



### Extraordinary information

on the current steps of the merger process included in the strategy of Hungarian Bankholding Ltd. with the participation of MKB Bank Plc.

**MKB Bank Plc.** (1056 Budapest, Váci utca 38.; company registration number: 01-10-040952; hereinafter: MKB Bank) hereby informs the capital market actors about the following:

The legal merger of the two member banks of Hungarian Bankholding Ltd. (seat: 1134 Budapest, Kassák Lajos utca 18., company registration number: 01-10-140865; hereinafter: Hungarian Bankholding), Budapest Bank Private Co. Ltd. by Shares (seat: 1138 Budapest, Váci út 193.; company registration number: 01-10-041037, hereinafter: Budapest Bank) and MKB Bank has been concluded at midnight on 31 March, by which the registered capital of MKB Bank has increased to HUF 311,319,983,000. The merged financial institution will temporarily continue to operate under the name MKB Bank Plc. This marks another milestone in the triple bank merger led by Hungarian Bankholding, which aims to create the second largest universal major bank of Hungary by its total assets, also at the forefront of digitalisation, by integrating Budapest Bank, MKB Bank and – in the near future, but no later than May 2023, if all necessary internal decisions and statutory approvals are obtained and other necessary prior conditions are fulfilled – Takarékbank Private Company Limited by Shares (seat: 1117 Budapest, Magyar Tudósok körútja 9. G.ép., company registration number: 01-10-140275, hereinafter: Takarékbank). MKB Bank hereby inform the capital markets about those actual milestones of this merger process that may have effects on its operation:

I.

Within the authorization granted by its general meeting, the board of directors of Takarékbank decided to raise the registered capital of Takarékbank with HUF 86,700,000,000 from HUF 100,260,000,000 to HUF 186,960,000,000. The increase of the registered capital is to be executed by the private placement (issuance) of 867 dematerialised, series C ordinary shares with nominal value of HUF 100,000,000 and issuing value of HUF 115,340,254 per share. In the context of the capital increase MKB Bank acquired 867 dematerialised, series C ordinary shares with nominal value of HUF 100,000,000 and issuing value of HUF 115,340,254 per share, i.e. on a total issuing value of HUF 100,000,000,218, and by that MKB Bank acquires 46.37% direct ownership, therefore – considering the sale and purchase agreement of shares in Section II. – has an interest of 85.72% in Takarékbank.

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](mailto:investorrelations@mkb.hu)  
Internet: [www.mkb.hu](http://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.”*



II.

A sale and purchase agreement has been concluded by and between MKB Bank as buyer and MTB Bank of Hungarian Savings Cooperatives Co. Ltd. (seat: 1122 Budapest, Pethényi köz 10., company registration number: 01-10-041206, hereinafter: MTB) as seller by which MKB Bank has purchased from MTB 7,156 dematerialised series A ordinary shares with nominal and issuing value of HUF 10,000,000 per share and 200,000 dematerialised series B preference (dividend preference) shares with nominal and issuing value of HUF 10,000 issued by Takarékbank. The shares represent 39.35% of the registered capital of Takarékbank considering the capital increase written in Section I.

III.

A transfer agreement has been concluded by and between MKB Bank and Magyar Posta Zártkörűen Működő Részvénytársaság (seat: 1138 Budapest, Dunavirág utca 2-6., company registration number: 01-10-042463; hereinafter: „Magyar Posta”) by which MKB Bank or its designated subsidiary will acquire 1,771 dematerialised series A ordinary shares issued by Takarékbank and owned by Magyar Posta with a nominal value of HUF 10,000,000 per share, altogether a total nominal and issuing value of 17,710,000,000 until 31 October 2022 at the latest, which shares represented the 17.66% of the registered capital of Takarékbank on the signing date of the agreement.

IV.

Takarékbank, as a company to be included in the consolidation of MKB Bank, in possession of the necessary prior approvals and acting upon its rights stipulated in the law, at 23:59 on 1 April, 2022 left the mandatory institutional protection organization of the integrated credit institutions, Integration Organization (the Central Organization of Integrated Credit Institutions; registered seat: 1122 Budapest, Pethényi köz 10.).

V.

Upon request of Hungarian Bankholding the National Bank of Hungary (Magyar Nemzeti Bank, hereinafter: MNB) with its decision nr. H-EN-I-119/2022. dated on 8 March 2022, revoked the licence issued to Hungarian Bankholding by decision nr. H-EN-I-358/2020. dated 12 June 2020 for operating as a financial holding company with effect from 29 April 2022, and subject the fulfilment of the conditions stipulated in the decision. With regard to the revocation of the license, MKB Bank is expected to take over the group management function over the banking group after 29 April 2022, based on a new group resolution to be issued by the MNB. The relevant amended Articles of Association expected to be effective from 29 April 2022 was adopted by the General Meeting on 31 March 2022 and was published by MKB Bank on 31 March 2022 as an appendix to the resolutions of the General Meeting.

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](mailto:investorrelations@mkb.hu)  
Internet: [www.mkb.hu](http://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.”*

