prop  | 0   | 8 695 653  | 0  | 8 695 653   |             |                      | 8 695 653  |
| SF0101280        | 151310700              |  | Investment into personal computers - CIP cost                          | 0   | 161 542 602  | 0  | 161 542 602   |             |                      | 161 542 602  |
| SF0101280        | 151310900              |  | High-performance computers (servers) - CIP cost                        | 0   | 2 607 936  | 0  | 2 607 936   |             |                      | 2 607 936  |
| SF0101280        | 151311000              |  | Other computer technology equipment - CIP cost                         | 0   | 5 808 128  | 0  | 5 808 128   |             |                      | 5 808 128  |
| SF0101280        | 151311100              |  | Security investments - CIP cost  | 0   | 119 995 688  | 0  | 119 995 688   |             |                      | 119 995 688  |
| <b>SF0101290</b> |                        |  | <b>Real estates for investment purposes</b>                            | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>    | <b>0</b>             | <b>0</b>   |
| <b>SF0101300</b> |                        |  | <b>Intangible assets</b>   | <b>24 955 378 435</b>   | <b>20 350 543 337</b>  | <b>0</b>   | <b>45 305 921 772</b>   | <b>0</b>    | <b>0</b>             | <b>45 305 921 772</b>  |
| SF0101300        | 111120                 |  | Other rights representing assets                                       | 6 124 431 700   | 0  | 0  | 6 124 431 700   |             |                      | 6 124 431 700  |
| SF0101300        | 111210                 |  | Gross value of software  | 40 088 116 269  | 0  | 0  | 40 088 116 269  |             |                      | 40 088 116 269   |
| SF0101300        | 116120                 |  | Scheduled depreciation of other rights representing assets             | -5 159 930 239  | 0  | 0  | -5 159 930 239  |             |                      | -5 159 930 239   |

**Draft (opening) inventory of assets of the Successor Company**

In HUF

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|------------------|------------------------|--|--|---|--|--|---|------------------------|----------------------|--|
| SF0101300        | 116210                 |  | Scheduled depreciation of software                                       | -18 824 435 868   | 0  | 0  | -18 824 435 868   |                        |                      | -18 824 435 868  |
| SF0101300        | 117120                 |  | Additional depreciation of other rights representing assets              | -364 344 360  | 0  | 0  | -364 344 360  |                        |                      | -364 344 360   |
| SF0101300        | 117210                 |  | Additional depreciation of software                                      | -2 951 488 572  | 0  | 0  | -2 951 488 572  |                        |                      | -2 951 488 572   |
| SF0101300        | 161110                 |  | Gross value of non-capitalised rights representing assets                | 11 430 000  | 0  | 0  | 11 430 000  |                        |                      | 11 430 000   |
| SF0101300        | 161120                 |  | Gross value of non-capitalised intellectual property                     | 6 031 599 505   | 0  | 0  | 6 031 599 505   |                        |                      | 6 031 599 505  |
| SF0101300        | 113110300              |  | Software product   | 0   | 44 677 159 262   | 0  | 44 677 159 262  |                        |                      | 44 677 159 262   |
| SF0101300        | 113110400              |  | Other intellectual properties  | 0   | 84 550 101   | 0  | 84 550 101  |                        |                      | 84 550 101   |
| SF0101300        | 113110500              |  | Trademark  | 0   | 1 080 000  | 0  | 1 080 000   |                        |                      | 1 080 000  |
| SF0101300        | 113910300              |  | Accumulated depreciation of software products                            | 0   | -29 832 755 237  | 0  | -29 832 755 237   |                        |                      | -29 832 755 237  |
| SF0101300        | 113910400              |  | Accumulated depreciation of other intellectual property                  | 0   | -84 550 101  | 0  | -84 550 101   |                        |                      | -84 550 101  |
| SF0101300        | 113910500              |  | Accumulated depreciation of trademarks                                   | 0   | -1 080 000   | 0  | -1 080 000  |                        |                      | -1 080 000   |
| SF0101300        | 114110100              |  | Right of easement on land  | 0   | 1 500 000  | 0  | 1 500 000   |                        |                      | 1 500 000  |
| SF0101300        | 114110600              |  | Other rights and titles not relating to real property                    | 0   | 15 139 090   | 0  | 15 139 090  |                        |                      | 15 139 090   |
| SF0101300        | 114111000              |  | Rental rights  | 0   | 52 694 000   | 0  | 52 694 000  |                        |                      | 52 694 000   |
| SF0101300        | 114910100              |  | Accumulated depreciation of right of easement on land                    | 0   | -1 500 000   | 0  | -1 500 000  |                        |                      | -1 500 000   |
| SF0101300        | 114910600              |  | Accumulated depreciation of other rights and titles not relating to real | 0   | -15 139 090  | 0  | -15 139 090   |                        |                      | -15 139 090  |
| SF0101300        | 114911000              |  | Accumulated depreciation of rental rights                                | 0   | -50 741 460  | 0  | -50 741 460   |                        |                      | -50 741 460  |
| SF0101300        | 152110300              |  | Investment into software products - CIP cost                             | 0   | 5 504 186 772  | 0  | 5 504 186 772   |                        |                      | 5 504 186 772  |
| <b>SF0101330</b> |                        |  | <b>Tax receivables</b>   | <b>6 087 026 979</b>  | <b>274 593 387</b>   | <b>0</b>   | <b>6 361 620 366</b>  | <b>0</b>               | <b>0</b>             | <b>6 361 620 366</b>   |
| <b>SF0101340</b> |                        |  | <b>Current income tax assets</b>   | <b>0</b>  | <b>253 364 000</b>   | <b>0</b>   | <b>253 364 000</b>  | <b>0</b>               | <b>0</b>             | <b>253 364 000</b>   |
| SF0101340        | 441111000              |  | Corporation tax liability for the current year                           | 0   | -59 856 000  | 0  | -59 856 000   |                        |                      | -59 856 000  |
| SF0101340        | 441112000              |  | Payment of corporation tax for the current year                          | 0   | 113 220 000  | 0  | 113 220 000   |                        |                      | 113 220 000  |
| SF0101340        | 441113100              |  | Corporation tax for the previous year                                    | 0   | 200 000 000  | 0  | 200 000 000   |                        |                      | 200 000 000  |
| <b>SF0101350</b> |                        |  | <b>Deferred tax assets</b>   | <b>6 087 026 979</b>  | <b>21 229 387</b>  | <b>0</b>   | <b>6 108 256 366</b>  | <b>0</b>               | <b>0</b>             | <b>6 108 256 366</b>   |
| SF0101350        | 364900                 |  | Deferred taxes, IFRS adj.  | 6 087 026 979   | 0  | 0  | 6 087 026 979   |                        |                      | 6 087 026 979  |
| SF0101350        | 381000100              |  | Deferred tax asset/liability   | 0   | 121 303 805  | 0  | 121 303 805   |                        |                      | 121 303 805  |
| SF0101350        | 381000600              |  | Deferred tax asset/liability in OCI                                      | 0   | -100 074 418   | 0  | -100 074 418  |                        |                      | -100 074 418   |
| <b>SF0101360</b> |                        |  | <b>Other assets</b>  | <b>18 255 315 065</b>   | <b>13 468 352 469</b>  | <b>0</b>   | <b>31 723 667 534</b>   | <b>185 000 000 000</b> | <b>0</b>             | <b>216 723 667 534</b>   |
| SF0101360        | 131310                 |  | Works of art   | 23 625 997  | 0  | 0  | 23 625 997  |                        |                      | 23 625 997   |
| SF0101360        | 211110                 |  | Propaganda and gifts   | 6 199 950   | 0  | 0  | 6 199 950   |                        |                      | 6 199 950  |
| SF0101360        | 211210                 |  | Bank cards in vaults   | 127 787 087   | 0  | 0  | 127 787 087   |                        |                      | 127 787 087  |
| SF0101360        | 221121                 |  | Coins  | 5 389 080   | 0  | 0  | 5 389 080   |                        |                      | 5 389 080  |
| SF0101360        | 221190                 |  | Other goods (mediated services)  | 394 678 937   | 0  | 0  | 394 678 937   |                        |                      | 394 678 937  |
| SF0101360        | 329110                 |  | Mortgage right trading settlement  | 99 080 268  | 0  | 0  | 99 080 268  |                        |                      | 99 080 268   |
| SF0101360        | 331267                 |  | Receivables sold with deferred payment                                   | 182 427   | 0  | 0  | 182 427   |                        |                      | 182 427  |
| SF0101360        | 331268                 |  | Deposit claims   | 43 463 037  | 0  | 0  | 43 463 037  |                        |                      | 43 463 037   |
| SF0101360        | 331269                 |  | Other financial receivables  | 91 554 587  | 0  | 0  | 91 554 587  |                        |                      | 91 554 587   |
| SF0101360        | 333269                 | 333269                                   | Overdue interest on other financial receivables                          | 1 398 977   | 0  | 0  | 1 398 977   |                        |                      | 1 398 977  |
| SF0101360        | 339112                 |  | Settlement account for intra-branch receivables                          | 387 031   | 0  | 0  | 387 031   |                        |                      | 387 031  |
| SF0101360        | 339116                 |  | Interest settlement account  | 3 278 307 313   | 0  | 0  | 3 278 307 313   |                        |                      | 3 278 307 313  |
| SF0101360        | 339117                 |  | Settlement account for interest and direct subsidies by the state        | 835 892 897   | 0  | 0  | 835 892 897   |                        |                      | 835 892 897  |
| SF0101360        | 339120                 |  | Receivables from the central budget arising from housing subsidies       | 18 577 851  | 0  | 0  | 18 577 851  |                        |                      | 18 577 851   |
| SF0101360        | 339122                 |  | Terminated accounts with negative balances                               | 0   | 0  | 0  | 0   |                        |                      | 0  |
| SF0101360        | 339124                 |  | Claims arising from option fee income                                    | 100 000   | 0  | 0  | 100 000   |                        |                      | 100 000  |
| SF0101360        | 358200                 |  | IFRS adjustment affecting gross exposure                                 | 6 956   | 0  | 0  | 6 956   |                        |                      | 6 956  |
| SF0101360        | 361230                 |  | Caution money and security deposits paid to suppliers                    | 2 600 000   | 0  | 0  | 2 600 000   |                        |                      | 2 600 000  |
| SF0101360        | 364100                 |  | Other receivables  | 75 651 741  | 0  | 0  | 75 651 741  |                        |                      | 75 651 741   |
| SF0101360        | 364300                 |  | Other settlements related to the employee share ownership program        | 59 203 420  | 0  | 0  | 59 203 420  |                        |                      | 59 203 420   |
| SF0101360        | 364500                 |  | Receivables from SZÉP card providers                                     | -8 247  | 0  | 0  | -8 247  |                        |                      | -8 247   |
| SF0101360        | 364600                 |  | Receivables arising from the special epidemic tax                        | 2 309 179 294   | 0  | 0  | 2 309 179 294   |                        |                      | 2 309 179 294  |
| SF0101360        | 369224                 |  | MKB Digital Group VAT settlement account                                 | 5 151   | 0  | 0  | 5 151   |                        |                      | 5 151  |
| SF0101360        | 382411                 | 382411                                   | Accrued interest on IRS transactions with credit institutions            | 1   | 0  | 0  | 1   |                        |                      | 1  |
| SF0101360        | 389102                 |  | MCY commitment fee accrual   | 1 715 217   | 0  | 0  | 1 715 217   |                        |                      | 1 715 217  |



Draft (opening) inventory of assets of the Successor Company

In HUF

| Line code | general ledger account | interest general ledger account only MKB | Balance sheet row heading   | Value of the acquiring MKB's assets according to value assessment, 31.08.2021 | Value of the merging BB's assets according to value assessment, 31.08.2021 | Value of the acquiring MTBH's assets according to value assessment, 31.08.2021 | Assets of the LEGAL SUCCESSOR MKB before settlement, 31.08.2021 | Differences     | Settlement of equity | Assets of the LEGAL SUCCESSOR MKB after settlement, 31.08.2021 |
|-----------|------------------------|--|---|---|--|--|---|-----------------|----------------------|--|
| SF0101360 | 389104                 |  | Accrual of other income for the reported period                           | 1 041 835 093   | 0  | 0  | 1 041 835 093   |                 |                      | 1 041 835 093  |
| SF0101360 | 389105                 |  | Accrual of securities deposit and capital account management fees         | 112 796 975   | 0  | 0  | 112 796 975   |                 |                      | 112 796 975  |
| SF0101360 | 389219                 |  | Deferral of other costs and expenditures - financial                      | 1 516 405 847   | 0  | 0  | 1 516 405 847   |                 |                      | 1 516 405 847  |
| SF0101360 | 389900                 |  | Other assets, IFRS adj.   | 5 034 404 808   | 0  | 0  | 5 034 404 808   |                 |                      | 5 034 404 808  |
| SF0101360 | 389901                 |  | Other assets, leasing, IFRS adj.  | -135 809 594  | 0  | 0  | -135 809 594  |                 |                      | -135 809 594   |
| SF0101360 | 392170                 |  | Debts on Clavis technical account (financial services)                    | 149 049 483   | 0  | 0  | 149 049 483   |                 |                      | 149 049 483  |
| SF0101360 | 392180                 |  | Debts on Clavis technical account (investment services)                   | 144 817 305   | 0  | 0  | 144 817 305   |                 |                      | 144 817 305  |
| SF0101360 | 393110                 |  | Bank card settlement account  | 59 896 783  | 0  | 0  | 59 896 783  |                 |                      | 59 896 783   |
| SF0101360 | 395120                 |  | Own-account receivables from KELER  | 6 557 915   | 0  | 0  | 6 557 915   |                 |                      | 6 557 915  |
| SF0101360 | 396110                 |  | HUF suspense, cl. 1   | 18 617 265  | 0  | 0  | 18 617 265  |                 |                      | 18 617 265   |
| SF0101360 | 396130                 |  | Safe deposit boxes broken up  | 0   | 0  | 0  | 0   |                 |                      | 0  |
| SF0101360 | 396160                 |  | Suspense account for future/forward transactions                          | 198 891   | 0  | 0  | 198 891   |                 |                      | 198 891  |
| SF0101360 | 396241                 |  | Technical account for non-booked bank card items                          | 200 000   | 0  | 0  | 200 000   |                 |                      | 200 000  |
| SF0101360 | 396249                 |  | Technical counter-account for non-booked bank card items                  | -750 000  | 0  | 0  | -750 000  |                 |                      | -750 000   |
| SF0101360 | 463800                 |  | Innovation contribution (875250)  | 50 169 461  | 0  | 0  | 50 169 461  |                 |                      | 50 169 461   |
| SF0101360 | 464900                 |  | Self-revision, penalties for late payment, and fines payable to the tax a | 498   | 0  | 0  | 498   |                 |                      | 498  |
| SF0101360 | 465100                 |  | Local business tax (875110)   | 1 337 021 754   | 0  | 0  | 1 337 021 754   |                 |                      | 1 337 021 754  |
| SF0101360 | 465400                 |  | Vehicle tax (875140)  | -1 085  | 0  | 0  | -1 085  |                 |                      | -1 085   |
| SF0101360 | 465900                 |  | Self-revision, penalties for late payment, and fines payable to municip   | 1 134   | 0  | 0  | 1 134   |                 |                      | 1 134  |
| SF0101360 | 466620                 |  | Deductible VAT on items charged on to other parties                       | 45 178 015  | 0  | 0  | 45 178 015  |                 |                      | 45 178 015   |
| SF0101360 | 466640                 |  | Deductible VAT on imported services                                       | 305 522   | 0  | 0  | 305 522   |                 |                      | 305 522  |
| SF0101360 | 466660                 |  | Proportionately deductible VAT  | 1 758 796 848   | 0  | 0  | 1 758 796 848   |                 |                      | 1 758 796 848  |
| SF0101360 | 466699                 |  | VAT charged in advance (group members)                                    | 1 611 447 161   | 0  | 0  | 1 611 447 161   |                 |                      | 1 611 447 161  |
| SF0101360 | 466710                 |  | Sales payment VAT   | -152 599 180  | 0  | 0  | -152 599 180  |                 |                      | -152 599 180   |
| SF0101360 | 466720                 |  | VAT payable for items charged on to other parties                         | -177 603 222  | 0  | 0  | -177 603 222  |                 |                      | -177 603 222   |
| SF0101360 | 466740                 |  | VAT payable for imported services   | -118 798 182  | 0  | 0  | -118 798 182  |                 |                      | -118 798 182   |
| SF0101360 | 466750                 |  | VAT payable in reversed taxation  | -11 251 402   | 0  | 0  | -11 251 402   |                 |                      | -11 251 402  |
| SF0101360 | 466799                 |  | VAT payable (group members)   | -125 365 382  | 0  | 0  | -125 365 382  |                 |                      | -125 365 382   |
| SF0101360 | 466800                 |  | VAT financial performance   | -1 285 186 618  | 0  | 0  | -1 285 186 618  |                 |                      | -1 285 186 618   |
| SF0101360 | 161200000              |  | EQUITY PARTICIPATIONS   | 0   | 197 814 946  | 0  | 197 814 946   |                 |                      | 197 814 946  |
|           |                        |  | Receivables from owners due to capital increase                           |   |  |  |   | 185 000 000 000 |                      | 185 000 000 000  |
| SF0101360 | 213120000              |  | Other materials   | 0   | 2 000 000  | 0  | 2 000 000   |                 |                      | 2 000 000  |
| SF0101360 | 261110000              |  | Other inventories obtained by the bank in consideration for receivable:   | 0   | 8 370 942  | 0  | 8 370 942   |                 |                      | 8 370 942  |
| SF0101360 | 272110000              |  | Impairment of repossessed cars  | 0   | -7 054 800   | 0  | -7 054 800  |                 |                      | -7 054 800   |
| SF0101360 | 281120000              |  | Mediated service  | 0   | 2 193 371  | 0  | 2 193 371   |                 |                      | 2 193 371  |
| SF0101360 | 281130000              |  | Re-invoicing within VAT group   | 0   | 3 881 711  | 0  | 3 881 711   |                 |                      | 3 881 711  |
| SF0101360 | 323120000              |  | Financial assets for home construction                                    | 0   | 31 435 695   | 0  | 31 435 695  |                 |                      | 31 435 695   |
| SF0101360 | 323130000              |  | Card settlement deposit account   | 0   | 817 272 028  | 0  | 817 272 028   |                 |                      | 817 272 028  |
| SF0101360 | 365512000              |  | Settlement account for other commissioned activities                      | 0   | 2 438 578  | 0  | 2 438 578   |                 |                      | 2 438 578  |
| SF0101360 | 365534000              |  | Financial settlement of government securities trading between Takaré      | 0   | 83 591 907   | 0  | 83 591 907  |                 |                      | 83 591 907   |
| SF0101360 | 365551000              |  | Investment card interest tax liability                                    | 0   | 2 027 085  | 0  | 2 027 085   |                 |                      | 2 027 085  |
| SF0101360 | 371100000              |  | Prepaid revenues  | 0   | 1 329 711 442  | 0  | 1 329 711 442   |                 |                      | 1 329 711 442  |
| SF0101360 | 3711000FK              |  | Prepaid revenues within the scope of consolidation                        | 0   | 35 682 648   | 0  | 35 682 648  |                 |                      | 35 682 648   |
| SF0101360 | 371200000              |  | Prepaid monthly expenses  | 0   | 1 971 796 813  | 0  | 1 971 796 813   |                 |                      | 1 971 796 813  |
| SF0101360 | 371320000              |  | Prepaid commitment fee - customers  | 0   | 33 729 706   | 0  | 33 729 706  |                 |                      | 33 729 706   |
| SF0101360 | 3713200BK              |  | Prepaid commitment fee - consolidated                                     | 0   | 1 287 348  | 0  | 1 287 348   |                 |                      | 1 287 348  |
| SF0101360 | 3742200BK              |  | Overdue and not collected commitment fee - consolidated                   | 0   | 91 013   | 0  | 91 013  |                 |                      | 91 013   |
| SF0101360 | 374221000              |  | Overdue and not collected commitment fee - customers                      | 0   | 36 071 434   | 0  | 36 071 434  |                 |                      | 36 071 434   |
| SF0101360 | 3742300BK              |  | Overdue and not collected fees, other commissions - consolidated          | 0   | 5 493  | 0  | 5 493   |                 |                      | 5 493  |
| SF0101360 | 374231000              |  | Overdue and not collected fees, other commissions                         | 0   | 278 437 397  | 0  | 278 437 397   |                 |                      | 278 437 397  |
| SF0101360 | 3743010FK              |  | Receivables from multiple employment                                      | 0   | 14 891 823   | 0  | 14 891 823  |                 |                      | 14 891 823   |
| SF0101360 | 374310300              |  | Other debts   | 0   | -2 000   | 0  | -2 000  |                 |                      | -2 000   |
| SF0101360 | 374310600              |  | Voluntary pension fund deduction of BB Nyrt. employees                    | 0   | -61 000  | 0  | -61 000   |                 |                      | -61 000  |

Statistical number: 10011922 6419 114 01  
Cg.: 01 10 040952  
MKB Bank Nyrt.

**Draft (opening) inventory of assets of the Successor Company**

| In HUF           |                        |  |   |   |  |  |   |             |                      |  |
|------------------|------------------------|--|---|---|--|--|---|-------------|----------------------|--|
| Line code        | general ledger account | interest general ledger account only MKB | Balance sheet row heading   | Value of the acquiring MKB's assets according to value assessment, 31.08.2021 | Value of the merging BB's assets according to value assessment, 31.08.2021 | Value of the acquiring MTBH's assets according to value assessment, 31.08.2021 | Assets of the LEGAL SUCCESSOR MKB before settlement, 31.08.2021 | Differences | Settlement of equity | Assets of the LEGAL SUCCESSOR MKB after settlement, 31.08.2021 |
| SF0101360        | 374310700              |  | Business card debts   | 0   | 11 797   | 0  | 11 797  |             |                      | 11 797   |
| SF0101360        | 374310800              |  | Wages and other items payable to employees                            | 0   | 361 082  | 0  | 361 082   |             |                      | 361 082  |
| SF0101360        | 374311000              |  | Curtailments  | 0   | -2 058 863   | 0  | -2 058 863  |             |                      | -2 058 863   |
| SF0101360        | 374312200              |  | SETTLEMENT WITH EMPLOYEES   | 0   | -2 838 855   | 0  | -2 838 855  |             |                      | -2 838 855   |
| SF0101360        | 374510000              |  | Other receivables   | 0   | 143 910 132  | 0  | 143 910 132   |             |                      | 143 910 132  |
| SF0101360        | 374510020              |  | Special bank tax asset  | 0   | 1 428 344 000  | 0  | 1 428 344 000   |             |                      | 1 428 344 000  |
| SF0101360        | 377100100              |  | Settlement account related to closed-end financial leasing            | 0   | 1 432 534 054  | 0  | 1 432 534 054   |             |                      | 1 432 534 054  |
| SF0101360        | 377110200              |  | Settlement account of customers without a current account             | 0   | 184 535 377  | 0  | 184 535 377   |             |                      | 184 535 377  |
| SF0101360        | 377110500              |  | Settlement account relating to the budget and local governments       | 0   | 2 098 794 501  | 0  | 2 098 794 501   |             |                      | 2 098 794 501  |
| SF0101360        | 377111000              |  | Settlement account for retail home purchase loans, mortgages and thir | 0   | 581 555 531  | 0  | 581 555 531   |             |                      | 581 555 531  |
| SF0101360        | 377111200              |  | Other settlement accounts not to be classified                        | 0   | 20 769   | 0  | 20 769  |             |                      | 20 769   |
| SF0101360        | 377111300              |  | Other settlement accounts to be classified                            | 0   | 211 936 222  | 0  | 211 936 222   |             |                      | 211 936 222  |
| SF0101360        | 377111400              |  | Guarantee fee advance settlement account                              | 0   | 226 296 994  | 0  | 226 296 994   |             |                      | 226 296 994  |
| SF0101360        | 377111800              |  | Vehicle financing business line settlement account                    | 0   | 490 367 521  | 0  | 490 367 521   |             |                      | 490 367 521  |
| SF0101360        | 377111900              |  | CARD TURNOVER SETTLEMENT ACCOUNT                                      | 0   | 30 209 859   | 0  | 30 209 859  |             |                      | 30 209 859   |
| SF0101360        | 377112000              |  | Guarantee fee settlement account                                      | 0   | 22 486   | 0  | 22 486  |             |                      | 22 486   |
| SF0101360        | 377112400              |  | Institutional guarantee fee settlement account - consolidated SZCP an | 0   | 66 771 267   | 0  | 66 771 267  |             |                      | 66 771 267   |
| SF0101360        | 377113000              |  | Collateral deposit settlement account for rented properties           | 0   | 491 096 734  | 0  | 491 096 734   |             |                      | 491 096 734  |
| SF0101360        | 377210000              |  | Other cash restatement account  | 0   | 17 512 000   | 0  | 17 512 000  |             |                      | 17 512 000   |
| SF0101360        | 377220000              |  | Card nostro restatement account                                       | 0   | 73 497 261   | 0  | 73 497 261  |             |                      | 73 497 261   |
| SF0101360        | 377270000              |  | Cafeteria settlement account  | 0   | 636 715  | 0  | 636 715   |             |                      | 636 715  |
| SF0101360        | 377510000              |  | Cash deficit or surplus   | 0   | 1 771 376  | 0  | 1 771 376   |             |                      | 1 771 376  |
| SF0101360        | 377510200              |  | Prepaid items to be settledDebit open items settlement account        | 0   | 157 476 412  | 0  | 157 476 412   |             |                      | 157 476 412  |
| SF0101360        | 377510600              |  | Unidentified charges received by the post                             | 0   | 5 576  | 0  | 5 576   |             |                      | 5 576  |
| SF0101360        | 377510900              |  | Fixed asset sales clearing account                                    | 0   | 142 144  | 0  | 142 144   |             |                      | 142 144  |
| SF0101360        | 377990000              |  | Active suspended account  | 0   | 16 286 855   | 0  | 16 286 855  |             |                      | 16 286 855   |
| SF0101360        | 379100000              |  | Impairment on other receivables                                       | 0   | -377 724 898   | 0  | -377 724 898  |             |                      | -377 724 898   |
| SF0101360        | 379120000              |  | Impairment loss of other receivables - increasing the tax base        | 0   | -72 150 856  | 0  | -72 150 856   |             |                      | -72 150 856  |
| SF0101360        | 441220000              |  | 100% refundable VAT   | 0   | 12 966 057 196   | 0  | 12 966 057 196  |             |                      | 12 966 057 196   |
| SF0101360        | 441220100              |  | VAT   | 0   | 656 294  | 0  | 656 294   |             |                      | 656 294  |
| SF0101360        | 441220300              |  | Proportionally recoverable VAT on costs, expenses                     | 0   | 1 672 816 237  | 0  | 1 672 816 237   |             |                      | 1 672 816 237  |
| SF0101360        | 441220500              |  | Proportionally recoverable VAT re-invoiced within the group           | 0   | 2 175 927  | 0  | 2 175 927   |             |                      | 2 175 927  |
| SF0101360        | 441220700              |  | Proportional VAT on intangible assets (IFRS)                          | 0   | 224 818 907  | 0  | 224 818 907   |             |                      | 224 818 907  |
| SF0101360        | 441220800              |  | Proportional VAT on tangible fixed assets (IFRS)                      | 0   | 101 737 856  | 0  | 101 737 856   |             |                      | 101 737 856  |
| SF0101360        | 441221000              |  | VAT payable   | 0   | -11 571 441 587  | 0  | -11 571 441 587   |             |                      | -11 571 441 587  |
| SF0101360        | 441221100              |  | VAT payable on import services  | 0   | -183 260 270   | 0  | -183 260 270  |             |                      | -183 260 270   |
| SF0101360        | 441221200              |  | VAT payable on reverse charge services                                | 0   | -30 853 560  | 0  | -30 853 560   |             |                      | -30 853 560  |
| SF0101360        | 441222000              |  | Payments for the Current Year   | 0   | -2 413 491 000   | 0  | -2 413 491 000  |             |                      | -2 413 491 000   |
| SF0101360        | 441222100              |  | VAT settlement account for previous years                             | 0   | -18 798 196  | 0  | -18 798 196   |             |                      | -18 798 196  |
| SF0101360        | 441222200              |  | VAT group settlement account  | 0   | 242 869 000  | 0  | 242 869 000   |             |                      | 242 869 000  |
| SF0101360        | 441322000              |  | Payment of health care contribution                                   | 0   | 59 134 000   | 0  | 59 134 000  |             |                      | 59 134 000   |
| SF0101360        | 441481000              |  | Distributor and Investment Fund special tax liability                 | 0   | -15 837 000  | 0  | -15 837 000   |             |                      | -15 837 000  |
| SF0101360        | 441482000              |  | Payment of the Distributor and Investment Fund special tax            | 0   | 16 843 000   | 0  | 16 843 000  |             |                      | 16 843 000   |
| SF0101360        | 441613000              |  | Self audit surcharge and payment                                      | 0   | 186 000  | 0  | 186 000   |             |                      | 186 000  |
| SF0101360        | 445119900              |  | HUF clearing pending account  | 0   | 4 331 174  | 0  | 4 331 174   |             |                      | 4 331 174  |
| SF0101360        | 445240000              |  | PASSIVE SETTLEMENT ACCOUNTS   | 0   | 195 303 631  | 0  | 195 303 631   |             |                      | 195 303 631  |
| SF0101360        | 445250000              |  | Other passive suspended settlement account                            | 0   | 1 154 769  | 0  | 1 154 769   |             |                      | 1 154 769  |
| SF0101360        | 445270000              |  | Other liabilities   | 0   | 169 013 318  | 0  | 169 013 318   |             |                      | 169 013 318  |
| <b>SF0101370</b> |                        |  | <b>Qualified invested assets and disposal groups held for sale</b>    | <b>906 939</b>  | <b>0</b>   | <b>0</b>   | <b>906 939</b>  | <b>0</b>    | <b>0</b>             | <b>906 939</b>   |
| <b>SF0101371</b> |                        |  | <b>Ownership instruments</b>  | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>    | <b>0</b>             | <b>0</b>   |
| <b>SF0101372</b> |                        |  | <b>Debt securities</b>  | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>    | <b>0</b>             | <b>0</b>   |
| <b>SF0101373</b> |                        |  | <b>Loans</b>  | <b>906 939</b>  | <b>0</b>   | <b>0</b>   | <b>906 939</b>  | <b>0</b>    | <b>0</b>             | <b>906 939</b>   |
| SF0101373        | 331221                 |  | Overdraft facilities to clients, negative balance                     | 906 939   | 0  | 0  | 906 939   |             |                      | 906 939  |

