



## MINUTES

of the **Extraordinary General Meeting**

of MKB Bank Plc (1056 Budapest, Váci u. 38.) held on 7 July 2021

**Date of the General Meeting:** 7 July 2021 10:00

**Venue:** meeting via video conference with the possibility of personal participation (MKB Bank Plc Headquarters, 1056 Budapest, Váci utca 38, ground floor, meeting room 24)

### Participants\*:

*on behalf of MKB Bank Plc ('Company' or 'MKB Bank'):*

Ágnes Hornung, Chair of the Supervisory Board

dr. Zsolt Barna, chairman and CEO, chairman of the Board of Directors

dr. Ilona Török, deputy CEO, official counter of the votes

Dóra Bertalan, director, presiding chairman

dr. Gergely Wietecha, legal counsel, official counter of the votes

Gábor Ördög, Head of Department, keeper of the minutes

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\* all participants attended the meeting via video conference

#### *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."*



**Dr. Zsolt Barna** greeted the participants and opened the Extraordinary General Meeting (hereinafter: '**General Meeting**'). He explained that the General Meeting was convened by the Board of Directors with the approval of the Supervisory Board for the purpose of electing the members of the Supervisory Board delegated by the employees of MKB Bank.

In view of the epidemic situation, the General Meeting would be held via video conference, with the Company also providing the opportunity to attend in person in accordance with the relevant rules. A written guide on the technical details of the General Meeting was also sent to the participants in advance. He thanked all shareholders for their participation in the General Meeting, thus supporting the operations of MKB Bank.

During the shareholder identification process, MKB Bank's employees verified the identity of the participants by means of a video image in the case of shareholders who logged in using the MS Teams application, and verified the power of representation on the basis of the documents provided.

It was established that there were no obstacles to the holding of the General Meeting and that a quorum was present. All the shares representing the share capital, totalling 100 million shares, are duly represented and all the Bank's shareholders are present at the General Meeting.

He proposed that the General Meeting be chaired by Dóra Bertalan, Head of MKB Corporate and Group Management Directorate.

He then put the question of the election of the Chair of the General Meeting to the vote. The voting will take place as open, simple majority voting.

***Voting on the election of the Chair of the General Meeting***

**Votes:**

Yes: 100,000,000

No: 0

Abstain: 0

**Dr. Zsolt Barna** stated that the General Meeting unanimously approved the motion and announced the resolution:

**Resolution No. 1/2021 (7 July) of the General Meeting**

The General Meeting elects Ms Dóra Bertalan as the presiding chairman of the General Meeting.

\* \* \*

Presiding chair **Dóra Bertalan** of the General Meeting (hereinafter: '**Chair**') designated MKB Bank employees Gábor Ördög, as the Minute Keeper of the General Meeting, and dr. Ilona Török and dr. Gergely Wietecha as counters of the votes. She proposed that the General Meeting elect Mr. József Pellei, representative of Pannónia Pension Fund shareholder as attester of the General Meeting's minutes. The voting will take place as open, simple majority voting.

***Voting on the certifier of the minutes,***

**Votes:**

Yes: 100,000,000

No: 0

Abstain: 0



The **Chair** stated that the General Meeting unanimously approved the motion and announced the resolution:

**Resolution No. 2/2021 (7 July) of the General Meeting**

The General Meeting elects Mr József Pellei, representative of Pannónia Pension Fund shareholder as attester of the General Meeting's minutes.

**József Pellei** declared that he accepted the appointment.

\* \* \*

The **Chair** informed the General Meeting that, in accordance with the rules governing public companies, the General Meeting was convened by a notice published on 7 June 2021 (hereinafter: '**invitation**'). At the same time, the agenda of the General Meeting was published. The written submission containing the detailed explanations of the proposed resolutions for the agenda items was published by the Company in the "Documents of the Extraordinary General Meeting of 7 July 2021" (hereinafter: '**General Meeting Documents**') on 15 June 2021. The Company sent the invitation to the General Meeting together with the relevant proposal and draft resolutions electronically to the shareholders who had previously notified the Company of this request in writing. The Board of Directors of MKB Bank Plc, with its resolution of 15 June 2021, and the Supervisory Board, with its resolution of 11 June 2021, discussed and approved the documents of the Extraordinary General Meeting in accordance with the proposal, and have recommended their submission to and approval by the General Meeting. The Board of Directors and the Supervisory Board are represented by the Chairs of the Boards at the General Meeting. By prior arrangement, members of these bodies do not attend the General Meeting due to their other official duties.

