

THE OFFEROR AND THE IMPLEMENTING AGENT HAVE SUBMITTED THIS TAKEOVER BID TO MAGYAR NEMZETI BANK FOR APPROVAL, YET **MAGYAR NEMZETI BANK HAS NOT YET ADOPTED A DECISION ON THE ACCEPTANCE OF THIS TAKEOVER BID**. SIMULTANEOUSLY WITH THE SUBMISSION, THE OFFEROR AND THE IMPLEMENTING AGENT SENT THIS TAKEOVER BID TO THE BOARD OF DIRECTORS OF THE OFFEREE COMPANY, AND DISCLOSED IT ON THE OFFEROR'S WEBSITE. THE OFFEROR HAS NOT INITIATED ANY PROCEDURE BEFORE THE HUNGARIAN COMPETITION AUTHORITY.

STATUTORY PUBLIC TAKEOVER BID

by **MAGYAR BANKHOLDING ZÁRTKÖRŰEN MŰKÖDŐ RÉSZVÉNYTÁRSASÁG**
as **Offeror**

for

the ordinary shares of
MKB BANK NYRT.
as Offeree Company (ISIN ID: HU0000139761)

at **HUF 1,985** i.e., **one thousand nine hunder and eighty-five forints bid price per share**

implemented by **EQUILOR BEFEKTETÉSI ZÁRTKÖRŰEN MŰKÖDŐ RÉSZVÉNYTÁRSASÁG**
as an investment service provider

TERM FOR THE ACCEPTANCE OF THE BID
START DATE [•][•]HOURS, CLOSING DATE [•][•]HOURS.

Budapest, **30 December 2020**

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."

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DEFINITIONS

Bid:	this Statutory public takeover bid
Bid Price	the purchase price per Share specified in Section 3.1 of the Bid at which the Offeror makes an offer to the Shareholders to purchase their Shares;
Offeror	Magyar Bankholding Zártkörűen Működő Részvénytársaság (registered office: 1122 Budapest, Pethényi köz 10.; company registration number: Cg.01-10-140865; tax number: 27961104-2-43);
Bid Period	the period between 9:00 am on the Start Date and 3:00 pm on the Closing Date;
Capital Gain	the difference between (i) the Bid Price and (ii) the cost incurred by the Accepting Shareholder for the acquisition of their Shares and the related auxiliary expenses;
Rules of Taxation Act	Act CL of 2017 on the Rules of Taxation, as amended;
Cost	the cost incurred by the Shareholder on the acquisition of the Shares;
Investment Services Act	Act CXXXVIII of 2007 on Investment Firms and Commodity Exchange Service Providers and the Rules on the Activities They May Perform, as amended;
Budapest Stock Exchange	Budapesti Értéktőzsde Zártkörűen Működő Részvénytársaság (registered office: 1054 Budapest, Szabadság tér 7. 'Platina' (Platinum) Tower. Bldg. I. 4 th floor; company registration number Cg.01-10-044764 www.bet.hu);
Offeree Company	MKB Bank Nyrt. (registered office: 1056 Budapest, Váci u. 38.; company registration number: Cg.01-10-040952; tax number: 10011922-4-44);
Places of Acceptance	the places specified in Annex 4 to the Bid; and any of those is a ' Place of Acceptance ',
Declaration of Acceptance	the declaration contained in Annex 1 to the Bid, in which the Shareholder acknowledges that the contents of the Bid as binding and undertakes to transfer the Shares in exchange for the payment of the Bid Price specified in the Bid;
Accepting Shareholder	the Shareholder who makes a Declaration of Acceptance for the Bid during the Bid Period;

Supervisory Authority	Magyar Nemzeti Bank (National Bank of Hungary) (registered office: 1054 Budapest, Szabadság tér 9.; customer service: 1013 Budapest, Krisztina krt. 39., www.mnb.hu/felugyelet);
Date of Entry into Force	the date on which the Share Sale and Purchase Agreement enters into force;
Hague Convention	Convention established in Hague on 5 October 1961 Abolishing the Requirement of Legalisation for Foreign Public Documents;
KELER Zrt.	KELER Központi Értéktár Zártkörűen Működő Részvénytársaság (registered office: H-1074 Budapest, Rákóczi út 70-72.; company registration number: Cg.01-10-042346 www.keler.hu);
Start Date	the first day of the Bid Period, i.e., [•];
Completion Guide	the guide for completing the Declaration of Acceptance, which is attached to the Bid as Annex 2.;
Implementing Agent	Equilor Befektetési Zártkörűen Működő Részvénytársaság (registered office: 1026 Budapest, Pasaréti u 122-124.; company registration number: Cg.01-10-041431), which is an investment service provider authorised to pursue the activities defined in Section 5 (2) d) of the Investment Services Act;
Proxy Authorisation	the original or a notarised copy of the Shareholder's declaration in an authentic instrument or in a private document fully acceptable as proof stating that the Proxy will act on behalf and in the name of the Shareholder in the process of accepting the Bid;
Proxy	a natural or legal person acting, based on a Proxy Authorisation, on behalf and in the name of the Shareholder in the process of accepting the Bid;
Places of Publication	the forums specified in Section 9 of the Bid, where the disclosures related to the Bid are made public;
Collaboration Agreement	means the collaboration agreement established by and between Corvinus Nemzetközi Befektetési Zártkörűen Működő Részvénytársaság (1027 Budapest, Kapás utca 6-12. 2 nd floor; company registration number: Cg.01-10-043547), Blue Robin Investments S.C.A. (registered office: 36-38, Grand-Rue, 1660 Luxembourg, Luxemburg; registered by Registre de commerce et des sociétés under no. B204399), EIRENE Private Equity Fund (fund manager: MINERVA Befektetési Alapkezelő Zártkörűen Működő Részvénytársaság (registered office: 1074 Budapest, Rákóczi

út 70-72. 7th floor; company registration number: Cg.01-10-047474); registration no.: 6122-66), METIS Private Equity Fund (fund manager: OPUS GLOBAL Befektetési Alapkezelő Zártkörűen Működő Részvénytársaság (registered office: 1062 Budapest, Andrássy út 59., company registration number: Cg.01-10-045654); registration no.: 6122-42), Pantherinae Pénzügyi Zártkörűen Működő Részvénytársaság (registered office: 1092 Budapest, Ferenc körút 44. 1st floor 1; company registration number: Cg.01-10-049223), PROMID Finance Zártkörűen Működő Részvénytársaság (registered office: 1085 Budapest, Kálvin tér 12.; company registration number: Cg.01-10-049622), RKOFIN Befektetési és Vagyonkezelő Korlátolt Felelősségű Társaság (registered office: 1062 Budapest, Andrássy út 59., company registration number: Cg.01-09-370926), Magyar Takarék Befektetési és Vagyongazdálkodási Zártkörűen Működő Részvénytársaság (registered office: 1092 Budapest, Ferenc körút 44. 1st floor 2; company registration number: Cg.01-10-047759) and the Offeror on 14 December 2020 and entered into force on 15 December 2020;

Persons Acting in Concert	means the persons specified in Annex 5 to this Bid, as well as the group members of these persons referred to in Section 5 (1) (27) of the Capital Market Act;
PSA	pension savings account;
Share	all registered, voting, ordinary shares with a nominal value of HUF 1,000 (i.e. thousand Forints) issued by the Offeree Company and listed on the Budapest Stock Exchange (ISIN ID: HU0000139761),
Shareholder	the holder of any Share other than the Persons Acting in Concert;
Share Sale and Purchase Agreement	a share sale and purchase agreement established between the Offeror designated pursuant to Section 5.2 of this Bid and the Accepting Shareholder according to Section 74(5) of the Capital Market Act with the Declaration of Acceptance for the Bid and the transfer of the Shares, submitted to the Implementing Agent in accordance with the terms and conditions of the Bid;
Accounting Act	Act C of 2000 on Accounting, as amended;
Personal Income Tax Act	Act CXVII of 1995 on Personal Income Tax, as amended;
Social Contribution Act	Act LII of 2018 on Social Contribution Tax, as amended;
Corporate Income Tax Act	Act LXXXI of 1996 on Corporate Income Tax and Dividend Tax, as amended;

LTIA	long-term investment account;
Capital Market Act	Act CXX of 2001 on the Capital Market, as amended;
Closing Date	the last day of the Bid Period, which is the 30 th (thirtieth) day after the Start Date, or, if it falls on a public holiday, the first banking business day thereafter, i.e., [•].

1 STATUTORY PUBLIC TAKEOVER BID

- 1.1 For the purpose of the acquisition of major holding referred to in Section 68 (1) a) of the Capital Market Act and based on Section 68 (2) d) of the Capital Market Act, **Magyar Bankholding Zártkörűen Működő Részvénytársaság** (registered office: 1122 Budapest, Pethényi köz 10.; company registration number: Cg.01-10-140865; tax number: 27961104-2-43) as **Offeror**, hereby submits, within the statutory deadline, a

statutory public takeover bid

to the Shareholders of **MKB Bank Nyrt.** (registered office: 1056 Budapest, Váci u. 38.; company registration number: Cg.01-10-040952), as Offeree Company, for the Shares issued by the Offeree Company, i.e., the ordinary shares issued by the Offeree Company with a nominal value of HUF 1,000 (i.e., one thousand Forints) (ISIN ID HU0000139761), as follows.

- 1.2 **RECOMMENDED PURCHASE PRICE PER SHARE TO BE PAID BY THE OFFEROR IN RESPECT OF ALL SHARES: HUF 1,985 I.E., ONE THOUSAND NINE HUNDER AND EIGHTY-FIVE FORINTS.**

- 1.3 This Bid is made by the Offeror to the Shareholders of the Offeree Company for all Shares of the Offeree Company.

1.3.1 Start Date of the Bid Period [•] day [•] month [•] year, the Closing Date is the 30th (thirtieth) day following the Start Date of the Bid Period, or, if it is a public holiday, the first working day thereafter, i.e., [•] day [•] month [•] year.

