

# Resolutions of the Annual General Meeting of MKB Bank Plc. held on 17 April 2020

Resolution No. 5/2020 (17 April) of the General Meeting The General Meeting elects Dr András Csapó as the presiding chairman of the Extraordinary General Meeting.				
<b>Votes:</b> Yes: 100 000 000	No: 0	Abstain:	0	
Resolution No. 6/2020 (17 April) of the General Meeting				

The General Meeting elects Mr Marcell Takács, representative of Blue Robin Investments S.C.A. shareholder as attester of the General Meeting's minutes.

Votes:			
Yes: 100 000 000	No: 0	Abstain:	0

## Resolution No. 7/2020 (17 April) of the General Meeting

The General Meeting approves the Board of Directors' report on the 2019 business activities and, accepts - being aware of the reports of the Supervisory Board and the Auditor - the separate (non-consolidated) and consolidated financial statements for 2019 prepared in accordance with the International Financial Reporting Standards as adopted by the EU as well as the proposal concerning the distribution of profit and the payment of dividends.

The General Meeting establishes the separate (non-consolidated) balance sheet of MKB Bank Plc. according to International Accounting Standards 2019 with the following main figures:

## BALANCE SHEET TOTAL: HUF 1,772,456 million PROFIT BEFORE TAXATION: HUF 41,339 million

The General Meeting establishes the consolidated balance sheet of MKB Bank Group according to International Accounting Standards 2019 with the following main figures:

## BALANCE SHEET TOTAL: HUF 1,759,796 million PROFIT BEFORE TAXATION: HUF 43,368 million

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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."

Having recognised the decision of the National Bank of Hungary published on 19 March and 20 March 2020 in relation to the emergency situation resulting from the coronavirus epidemic and its effects on the financial intermediary sector, the General Meeting has decided to retain the distributable profit from the after-tax profits. The General Meeting reserves the right to amend this resolution after the 30 September 2020 deadline specified in the resolution of the National Bank of Hungary.

# Votes: No: 0 Abstain:

## Resolution No. 8/2020 (17 April) of the General Meeting

The General Meeting confirms the relevant decision of the chairman and CEO, stating that the corporate assessment target index has been achieved for the 2019 financial year.

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The General Meeting also confirms the relevant decision of the chairman and CEO, stating that, according to the ex-post risk assessment, there was no individual risk related to the activities of the persons covered by the scope of the remuneration policy under the Credit Institutions Act for the financial years 2017 and 2018.

The General Meeting approves the share-based remuneration component of MKB Bank Plc's remuneration scheme in the form of a share price linked asset (i.e., not an actual share bonus) as proposed.

The General Meeting confirms and approves that, in connection with the approval of the financial statements for the year 2019, chairman and CEO, dr. Ádám Balog, and deputy CEOs András Bakonyi, dr. András Csapó, Ildikó Ginzer, Csaba Fenyvesi and János Nyemcsok are entitled to performance remunerations for the 2019 financial year.

The General Meeting requests the Remuneration Committee, with respect to persons subject to the Remuneration Policy under the Credit Institutions Act (Hpt.), to decide, based on the provisions of MKB Bank Plc's Remuneration Policy under the Hpt., on the amount of the performance remuneration to be paid to chairman and CEO dr. Ádám Balog, and deputy CEOs András Bakonyi, dr. András Csapó, Ildikó Ginzer, Csaba Fenyvesi and János Nyemcsok for the year 2019. The General Meeting also declares that, based on the ex-post risk assessment, there was no individual risk relating to the activities of the chairman and CEO and the deputy CEOs for the 2017 and 2018 years, therefore, the deferred and withheld instalments of the performance remuneration due in accordance with the payment cycle may be paid out to them in accordance with the provisions of MKB Bank Plc's Remuneration Policy under the Hpt.

The General Meeting calls on the Remuneration Committee to set targets for the year 2020 for the chairman and CEO and deputy CEOs, along with the company's 2020 overall banking objectives.