Statistical number: 10011922 6419 114 01  
 Cg.: 01 10 040952  
 MKB Bank Nyrt.

**Draft (opening) inventory of assets of the Successor Company**

In HUF

| Line code        | general ledger account | interest general ledger account only MKB | Balance sheet row heading  | Value of the acquiring MKB's assets according to value assessment, 31.08.2021 | Value of the merging BB's assets according to value assessment, 31.08.2021 | Value of the acquiring MTBH's assets according to value assessment, 31.08.2021 | Assets of the LEGAL SUCCESSOR MKB before settlement, 31.08.2021 | Differences          | Settlement of equity | Assets of the LEGAL SUCCESSOR MKB after settlement, 31.08.2021 |
|------------------|------------------------|--|--|---|--|--|---|----------------------|----------------------|--|
| <b>SF0101374</b> |                        |  | <b>Other</b>   | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>             | <b>0</b>             | <b>0</b>   |
| <b>SF0102010</b> |                        |  | <b>Financial liabilities held for trading</b>                                | <b>16 509 509 219</b>   | <b>7 715 733 941</b>   | <b>0</b>   | <b>24 225 243 160</b>   | <b>0</b>             | <b>0</b>             | <b>24 225 243 160</b>  |
| <b>SF0102020</b> |                        |  | <b>Derivative transactions</b>   | <b>16 509 509 219</b>   | <b>7 715 733 941</b>   | <b>0</b>   | <b>24 225 243 160</b>   | <b>0</b>             | <b>0</b>             | <b>24 225 243 160</b>  |
| SF0102020        | 435411                 |  | Negative valuation difference of IRS transactions with clients               | 9 945 610 778   | 0  | 0  | 9 945 610 778   |                      |                      | 9 945 610 778  |
| SF0102020        | 435414                 |  | Negative valuation difference of FRA transactions with clients               | 530 509 358   | 0  | 0  | 530 509 358   |                      |                      | 530 509 358  |
| SF0102020        | 435421                 |  | Negative valuation difference of FX futures transactions with clients        | 407 671 324   | 0  | 0  | 407 671 324   |                      |                      | 407 671 324  |
| SF0102020        | 435422                 |  | Negative valuation difference of FX forward transactions with clients        | 2 751 456 062   | 0  | 0  | 2 751 456 062   |                      |                      | 2 751 456 062  |
| SF0102020        | 435423                 |  | Negative valuation difference of FX swap transactions with clients           | 1 926 285 514   | 0  | 0  | 1 926 285 514   |                      |                      | 1 926 285 514  |
| SF0102020        | 435424                 |  | Negative valuation difference of CIRS transactions with clients              | 822 653 593   | 0  | 0  | 822 653 593   |                      |                      | 822 653 593  |
| SF0102020        | 435425                 |  | Negative valuation difference of FX option transactions with clients         | 104 312 590   | 0  | 0  | 104 312 590   |                      |                      | 104 312 590  |
| SF0102020        | 435431                 |  | Negative valuation difference of BUX/shares futures transactions             | 21 010 000  | 0  | 0  | 21 010 000  |                      |                      | 21 010 000   |
| SF0102020        | 471200100              |  | Adjustment of negative valuation difference of derivative transactions       | 0   | -3 725   | 0  | -3 725  |                      |                      | -3 725   |
| SF0102020        | 471210000              |  | Negative valuation difference of derivative transactions - Interest swaj     | 0   | 6 592 129 616  | 0  | 6 592 129 616   |                      |                      | 6 592 129 616  |
| SF0102020        | 471220000              |  | Negative valuation difference of derivative transactions - Foreign curr      | 0   | 70 837 328   | 0  | 70 837 328  |                      |                      | 70 837 328   |
| SF0102020        | 471230000              |  | Negative valuation differences on derivative transactions - CIRS             | 0   | 764 264 456  | 0  | 764 264 456   |                      |                      | 764 264 456  |
| SF0102020        | 471300100              |  | Adjustment of negative valuation difference of derivative transactions       | 0   | -214 496   | 0  | -214 496  |                      |                      | -214 496   |
| SF0102020        | 471310000              |  | Negative valuation difference of derivative transactions - Forward           | 0   | 288 720 762  | 0  | 288 720 762   |                      |                      | 288 720 762  |
| <b>SF0102030</b> |                        |  | <b>Short positions</b>   | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>             | <b>0</b>             | <b>0</b>   |
| <b>SF0102040</b> |                        |  | <b>Deposits</b>  | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>             | <b>0</b>             | <b>0</b>   |
| <b>SF0102045</b> |                        |  | <b>Loans taken out</b>   | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>             | <b>0</b>             | <b>0</b>   |
| <b>SF0102050</b> |                        |  | <b>Debt securities issued</b>  | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>             | <b>0</b>             | <b>0</b>   |
| <b>SF0102060</b> |                        |  | <b>Other financial liabilities</b>   | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>             | <b>0</b>             | <b>0</b>   |
| <b>SF0102070</b> |                        |  | <b>Financial liabilities indicatively booked at fair value, charged to l</b> | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>             | <b>0</b>             | <b>0</b>   |
| <b>SF0102080</b> |                        |  | <b>Deposits</b>  | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>             | <b>0</b>             | <b>0</b>   |
| <b>SF0102085</b> |                        |  | <b>Loans taken out</b>   | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>             | <b>0</b>             | <b>0</b>   |
| <b>SF0102090</b> |                        |  | <b>Debt securities issued</b>  | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>             | <b>0</b>             | <b>0</b>   |
| <b>SF0102100</b> |                        |  | <b>Other financial liabilities</b>   | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>             | <b>0</b>             | <b>0</b>   |
| <b>SF0102110</b> |                        |  | <b>Financial liabilities valued at amortised cost</b>                        | <b>2 825 211 223 936</b>  | <b>2 105 959 142 865</b>   | <b>5 100 000</b>   | <b>4 931 175 466 801</b>  | <b>4 300 000 000</b> | <b>0</b>             | <b>4 935 475 466 801</b>                                       |
| <b>SF0102120</b> |                        |  | <b>Deposits</b>  | <b>1 849 193 073 091</b>  | <b>1 421 421 333 801</b>   | <b>0</b>   | <b>3 270 614 406 892</b>  | <b>0</b>             | <b>0</b>             | <b>3 270 614 406 892</b>                                       |
| SF0102120        | 395190                 |  | Investment coupon sale settlement account                                    | 17 176  | 0  | 0  | 17 176  |                      |                      | 17 176   |
| SF0102120        | 421211                 |  | Bank loro  | 1 799 442 464   | 0  | 0  | 1 799 442 464   |                      |                      | 1 799 442 464  |
| SF0102120        | 421229                 |  | Clavis account for credit institutions (financial services)                  | 5 447 602   | 0  | 0  | 5 447 602   |                      |                      | 5 447 602  |
| SF0102120        | 421321                 |  | Margin settlement accounts (CSA, repo, swap, tender)                         | 4 813 561 600   | 0  | 0  | 4 813 561 600   |                      |                      | 4 813 561 600  |
| SF0102120        | 421331                 |  | Clavis accounts for credit institutions (investment services)                | 202 602   | 0  | 0  | 202 602   |                      |                      | 202 602  |
| SF0102120        | 431221                 | 483221                                   | Clients' deposits and loro settlement account                                | 9 319 737 270   | 0  | 0  | 9 319 737 270   |                      |                      | 9 319 737 270  |
| SF0102120        | 431221                 |  | Clients' deposits and loro settlement account                                | 1 382 382 098 402   | 0  | 0  | 1 382 382 098 402   |                      |                      | 1 382 382 098 402  |
| SF0102120        | 431223                 | 483223                                   | Escrow health insurance and deposit accounts                                 | 30 000 000  | 0  | 0  | 30 000 000  |                      |                      | 30 000 000   |
| SF0102120        | 431223                 |  | Escrow health insurance and deposit accounts                                 | 18 202 669 982  | 0  | 0  | 18 202 669 982  |                      |                      | 18 202 669 982   |
| SF0102120        | 431225                 |  | Pension fund investment account  | 2 120 401 467   | 0  | 0  | 2 120 401 467   |                      |                      | 2 120 401 467  |
| SF0102120        | 431226                 | 483226                                   | Széchenyi cards - excess payments  | 60 810 703  | 0  | 0  | 60 810 703  |                      |                      | 60 810 703   |
| SF0102120        | 431226                 |  | Széchenyi cards - excess payments  | 2 085 838 327   | 0  | 0  | 2 085 838 327   |                      |                      | 2 085 838 327  |
| SF0102120        | 431227                 |  | Credit cards - excess payments   | 172 399 511   | 0  | 0  | 172 399 511   |                      |                      | 172 399 511  |
| SF0102120        | 431228                 |  | Other accounts   | 401 877 960   | 0  | 0  | 401 877 960   |                      |                      | 401 877 960  |
| SF0102120        | 431229                 |  | Clients' Clavis accounts (financial services)                                | 21 866 710 716  | 0  | 0  | 21 866 710 716  |                      |                      | 21 866 710 716   |
| SF0102120        | 431231                 | 483231                                   | Client's short-term financial deposits                                       | 4 527 587 499   | 0  | 0  | 4 527 587 499   |                      |                      | 4 527 587 499  |
| SF0102120        | 431233                 | 483233                                   | Client's term deposits - TD module   | 29 165 721 044  | 0  | 0  | 29 165 721 044  |                      |                      | 29 165 721 044   |
| SF0102120        | 431233                 |  | Client's term deposits - TD module   | 14 807 436 255  | 0  | 0  | 14 807 436 255  |                      |                      | 14 807 436 255   |
| SF0102120        | 431234                 | 383239                                   | Client's term deposits (within one year)                                     | -42 687 050   | 0  | 0  | -42 687 050   |                      |                      | -42 687 050  |
| SF0102120        | 431234                 | 483234                                   | Client's term deposits (within one year)                                     | 323 457 429 622   | 0  | 0  | 323 457 429 622   |                      |                      | 323 457 429 622  |
| SF0102120        | 431234                 |  | Client's term deposits (within one year)                                     | 5 826 999 534   | 0  | 0  | 5 826 999 534   |                      |                      | 5 826 999 534  |
| SF0102120        | 431235                 | 483235                                   | Client's short-term money-market deposits                                    | 81 305 963  | 0  | 0  | 81 305 963  |                      |                      | 81 305 963   |
| SF0102120        | 431235                 |  | Client's short-term money-market deposits                                    | 13 464 738  | 0  | 0  | 13 464 738  |                      |                      | 13 464 738   |
| SF0102120        | 431251                 |  | SZÉP card liabilities related to clients - accommodation                     | 4 103 237 029   | 0  | 0  | 4 103 237 029   |                      |                      | 4 103 237 029  |

**Draft (opening) inventory of assets of the Successor Company**

In HUF

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|------------------|------------------------|--|---|---|--|--|---|-------------|----------------------|--|
| SF0102120        | 431252                 |  | SZÉP card liabilities related to clients - catering                     | 8 489 305 105   | 0  | 0  | 8 489 305 105   |             |                      | 8 489 305 105  |
| SF0102120        | 431253                 |  | SZÉP card liabilities related to clients - leisure                      | 1 918 653 380   | 0  | 0  | 1 918 653 380   |             |                      | 1 918 653 380  |
| SF0102120        | 431331                 |  | Clavis accounts (investment services)                                   | 2 032 042 009   | 0  | 0  | 2 032 042 009   |             |                      | 2 032 042 009  |
| SF0102120        | 431334                 |  | Pension savings account   | 2 282 044 393   | 0  | 0  | 2 282 044 393   |             |                      | 2 282 044 393  |
| SF0102120        | 431335                 |  | Long-term investment account  | 7 113 274 070   | 0  | 0  | 7 113 274 070   |             |                      | 7 113 274 070  |
| SF0102120        | 431336                 |  | "Stability" savings account   | 346 128 394   | 0  | 0  | 346 128 394   |             |                      | 346 128 394  |
| SF0102120        | 451237                 | 483237                                   | Other long-term deposits of clients                                     | 23 282  | 0  | 0  | 23 282  |             |                      | 23 282   |
| SF0102120        | 451237                 |  | Other long-term deposits of clients                                     | 1 529 144 539   | 0  | 0  | 1 529 144 539   |             |                      | 1 529 144 539  |
| SF0102120        | 471181                 |  | Deposit deeds and certificates  | 6 760 552   | 0  | 0  | 6 760 552   |             |                      | 6 760 552  |
| SF0102120        | 482212                 | 482212                                   | Interest accrued on overdrafts (nostro)                                 | 10 033 377  | 0  | 0  | 10 033 377  |             |                      | 10 033 377   |
| SF0102120        | 483221                 | 483221                                   | Interest accrued on client's deposit settlement and loro accounts       | -41 374   | 0  | 0  | -41 374   |             |                      | -41 374  |
| SF0102120        | 483231                 | 483231                                   | Interest accrued on clients' financial deposits                         | -152 755 433  | 0  | 0  | -152 755 433  |             |                      | -152 755 433   |
| SF0102120        | 483233                 | 483233                                   | Interest accrued on client's term deposits - TD module                  | 1 280 901   | 0  | 0  | 1 280 901   |             |                      | 1 280 901  |
| SF0102120        | 483234                 | 483234                                   | Interest accrued on clients' term deposits                              | -4 340 366  | 0  | 0  | -4 340 366  |             |                      | -4 340 366   |
| SF0102120        | 483235                 | 483235                                   | Interest accrued on clients' money market deposits                      | 147   | 0  | 0  | 147   |             |                      | 147  |
| SF0102120        | 492170                 |  | Clavis technical account (financial services.)                          | 212 927 833   | 0  | 0  | 212 927 833   |             |                      | 212 927 833  |
| SF0102120        | 492180                 |  | Clavis technical account (investment services.)                         | 206 881 865   | 0  | 0  | 206 881 865   |             |                      | 206 881 865  |
| SF0102120        | 411110000              |  | Sight deposits from financial institutions                              | 0   | 7 663 599  | 0  | 7 663 599   |             |                      | 7 663 599  |
| SF0102120        | 411210000              |  | Short-term term deposits from financial institutions                    | 0   | 14   | 0  | 14  |             |                      | 14   |
| SF0102120        | 431110000              |  | Sight deposits  | 0   | 1 205 119 481 226  | 0  | 1 205 119 481 226   |             |                      | 1 205 119 481 226  |
| SF0102120        | 4311100BK              |  | Sight deposits (consolidated) - BM/LV                                   | 0   | 371 714 940  | 0  | 371 714 940   |             |                      | 371 714 940  |
| SF0102120        | 431210000              |  | Short-term term deposits  | 0   | 213 998 490 392  | 0  | 213 998 490 392   |             |                      | 213 998 490 392  |
| SF0102120        | 431211000              |  | Short-term term deposits - contracted interest settlement account       | 0   | 66 604 873   | 0  | 66 604 873  |             |                      | 66 604 873   |
| SF0102120        | 431330000              |  | Long-term term deposits due in more than one year                       | 0   | 1 857 378 757  | 0  | 1 857 378 757   |             |                      | 1 857 378 757  |
| <b>SF0102125</b> |                        |  | <b>Loans taken out</b>  | <b>878 758 476 988</b>  | <b>627 844 568 367</b>   | <b>0</b>   | <b>1 506 603 045 355</b>  | <b>0</b>    | <b>0</b>             | <b>1 506 603 045 355</b>                                       |
| SF0102125        | 421232                 | 482232                                   | Short-term interbank borrowings   | 288 252 137 489   | 0  | 0  | 288 252 137 489   |             |                      | 288 252 137 489  |
| SF0102125        | 421255                 | 482255                                   | Short-term interbank refinancing funds                                  | 101 400 199 917   | 0  | 0  | 101 400 199 917   |             |                      | 101 400 199 917  |
| SF0102125        | 421255                 |  | Short-term interbank refinancing funds                                  | 287 501 144 059   | 0  | 0  | 287 501 144 059   |             |                      | 287 501 144 059  |
| SF0102125        | 421282                 | 482282                                   | Passive interbank repo - delivery                                       | 3 838 579 380   | 0  | 0  | 3 838 579 380   |             |                      | 3 838 579 380  |
| SF0102125        | 421282                 |  | Passive interbank repo - delivery                                       | 504 750 001   | 0  | 0  | 504 750 001   |             |                      | 504 750 001  |
| SF0102125        | 421291                 |  | Short liabilities to credit institutions                                | 1 446 979 443   | 0  | 0  | 1 446 979 443   |             |                      | 1 446 979 443  |
| SF0102125        | 431261                 |  | Deferred payment liabilities  | 1 645 437   | 0  | 0  | 1 645 437   |             |                      | 1 645 437  |
| SF0102125        | 431282                 | 483282                                   | Passive repo transactions with clients - delivery                       | 150 018 526 703   | 0  | 0  | 150 018 526 703   |             |                      | 150 018 526 703  |
| SF0102125        | 431282                 |  | Passive repo transactions with clients - delivery                       | 49 999 990 421  | 0  | 0  | 49 999 990 421  |             |                      | 49 999 990 421   |
| SF0102125        | 482232                 | 482232                                   | Interest accrued on interbank borrowings                                | -2 357 286 324  | 0  | 0  | -2 357 286 324  |             |                      | -2 357 286 324   |
| SF0102125        | 482255                 | 482255                                   | Interest accrued on interbank refinancing funds                         | -1 863 426 911  | 0  | 0  | -1 863 426 911  |             |                      | -1 863 426 911   |
| SF0102125        | 482282                 | 482282                                   | Interest accrued on passive interbank repo - delivery                   | -2  | 0  | 0  | -2  |             |                      | -2   |
| SF0102125        | 482291                 | 482291                                   | Interest accrued on short liabilities to credit institutions            | 15 237 375  | 0  | 0  | 15 237 375  |             |                      | 15 237 375   |
| SF0102125        | 411221000              |  | Funds for short-term refinancing loans                                  | 0   | 6 396 024 000  | 0  | 6 396 024 000   |             |                      | 6 396 024 000  |
| SF0102125        | 411221100              |  | Funds for short-term refinancing loans - contracted interest settlement | 0   | -2 927 128   | 0  | -2 927 128  |             |                      | -2 927 128   |
| SF0102125        | 411320000              |  | Part of long-term loans from financial institutions due in more than on | 0   | 79 668 878 178   | 0  | 79 668 878 178  |             |                      | 79 668 878 178   |
| SF0102125        | 411320100              |  | Part of long-term loans from financial institutions maturing in more th | 0   | -372 931   | 0  | -372 931  |             |                      | -372 931   |
| SF0102125        | 411321000              |  | Liabilities on long-term refinancing loans maturing in more than one y  | 0   | 74 213 869 005   | 0  | 74 213 869 005  |             |                      | 74 213 869 005   |
| SF0102125        | 411321100              |  | Liabilities on long-term refinancing loans maturing in more than one y  | 0   | -71 118 538  | 0  | -71 118 538   |             |                      | -71 118 538  |
| SF0102125        | 412110000              |  | Deferred accrued interest   | 0   | 3 206 684  | 0  | 3 206 684   |             |                      | 3 206 684  |
| SF0102125        | 421310000              |  | Part of long-term loans from the MNB maturing in more than one yea      | 0   | 254 752 000 000  | 0  | 254 752 000 000   |             |                      | 254 752 000 000  |
| SF0102125        | 421311000              |  | Part of long-term loans from the MNB maturing in more than one yea      | 0   | 263 443 779  | 0  | 263 443 779   |             |                      | 263 443 779  |
| SF0102125        | 421320000              |  | Part of long-term loans from the MNB covered with collateral maturit    | 0   | 216 704 907 239  | 0  | 216 704 907 239   |             |                      | 216 704 907 239  |
| SF0102125        | 423210000              |  | Short-term refinancing loans from the MNB                               | 0   | 835 594 096  | 0  | 835 594 096   |             |                      | 835 594 096  |
| SF0102125        | 42332000S              |  | Long-term refinancing loans from the MNB - initial fair value settlem   | 0   | -4 918 936 017   | 0  | -4 918 936 017  |             |                      | -4 918 936 017   |
| <b>SF0102130</b> |                        |  | <b>Debt securities issued</b>   | <b>44 456 242 085</b>   | <b>0</b>   | <b>0</b>   | <b>44 456 242 085</b>   | <b>0</b>    | <b>0</b>             | <b>44 456 242 085</b>  |
| SF0102130        | 441274                 |  | Subordinated capital bonds issued                                       | 41 538 816 000  | 0  | 0  | 41 538 816 000  |             |                      | 41 538 816 000   |
| SF0102130        | 471123                 | 389223                                   | Discount bonds issued   | 2 517 407 307   | 0  | 0  | 2 517 407 307   |             |                      | 2 517 407 307  |