1.3.2 The Offeror contracted **EQUILOR Befektetési Zártkörűen Működő Részvénytársaság** (registered office: 1026 Budapest, Pasaréti u 122-124.; company registration number: Cg.01-10-041431), an investment service provider with an operating licence referred to in Section 5 (2) d) of the Investment Services Act, licence number: PSZÁF (HFSA) decision III./73.051-6/2002 of 18 December 2002 (investment services, ancillary investment services), holding an official authorisation issued by the Supervisory Authority for the pursuit of 'advice and services relating to capital structure, business strategy and related issued as well as mergers and acquisitions' referred to under Section 5 (2) d) of the Investment Services Act, to implement the acquisition of major holding based on the Bid.

1.3.3 Subject to these provisions required by Hungarian law, the Offeror draws attention to the fact that this Bid, its Annexes or any accompanying documentation, will not be made, sent, forwarded or distributed, either directly or indirectly, in any form (by post or delivery in person, copying or electronic transmission, or by distribution or transfer by any other means of communication or telecommunication) in the United States or in any other country where the transfer, publication, private or public disclosure of this Bid, its annexes or accompanying documentation is in violation of any law, market practice or other general or norms bidding in even a limited scope, or where it is otherwise restricted by the above. This Bid is governed solely by the laws of Hungary and will not be notified and authorised under the Securities Act of 1933 and other federal laws and regulations of the United States of America, as amended, and will not be notified or authorised in any other country either, nor shall it be deemed to be a takeover bid under the laws and capital market supervision regulations of those countries. In the event that the Declaration of Acceptance is signed by, or appears to have been signed by, a person domiciled or registered in the United States of America or in any country other than Hungary referred to and described above, or the

Declaration of Acceptance returned from, or appears to have been returned from, the United States of America or any country other than Hungary referred to and described above, the Offeror shall be entitled to invalidate such a Declaration of Acceptance for which therefore no Share Sale and Purchase Agreement shall be established

- 1.3.4 The Offeror recommends the Shareholders to consult with their accountant, tax advisor and financial expert on tax issues related to the acceptance of the Bid.
- 1.3.5 Shareholders may contact the Implementing Agent in connection with their questions related to the Bid at the Places of Acceptance during opening hours or at the following telephone number, on business days from Monday to Thursday from 8:30 am to 4:30 pm, and on Fridays from 8:30 am to 3:30 pm, and on the Closing Date from 8:30 am to 3:00 pm.

EQUILOR Befektetési Zártkörűen Működő Részvénytársaság

Phone: +36-1-430-3980

- 1.3.6 The template of this Bid and of the Declaration of Acceptance is available at the Place of Acceptance specified in Annex 4 to the Bid or can be downloaded from the websites of the Places of Publication.
- 1.3.7 THE PUBLIC TAKEOVER BID WAS APPROVED BY THE SUPERVISORY AUTHORITY IN ITS DECISION NO. [•] ON [•] (DATE). THIS - OR after the expiry of the procedural deadlines laid down in Section 70 (2) of the Capital Market Act - THE OFFEROR SHALL INITIATE THE DISCLOSURE OF THE BID IN A MANNER SPECIFIED IN THE CAPITAL MARKET ACT, INDICATING THE START AND CLOSING DATES FOR THE PERIOD AVAILABLE FOR MAKING THE DECLARATIONS OF ACCEPTANCE. THE OFFEROR HAS NOT INITIATED ANY PROCEDURE BEFORE THE HUNGARIAN COMPETITION AUTHORITY.

2 PERSONS AND COMPANIES AFFECTED BY THE BID

2.1 The Offeree Company

- 2.1.1 Name of the Offeree Company: **MKB Bank Nyrt.**; registered office: 1056 Budapest, Váci u. 38.; Company registration number: Cg.01-10-040952, statistical code: 10011922 6419 114 01; tax number: 10011922-4-44; community tax number: HU17781334; its subscribed capital is HUF 100,000,000,000 (i.e., one hundred billion HUF), of which HUF 100,000,000,000, i.e., one hundred billion HUF) is cash contribution, while HUF 0, i.e., HUF zero is non-cash contribution.
- 2.1.2 The subscribed capital of the Offeree Company consists of 100,000,000, i.e., one hundred million registered dematerialised ordinary shares with a nominal value of HUF 1,000 (i.e., one thousand forints) each. The shares provide the same shareholder rights. Each ordinary share entitles the shareholder to a voting right, and the extent of the voting right is the same for all shares. The voting right is granted in proportion to the nominal value of each ordinary share. The Shares are freely transferable. On the date of this Bid, the Offeror owns 97,185,008 i.e., ninety-seven million one hundred and eighty-five thousand and eight ordinary shares with a nominal value of HUF 1,000 (i.e., one thousand forints) per share.

The statement referred to in the second clause of Section 69 (2) (b) of the Capital Market Act is contained in Annex 5 to the Bid. The Shares are listed on the Budapest Stock Exchange in the Standard category of Shares and are not listed on any other regulated market.

2.2 Presentation of the Offeror

Company name: **Magyar Bankholding Zártkörűen Működő Részvénytársaság**
Registered office: 1122 Budapest, Pethényi köz 10.
Company registration number: Cg.01-10-140865
Tax number: 27961104-2-43
Subscribed capital: HUF 56,400,000,000

2.3 Persons acting in concert during the acquisition of major holding

2.3.1 The Bid shall be submitted by the Offeror appointed by the Persons Acting in Concert pursuant to Section 68 (3) of the Capital Market Act.

2.3.2 The Offeror and the Persons Acting in Concert or, in the case of a natural person, their close relative with major holding in the Offeree Company, and their affiliated companies may not enter into a transaction for the transfer, sale or encumbrance of the Shares affected by this Bid, except for the Share Sale and Purchase Agreement concluded under this Bid, from the date of submission of this Bid to the Supervisory Authority for approval to the Closing Date.

2.4 Extent of the influence of the Persons Acting in Concert, including the Offeror, in the Offeree Company

2.4.1 The names of the Persons Acting in Concert, including the Offeror, the series, number and nominal value of the shares held by them in the Offeree Company as well as the extent of their direct and indirect influence are contained in Annex 5 to the Bid. Prior to submitting the Bid, the Persons Acting in Concert hold in total 97.19% participation and voting shares in the Offeree Company. The Offeror and the Persons Acting in Concert are all legal persons, so they do not have any close relatives. Accordingly, the data indicated in Annex 5 to the Bid already contain all the data referred to in Section 69 (2) b) of the Capital Market Act.

2.4.2 For the reason according to Section 68 (2) d) of the Capital Market Act and from the date of disclosure of the Bid pursuant to Section 55 (2) of the Capital Market Act, the Persons Acting in Concert therefore hold, directly and indirectly, in total 97.19% influence in the Offeree Company at the time of the Bid submitted within the statutory deadline.

Neither the Offeror nor any affiliated company of the Offeror, or any person acting on behalf of these persons, has previously made a statutory public takeover bid pursuant to Section 68 (1) of the Capital Market Act or a voluntary public takeover bid for the Shares pursuant to Section 79 of the Capital Market Act. In accordance with the data included in Annex 5 to the Bid, the Persons Acting in Concert have in total 97,185,008 shares.

2.4.3 The Offeror declares and warrants the following in respect of the shares held by them:

- (i) refrain from any sale and/or encumbrance of the shares from the entry into force of the Collaboration Agreement to the Closing Date;
- (ii) neither the Offeror nor its affiliated companies referred to under Section 5 (1) item 65 of the Capital Market Act have entered into any transaction in accordance with Section 72 (1) (ab), ad), ae) and af) of the Capital Market Act within 180 days prior to the entry into force of the Collaboration Agreement in which the consideration exceeds or exceeded the Bid Price;
- (iii) neither the Offeror nor its affiliated companies enter into a transaction in accordance with Section 72 (1) ab), ad), ac) and af) of the Capital Market Act after the entry into force of the Collaboration Agreement, until the disclosure of the Bid, in which the consideration exceeds the Bid Price.

2.5 The Implementing Agent

Pursuant to Section 68 (4) of the Capital Market Act, the Offeror contracted the Implementing Agent in possession of an official permit issued by the Supervisory Authority for the pursuit of the service referred to under Section 5 (2) (d) of the Investment Services Act to acquire major holding through the Bid. The Implementing Agent contracted by the Offeror is EQUILOR Befektetési Zártkörűen Működő Részvénytársaság (registered office: 1026 Budapest, Pasaréti u. 122-124, company registration no.: Cg.01-10-041431; tax number: 10379925-2-41; community tax number: HU10379925; subscribed capital: HUF 1,000,000,000). The Implementing Agent is authorised to pursue investment services and ancillary investment services based on the decision of the Hungarian Banking and Capital Market Supervision 73.051/1998 of 09 November 1998 and the decision of the Hungarian Financial Supervisory Authority III./73.051-6/2002 of 18 December 2002, commodity exchange services based on HFSA decision E-III/139/2006 of 27 February 2006, asset management services for voluntary mutual insurance funds and private pension funds based on decision 2607/1999 of 31 December 1999, limited payment services relating to the management of client accounts based on HFSA decision E-III-102/2005 of 02 February 2005, placement of financial assets with a commitment to purchase the asset (securities or other financial assets) (subscription guarantee) referred to under Section 5 (1) f) of Act CXXX VIII of 2007 (Investment Services Act) based on the decision of the Hungarian Financial Supervisory Authority EN-III-57/2010 of 15 July 2010, trade in foreign currencies and exchange relating to investment services referred to under Section 5 (2) e) of the Investment Services Act based on HFSA decision EN-III-1043/2011 of 26 September 2011 as well as to prepare investment analyses and financial analyses as ancillary services referred to under Section 5 (2) f) of the Investment Services Act based on a decision of Magyar Nemzeti Bank H-EN-III-295/2020 of 21 May 2020. The Implementing Agent may not enter into any transaction on its own account, except for the share transfer agreement concluded within the framework of the bid for the Shares covered involved in this Bid from 5 October 2020 until the Closing Date.

3 THE BID PRICE

3.1 The amount of the Bid Price

The Bid Price per Share offered by the Offeror is HUF 1,985, i.e. one thousand nine hundred and eighty-five forints per Share which is the minimum price calculated on the basis of the mandatory provisions of Section 72 of the Capital Market Act, i.e., the value of equity per share in the present case. The Bid Price will be paid only in cash, in Hungarian forints. The method of calculating the Bid Price is presented in Section 3.2 below.

