



Resolutions of the Board of Directors proceeding in the powers of the Annual General Meeting of 29 April 2021

Proceeding in the powers of the Annual General Meeting of 29 April 2021 and pursuant to Section 9(2) of Government Decree 502/2020 (16 November) on the repeated promulgation of the deviating regulations related to the operation of partnerships and capital concentrating organisations during the state of danger, the Board of Directors has adopted the following resolutions:

Resolution No. 66/2021. (29 April) of the Board of Directors

The Board of Directors of the Company, acting within the competence of the General Meeting, approves the Board of Directors' report on the 2020 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 2020 prepared in accordance with the International Financial Reporting Standards as adopted by the EU as well as the proposal concerning the use of profit and the payment of dividends.

The Board of Directors of the Company, acting within the competence of the General Meeting establishes the separate (non-consolidated) balance sheet of MKB Bank Plc. according to International Accounting Standards 2020 with the following main figures

BALANCE SHEET TOTAL: HUF 2,792,636 million

PROFIT (LOSS) BEFORE TAXATION: HUF 6,953 million

The Board of Directors of the Company, acting within the competence of the General Meeting establishes the consolidated balance sheet of MKB Group according to International Accounting Standards 2020 with the following main figures:

BALANCE SHEET TOTAL: HUF 2,781,607 million

PROFIT (LOSS) BEFORE TAXATION: HUF 9,218 million

MKB Bank Plc.
Registered office of the Company: 1056 Budapest, Váci u. 38., Hungary
Mail: Budapest, H-1821
Phone: +36-1-327-8600
E-mail: investorrelations@mkb.hu
Internet: www.mkb.hu

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.”

The Board of Directors of the Company, acting within the competence of the General Meeting, decides that the distributable profit from the after-tax profit shall remain in the retained earnings.

Votes:

Yes: 6 (100%)

No: 0

Abstain: 0

Resolution No. 67/2021. (29 April) of the Board of Directors

The Board of Directors of the Company, acting within the competence of the General Meeting confirms the relevant decision of the chairman and CEO, stating that the corporate assessment target index has been achieved for the 2020 business year.

The Board of Directors of the Company, acting within the competence of 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 business years 2017, 2018 and 2019.

The Board of Directors of the Company, acting within the competence of 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 Board of Directors of the Company, acting within the competence of the General Meeting confirms and approves that, in connection with the approval of the financial statements for the year 2020, deputy CEOs András Bakonyi, Ildikó Ginzer and János Nyemcsok are entitled to performance remunerations for the 2020 business year.

The Board of Directors of the Company, acting within the competence of the General Meeting requests the Remuneration Committee of MKB Bank Plc, with respect to persons subject to the Remuneration Policy under the Credit Institutions Act, 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 deputy CEOs András Bakonyi, Ildikó Ginzer and János Nyemcsok for the year 2020. The Board of Directors of the Company, acting within the competence of the General Meeting 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, 2018 and 2019 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 Board of Directors of the Company, acting within the competence of the General Meeting calls on the Remuneration Committee to set targets for the year 2021 for the chairman and CEO and deputy CEOs, along with the company's 2021 overall banking objectives.

Votes:

Yes: 6 (100%)

No: 0

Abstain: 0

Resolution No. 68/2021. (29 April) of the Board of Directors

The Board of Directors of the Company, acting within the competence of the General Meeting approves the Corporate Governance Report for 2020.

Votes:

Yes: 6 (100%)

No: 0

Abstain: 0

Resolution No. 69/2021. (29 April) of the Board of Directors

The Board of Directors of the Company, acting within the competence of the General Meeting, determines the adequacy of the management activities of dr. Balog Ádám, member of the Board of Directors in the period between 14 December 2020 - 31 December 2020, therefore grants him hold-harmless warrant pursuant to Section 3:117 of Act V of 2013.

Votes:

Yes: 6 (100%)

No: 0

Abstain: 0

Resolution No. 70/2021. (29 April) of the Board of Directors

The Board of Directors of the Company, acting within the competence of the General Meeting, determines the adequacy of the management activities of Balázs Benczédi, member of the Board of Directors in the period between 12 June 2020 - 31 December 2020, therefore grants him hold-harmless warrant pursuant to Section 3:117 of Act V of 2013.

Votes:

Yes: 5 (100%)

No: 0

Abstain: 0

Resolution No. 71/2021. (29 April) of the Board of Directors

The Board of Directors of the Company, acting within the competence of the General Meeting, determines the adequacy of the management activities of dr. András Csapó, member of the Board of Directors in the period between 1 January 2020 - 31 December 2020, therefore grants him hold-harmless warrant pursuant to Section 3:117 of Act V of 2013.

Votes:

Yes: 6 (100%)

No: 0

Abstain: 0

Resolution No. 72/2021. (29 April) of the Board of Directors

The Board of Directors of the Company, acting within the competence of the General Meeting, determines the adequacy of the management activities of dr. Gabriella Gombai, member of the Board of Directors in the period between 11 June 2020 - 31 December 2020, therefore grants her hold-harmless warrant pursuant to Section 3:117 of Act V of 2013.

Votes:

Yes: 5 (100%)

No: 0

Abstain: 0

Resolution No. 73/2021. (29 April) of the Board of Directors

The Board of Directors of the Company, acting within the competence of the General Meeting, determines the adequacy of the management activities of Márk Hetényi, member of the Board of Directors in the period between 1 January 2020 - 26 March 2020, therefore grants him hold-harmless warrant pursuant to Section 3:117 of Act V of 2013.

