



## **ANNOUNCEMENT**

### **of the Convocation of an Extraordinary General Meeting**

The Board of Directors of MKB Bank Plc. (1056 Budapest, Váci utca 38.; Cg.01-10-040952; hereinafter: *Company*) hereby announces that the Company shall hold an **extraordinary general meeting** (hereinafter: *General Meeting*) **from 10.00 a.m. on Wednesday, 15 December 2021.**

Date of the General Meeting: **at 10.00 a.m. on Wednesday, 15 December 2021.**

Venue of the General Meeting: **MKB Bank Plc. Head Office, conference room 24 on the ground floor** (Budapest, District 5, Váci utca 38.).

The procedure for holding the General Meeting: Microsoft Teams meeting (video conference) and presence in person

### **The agenda of the general meeting**

- 1. Decision on the amendment of the Articles of Association of the Company**
- 2. Decision on the payment of interim dividend**
- 3. Decision on the merger of Budapest Bank Zrt. and Magyar Takarékszövetkezet Zrt. as the acquired companies into the Company (MKB Bank Nyrt.) as the receiving company and on the additional contribution of assets in the context of the merger**

If shareholders collectively holding at least 1% of the voting power transmit their proposal concerning supplementation of the agenda – in conformity to the rules on the necessary depth of detail of the agenda – or a resolution concerning any item on, or to be added to, the agenda within eight days of the publication of this announcement of the convening of the General Meeting, the Board of Directors shall issue a notice on the supplemented agenda and/or the draft resolutions put forth by the shareholders after its receipt of such proposal, in accordance with the rules laid down in Section 8 of the Company's Articles of Association. The item(s) specified in such notice shall be regarded as having been added to the agenda.

### Conditions of participation in the General Meeting and exercising the voting rights

The Company requests shareholder identification as at the date of the General Meeting as a corporate event, from KELER Központi Értéktár Zártkörűen Működő Részvénytársaság (hereinafter: *KELER Zrt.*) **The date of the shareholder identification is Wednesday, 8 December 2021.** The rules on shareholder identification are set forth in KELER Zrt's prevailing regulations.

On the last but one working day before the General Meeting's starting day, that is, **at 6:00 p.m. on Monday, 13 December 2021** the Company deletes all data (that are effective at the time of shareholder identification) contained in the share register and at the same time it enters the data resulting from shareholder identification in the share register and closes the register with the data produced by shareholder identification. The earliest date thereafter when any entry can be made in the share register regarding shareholders' shareholdings is the first working day following the General Meeting.

Shareholders are advised to, if they intend to participate in the General Meeting, consult their respective securities account keepers regarding the tasks to be carried out and deadlines to be met if they are to be involved in shareholder identification by KELER Zrt. The Company takes no liability for any consequence of any omission on the part of securities account keepers.

The closing of the Register of Shares does not restrain the person registered in the Register of Shares from transferring his/her shares. Transferring his/her shares prior to the General Meeting does not exclude the right of a shareholder registered in the Register of Shares to participate the General Meeting and execute his/her shareholders rights.

The General Meeting may be attended by the shareholder, or a shareholder's proxy as defined in Sections 151-155 of Act CXX of 2001 on the Capital Market (hereinafter: *Capital Market Act*), who – as a result of the shareholders registration – was registered in the share register on the second business day preceding the announced date of the General Meeting, the latest. **Persons whose names are listed in the share register at the time of the closure of the share register, that is at 6:00 p.m. on Monday, 13 December 2021, shall be entitled to exercise the rights of the shareholders' rights at the General Meeting.**

**The shareholder may also exercise their rights at the General Meeting by way of proxy (hereinafter: 'proxy').** Members or the chairman 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 Shareholders' Meeting. The proxy authorisation shall be valid for one Shareholders' Meeting or for the period of time defined therein, but in any case not more than 12 months. The validity of the proxy shall cover the continuation of the suspended General Meeting or the General Meeting re-convened because of the lack of quorum. 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. The authorisation issued by the shareholder's proxy shall state that the representative is acting as shareholder's proxy. A proxy may represent more than one shareholder, but must have a proxy authorisation in the form of a public document or a private document providing full evidence for each shareholder represented.

If the General Meeting is attended by the legal representative of a shareholding entity (e.g. director, managing director), the court or court of registration document certifying the power of representation, either the original or a notarised copy issued not more than 30 days previously, must be presented at the venue of the General Meeting. In order to prove the existence of companies (other entities) registered

abroad and the power of representation of the person granting the authorisation, it is essential that the foreign document is issued by a public registry or certified by a notary. The notarial declaration must, at least, clearly identify the existence of the person giving the authorisation and the signatories who are authorised to sign it.