3.2 Method of calculating the Bid Price

3.2.1 The Bid Price was determined by the Offeror on the basis of the provisions of Section 72 of the Capital Market Act, taking into account the following data and factors. Shares are securities admitted for trading on a regulated market, and therefore the Bid Price must reach the highest of the following amounts:

- (i) *The volume weighted average stock market price of the shares of the Offeree Company for the 180-day (one-hundred-and-eighty) period preceding the date when the Bid was submitted to the Supervisory Authority for approval (Section 72 (1) a) aa) of the Capital Market Act)*

No stock exchange transaction was concluded in respect of the Offeree Company's shares within 180 (one hundred and eighty) days prior to the submission of the Bid to the Supervisory Authority, therefore there is no volume-weighted average stock market price of the Offeree Company's shares.

- (ii) *The highest price contracted for the transfer of the Offeree Company's ordinary shares by the Persons Acting in Concert and affiliated persons within the 180-day (one-hundred-and-eighty-day period) preceding the date when the Bid was submitted (Section 72 (1) a) ab) of the Capital Market Act)*

The highest transfer price included in the transfer agreement concluded for the Offeree Company's ordinary shares by the Persons Acting in Concert and affiliated persons within 180 (one hundred and eighty) days prior to the submission of the Bid was HUF 1,786.29, i.e., one thousand seven hundred and eighty-six point twenty-nine hundredth forints.

- (iii) *The volume weighted average stock market price of the shares of the Offeree Company for 360 (three-hundred-and-sixty) days prior to the date when the Bid was submitted to the Supervisory Authority for approval (Section 72 (1) a) ac) of the Capital Market Act)*

No stock exchange transaction was concluded for the Offeree Company's shares within 360 (three hundred and sixty) days prior to the submission of the Bid to the Supervisory Authority, therefore there is no volume-weighted average stock market price for the Offeree Company's shares.

- (iv) *The total of the contracted call price and the fee for a purchase or repurchase option exercised by the Persons Acting in Concert and affiliated persons within 180 (one hundred and eighty) days preceding the date of submission of the Bid to the Supervisory Authority (Section 72 (1) a) ad) of the Capital Market Act)*

Within 180 (one hundred and eighty) days prior to the submission of the Bid to the Supervisory Authority by the Persons Acting in Concert and the affiliated persons, no purchase or repurchase option was exercised in respect of the ordinary shares of the Offeree Company.

- (v) *With regard to the purchase and repurchase option included in the agreement concluded within 180 (one hundred and eighty) days prior to the submission of the Bid to the Supervisory Authority by the Persons Acting in Concert and the affiliated parties, the total amount of the call price and fee specified in the agreement (Section 72 (1) a) ae) of the Capital Market Act)*

Within 180 (one hundred and eighty) days prior to the submission of the Bid to the Supervisory Authority, the Persons Acting in Concert and affiliated persons have not entered into an agreement establishing a purchase or repurchase option for the ordinary shares of the Offeree Company.

- (vi) *The consideration received for the concerted exercising the voting rights pursuant to an agreement concluded within 180 (one hundred and eighty) days by the Persons Acting in Concert and affiliated persons prior to the date of submission of the Bid to the Supervisory Authority (Section 72 (1) a) af) of the Capital Market Act)*

Within 180 (one hundred and eighty) days prior to the submission of the Bid to the Supervisory Authority, the Persons Acting in Concert and the related persons have not concluded an agreement on the concerted exercise of voting rights in return for consideration in relation to the Offeree Company.

- (vii) *Value of equity per share (Section 72 (1) a) ag) of the Capital Market Act)*

Based on the latest audited consolidated financial statements (for the 2019 business year) prepared in accordance with International Financial Reporting Standards and approved by the General Meeting of the Offeree Company the value of equity per share was HUF 1,985, i.e., one thousand nine hundred and eighty-five Forints.

3.2.2 OF THE AMOUNTS ESTABLISHED ON THE BASIS OF THE FACTORS SET OUT IN SECTION 3.2.1 ABOVE, THE HIGHEST AMOUNT IS HUF 1,985, I.E. ONE THOUSAND NINE HUNDER AND EIGHTY-FIVE FORINTS; THE BID PRICE WAS ESTABLISHED IN THIS AMOUNT.

3.3 The method and deadline for the payment of the Bid Price, the legal consequences of late payment

- 3.3.1 The Offeror shall pay the Shareholders validly accepting the Bid the purchase price equivalent to the Bid Price multiplied by the number of shares sold by the Accepting Shareholder in the Declaration of Acceptance serving as the Share Sale and Purchase Agreement in full in cash (only in Hungarian Forints) within five (5) business days after the Closing Date by transfer into the bank account or client account kept with a Hungarian account manager indicated in the Declaration of Acceptance If, on the basis of the information provided by the Accepting Shareholder in the Declaration of Acceptance, the consideration for the Shares cannot be paid to the Implementing

Agent by transfer e.g. because the Accepting Shareholder provided a wrong, incomplete bank account number, the Implementing Agent shall keep the amount to be paid as consideration for the Shares to the Accepting Shareholder in the "Bid MKB 2021" cash account. The costs of transfers of the Implementing Agent making the payment shall not be borne by the Accepting Shareholder, however, the costs and fees of the financial institution receiving the transfer shall be borne by the Accepting Shareholder.

- 3.3.2 In order to secure the payment of the Bid Price, Takarékbank Zártkörűen Működő Részvénytársaság (registered office: 1117 Budapest, Magyar Tudósok körútja 9. block G., company registration number: Cg.01-10-140275) issued a bank guarantee of up to HUF 6,100,000,000, i.e., six billion and one hundred million Forints, which complies with Section 69 (7) c) of the Capital Market Act. The bank guarantee shall be submitted to the Supervisory Authority together with the request for approval of this Bid.
- 3.3.3 The Offeror draws the attention of the Shareholders to the fact that the Offeror is obliged to pay the Bid Price within 5 (five) business days after the Closing Date of the deadline for acceptance of the Bid, exclusively by bank transfer, into the bank account or client account kept by a Hungarian account manager indicated in the Declaration of Acceptance. If the Bid Price is settled after the above date, the Offeror shall pay default interest on the outstanding Bid Price in compliance with the provisions of the Civil Code. The Offeror and the Implementing Agent shall not be liable for any delay related to the transfer that has occurred after the submission of the bank transfer order.
- 3.3.4 If the Bid Price is not paid within 30 (thirty) days after the expiry of the payment deadline, the Accepting Shareholder may withdraw from the Share Sale and Purchase Agreement in writing. The withdrawal shall become effective towards the Offeror when the Implementing Agent receives a written notice from the Shareholder of the exercise of the right of withdrawal.
- 3.3.5 If the right of withdrawal is exercised by the Accepting Shareholder, the Offeror is obliged to notify the Supervisory Authority of this fact within 2 (two) working days. Payment of the default interest or exercising the right of withdrawal from the contract shall have no effect on the Supervisory Authority's powers to impose the sanctions defined in the Capital Market Act for any violation of the regulations pertaining to payment of the consideration.

4 DEADLINE FOR THE ACCEPTANCE OF THE BID

The deadline for the acceptance of the Bid (Bid Period) is from 9:00 am of the Start Date to 3:00 pm on the Closing Date. The Start Date of the Bid Period is [•], the Closing Date is the 30th (thirtieth) day following the Start Date, or, if it is not a business day, the first business day thereafter, i.e., [•] (date).

5 PLACE AND METHOD OF MAKING A DECLARATION OF ACCEPTANCE

5.1 The acceptance of the Bid shall be deemed valid if:

- i) the number of Shares indicated in the Declaration of Acceptance is actually credited within the Bid Period to the Implementing Agent's account number 0042/045033 'Bid MKB 2021' kept at KELER Zrt. and the Share(s) remain in that account until the closing of the takeover bid procedure, ***and***

- ii) the Accepting Shareholder sends 2 original, signed copies of the Declaration of Acceptance attached as Annex 1 to the Bid to the Place of Acceptance together with the data and information to be indicated together with the Annexes to be attached according to the Declaration of Acceptance and the Completion Guide no later than 3:00 pm on the Closing Date.
- 5.2 The Offeror draws the attention of the esteemed Shareholders to the fact that the condition for the validity of the Declaration of Acceptance is that the number of Shares indicated in the Declaration of Acceptance is actually credited to the Implementing Agent's account no. 0042/045033 entitled "Bid MKB 2021" kept with KELR Zrt.
- 5.3 The Declaration of Acceptance must be completed in two copies per account and sent to the Implementing Agent together with the Annexes to be attached as necessary under the Completion Guide. Thus, if the Accepting Shareholder wishes to offer shares from more than one securities accounts (for example, from several ordinary securities accounts and/or long-term investment and/or pension savings accounts) or some parts of the income from the sale of the Shares are subject to different personal income tax assessment, two Declarations of Acceptance must be completed for each account. The Declaration of Acceptance, together with the Completion Guide, can be downloaded from the Websites of the Places of Publication and is available to Shareholders at the Place of Acceptance.
- 5.4 Methods of issuing the Declaration of Acceptance for the Bid:
- 5.4.1 Sending the Declaration of Acceptance by post
- The Declaration of Acceptance may also be sent to the Implementing Agent by post. In this case, the Accepting Shareholder is obliged to make sure that the Declaration of Acceptance is in the form of a private document fully acceptable as proof or of an authentic instrument i.e., if the Declaration of Acceptance is issued by a natural person, it shall be signed by the Accepting Shareholder and, pursuant to Section 325 (1) b) of Act CXXX of 2016, by two witnesses or be made before a notary public, while in the case of legal persons, an official signature according to the rules of company representation is required. It is important to initial all pages of the Declaration of Acceptance in addition to the signature. If sent by mail, it is recommended to post the Declaration of Acceptance as registered mail with acknowledgement of receipt. The Declaration of Acceptance shall be sent to the postal address of the Implementing Agent. Please take into account the time required for postal delivery, taking and that only Declarations of Acceptance actually delivered to the Implementing Agent by the Closing Date of the Bid Period will be accepted. The Declaration of Acceptance must be accompanied by Annexes relevant to the given Accepting Shareholder. If the Declaration of Acceptance is issued abroad, the rules set out in Section 5.11 shall apply. If the Declaration of Acceptance is signed on behalf of a non-natural person Accepting Shareholder, the Declaration of Acceptance must be signed officially, in accordance with the rules of company signature, indicating the name(s) of the signatory representative(s) and the legal capacity of the represented organisation, the official document certifying the signatory right of the representative(s) (certificate of incorporation not older than 30 days) and, if any, copies of the specimen signatures/registered signature samples of the representatives.
- 5.4.2 Administration in person

The Accepting Shareholders shall be able to submit Declarations of Acceptance in person. Administration in person is permitted at the address of the Implementing Agent stated in Annex 4 of the Bid, during the business hours specified therein.

