



## **ANNOUNCEMENT**

### **on the convocation of annual general meeting**

The Board of Directors of MKB Bank Plc. (1056 Budapest, Váci utca 38.; Cg.01-10-040952; hereinafter referred to as: *Company*) hereby provides information that the Company shall hold its **annual general meeting from 10:00 a.m. on (Friday) 17 April 2020** (hereinafter referred to as: *General Meeting*) at **meeting room 24 on the ground floor of the Headquarters of MKB Bank Plc.** (Budapest, V. ker. Váci utca 38.).

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

- 1. Financial statements of MKB Bank Plc. for the financial year 2019 prepared under the International Financial Reporting Standards approved by the EU: separate (unconsolidated) and consolidated financial statements, appropriation of profit and dividend payment**
    - 1.1. The report of the Board of Directors on the business activities in 2019
    - 1.2. The proposal of the Board of Directors on the 2019 separate (unconsolidated) financial statements prepared under IFRS
    - 1.3. The proposal of the Board of Directors on the 2019 consolidated financial statements prepared under IFRS
    - 1.4. The proposal of the Board of Directors on the appropriation of profit and the payment of dividend for the year 2019
    - 1.5. The report of the Supervisory Board on the 2019 separate (unconsolidated) financial statements prepared under IFRS and the appropriation of profit proposal, as well as on the 2019 consolidated financial statements prepared under IFRS
    - 1.6. The report of the auditor on the 2019 separate (unconsolidated) financial statements prepared under IFRS
    - 1.7. The report of the auditor on the 2019 consolidated financial statements prepared under IFRS
    - 1.8. Adoption of decisions regarding performance related remuneration for the year 2019
  - 2. Approval of the Corporate Governance Report for 2019**
  - 3. Decision on granting discharge of liability to Board of Directors and Supervisory Board members**
  - 4. Non-binding voting stipulated by Act No. LXVII of 2019 (Hrsztv.) on the Remuneration Policy prepared under the same act**
  - 5. Election of executive officers**
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6. **The report of the Board of Directors on the business policy of the company for 2020**
7. **Election of the auditor and establishment of the auditor's remuneration for the 2020 audit, approval of the persons liable for the audit and determining the conditions of the contract to be concluded with the auditor**
8. **Remuneration of Board of Directors and Supervisory Board members**
9. **Amendment of the By-laws of the Supervisory Board**

If within eight days after publishing this present announcement the shareholders jointly representing minimum 1% of the votes notify the Board of Directors about a recommendation for the supplementing of the agenda - pursuant to the rules regarding the details of the agenda - or a proposal for resolution concerning an agenda item on the agenda or an agenda item to be included in the agenda, after communicating the recommendation the Board of Directors shall publish an announcement pursuant to the content of Section 7 of the Articles of Association of the Company about the supplemented agenda, and the proposed resolutions submitted by the shareholders. The issue specified in the announcement shall be deemed an issue included in the agenda.

#### **Conditions of participating at the General Meeting and exercising the voting right**

For the date of the General Meeting, as corporate event, the Company shall request a verification of owners from KELER Központi Értéktár Zártkörűen Működő Részvénytársaság (hereinafter referred to as: *KELER Zrt.*). **The date of the verification of owners is (Wednesday) 8 April 2020.** Rules related to the verification of owners are included in the effective regulation of KELER Zrt.

On the second business day preceding the start date of the General Meeting, i.e. **on (Wednesday) 15 April 2020**, the Company shall delete all data effective at the time of the verification of owners included in the Shareholders' Register and at the same time it shall record the data according to the result of the verification of owners in the Shareholders' Register and closes the register with the data of the verification of owners. After this registration concerning the shareholding of the shareholder can be performed in the shareholders' register on the business day following the General Meeting, the earliest. It is recommended that if the Shareholders wish to participate they should agree on the tasks and deadlines necessary for their participation in the verification of owners to be performed by KELER Zrt. with their securities account keeper. The Company shall not be held liable for the consequences of the failures of the securities account keepers.

The closing of the Shareholders' Register does not limit the right of the registered person in transferring the shares after the closure of the Shareholders' Register. The transfer of shares preceding the start date of the General Meeting does not exclude the rights of the person registered in the Shareholders' Register to participate at the General Meeting and exercise its right as shareholder.