The agenda of the General Meeting has been sent to the shareholders in advance with the invitation to the General Meeting. The invitation to the General Meeting included one item on the agenda, entitled: *Election of Supervisory Board members*. She asked the General Meeting if there were any questions or comments on the agenda.

The authorised representative of Magyar Bankholding Zrt. **Dr. Krisztián Németh**, informed the General Meeting that the Board of Directors and the Supervisory Board of Magyar Bankholding Zrt. have preliminarily accepted and supported the proposals of the General Meeting, with the addition that in case of participation of all shareholders Magyar Bankholding Zrt. proposes to add a new item to the agenda entitled '*Election of the members of the Board of Directors*'. Magyar Bankholding Zrt proposed that the General Meeting elect Ildikó Ginzer, Deputy CEO and Chief Business Officer at MKB Bank, as an internal member of the Board of Directors, while Imre Kardos, who will step down from the Board of Directors, would be replaced by Zsuzsa Piller, chair person and CEO of OPUS GLOBAL Befektetési Alapkezelő Zrt as of 25 July 2021.

Considering that the new agenda item was not included in the original invitation to the General Meeting, the **Chair** requested that the shareholders present, representing 100% of the share capital, also unanimously approve the discussion of this item.

The **Chair** put the question of the addition to the agenda to vote. The open vote is by a unanimous vote of the shareholders present.

***Vote on the supplementation of the agenda:***



**Votes:**

Yes: 100,000,000

No: 0

Abstain: 0

The **Chair** stated that the General Meeting unanimously approved the motion and announced the resolution:

**Resolution No. 3/2021 (7 July) of the General Meeting**

With unanimous vote of all shareholders the General Meeting grants its consent to the supplementation of the agenda of the General Meeting with the following agenda item: "***Election of Board of Directors members***".

The **Chair** proposed that the General Meeting first decide on the proposed resolution for the item on the agenda as set out in the invitation, and then on the new item.

**The agenda of the General Meeting**

- 1. Election of Supervisory Board members**
- 2. Election of Board of Directors members**

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**Discussion of Agenda item 1.**

**Election of Supervisory Board members**

The **Chair** said that the first item on the agenda was the election of members of the Supervisory Board, the proposal for which is set out on pages 4-5 of the General Meeting Documents. The first proposal under the agenda item is that the General Meeting elects Balázs Bechtold employee representative as a member of the Supervisory Board from 7 July 2021 to 6 July 2026, with the proviso that the condition for filling and taking effect of the position is that the permission of the National Bank of Hungary is also available. The second proposal is that the General Meeting elects Kitti Dobi employee representative as a member of the Supervisory Board from 25 July 2021 to 24 July 2026, with the proviso that the condition for filling and taking effect of the position is that the permission of the National Bank of Hungary is also available. A brief presentation of the two candidates is included in the General Meeting Documents. Having assessed the candidates' individual and the Supervisory Board's collective suitability, the Nomination Committee proposed them to the General Meeting for election as members of the Supervisory Board. The Board of Directors and the Supervisory Board took note of the nominations. Pursuant to the relevant legislation (Section 3:125 (2) of the Civil Code) and the Articles of Association (Section 3.3.7.2), the General Meeting is obliged to elect the persons nominated by the Works Council as members of the Supervisory Board, unless there are grounds for disqualification of the nominees. The Company did not identify any grounds for exclusion of the candidates.

The shareholders did not indicate any intention to submit a question, comment or motion.

The **Chair** presented the first proposal for a resolution on the first agenda item and put it to vote. The voting will take place as open, simple majority voting.