**Draft (opening) inventory of assets of the Successor Company**

In HUF

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|------------------|------------------------|--|---|---|--|--|---|----------------------|----------------------|--|
| SF0102130        | 482274                 | 482274                                   | Interest accrued on subordinated capital bonds issued                         | 400 018 778   | 0  | 0  | 400 018 778   |                      |                      | 400 018 778  |
| <b>SF0102140</b> |                        |  | <b>Other financial liabilities</b>  | <b>52 803 431 771</b>   | <b>56 693 240 697</b>  | <b>5 100 000</b>   | <b>109 501 772 468</b>  | <b>4 300 000 000</b> | <b>0</b>             | <b>113 801 772 468</b>   |
| SF0102140        | 329110                 |  | Mortgage right trading settlement   | 237 170 701   | 0  | 0  | 237 170 701   |                      |                      | 237 170 701  |
| SF0102140        | 339140                 |  | Factoring assignment account  | 13 408 084  | 0  | 0  | 13 408 084  |                      |                      | 13 408 084   |
| SF0102140        | 361130                 |  | Trade receivable arising from SZÉP cards                                      | 17 296 962  | 0  | 0  | 17 296 962  |                      |                      | 17 296 962   |
| SF0102140        | 361131                 |  | Settlement account for trade receivables arising from SZÉP cards              | 4 067 758   | 0  | 0  | 4 067 758   |                      |                      | 4 067 758  |
| SF0102140        | 394170                 |  | Postal settlements  | 8 221 298   | 0  | 0  | 8 221 298   |                      |                      | 8 221 298  |
| SF0102140        | 431262                 |  | Liabilities arising from option fees received                                 | 43 210 840  | 0  | 0  | 43 210 840  |                      |                      | 43 210 840   |
| SF0102140        | 431291                 |  | Short liabilities to clients  | 2 989 025 138   | 0  | 0  | 2 989 025 138   |                      |                      | 2 989 025 138  |
| SF0102140        | 439113                 |  | Factoring settlement account (funds)  | 108 451 843   | 0  | 0  | 108 451 843   |                      |                      | 108 451 843  |
| SF0102140        | 451241                 |  | Long-term liabilities arising from leased assets (IFRS)                       | 19 224 901 965  | 0  | 0  | 19 224 901 965  |                      |                      | 19 224 901 965   |
| SF0102140        | 461110                 |  | Trade payables  | 865 527 063   | 0  | 0  | 865 527 063   |                      |                      | 865 527 063  |
| SF0102140        | 461120                 |  | Other liabilities to suppliers  | 638 024 117   | 0  | 0  | 638 024 117   |                      |                      | 638 024 117  |
| SF0102140        | 461190                 |  | Accounts payable to unidentified customers (technical)                        | 22 637 037  | 0  | 0  | 22 637 037  |                      |                      | 22 637 037   |
| SF0102140        | 463111                 |  | Social security contribution deducted from insured persons                    | 214 288 720   | 0  | 0  | 214 288 720   |                      |                      | 214 288 720  |
| SF0102140        | 469340                 |  | KEM facility transactions   | 1 524 136 405   | 0  | 0  | 1 524 136 405   |                      |                      | 1 524 136 405  |
| SF0102140        | 469370                 |  | Liabilities to other clients  | 2 477 000   | 0  | 0  | 2 477 000   |                      |                      | 2 477 000  |
| SF0102140        | 469400                 |  | Short-term liabilities to SZÉP card providers                                 | 577 988 401   | 0  | 0  | 577 988 401   |                      |                      | 577 988 401  |
| SF0102140        | 469500                 |  | Liabilities to the Hungarian Tourism Association's foundation                 | 83 703 094  | 0  | 0  | 83 703 094  |                      |                      | 83 703 094   |
| SF0102140        | 489221                 |  | Accrued commitment fee expenses   | 31 730 677  | 0  | 0  | 31 730 677  |                      |                      | 31 730 677   |
| SF0102140        | 489900                 | 489900                                   | Other liabilities, IFRS adj.  | 18 564 078 419  | 0  | 0  | 18 564 078 419  |                      |                      | 18 564 078 419   |
| SF0102140        | 492140                 |  | KEM interest settlement account   | 2 853 048 817   | 0  | 0  | 2 853 048 817   |                      |                      | 2 853 048 817  |
| SF0102140        | 492150                 |  | Rt, key deposits, Bástyá  | 4 093 859 875   | 0  | 0  | 4 093 859 875   |                      |                      | 4 093 859 875  |
| SF0102140        | 495120                 |  | Stock exchange-related own liabilities to KELER                               | 605 626 860   | 0  | 0  | 605 626 860   |                      |                      | 605 626 860  |
| SF0102140        | 495200                 |  | Suspense account for own stock exchange margins                               | 58 864 212  | 0  | 0  | 58 864 212  |                      |                      | 58 864 212   |
| SF0102140        | 495250                 |  | Deposit account for invalidated shares  | 13 400 724  | 0  | 0  | 13 400 724  |                      |                      | 13 400 724   |
| SF0102140        | 495260                 |  | Bearer MKB A shares settlement account  | 6 840 000   | 0  | 0  | 6 840 000   |                      |                      | 6 840 000  |
| SF0102140        | 496100                 |  | Liabilities arising from AFR tests  | 1 445 761   | 0  | 0  | 1 445 761   |                      |                      | 1 445 761  |
| SF0102140        | 365210000              |  | Foreign investment funds settlement account                                   | 0   | 1 723  | 0  | 1 723   |                      |                      | 1 723  |
| SF0102140        | 365210030              |  | Settlement account of domestic investment funds not managed by BB             | 0   | 1 825 825  | 0  | 1 825 825   |                      |                      | 1 825 825  |
| SF0102140        | 411201000              |  | Liabilities from futures  | 0   | 4 063 276 800  | 0  | 4 063 276 800   |                      |                      | 4 063 276 800  |
| SF0102140        | 434110000              |  | Investment payment account  | 0   | 34 592 109 442   | 0  | 34 592 109 442  |                      |                      | 34 592 109 442   |
| SF0102140        | 4341100ZK              |  | Investment payment account - (consolidation)                                  | 0   | 500 482  | 0  | 500 482   |                      |                      | 500 482  |
| SF0102140        | 434210000              |  | Other short-term liabilities arising from financial settlements               | 0   | 2 722 443 563  | 0  | 2 722 443 563   |                      |                      | 2 722 443 563  |
| SF0102140        | 435410000              |  | Liabilities to customers arising from investment service activities           | 0   | 20 311   | 0  | 20 311  |                      |                      | 20 311   |
| SF0102140        | 436110000              |  | Deferred accrued interest - customers   | 0   | 222 083 356  | 0  | 222 083 356   |                      |                      | 222 083 356  |
| SF0102140        | 437110000              |  | Financial leasing liabilities   | 0   | 12 901 988 690   | 0  | 12 901 988 690  |                      |                      | 12 901 988 690   |
| SF0102140        | 444110000              |  | Trade payables  | 0   | 2 090 418 931  | 0  | 2 090 418 931   |                      |                      | 2 090 418 931  |
| SF0102140        | 444220000              |  | Foreign trade payables  | 0   | 98 571 574   | 0  | 98 571 574  |                      |                      | 98 571 574   |
| SF0102140        | 444110000              |  | Buyer - Supplier (customer)   | 0   | 0  | 5 100 000  | 5 100 000   |                      |                      | 5 100 000  |
|                  |                        |  | Dividends payable to shareholders   |   |  |  |   | 4 300 000 000        |                      | 4 300 000 000  |
| <b>SF0102150</b> |                        |  | <b>Derivative transactions - hedging settlements</b>                          | <b>0</b>  | <b>151 465 999</b>   | <b>0</b>   | <b>151 465 999</b>  | <b>0</b>             | <b>0</b>             | <b>151 465 999</b>   |
| SF0102150        | 473110000              |  | Negative valuation difference of derivative transactions - Interest rate      | 0   | 151 465 999  | 0  | 151 465 999   |                      |                      | 151 465 999  |
| <b>SF0102160</b> |                        |  | <b>Change in the fair value of items under portfolio hedging for inte</b>     | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>             | <b>0</b>             | <b>0</b>   |
| SF0102160        | 337820000              |  | Fair valuation difference of loans involved in macro-hedges - devaluat        | 0   | 0  | 0  | 0   |                      |                      | 0  |
| <b>SF0102170</b> |                        |  | <b>Provisions</b>   | <b>2 558 992 448</b>  | <b>3 160 837 631</b>   | <b>0</b>   | <b>5 719 830 079</b>  | <b>0</b>             | <b>0</b>             | <b>5 719 830 079</b>   |
| <b>SF0102180</b> |                        |  | <b>Pensions and other provisions payable for the termination of emj</b>       | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>             | <b>0</b>             | <b>0</b>   |
| <b>SF0102190</b> |                        |  | <b>Other long-term provisions to employees</b>                                | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>             | <b>0</b>             | <b>0</b>   |
| <b>SF0102200</b> |                        |  | <b>Reorganisation</b>   | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>             | <b>0</b>             | <b>0</b>   |
| <b>SF0102210</b> |                        |  | <b>Pending legal matters and tax litigation</b>                               | <b>247 438 946</b>  | <b>478 393 621</b>   | <b>0</b>   | <b>725 832 567</b>  | <b>0</b>             | <b>0</b>             | <b>725 832 567</b>   |
| SF0102210        | 412250                 |  | Other provisions  | 247 438 946   | 0  | 0  | 247 438 946   |                      |                      | 247 438 946  |
| SF0102210        | 462320000              |  | Provision for contingent liabilities in respect of litigation - increase in t | 0   | 478 393 621  | 0  | 478 393 621   |                      |                      | 478 393 621  |
| <b>SF0102220</b> |                        |  | <b>Commitments and guarantees issued</b>                                      | <b>2 311 553 502</b>  | <b>2 190 846 383</b>   | <b>0</b>   | <b>4 502 399 885</b>  | <b>0</b>             | <b>0</b>             | <b>4 502 399 885</b>   |

**Draft (opening) inventory of assets of the Successor Company**

In HUF

| Line code        | general ledger account | interest general ledger account only MKB | Balance sheet row heading  | Value of the acquiring MKB's assets according to value assessment, 31.08.2021 | Value of the merging BB's assets according to value assessment, 31.08.2021 | Value of the acquiring MTBH's assets according to value assessment, 31.08.2021 | Assets of the LEGAL SUCCESSOR MKB before settlement, 31.08.2021 | Differences | Settlement of equity | Assets of the LEGAL SUCCESSOR MKB after settlement, 31.08.2021 |
|------------------|------------------------|--|--|---|--|--|---|-------------|----------------------|--|
| SF0102220        | 412900                 |  | Provisions generated for lending obligations                           | 2 311 553 502   | 0  | 0  | 2 311 553 502   |             |                      | 2 311 553 502  |
| SF0102220        | 462110000              |  | Provisions for contingent and future liabilities                       | 0   | 2 190 846 383  | 0  | 2 190 846 383   |             |                      | 2 190 846 383  |
| <b>SF0102230</b> |                        |  | <b>Other provisions</b>  | <b>0</b>  | <b>491 597 627</b>   | <b>0</b>   | <b>491 597 627</b>  | <b>0</b>    | <b>0</b>             | <b>491 597 627</b>   |
| SF0102230        | 463111100              |  | Provision for loyalty bonus  | 0   | 351 347 627  | 0  | 351 347 627   |             |                      | 351 347 627  |
| SF0102230        | 463111200              |  | Provision for business start-up costs                                  | 0   | 140 250 000  | 0  | 140 250 000   |             |                      | 140 250 000  |
| <b>SF0102240</b> |                        |  | <b>Tax liabilities</b>   | <b>1 315 461 351</b>  | <b>666 690 837</b>   | <b>0</b>   | <b>1 982 152 188</b>  | <b>0</b>    | <b>0</b>             | <b>1 982 152 188</b>   |
| <b>SF0102250</b> |                        |  | <b>Actual tax liabilities</b>  | <b>1 315 461 351</b>  | <b>666 690 837</b>   | <b>0</b>   | <b>1 982 152 188</b>  | <b>0</b>    | <b>0</b>             | <b>1 982 152 188</b>   |
| SF0102250        | 464110                 |  | Corporate tax (875210)   | 1 315 461 351   | 0  | 0  | 1 315 461 351   |             |                      | 1 315 461 351  |
| SF0102250        | 441423000              |  | Innovation tax liability and payment                                   | 0   | 78 361 927   | 0  | 78 361 927  |             |                      | 78 361 927   |
| SF0102250        | 441511000              |  | Local business tax liability   | 0   | 1 470 619 328  | 0  | 1 470 619 328   |             |                      | 1 470 619 328  |
| SF0102250        | 441512000              |  | Payment of local business tax liability                                | 0   | -882 290 418   | 0  | -882 290 418  |             |                      | -882 290 418   |
| <b>SF0102260</b> |                        |  | <b>Deferred tax liabilities</b>  | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>    | <b>0</b>             | <b>0</b>   |
| SF0102260        | 381000100              |  | Deferred taxes   | 0   | 0  | 0  | 0   |             |                      | 0  |
| SF0102260        | 381000600              |  | Deferred tax on OCI  | 0   | 0  | 0  | 0   |             |                      | 0  |
| <b>SF0102270</b> |                        |  | <b>Capital repayable on demand</b>                                     | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>    | <b>0</b>             | <b>0</b>   |
| <b>SF0102280</b> |                        |  | <b>Other liabilities</b>   | <b>15 325 735 635</b>   | <b>24 826 521 319</b>  | <b>2 001 829</b>   | <b>40 154 258 783</b>   | <b>0</b>    | <b>0</b>             | <b>40 154 258 783</b>  |
| SF0102280        | 339114                 |  | Suspense account for the collection of overdue receivables             | 360 071 336   | 0  | 0  | 360 071 336   |             |                      | 360 071 336  |
| SF0102280        | 391251                 |  | Technical settlement account for excess money in MKB funds             | 3 313 000   | 0  | 0  | 3 313 000   |             |                      | 3 313 000  |
| SF0102280        | 394120                 |  | Suspense account for assets / liabilities                              | 245 675   | 0  | 0  | 245 675   |             |                      | 245 675  |
| SF0102280        | 394180                 |  | Suspense account for postal payment orders (Nostro technical)          | 251 172   | 0  | 0  | 251 172   |             |                      | 251 172  |
| SF0102280        | 396120                 |  | Suspense account for documentary transactions                          | 522 995   | 0  | 0  | 522 995   |             |                      | 522 995  |
| SF0102280        | 399220                 |  | Globus technical transfer account                                      | 1 637 872   | 0  | 0  | 1 637 872   |             |                      | 1 637 872  |
| SF0102280        | 399800                 |  | Faktori - Flex interface suspense account                              | 8 670   | 0  | 0  | 8 670   |             |                      | 8 670  |
| SF0102280        | 439116                 |  | "Baby boom" guarantee fee settlement account                           | -2 104  | 0  | 0  | -2 104  |             |                      | -2 104   |
| SF0102280        | 462110                 |  | Income settlement account  | 795 109 539   | 0  | 0  | 795 109 539   |             |                      | 795 109 539  |
| SF0102280        | 462130                 |  | Items deducted from salaries, to be transferred on to other parties    | 1 030 499   | 0  | 0  | 1 030 499   |             |                      | 1 030 499  |
| SF0102280        | 462220                 |  | Voluntary pension fund settlement account                              | 4 708 725   | 0  | 0  | 4 708 725   |             |                      | 4 708 725  |
| SF0102280        | 462230                 |  | MKB health fund settlement account                                     | 7 591 885   | 0  | 0  | 7 591 885   |             |                      | 7 591 885  |
| SF0102280        | 462240                 |  | Health care provisions settlement account                              | -44 103 575   | 0  | 0  | -44 103 575   |             |                      | -44 103 575  |
| SF0102280        | 462250                 |  | State Treasury settlement account                                      | -1 817 680  | 0  | 0  | -1 817 680  |             |                      | -1 817 680   |
| SF0102280        | 463110                 |  | Pension Insurance Fund contributions deducted from private persons     | 2 350 381   | 0  | 0  | 2 350 381   |             |                      | 2 350 381  |
| SF0102280        | 463210                 |  | Health Insurance and Labour Market contributions deducted from pri     | -466 000  | 0  | 0  | -466 000  |             |                      | -466 000   |
| SF0102280        | 463600                 |  | Training contribution (529610)   | 17 174 452  | 0  | 0  | 17 174 452  |             |                      | 17 174 452   |
| SF0102280        | 463900                 |  | Social contribution tax  | 172 659 046   | 0  | 0  | 172 659 046   |             |                      | 172 659 046  |
| SF0102280        | 464131                 |  | Special tax levied on financial organisations                          | 612 983 000   | 0  | 0  | 612 983 000   |             |                      | 612 983 000  |
| SF0102280        | 464160                 |  | Transaction levy   | 371 100 192   | 0  | 0  | 371 100 192   |             |                      | 371 100 192  |
| SF0102280        | 464170                 |  | KATA tax payable by the remuneration payer                             | 532 000   | 0  | 0  | 532 000   |             |                      | 532 000  |
| SF0102280        | 464410                 |  | Employer's (Nexon) personal income tax                                 | 164 919 111   | 0  | 0  | 164 919 111   |             |                      | 164 919 111  |
| SF0102280        | 464420                 |  | Payer's (Nexon) personal income tax                                    | 891 236   | 0  | 0  | 891 236   |             |                      | 891 236  |
| SF0102280        | 464430                 |  | Personal income tax payable for interest tax                           | 72 933 672  | 0  | 0  | 72 933 672  |             |                      | 72 933 672   |
| SF0102280        | 464440                 |  | Personal income tax deducted from price / exchange rate gains          | -1 629 364  | 0  | 0  | -1 629 364  |             |                      | -1 629 364   |
| SF0102280        | 464450                 |  | Personal income tax deducted from dividend income                      | 29 880  | 0  | 0  | 29 880  |             |                      | 29 880   |
| SF0102280        | 464460                 |  | Fringe and certain other benefits 15% (526610,-20)                     | 6 222 631   | 0  | 0  | 6 222 631   |             |                      | 6 222 631  |
| SF0102280        | 464810                 |  | Tax on company cars  | 3 495 292   | 0  | 0  | 3 495 292   |             |                      | 3 495 292  |
| SF0102280        | 482411                 | 482411                                   | Accrued interest on IRS transactions with credit institutions          | 1   | 0  | 0  | 1   |             |                      | 1  |
| SF0102280        | 483291                 | 483291                                   | Interest accrued on short liabilities to clients                       | 76 527 683  | 0  | 0  | 76 527 683  |             |                      | 76 527 683   |
| SF0102280        | 489109                 |  | Deferral of other income   | 234 532 060   | 0  | 0  | 234 532 060   |             |                      | 234 532 060  |
| SF0102280        | 489211                 |  | Accrual of wage and contribution costs - financial                     | 3 056 634 120   | 0  | 0  | 3 056 634 120   |             |                      | 3 056 634 120  |
| SF0102280        | 489218                 |  | Accrual of tax-type expenditures (local business tax, supervisory cont | 1 307 004 523   | 0  | 0  | 1 307 004 523   |             |                      | 1 307 004 523  |
| SF0102280        | 489219                 |  | Accrual of other costs and expenditures - financial                    | 2 143 515 166   | 0  | 0  | 2 143 515 166   |             |                      | 2 143 515 166  |
| SF0102280        | 489301                 |  | Other deferred income  | 11 284 277  | 0  | 0  | 11 284 277  |             |                      | 11 284 277   |
| SF0102280        | 492110                 |  | Assignment (suspense)  | 3 827 153   | 0  | 0  | 3 827 153   |             |                      | 3 827 153  |
| SF0102280        | 494110                 |  | Sent GIRO items  | 4 781 772 381   | 0  | 0  | 4 781 772 381   |             |                      | 4 781 772 381  |

Draft (opening) inventory of assets of the Successor Company

In HUF

| Line code | general ledger account | interest general ledger account only MKB | Balance sheet row heading  | Value of the acquiring MKB's assets according to value assessment, 31.08.2021 | Value of the merging BB's assets according to value assessment, 31.08.2021 | Value of the acquiring MTBH's assets according to value assessment, 31.08.2021 | Assets of the LEGAL SUCCESSOR MKB before settlement, 31.08.2021 | Differences | Settlement of equity | Assets of the LEGAL SUCCESSOR MKB after settlement, 31.08.2021 |
|-----------|------------------------|--|--|---|--|--|---|-------------|----------------------|--|
| SF0102280 | 494120                 |  | Received GIRO items  | -4 267 874 528  | 0  | 0  | -4 267 874 528  |             |                      | -4 267 874 528   |
| SF0102280 | 494130                 |  | Unidentifiable received GIRO items                                     | 1 629 362   | 0  | 0  | 1 629 362   |             |                      | 1 629 362  |
| SF0102280 | 494131                 |  | Clearing account (technical)   | 7 173 508   | 0  | 0  | 7 173 508   |             |                      | 7 173 508  |
| SF0102280 | 494160                 |  | Value-dated suspense account   | 245 991 400   | 0  | 0  | 245 991 400   |             |                      | 245 991 400  |
| SF0102280 | 494170                 |  | Split value suspense account   | 1 294 914 138   | 0  | 0  | 1 294 914 138   |             |                      | 1 294 914 138  |
| SF0102280 | 494180                 |  | Suspense account for payments between clients and service providers    | 20 470 080  | 0  | 0  | 20 470 080  |             |                      | 20 470 080   |
| SF0102280 | 494190                 |  | Sent SEPA items  | 3 733 433 043   | 0  | 0  | 3 733 433 043   |             |                      | 3 733 433 043  |
| SF0102280 | 494200                 |  | Received SEPA items  | 24 446  | 0  | 0  | 24 446  |             |                      | 24 446   |
| SF0102280 | 494210                 |  | Unidentified SEPA items  | 739 557   | 0  | 0  | 739 557   |             |                      | 739 557  |
| SF0102280 | 494230                 |  | Erroneously received orders  | 157 620   | 0  | 0  | 157 620   |             |                      | 157 620  |
| SF0102280 | 494240                 |  | FM complaints suspense account   | 134 626 452   | 0  | 0  | 134 626 452   |             |                      | 134 626 452  |
| SF0102280 | 494250                 |  | Suspense account for transfers within MKB (PC module)                  | -13 544 800   | 0  | 0  | -13 544 800   |             |                      | -13 544 800  |
| SF0102280 | 495240                 |  | Dividend settlement account  | 1 134 455   | 0  | 0  | 1 134 455   |             |                      | 1 134 455  |
| SF0102280 | 377111110              |  | FHB JES mirror settlement account                                      | 0   | 3 244 228  | 0  | 3 244 228   |             |                      | 3 244 228  |
| SF0102280 | 365534000              |  | Financial settlement of government securities trading between Takaré   | 0   | 9 674 630  | 0  | 9 674 630   |             |                      | 9 674 630  |
| SF0102280 | 365541000              |  | Zeus-BP cash settlement account  | 0   | 43 183 969   | 0  | 43 183 969  |             |                      | 43 183 969   |
| SF0102280 | 365542000              |  | Investment card settlement account                                     | 0   | 23 013 549   | 0  | 23 013 549  |             |                      | 23 013 549   |
| SF0102280 | 374111000              |  | Buyer invoice transfer settlement technical account                    | 0   | 10 000 322   | 0  | 10 000 322  |             |                      | 10 000 322   |
| SF0102280 | 374112000              |  | Buyer invoice cash settlement technical account                        | 0   | 36 576   | 0  | 36 576  |             |                      | 36 576   |
| SF0102280 | 374310100              |  | Trade union membership fee   | 0   | 375 500  | 0  | 375 500   |             |                      | 375 500  |
| SF0102280 | 377110100              |  | GE settlement account  | 0   | 30 397 753   | 0  | 30 397 753  |             |                      | 30 397 753   |
| SF0102280 | 377110400              |  | Bank card turnover settlement account                                  | 0   | 1 780 883 643  | 0  | 1 780 883 643   |             |                      | 1 780 883 643  |
| SF0102280 | 377111000              |  | Settlement account for retail home purchase loans, mortgages and thir  | 0   | 373 760 383  | 0  | 373 760 383   |             |                      | 373 760 383  |
| SF0102280 | 377111200              |  | Other settlement accounts not to be classified                         | 0   | 169 219 581  | 0  | 169 219 581   |             |                      | 169 219 581  |
| SF0102280 | 377111210              |  | Other settlement accounts not to be classified - IG3                   | 0   | 18 144 827   | 0  | 18 144 827  |             |                      | 18 144 827   |
| SF0102280 | 377111300              |  | Other settlement accounts to be classified                             | 0   | 61 700   | 0  | 61 700  |             |                      | 61 700   |
| SF0102280 | 377111800              |  | Vehicle financing business line settlement account                     | 0   | 490 367 521  | 0  | 490 367 521   |             |                      | 490 367 521  |
| SF0102280 | 377112700              |  | Debt relief settlement account - RMS                                   | 0   | 120 688 912  | 0  | 120 688 912   |             |                      | 120 688 912  |
| SF0102280 | 377230000              |  | Weekly postal charges transfer account aggregated for the bank         | 0   | 72 384 451   | 0  | 72 384 451  |             |                      | 72 384 451   |
| SF0102280 | 377240000              |  | Foreign currency/HUF conversion internal transfer account              | 0   | 475 571  | 0  | 475 571   |             |                      | 475 571  |
| SF0102280 | 377290000              |  | Health insurance for employees' relatives                              | 0   | 1 597 179  | 0  | 1 597 179   |             |                      | 1 597 179  |
| SF0102280 | 377510700              |  | Erroneously received orders  | 0   | 161 577 810  | 0  | 161 577 810   |             |                      | 161 577 810  |
| SF0102280 | 377510900              |  | Fixed asset sales clearing account                                     | 0   | 142 144  | 0  | 142 144   |             |                      | 142 144  |
| SF0102280 | 377991000              |  | Active pending account IG3   | 0   | 117 427  | 0  | 117 427   |             |                      | 117 427  |
| SF0102280 | 433350000              |  | Funds from loans taken over for operations maturing in more than one   | 0   | 95 293   | 0  | 95 293  |             |                      | 95 293   |
| SF0102280 | 441311100              |  | PIT liability account for tax deducted from employment income          | 0   | 2 313 890 214  | 0  | 2 313 890 214   |             |                      | 2 313 890 214  |
| SF0102280 | 441311200              |  | Retail interest tax liability deducted                                 | 0   | 762 929 113  | 0  | 762 929 113   |             |                      | 762 929 113  |
| SF0102280 | 441311300              |  | Personal income tax deducted from non-resident individuals liability a | 0   | 2 552  | 0  | 2 552   |             |                      | 2 552  |
| SF0102280 | 441311400              |  | Extra-wage benefits and certain defined allowances personal income t   | 0   | 98 793 808   | 0  | 98 793 808  |             |                      | 98 793 808   |
| SF0102280 | 441311500              |  | Other income to be consolidated personal income tax liability account  | 0   | 36 376 444   | 0  | 36 376 444  |             |                      | 36 376 444   |
| SF0102280 | 441312000              |  | Personal income tax payment account                                    | 0   | -2 863 847 000   | 0  | -2 863 847 000  |             |                      | -2 863 847 000   |
| SF0102280 | 441331000              |  | Vocational training contribution liability                             | 0   | 240 394 012  | 0  | 240 394 012   |             |                      | 240 394 012  |
| SF0102280 | 441332000              |  | Payment of vocational training contribution                            | 0   | -188 464 000   | 0  | -188 464 000  |             |                      | -188 464 000   |
| SF0102280 | 441341000              |  | Social contribution tax liability                                      | 0   | 2 472 990 395  | 0  | 2 472 990 395   |             |                      | 2 472 990 395  |
| SF0102280 | 441341010              |  | Extra-wage benefits and certain defined allowances social contributi   | 0   | 36 587 598   | 0  | 36 587 598  |             |                      | 36 587 598   |
| SF0102280 | 441342000              |  | Payment of social contribution tax                                     | 0   | -2 300 358 062   | 0  | -2 300 358 062  |             |                      | -2 300 358 062   |
| SF0102280 | 441353000              |  | Rehabilitation contribution liability and payment                      | 0   | 33 400 000   | 0  | 33 400 000  |             |                      | 33 400 000   |
| SF0102280 | 441431010              |  | Special bank tax liability   | 0   | 1 147 561 000  | 0  | 1 147 561 000   |             |                      | 1 147 561 000  |
| SF0102280 | 441432000              |  | Payment of special bank tax liability                                  | 0   | -613 781 000   | 0  | -613 781 000  |             |                      | -613 781 000   |
| SF0102280 | 441453000              |  | Company car tax liability and payment                                  | 0   | 6 263 604  | 0  | 6 263 604   |             |                      | 6 263 604  |
| SF0102280 | 441461000              |  | Transaction levy liability   | 0   | 8 927 866 347  | 0  | 8 927 866 347   |             |                      | 8 927 866 347  |
| SF0102280 | 441462000              |  | Payment of transaction levy liability                                  | 0   | -7 773 210 000   | 0  | -7 773 210 000  |             |                      | -7 773 210 000   |
| SF0102280 | 441533000              |  | Vehicle tax settlement   | 0   | 2 142 286  | 0  | 2 142 286   |             |                      | 2 142 286  |

Statistical number: 10011922 6419 114 01  
 Cg.: 01 10 040952  
 MKB Bank Nyrt.