Votes:

Yes: 6 (100%)

No: 0

Abstain: 0

Resolution No. 74/2021. (29 April) of the Board of Directors

The Board of Directors of the Company, acting within the competence of the General Meeting, determines the adequacy of the management activities of Imre Kardos, member of the Board of Directors in the period between 1 January 2020 - 31 December 2020, therefore grants him hold-harmless warrant pursuant to Section 3:117 of Act V of 2013.

Votes:

Yes: 5 (100%)

No: 0

Abstain: 0

Resolution No. 75/2021. (29 April) of the Board of Directors

The Board of Directors of the Company, acting within the competence of the General Meeting, determines the adequacy of the management activities of Balázs Nyitrai, member of the Board of Directors in the period between 1 January 2020 - 22 May 2020, therefore grants him hold-harmless warrant pursuant to Section 3:117 of Act V of 2013.

Votes:

Yes: 6 (100%)

No: 0

Abstain: 0

Resolution No. 76/2021. (29 April) of the Board of Directors

The Board of Directors of the Company, acting within the competence of the General Meeting, determines the adequacy of the management activities of Mihály Valkó, member of the Board of Directors in the period between 22 May 2020 - 31 December 2020, therefore grants him hold-harmless warrant pursuant to Section 3:117 of Act V of 2013.

Votes:

Yes: 5 (100%)

No: 0

Abstain: 0

Resolution No. 77/2021. (29 April) of the Board of Directors

The Board of Directors of the Company, acting within the competence of the General Meeting, determines the adequacy of the management activities of Marcell Tamás Takács, member of the Board of Directors in the period between 30 July 2020 - 31 December 2020, therefore grants him hold-harmless warrant pursuant to Section 3:117 of Act V of 2013.

Votes:

Yes: 5 (100%)

No: 0

Abstain: 0

Resolution No. 78/2021. (29 April) of the Board of Directors

The Board of Directors of the Company, acting within the competence of the General Meeting, determines the adequacy of the management activities of Ágnes Hornung, member of the Supervisory Board in the period between 1 January 2020 - 31 December 2020, therefore grants her hold-harmless warrant pursuant to Section 3:117 of Act V of 2013.

Votes:

Yes: 6 (100%)

No: 0

Abstain: 0

Resolution No. 79/2021. (29 April) of the Board of Directors

The Board of Directors of the Company, acting within the competence of the General Meeting, determines the adequacy of the management activities of Rita Feodor, member of the Supervisory Board in the period between 1 January 2020 - 31 December 2020, therefore grants her hold-harmless warrant pursuant to Section 3:117 of Act V of 2013.

Votes:

Yes: 6 (100%)

No: 0

Abstain: 0

Resolution No. 80/2021. (29 April) of the Board of Directors

The Board of Directors of the Company, acting within the competence of the General Meeting, determines the adequacy of the management activities of dr. Albert Godena, member of the Supervisory Board in the period between 1 January 2020 - 31 December 2020, therefore grants him hold-harmless warrant pursuant to Section 3:117 of Act V of 2013.

Votes:

Yes: 6 (100%)

No: 0

Abstain: 0

Resolution No. 81/2021. (29 April) of the Board of Directors

The Board of Directors of the Company, acting within the competence of the General Meeting, determines the adequacy of the management activities of dr. László Ipacs, member of the Supervisory Board in the period between 1 January 2020 - 31 December 2020, therefore grants him hold-harmless warrant pursuant to Section 3:117 of Act V of 2013.

Votes:

Yes: 6 (100%)

No: 0

Abstain: 0

the provisions of the Hpt., the CRR or the MNB, and the provisions of a limited assurance report).

The Board of Directors of the Company, acting within the competence of the General Meeting, approves an additional optional budget of up to HUF 55 million + VAT for the preparation of the quarterly due diligence report(s) (to be submitted to the MNB for the approval of the capital increase) and for the due diligence of the consolidated interim balance sheet of MKB Group as of 30 June 2021 in accordance with International Financial Reporting Standards (IFRSs).

The Board of Directors of the Company, acting within the competence of the General Meeting, also authorises the Deputy Chief Financial and Operations Officer and the Procurement Directorate to negotiate the engagement contract with the auditor. The final amount of the assignment contract is decided by the Board of Directors within the limits set by the General Meeting, as well as the conclusion of the contract.

In accordance with the proposal of the audit firm, the Board of Directors of the Company, acting within the competence of 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 audit of MKB Bank Plc. for the year 2021.

The Board of Directors of the Company, acting within the competence of the General Meeting, approves the terms and conditions of the contract to be concluded with the auditor of the Company as proposed, and at the same time requests the Board of Directors to conclude the corresponding engagement contract with the elected permanent auditor on behalf of MKB Bank Plc. within 90 days after the election of the auditor.

Votes:

Yes: 6 (100%)

No: 0

Abstain: 0

Resolution No. 87/2021. (29 April) of the Board of Directors

The Board of Directors of the Company, acting within the competence of the General Meeting, decides to maintain the remuneration of the Supervisory Board and the members of the Board of Directors in the same amount and with the same payment practice as set out in the resolution of the General Meeting 12/2019 (17 January) for the period until the date of the adoption of the annual accounts for the year 2021 in accordance with the Accounting Act.

Votes:

Yes: 6 (100%)

No: 0

Abstain: 0

Budapest, 29 April 2021

MKB Bank Plc.