Votes:			
Yes: 100 000 000	No: 0	Abstain:	0

# **Resolution No. 9/2020 (17 April) of the General Meeting** The General Meeting approves the Corporate Governance Report for 2019.

**Votes:** Yes: 100 000 000

No: 0 Abstain:
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# Resolution No. 10/2020 (17 April) of the General Meeting

The General Meeting concludes that the management activities of the following members of the Board of Directors and the Supervisory Board were satisfactory for the following period, and therefore grants the hold-harmless warrant to them pursuant to Section 3:117 of Act V of 2013 on the Civil Code:

# Members of the Board of Directors:

dr. Ádám Balog: 1 January 2019 – 31 December 2019 dr. András Csapó: 1 January 2019 – 31 December 2019 Márk Hetényi: 1 January 2019 – 31 December 2019 Imre Kardos: 1 January 2019 – 31 December 2019 Balázs Nyitrai: 1 January 2019 – 31 December 2019

# Members of the Supervisory Board:

Ágnes Hornung: 28 February 2019 - 31 December 2019 Rita Feodor: 1 January 2019 – 31 December 2019 Albert Godena: 1 January 2019 – 31 December 2019 dr. László Ipacs: 25 February 2019 - 31 December 2019 Ferenc Müller: 1 January 2019 – 31 December 2019 János Nyemcsok: 1 January 2019 – 31 December 2019 András Törtel Oszlányi: 25 February 2019 - 31 December 2019

#### Votes:

Yes: 100 000 000	No: 0	Abstain:	0
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## Resolution No. 11/2020 (17 April) of the General Meeting

The General Meeting has approved the remuneration policy under Act LXVII of 2019 (Hrsztv.) in a nonbinding voting.

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Votes:		
Yes: 100 000 000	No: 0	Abstain:

## Resolution No. 12/2020 (17 April) of the General Meeting

The General Meeting elects the Chairman and Chief Executive Officer dr. Ádám Balog as a member of the Board of Directors from 23 July 2020 to July 22, 2025, subject to the condition that he may take up his position when the authorisation of the National Bank of Hungary has been granted to dr. Ádám Balog. The General Meeting also confirms the General Meeting Resolution 11/2019 (17 January) and re-elects chairman and CEO dr. Ádám Balog as chair of the Board of Directors for the term of his Board of Directors membership.

Votes:			
Yes: 100 000 000	No: 0	Abstain:	0

# Resolution No. 13/2020 (17 April) of the General Meeting

The General Meeting elects dr. András Csapó, Deputy Chief Executive Officer to the Board of Directors from 23 July 2020 to 22 July 2025, subject to the condition that taking on the position and entering into office is that the authorisation of National Bank of Hungary is also available for dr. András Csapó.

<b>Votes:</b> Yes: 100 000 000	No: 0	Abstain:	0	
<b>Resolution No. 14/2020 (17 April) of the General Meeting</b> The General Meeting elects Mr. Mihály Valkó to the members of the Board of Directors of MKB Bank Nyrt. for a definite term of 5 (five) years, subject to the condition that his position shall enter into force from the date on which the National Bank of Hungary grants its permission to his election.				
<b>Votes:</b> Yes: 100 000 000	No: 0	Abstain:	0	
<b>Resolution No. 15/2020 (17 April) of the General Meeting</b> The General Meeting elects Mr. Marcell Takács to the members of the Board of Directors of MKB Bank Nyrt. for a definite term of 5 (five) years, subject to the condition that his position shall enter into force from the date on which the National Bank of Hungary grants its permission to his election.				
<b>Votes:</b> Yes: 100 000 000	No: 0	Abstain:	0	
<b>Resolution No. 16/2020 (17 April) of the General Meeting</b> The General Meeting elects dr. Gabriella Gombai to the members of the Board of Directors of MKB Bank Nyrt. for a definite term of 5 (five) years, subject to the condition that her position shall enter into force from the date on which the National Bank of Hungary grants its permission to her election.				
<b>Votes:</b> Yes: 100 000 000	No: 0	Abstain:	0	

# Resolution No. 17/2020 (17 April) of the General Meeting

The General Meeting elects Mr. Balázs Benczédi to the members of the Board of Directors of MKB Bank Nyrt. for a definite term of 5 (five) years, subject to the condition that his position shall enter into force from the date on which the National Bank of Hungary grants its permission to his election.