**Draft (opening) inventory of assets of the Successor Company**

| In HUF    |                        |  |  |   |  |  |   |             |                      |  |
|-----------|------------------------|--|--|---|--|--|---|-------------|----------------------|--|
| Line code | general ledger account | interest general ledger account only MKB | Balance sheet row heading                                      | Value of the acquiring MKB's assets according to value assessment, 31.08.2021 | Value of the merging BB's assets according to value assessment, 31.08.2021 | Value of the acquiring MTBH's assets according to value assessment, 31.08.2021 | Assets of the LEGAL SUCCESSOR MKB before settlement, 31.08.2021 | Differences | Settlement of equity | Assets of the LEGAL SUCCESSOR MKB after settlement, 31.08.2021 |
| SF0102280 | 441543000              |  | Building tax settlement  | 0   | 4 969 589  | 0  | 4 969 589   |             |                      | 4 969 589  |
| SF0102280 | 442100000              |  | Income settlement account                                      | 0   | 61 055   | 0  | 61 055  |             |                      | 61 055   |
| SF0102280 |                        | 442101020                                | Monthly wage settlement account for February                   | 0   | 145 150  | 0  | 145 150   |             |                      | 145 150  |
| SF0102280 |                        | 442101030                                | Monthly wage settlement account for March                      | 0   | 153 536  | 0  | 153 536   |             |                      | 153 536  |
| SF0102280 |                        | 442101040                                | Monthly wage settlement account for April                      | 0   | 153 536  | 0  | 153 536   |             |                      | 153 536  |
| SF0102280 |                        | 442101050                                | Monthly wage settlement account for May                        | 0   | 153 536  | 0  | 153 536   |             |                      | 153 536  |
| SF0102280 |                        | 442101060                                | Monthly wage settlement account for June                       | 0   | 164 526  | 0  | 164 526   |             |                      | 164 526  |
| SF0102280 |                        | 442101080                                | Monthly wage settlement account for August                     | 0   | 1 259 892 356  | 0  | 1 259 892 356   |             |                      | 1 259 892 356  |
| SF0102280 |                        | 442101090                                | Monthly wage settlement account for September                  | 0   | -9 334   | 0  | -9 334  |             |                      | -9 334   |
| SF0102280 | 442101110              |  | Monthly wage settlement account for November                   | 0   | 342 611  | 0  | 342 611   |             |                      | 342 611  |
| SF0102280 | 442101120              |  | Monthly wage settlement account for December                   | 0   | 222 173  | 0  | 222 173   |             |                      | 222 173  |
| SF0102280 | 4421020FK              |  | Liability from multiple employment (ORA/LV)                    | 0   | 6 494 687  | 0  | 6 494 687   |             |                      | 6 494 687  |
| SF0102280 | 443102000              |  | Social security current account registration account           | 0   | -5 224 468   | 0  | -5 224 468  |             |                      | -5 224 468   |
| SF0102280 | 445111000              |  | Internal start   | 0   | 179 486 339 243  | 0  | 179 486 339 243   |             |                      | 179 486 339 243  |
| SF0102280 | 445112000              |  | Internal reception   | 0   | -181 363 918 736   | 0  | -181 363 918 736  |             |                      | -181 363 918 736   |
| SF0102280 | 445113000              |  | IG3 Internal start HUF-AP/AR                                   | 0   | 44 205 374   | 0  | 44 205 374  |             |                      | 44 205 374   |
| SF0102280 | 445113100              |  | IG3 Internal start HUF-BM                                      | 0   | 300 504 168 961  | 0  | 300 504 168 961   |             |                      | 300 504 168 961  |
| SF0102280 | 445113200              |  | IG3 Internal start HUF-RMS                                     | 0   | 1 982 729 122  | 0  | 1 982 729 122   |             |                      | 1 982 729 122  |
| SF0102280 | 445113300              |  | IG3 Internal start HUF-ZEUSZ                                   | 0   | 2 687 326 791  | 0  | 2 687 326 791   |             |                      | 2 687 326 791  |
| SF0102280 | 445113400              |  | IG3 Internal start HUF-CAMS                                    | 0   | 25 667 096 477   | 0  | 25 667 096 477  |             |                      | 25 667 096 477   |
| SF0102280 | 445113500              |  | IG3 Internal start HUF-MERKINT                                 | 0   | 2 731 349 404  | 0  | 2 731 349 404   |             |                      | 2 731 349 404  |
| SF0102280 | 445114000              |  | IG3 Internal reception HUF-AP/AR                               | 0   | -44 205 374  | 0  | -44 205 374   |             |                      | -44 205 374  |
| SF0102280 | 445114100              |  | IG3 Internal reception HUF-BM                                  | 0   | -300 504 168 961   | 0  | -300 504 168 961  |             |                      | -300 504 168 961   |
| SF0102280 | 445114200              |  | IG3 Internal reception HUF-RMS                                 | 0   | -1 982 729 122   | 0  | -1 982 729 122  |             |                      | -1 982 729 122   |
| SF0102280 | 445114300              |  | IG3 Internal reception HUF-ZEUSZ                               | 0   | -2 687 326 791   | 0  | -2 687 326 791  |             |                      | -2 687 326 791   |
| SF0102280 | 445114400              |  | IG3 Internal reception HUF-CAMS                                | 0   | -25 667 096 477  | 0  | -25 667 096 477   |             |                      | -25 667 096 477  |
| SF0102280 | 445114500              |  | IG3 Internal reception HUF-MERKINT                             | 0   | -2 731 349 404   | 0  | -2 731 349 404  |             |                      | -2 731 349 404   |
| SF0102280 | 445119000              |  | Clearing pending accounts                                      | 0   | 40 783 246   | 0  | 40 783 246  |             |                      | 40 783 246   |
| SF0102280 | 445121000              |  | Intra-bank foreign currency disposal                           | 0   | 4 281 623 526  | 0  | 4 281 623 526   |             |                      | 4 281 623 526  |
| SF0102280 | 445122000              |  | Intra-bank foreign currency executed                           | 0   | -2 383 752 352   | 0  | -2 383 752 352  |             |                      | -2 383 752 352   |
| SF0102280 | 445141000              |  | GIRO interbank settlement account                              | 0   | 399 475 704  | 0  | 399 475 704   |             |                      | 399 475 704  |
| SF0102280 | 445220000              |  | Guarantee fee settlement account                               | 0   | 726 003 900  | 0  | 726 003 900   |             |                      | 726 003 900  |
| SF0102280 | 445240000              |  | PASSIVE SETTLEMENT ACCOUNTS                                    | 0   | 476 761 871  | 0  | 476 761 871   |             |                      | 476 761 871  |
| SF0102280 | 445250000              |  | Other passive suspended settlement account                     | 0   | 251 350 865  | 0  | 251 350 865   |             |                      | 251 350 865  |
| SF0102280 | 445251000              |  | Other liabilities settlement account - Mortgage Collection     | 0   | 550 215  | 0  | 550 215   |             |                      | 550 215  |
| SF0102280 | 445252000              |  | Other liabilities - customer internal settlement accounts      | 0   | 192 757 904  | 0  | 192 757 904   |             |                      | 192 757 904  |
| SF0102280 | 445260000              |  | Debt relief settlement account                                 | 0   | 5 000 444  | 0  | 5 000 444   |             |                      | 5 000 444  |
| SF0102280 | 445270000              |  | Other liabilities  | 0   | 11 855 107   | 0  | 11 855 107  |             |                      | 11 855 107   |
| SF0102280 | 445310000              |  | Outgoing foreign currency transfer internal transfer account   | 0   | 5 858 929 323  | 0  | 5 858 929 323   |             |                      | 5 858 929 323  |
| SF0102280 | 445330000              |  | Bank card turnover transfer account                            | 0   | 1 598  | 0  | 1 598   |             |                      | 1 598  |
| SF0102280 | 445410000              |  | Passive items to be settled                                    | 0   | 17 505 269   | 0  | 17 505 269  |             |                      | 17 505 269   |
| SF0102280 | 445411000              |  | Short-term liabilities arising from credit card overpayments   | 0   | 2 471 123 106  | 0  | 2 471 123 106   |             |                      | 2 471 123 106  |
| SF0102280 | 445420000              |  | Passive suspense account                                       | 0   | 546 855 929  | 0  | 546 855 929   |             |                      | 546 855 929  |
| SF0102280 | 447100000              |  | Bonus accrual - senior manager (E-band)                        | 0   | 1 451 103 427  | 0  | 1 451 103 427   |             |                      | 1 451 103 427  |
| SF0102280 | 447120000              |  | Bonus accrual - employee                                       | 0   | 1 336 942 908  | 0  | 1 336 942 908   |             |                      | 1 336 942 908  |
| SF0102280 | 447130000              |  | Other accrued income   | 0   | 39 261 920   | 0  | 39 261 920  |             |                      | 39 261 920   |
| SF0102280 | 4471301FK              |  | Accruals and deferred income within the scope of consolidation | 0   | 93 028 093   | 0  | 93 028 093  |             |                      | 93 028 093   |
| SF0102280 | 447140000              |  | Accrual of operating expenses                                  | 0   | 3 921 412  | 0  | 3 921 412   |             |                      | 3 921 412  |
| SF0102280 | 447150000              |  | Passive monthly accrual of expenses                            | 0   | 3 273 391 468  | 0  | 3 273 391 468   |             |                      | 3 273 391 468  |
| SF0102280 |                        | 442101070                                | Monthly wage settlement account for July                       | 0   | 164 526  | 0  | 164 526   |             |                      | 164 526  |
| SF0102280 | 443101070              |  | Social security liability for July                             | 0   | 11 335 000   | 0  | 11 335 000  |             |                      | 11 335 000   |
| SF0102280 | 443101080              |  | Social security liability for August                           | 0   | 251 045 195  | 0  | 251 045 195   |             |                      | 251 045 195  |
| SF0102280 | 447160000              |  | Accrued fees and commissions                                   | 0   | 42 333 753   | 0  | 42 333 753  |             |                      | 42 333 753   |





**Draft (opening) inventory of assets of the Successor Company**

In HUF

| Line code        | general ledger account | interest general ledger account only MKB | Balance sheet row heading   | Value of the acquiring MKB's assets according to value assessment, 31.08.2021 | Value of the merging BB's assets according to value assessment, 31.08.2021 | Value of the acquiring MTBH's assets according to value assessment, 31.08.2021 | Assets of the LEGAL SUCCESSOR MKB before settlement, 31.08.2021 | Differences             | Settlement of equity | Assets of the LEGAL SUCCESSOR MKB after settlement, 31.08.2021 |
|------------------|------------------------|--|---|---|--|--|---|-------------------------|----------------------|--|
| <b>SF0103180</b> |                        |  | <b>Other booked ?? of investments into subsidiaries, joint ventures :</b> | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>                | <b>0</b>             | <b>0</b>   |
| <b>SF0103190</b> |                        |  | <b>Retained earnings</b>  | <b>128 566 682 538</b>  | <b>156 690 527 965</b>   | <b>-7 054 138</b>  | <b>285 250 156 365</b>  | <b>-237 879 694 103</b> | <b>0</b>             | <b>47 370 462 262</b>  |
| SF0103190        | 411310                 |  | 411310 General reserve part within the profit reserve                     | 11 448 202 367  | 0  | 0  | 11 448 202 367  |                         |                      | 11 448 202 367   |
| SF0103190        | 411410                 |  | Profit reserve from previous years  | 98 233 821 304  | 0  | 0  | 98 233 821 304  | -237 879 694 103        |                      | -139 645 872 799   |
| SF0103190        | 411430                 |  | Profit reserve arising from IFRS 9 transition                             | -24 877 017 515   | 0  | 0  | -24 877 017 515   |                         |                      | -24 877 017 515  |
| SF0103190        | 499999                 |  | Posting technical account   | 43 761 676 382  | 0  | 0  | 43 761 676 382  |                         |                      | 43 761 676 382   |
| SF0103190        | 494110000              |  | Profit reserve  | 0   | 123 160 233 229  | 0  | 123 160 233 229   |                         |                      | 123 160 233 229  |
| SF0103190        | 494111000              |  | Annual Profit Transfer Account  | 0   | 12 409 620 148   | 0  | 12 409 620 148  |                         |                      | 12 409 620 148   |
| SF0103190        | 494310000              |  | General reserve   | 0   | 8 280 815 875  | 0  | 8 280 815 875   |                         |                      | 8 280 815 875  |
| SF0103190        |                        |  | Profit or (-) loss of the business year                                   | 0   | 12 839 858 713   | -7 054 138   | 12 832 804 575  |                         |                      | 12 832 804 575   |
| SF0103190        |                        |  | reserve set aside to cover asset losses                                   | 0   | 0  | 0  | 0   | 47 257 279 481          | 0                    | 47 257 279 481   |
| <b>SF0103200</b> |                        |  | <b>Revaluation reserve (upon transition to IFRS)</b>                      | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>                | <b>0</b>             | <b>0</b>   |
| <b>SF0103210</b> |                        |  | <b>Other reserves</b>   | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>                | <b>0</b>             | <b>0</b>   |
| <b>SF0103220</b> |                        |  | <b>Investments in subsidiaries, joint ventures and associated compa</b>   | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>                | <b>0</b>             | <b>0</b>   |
| <b>SF0103230</b> |                        |  | <b>Other</b>  | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>                | <b>0</b>             | <b>0</b>   |
| <b>SF0103240</b> |                        |  | <b>(-) Own shares</b>   | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>                | <b>0</b>             | <b>0</b>   |
|                  |                        |  |   | <b>0</b>  | <b>0</b>   | <b>0</b>   | <b>0</b>  | <b>0</b>                | <b>0</b>             | <b>0</b>   |

Dated: Budapest, 15 November 2021

Dr. Zsolt Barna  
 Chairman & CEO

János Nyemcsok  
 Deputy Chief Executive Officer

# **MKB Bank Nyrt.**

Statistical number: 10011922 6419 114 01

Cg.: 01 10 040952

## **Draft (opening) balance sheet of the Successor Company**

**31 August 2021**

Dated: Budapest, 15 November 2021

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Dr. Zsolt Barna  
Chairman & CEO

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János Nyemcsok  
Deputy Chief Executive Officer

Draft (opening) balance sheet of the Successor Company

Assets

figures in million HUF

| Serial number | Line code | Hierarchy | Definition   | Value of the acquiring MKB's assets according to value assessment, 31.08.2021 | Value of the merging BB's assets according to value assessment, 31.08.2021 | Value of the acquiring MTBH's assets according to value assessment, 31.08.2021 | Assets of the LEGAL SUCCESSOR MKB before settlement, 31.08.2021 | Differences    | Settlement of equity | Assets of the LEGAL SUCCESSOR MKB after settlement, 31.08.2021 |
|---------------|-----------|-----------|--|---|--|--|---|----------------|----------------------|--|
| 1             | SF0101010 | 1.        | <b>Cash, account balances with central banks, and other sight deposits</b>                               | <b>269 892</b>  | <b>434 427</b>   | <b>4 100</b>   | <b>708 419</b>  |                |                      | <b>708 419</b>   |
| 2             | SF0101020 | 1.1.      | Cash   | 21 646  | 18 924   |  | 40 570  |                |                      | 40 570   |
| 3             | SF0101030 | 1.2.      | Account balances with central banks  | 228 747   | 405 908  |  | 634 655   |                |                      | 634 655  |
| 4             | SF0101040 | 1.3.      | Other sight deposits   | 19 499  | 9 595  | 4 100  | 33 194  |                |                      | 33 194   |
| 5             | SF0101050 | 2.        | <b>Financial instruments held for trading</b>  | <b>55 429</b>   | <b>6 258</b>   |  | <b>61 687</b>   |                |                      | <b>61 687</b>  |
| 6             | SF0101060 | 2.1.      | Derivative transactions  | 34 519  | 6 207  |  | 40 726  |                |                      | 40 726   |
| 7             | SF0101070 | 2.2.      | Ownership instruments  | 7 236   |  |  | 7 236   |                |                      | 7 236  |
| 8             | SF0101080 | 2.3.      | Debt securities  | 13 674  | 51   |  | 13 725  |                |                      | 13 725   |
| 9             | SF0101090 | 2.4.      | Loans  |   |  |  |   |                |                      |  |
| 10            | SF0101091 | 2.5.      | Advances   |   |  |  |   |                |                      |  |
| 11            | SF0101092 | 2.6.      | Central bank and interbank deposits  |   |  |  |   |                |                      |  |
| 12            | SF0101093 | 3.        | <b>Financial instruments not held for trading, obligatorily booked at fair value, charged to P&amp;L</b> | <b>918</b>  | <b>51 476</b>  |  | <b>52 394</b>   | <b>48 690</b>  |                      | <b>101 084</b>   |
| 13            | SF0101094 | 3.1.      | Ownership instruments  | 143   |  |  | 143   |                |                      | 143  |
| 14            | SF0101095 | 3.2.      | Debt securities  |   |  |  |   |                |                      |  |
| 15            | SF0101096 | 3.3.      | Loans  | 775   | 51 476   |  | 52 251  | 48 690         |                      | 100 941  |
| 16            | SF0101097 | 3.4.      | Advances   |   |  |  |   |                |                      |  |
| 17            | SF0101098 | 3.5.      | Central bank and interbank deposits  |   |  |  |   |                |                      |  |
| 18            | SF0101100 | 4.        | <b>Financial instruments indicatively booked at fair value, charged to P&amp;L</b>                       |   |  |  |   |                |                      |  |
| 19            | SF0101120 | 4.1.      | Debt securities  |   |  |  |   |                |                      |  |
| 20            | SF0101130 | 4.2.      | Loans  |   |  |  |   |                |                      |  |
| 21            | SF0101131 | 4.3.      | Advances   |   |  |  |   |                |                      |  |
| 22            | SF0101132 | 4.4.      | Central bank and interbank deposits  |   |  |  |   |                |                      |  |
| 23            | SF0101141 | 5.        | <b>Financial instruments at fair value, charged to other comprehensive income</b>                        | <b>455 008</b>  | <b>137 067</b>   |  | <b>592 075</b>  |                |                      | <b>592 075</b>   |
| 24            | SF0101142 | 5.1.      | Ownership instruments  |   |  |  |   |                |                      |  |
| 25            | SF0101143 | 5.2.      | Debt securities  | 455 008   | 137 067  |  | 592 075   |                |                      | 592 075  |
| 26            | SF0101144 | 5.3.      | Loans  |   |  |  |   |                |                      |  |
| 27            | SF0101145 | 5.4.      | Advances   |   |  |  |   |                |                      |  |
| 28            | SF0101146 | 5.5.      | Central bank and interbank deposits  |   |  |  |   |                |                      |  |
| 29            | SF0101181 | 6.        | <b>Financial assets at amortised cost</b>  | <b>2 200 102</b>  | <b>1 626 261</b>   |  | <b>3 826 363</b>  | <b>-50 012</b> |                      | <b>3 776 351</b>   |
| 30            | SF0101182 | 6.1.      | Debt securities  | 920 695   | 428 025  |  | 1 348 720   |                |                      | 1 348 720  |
| 31            | SF0101183 | 6.2.      | Loans  | 1 219 702   | 1 061 480  |  | 2 281 182   | -50 012        |                      | 2 231 170  |
| 32            | SF0101184 | 6.3.      | Advances   | 4 066   | 6 480  |  | 10 546  |                |                      | 10 546   |
| 33            | SF0101185 | 6.4.      | Central bank and interbank deposits  | 55 639  | 130 276  |  | 185 915   |                |                      | 185 915  |
| 34            | SF0101240 | 7.        | <b>Derivative transactions - hedging settlements</b>   |   | <b>6 661</b>   |  | <b>6 661</b>  |                |                      | <b>6 661</b>   |
| 35            | SF0101250 | 8.        | <b>Change in the fair value of items hedged for the interest rate risk of the portfolio</b>              |   | <b>-8 000</b>  |  | <b>-8 000</b>   |                |                      | <b>-8 000</b>  |
| 36            | SF0101260 | 9.        | <b>Investments in subsidiaries, joint ventures and associated companies</b>                              | <b>48 675</b>   | <b>7 678</b>   |  | <b>56 353</b>   | <b>97 200</b>  |                      | <b>153 553</b>   |
| 37            | SF0101270 | 10.       | <b>Tangible assets</b>   | <b>14 242</b>   | <b>23 658</b>  |  | <b>37 900</b>   |                |                      | <b>37 900</b>  |
| 38            | SF0101280 | 10.1.     | Property, plant and equipment  | 14 242  | 23 658   |  | 37 900  |                |                      | 37 900   |
| 39            | SF0101290 | 10.2.     | Real estates for investment purposes   |   |  |  |   |                |                      |  |
| 40            | SF0101300 | 11.       | <b>Intangible assets</b>   | <b>24 956</b>   | <b>20 351</b>  |  | <b>45 307</b>   |                |                      | <b>45 307</b>  |
| 41            | SF0101330 | 12.       | <b>Tax receivables</b>   | <b>6 087</b>  | <b>274</b>   |  | <b>6 361</b>  |                |                      | <b>6 361</b>   |
| 42            | SF0101340 | 12.1.     | Current income tax assets  |   | 253  |  | 253   |                |                      | 253  |
| 43            | SF0101350 | 12.2.     | Deferred tax assets  | 6 087   | 21   |  | 6 108   |                |                      | 6 108  |
| 44            | SF0101360 | 13.       | <b>Other assets</b>  | <b>18 256</b>   | <b>13 469</b>  |  | <b>31 725</b>   | <b>185 000</b> |                      | <b>216 725</b>   |
| 45            | SF0101370 | 14.       | <b>Invested assets and disposal groups classified as held for sale</b>                                   | <b>1</b>  |  |  | <b>1</b>  |                |                      | <b>1</b>   |
| 46            | SF0101371 | 14.1.     | Ownership instruments  |   |  |  |   |                |                      |  |
| 47            | SF0101372 | 14.2.     | Debt securities  |   |  |  |   |                |                      |  |
| 48            | SF0101373 | 14.3.     | Loans  | 1   |  |  | 1   |                |                      | 1  |
| 49            | SF0101374 | 14.4.     | Other  |   |  |  |   |                |                      |  |
| 50            | SF0101380 | 15.       | <b>TOTAL ASSETS</b>  | <b>3 093 566</b>  | <b>2 319 580</b>   | <b>4 100</b>   | <b>5 417 246</b>  | <b>280 878</b> |                      | <b>5 698 124</b>   |

Statistical number: 10011922 6419 114 01  
Cg.: 01 10 040952  
MKB Bank Nyrt.