In all cases, for administration in person, always bring your identity documents and, in the case of legal persons, the documents indicated in Section 5.9.

5.4.3 Administration in person by a Proxy

The Accepting Shareholder may appoint a Proxy for administration in person. In this case, the rules set forth in Section 5.4.2 shall apply mutatis mutandis to the Proxy, provided that the Proxy shall be entitled to act on behalf of the Accepting Shareholder only in possession of a proxy authorisation pursuant to Section 5.10.

5.4.4 The Place of Acceptance

The address of the Place of Acceptance is included in Annex 4 to this Bid. Administration in person can be initiated in the Implementing Agent's office open to customers (From the Start Date, i.e. [•] day [•] month of the year 2020, to the Closing Date i.e., [•] day [•] month of the year 2020 (including both days) at the address of Hungary, H-1026 Budapest, Pasaréti út 122-124) during the business hours specified in Annex 4 to the Bid. In the case of postal delivery, in order to certify the fact of delivery and the date of delivery, it is recommended to send the Declaration of Acceptance by registered mail with acknowledgement of receipt to the address of the Implementing Agent (EQUILOR Befektetési Zártkörűen Működő Részvénytársaság, Hungary H-1301 Budapest, P.O. Box 7.) with the title 'Bid MKB 2021' on the envelope. If the Declaration of Acceptance is not submitted in person, the Implementing Agent shall send the client copy of the Declaration of Acceptance to the Accepting Shareholder by post.

5.5 The Accepting Shareholder shall decide on and take the risk of the administration method chosen to deliver the Declaration of Acceptance and its Annexes to the Place of Acceptance, but the Bid shall be deemed to have been delivered only upon their actual receipt thereof within the deadline. Unless proven otherwise, the declaration of the Implementing Agent shall be considered prevailing with regard to the receipt. The Offeror draws the attention of the Shareholders to the fact that the responsibility for issuing and/or delivering the Declaration of Acceptance through a Proxy or by post rests with the party eligible to issue the Declaration of Acceptance, i.e., the Accepting Shareholder.

5.6 In the case of postal delivery, only a Declaration of Acceptance that is actually delivered to the Place of Acceptance or its postal address by 3:00 pm on the Closing Date shall be deemed to have been received in time. In the case of submission by post, it is recommended that the Declaration of Acceptance be sent by registered mail with acknowledgement of receipt to the following address:

EQUILOR Befektetési Zártkörűen Működő Részvénytársaság
Hungary, H-1301 Budapest P.O. Box 7.

The title "Bid MKB 2021" should be stated on the envelope.

5.7 The Accepting Shareholder may not withdraw the Declaration of Acceptance.

- 5.8 The costs and fees incurred by the credit institution managing the account of Accepting Shareholder or its investment service provider in connection with the acceptance of the Bid shall be borne by the Accepting Shareholder.
- 5.9 If the Declaration of Acceptance is signed on behalf of a non-natural person Accepting Shareholder, the Declaration of Acceptance must be signed officially, in accordance with the rules of company signature, indicating the name(s) of the signatory representative(s) and the legal capacity of the represented organisation, the official document certifying the signatory right of the representative(s) (certificate of incorporation not older than 30 (thirty) days) and, if required under the regulations prevailing at the place of registration of the given person, copies of the specimen signatures/registered signature samples of the representatives.
- 5.10 In the case of proceedings by Proxy, in addition to the documents specified above, the Proxy is obliged to submit its Proxy Authorisation in Hungarian and, in the case of a Proxy Authorisation in a foreign language, the certified translation thereof. (The Offeror recommends to the Esteemed Shareholders that if they intend to grant a Proxy Authorisation to their Proxy in a private document fully acceptable as proof, they should use the text of the Recommended Proxy Authorisation attached to the Bid in Annex 3. The use of the Proxy Authorisation template is not mandatory, but the Proxy Authorisation must contain the identification data and declarations requested in the Proxy Authorisation template). In the case of a document issued in the domestic territory, the Proxy may act with a Proxy Authorisation included in a private document fully acceptable as proof, certified by two witnesses, or in an authentic instrument.
- 5.11 The Proxy Authorisation and/or the Declaration of Acceptance included in the document issued abroad must be certified by the competent foreign Hungarian embassy/authority (embassy, consulate) at the place of issue, or the documents signed before the foreign notary must be endorsed with a notarization clause (*Apostille*) in accordance with the provisions of the Hague Convention. Pursuant to Hungary's bilateral agreements with certain states, these states do not require certification or an apostille, or the application of the Hague Convention, only the notarial signature authentication, in respect of the Proxy Authorisations and/or Declarations of Acceptance issued abroad. The Accepting Shareholder shall provide sufficient evidence of the content and formal requirements of such Proxy Authorisations and/or Declarations of Acceptance when issuing the Proxy Authorisation and/or Declaration of Acceptance, provided that it avails itself of the relief provided by the bilateral agreement. The Ministry of Justice provides information on the State Parties of the Convention. The same rules apply to other declarations signed abroad that may also be required.
- 5.12 The validity of the acceptance of the Bid shall be examined by the Implementing Agent on behalf of the Offeror. If the acceptance of the Bid does not meet the conditions described in this Section 5, the acceptance of the Bid shall be invalid, the declaration is not suitable for the intended legal effect, the intended sale will not take place. In this case, the Implementing Agent shall ensure that the Shares are transferred back to the securities account specified by the given Accepting Shareholder in Section 6 of the Declaration of Acceptance or to the securities account from which the Share(s) were transferred into the securities account of the Implementing Agent held with KELER Zrt. within 5 (five) working days from the Closing Date. To ensure a possible subsequent transfer, the Shareholder is obliged to maintain the securities account until the closing of the takeover bid procedure. If the securities account is terminated, the Shareholder is obliged to open a new securities account and notify the Implementing Agent immediately. The Implementing Agent shall not be liable for any damage resulting from the breach of these obligations.

- 5.13 It does not affect the validity of the Bid or the acquisition of ownership of the Shares by the Offeror if the submitted acceptance documentation cannot be considered complete solely because the Shareholder did not indicate a bank account, client account in the Declaration of Acceptance for the payment of the Bid Price, or it is stated incorrectly or is unsuitable to receive the consideration. In such a case, the consideration due to the Shareholder, but not paid due to the above, will be credited to the settlement account held with the Implementing Agent no later than on the 6th (sixth) banking business day following the conclusion of the Share Sale and Purchase Agreement until the respective Accepting Shareholder replaces or corrects the missing or incorrect information required for the payment of the consideration in a written declaration made at the Implementing Agent. If the Shareholder makes the declaration at the Implementing Agent, the Implementing Agent shall ensure the payment of the consideration into the account number indicated in the declaration within 5 (five) banking business days from the date of the declaration. Neither the Offeror nor the Implementing Agent will send a separate notification to the Shareholder about the deficiency or error of the bank account number indicated for the payment of the Bid Price, or the payment of consideration that failed due to these reasons. As described above, the Implementing Agent is entitled to receive and accept the declaration as valid even in the absence or in the case of an error of the account number to be used for the payment of the Bid Price. Neither the Offeror nor the Implementing Agent pays interest and the Offeror shall not be in default under Section 74 (8) of the Capital Market Act if the payment of the consideration is not possible due to information incorrectly provided or not provided at all in the Declaration of Acceptance.
- 5.14 The Declaration of Acceptance, together with the necessary Annexes, can be accepted by submission in person in the Implementing Agent's designated branch during its regular business hours or until 3:00 pm. on the Closing Date.
- 5.15 The address of the Place of Acceptance and the business hours are included in Annex 4 to this Bid.
- 5.16 If the Bid is terminated for any reason, the acceptance of the Bid is invalid for any reason or the Accepting Shareholder has exercised the above specified right of withdrawal, the Implementing Agent shall ensure that the Shares are transferred back to the Accepting Shareholder's securities account after that date or the date of receipt of the withdrawal declaration by the Implementing Agent. If the Shareholder does not have a securities account at the time of the return transfer, the Shares will be placed in securities account no. 0042/045033. The Implementing Agent shall initiate the transfer of the Share(s) within 6 (six) banking business days of receipt of the Shareholder's written notification of the new securities account containing the data required for the transfer.
- 5.17 The Offeror draws the attention of Distinguished resident Private Individual Shareholders who do not yet have a tax identification number, that it is necessary to obtain it before accepting the Bid, as the Accepting Shareholder's tax identification number is mandatory when completing the Declaration of Acceptance, as without that the acceptance of the Bid is invalid. The tax identification number can be requested in person at the territorially competent tax authority. In Hungary, the competent tax authority is expected to issue a certificate of the tax identification number within 15 (fifteen) days, based on which the relevant part of the Declaration of Acceptance issued upon acceptance of the Bid can be filled in.
- 5.18 Transfer of shares

The condition for the validity of the Declaration of Acceptance is that the Shares offered in the Declaration of Acceptance are actually credited within the Bid Period to the 0042/045033 'Bid

MKB 2021' securities account kept by the Implementing Agent at KELER Zrt., provided that if the number of shares indicated on the Declaration of Acceptance differs from the number of Shares transferred, the acceptance of the Bid is valid for the lesser of the Shares included in the Declaration of Acceptance or actually transferred to the given 0042/045033 'Bid MKB 2021' securities account kept by the Implementing Agent at KELER Zrt.

The Accepting Shareholder bears the liability and risk for transferring of the Shares.

In the order given for the transfer, please indicate the above account number of the Implementing Agent kept by KELER Zrt, and the number of your client and securities account (from which you initiated the transfer), as well as your tax ID/tax number in the remarks field!