The shareholder or authorised representative of the shareholder specified in Articles 151-155 of Act CXX of 2001 on the Capital Market - who as a result of the verification of owner - was registered in the Shareholders' Register on the second business day prior to the start of the General Meeting, the latest, may participate at the General Meeting. **The persons, whose name was included in the shareholders' register at the time of closing the shareholders' register - i.e. at 18:00 p.m. on (Wednesday) 15 April 2020 - are entitled to exercise the shareholders' rights at the General Meeting.**

**The shareholder can exercise the shareholders' rights personally or by way of a representative/authorised representative (hereinafter referred to as: authorised person).** Internal member of the Board of Directors, member, chairman of the Supervisory Board and the auditor cannot be authorised persons. The shareholder may give a proxy for exercising the shareholders' rights to an external member of the Board of Directors or an employee of the company in managing position - if the person is not an internal member of the Board of Directors. The validity of the proxy is for one General Meeting or for the period specified in the proxy not exceeding 12 months. The validity of the proxy shall cover the continuation of a suspended General Meeting and the repeated General Meeting called because of not having quorum. The proxy must be issued in the form of a public document or a document representing conclusive evidence and must be submitted to the Company. In the proxy given by the person authorised by the shareholder the fact of the representing person acting as the representative of shareholder must be indicated. One representative may represent more shareholders, however in terms of every represented shareholder the representative must have an authorisation drawn up in a public document or in a document representing conclusive evidence.

If the legal representative of the shareholder organisation (e.g.: director, managing director) acts at the General Meeting the document not older than 30 days issued by the court, court of registration verifying entitlement to represent must be presented at the location of the General Meeting in original copy or a second copy authenticated by a public notary. When the existence of companies (other organisations) registered abroad and the right to represent are verified, the foreign document must be issued by authentic registration organisation or these facts must be confirmed by a public notary. From the public notary's declaration minimum the existence of the authorising entity and the signing right of the persons signing the authorisation must be clearly identifiable.

If any document submitted to verify authorisation or right to represent was not drawn up in Hungary, the format of the document must be in compliance with the regulations concerning the authentication or endorsement of documents issued abroad. According to this - for the lack of a different bilateral international agreement - (i) the diplomatic authentication or consular endorsement of the document, or (ii) if the given country is part of the relevant international agreement - an Apostille is necessary. Pursuant to the provisions of Article 44 (7) of Act LXXVIII of 2017 on the lawyers' activities diplomatic authentication or endorsement, or Apostille is not necessary for the documents representing conclusive evidence countersigned by a lawyer acting under the effect of this act but signed by the parties abroad. The Hungarian diplomatic missions provide detailed information about the relevant rules. If the document was not drawn up in Hungarian or English language the authentic Hungarian language translation must also be presented.

The shareholders participate in the voting by lifting up the voting sheet provided by the Company. The voting sheets are issued based on the Shareholders' Register. The number of shares under the name of the shareholder in the Shareholders' Register is presented on the voting sheet. Every ordinary share of series 'A' of One thousand forints face value entitle to one vote. (Regardless of the number of representatives) every shareholder is entitled to receive only one voting sheet.

The condition of handing over a voting sheet to the shareholder is that the shareholder (including the authorised person and legal representative of the shareholder) must verify his/her personal identity and the right of representation according to above and must sign the attendance sheet.

### **Method of holding the General Meeting**

The General Meeting is held with the personal participation of those persons entitled to participate. Every shareholder may participate at the General Meeting either personally or by way of its authorised person. MKB Bank Plc. shall be entitled to check the personal identity of the shareholder and its authorised person, legal representative based on documents before granting access to the General Meeting.

**Registration shall begin at 09:00 a.m. on the day of the General Meeting, at the location of the General Meeting.**

The General Meeting has quorum if shareholders representing more than half of the registered capital are present.

If there is no quorum the Company shall hold the repeated general meeting at the location specified in this present announcement at **10:00 a.m. on (Wednesday) 29 April 2020** with the agenda and on the conditions specified in this present announcement. The repeated General Meeting shall have quorum regardless of the number of participants. The repeated General Meeting requires another registration, the start of which shall be 09:00 a.m. on (Wednesday) 29 April 2020.

### **Publishing the proposals and proposed resolutions of the General Meeting**

The proposals and proposed resolution on the agenda of the General Meeting as well as the form of the authorisation shall be published on (Thursday) 26 March 2020 at the website of the Company ([www.mkb.hu](http://www.mkb.hu)), at the website of Budapest Stock Exchange ([www.bet.hu](http://www.bet.hu)), and at the website operated by the Supervision (<https://kozvetelek.mnb.hu>).

### **ATTENTION**

**In connection with the declared emergency, we expressly draw the attention of all concerned and interested parties, that in case of any and inevitable changes that may arise in connection with the present announcement, the Company shall publish an extraordinary announcement without delay.**

Budapest, 17 March 2020

**MKB Bank Plc.**

*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."*