



DOCUMENTS
OF THE EXTRAORDINARY GENERAL MEETING
OF 30 MARCH 2021

MKB Bank Nyrt.



MKB Bank Nyrt. (1056 Budapest, Váci utca 38.; Cg.01-10-040952; hereinafter: Company) informs its esteemed shareholders that pursuant to Government Decree 27/2021 (29 January) on the declaration of the state of danger and the entry into force of emergency measures; Act I of 2021 on the prevention of the coronavirus pandemic, Government Decree 80/2021 (22 February) on the extension of the scope of emergency measures related to the state of danger promulgated on 8 February 2021, and Government Decree 502/2020 (16 November) on the reintroduction of different provisions for the operation of persons and property pooling organisations during the state of danger (hereinafter 'Decree'), the General Meeting cannot be held with the physical presence of the shareholders on the date announced.

Based on the Decree, the Company's Board of Directors will decide on the issues on the agenda of the General Meeting.

The Board of Directors is authorised to decide on all issues included in the published agenda pursuant to Section 9 (2) of the Decree, including amendments to the Articles of Association, as well as on topics specified in Section 5 (1) of the Decree. The Board of Directors may make decisions differently from the issued proposals for decision published in the agenda.

WITH A VIEW TO THE ABOVE, THEREFORE, NO GENERAL MEETING WILL BE HELD, WE REQUEST OR ESTEEMED SHAREHOLDERS NOT TO BE PRESENT AT THE ANNOUNCED PLACE AND TIME.

The Company informs the esteemed shareholders that within the 30-day limitation deadline of the cessation of the state of danger, shareholders having at least 1% of the votes may request the General Meeting to be convened for the purpose of subsequent approval of the decisions of the General Meeting made by the Board of Directors during the emergency ('Subsequent Approval of Decisions of the General Meeting'). Those shareholders have a right to convene the General Meeting who are included in the Company's Register of Shareholders on the basis of the shareholder identification requested and carried out in connection with this General Meeting.



The agenda of the General Meeting

- 1. Amendment of the Articles of Association**
- 2. Amendment of the Rules of Procedure of the Supervisory Board**
- 3. Election of the Supervisory Board Members**

Date of the extraordinary General Meeting: 30 March 2021, 10:00 hours

Venue: MKB Bank Nyrt. headquarters (1056 Budapest, V. Váci u. 38), Ground Floor, meeting room 24



Item 1 on the agenda:

AMENDMENT OF THE ARTICLES OF ASSOCIATION

Reasoning:

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

Bankholding, as the governing member of the Hungarian Bankholding Group, has set itself the goal of fulfilling its group governing rights and obligations, and in order to implement them most effectively in practice, the unification of their Articles of Association and the Rules of Procedure of the Supervisory Board of the members of the credit institutions of the Magyar Bankholding Group within a certain framework, also promoting thereby the efficient operation of the Magyar Bankholding Group.

With regard to the above, the Company's Articles of Association had to be fully amended and revised to be thereafter approved by the General Meeting.

The Board of Directors made a proposal for the full amendment of the Articles of Association in compliance with the above. In its decision, the Supervisory Board proposed for approval the amendment complying with the draft Articles of Association attached as an Annex to the proposal of these Articles of Association. The amendment of some provisions of the Articles of Association as stipulated by law is subject to authorisation by the Magyar Nemzeti Bank (National Bank of Hungary).

Proposed resolution for the Board of Directors acting in the capacity of the General Meeting

The Board of Directors of the Company acting in the capacity of the General Meeting approves the amendment of the Company's Articles of Association according to the annex of the General Meeting's proposal. The amended Articles of Association enters into force on 1 April 2021. If the authorisation of the Magyar Nemzeti Bank required for the entry into force of certain provisions of the amended Articles of Association is received by the Company after this date, the amended Articles of Association shall enter into force on the day of receipt of the authorisation of the National Bank of Hungary.



Item 2 on the agenda:

AMENDMENT OF THE RULES OF PROCEDURE OF THE SUPERVISORY BOARD

Reasoning:

Bankholding, as the governing member of the Hungarian Bankholding Group, has set itself the goal of fulfilling its group governing rights and obligations, and in order to implement them most effectively in practice, the unification of their Articles of Association and the Rules of Procedure of the Supervisory Board of the members of the credit institutions of the Magyar Bankholding Group within a certain framework, also promoting thereby the efficient operation of the Magyar Bankholding Group.

With regard to the above, the Rules of Procedure of the Supervisory Board of the Company had to be fully amended and revised to be thereafter approved by the General Meeting.

The Supervisory Board approved the full modification of its Rules of Procedure pursuant to the above and proposed its approval by the General Meeting, in compliance with the draft Rules of Procedure attached to this proposal as an annex.

Proposed resolution for the Board of Directors acting in the capacity of the General Meeting

The Board of Directors of the Company acting in the capacity of the General Meeting approves the amendment of the Rules of Procedure of the Company's Supervisory Board according to the annex of the General Meeting's proposal. The amended Rules of Procedure of the Supervisory Board enters into force simultaneously with the amended Articles of Association adopted by this General Meeting of the Company.



Item 3 on the agenda:

ELECTION OF THE SUPERVISORY BOARD MEMBERS

Reasoning:

The mandate of Ferenc Müller and János Nyemcsok, employee representative members of the Supervisory Board, expires on 31 March 2021.

The Supervisory Board employee representative members are nominated by the Works Council from among the employees. The Works Council nominates the former members again, thus it is required to decide on the re-election of Ferenc Müller and János Nemcsok.

Presentation of the nominees:

Ferenc Müller

He is a certified economist. He has been working in MKB Bank in various positions since 1990. Currently he is a senior strategic consultant. Since April 2016, he has been an employee representative member of MKB Bank's Supervisory Board.

János Nyemcsok

He is a certified economist. Between 1992 and 2008, he held various managerial positions in MKB Bank Treasury and the Risk Control Directorate. From 2013, he managed the SREP and the Validation Department of Magyar Nemzeti Bank, and scored successes as the deputy manager of the Methodology Committee. He was the seconded resolution commissioner of MKB Bank in December 2014. In 2015, he returned to the world of commercial banks, where he was the manager of MKB Bank Risk Control Directorate, then in 2016 he became the executive director of the Integrated Risk Control, the Market and Liquidity Risk Control fields, and the Capital Management Directorate. Since 2017, he has been the Bank's General Chief Executive Officer, since December 2018 the General Deputy CEO responsible for EU Undertakings and since May 2020 the Deputy Chief Executive for Finances and Operations. Since April 2016, he has been an employee representative member of MKB Bank's Supervisory Board.

The re-election of the candidate also requires the permission of the Magyar Nemzeti Bank (National Bank of Hungary).

The Nomination Committee - assessing the individual suitability of the candidates and the collective suitability of the Supervisory Board - recommended the candidates to the General Meeting for election as members of the Supervisory Board.

Proposed resolution for the Board of Directors acting in the capacity of the General Meeting

The Board of Directors of the Company acting in the capacity of the General Meeting re-elects employee representative members Ferenc Müller and János Nyemcsok as Supervisory Board Members from 1 April 2021 to 31 March 2026 with the proviso that the conditions of the position are met and the permission of the National Bank of Hungary is available.



APPENDICES

1. Proposal for the amendment of the Articles of Association
2. Proposal for the amendment of the Rules of Procedure of the Supervisory Board