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Votes:		
Yes: 100 000 000	No: 0	Abstain:

# Resolution No. 18/2020 (17 April) of the General Meeting

The General Meeting approves the report of the Board of Directors on the Company's business policy for the year 2020.

#### Votes:

Yes: 100 000 000 No: 0 Abstain: 0

# Resolution No. 19/2020 (17 April) of the General Meeting

For the 2020 business year the General Meeting appoints Deloitte Könyvvizsgáló és Tanácsadó Kft-t (Cg 01-09-071057, Hungarian Chamber of Auditors Registration Number: 000083, hereinafter: 'Deloitte') as the Company's permanent auditor, and sets the annual audit fee for Deloitte for the 2020 business year at a maximum of HUF 120 million + VAT (including the preparation of a separate auditor's report to be submitted to the National Bank of Hungary in accordance with the Hpt., and the examination of the information and data to be made public in accordance with the provisions of the Hpt., the CRR or the MNB, and the provisions of a limited assurance report).

The General Meeting approves an additional amount of up to HUF 50 million + VAT for the preparation of the quarterly due diligence report(s) (to be submitted to the MNB for approval of the capital adjustment) and the auditing of the consolidated interim balance sheet of MKB Group of 30 June 2020 in accordance with the International Financial Reporting Standards (IFRS).

The General Meeting also authorises the Deputy Chief Executive for Finance and Operations and the Purchasing Directorate to negotiate the conclusion of the assignment contract with the auditor. The final amount of the assignment contract and its conclusion shall be determined by the Board of Directors within the limits determined by the General Meeting.

In accordance with the proposal of the audit firm, the General Meeting approves the appointment of Zoltán Mádi-Szabó registered auditor (membership certificate number of the Chamber of Hungarian Auditors: 007623, registration number: 003247) as the person responsible for the auditing of MKB Bank Plc. in 2020.

In accordance with the proposal of the audit firm, the General Meeting approves the appointment of Tamás Horváth registered auditor (membership certificate number of the Chamber of Hungarian Auditors: 004660, registration number: 003449) as the person responsible for the auditing of MKB Bank Plc. for 2020 in the event Zoltán Mádi-Szabó registered auditor (membership certificate number of the Chamber of Hungarian Auditors: 007623, registration number: 003247) is impeded in his duties.

According to the submission, the General Meeting approves the terms and conditions of the Company contract to be concluded with the auditor, and at the same time invites the Board of Directors to conclude the corresponding assignment contract with the appointed auditor within 90 days of their appointment, on behalf of MKB Bank Plc.

#### **Votes:** Yes: 100 000 000

No: 0 Abstain:

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# Resolution No. 20/2020 (17 April) of the General Meeting

The General Meeting decides to keep the remuneration of the members of the Supervisory Board and the Board of Directors at the same amount as specified in General Meeting resolution 12/2019 (17 January) and with the payment practice for the period up to the date of approval of the annual report for 2020 prepared in accordance with the provisions of the Accounting Act.

#### Votes:

Yes: 100 000 000 No: 0 Abstain: 0

# Resolution No. 21/2020 (17 April) of the General Meeting

The General Meeting approves the amendment of the Rules of Procedure of the Supervisory Board according to the written proposal.

#### Votes:

Yes: 100 000 000

No: 0

Abstain: 0

Budapest, 17 April 2020

MKB Bank Plc.