We draw the attention of natural person Shareholders that if the Bid is accepted and if their income from the sale of the Shares qualifies as income from a capital market transaction controlled in accordance with Section 67/A of the Personal Income Tax Act, at the same time as the transfer order, ask the transferring investment service provider to certify of the Cost of Shares to the Implementing Agent. In this case, the investment service provider initiating the transfer shall certify the Cost of Shares to the Implementing Agent during the execution of the order.

If the Shareholder's service provider refuses to comply with the above procedure, the Shareholder shall request the relevant investment service provider in person to issue a certificate of the Cost in accordance with Annex 6 of the Bid and attach it to the Declaration of Acceptance. Otherwise, i.e., in the absence of a certificate of the Cost, the Implementing Agent will consider the total income (i.e., the Bid Price per Share) as a Capital Gain. In determining the Capital Gain, the Implementing Agent will only accept the Cost Certificate of the investment service provider transferring the Shares, unless the Accepting Shareholder declares that the income from the sale of the Shares constitutes a Capital Gain. In the latter case, the Implementing Agent also accepts the declaration of the Accepting Shareholder sent in the form set out in Annex 7 of the Bid as certification of the Cost and auxiliary expenses.

6 CERTAIN ADDITIONAL DECLARATIONS OF THE ACCEPTING SHAREHOLDER

- 6.1 By signing the Declaration of Acceptance *in Annex 1* to this Bid, the Accepting Shareholder irrevocably agrees to sell to the Offeror (designated as defined in Section 2.3.2 of this Bid) the number of Shares specified in the Declaration of Acceptance, free from litigation, encumbrance, claim, pre-emption right and free of any rights of a third party (including non-legal persons with legal capacity), as set out in the Bid.
- 6.2 By signing the Declaration of Acceptance, the Accepting Shareholder *represents and warrants* that on the date of signing the Declaration of Acceptance and the Closing Date:
- 6.2.1 the Accepting Shareholder is an organisation that is legally established and existing according to the place of establishment, its acting representative has the necessary power to sign the Declaration of Acceptance and to perform the obligations contained therein, as well as the necessary authorisations to sign and perform the Declaration of Acceptance (if the Accepting Shareholder is not a natural person);
- 6.2.2 the Declaration of Acceptance is a legal, valid and binding commitment signed by the Accepting Shareholder in person or officially or through a Proxy with a Proxy Authorisation;

- 6.2.3 the Shares offered for purchase by the Accepting Shareholder constitute legal property without any encumbrances and transfer limitations and the Accepting Shareholder is entitled to sell and transfer them free of litigation, encumbrance, claim, pre-emption right and any third party rights;
 - 6.2.4 the signing of the Declaration of Acceptance and the execution of the obligations arising from the acceptance of the Bid do not violate the provisions of the law applicable to the Accepting Shareholder or the Offeror, and that the acquisition of knowledge of the Bid did not infringe the rules of law applicable to them or the Offeror;
 - 6.2.5 all data and information provided by the Accepting Shareholder in the Declaration of Acceptance are accurate, complete and true, and the Accepting Shareholder undertakes to notify the Implementing Agent immediately in the case of a change in these data until the bidding procedure is completed;
 - 6.2.6 the Bid was irrevocably accepted in respect of the number of Shares specified in the Declaration of Acceptance. The Accepting Shareholder acknowledges that if the number of Shares properly identified and actually transferred to the 0042/045033 'Bid MKB 2021' account kept by the Implementing Agent at KELER Zrt differs from the number of Shares indicated in the Declaration of Acceptance, the acceptance of the Bid will be effective in respect of the lesser of the Shares included in the Declaration of Acceptance or actually transferred to the 0042/045033 'Bid MKB 2021' account kept by the Implementing Agent at KELER Zrt
 - 6.2.7 the Shares are sold together with all rights in or after the Closing Date relating to the Shares, including without limitation the voting rights and the right to dividends payable on the Shares after the Closing Date; and
 - 6.2.8 in case of the valid conclusion of the Share Sale and Purchase Agreement, after its entry into force and the payment of the price of the Shares, the Offeror is entitled to enter their ownership of the Shares in the Offeree Company's register of shares without restrictions.
- 6.3 By signing the Declaration of Acceptance attached as Annex 1 to this Bid, the Accepting Shareholder irrevocably consents to the registration of the offered Shares in the securities account of the Implementing Agent and to the Implementing Agent's processing of the personal data contained in the Accepting Shareholder's Declaration of Acceptance and transferring it to the Offeror.

7 CONCLUSION OF THE SHARE SALE AND PURCHASE AGREEMENT

- 7.1 The Share Sale and Purchase Agreement will be established and entered into force between the Offeror and the Accepting Shareholder, with the content specified in this Bid, on the Closing Date upon submission of the valid Declaration of Acceptance, unless ceased to exist in accordance with Section 8 of this Bid.
- 7.2 The Shareholder acknowledges that if only the Declaration of Acceptance or only the transferred Shares are available to the Offeror or the Implementing Agent by 3:00 p.m. on the Closing Date of the Bid, acceptance of the Bid is not valid.

7.3 The Offeror and the Implementing Agent shall notify the results of the Bid to the Supervisory Authority within 2 (two) calendar days after the Closing Date and publish them simultaneously with the announcement in accordance with the rules for the publication of the Bid.

8 CESSATION OF THE BID AND THE ESTABLISHED SHARE SALE AND PURCHASE AGREEMENT

8.1 This Bid and the Declarations of Acceptance are repealed by the disclosure of a counter-bid approved by the Supervisory Authority pursuant to Section 75 (4) of the Capital Market Act.

8.2 With respect to the Accepting Shareholder, the established Share Sale and Purchase Agreement shall cease if the Accepting Shareholder exercises the right of withdrawal pursuant to Section 74 (8) of the Capital Market Act, referred to in Section 3.3.4 of this Bid and the written shareholder declaration to that effect is received by the Implementing Agent.

8.3 As the Offeror currently has more than 50% influence in the Offeree Company, the Offeror does not have the right to withdraw from the Bid as regulated in Section 74 (4) of the Capital Market Act.

8.4 If

- (i) according to Section 8.1 of this Bid, the bid and the Declaration of Acceptance are repealed, or
- (ii) the Share Sale and Purchase Agreements already concluded in accordance with Section 8.2 of this Bid cease to exist,

then, depending on the case, the Offeror ensures with the assistance of the Implementing Agent, that the Shares deposited with the Implementing Agent under this Bid are returned to the securities account indicated in the relevant Shareholder's Declaration of Acceptance within 5 (five) working days of the repealing and/or cessation date.

9 PLACE OF PUBLICATION OF THE NOTICES RELATING TO THE BID

The place of publication of the notices related to the Bid is the website of the Offeror (www.magyarbankholding.hu) and the website of the Implementing Agent (www.equilor.hu).

10 PURCHASE OPTION AND THE RIGHT TO SELL

10.1 The Offeror declares that if, within 3 months after the closing of the successful purchase bid, the Persons Acting in Concert have an influence of ninety percent or more in the Offeree Company and the Offeror certifies that they have sufficient collateral to execute the consideration required to acquire the shares subject to the purchase option, the Offeror intends to retain the right to **exercise its purchase option**, on the basis of Section 76/D (1) of the Capital Market Act, in respect of the Shares not owned by them, depending on their future decision (squeeze out).

10.2 Notwithstanding the above, pursuant to Section 76/D. (6) of the Capital Market Act, if at the closing of the takeover bid procedure the influence of the Persons Acting in Concert reaches ninety percent, at the written request of the shareholders of the remaining Shares, who have not made a Declaration of Acceptance during the Bid Period, within 90 days after the disclosure of the acquisition of 90% of the influence specified in Section 55 (2) of the Capital Market Act, the Offeror shall also purchase the Shares of these shareholders.

- 10.3 The consideration for the Shares, even if exercising the right to sell and purchase option, is the higher of the Bid Price and the value of the equity per Share of the Offeree Company. As equity, the value indicated in the last audited annual report of the Offeree Company shall be taken into account, as since the Offeree Company is obliged to prepare consolidated annual accounts in accordance with the accounting legislation, the equity means the consolidated equity.

11 PLACE TO VIEW THE OFFEREE COMPANY'S OPERATIONAL PLAN AND REPORT ON THE ACTIVITIES OF THE OFFEROR

The operation plan of the Offeree Company and the Report on the economic activity of the Offeror may be viewed during the Bid Period at the Place of Acceptance in the opening hours specified in *Annex 4* to the Bid.

12 DESCRIPTION OF THE OFFEROR'S RELATIONS WITH THE OFFEREE COMPANY

On 15 December 2020, the Offeror acquired a 97.19% majority qualifying holding in the Offeree Company realised with a capital increase, through a non-cash contribution. Simultaneously with the acquisition of ownership in the Offeree Company, the Offeror also acquired a qualifying interest in Budapest Bank Zrt and in MTB Magyar Takarékszövetkezeti Bank Zrt. With this step, the second largest banking group in Hungary was established.

According to the plan, the Offeror will develop a detailed merger schedule for the three banks and a detailed business strategy during 2021. Accordingly, the banks, including the Offeree Company, will retain their legal status for the time being and will operate as a separate entity and under a separate brand until a future merger process takes place. At the same time, members of the bank holding are already beginning to take advantage of the synergies arising from group operations.

The Offeror, as a financial holding company, performs prudential control and group management functions over the three banks, including the Offeree Company.

13 PROBABLE EMPLOYMENT CONSEQUENCES

The probable consequences for the Offeror's employment are contained in the business plan prepared by the Offeror and the report on the economic activity of the Offeror.

14 APPLICATION OF BREAKTHROUGH RULES

The rules of the breakthrough contained in Sections 76/A-76/C of the Capital Market Act do not apply to this Bid, considering that the Articles of Association of the Offeree Company do not contain any relevant provisions.

15 TAXATION ISSUES

The following indicative summary is a general description of certain tax consequences for the Shareholder in connection with the acceptance of the Bid and is not to be construed as a comprehensive description of any tax rules that may be relevant to the acceptance of the Bid by the Shareholder.

- 15.1 The following summary has been prepared in accordance with the Hungarian tax law regulations effective on the date of this Bid. If the applicable legal regulations change (even with retroactive effect), certain tax consequences for the Shareholder may differ from the

following. The tax consequences of accepting the Bid may also differ from the following in accordance with the provisions of any applicable conventions on the avoidance of double taxation and the individual circumstances of the Shareholder.