Chairman & CEO

Deputy Chief Executive Officer

**Liabilities**

figures in million HUF

| Serial number | Line code | Hierarchy | Definition  | Value of the acquiring MKB's assets according to value assessment, 31.08.2021 | Value of the merging BB's assets according to value assessment, 31.08.2021 | Value of the acquiring MTBH's assets according to value assessment, 31.08.2021 | Assets of the LEGAL SUCCESSOR MKB before settlement, 31.08.2021 | Differences  | Settlement of equity | Assets of the LEGAL SUCCESSOR MKB after settlement, 31.08.2021 |
|---------------|-----------|-----------|---|---|--|--|---|--------------|----------------------|--|
| 1             | SF0102010 | 1.        | <b>Financial liabilities held for trading</b>   | <b>16 510</b>   | <b>7 716</b>   |  | <b>24 226</b>   |              |                      | <b>24 226</b>  |
| 2             | SF0102020 | 1.1.      | Derivative transactions   | 16 510  | 7 716  |  | 24 226  |              |                      | 24 226   |
| 3             | SF0102030 | 1.2.      | Short positions   |   |  |  |   |              |                      |  |
| 4             | SF0102040 | 1.3.      | Deposits  |   |  |  |   |              |                      |  |
| 5             | SF0102045 | 1.4.      | Loans taken out   |   |  |  |   |              |                      |  |
| 6             | SF0102050 | 1.5.      | Debt securities issued  |   |  |  |   |              |                      |  |
| 7             | SF0102060 | 1.6.      | Other financial liabilities   |   |  |  |   |              |                      |  |
| 8             | SF0102070 | 2.        | <b>Financial liabilities indicatively booked at fair value, charged to P&amp;L</b>      |   |  |  |   |              |                      |  |
| 9             | SF0102080 | 2.1.      | Deposits  |   |  |  |   |              |                      |  |
| 10            | SF0102085 | 2.2.      | Loans taken out   |   |  |  |   |              |                      |  |
| 11            | SF0102090 | 2.3.      | Debt securities issued  |   |  |  |   |              |                      |  |
| 12            | SF0102100 | 2.4.      | Other financial liabilities   |   |  |  |   |              |                      |  |
| 13            | SF0102110 | 3.        | <b>Financial liabilities valued at amortised cost</b>                                   | <b>2 825 211</b>  | <b>2 105 959</b>   | <b>5</b>   | <b>4 931 175</b>  | <b>4 300</b> |                      | <b>4 935 475</b>   |
| 14            | SF0102120 | 3.1.      | Deposits  | 1 849 193   | 1 421 421  |  | 3 270 614   |              |                      | 3 270 614  |
| 15            | SF0102125 | 3.2.      | Loans taken out   | 878 758   | 627 845  |  | 1 506 603   |              |                      | 1 506 603  |
| 16            | SF0102130 | 3.3.      | Debt securities issued  | 44 456  |  |  | 44 456  |              |                      | 44 456   |
| 17            | SF0102140 | 3.4.      | Other financial liabilities   | 52 804  | 56 693   | 5  | 109 502   | 4 300        |                      | 113 802  |
| 18            | SF0102150 | 4.        | <b>Derivative transactions - hedging settlements</b>                                    |   | <b>151</b>   |  | <b>151</b>  |              |                      | <b>151</b>   |
| 19            | SF0102160 | 5.        | <b>Change in the fair value of items under portfolio hedging for interest rate risk</b> |   | <b>1</b>   |  | <b>1</b>  |              |                      | <b>1</b>   |
| 20            | SF0102170 | 6.        | <b>Provisions</b>   | <b>2 559</b>  | <b>3 161</b>   |  | <b>5 720</b>  |              |                      | <b>5 720</b>   |
| 21            | SF0102180 | 6.1.      | Pensions and other provisions payable for the termination of employment                 |   |  |  |   |              |                      |  |
| 22            | SF0102190 | 6.2.      | Other long-term provisions to employees   |   |  |  |   |              |                      |  |
| 23            | SF0102200 | 6.3.      | Reorganisation  |   |  |  |   |              |                      |  |
| 24            | SF0102210 | 6.4.      | Pending legal matters and tax litigation  | 247   | 478  |  | 725   |              |                      | 725  |
| 25            | SF0102220 | 6.5.      | Commitments and guarantees issued   | 2 312   | 2 191  |  | 4 503   |              |                      | 4 503  |
| 26            | SF0102230 | 6.6.      | Other provisions  |   | 492  |  | 492   |              |                      | 492  |
| 27            | SF0102240 | 7.        | <b>Tax liabilities</b>  | <b>1 315</b>  | <b>667</b>   |  | <b>1 982</b>  |              |                      | <b>1 982</b>   |
| 28            | SF0102250 | 7.1.      | Actual tax liabilities  | 1 315   | 667  |  | 1 982   |              |                      | 1 982  |
| 29            | SF0102260 | 7.2.      | Deferred tax liabilities  |   |  |  |   |              |                      |  |
| 30            | SF0102270 | 8.        | <b>Capital repayable on demand</b>  |   |  |  |   |              |                      |  |
| 31            | SF0102280 | 9.        | <b>Other liabilities</b>  | <b>15 326</b>   | <b>24 826</b>  | <b>2</b>   | <b>40 154</b>   |              |                      | <b>40 154</b>  |
| 32            | SF0102290 | 10.       | <b>Liabilities in disposal groups classified as held for sale</b>                       |   |  |  |   |              |                      |  |
| 33            | SF0102291 | 10.1.     | Deposits  |   |  |  |   |              |                      |  |
| 34            | SF0102292 | 10.2.     | Other   |   |  |  |   |              |                      |  |
| 35            | SF0102300 | 11.       | <b>TOTAL LIABILITIES</b>  | <b>2 860 921</b>  | <b>2 142 481</b>   | <b>7</b>   | <b>5 003 409</b>  | <b>4 300</b> |                      | <b>5 007 709</b>   |

**Equity**

figures in million HUF

| Serial number | Line code | Hierarchy | Definition  | Value of the acquiring MKB's assets according to value assessment, 31.08.2021 | Value of the merging BB's assets according to value assessment, 31.08.2021 | Value of the acquiring MTBH's assets according to value assessment, 31.08.2021 | Assets of the LEGAL SUCCESSOR MKB before settlement, 31.08.2021 | Differences     | Settlement of equity | Assets of the LEGAL SUCCESSOR MKB after settlement, 31.08.2021 |
|---------------|-----------|-----------|---|---|--|--|---|-----------------|----------------------|--|
| 1             | SF0103010 | 1.        | <b>Share capital</b>  | <b>100 000</b>  | <b>19 396</b>  | <b>2 000</b>   | <b>121 396</b>  | <b>103 823</b>  | <b>86 101</b>        | <b>311 320</b>   |
| 2             | SF0103020 | 1.1.      | Registered capital paid in  | 100 000   | 19 396   | 2 000  | 121 396   | 103 823         | 86 101               | 311 320  |
|               |           |           | <i>of which, capital registered by the Court of Registration</i>  |   |  |  |   |                 |                      |  |
|               |           |           | <i>of which, unapproved change in capital provided by owners (+/-)</i>  |   |  |  |   |                 |                      |  |
| 3             | SF0103030 | 1.2.      | Registered but unpaid capital   |   |  |  |   |                 |                      |  |
| 4             | SF0103040 | 2.        | <b>Payment above face value (premium)</b>   | <b>21 729</b>   |  | <b>2 100</b>   | <b>23 829</b>   | <b>363 377</b>  | <b>-86 101</b>       | <b>301 105</b>   |
| 5             | SF0103050 | 3.        | <b>Ownership instruments issued, except registered capital</b>  |   |  |  |   |                 |                      |  |
| 6             | SF0103060 | 3.1.      | Equity element in composite financial instruments   |   |  |  |   |                 |                      |  |
| 7             | SF0103070 | 3.2.      | Other ownership instruments issued  |   |  |  |   |                 |                      |  |
| 8             | SF0103080 | 4.        | <b>Other capital</b>  |   |  |  |   |                 |                      |  |
| 9             | SF0103090 | 5.        | <b>Accumulated other comprehensive income</b>   | <b>-17 651</b>  | <b>1 012</b>   |  | <b>-16 639</b>  |                 |                      | <b>-16 639</b>   |
| 10            | SF0103095 | 5.1.      | Items not to be reclassified into P&L   |   |  |  |   |                 |                      |  |
| 11            | SF0103100 | 5.1.1.    | Tangible assets   |   |  |  |   |                 |                      |  |
| 12            | SF0103110 | 5.1.2.    | Intangible assets   |   |  |  |   |                 |                      |  |
| 13            | SF0103120 | 5.1.3.    | Actuarial gain or (-) loss on pension provision schemes   |   |  |  |   |                 |                      |  |
| 14            | SF0103122 | 5.1.4.    | Invested assets and disposal groups classified as held for sale   |   |  |  |   |                 |                      |  |
| 15            | SF0103124 | 5.1.5.    | Share in the other booked income or expenditures of investments into subsidiaries, joint ventures and associated companies                                      |   |  |  |   |                 |                      |  |
| 16            | SF0103125 | 5.1.6.    | Change in the fair value of ownership instruments booked at fair value and charged to other comprehensive income  |   |  |  |   |                 |                      |  |
| 17            | SF0103126 | 5.1.7.    | Lack of effectiveness of hedging of ownership instruments booked at fair value and charged to other comprehensive income  |   |  |  |   |                 |                      |  |
| 18            | SF0103127 | 5.1.7.1.  | Change in the fair value of ownership instruments booked at fair value and charged to other comprehensive income - hedged items                                 |   |  |  |   |                 |                      |  |
| 19            | SF0103128 | 5.1.7.2.  | Change in the fair value of ownership instruments booked at fair value and charged to other comprehensive income - hedging instruments                          |   |  |  |   |                 |                      |  |
| 20            | SF0103129 | 5.1.8.    | Change in the fair value of financial liabilities booked at fair value and charged to P&L, caused by credit risk changes  |   |  |  |   |                 |                      |  |
| 21            | SF0103130 | 5.2.      | Items that can be reclassified to P&L   | -17 651   | 1 012  |  | -16 639   |                 |                      | -16 639  |
| 22            | SF0103140 | 5.2.1.    | Conversion of foreign currencies  |   |  |  |   |                 |                      |  |
| 23            | SF0103150 | 5.2.2.    | Derivative hedging transactions Cash flow hedging transactions, effective part  |   |  |  |   |                 |                      |  |
| 24            | SF0103155 | 5.2.3.    | Change in the fair value of debt securities booked at fair value and charged to other comprehensive income  | -17 651   | 1 012  |  | -16 639   |                 |                      | -16 639  |
| 25            | SF0103165 | 5.2.4.    | Hedging instruments - unmarked items  |   |  |  |   |                 |                      |  |
| 26            | SF0103170 | 5.2.5.    | Non-current assets and disposal groups classified as held for sale  |   |  |  |   |                 |                      |  |
| 27            | SF0103180 | 5.2.6.    | Share in the other booked income or expenditures of investments into subsidiaries, joint ventures and associated companies                                      |   |  |  |   |                 |                      |  |
| 28            | SF0103190 | 6.        | <b>Retained earnings</b>  | <b>128 567</b>  | <b>156 691</b>   | <b>-7</b>  | <b>285 251</b>  | <b>-237 879</b> |                      | <b>47 372</b>  |
|               |           |           | <b>Reserve set aside to cover asset losses</b>  |   |  |  |   | <b>47 257</b>   |                      | <b>47 257</b>  |
| 29            | SF0103200 | 7.        | <b>Revaluation reserve (upon transition to IFRS)</b>  |   |  |  |   |                 |                      |  |
| 30            | SF0103210 | 8.        | <b>Other reserves</b>   |   |  |  |   |                 |                      |  |
| 31            | SF0103220 | 8.1.      | Share in the other booked income or expenditures of investments in subsidiaries, joint ventures and associated companies, valued according to the equity method |   |  |  |   |                 |                      |  |
| 32            | SF0103230 | 8.2.      | Other   |   |  |  |   |                 |                      |  |
| 33            | SF0103240 | 9.        | <b>(-) Own shares</b>   |   |  |  |   |                 |                      |  |
| 34            | SF0103250 | 10.       | <b>Profit or (-) loss of the business year</b>  |   |  |  |   |                 |                      |  |
| 35            | SF0103260 | 11.       | <b>(-) Interim dividend</b>   |   |  |  |   |                 |                      |  |
| 36            | SF0103300 | 12.       | <b>TOTAL SHAREHOLDERS' EQUITY</b>   | <b>232 645</b>  | <b>177 099</b>   | <b>4 093</b>   | <b>413 837</b>  | <b>276 578</b>  |                      | <b>690 415</b>   |
| 37            | SF0103310 | 13.       | <b>TOTAL EQUITY AND LIABILITIES</b>   | <b>3 093 566</b>  | <b>2 319 580</b>   | <b>4 100</b>   | <b>5 417 246</b>  | <b>280 878</b>  |                      | <b>5 698 124</b>   |

Dated: Budapest, 15 November 2021

Dr. Zsolt Barna  
Chairman & CEO

János Nyemcsok  
Deputy Chief Executive Officer

**MKB BANK NYRT.**

I, the undersigned, Ágnes Hornung, as Chairperson of the Supervisory Board ('Supervisory Board') of MKB Bank Nyrt ('Company', registered office at 38 Váci utca, 1056 Budapest, Hungary), hereby declare, pursuant to Clause 3.17 of the Rules of Procedure of the Supervisory Board, that the Supervisory Board adopted the following resolution on 15 November 2021 by written votes with 7 votes in favour, 0 against and 0 abstentions:

**Decision on the audit of the (closing) draft balance sheet and inventory of assets and liabilities of MKB Nyrt as the receiving company and (opening) draft balance sheet and inventory of assets and liabilities of MKB Nyrt as the successor company (version A)**

**Supervisory Board Resolution 29/2021 (15 November)**

In accordance with Section 4 (5) of Act CLXXVI of 2013 on the Transformation, Merger and Division of Certain Legal Persons, the Supervisory Board has audited the (closing) draft balance sheet and inventory of assets and liabilities and (opening) draft balance sheet and inventory of assets and liabilities of the Company [BUDAPEST Hitel és Fejlesztési Bank Zártkörűen Működő Részvénytársaság (registered office: 1138 Budapest, Váci út 193., Hungary; registered with the Court of Registration of the Budapest-Capital Regional Court under Cg.01-10-041037 (registered office: 1134 Budapest, Kassák Lajos utca 18., Hungary; registered with the Court of Registration of the Budapest-Capital Regional Court under Cg.01-10-141497] as merging companies and those of the Company as the receiving company prepared in relation to the merger as of 31 August 2021 and approves them with the content set out in Annexes 1, 2 and 3 to the written proposal.

Budapest, 15 November 2021

.....  
Ágnes Hornung, Chairperson of the Supervisory Board  
MKB Bank Nyrt.



**ANNEX NO. 8**

**Draft amendments to be made to the charter documents (articles of association) of the  
Acquiring Company**

**AMENDED AND CONSOLIDATED ARTICLES OF ASSOCIATION OF  
MKB BANK NYRT.**

*Effective from: From the date of the merger of Budapest Bank Zrt. and Magyar takarékos  
Bankholding Zrt. as the merging companies into MKB Bank Nyrt. as the acquiring company*

## Preamble

The Company is owned by Magyar Nemzeti Bank ('MNB') by Magyar Bankholding Zrt. (registered office: 1134 Budapest, Kassák Lajos u. 18; company registration number: Cg.01-10-140865; 'Bankholding') as the parent company, is a member of the credit institution group of companies ('Hungarian Bankholding Group') defined in its resolution H-EN-I-70/2021 of 17 February 2021, which deals with the undertakings subject to consolidated supervision for Bankholding. Pursuant to Article 15 / A of Act CCXXXVII of 2013 on Credit Institutions and Financial Undertakings ('Act on Credit Institutions and Financial Enterprises'), Bankholding, pursuant to Resolution No. H-EN-I-732/2020 of the MNB of 30 December 2020, is a financial holding Member State company, which is responsible for the consolidated compliance of the Hungarian Bankholding Group in accordance with the requirements of the Act on Credit Institutions and Financial Enterprises and Regulation (EU) No 575/2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012

### 1. NAME, OBJECTS, REGISTERED OFFICE AND TERM OF THE COMPANY

1.1 Company name: MKB Bank Nyrt. abbreviated name: MKB Nyrt. ('Company')

The name of the company in English: MKB Bank Plc.

1.2 Scope of activity of the company:

1.2.1. Core activity according to the uniform sectoral classification system of business activities (TEÁOR'08)

64.19'08 Other monetary intermediation

1.2.2. Other activities:

69.20'08 Accounting, bookkeeping and auditing activities; tax consultancy

64.91'08 Financial leasing

**64.92'08 Other lending**

64.99'08 Other financial service activities, except insurance and pension funding n.e.c

**66.12'08 Securities and commodity brokerage activities**

66.19'08 Other activities auxiliary to financial services, except insurance and pension funding

66.22'08 Activities of insurance agents and brokers

**66.29'08 Other ancillary activities of insurance and pension funding**

70.22'08 Business and other management consultancy activities

1.2.3. The Company is entitled to conduct business activities in the following financial institution and investment services on the basis of the permits of the supervisory authority under numbers 975/1997/F, 41.005/1998, III/41.005-3/2001, III/41.005-5/2002 and H-EN-III-1076/2012.

1.2.3.1. Financial and ancillary financial services pursuant to Section 3 (1) and (2) the Hpt.:

- (a) collection of deposits and acceptance of other repayable funds from the public;
  - (b) granting credit and money loans;
  - (c) financial leasing;
  - (d) payment services;
  - (e) issue of electronic money;
  - (f) issue of cash substituting payment instruments in paper form (e.g. travel cheque, bill of exchange in paper form) and provision of services related thereto not qualifying as payment services;
  - (g) providing sureties and bank guarantees, as well as other bankers' obligations;
  - (h) trading for own account or as a consignee in foreign exchange (not including currency conversion activity), bill of exchange or cheque;
  - (i) mediation of financial services,
  - (j) custodian service, safekeeping service;
  - (k) credit reference services;
  - (l) factoring services;
  - (m) currency exchange services.
- 1.2.3.2. Investment and ancillary services pursuant to Section 5(1) and (2) of Act CXXXVIII of 2007 on Investment Firms and Commodity Dealers, and on the Regulations Governing their Activities (**Bszt.**)
- (a) acceptance and forwarding of orders;
  - (b) execution of orders for customers;
  - (c) trading for own account;
  - (d) portfolio management (including portfolio management for private pension funds and voluntary mutual insurance funds);
  - (e) investment consulting;
  - (f) placement of financial instruments subject to the commitment of buying the instrument (securities or other financial instruments) (underwriting guarantee);
  - (g) placement of financial instruments without the commitment of buying the instrument (financial instruments).

- (h) keeping in custody and registration of financial instruments and keeping of related customer accounts;
- (i) custodian services and keeping of related securities accounts, in case of printed securities, registration thereof and keeping of customer accounts
- (j) providing investment loans;
- (k) consulting and services related to capital structure, business strategy and connected matters, and to mergers and acquisitions;
- (l) investment analysis, financial analysis.
- (m) services related to underwriting guarantees.

1.2.3.3. Activities attached to notification:

- (a) Insurance intermediation activity pursuant to Section (3) b) of the Act on Credit Institutions and Financial Enterprises and Section 4 (1), 14 and 133 of Act LXXXVIII on the Business of Insurance (Insurance Act).
- (b) Intermediary activities pursuant to Section 7 (3) c) of the Act on Credit Institutions and Financial Enterprises and Sections 111-116 of the Investment Services Act
- (c) *The provision of services to closely linked undertakings within the meaning of Section 7 (3) (p) of the Hpt.*

1.2.3.4. Other commercial activities carried out for financial gain

Mediation of community and state aid specified by the law (Section 7(3)l) of the Hpt.);

1.3 Registered office: 1056 Budapest, Váci utca 38.

The Company may establish branches (sites and branch offices) and bank representative offices abroad.

1.3.1 Business premises of the company:

|                                       |   |
|---------------------------------------|---|
| <b><i>Mammut Branch</i></b>           | 1024 Budapest (Mammut Shopping Centre), Széna tér 4.      |
| <b><i>EuroCenter Branch</i></b>       | 1032 Budapest, (EUROCENTER) Bécsi út 154.                 |
| <b><i>Szent István tér Branch</i></b> | 1051 Budapest, Hercegprímás utca 10.                      |
| <b><i>Duna House Branch</i></b>       | 1093 Budapest Soroksári út 3/C.                           |
| <b><i>Árkád Branch</i></b>            | 1106 Budapest (Árkád Shopping Centre), Örs Vezér tere 25. |
| <b><i>Fehérvári út Branch</i></b>     | 1119 Budapest, Fehérvári út 95.                           |
| <b><i>MOM Park Branch</i></b>         | 1124 Budapest, Alkotás (MOM Park) út 53. 1st floor        |

|                               |  |
|-------------------------------|--|
| <i>Nyugati tér Branch</i>     | 1132 Budapest, Nyugati tér 5.                      |
| <i>Dévai utca Branch</i>      | 1134 Budapest, Dévai utca 23.                      |
| <i>Duna Plaza Branch</i>      | 1138 Budapest, Váci út 178-182.                    |
| <i>Siemens House Branch</i>   | 1143 Budapest, Thököly út 100/A.                   |
| <i>Rákoskeresztúr Branch</i>  | 1173 Budapest, Pesti út 237.                       |
| <i>Csepel Plaza</i>           | 1211 Budapest, Rákóczi út 154-170.                 |
| <i>Lőportár utca site</i>     | 1134 Budapest Lőportár utca 24.                    |
| <i>Kassák Lajos utca site</i> | 1134 Budapest, Kassák Lajos utca 18.               |
|                               | <i>1138 Budapest, Váci út 193.</i>                 |
|                               | <i>1149 Budapest, Nagy Lajos király útja. 146.</i> |
|                               | <i>1118 Budapest, Rétköz utca 7.</i>               |
|                               | <i>1072 Budapest, Rákóczi út 42.</i>               |
|                               | <i>1184 Budapest, Üllői út 396.</i>                |
|                               | <i>1222 Budapest, Nagytétényi út 37-43.</i>        |
|                               | <i>1148 Budapest, Fogarasi út 13.</i>              |
|                               | <i>1085 Budapest, József körút 36.</i>             |
|                               | <i>1191 Budapest, Fő utca 7.</i>                   |
|                               | <i>1039 Budapest, Heltai Jenő tér 15.</i>          |
|                               | <i>1153 Budapest, Nyírpalota utca 2.</i>           |
|                               | <i>1114 Budapest, Bartók Béla út 41.</i>           |
|                               | <i>1023 Budapest, Lajos utca 30.</i>               |
|                               | <i>1173 Budapest, Pesti út 159-163.</i>            |
|                               | <i>1106 Budapest, Örs Vezér tere 25/A.</i>         |
|                               | <i>1024 Budapest, Lövőház utca 2-6.</i>            |
|                               | <i>1065 Budapest, Bajcsy Zsilinszky út 5.</i>      |
|                               | <i>1055 Budapest, Kossuth Lajos tér 10.</i>        |
|                               | <i>1123 Budapest, Alkotás utca 53.</i>             |
|                               | <i>1162 Budapest, Rákosi út 128.</i>               |
|                               | <i>1203 Budapest, Török Flóris utca 70.</i>        |
|                               | <i>1026 Budapest, Pázsit utca 2.</i>               |
|                               | <i>1119 Budapest, Etele út 57.</i>                 |
|                               | <i>1132 Budapest, Nyugati tér 4-5.</i>             |
|                               | <i>1212 Budapest, Kossuth Lajos utca 47-49.</i>    |
|                               | <i>1102 Budapest, Kőrösi Csoma sétány 4.</i>       |

|  |   |
|--|---|
|  | <i>1042 Budapest, Árpád út 57-59. fsz. 1.</i> |
|  | <i>1188 Budapest, Dózsa György utca 2.</i>    |
|  | <i>1126 Budapest, Nagy Jenő utca 12..</i>     |
|  | <i>1108 Budapest, Kozma utca 2.</i>           |

1.3.2 Branch Offices of the company in Hungary:

|                       |   |
|-----------------------|---|
| <i>Ajka</i>           | <i>8401 Ajka, Szabadság tér 8.</i>                    |
| Baja                  | <del>HU</del> -6500 Baja, Tóth Kálmán tér 1.          |
| <i>Baja</i>           | <i>6500 Baja, Vörösmarty Mihály utca 5/a fszt. 1.</i> |
| <i>Balassagyarmat</i> | <i>2660 Balassagyarmat, Rákóczi fejedelem út 14.</i>  |
| <i>Balatonboglár</i>  | <i>8630 Balatonboglár, Sétáló utca 3.</i>             |
| <i>Berettyóújfalu</i> | <i>4100 Berettyóújfalu, Dózsa György utca 24.</i>     |
| Békéscsaba            | <del>HU</del> -5600 Békéscsaba, Szabadság tér 2.      |
| <i>Békéscsaba</i>     | <i>5600 Békéscsaba, Andrásy út 18. A. fsz. 1.</i>     |
| <i>Békéscsaba</i>     | <i>5600 Békéscsaba, Andrásy út 37-43.</i>             |
| <i>Békéscsaba</i>     | <i>5600 Békéscsaba, Jókai utca 1-19.</i>              |
| <i>Bicske</i>         | <i>2060 Bicske, Kossuth tér 7.</i>                    |
| Budaörs               | <del>HU</del> -2040 Budaörs, Szabadság u 45.          |
| <i>Budaörs</i>        | <i>2040 Budaörs, Szabadság út 91/2.</i>               |
| Cegléd                | <del>HU</del> -2700 Cegléd, Kossuth Lajos tér 8.      |
| <i>Cegléd</i>         | <i>2700 Cegléd, Rákóczi út 2.</i>                     |
| <i>Dabas</i>          | <i>2370 Dabas, Falu Tamás utca 4.</i>                 |
| Debrecen              | 4024 Debrecen, Vár utca 6/c.                          |
| <i>Debrecen</i>       | <i>4024 Debrecen, Vár utca 6.</i>                     |
| <i>Dombóvár</i>       | <i>7200 Dombóvár, Hunyadi János tér 20/B fsz. 1.</i>  |
| Dunakeszi             | <del>HU</del> -2120 Dunakeszi, Fő út 16-18.           |
| <i>Dunakeszi</i>      | <i>2120 Dunakeszi, Fő utca 16-18. fsz. 3.</i>         |
| Dunaújváros           | <del>HU</del> -2400 Dunaújváros, Vasmű utca 4/B.      |
| <i>Dunaújváros</i>    | <i>2400 Dunaújváros, Dózsa György utca 4/b.</i>       |
| Eger                  | <del>HU</del> -3300 Eger, Érsek utca 6.               |
| <i>Eger</i>           | <i>3300 Eger, Almagyar utca -5.</i>                   |

|                         |   |
|-------------------------|---|
| Érd                     | <del>HU</del> -2030 Érd, Budai út 7/A.                    |
| <b>Érd</b>              | <b>2030 Érd, Budai út 11. fszt. 1.</b>                    |
| <b>Esztergom</b>        | <b>2500 Esztergom, Kossuth Lajos utca 14-18.</b>          |
| Gödöllő                 | <del>HU</del> -2100 Gödöllő, Kossuth Lajos u. 13.         |
| Gyöngyös                | <del>HU</del> -3200 Gyöngyös, Köztársaság tér 1.          |
| <b>Gyöngyös</b>         | <b>3200 Gyöngyös, Fő tér 19.</b>                          |
| Győr                    | 9021 Győr, Bécsikapu tér 12. sz.                          |
| Győr                    | <del>HU</del> -9027 Győr, Budai út 1.                     |
| <b>Győr</b>             | <b>9021 Győr, Bajcsy-Zsilinszky út 36.</b>                |
| <b>Hajdúböszörmény</b>  | <b>4220 Hajdúböszörmény, Szent István tér 2. fsz. C.</b>  |
| <b>Hatvan</b>           | <b>3000 Hatvan, Kossuth tér 23.</b>                       |
| Herend                  | <del>HU</del> -8440 Herend, Kossuth Lajos utca 140.       |
| Hódmezővásárhely        | <del>HU</del> -6800 Hódmezővásárhely, Kossuth tér 2.      |
| <b>Hódmezővásárhely</b> | <b>6800 Hódmezővásárhely, Dr. Rapcsák András út 4.</b>    |
| Jászberény              | <del>HU</del> -5100 Jászberény, Lehel vezér tér 16.       |
| <b>Jászberény</b>       | <b>5100 Jászberény, Lehel vezér tér 32-33.</b>            |
| <b>Kalocsa</b>          | <b>6300 Kalocsa, I. István királyút 57.A ép. fsz. 16.</b> |
| Kaposvár                | <del>HU</del> -7400 Kaposvár, Széchenyi tér 7.            |
| <b>Kaposvár</b>         | <b>7400 Kaposvár, Fő u. 3.</b>                            |
| <b>Karcag</b>           | <b>5300 Karcag, Horváth Ferenc út 3-5. fsz. 1.</b>        |
| <b>Kazincbarcika</b>    | <b>3700 Kazincbarcika, Egressy Béni utca 26.</b>          |
| Kecskemét               | 6000 Kecskemét, Katona József tér 1. sz.                  |
| <b>Kecskemét</b>        | <b>6000 Kecskemét, Nagykőrösi utca 2.</b>                 |
| <b>Keszthely</b>        | <b>8360 Keszthely, Kossuth Lajos utca 103.</b>            |
| <b>Kiskőrös</b>         | <b>6200 Kiskőrös, Petőfi tér 18.</b>                      |
| Kiskunhalas             | <del>HU</del> -6400 Kiskunhalas, Kossuth Lajos utca 3.    |
| <b>Kiskunhalas</b>      | <b>6400 Kiskunhalas, Kossuth Lajos utca 10. fsz. 4.</b>   |
| Kisvárd                 | <del>HU</del> -4600 Kisvárd, Szent László utca 51.        |
| <b>Kisvárd</b>          | <b>4600 Kisvárd, Szent László utca 14. fszt. 2.</b>       |
| <b>Komárom</b>          | <b>2900 Komárom, Igmándi út17..</b>                       |