If any document submitted as proof of the authorisation or the power of representation is not issued in Hungary, the formality of the document must comply with the legislation on the authentication or re-authentication of documents issued abroad. Accordingly, in the absence of a bilateral international agreement to the contrary, (i) diplomatic authentication or certification of the document, or (ii) if the country is party to the relevant international agreement, apostille certification is required. Pursuant to Section 44(7) of Act LXXVIII of 2017 on the Professional Activities of Lawyers, a document countersigned by a lawyer subject to this Act but signed by the parties abroad does not require diplomatic authentication or certification or an Apostille certificate to be fully authentic. Detailed information on the relevant rules is available from the Hungarian diplomatic missions abroad. If the document is not in Hungarian or English, a certified translation of the document in Hungarian is also required.

Each ordinary share of Series A with a nominal value of HUF 1,000 entitles one vote.

In order to ensure the smooth conduct of the General Meeting, the Company requests the Shareholders to inform the Company's Secretariat by e-mail at [Tarsasagi.Titkarsag@mkb.hu](mailto:Tarsasagi.Titkarsag@mkb.hu) from the e-mail address provided by the Shareholders' contact e-mail address registered or, failing this, in writing (MKB Bank Plc. - Company Secretariat, 1056 Budapest Váci u. 38. room 317), **by 4 p.m. on Friday 10 December 2021** at the latest, how they wish to participate in the General Meeting.

### **The manner of holding the General Meeting**

**The General Meeting will be held by videoconference with the option to participate in person.**

All shareholders may attend the General Meeting in person or by proxy. In the case of physical attendance, MKB Bank Plc shall be entitled to verify the identity of the shareholder and their proxy or legal representative on the basis of documents prior to admission to the General Meeting.

#### **Special rules for participation by electronic means of communication:**

Shareholders who wish to participate in the General Meeting by electronic means but have not yet registered a contact e-mail address with the Company are requested to do so no later than **12.00 noon on Tuesday, 14 December 2021**. We also request that the original copies of the authorisation required for participation in the General Meeting and the documents serving as proof of the power of representation of the legal representative attending the General Meeting be sent to the Company's Secretariat (MKB Bank Plc. - Company Secretariat, 1056 Budapest Váci u. 38. room 317) by **9.00 a.m. on Wednesday, 15 December 2021** at the latest.

After the closing of the Share Register on Monday, 13 December 2021, at the latest by 4.00 p.m. on Tuesday, 14 December 2021, the Company's Secretariat will send the registration data required for



participation in the General Meeting to the shareholders' contact e-mail addresses notified to the Company. Shareholders are kindly requested to keep the information on the registration details strictly confidential and to make it available only to their representative or proxy attending the General Meeting.

At the General Meeting, mutual and unrestricted communication between shareholders is ensured by means of the Microsoft Teams application, and the identification of shareholders and their proxies and representatives is performed by presenting, immediately prior to the General Meeting, an official document (identity card, passport and driving licence in card format) suitable for proving identity of the shareholders/proxies/representatives joining/presenting.

Shareholders attending the General Meeting by telecommunication shall be invited by the chairman of the General Meeting to cast their votes after each item on the agenda has been discussed.

Shareholders are reminded that, in order to facilitate the minutes of the General Meeting, a video and audio recording of the proceedings will be made, to which consent will be sought from the shareholders immediately prior to the General Meeting.

**Special rules for participation in person:**

Shareholders attending the General Meeting in person may vote by displaying the voting paper provided to them by the Company. Voting papers are issued on the basis of the Share Register. The number of shares entered in the share register in the name of the shareholder will be indicated on the voting paper. Each shareholder (regardless of the number of proxies) is entitled to only one voting paper.

The delivery of the voting paper to a shareholder is subject to the shareholder (including the proxy and the shareholder's legal representative) confirming their identity or proxy entitlement as described above and power of representation as described above and signing the attendance sheet.

On the day of the General Meeting, registration will begin at 9:30 a.m. at the venue of the General Meeting.

**Quorum of the General Meeting, repeated General Meeting**

A General Meeting shall have a quorum if shareholders representing more than half of the share capital carrying a right to vote are present.

If there is a lack of a quorum, the Company will hold a repeated Extraordinary General Meeting at the place and in the manner indicated in this announcement on **Monday, 27 December 2021 starting at 10:00 a.m.**, with the agenda and conditions indicated in this announcement. The repeated General Meeting shall have a quorum regardless of the number of attendees. Separate registration is required for the repeated General Meeting, which will commence at 9:30 a.m. on Monday, 27 December 2021.



## Publication of proposals for the General Meeting and the proposed resolutions

The proposals and proposed resolutions as well as the proposed form of authorisation, included in the Annual General Meeting agenda will be disclosed on the Company's website ([www.mkb.hu](http://www.mkb.hu)), the Budapest Stock Exchange website ([www.bet.hu](http://www.bet.hu)), and the website operated by the Supervision (<https://kozvetelektel.mnb.hu>) simultaneously with this Notice.

### NOTE!

**In relation to the recently announced emergency – with a special focus on the restrictive measures adopted in the context of the emergency situation – it is specifically emphasised that information on any unavoidable change that may occur in relation to this announcement shall be immediately released by the Company in an extraordinary notice.**

Budapest, 15 November 2021

**MKB Bank Plc.**

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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.”*