15.2 The following summary is not a substitute for expert advice. It is the decision and responsibility of the Shareholder accepting the Bid to seek personal financial, legal and tax advice.

15.3 *Tax issues if the Accepting Shareholder is a private individual with Hungarian tax residence*

15.3.1 The consequences of Hungarian personal income tax may vary depending on the type of income earned by the individual. Income from Shares may generally be:

- (i) income from a controlled capital market transaction;
- (ii) income from capital gains;
- (iii) income from long-term investments; or
- (iv) income credited to a pension savings account.

15.3.2 The tax liabilities of the Hungarian tax resident private individual Shareholder in connection with the Bid shall, as a general rule, be determined in accordance with the rules of the controlled capital market transaction (if the Shares are not registered in a non long-term investment account or a pension savings account and there are no special circumstances). Different income tax rules may apply to income from the sale of different Shares held by an Accepting Shareholder.

15.3.3 If the Accepting Shareholder does not declare the PSA or LTIA status of the securities account or a certificate from the Securities Account Manager confirming this is not received at the Place of Acceptance by the Closing Date of the bid and the private individual does not declare that their income from the Bid Price is taxable as a capital gain under the Personal Income Tax Act, the Implementing Agent shall take into account the income from the payment of the Bid Price as income from a controlled capital market transaction.

15.3.4 If the Accepting Shareholder does not provide the tax ID, the Implementing Agent may reject the Declaration of Acceptance or, if accepted, the payment of the Bid Price shall be refused pursuant to Section 34 (2) of Rules of Taxation Act until the providing of the Shareholder's tax ID.

15.3.5 Income from a controlled capital market transaction:

If the gain from the sale of the Shares is taxable as income from a controlled capital market transaction, the Implementing Agent is not liable to deduct tax (tax advance). The Implementing Agent shall issue a document (tax certificate) to the Accepting Shareholder in connection with the transfer of shares in accordance with the provisions of the Personal Income Tax Act. Pursuant to Section 67/A (5) of the Personal Income Tax Act, the income and tax shall be determined by the resident individual Accepting Shareholder on the basis of the document(s) (tax certificate(s)) issued by the Implementing Agent and their own records, they declare the tax in the return to be submitted for the tax year and pay the tax by the deadline for submitting the return.

By 15 February of the year following the tax year, the Implementing Agent shall provide data on the revenues generated by the individual Accepting Shareholders to the National Tax and Customs Administration, indicating the name and tax

identification number of the individual Accepting Shareholder(s) during the share transfer transactions concluded in the tax year on the basis of the acceptance of this Bid.

Profit or loss is determined as the difference between the revenue and the sum of the Cost and the auxiliary expenses. Profit on a controlled capital market transaction may be reduced, with certain limitations, by losses on other controlled market transactions.

15.3.6 Income from Capital Gains:

If the profit from the sale of the Shares is taxable as income from capital gains, it is subject to personal income tax. Profit or loss is determined as the difference between the revenue and the sum of the Cost and the auxiliary expenses. Income from capital gains cannot be reduced by capital losses on other transactions.

A personal income tax advance will be deducted from the Bid Price. The final personal income tax liability of the Accepting Shareholder shall be defined in the year-end tax return.

According to the Social Contribution Act, the income from capital gains is also subject to social contribution tax. The obligation to pay social contribution tax lasts as long as the income of the Accepting Shareholder under Section 1 (1)-(3) and Section 1 (5)a)-e) of the Social Contribution Act reaches twenty-four times the amount of the minimum wage in the current year. If the Accepting Shareholder does not declare that they have reached or are expected to reach the tax ceiling for the current year, the social contribution tax will be deducted from the Bid Price. The rate of social contribution tax at the time of submission of this Bid to the Supervisory Authority is 15.5%.

15.3.7 Long-term investment income and income credited to a pension savings account:

If the Shares are validly offered from a LTIA or PSA-R account, the Bid Price will be transferred to a cash account related to the LTIA or PSA-R account indicated in the certificate issued by the investment service provider initiating the transfer, during which no tax liability will be established. Due to the special tax rules for the LTIA and PSA-R accounts, in this case the tax liability may arise at the time of the withdrawal of the amount invested in the account.

15.4 Tax issues if the Accepting Shareholder is a Hungarian tax resident but not a private individual

No tax (tax advance) will be deducted from the Bid Price. Income from the sale of Shares may be subject to corporation tax and other taxes in accordance with the tax rules applicable to that Shareholder.

15.5 Tax issues if the Accepting Shareholder is not a Hungarian tax resident private individual

In the case of a non-resident individual Shareholder, in addition to what has been explained above in relation to Hungarian tax resident private individuals, the provisions of the agreement on the avoidance of double taxation between the State corresponding to its tax residence and Hungary also apply to the determination of tax liability. If the Accepting Shareholder has an account with the Implementing Agent, that is subject to a due diligence obligation in accordance with Act XXXVII of 2013 on International Administrative Cooperation in Matters of Taxation and Other Compulsory Payments, or is opening such an account and the non-

residence is established based on the due diligence process, the Implementing Agent shall take into account the tax residence on the basis of the result of this process. If the Accepting Shareholder does not have such an account with the Implementing Agent, or as a result of the due diligence, the Implementing Agent determines that the private individual is resident in more than one Member State, another state or another jurisdiction, the Accepting Shareholder must prove their foreign tax residence with a copy of the document (certificate of residence) issued by the foreign tax authority in English, or a professional translation thereof into Hungarian, or a copy of any of these. If the Accepting Shareholder does not declare their tax residence in the Declaration of Acceptance and does not prove their foreign tax residence, they must be considered Hungarian tax residents.

15.6 *Tax issues if the Accepting Shareholder is not a Hungarian tax resident or a private individual*

There is no tax liability in Hungary after the Bid Price, provided that the sale of the Shares is not related to the economic activity of the Accepting Shareholder through its Hungarian tax law site.

16 GOVERNING LAW

This Bid is made in accordance with the laws and regulations of Hungary, and is governed exclusively by the law of Hungary. It is based on the Capital Market Act effective on the day the Bid is submitted to the Supervisory Authority and must also be used for its interpretation.

17 JURISDICTION

In any dispute concerning this Bid and between the Offeror and the Shareholder related to the Share Sale and Purchase Agreement concluded by the acceptance of this Bid, the exclusive jurisdiction and competence of the Permanent Court of Arbitration operating next to the Hungarian Chamber of Commerce and Industry and the Arbitration Council established in accordance with its rules of procedure shall prevail. By accepting the Bid, the Accepting Shareholders expressly accept this right and arbitration clause.

18 LIABILITY OF THE OFFEROR

The Offeror declares that the data and information in the Bid are accurate to the knowledge of the Offeror. In accordance with Section 69 (2) n) of the Capital Market Act, the Offeror confirms that this Bid contains all relevant circumstances that may affect the Bid.

19 OTHER SIGNIFICANT CIRCUMSTANCES AFFECTING THE BID

By signing this Bid, the Offeror declares that there are no other relevant circumstances not identified in this Bid that may affect this Bid.

Budapest, 30 December 2020

On behalf of **Magyar Bankholding Zrt**
as Offeror

Dr. Zsolt Barna
Chairman of the Board of Directors

József Vida
Member of the Board of Directors

On behalf of **Equilor Befektetési Zrt**
as Implementing Agent

András Márton Gereben
Member of the Board of Directors

Tímea Schuck
Employee entitled to represent the company

DECLARATION OF ACCEPTANCE FOR

ALL STATUTORY PUBLIC TAKEOVER BIDS FOR THE SHARES OF MKB BANK ZRT NOT OWNED BY THE OFFEROR OR THE PERSONS ACTING IN CONCERT

Important!

One of the conditions of the valid acceptance of the Bid for the Shares is the correct completion of this declaration and its Annexes and its delivery at the Place of Acceptance specified in the Bid within the Bid Period during the opening hours according to Annex 4 of the Bid or its arrival to this address on the Closing Date from the beginning of the opening hours to 3:00 p.m.

Declaration of Acceptance for the acceptance of the Bid made by **Magyar Bankholding Zártkörűen Működő Részvénytársaság** (registered office: 1122 Budapest, Pethényi köz 10.; company registration number: Cg.01-10-140865; tax number: 27961104-2-43; 'Offeror'), and approved by the Supervisory Authority by decision No.[•] on [•] day for the dematerialised registered ordinary shares issued by **MKB Bank Nyrt.** (registered office: 1056 Budapest, Váci u. 38.; company registration number: Cg.01-10-040952; 'Offeree Company') each with a nominal value of HUF 1,000, i.e., one thousand forints, at a purchase price of HUF 1,985, i.e., one thousand nine hundred and eighty-five forints per share.

By duly completing and signing this Declaration of Acceptance, the Shareholder accepts as binding on them the terms of the Bid made by the Offeror on the Shares of the Offeree Company.

This Declaration of Acceptance, duly completed and duly signed, must be handed over within the Bid Period at the Place of Acceptance during the opening hours stated in Annex 4 of the Bid or on the Closing Date according to the Bid from the beginning of the opening hours until 3 pm, or the Declaration of Acceptance must arrive at the Place of Acceptance by this date. The Bid Period lasts from 9:00 am on the Start Date to 3:00 pm on the Closing Date.

Please read its instructions carefully before completing the Declaration of Acceptance, as well as the Bid disclosed on the website of Equilor Zrt. (www.equilor.hu) and the Completion Guide forming Annex 2 of the Bid!

Contact Equilor Zrt with questions and requests related to the Bid at the following contacts:

Postal address: EQUILOR Befektetési Zártkörűen Működő Részvénytársaság, Hungary, H-1301 Budapest, P.O. Box 7.

Phone: +(36-1) 430-3980,

Telefax: +(36-1) 430-3981,

E-mail address: ajanlat@equilor.hu

The Bid is valid only as a Bid made under the law of Hungary.

The purpose of the call on the front of this Bid is to provide information on countries where the acceptance of the Bid is subject to restrictions due to local laws and regulations or subject to additional conditions. In order to avoid the legal consequences of violating the laws governing these countries, the restrictions detailed on the front of this Bid apply to the making, distribution or acceptance of the Bid in accordance with international capital market practice.