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|------------------------|---|
| <i>Mezőkövesd</i>      | <i>3400 Mezőkövesd, Mátyás király út79.</i>             |
| Miskolc                | <del>HU</del> -3525 Miskolc, Szentpáli utca 2-6.        |
| Miskolc                | <del>HU</del> -3525 Miskolc, Széchenyi utca 18.         |
| <b>Miskolc</b>         | <b>3530 Miskolc, Széchenyi utca 46.</b>                 |
| <b>Mohács</b>          | <b>7700 Mohács, Szabadság utca 38.</b>                  |
| <b>Monor</b>           | <b>2200 Monor, Kossuth Lajos utca 73.</b>               |
| Mosonmagyaróvár        | <del>HU</del> -9200 Mosonmagyaróvár, Magyar utca 26-28. |
| <b>Mosonmagyaróvár</b> | <b>9200 Mosonmagyaróvár, Fő utca 22. fsz. 1.</b>        |
| Nagykanizsa            | 8800 Nagykanizsa, Erzsébet tér 8. sz.                   |
| <b>Nagykanizsa</b>     | <b>8800 Nagykanizsa, Erzsébet tér 19.</b>               |
| <b>Nagykát</b>         | <b>2760 Nagykát, Szabadság tér 12.</b>                  |
| Nyíregyháza            | <del>HU</del> -4400 Nyíregyháza, Szarvas utca 11.       |
| <b>Nyíregyháza</b>     | <b>4400 Nyíregyháza, Kossuth Lajos tér 3.</b>           |
| <b>Orosháza</b>        | <b>5900 Orosháza, Könd utca 38.</b>                     |
| <b>Ózd</b>             | <b>3600 Ózd, Gyűjtő tér 1.</b>                          |
| Paks                   | <del>HU</del> -7030 Paks, Dózsa György út 75.           |
| <b>Paks</b>            | <b>7030 Paks, Dózsa György út 45.</b>                   |
| <b>Pápa</b>            | <b>8500 Pápa, Szent László u. 1.</b>                    |
| Pécs                   | <del>HU</del> -7622 Pécs, Bajcsy-Zsilinszky utca 11.    |
| <b>Pécs</b>            | <b>7621 Pécs, Rákóczi út 60.</b>                        |
| <b>Ráckeve</b>         | <b>2300 Ráckeve, Kossuth Lajos utca 47.</b>             |
| Salgótarján            | <del>HU</del> -3100 Salgótarján, Fő tér 6.              |
| <b>Salgótarján</b>     | <b>3100 Salgótarján, Losonci út 2.</b>                  |
| Siófok                 | <del>HU</del> -8600 Siófok, Sió utca 2.                 |
| <b>Siófok</b>          | <b>8600 Siófok, Fő tér 7.</b>                           |
| Sopron                 | 9400 Sopron, Várkerület 16. sz.                         |
| <b>Sopron</b>          | <b>9400 Sopron, Várkerület 77.</b>                      |
| Szeged                 | 6720 Szeged, Kölcsey utca 8.                            |
| <b>Szeged</b>          | <b>6720 Szeged Klauzál tér 4.</b>                       |
| Szekszárd              | <del>HU</del> -7100 Szekszárd, Garay tér 8.             |
| <b>Szekszárd</b>       | <b>7100 Szekszárd, Arany János utca 23-25.</b>          |
| Székesfehérvár         | 8000 Székesfehérvár, Zichy liget II. sz.                |
| <b>Székesfehérvár</b>  | <b>8000 Székesfehérvár, Bástya utca 10.</b>             |

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|--------------------------|--|
| Szentendre               | <del>HU</del> -2000 Szentendre, Kossuth Lajos utca 10. |
| <i>Szentendre</i>        | <i>2000 Szentendre, Duna korzó 18.</i>                 |
| <i>Szigetszentmiklós</i> | <i>2310 Szigetszentmiklós, Losonczi utca 1.</i>        |
| Szolnok                  | 5000 Solnok, Baross u. 10/12. sz.                      |
| <i>Szolnok</i>           | <i>5000 Solnok, Hősök tere 1.</i>                      |
| Szombathely              | <del>HU</del> -9700 Szombathely, Márton utca 4.        |
| <i>Szombathely</i>       | <i>9700 Szombathely, Kőszegi utca 3/a</i>              |
| Tatabánya                | <del>HU</del> -2800 Tatabánya, Fő tér 6.               |
| <i>Tatabánya</i>         | <i>2800 Tatabánya, Szent Borbála tér 6.</i>            |
| <i>Tiszaújváros</i>      | <i>3580 Tiszaújváros, Kazinczy utca 12.</i>            |
| <i>Vác</i>               | <i>2600 Vác, Köztársaság utca 10-12.</i>               |
| Veszprém                 | 8200 Veszprém, Óváros tér 3. sz.                       |
| <i>Veszprém</i>          | <i>8200 Veszprém, Mindszenty József utca 7.</i>        |
| Zalaegerszeg             | <del>HU</del> -8900 Zalaegerszeg, Kossuth utca 22.     |
| <i>Zalaegerszeg</i>      | <i>8900 Zalaegerszeg, Kossuth Lajos u. 2.</i>          |

1.4 Duration of the operation of the company: The company has been established for an indefinite period of time.

1.5 *As a result of a merger (merger by acquisition), the Company shall be the general legal successor of the following companies as of 31 March 2022 (or, if the merger (acquisition by acquisition) is not registered before that date, as of the date of registration of the merger (acquisition by acquisition) with the Court of Registration:*

**1.5.1** *BUDAPEST Hitel- és Fejlesztési Bank Zártkörűen Működő Részvénytársaság (registered office: 1138 Budapest, Váci út 193, Hungary; registered with the Company Registry Court of Budapest Capital Regional Court under company registration number Cg.01-10-041037); and*

**1.5.2** *Magyar Takaréknál Bankholding Zártkörűen Működő Részvénytársaság(registered office: 1134 Budapest, Kassák Lajos utca 18, Hungary; registered with the Company Registry Court of Budapest Capital Regional Court under company registration number Cg.01-10-141497).*

1.6 *In connection with the merger pursuant to Section 1.5 above, the Company makes the following commitment. With regard to the provisions of Section 16 (9)-(11) of Act LXXXI of 1996 on Corporate Tax and Dividend Tax, the Company declares that, taking into account the assets and liabilities (including provisions and accruals) transferred from the predecessor companies after the merger, it will determine its tax base - by adjusting the profit (loss) before taxation - as if the merger had not taken place.*

## 2. SHARE CAPITAL AND SHARES

2.1 The share capital

**2.1.1** *The share capital of the Company is HUF 311,319,983,000, i.e. three hundred and nineteen billion three hundred and nineteen million nine hundred and eighty-three thousand forints, representing a cash contribution made available in total amount. The share capital*

**2.1.1.1** *is divided into 100,000,000 registered, dematerialized, series "A", ordinary shares with a nominal value of HUF 1,000, i.e. one thousand forints each;*

**2.1.1.2** *135,717,204, i.e. one hundred and thirty-five million seven hundred and seven thousand two hundred and four ordinary registered dematerialized shares of series A, each with a nominal value of HUF 1,000, i.e. one thousand HUF, issued in exchange for the shares of the merging companies in the merger pursuant to 1.5 above; and*

**2.1.1.3** *75,602,779 units, i.e. seventy-five million six hundred and two thousand seven hundred and seventy-nine units, each with a nominal value of HUF 1,000.-, i.e. one thousand HUF and an issue value of HUF 2,446.9999971827, i.e. a total of HUF 185,000,000,000, issued against additional consideration in the merger pursuant to 1.5 above, in dematerialised form, in registered form, of ordinary shares of series A. above; and*

**2.1.2** Each ordinary share of series "A" represents identical rights.

## **2.2** Keeping of the Share Register

**2.2.1** The Board of Directors keeps a Share Register in line with Section 3:245 of the Civil Code and Section 136 of the Hpt. The Board of Directors may be authorised to give an assignment for keeping the Register of Shares. The fact of the commission and the personal details of the commissioned person shall be published. Shareholders may exercise their shareholder rights after their registration in the Register of Shares. Data deleted from the Register of Shares must remain verifiable.

**2.2.2** The Company shall request shareholders registration for the General Meeting and company events accompanied by payment from KELER Zrt. In case of shareholders registration the keeper of the Register of Shares shall delete all data in effect at the time of the shareholders registration from the Register of Shares and shall record the data according to the result of the shareholders registration in the Register of Shares. To the rules of shareholders registration the prevailing General Business Rules of KELER Zrt. shall be applicable

## **2.3** Transfer of shares

**2.3.1** Transfer of shares becomes effective vis-à-vis the Company by entering of the new shareholder or the shareholder's proxy defined in Articles 151 – 155 of Act CXX of 2001 on the Capital Market ('Tpt.') in the Share Register. If the acquisition of shares of the Company is subject to official approval, then the shareholder's proxy may be entered in the Register of Shares only together with the shareholder

## **3. BODIES OF THE COMPANY AND THEIR OPERATION**

### **3.1** General Meeting

- 3.1.1 The supreme body of the Company is the General Meeting.
- A General Meeting shall be convened by means of a notice (announcement) published according to Section 8 at least thirty (30) days before the start date of the General Meeting.
- 3.1.2 The Company requests a verification of owner from KELER Zrt for General Meeting, as corporate event. The date of the verification of the owner (reference date) can be the period between the 7th (seventh) and the 5th (fifth) stock exchange trading days (these days also included) prior to the General Meeting.
- 3.1.3 On the second working day preceding the day of the General Meeting, at 18 (eighteen) hours of Budapest time, the Company shall delete all data in effect at the time of the shareholders registration from the Register of Shares and shall record the data according to the result of the shareholders registration in the Register of Shares, and closes it with the details of the shareholder matching (**‘Closing of the Register of Shares by the General Meeting’**). 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.
- 3.1.4 The Company shall publish on their website, at least twenty-one (21) days before the General Meeting, the following information:
- (a) the total number of shares and voting rights at the date of the convocation;
  - (b) the proposals relating to the items on the agenda and the related reports of the supervisory board, including the draft resolutions;
  - (c) the forms to be used to vote by proxy unless those forms are sent directly to each shareholder.
- 3.1.5 Simultaneously with the publication of the materials of the General Meeting, the Company shall send the invitation to the General Meeting and the related proposals and proposed resolutions electronically to the shareholders who have previously notified the Company of this request in writing. Notifying such a request is for an indefinite time during the term of the shareholder status, until it is revoked in writing. Company notices sent by e-mail shall be deemed received by the shareholder on the day of their sending.
- 3.1.6 A General Meeting can take place in the event it is not, or not properly, convened and all shareholders are present and unanimously agree to holding the meeting. If a resolution is adopted at a General Meeting convened or held irregularly and, therefore, the resolution is not valid, then it will become valid with retroactive effect from the date when it was adopted if all shareholders unanimously recognize it as valid within thirty (30) days from the date of the General Meeting.
- 3.1.7 A resolution on an item not contained in the Agenda may be adopted only in the presence of all shareholders holding a right to participate, provided the shareholders unanimously approve the discussion of the item.
- 3.1.8 The General Meeting has a quorum when shareholders representing more than 50% of the voting shares are present. Where a General Meeting does not have a quorum, a repeated General Meeting shall be convened to discuss items on the original

agenda minimum ten (10) days and maximum twenty-one (21) days after the original date. The repeated General Meeting shall have a quorum regardless of the number of attendees.

- 3.1.9 The invitation to the General Meeting shall contain:
- (a) the company name and registered office of the Company;
  - (b) the date and place of the General Meeting,
  - (c) the agenda of the General Meeting;
  - (d) the manner of holding the General Meeting;
  - (e) the conditions to exercising rights to vote, as defined in these Articles of Association;
  - (f) the place and time of the reconvened General Meeting in the event of failure to meet quorum requirements.
  - (g) conditions to exercising rights of adding items to the agenda, and
  - (h) the place of availability of the draft resolutions and the original and complete text of the documents to be submitted to the General Meeting.
- 3.1.10 The Board of Directors is entitled, in justified cases as and when deemed necessary, to convene an extraordinary General Meeting. The Board of Directors shall convene an extraordinary General Meeting:
- (a) without delay, if the number of Supervisory Board members fell below three (3),
  - (b) within eight (8) days, if requested in writing by shareholders holding at least one (1) percent of the voting rights - confirmed by the data of the Register of Shares - indicating the reason and purpose, or
  - (c) within eight (8) days – by simultaneously informing the Supervisory Board – in order to take appropriate measures, if it learns that as a result of losses the shareholders' equity of the Company has reduced to two-thirds of the registered capital, or the shareholders' equity has fallen below the minimum limit amount of the registered capital of the Company defined by currently effective law, or the Company is on the brink of insolvency, or it has ceased to effect payments, or the Company's assets do not provide cover for its debts.
  - (d) within eight (8) days, if at least three (3) members of the Board of Directors propose, with indicating the agenda, to call the General Meeting, or
  - (e) in any other case stipulated by legal regulations.
- 3.1.11 The presiding chairman of the General Meeting shall be the current Chairman of the Board of Directors, or a person requested by them, except in the case of impediment, because in this case the person elected by the General Assembly by a

simple majority will preside. A list of attendees shall be prepared to include shareholders present at the General Meeting. For each shareholder the list must contain the name and residential address (or registered office) of the shareholder or his/her proxy; the number of his/her shares and the number of votes he/she is entitled to; and any change in the person of attendees during the General Meeting. The list of attendees shall be authenticated by the presiding Chairman of the General Meeting and the Minute-taker, attaching their signatures to it.

3.1.12 The chair of the General Meeting:

- (a) opens the General Meeting;
- (b) establishes quorum;
- (c) chairs the deliberations, in this framework gives and withdraws the floor and may limit the duration of contributions;
- (d) may order a break;
- (e) closes the General Meeting;

3.1.13 Minutes shall be kept on the General Meeting, which contains:

- (a) the company name and registered office of the Company;
- (b) the place, the date and the procedure for holding the General Meeting;
- (c) the names of the presiding chairman of the General Meeting, the keeper and the verifier of the minutes and of the officials counting the votes;
- (d) the main events that took place at the General Meeting, the motions made;
- (e) the draft resolutions;
- (f) for each resolution, the number of shares for which valid votes were cast and the proportion of the share capital represented by these votes;
- (g) the number of votes cast for, cast against, and the number of abstentions.

3.1.14 The minutes shall be signed by the Minute-taker and the presiding chairman of the General Meeting, and a shareholder in attendance elected for that purpose. The Board of Directors of the Company shall place the Minutes of the General Meeting and the list of attendees among their documents and keep them as well as submit them to the court of registration within thirty days after the termination of the General Meeting. The Board of Directors of the Company shall furthermore publish the Minutes of the General Meeting incorporating the resolutions adopted at the General Meeting, the draft resolutions, the key questions and answers related to the draft resolution within 30 (thirty) days following the General Meeting as specified in Section 8

3.1.15 By giving answers to the questions arising at the General Meeting the Company shall meet the principles of informing and publishing prescribed by the law and the

stock exchange regulations and shall comply with them. The Company shall have 5 (five) business days following the day of the General Meeting to answer question arisen at the General Meeting and not answered to the satisfaction of the shareholder within its framework.

3.1.16 The following shall be within the exclusive powers of the General Meeting:

- (a) adopt and amend the Articles of Association excepting the cases incorporated in 2.
- (b) decision on the transformation, merger or division of the Company, and on its termination without a legal successor;
- (c) decision on the increase of the issued capital or authorisation of the Board of Directors to increase the issued capital;
- (d) decision on the exclusion or limitation of exercising pre-emptive rights in subscription;
- (e) decision on the decrease of the issued capital,
- (f) decision on the issue of convertible bonds, bonds with subscription rights or transforming bonds;
- (g) decision on the acquisition or sale of treasury shares;
- (h) elect and recall the chairman and members of the Board of Directors and fix their remuneration;
- (i) amendment of the Company's core activity;
- (j) decision on filling the position of the CEO, who is at the head of the company's work organisation, and performs the operational management of the company (including especially the establishment or termination of the CEO's employment), and providing the authorisation to implement the above decisions;
- (k) decision to change the form of operation of the Company;
- (l) decision on changing the rights associated with shares and transformation of the types and classes of shares;
- (m) election and recall of the president and members of the Supervisory Board and the establishment of their remuneration, furthermore, election and recall of the Audit Committee members and the establishment of their remuneration;
- (n) approval of the Rules of Procedure of the Supervisory Board;
- (o) election, recall and remuneration of the statutory auditor;
- (p) assessment of the work of the executive officers performed in the previous business year, decision on providing a hold-harmless warrant;

- (q) approval of the Company's reports according to the Accounting Act and decision on the allocation of the profit after taxation;
- (r) decision on payment of dividend advance;
- (s) decision on the enforcement of claims against the shareholders, Board of Directors members, Supervisory Board members or the statutory auditor;
- (t) decision on the approval of the responsible corporate governance report.
- (u) opinion vote on the remuneration policy as stipulated in Act LXVII of 2019 on the encouragement of long-term shareholder engagement and modification of certain acts with the purpose of legal harmonisation (**HRSZtv.**) ('**HRSZtv. Remuneration Policy**') and, if the legal regulation is not applicable, the remuneration report (**HRSZtv. Remuneration Report**'). The HRSZtv. Remuneration Policy must be put on the agenda of the General Meeting when it changes significantly, but at least every four years.
- (v) decision on entering in or exiting the Integration Organisation pursuant to Act CXXXV of 2013 on the Integration of Credit Institutions Set Up as Cooperative Societies and on the Amendment of Regulations Relating to the Economy;
- (w) decision on any matter falling within the exclusive power of the supreme body under these Articles of Association or law.

3.1.17 The General Meeting makes its decisions with a simple majority, except for issues for which the legal regulations stipulate different voting majority. If legal regulations stipulate unanimous decision-making in some issue, then the General Meeting makes decision on that issue with a unanimous decision.

3.1.18 Any decision of the General Meeting which adversely affects rights attached to a certain series of shares may be passed if, a simple majority of all the shareholders holding the share series in question also grant their explicit consent. In that case the provisions related to the potential limitation or exclusion of voting right related to shares, not including the prohibition to exercise voting right in relation to own shares, shall not apply. Consent may be granted by a written decision without holding a meeting prior to the General Meeting or by the shareholders belonging to the particular share series voting on the issue separately at the General Meeting prior to the decision of the General Meeting.

3.1.19 The General Meeting's resolution on the increase or decrease of share capital shall be considered effective if the holders of the types or classes of shares which are considered affected grant their explicit consent to the increase or decrease of the share capital. For granting consent, the provisions of Section 3.1.18 shall govern.

### **3.1.20 Rights and obligations of the shareholders**

3.1.20.1 Rights of the shareholders at the General Meeting



- (a) The shareholder is entitled to attend the General Meeting. The Company's General Meeting may be attended by the shareholder or the shareholder's proxy specified in Sections 151-155 of the Capital Markets Act, who was registered in the Register of Shares at the Closing of the Register of Shares by the General Meeting in accordance with the result of the shareholder matching.
- (b) Shareholders may also exercise their rights at the General Meeting by proxy. Members 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 General Meeting. The proxy authorisation of the authorised representative shall be valid for one General Meeting or for the period of time defined therein, but in any case not more than 12 months. The proxy authorisation shall also be valid for the continuation of the suspended General Meeting and for the repeated General Meeting convoked due to the lack of quorum. The authorisation shall be issued in the form of a private document with full probative force and submitted to the Company at the place and time indicated in the General Meeting announcement. 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.
- (c) The shareholder has the right to be informed of any matter placed on the agenda of the General Meeting. Accordingly, upon written request of a shareholder submitted at least eight days before the date of the General Meeting, the Board of Directors will provide the information necessary for the discussion of the item on the agenda of the General Meeting at the latest three days before the date of the General Meeting. The Board of Directors may make the exercise of the right to information as described above conditional on the submission of a written confidentiality statement by the shareholder requesting the information. The Board of Directors may refuse to disclose information and access to documents if it violated the Company's business, banking, securities or other similar secrets, if the person requesting the information abuses their right or fails to make a confidentiality statement even if requested. If the party requesting information considers the refusal of information unjustified, they may request the Court of Registration to order the Company to provide the information.
- (d) The Company ensures that the rights to be informed, to comment and to suggest at the General Meeting are granted to every shareholder attending the General Meeting, on the condition that the exercising of these rights shall not hinder the lawful and proper operation of the General Meeting. In the interest of exercising the shareholder's rights specified in this present point the Chairman of the General Meeting shall grant the right of speech to the shareholder at the General Meeting, on the condition that the Chairman of the General Meeting may specify the duration of the speech, may withdraw the right to speak, especially in case the shareholder is off the point, furthermore he/she can specify the sequence of the speeches, if there are several speeches at the same time, in order to ensure the lawful and proper operation of the General Meeting.

- (e) Voting rights attached to shares are determined by the nominal value of such shares. The shareholder cannot exercise his/her right to vote until he/she has performed his/her due cash contribution.

#### 3.1.20.2 Minority Rights

- (a) Shareholders jointly representing at least 1% of the voting rights may request the convocation of the General Meeting at any time without specifying the reason or the purpose. If the Board of Directors fails to take action to convene the General Meeting for the earliest possible date within eight days after the receipt of the request, the registering court shall convene the meeting in reply to the application of the shareholders suggesting the meeting or the registering court shall authorise the suggesting shareholders to convene the meeting. The expected costs shall be advanced by the suggesting shareholders.
- (b) If shareholders jointly representing at least 1% of the votes communicate a proposal to the Board of Directors to supplement the agenda in line with the rules of the levels of detail or a draft resolution concerning an item on the agenda or an item to be added to the agenda within eight days after the announcement of the convocation of the General Meeting is published, the Board of Directors shall publish an announcement about the supplemented agenda, the draft resolutions proposed by the shareholders after the communication of the proposal pursuant to Section 8. The matter published in the notice shall be construed to have been placed on the agenda.
- (c) If the General Meeting rejected or did not allow the submission to enforce a claim of the Company from any member, managing officer, member of the Supervisory Board or the auditor for a resolution to be adopted, shareholders representing at least 1% of the voting rights may enforce the claim themselves for the benefit of the Company and representing the Company within a thirty-day limitation period.
- (d) If the General Meeting rejected or did not allow the submission to have the last report or an economic event or commitment related to the activity of the Board of Directors in the last two years audited by a specially commissioned auditor for a resolution, the registering court shall order the audit and appoint an auditor at the cost of the Company in reply to the application of the shareholders jointly representing at least 1% of the voting rights submitted within the thirty-day limitation period following the General Meeting. The registering court shall reject the fulfilment of the application if the submitting shareholders abuse the minority rights

#### 3.1.20.3 Right to dividend

The shareholder shall be entitled to a dividend from the profit of the Company, which can be shared and which was ordered to be shared by the General Meeting in the proportion of the nominal value of his/her share.

#### 3.1.20.4 Obligations of the shareholders

- (a) The shareholder shall provide cash contribution to the Company in amount corresponding to the nominal or issue value of the shares received or quoted by his/her person. The shareholder may not be validly exempted from his/her obligation - except for the case of share capital decrease.
- (b) The shareholder with at least 5% share or the shareholder acquiring such share shall report his/her indirect share and its changes to the Company providing his/her details suitable for identification at the same time. The National Bank of Hungary shall suspend the exercising of the voting right of a member failing to perform his/her reporting obligation.

## 3.2 Board of Directors

3.2.1 The Board of Directors is the Company's managing body. The members of the Board of Directors represent the Company in front of third parties, courts and other authorities, unless the Company is represented by a Supervisory Board Member appointed by the Supervisory Board or a trustee appointed by the court, because judicial review of the sole shareholder decision was initiated by one or more senior executives of the Company, therefore, the Company has no such senior executive officer who could represent the Company. The Board of Directors establishes and manages the organisational structure of the Company, pursuant to Section 150 of the Act on Credit Institutions and Financial Enterprises exercises the employer's rights over the executive officers (CEO and their deputies) as stipulated in the Act on Credit Institutions and Financial Enterprises - with a view to the provisions of Section 3.1.16(j), respecting the provisions thereof.