***Vote on the election of Balázs Bechtold as a member of the Supervisory Board:***

**Votes:**

Yes: 100,000,000                      No: 0                      Abstain: 0

The **Chair** stated that the General Meeting unanimously approved the motion and announced the resolution:

**Resolution No. 4/2021 (7 July) of the General Meeting**

The General Meeting elects Balázs Bechtold employee representative as a member of the Supervisory Board from 7 July 2021 to 6 July 2026, with the proviso that the condition for filling and taking effect of the position is that the permission of the National Bank of Hungary is also available.

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The **Chair** presented the second proposal for a resolution on the first agenda item and put it to vote. The voting will take place as open, simple majority voting.

***Vote on the election of Kitti Dobi as a member of the Supervisory Board:***

**Votes:**

Yes: 100,000,000                      No: 0                      Abstain: 0

The **Chair** stated that the General Meeting unanimously approved the motion and announced the resolution:

**Resolution No. 5/2021 (7 July) of the General Meeting**

The General Meeting elects Kitti Dobi employee representative as a member of the Supervisory Board from 25 July 2021 to 24 July 2026, with the proviso that the condition for filling and taking effect of the position is that the permission of the National Bank of Hungary is also available.

**Discussion of Agenda item 2.**

**Election of Board of Directors members**

The **Chair** informed the General Meeting that the second item on the agenda was the election of the members of the Board of Directors based on the proposal of the shareholder Magyar Bankholding Zrt. (hereinafter: **MBH**) to supplement the agenda. She invited Dr. Krisztián Németh, shareholder representative of MBH, to present the proposal.

**Dr. Krisztián Németh** informed the General Meeting that MKB Bank Plc. requires the election of an internal member of the Board of Directors and that Imre Kardos' mandate expires on 24 July 2021. In view of this, it is recommended to propose an addition to the agenda of the General Meeting on the election of members of the Board of Directors. MBH proposed that the General Meeting elect Ildiko Ginzer, Deputy CEO and Chief Business Officer at MKB Bank, as an internal member of the Board of Directors, while Imre Kardos, who will step down from the Board of Directors, would be replaced by Zsuzsa Piller, chair person and CEO of OPUS GLOBAL Befektetési Alapkezelő Zrt as of 25 July 2021. She briefly introduced the candidates and their professional CVs. She added that the positions also require the approval of Magyar Nemzeti Bank. It is also necessary to verify the suitability of the candidates, which is the task of the Nomination Committee. The assessment of suitability is a condition of the relevant request for authorisation.



The shareholders did not indicate any intention to submit a question, comment or motion.

The **Chair** presented the first proposal for resolution on the agenda and put it to vote. The voting will take place as open, simple majority voting.

***Vote on the election of Ildikó Ginzer as a member of the Board of Directors:***

**Votes:**

Yes: 100,000,000                      No:     0                                      Abstain:             0

The **Chair** stated that the General Meeting unanimously approved the motion and announced the resolution:

**Resolution No. 6/2021 (7 July) of the General Meeting**

The General Meeting elects Ildikó Ginzer as a member of the Board of Directors from 7 July 2021 to 6 July 2026, with the proviso that the condition for filling and taking effect of the position is that the permission of the National Bank of Hungary is also available.

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The **Chair** presented the first proposal for resolution on the agenda and put it to vote. The voting will take place as open, simple majority voting.

***Vote on the election of Dr Zsuzsa Piller as a member of the Board of Directors:***

**Votes:**

Yes: 100,000,000                      No:     0                                      Abstain:             0

The **Chair** stated that the General Meeting unanimously approved the motion and announced the resolution:

**Resolution No. 7/2021 (7 July) of the General Meeting**

The General Meeting elects dr. Zsuzsa Piller as a member of the Board of Directors from 25 July 2021 to 24 July 2026, with the proviso that the condition for filling and taking effect of the position is that the permission of the National Bank of Hungary is also available.

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The **Chair** noted that there were no changes in the number of participants, the General Meeting had a quorum at all times and that it discussed the items on the agenda therefore its work was completed. She thanked the participants for their contribution.

dated as above

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**Dóra Bertalan**  
Director  
Chair of the General Meeting

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**József Pellei**  
shareholder representative of Pannónia Pension Fund  
certifier of the minutes



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**Gábor Ördög**  
keeper of the minutes