Terms in capital letters used in the Declaration of Acceptance and not otherwise specified have the meanings set forth in the Bid.

Complete the following Declaration of Acceptance properly and sign it duly if you are acting as a **natural person** (either in person as an Accepting Shareholder or as a Proxy with Proxy Authorisation of a natural person)!

DECLARATION OF ACCEPTANCE - NATURAL PERSON

By signing this Declaration of Acceptance, the Shareholder accepts the Bid of the Offeror for the Shares issued by MKB Bank Nyrt. (registered office: 1056 Budapest, Váci u. 38.; company registration number: Cg.01-10-040952) and held by the Shareholder, as approved by the Supervisory Authority by Decision No. [●] on [●] day as follows:

1. Shareholder's surname: _____
Shareholder's first name(s): _____
Shareholder's name at birth (if different from the above): _____
Nationality of Shareholder: _____
Shareholder's address - country: _____
Shareholder's address - post code: _____
Shareholder's address - public area, street, house number: _____
Shareholder's postal address (if different from the address previously provided): Postal address - country: _____
Postal address - post code: _____
Postal address - public area, street, house number: _____
Shareholder's personal ID card number/passport number: _____
Shareholder's tax ID: _____
Shareholder's place of birth: _____
Shareholder's date of birth: _____
Shareholder's mother's name at birth: _____
Shareholder's _____ telephone _____ number: _____
Shareholder e-mail address: _____

2. Implementing Agent details
Implementing Agent's name: EQUILOR Befektetési Zártkörűen Működő Részvénytársaság
Implementing Agent's registered office: Hungary, H-1026 Budapest, Pasaréti út 122-124.
Implementing Agent's company registration number: Cg.01-10-041431
Postal address to be used when posting the Declaration of Acceptance:
EQUILOR Zrt.

Hungary, H-1301 Budapest, P.O. Box 7.

Please indicate 'Bid MKB 2021' on the envelope.

3. Number of Shares for which the Shareholder has accepted the Bid:

with _____ number: _____ shares, _____ in _____ letters:
_____ ordinary shares.

4. Share registration data

The cost of the Shares is required to determine the tax liability of the Bid Price paid. The value spent on the acquisition of the shares and the auxiliary expenses shall be determined in accordance with Section 67 (9) of Act CXVII of 1995 on Personal Income Tax. **In the absence of data, the entire Bid Price forms the basis of the tax.** In order to certify the acquisition price of the Shares, Implementing Agent accepts the certificate of the transferring service provider with the data content according to Annex 6 of the Bid, unless the Accepting Shareholder declares that the income from the sale of the Shares constitutes a capital gain. In the latter case, the Implementing Agent also accepts the declaration of the Accepting Shareholder sent in the form set out in Annex 7 of the Bid as certification of the Cost and auxiliary expenses.

5. Method of payment of the Bid Price

The Accepting Shareholder declares that they request payment for the Shares by transfer to the following bank account or client account.

Beneficiary account type (**Only one account type can be marked!**):

Bank account	<input type="checkbox"/>
Client account	<input type="checkbox"/>
Client account, bank account related to LTIA, PSA-R account	<input type="checkbox"/>

Name of payment or investment service provider: _____

Address of payment or investment service provider: _____

Name of the Beneficiary, Account Holder Shareholder: _____

Account number¹: _____ - _____ - _____

Beneficiary's client account number (if the account is managed by an investment service provider): _____

Remark: Bid consideration

¹ As a general rule, in case of transferring the consideration to a client account kept by an investment service provider, the payment account number of the principal account holder investment service provider must be provided and the Shareholder's account number kept by the investment service provider must be indicated in section 'Beneficiary client account number'. If your service provider does not keep a separate client account for you or you request the transfer to your own bank account, enter your own bank account number. Consult your account manager as required.

In the event of any discrepancy between the data on the bank account, client account, PSA or LTIA account indicated in this section and the data on the account indicated in the Cost Price Certificate issued by the service provider initiating the transfer in accordance with Annex 6 of this Bid (if such a document is attached), the Implementing Agent shall consider the data indicated in the certificate issued by the service provider to be valid and transfers the consideration for the Shares to the account indicated in this certificate!

Only one bank account, client account, PSA or one LTIA account may be indicated per Declaration of Acceptance, and only one method of payment may be selected on a Declaration of Acceptance. If the offered Shares are from several different accounts, e.g. have been transferred from an ordinary securities account, accounts and one or more LTIA accounts or different types of accounts (e.g., PSA and LTIA), the Declaration of Acceptance must be completed and submitted for each account with the data corresponding to the given account.

6. Please provide the name and address of your securities Account Manager to which, in the case specified in the Bid, you request the return of the Shares:

Name of securities account manager: _____

Address: _____

Shareholder's securities account number: _____

7. Tax residence of the Accepting Shareholder (please indicate the relevant parts.)

Hungary	
Other. Please specify the country: _____	
I declare that an agreement on the avoidance of double taxation is in force between Hungary and the country specified above and that I am a resident of that country for the purposes of the application of the agreement.	
Under the terms of the agreement, capital gains realised in connection with the sale of the Shares are taxable only in my country of residence.	
I have attached the original of the certificate of tax residence to this Declaration of Acceptance.	

Income from the sale of Shares

Income from the sale of Shares*:

taxable as a controlled capital market transaction	
taxable as income from a long-term investment	
taxable as capital gains	
they will be credited to a pension savings account that meets the requirements of the Personal Income Tax Act	

* Please mark the case that applies to you with an X in the table! Only one method can be selected per Declaration of Acceptance!

If certain parts of the income from the sale of the Shares are subject to different treatment with regard to personal income tax, it is necessary to complete several Declarations of Acceptance accordingly.

The Shareholder shall instruct its securities account manager in writing to transfer to the Implementing Agent's securities account on behalf of the Shareholder (i.e., to the 0042/045033 securities account of Equilor Zrt kept by KELER Zrt.) the Shares in respect of which the Shareholder accepts the Bid. If the

Bid provides for the return of Shares, the Shares will be transferred back to the Shareholder's securities account specified above.

8. By signing the Declaration of Acceptance, the Accepting Shareholder declares and warrants that on the date of signature of the Declaration of Acceptance and at the Date of Entry into force:
 - (i) the Declaration of Acceptance is a legal, valid and binding commitment signed in person by the Bid Accepting Shareholder or by their proxy possessing a Proxy Authorisation;
 - (ii) the Shares specified in the Declaration of Acceptance are unencumbered and are the legal and exclusive property of the Accepting Shareholder without transfer restrictions, and the Accepting Shareholder is entitled to sell and transfer them and the Shares are free from litigation, encumbrance, claim, pre-emption right and any third party right;
 - (iii) the signing of the Declaration of Acceptance and the fulfilment of the obligations arising from the acceptance of the Bid do not infringe the provisions of the law applicable to the Shareholder or the Offeror, or the rules of the law applicable to the Shareholder or the Offeror regarding their awareness of the Bid;
 - (iv) all data and information provided by the Shareholder in the Declaration of Acceptance is accurate;
 - (v) if the number of Shares indicated in the Declaration of Acceptance differs from the number of Shares actually transferred, the Bid shall be deemed valid for the lesser amount of Shares indicated in the Declaration of Acceptance or actually transferred to the Implementing Agent's securities account. If the number of Shares indicated in the Declaration of Acceptance is lower than the number of Shares actually transferred, the Implementing Agent shall, within 5 working days following the Closing Date, transfer the difference back to the securities account specified by the relevant Shareholder in the Declaration of Acceptance or, failing that, to the account from which the Shares were transferred;
 - (vi) the Shares are sold together with all rights on or after the Closing Date associated with the Shares, including the voting rights without limitation and the rights related to the dividends payable on the Shares after the Closing Date;
 - (vii) after the valid conclusion of the Share Sale and Purchase Agreement, the Offeror is entitled to register their share ownership in the register of shares of the Offeree Company without restrictions;
 - (viii) the Declaration of Acceptance signed by them and any other the document relating to the Declaration of Acceptance has not been posted or otherwise distributed or sent directly or indirectly to the United States of America or any other country, where the posting, distribution or transmission of these documents is contrary to law, market standards or other general or limited binding standards, or within these states or from these states;
 - (ix) in connection with the acceptance of the Bid, they have not used, directly or indirectly, the postal services or any means of interstate or international trade (especially electronic mail, fax, telex or phone) of the United States of America or any other country, where the posting, distribution or transmission of these documents is contrary to legislation, market standards or other general or limited binding standards or any instrument of the national stock exchange of any of the listed states;
 - (x) when the Declaration of Acceptance was sent to them and when they accepted the Bid, the Accepting Shareholder was residing outside of the United States or any other country where

the posting, distribution, or transmission of the Bid, the Declaration of Acceptance, and related documents is contrary to legislation, market standards or other general or limited binding standards;

- (xi) the Accepting Shareholder has complied with all applicable rules, obtained all necessary state or other consents, complied with all applicable regulations and paid all taxes payable in any state in connection with the acceptance of the Bid, and has not committed or failed to carry out any action as a result of which the Offeror or any other person would violate or may violate any legal or regulatory requirements in connection with the Bid or its acceptance;
- (xii) a person acting on behalf of the Accepting Shareholder in respect of the Shares to which the Declaration of Acceptance applies is not deemed to be a contractor, depositary, or agent of a person who gave their instructions from the United States of America or any other country, or through the use of any means of the postal service, interstate or international trade of the United States of America or any other country, or through the use of any instrument of the national stock exchange of the United States of America or any other country, where the posting, distribution or transmission of the Bid, the Declaration of Acceptance, and related documents is contrary to legislation, market standards or other general or limited binding standards.

By signing the Declaration of Acceptance, the Accepting Shareholder authorises the Implementing Agent and irrevocably consents to the Implementing Agent keeping the Shares transferred to them in the Implementing Agent's securities account and then transferring them to the Offeror in accordance with the terms and conditions of this Bid.

In the order given for the transfer, please indicate the above account number of the Implementing Agent kept at KELER Zrt., while also indicating the number of your customer and securities account (from which you initiated the transfer), as well as your tax identification number/tax number in the remark field.

By signing the Declaration of Acceptance, the Accepting Shareholder consents to the Implementing Agent forwarding the data contained in the Declaration of Acceptance to the Offeror for the purpose of fulfilling their obligations to the Accepting Shareholder specified in the Bid.