3.2.2 The following falls within the exclusive competence of the Board of Directors:

- (a) formulating its position and proposal on the items on the agenda of the General Meeting, submitting them to the Supervisory Board then, together with the opinion of the Supervisory Board, to the General Meeting;
- (b) ensure that the Annual Report is prepared in accordance with the Accounting Act and a proposal is developed for the appropriation of the after-tax profit; and hand them over, together with the external Auditor's opinion, to the Supervisory Board; then present them, together with the Report of the Board of Directors, the Report of the Supervisory Board, and the report on the business policy of the Company, to the annual ordinary General Meeting;
- (c) conclusion of a contract with the permanent auditor for the audit with terms and conditions specified by the General Meeting;
- (d) keeping the Register of Shares of the Company and approval of entries in the Register of Shares;
- (e) defining and adopting the Company's business policy, strategy and business plan;

- (f) amending the headquarters, sites, branches and the activities of the Company - except for the core activities - and amending the Articles of Association according to thereof.
- (g) Implementation of the decisions made by the Bankholding required in order to compliance with the consolidated requirements of the Hungarian Bankholding Group pursuant to the Act on Credit Institutions and Financial Enterprises and Regulation (EU) No 575/2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012 (**‘Bankholding Group Management Activity’**), thus especially the implementing and execution of the group-level policies issued during the Bankholding Group Management Activity
- (h) approval of the Company’s Code of Organisation and Operation, furthermore, the approval of all internal regulations the approval of which is delegated to the competence of the Board of Directors by legal regulations;
- (i) approval of the rules of procedure of the Board of Directors;
- (j) authorising the employees of the Company with joint signatory rights;
- (k) submission of the Supervisory Board’s proposal with regard to the person of the statutory auditor of the Company to the General Meeting;
- (l) in the scope defined by governing legal regulations, decision on providing internal loans with the proviso that if the internal loan is qualified as loan provided not to a customer, the decision cannot be implemented prior to the consent of the Supervisory Board;
- (m) with the prior consent of the Board of Directors of Bankholding, decision on the borrowing by the Company for more than five (5) years, the amount of which exceeds ten per cent (10%) of the Company’s regulatory capital, and on the approval of the bond issue programme;
- (n) pursuant to the Act on Credit Institutions and Financial Enterprises and the provisions of other related legal regulations, in cases under the scope of the Board of Directors, decision on any sale and purchase agreements concluded between an executive officer who is a member of the Board of Directors, Supervisory Board, or holds the position or title of an executive in the Company, or in a financial institution subject to consolidated supervision with the Company and the financial institution itself, or on any prior consent to any other contractual commitment pursuant to Article 144(3) and (4) of the Credit Institutions Act;
- (o) in cases not settled in regulation specified in Section 3.7.2, decision on the acquisition of any holding by a member of the Board of Directors, excluding a public limited company, or approval of the acceptance of the mandate of an Executive Officer in another business association;

- (p) decision on the approval of significant transactions with related parties in accordance with HRSZtv, with the exception of transactions pursuant to Section 24 of the HRSZtv;
- (q) decision on all exposures issues that are not referred to the competence of another decision-making body or person by law, these Articles of Association, the group-level regulation issued within the framework of the Group Management Activities of the Bankholding or the internal regulations of the Company ;
- (r) prior discussion of the proposals of the Supervisory Board to be submitted to the General Meeting;
- (s) approval of costs and expenses associated with the establishment, operation and winding up of the Employee Ownership Participation Program organisation;
- (t) decision-making on all issues within the competence of the supreme body of the Company's direct subsidiaries (General Meeting, Members' Meeting, founder), including intervention within the scope of Bankholding's Group Management Activities in the case of prudential problems through ownership rights,
- (u) decision on the establishment or termination of a legal entity with the participation of the Company, and on the acquisition of the Company's shareholding in the legal entity or the disposal of its shareholding in the legal entity,
- (v) initiating access to international organisations,
- (w) establishing the measure and action plan that became necessary due to the establishment of the MNB;
- (x) a decision on any issues that are rendered into the competence of the Board of Directors by the Board from the Chief Executive Officer;
- (y) decision on all issues rendered to the exclusive competence of the Board of Directors by law, these Articles of Association, the group-level regulation issued within the framework of the Group Management Activities of the Bankholding or the internal regulations of the Company.

3.2.3 The Board of Directors may not delegate the competences specified in the competence authorised by the General Meeting.

3.2.4 Pursuant to the relevant legislation and the MNB Resolution H-EN-I-732/2020 of 30 December 2020, the basic obligation of Bankholding as a financial holding company is to ensure the consolidated prudential compliance of the Hungarian Bankholding Group. An essential precondition for the execution of this obligation of Bankholding is that the Company, as a member of the Hungarian Bankholding Group, properly implements and applies the corporate governance (and other relevant) rules established by Bankholding. Accordingly, in exercising all the competencies set out in Section 3.2.2 above, the Board of Directors shall comply with the relevant legislation

- (a) to take into account the decisions made by Bankholding in the course of the Group Management Activity of the Bankholding and to implement them as necessary (including, among others, the decisions made by Bankholding in connection with transactions and commitments exceeding the value limits specified in the group-level regulations);
- (b) to perform the tasks allocated to the Board of Directors by Bankholding within the framework of the Bankholding Group Management Activity;
- (c) to provide the Bankholding the information necessary for the establishment of the Group Management Activity of the Bankholding in accordance with Section 172 (5) of the Hpt. in a complete and efficient manner, in the order established by the Bankholding; and
- (d) in relation to the above, to cooperate with the other members of the Hungarian Bankholding Group in accordance with the decisions of Bankholding.

The Group Management Activity of the Bankholding may not result in a situation where the liability of the executive officers of the Company for the individual or sub-consolidated level of compliance included in the Hpt. is violated.

- 3.2.5 Unless otherwise provided by law, the Board of Directors has a quorum if a majority of its members are present, but at least three members are present. It shall take its decisions by a simple majority, unless otherwise provided by law.
- 3.2.6 The Board of Directors prepares report on the company's management, and the assets and liabilities and business policy of the Company for the Shareholders' Meeting at least once a year and for the Supervisory Board at least every three months.
- 3.2.7 Members of the Board of Directors
  - 3.2.7.1 The Board of Directors consists of at least three (3) and not more than (9) members. Only a natural person may be a member of the Board of Directors and at least two members of the Board of Directors must be employed by the Company. The executive directors of the Company may be elected as such internal board members.
  - 3.2.7.2 At least two members of the Board of Directors must be considered to be residents under the foreign exchange legislation, including a person with the right of free movement and residence, and must have been domiciled for at least one year.
  - 3.2.7.3 The members of the Board of Directors are elected by the General Meeting for a fixed term of up to five (5) years.
  - 3.2.7.4 The names and details of the members of the Board of Directors are included in Appendix 1 to the Articles of Association. Appendix 1 to the Articles of Association may be amended separately in the event of a change to these persons and their particulars which does not entail amendment of the Articles of Association.

- 3.2.7.5 Membership in the Board of Directors is terminated upon:
- (a) expiry of the term of mandate;
  - (b) recall;
  - (c) resignation;
  - (d) the termination of the employment relationship of the internal member of the Board of Directors;
  - (e) arising of any statutory grounds for disqualification, for conflict of interest or in other cases specified by law, or
  - (f) death of the member of the Board of Directors;

3.2.7.6 Members of the Board of Directors may resign at any time. If required by the operability of the Company the resignation shall enter into force on the sixtieth (60.) day from the announcement of the resignation, at the latest. During the period before the resignation becomes effective, the member of the Board of Directors shall participate in making high-priority decisions and/or taking such actions.

### 3.2.8 Chairman of the Board of Directors

3.2.8.1 The Chairman of the Board of Directors shall organize the work of the Board of Directors; make preparations for the meetings of the Board of Directors; ensure the efficient operations of the Board of Directors; and represent the Board of Directors vis-a-vis third parties. The Chairman of the Board of Directors shall have the right to convene a Select Committee independently.

3.2.9 The members of the Board of Directors may provide their opinions and adopt resolutions in writing, in a manner as defined in the by-laws of the Board of Directors, without holding a meeting, based on proposals received through telecommunications devices or through some other similar delivery method, pursuant to Section 151 (4) of the Hpt. In that case members of the Board of Directors shall send their votes in a private document with full probative force to the registered office of the Company within five (5) working days after receipt of the proposal sent by the Chairman of the Board of Directors. The chairman of the Board of Directors has the right, in justified cases, to stipulate a shorter reasonable deadline than five (5) working days, and to extend the deadline by up to three (3) working days. A failure of meeting the deadline shall be regarded as if the member of the Board of Directors did not participate in the meeting.

3.2.10 Members of the Board of Directors, their relatives may conclude transactions with the Company, falling within the scope of the main activities of the Company, in their own name or on their own account, within the limits and with the approvals of by the rules of law applying to credit institutions and by the rules of law on investment services.

3.2.11 The Chairman of the Board of Directors may propose the specification of audit tasks additional to the annually planned audit tasks for the internal audit

organisation to the Supervisory Board or the Head of the internal audit organisation.

### 3.3 The Supervisory Board

3.3.1 The Supervisory Board shall control the management of the Company in order to protect the interests of the Company. As part of this task, the Supervisory Board may request reports or information from members of the Board of Directors and the executive officers of the Company. The requested reports and information must be sent to the chair of the Supervisory Board in writing, within thirty (30) working days from the request.

3.3.2 The Supervisory Board may review the Company's documents, accounting records and books, and may also review, or have reviewed by an expert, the company's contracts, payment accounts, and stock of cash, securities and goods.

The Company shall allow the Supervisory Board to access information on the Company's risks, the risk control function, and external experts' opinions. If the Supervisory Board wishes to contract experts to perform its supervisory functions, the Board of Directors must comply with the Supervisory Board's request to that effect.

3.3.3 The Supervisory Board has a quorum if at least two-thirds of its members, or at least three members are present. The Supervisory Board shall adopt its decisions by a simple majority of the votes of the members present.

3.3.4 The Supervisory Board can initiate the convocation of the Board of Directors and can make proposals for the items on the agenda.

3.3.5 If, in the Supervisory Board's judgement, the activity of the Board of Directors violates any legal regulation or the Articles of Association, a resolution of the supreme decision-making body, or the Company's interests in any way, then the Supervisory Board may initiate an extraordinary General Meeting so that the resolutions required in the matter are taken.

3.3.6 The Supervisory Board is specifically entitled and obliged to perform the following tasks.

#### 3.3.6.1 The Supervisory Board

- (a) ensures that the company has a comprehensive control system allowing for successful operation;
- (b) reviews the Company's annual and interim financial reports, as well as the quarterly reports by the Board of Directors on the Company's executive management, financial position and business policy;
- (c) submit proposals to the Shareholders' Meeting concerning the person and the remuneration of the auditor to be elected;
- (d) governs the internal audit organisation;
- (e) accept the annual control plan of the internal audit organisation, it shall discuss the quarterly and other reports submitted by the internal audit



organisation, and oversee the implementation of the measures to be taken;

- (f) if needed, stipulate control tasks for the internal audit in addition to those included in the annual plan of the internal audit organisation;
- (g) hires external experts to support the work of internal auditors if necessary;
- (h) makes proposals to change the headcount of the internal audit unit;
- (i) works out proposals and recommendations based on internal audit findings;
- (j) reviews the proposals drafted for the General Meeting in advance;
- (k) defines its own annual work plan;
- (l) exercises its competence in relation to the remuneration policy pursuant to Section 117 (5) of the Hpt.;
- (m) approve the rules of procedure of the Audit Committee;
- (n) accepts the rules of procedure of the Supervisory Board and presents it to the General Meeting for approval.

3.3.6.2 The General Meeting may only decide on the financial reports stipulated in the Accounting Act and on the utilisation of the after-tax profit based on the Supervisory Board's written report. The General Meeting may only decide on the payment of dividend advance with the Supervisory Board's approval.

3.3.6.3 The prior consent of the Supervisory Board is needed for

- (a) decisions on the establishment of employment and termination of employment by the employer of the head of the internal audit organisation;
- (b) termination (ordinary or with immediate effect) of employment of the *chief risk officer*,
- (c) passing a Board of Director's resolution on accepting the company's interim balance sheet;
- (d) passing the Board of Director's resolutions on internal loans to non-consumers.

3.3.6.4 The Supervisory Board reviews the regular and ad-hoc reports prepared or discussed by the Board of Directors as requested by the Board of Directors, and specifically the quarterly reports on the Company's financial position and business policy, the quarterly risk reports, the quarterly reports on the prevention of money laundering and terrorist financing and compliance, as well as internal audit reports.

3.3.6.5 The supervisory body shall put the items recommended by the auditor on the agenda.

3.3.7 Members of the Supervisory Board

3.3.7.1 The Board of Directors consists of at least three (3) and not more than nine (9) members. The members of the Supervisory Board must be natural persons.

3.3.7.2 The members of the Supervisory Board are elected by the General Meeting for a definite term of maximum 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.

3.3.7.3 A nominee shall become a Supervisory Board member without concluding a contract to that effect, by signing a declaration of acceptance. The legal relationship of Supervisory Board membership shall be governed by the rules applicable to service agreements. The members may be re-elected and their membership may be terminated by the General Meeting at any time, without citing the reason for doing so in line with the provisions of this Articles of Association. The membership of the employees' delegate, delegates may be terminated by the General Meeting upon a proposal by the Workers' Council.

3.3.7.4 The names and details of the members of the Supervisory Board are included in Appendix 1 to the Articles of Association. Appendix 1 to the Articles of Association may be amended separately in the event of a change to these persons and their particulars which does not entail amendment of the Articles of Association.

3.3.7.5 Membership in the Supervisory Board is terminated upon:

- (a) expiry of the term of mandate;
- (b) recall;
- (c) via a declaration of resignation addressed to the chair or a member of the Board of Directors,
- (d) arising of any statutory grounds for disqualification, for conflict of interest or in other cases specified by law;
- (e) the death of the Supervisory Board member.

3.3.7.6 The Supervisory Board membership of a person delegated by employees ends when his/her employment terminates for any reason.

3.3.7.7 A Supervisory Board member may resign at any time. The resignation shall become effective upon the election of a new member of the Supervisory Board if required by the operability of the Company or, in

the lack of that circumstance, on the sixtieth (60th) day from the announcement of the resignation, at the latest. Until the resignation becomes effective, the member of the Supervisory Board shall be involved in the taking urgent decisions and in taking such measures.

### 3.3.8 Chairman of the Supervisory Board

3.3.8.1 The General Meeting decides on the person of the Chairman of the Supervisory Board. The chairman of the Supervisory Board organises the work of the Supervisory Board, prepares for its meetings, ensures its effective and operation and represents it towards third persons.

### 3.3.9 Operation of the Supervisory Board

3.3.9.1 The Supervisory Board has meetings as often as required for the effective performance of its duties. The Supervisory Board has quorum if at least two thirds of its members or at least three members are present at the meeting.

3.3.9.2 The meetings shall be convened and held in compliance with the provisions of the By-laws of the Supervisory Board.

3.3.9.3 Members of the Supervisory Board may, without holding a meeting, establish opinions and adopt resolutions in writing in the manner and in the cases determined in the By-laws of the Supervisory Board, on the basis of proposals sent to them by post, e-mail or by other means of delivery. In this case, Supervisory Board members shall forward their votes to the Company Secretariat within five (5) work days from receiving the relevant proposal in a private deed of full force of evidence. The chair of the Supervisory Board may stipulate a shorter reasonable deadline than five (5) working days, and may also extend the deadline by up to three (3) working days. If a member's vote does not arrive by the deadline, the member shall be deemed not to have attended the Supervisory Board meeting.

3.3.9.4 The employees' delegates have the same rights and obligations as other members of the Supervisory Board. If the unanimous opinion of employees' delegates differs from that of the majority of the Supervisory Board, then the General Meeting must be informed of the minority opinion of the employees' delegates.

## 3.4 Audit Committee

3.4.1 The Company operates an Audit Committee of three (3) members. The members of the Audit Committee shall be elected by the General Meeting from among the independent members of the Supervisory Board. At least one member of the Audit Committee shall have competence in accounting or auditing.

3.4.2 The names and details of the members of the Audit Committee are included in Appendix 1 to the Articles of Association. Appendix 1 to the Articles of Association may be amended separately in the event of a change to these persons and their particulars which does not entail amendment of the Articles of Association.

3.4.3 Tasks and competences of the Audit Committee:

- (a) giving an opinion on the annual report;
- (b) proposal for the person and remuneration of the auditor;
- (c) preparation of the contract to be concluded with the auditor;
- (d) monitoring the enforcement of the professional requirements of the auditor and of the provisions of conflict of interests, perform the tasks related to the cooperation with the auditor, and - if necessary - recommend actions to be taken to the Supervisory Board;
- (e) analyzing of the financial reporting system and making recommendations when any action is deemed necessary;
- (f) assisting the work of the Supervisory Board in the interest of appropriately controlling the financial reporting system.
- (g) performs other tasks within its competence under the law.

3.5 Statutory Auditor

3.5.1 The General Meeting shall elect a statutory auditor for a period of no more than two (2) years for carrying out the audits of accounting documents as specified in the Accounting Act.

3.5.2 The names and details of the statutory auditor are included in Appendix 1 to the Articles of Association. Appendix 1 to the Articles of Association may be amended separately in the event of a change to these persons and their particulars which does not entail amendment of the Articles of Association.

3.5.3 In order to carry out his/her duties the statutory auditor shall have access to the documents, accounting records and the books of the Company, he/she can request information of the members of the Board of Directors, the Supervisory Board and of the employees of the Company, he/she shall be entitled to inspect the payment accounts, cash desk, securities portfolio, inventories and the contracts of the Company. The statutory auditor can be present at the meetings of the Supervisory Board with the right of consultation and is obliged to participate in the meetings if so requested by the Supervisory Board.

3.5.4 In the absence of the statutory auditor's opinion, no valid resolution may be adopted by the Shareholders' Meeting on the financial statements prepared under the Accounting Act.

3.5.5 The statutory auditor's assignment shall be considered accepted upon concluding a contract of assignment with the Company within ninety days following the date of the auditor's election. The term of the statutory auditor's mandate may not be shorter than the period beginning when the auditor is elected by the General Meeting and ending at the time of the General Meeting convened to approve next year's financial statements prepared under the Accounting Act.

3.5.6 If the Company chooses an auditor company to act as statutory auditor of the Company the statutory auditor (company) shall appoint the person to be personally

liable for carrying out the audit. In the event of any extended absence of the designated person, substitute auditors may be appointed. Such persons shall be approved by the General Meeting.

3.5.7 The statutory auditor may be re-elected unless excluded by the rules of law. An auditor employed or appointed by an auditor company, as well as the auditor personally liable for carrying out the audit may perform auditing tasks for the Company for a maximum period of five years.

3.5.8 The mandate of the statutory auditor terminates upon:

- (a) recall;
- (b) expiry of the term of mandate as defined in the contract entered into with the auditor;
- (c) termination of the contract by the auditor;
- (d) occurrence of a disqualification regulated by law.

### 3.6 Chief Executive

3.6.1 The Chief Executive is the chief managing director according to the Hpt. The CEO and their deputy/deputies appointed by him/her are internal members of the Board of Directors by their election by the General Meeting. The CEO directs the Company's work organisation. All matters except for those falling within the exclusive authority of the General Meeting, of the Supervisory Board, of the internal audit organisation, of the Board of Directors, or of the Chairman of the Board of Directors, or of the decision-making bodies or persons defined in the Organisational and Operational Rules of the Company fall within the scope of authority of the CEO.

3.6.2 In exercising all the competencies of the Chief Executive Officer, the provisions of Section 3.2.4 shall apply *mutatis mutandis*.

3.6.3 The name and details of the Chief Executive Officer are included in Appendix 1 to the Articles of Association. Appendix 1 to the Articles of Association may be amended separately in the event of a change to these persons and their particulars which does not entail amendment of the Articles of Association.

3.6.4 The Chief Executive may stipulate for the internal audit organisation control tasks in addition to those included in its annual plan of the internal audit organisation, based on the subsequent notification of the Supervisory Board.

3.6.5 The employer's rights over the internal auditor shall be exercised by the Chief Executive within the scope of these Articles of Association.

3.6.6 The CEO may delegate any of the employer's rights to an employee of the Company through the internal regulations approved by the Board of Directors.

### 3.7 Common rules for executive officers

3.7.1 An executive officer of the Company may be an executive officer without restriction and may acquire, directly or indirectly, a stake in a legal entity subject

to consolidated supervision with the Company even if it performs the same economic activity as the Company as its core activity. If the executive officer of the Company accepts a new appointment of senior executive, they shall notify the Company of this fact within 15 (fifteen) days from the acceptance of the position.

3.7.2 The group-level regulations issued by Bankholding within the framework of the Group Management Activity of Bankholding may deviate from the provisions of Section 3:115 of the Civil Code.

#### **4. PROCURATION, REPRESENTATION**

4.1 Representation in writing (company signature)

4.1.1 Company signatories:

- (a) two members of the Board of Directors jointly;
- (b) a member of the Board of Directors jointly with an authorised signatory employee of the Company,
- (c) any two authorised signatory employees of the Company.

#### **5. BUSINESS YEAR, BALANCE SHEET, PROFIT DISTRIBUTION**

5.1 The Company's business year starts on 1 January and ends on 31 December.

5.2 In accordance with the accounting rules in force as amended from time to time, an annual report shall be prepared on each business year.

5.3 Dividend payment

5.3.1 The decisions on dividend payment as well as the method and timing thereof shall be made by the General Meeting. The basis of the payment of dividend is the face value of the share.

5.3.2 The Company requests a verification of owner from KELER Zrt for dividend payment, as corporate event. The date of the shareholder identification ('**Dividend Date**') is the fifth (5th) stock exchange trading day preceding the start date of the dividend payment. The Rules related to the shareholder identification are included in the effective regulation of KELER Zrt.

5.3.3 The earliest starting date for the payment of the dividend shall be the tenth (10th) working day following the date of the General Meeting's resolution on the payment of the dividend, provided that the payment of the dividend shall commence within one hundred and eighty (180) days following the date of the relevant resolution of the General Meeting.

5.3.4 The Company shall pay the dividend to shareholders by transfer from the date set by the relevant resolution of the General Meeting or, failing this, by the Board of Directors. The earliest starting date for the payment of dividends shall be the tenth (10th) business day following the publication of the notice of the dividend payment order, which shall include the starting date of the dividend payment and the amount of the dividend.

- 5.3.5 Shareholders shall be entitled to dividend if based on the verification of owners requested for the Dividend Date the shareholder is registered in the Register of Shares and their share property does not violate the provisions of the relevant law. The shareholder shall be entitled to dividend in the percentage of its already performed cash contribution.
- 5.3.6 In the case of requests received after the Dividend Date the Company shall pay dividend if (i) the keeper of the securities account verifies that on the Dividend Date the shareholder held shares in quantity specified in the dividend payment claim and declares that dividend was not yet paid for these shares, (ii) and the notification sent by KELER Zrt. for the Dividend Date verifies that the securities account keeper is authorised to issue the certificate in terms of the share quantity specified in the dividend payment claim.
- 5.3.7 The General Meeting may adopt a resolution on the payment of advance on dividend during the period between the approval of two consecutive reports, if
- (a) according to the interim balance sheet, the company has funds sufficient to cover such interim dividends;
  - (b) the amount distributed does not exceed the amount of untied retained earnings supplemented by the after-tax profit shown in the interim financial statement; and
  - (c) the payment of such interim dividends may not result in the company's adjusted equity capital to drop below its share capital.
- 5.3.8 Decision on the dividend payment can be made based on the recommendation of the Board of Directors. The approval of the Supervisory Board shall be necessary for the recommendation of the Board of Directors. If from the annual report prepared after the payment of the advance on dividend it can be established that dividend payment shall not be possible, the shareholders shall repay the advance on dividend upon the call of the Company.
- 5.3.9 The claim for dividend payment shall lapse after five (5) years following the start date of dividend payment. Unclaimed dividends shall be allocated to the assets in excess of the issued capital.
- 5.3.10 The Company shall publish a notice on the start day of the dividend payment and its order pursuant to Section 8
- 5.3.11 The provisions on the payment of dividends set out in this Section 5.3 shall also apply mutatis mutandis to the payment of the interim dividend.

## **6. PRE-EMPTION RIGHT:**

- 6.1 In the case of an increase in the share capital of the Company in return for a cash contribution by issuing new shares, the shareholders of the Company, and subsequently the holders of convertible bonds or bonds with subscription rights, have a pre-emptive right to receive the shares.
- 6.2 All shareholders of the Company are entitled to exercise the pre-emptive right in the same order, in proportion to their shareholding. Holders of convertible bonds or bonds with subscription rights are entitled to exercise their pre-emptive rights in the same order after the shareholders.

If several pre-emptive shareholders exercise their pre-emptive rights in such a manner that the total number of shares to be subscribed for under their pre-emptive rights exceeds the total number of pre-emptive shares (to be marketed), they are entitled to acquire the number of shares affected by the pre-emptive right in the proportion to which their share in the share capital of the Company relates to each other at the time of the decision to increase capital.

- 6.3 The Board of Directors shall, within eight (8) days from the date of the resolution of the General Meeting or the Board of Directors deciding to increase the share capital with a cash contribution, notify the shareholders of the Company in writing about the option and manner of exercising the pre-emptive right, such as the nominal value and issue value of the transferable shares and the start and end dates of the period open for enforcement (at least fifteen (15) days). Shareholders may declare in a written declaration sent to the Board of Directors during the above period whether they wish to exercise their pre-emptive rights. If a shareholder does not make a declaration within that period, it shall be deemed that the shareholder concerned does not wish to exercise their pre-emptive right. The pre-emptive rights specified in this section shall apply mutatis mutandis in the case that the Company issues convertible bonds or bonds providing subscription rights.

## **7. CESSATION OF THE COMPANY**

The Company may be wound up without a legal successor as regulated in the Hpt. In this case, the shareholders shall be entitled to all assets remaining after the satisfaction of creditors' claims.

## **8. DISCLOSURES, INFORMATION**

- 8.1 The Company shall publish information mandatory pursuant to this present Articles of Association and Section 8.2 at the website of the Company ([www.mkb.hu](http://www.mkb.hu)).
- 8.2 The information published on the Company's website, if required by law or the regulations of the Budapest Stock Exchange, will also be published on the website operated by the MNB ([www.kozzetetelek.hu](http://www.kozzetetelek.hu)) or on the website of the Budapest Stock Exchange ([www.bet.hu](http://www.bet.hu)), if necessary in the Company Gazette ([www.cegkozlonny.hu](http://www.cegkozlonny.hu)).

## **9. MISCELLANEOUS PROVISIONS**

- 9.1 The chairman and members of the Board of Directors and the Supervisory Board as well as of the boards working at the Company, furthermore the external auditor must keep all information about the Company's business confidential, as business secrets, without temporal limitation.
- 9.2 All issues not regulated in the Articles of Association shall be governed by the Civil Code, the Hpt., and the Tpt.



Date: Budapest, 15 December 2021

**MKB Bank Nyrt.**

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Represented by: [\*]

Title: [\*]

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Represented by: [\*]

Title: [\*]

***Countersignature by a lawyer***

*This deed is a deed countersigned by a lawyer in accordance with Section 43-44 of Act LXXVIII of 2017 on the Activities of Lawyers (the “Üttv.”).*

*The signatories to this deed have declared by their signatures that the contents of this instrument are in accordance with their will.*

*The persons signing this deed have acknowledged by their signatures the information of the attorney in office pursuant to Section 43 (5) of the Act on the Üttv, that the fact of countersigning this deed does not create a relationship of mandate between the persons signing this deed and the attorney drafting and countersigning the deed.*

*I countersign:*

*Date: Budapest, ..... 2021*

---

***Dr Gábor Lajos Molnár***

*Lawyer*

*Chamber ID (KASZ): 36065564*

*DLA Piper Posztl, Nemescsói, Györfi-Tóth and Partners Law Office*

## 1 APPENDIX

### A. Its Board of Directors'

#### A.1. member(chairman):

name: Dr. Zsolt Barna  
home address: 2094 Nagykovácsi, Nagykovácsi út 6.  
mandate term: 01.01.2021 – 31.12.2025

#### A.2. member:

name: Dr. Zsuzsa Piller  
home address: 6000 Kecskemét, Talfája tanya 15/F.  
mandate term: 23.09.2021 – 24.07.2026

#### A.3. member:

name: Dr. Gabriella Gombai  
home address: 1039 Budapest, Berzsenyi Dániel utca 80.  
mandate term: 09.06.2020 – 09.06.2025

#### A.4. member:

name: Mihály Valkó  
home address: 5000 Szolnok, Várkonyi István tér 13. 1st fl. 3.  
mandate term: 22.05.2020 – 22.05.2025

#### A.5. member:

name: Balázs Benczédi  
home address: 1025 Budapest, Törökvész út 119/D 1st fl. 7.  
mandate term: 11.06.2020 – 11.06.2025

#### A.6. member:

name: Marcell Tamás Takács  
home address: 2030 Érd, Hortenzia utca 26.  
mandate term: 30.07.2020 – 29.07.2025

#### A.7. member:

name: Ildikó Ginzer  
home address: 9082 Nyúl, Szabadság u. 22  
mandate term: 13.09.2021 – 06.07.2026

## B. Its Supervisory Board's

### B.1. member(chairman):

name: Dr. Ágnes Anna Hornung  
home address: 1037 Budapest, Testvérhegyi út 91.  
mandate term: 28.02.2019 – 28.02.2024

### B.2. member:

name: Dr. László Ipacs  
home address: 3100 Salgótarján, Jónásch körút 31.  
mandate term: 25.02.2019 – 25.02.2024

### B.3. member:

name: Törtel András Oszlányi  
home address: 1016 Budapest, Gellérthegy utca 25. 3rd fl. 8.  
mandate term: 25.02.2019 – 25.02.2024

### B.4. member:

name: Rita Feodor  
home address: 1013 Budapest, Döbrentei utca 16. 3rd fl. 2  
mandate term: 19.09.2018 – 19.09.2023

### B.5. member:

name: János Nyemcsok  
home address: 1174 Budapest, Csík utca 38.  
mandate term: 18.05.2021 – 31.03.2026

### B.6. member:

name: Kitti Dobi  
home address: 1121 Budapest, Fodor lejtő 9.  
mandate term: 26.07.2021 – 24.07.2026

### B.7. member:

name: Balázs Bechtold  
home address: 2092 Budakeszi, Batthyány u. 63.  
mandate term: 26.07.2021 – 06.07.2026

## C. Its Audit Committee's

### C.1. member:

név: András Oszlányi Törtel  
home address: 1016 Budapest, Gellérthegy utca 25. 3rd fl. 8.

mandate term: Duration of membership of the Supervisory Board

C.2. member:

name: Dr. László Ipacs

home address: 3100 Salgótarján, Jónásch körút 31.

mandate term: Duration of membership of the Supervisory Board

C.3. member:

name: Rita Feodor

home address: 1013 Budapest, Döbrentei utca 16. 3rd fl. 2

mandate term: Duration of membership of the Supervisory Board

D. Auditor

D.1. audit firm performing the statutory audit:

company name: Deloitte Könyvvizsgáló és Tanácsadó Kft.

registered office: 1068 Budapest, Dózsa György út 84/C

company registration number: Cg.01-09-071057

mandate term: 29.04.2021 – 31.05.2022

D.2. natural person auditor responsible for the audit:

name: Zoltán Mádi-Szabó

home address: 1026 Budapest, Szilágyi Erzsébet fasor 79. 2.

E. Chief Executive:

name: Dr. Zsolt Barna

home address: 2094 Nagykovácsi, Nagykovácsi út 6.

mandate term: 01.01.2021 - indefinite

Effective from: 31 March 2022

## ANNEX NO. 9

### Model of the Exiting Declaration

The Undersigned, [\*] (head office: [\*], company registration no.: [\*]), as the shareholder (the “Shareholder”) of MKB BANK NYRT. (HEAD OFFICE: 1056 BUDAPEST, VÁCI U. 38., HUNGARY; REGISTERED BY THE COMPANY COURT OF THE METROPOLITAN TRIBUNAL OF BUDAPEST, UNDER COMPANY REGISTRATION NUMBER CG.01-10-040952; “ACQUIRING COMPANY” HEREBY MAKES THE FOLLOWING DECLARATION:

With respect to the proposed merger of BUDAPEST Hitel- és Fejlesztési Bank Zártkörűen Működő Részvénytársaság (head office: 1138 Budapest, Váci út 193., Hungary; registered by the Company Court of the Metropolitan Tribunal of Budapest under registration no. Cg.01-10-041037) and Magyar Takarékszövetkezet Zártkörűen Működő Részvénytársaság (head office: 1134 Budapest, Kassák Lajos utca 18, Hungary registered at the Company Court of the Metropolitan Tribunal of Budapest under company registration no. Cg.01-10-141497 as companies being acquired and the Acquiring Company as acquiring company, the Shareholder **does not intend to become a member of the Acquiring Company as successor company.**

The Shareholder shall attach to its present declaration the certificate on blocking as per Clause 6.4 of the merger agreement underlying the merger as Annex no. 1 and the transfer order made as per Clause 6.5 of the merger agreement underlying the merger as Annex no. 2.

The Shareholder hereby requests the Acquiring Company to transfer, within 60 days following the coming into force of the above merger (acquisition), the monetary value of the asset ratio due to the Shareholder of the assets of the Acquiring Company, onto the Shareholder’s payment account maintained with [\*] under number [\*].

Shares held by the Shareholder in the Acquiring Company:

- a) Share type: ordinary share
- b) Number: [\*]
- c) Nominal value: HUF1,000

Date: Budapest, [\*]

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[Shareholder’s name]  
Represented by: [\*]

Annex no. 1: Certificate of Blocking

Annex no. 2: Transfer Order

**ANNEX NO. 10**

**Written report by the executive management of the Acquiring Company**

## **MANAGEMENT REPORT OF MKB BANK PLC**

pursuant to Article 24 (2) of Act CLXXVI of 2013 on the Reorganisation, Merger and Demerger of Legal Persons (**'Transformation Act'**)

in connection with the planned merger of

**BUDAPEST Hitel- és Fejlesztési Bank Zártkörűen Működő Részvénytársaság (BUDAPEST Credit and Development Bank Private Limited Company)**

**Magyar Takarékszövetkezet Zártkörűen Működő Részvénytársaság (Hungarian Savings Bankholding Private Limited Company), and**

**MKB Bank Plc**

## 1. PREAMBLE

The Board of Directors of **MKB Bank Plc** (registered office: 1056 Budapest, Váci u. 38., Hungary; registered by the Court of Registration of the Budapest Metropolitan Court under company registration number Cg. 01-10-040952; ‘**Acquiring Company**’) submits the following management report to **BUDAPEST Hitel- és Fejlesztési Bank Zártkörűen Működő Részvénytársaság** (registered office: 1138 Budapest, Váci út 193., Hungary; registered by the Court of Registration of the Budapest Metropolitan Court under company registration number Cg. 01-10-041037; ‘**BB**’) and **Magyar Takaréknál Zártkörűen Működő Részvénytársaság** (registered office: 1134 Budapest, Kassák Lajos utca 18., Hungary; registered by the Court of Registration of the Budapest Metropolitan Court under company registration number Cg. 01-10-141497; ‘**MTBH**’) as companies to be acquired (hereinafter jointly referred to as ‘**Companies to be Acquired**’; Companies to be Acquired and Acquiring Company shall be jointly referred to as ‘**Merging Companies**’) pursuant to Article 24 (2) of the Transformation Act in connection with their planned merger with the Acquiring Company.

## 2. SUBJECT OF THE MANAGEMENT REPORT

2.1 Pursuant to Article 24 (2) of the Transformation Act the Management Board of the Acquiring Company shall prepare a written report regarding the merger, in which the management shall

- (a) explain the necessity of the merger (acquisition) by disclosing the legal and economic considerations (please refer to Section 5 below) and the ratio of exchange of the shares (please refer to Section 6 below);
- (b) and detail the difficulties of the valuation, if there were such difficulties (please refer to Section 7. below).

2.2 The present management report is substantiated by the draft of the merger contract (please refer to Section 3(c) below, ‘**Merger Contract**’).

## 3. EXPLANATIONS RELATED TO THE PLANNED MERGER

General observations

- (a) The Companies to be Acquired shall be merged with the Acquiring Company, as result of which merger the Companies to be Acquired shall cease with legal succession, their assets and liabilities shall be transferred to the Acquiring Company within the framework of general legal succession. Resulting from the merger the general legal successor of the Companies to be Acquired shall be the Acquiring Company. The creditors of the Companies to be Acquired shall become the creditors of the Acquiring Company.
- (b) Pursuant to Article 3:44 (1) of Act V of 2013 on the Civil Code the form of merger shall be combination by acquisition.
- (c) Having regard to the decision on the payment of partial dividend in the value of HUF 4,300,000,000 planned to be approved by the general meeting of the Acquiring Company, the management boards of the Merging Companies drew up the Merger Contract pursuant to Articles 14 and 24 (1) of the Transformation Act.



#### **4. APPROVAL OF THE SHAREHOLDERS**

For the occurrence of the legal consequences of the merger the supreme boards of the Merging Companies shall approve the Merger Contract by adopting a resolution.

#### **5. PRESENTATION OF THE EXPLANATIONS OF THE MERGER FROM LEGAL AND ECONOMIC POINTS OF VIEW.**

From economic point of view the merger shall facilitate the exploitation of significant synergies, the main elements of which are:

**Business synergies:** The Acquiring Company shall be able to access the customer databases of the Merging Companies, higher income may be realised on one customer by cross-sale, and additionally the business size proportional reserves of the business activity (such as liquidity reserve, capital reserve, risk reserves) may be optimised, by which more efficient capital utilisation is ensured. The innovative customer relation IT developments shall facilitate access to new customers and the streamlining of the sales channels.

**IT synergies:** the IT structure required by the Acquiring Company is significantly smaller both in size and complexity than the pool of the infrastructure currently in use by the Merging Companies separately. Developments resulting from the merger shall facilitate the introduction of IT tools more efficient than the current ones both in the fields of the operative function of banking and customer relations.

**Organisational synergies:** the IT developments and the size of business proportional resources related to customer activities by the unification of the processes as well as the size of control and other service areas can be reduced.

**Other cost synergies:** The external expert, marketing and legal costs may be significantly reduced at the Acquiring Company after the merger, and in the case of a proportionally smaller organisation the real estate costs may also be streamlined. The streamlined sales network shall also affect the real estate and vehicle costs.

From legal point of view, in the interest of maximising the company value, the implementation of the economic synergies at the Acquiring Company shall be facilitated by uniform company management and the establishment of internal regulations necessary for it.

#### **6. SUBSTANTIATION OF THE SHARES' RATIO OF EXCHANGE**

6.1 The Merger Contract shall include the ratio of exchange of the Merging Companies' shares. The calculation of the ratio of exchange is based on that the registered capital of the Acquiring Company shall grow to HUF 311,319,983,000 in the course of the merger with the additional asset contribution specified in Section 9 of the Merger Contract also taken into account as follows:

6.1.1 resulting from the additional asset contribution specified in Section 9 of the Merger Contract 75,602,779 dematerialised equity shares of HUF 1,000 face value each and of HUF 2,446.9999971827 nominal value (that is altogether of HUF 185,000,000,000 nominal value) shall be issued, to which Magyar Bankholding Plc performing the additional contribution (registered office: 1134 Budapest, Kassák Lajos utca 18.; company registration number: Cg.01-10-140865; 'MBH'), as the sole shareholder of the Companies to be Acquired shall become entitled;

6.1.2 against the shares of the Companies to be Acquired 135,717,204 dematerialised equity shares of HUF 1,000 face value of each shall be issued, to which MBH, as the sole shareholder of the Companies to be Acquired shall become entitled.

6.2 The management boards of the Merging Companies specified the ratio of exchange of the shares according to the above Section 6.1.2 pursuant to the following valuations:

The definition of the ratios of exchange is based on the company appraisal of BB, MTBH and the Acquiring Company. The accounting date of the valuation is 31 August 2021. The valuation was prepared by Ernst & Young Tanácsadó Kft. (registered office: 1132 Budapest, Váci út 20., Hungary; registered by the Court of Registration of the Budapest Metropolitan Court under company registration number Cg. 01-09-699932) („**Independent Appraiser**”).

The performed valuations are based on the notion of market value, the definition of which is the following: ‘Market value is the estimated value, at which the asset changes owners on the day of the valuation between one willing buyer and one willing seller within the framework of a transaction following appropriate marketing activity, where the parties act in awareness, prudently and without pressure. (IVS 2020)

For the valuation of the Merging Companies we apply the discounted dividend model (‘DDM’) from among the discounted cash flows (‘DCF’) methods. DDM model defines the market value of a company’s equity by discounting the maximum dividends, which may be paid to the owners by the company in the future. The size of maximum dividend, which may be paid to the owners was estimated as the value of adjusted capital exceeding the capital requirements (taking into account both the limit of the primary adjusted capital and the available profit reserve).

The medium term business plans of the Merging Companies already including the effects of the cooperation were taken as the basis of the valuations.

The ratios of exchange of the shares were defined so that the equity capital participation of the shareholders of the Merging Companies in terms of the Acquiring Company may proportionally reflect the total company values of the Merging Companies established based on the independent company appraisal. Accordingly, the compared ratio of the equity capital and company value of the Acquiring Company equals the compared ratio of equity capital defined as a result of the merger (acquisition) and the output ‘joint’ company value defined in terms of the Acquiring Company. The face value and number of the shares to be issued as a result of the merger (acquisition) was also defined according to the proportion of the company values, considering that in the course of establishing the company value of MTBH the Independent Appraiser also took into account the performance of the obligation to increase the equity capital - to be performed, among others, pursuant to Section 9 of the Merger Contract - of the members of the Integration Organisation credit institution provisioned by Act CXXXV of 2013 or of further credit institutions under their joint-based supervision. Nevertheless, the ratio of exchange of MTBH was defined having regard to Article 24 (1) of the Transformation Act and the content of Article 139 (2) b) of Act C of 2000 on Accounting - meaning that the additional asset contribution specified in Section 9 of the Merger Contract was incorporated in the draft balance sheet of the Acquiring Company (legal successor).

The company values were defined based on the mathematical rules of rounding to one hundred million HUF, the rounding of the ratio of exchange to eight decimals, and the equity capital of the Acquiring Company (legal successor) was specified based on the mathematical rules of rounding to one thousand HUF.

6.3 The ratios of exchange specified based on the above methodology are the following:

| <b>Share</b>   | <b>Ratio of exchange</b> |
|--|--------------------------|
| equity share of BUDAPEST Hitel- és Fejlesztési Bank Zártkörűen Működő Részvénytársaság   | 1 / 4.88181277           |
| equity share of Magyar Takarékszövetkezet Bankholding Zártkörűen Működő Részvénytársaság | 1 / 1.35770457           |

6.4 Pursuant to above Section 6.1.2, resulting from the merger, MBH as the sole shareholder of the Companies to be Acquired shall be entitled to equity share issued by the Acquiring Company against the shares of the Companies to be Acquired as follows:

| <b>Share of Company to be Acquired</b>   | <b>Equity share of Acquiring Company</b> |
|--|--|
| against 19,395,945 equity shares of BUDAPEST Hitel- és Fejlesztési Bank Zártkörűen Működő Részvénytársaság   | 94,687,372 shares                        |
| against 30,220,000 equity shares of Magyar Takarékszövetkezet Bankholding Zártkörűen Működő Részvénytársaság | 41,029,832 shares                        |

## 7. EXPLANATION OF THE DIFFICULTIES OF THE VALUATION

Act CIV of 2021 on the Amendment of Act CXXXV of 2013 on the Integration of Credit Institutions Set Up as Cooperative Societies and on the Amendment of Regulations Relating to the Economy, which affects the valuation significantly, was published in the Hungarian Official Gazette after the accounting date of the valuation but prior to the signing of the Merger Contract. The effect of the act on the valuation and the details of its management are included in Section 6.2.

## 8. SUMMARY STATEMENTS

8.1 The merger is well-founded both legally and economically, both from the point of view of the Acquiring Company, as general legal successor, the Companies to be Merged and the shareholders of the Acquiring Company.

8.2 Pursuant to Article 25 (4) of the Transformation Act the present management report shall be published at the homepage of the Acquiring Company minimum 30 days prior to the planned date of the resolutions to be adopted on the merger of the Merging Companies by their supreme boards together with the merger plan (including in particular the Merger Contract) and the reports of the Merging Companies of the past three years drawn up pursuant to the Accounting Act.

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Budapest, 2021 [\*]

**MKB Bank Plc**

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Represented by: [\*]  
Title: [\*]

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Represented by: [\*]  
Title: [\*]

**ANNEX NO. 11**

**Model agreement to be entered into for the purpose of registering changes in the ownership title of real properties.**

# AGREEMENT

**THE PRESENT AGREEMENT** ('Agreement') was concluded on [\*] 2021 in Budapest

## BY AND BETWEEN THE FOLLOWING PARTIES

(1) **BUDAPEST Hitel- és Fejlesztési Bank Zártkörűen Működő Részvénytársaság** (**BUDAPEST Credit and Development Private Limited Company**) (registered office: 1138 Budapest, Váci út 193., Hungary; company registration number: Cg.01 -10-041037; statistical number: 10196445-6419-114-01; tax number: 10196445-4-44) as company to be acquired ('**Legal Predecessor Company**');

and

(2) **MKB Bank Plc** (registered office: 1056 Budapest, Váci u. 38.; company registration number: Cg.01 -10-040952; statistical number: 10011922-6419-114-01; tax number: 10011922-4-44) as acquiring company ('**Legal Successor Company**')

(Legal Predecessor Company and Legal Successor Company shall be jointly referred to as: '**Parties**')

## 1. Antecedents

- 1.1 The supreme boards of the Legal Predecessor Company and Magyar Takaréknál Zártkörűen Működő Részvénytársaság (Hungarian Savings Bankholding Private Limited Company) (registered office: 1134 Budapest, Kassák Lajos utca 18., Hungary; registered by the Court of Registration of the Budapest Metropolitan Court under company registration number Cg.01-10-141497) as companies to be acquired (jointly: '**Companies to be Acquired**') and the Legal Successor Company, as acquiring company adopted a resolution on the combination of the Companies to be Acquired with the Legal Successor Company by way of acquisition ('**Acquisition**') on 15 December 2021.
- 1.2 The Companies to be Merged and the Legal Successor company concluded a merger contract ('**Merger Contract**') regulating their rights and obligations related to the Acquisition on 15 December 2021.
- 1.3 In Section 15 of the Merger Contract the Companies to be Acquired and the Legal Successor Company undertook to sign separate agreements in the interest of the re-registration of the ownership of the real estates in property of the Companies to be Acquired in the real estate register.
- 1.4 The Legal Predecessor Company declares to be the sole owner of the real estates specified in detail in Annex No. 1 of the present Agreement (jointly: '**Real Estates**')
- 1.5 The capitalised terms used in the present Agreement, which are not defined in the present Agreement, shall carry the meaning specified in the Merger Contract.

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**Budapest Bank Plc**  
Legal Predecessor Company  
represented by: [\*]

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**MKB Plc**  
Legal Successor Company  
represented by: [\*]

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**Dr Gábor Lajos Molnár lawyer**  
DLA Piper Posztl, Nemescsói, Györfi-Tóth and Partners Law  
Office

- 1.6 The present Agreement was exclusively drawn up in the interest of re-registering the transfer of the ownership of the Real Estates from the Legal Predecessor Company to the Legal Successor Company under the title of legal succession in the real estate register and its submission to the land registry. The present Agreement does not amend or overwrite the Merger Contract and in the case of any discrepancy between the present Agreement and the Merger Contract the provisions of the Merger Contract shall prevail.

## 2. Legal succession

- 2.1 The Parties declare that pursuant to Article 3:44 (1) of Act V of 2013 on the Civil Code the general successor of the Legal Predecessor Company shall be the Legal Successor Company, meaning that the rights and obligations of the Legal Predecessor Company, including the ownership of the Real Estates shall be transferred to the Legal Successor Company by the Acquisition.
- 2.2 The Parties declare that pursuant to Section 1.2 of the Merger Contract the legal effects of the Acquisition shall enter into force on 31 March 2022 or should the registration of the Acquisition not take place by then, on the day of the registration ('**Acquisition Date**').
- 2.3 By signing the present Agreement the Legal Predecessor Company shall grant its expressed, unconditional and irrevocable consent to the registration of the [1/1] exclusive ownership of Real Estates of TINo [\*] in the real estate register under the title of transformation (acquisition).
- 2.4 By signing the present Agreement the Legal Predecessor Company shall grant its expressed, unconditional and irrevocable consent to the submission of the application of the registration of the present Agreement and the ownership of the Real Estates of the Legal Predecessor Company to the competent land registries by the Legal Successor Company following the Acquisition Date.

## 3. Contract conclusion, legal capacity of acquisition

- 3.1 The Legal Predecessor Company declares to be a private limited company legally registered in the territory of Hungary and that its legal capacity of real estate alienation is not limited.
- 3.2 The Legal Successor Company declares to be a public limited company legally registered in the territory of Hungary and that its legal capacity of real estate acquisition is not limited.

## 4. Preferential transformation

The Parties declare that the Acquisition meets the conditions specified in Article 4. 23/a of Act LXXXI of 1996 on Corporate Tax and Dividend Tax (Hungarian acronym: '**Tao. tv.**') having regard to the fact that only companies participate in the acquisition as legal predecessor and legal successor (Article 4. 32/a of Tao tv.), and that within the framework of the Acquisition the sole shareholder of the Companies to be Acquired shall acquire participation in the Legal Successor Company and funds corresponding to maximum 10 percent of the total face value of the acquired participation (preferential transformation), by which act the Acquisition shall be deemed preferential transformation and by this the

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**Budapest Bank Plc**  
Legal Predecessor Company  
represented by: [\*]

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**MKB Plc**  
Legal Successor Company  
represented by: [\*]

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**Dr Gábor Lajos Molnár lawyer**  
DLA Piper Posztl, Nemescsói, Györfi-Tóth and Partners Law  
Office

acquisition of the ownership of the Real Estates within the framework of Acquisition is exempt from charges pursuant to Article 26 (1) g) of Act XCIII of 1990 on Duties.

## 5. Miscellaneous provisions

- 5.1 The Parties declare that the provisions of Government Decree No. 176/2008 (VI. 30.) on the Certification of Energetic Characteristics of Buildings shall not be applicable to the Acquisition and the present Agreement.
- 5.2 By signing the present Agreement the representatives of the Parties consent to:
- 5.2.1 the checking of their personal identity and the management of their personal data and to the lawyer countersigning the present Agreement contacting the competent authorities in the course of such check pursuant to Act LXXVIII of 2017 and Regulation No. 11/2017 (XI.20.) of the Hungarian Bar Association;
- 5.2.2 the performance of customer identification process pursuant to Act LIII of 2017 on the Prevention and Combating Money Laundering and Terrorist Financing by the proceeding lawyer and the management of any personal data handed over to him pursuant to the law and regulations. By signing the present Agreement the Parties declare that the proceeding lawyer gave preliminary information on the purpose, method and extent of the checking and on the possibility of refusing cooperation in the quality of lawyer and on the fact that should in the course of the checking the lawyer detect unlawful use of any identification document, the lawyer would be obliged to report the facts perceived in the course of the identification to the police station competent according to the place of using the document immediately in writing.
- 5.3 The Parties authorise **DLA Piper Posztl, Nemescsói, Györfi-Tóth and Partners Law Office** (registered office: 1124 Budapest, Csörsz u. 49-51.; proceeding lawyer: **Dr Gábor Lajos Molnár**) to draw up and countersign the present Agreement and to submit any application or document related to the present Agreement and the Real Estates to the land registries and to fully represent the Parties before the competent land registries.
- 5.4 The law of Hungary shall apply to the present Agreement and all issues resulting from or related to it and the Agreement shall be interpreted based on this law.

The Parties shall sign the present agreement at the following place and on the following date as a document corresponding their will and interpretation.

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**Budapest Bank Plc**  
Legal Predecessor Company  
represented by: [\*]

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**MKB Plc**  
Legal Successor Company  
represented by: [\*]

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**Dr Gábor Lajos Molnár lawyer**  
DLA Piper Posztl, Nemescsói, Györfi-Tóth and Partners Law  
Office



Date: Budapest, \_\_\_\_\_ 2021

**BUDAPEST Hitel- és Fejlesztési Bank Zártkörűen Működő Részvénytársaság**

\_\_\_\_\_  
 Represented by:  
 Title:

\_\_\_\_\_  
 Represented by:  
 Title:

**MKB Bank Plc**

\_\_\_\_\_  
 Represented by:  
 Title:

\_\_\_\_\_  
 Represented by:  
 Title:

***Countersignature of lawyer***

*Pursuant to the provisions of Articles 43-44 of Act LXXVIII of 2017 on the Lawyers' Activities (Hungarian acronym: 'Üttv.')* the present document is a document countersigned by lawyer.

*The parties signing the present document declared by their signature that the content of the document fully reflected their will.*

*I countersign and accept the authorisation included in Section 5.3:*

*Date: Budapest, \_\_\_\_\_*

\_\_\_\_\_  
***Dr Gábor Lajos Molnár***  
*lawyer*

*Bar association ID number (Hungarian acronym: KASZ): 36067384  
 DLA Piper Posztl, Nemescsói, Györfi-Tóth and Partners Law Office*

**ANNEX NO. 1**  
**REAL ESTATES**