The Accepting Shareholder understands and accepts that the Implementing Agent has undertaken to transfer the relevant amount to the Accepting Shareholders from the consideration received from the Offeror and the guaranteeing bank. The Implementing Agent has not undertaken the tasks and obligations related to the fulfilment of default interest and the possible non-performance of the Offeror, with such claims the Shareholder may contact the Offeror directly.

Annexes:

Please indicate with an X the documents attached to this Declaration of Acceptance:

- (1.) in the case of a Hungarian tax resident natural person Shareholder, a certificate complying with Annex 6 to the Bid, issued by the investment service provider transferring the Shares, on the cost of acquisition of the Shares (Cost) and the auxiliary expenses incurred in connection with the Shares, and the PSA or LTIA status:___
- (2.) Declaration of the natural person Accepting Shareholder/Proxy on the cost of acquisition of the Shares (Cost) and the auxiliary expenses incurred in connection with the Shares (Annex 7 to the Bid) _____

(3.) In the case of a Proxy Authorisation issued by the Accepting Shareholder included in a fully probative private document or authentic instrument pursuant to Sections 5.10 and 5.11 of the Bid and a non-Hungarian language document, its authentic translation: ____

(4.) Professional translation of a certificate of residence for proof of foreign tax residence in English or Hungarian: ____

9. To accept the Bid, please sign the Declaration of Acceptance here:

Date: _____, ____ (day) _____ (month) 2020

Shareholder's name:

Signature of the Shareholder/Shareholder's Proxy

In addition, if you are acting as a proxy, please attach the Proxy Authorisation and provide the following identification data:

Name of the proxy: _____

Address of the proxy: _____

Please have two witnesses certify with their signatures that the Declaration of Acceptance was signed by the Shareholder in their presence:

(In the case of a Declaration of Acceptance certified by a notary, the signatures of the two witnesses are not required.)

Witnessed by:

1. Witness signature: _____

2. Witness signature: _____

Name: _____

Name: _____

Address: _____

Address: _____

Complete the below provided Declaration of Acceptance appropriately and sign it properly if you are acting on behalf of a **non-natural person**, either as their legal organisational representative or as their Proxy in possession of a Proxy Authorisation.

DECLARATION OF ACCEPTANCE - NON-NATURAL PERSON

By signing the Declaration of Acceptance the Shareholder accepts the Bid of the Offeror approved on [•] by decision [•] of the Supervisory Authority for the Shares held by the Shareholder and issued by MKB Bank Nyrt. (registered office: 1056 Budapest, Váci u. 38; company registration number: Cg.01-10-040952), as follows:

1. Company name of the Shareholder:

Shareholder's registered office - country:

Shareholder's registered office - postcode:

Shareholder's registered office - public area, street, house number:

Shareholder's postal address (if different from the address previously provided):

Postal address - country:

Postal address - postcode:

Postal address - public area, street, house number:

Shareholder's company registration number:

Shareholder's tax number:

Shareholder's phone number:

Shareholder's e-mail address:

2. Implementing Agent details

Implementing Agent's name: EQUILOR Befektetési Zártkörűen Működő Részvénytársaság

Implementing Agent's registered office: Hungary, H-1026 Budapest, Pasaréti út 122-124.

Implementing Agent's company registration number: Cg.01-10-041431

Postal address to be used when posting the Declaration of Acceptance:

Hungary, H-1301 Budapest, P.O. Box 7.

Please indicate 'Bid MKB 2021' on the envelope.

3. Number of Shares for which the Shareholder accepted the Bid:
 with _____ numbers: _____ pcs, with _____ letters:
 _____ ordinary shares.

4. Bid Price payment method
 I request that the consideration for the Shares be settled by bank transfer to the following bank account or client account:

Beneficiary account type:

Bank account	<input type="checkbox"/>
Client account	<input type="checkbox"/>

Name of payment or investment service provider: _____
 Address of payment or investment service provider: _____
 Name of the Beneficiary, Account Holder Shareholder: _____
 Account number²: _____ - _____ - _____

 Beneficiary's client account number (if the account is managed by an investment service provider): _____

Remark: Bid consideration

5. Please provide the name and address of the manager of your securities account, to which you request the return of the Shares in the case specified in the Prospectus:

Name of securities account manager: _____
 Address: _____
 Shareholder's securities account number: _____

The Shareholder shall instruct its securities account manager in writing to transfer to the Implementing Agent's securities account on behalf of the Shareholder (i.e., to the 0042/045033 securities account of Equilor Zrt kept by KELER Zrt.) the Shares in respect of which the Shareholder accepts the Bid. If the Bid provides for the return of Shares, the Shares will be transferred back to the Shareholder's securities account specified above.

6. By signing the Declaration of Acceptance, the Accepting Shareholder declares and warrants that on the date of signature of the Declaration of Acceptance and at the Date of Entry into force:

²As a general rule, if the consideration is transferred to a client account maintained by an investment service provider, the payer's payment account number of the account manager's investment service provider must be provided and the number of the client account kept with the Shareholder's investment service provider must be indicated in section 'Beneficiary's client account number'. If your service provider does not keep a separate client account for you or you request the transfer to your own bank account, enter your own bank account number. Consult your account manager as required.

- (i) it is considered legally established and existing at the place of foundation and has the powers and authority to sign the Declaration of Acceptance and to fulfil their obligations under it;
- (ii) the Declaration of Acceptance is a legal, valid and binding commitment signed personally or officially by the Bid Accepting Shareholder or by their proxy possessing a Proxy Authorisation;
- (iii) the Shares specified in the Declaration of Acceptance are unencumbered and are the legal and exclusive property of the Accepting Shareholder without transfer restrictions, and the Accepting Shareholder is entitled to sell and transfer them and the Shares are free from litigation, encumbrance, claim, pre-emption right and any third party right;
- (iv) the signing of the Declaration of Acceptance and the fulfilment of the obligations arising from the acceptance of the Bid do not infringe the provisions of the law applicable to the Shareholder or the Offeror, or the rules of the law applicable to the Shareholder or the Offeror regarding their awareness of the Bid;
- (v) all data and information provided by the Shareholder in the Declaration of Acceptance is accurate;
- (vi) if the number of Shares indicated in the Declaration of Acceptance differs from the number of Shares actually transferred, the Bid shall be deemed valid for the lesser amount of Shares indicated in the Declaration of Acceptance or actually transferred to the Implementing Agent's securities account. If the number of Shares indicated in the Declaration of Acceptance is lower than the number of Shares actually transferred, the Implementing Agent shall, within 5 working days following the Closing Date, transfer the difference back to the securities account specified by the relevant Shareholder in the Declaration of Acceptance or, failing that, to the account from which the Shares were transferred;
- (vii) the Shares are sold together with all rights on or after the Closing Date associated with the Shares, including the voting rights without limitation and the rights related to the dividends payable on the Shares after the Closing Date;
- (viii) after the valid conclusion of the Share Sale and Purchase Agreement, the Offeror is entitled to register their share ownership in the register of shares of the Offeree Company without restrictions;
- (ix) the Declaration of Acceptance signed by them and any other the document relating to the Declaration of Acceptance has not been posted or otherwise distributed or sent directly or indirectly to the United States of America or any other country, where the posting, distribution or transmission of these documents is contrary to law, market standards or other general or limited binding standards, or within these states or from these states;
- (x) in connection with the acceptance of the Bid, they have not used, directly or indirectly, the postal services or any means of interstate or international trade (especially electronic mail, fax, telex or phone) of the United States of America or any other country, where the posting, distribution or transmission of these documents is contrary to legislation, market standards or other general or limited binding standards or any instrument of the national stock exchange of any of the listed states;
- (xi) when the Declaration of Acceptance was sent to them and when they accepted the Bid, the Accepting Shareholder was residing outside of the United States or any other country where the posting, distribution, or transmission of the Bid, the Declaration of Acceptance, and related documents is contrary to legislation, market standards or other general or limited binding standards;

- (xii) the Accepting Shareholder has complied with all applicable rules, obtained all necessary state or other consents, complied with all applicable regulations and paid all taxes payable in any state in connection with the acceptance of the Bid, and has not committed or failed to carry out any action as a result of which the Offeror or any other person would violate or may violate any legal or regulatory requirements in connection with the Bid or its acceptance;
- (xiii) a person acting on behalf of the Accepting Shareholder in respect of the Shares to which the Declaration of Acceptance applies is not deemed to be a contractor, depositary, or agent of a person who gave their instructions from the United States of America or any other country, or through the use of any means of the postal service, interstate or international trade of the United States of America or any other country, or through the use of any instrument of the national stock exchange of the United States of America or any other country, where the posting, distribution or transmission of the Bid, the Declaration of Acceptance, and related documents is contrary to legislation, market standards or other general or limited binding standards.

By signing the Declaration of Acceptance, the Accepting Shareholder authorises the Implementing Agent and irrevocably consents to the Implementing Agent keeping the Shares transferred to them in the Implementing Agent's securities account and then transferring them to the Offeror in accordance with the terms and conditions of this Bid.

By signing the Declaration of Acceptance, the Accepting Shareholder consents to the Implementing Agent forwarding the data contained in the Declaration of Acceptance to the Offeror for the purpose of fulfilling their obligations to the Accepting Shareholder specified in the Bid.

The Accepting Shareholder understands and accepts that the Implementing Agent has undertaken to transfer the relevant amount to the Accepting Shareholders from the consideration received from the Offeror and the guaranteeing bank. The Implementing Agent has not undertaken the tasks and obligations related to the fulfilment of default interest and the possible non-performance of the Offeror, with such claims the Shareholder may contact the Offeror directly.

Annexes:

Please indicate with an X the documents attached to this Declaration of Acceptance:

- (1.) Documents certifying the existence of the non-natural person Accepting Shareholder and the right of representation of persons acting on their behalf, and in the case of a foreign organisation, its company documents, while for non-English language documents, their authentic translations: ____
- (2.) In the case of a Proxy Authorisation issued by the Accepting Shareholder pursuant to Sections 5.10 and 5.11 of the Bid and a non-Hungarian language document, its authentic translation: ____

6. To accept the Bid, please sign the Declaration of Acceptance here:

Date: _____, _____ (day) _____ (month) 2020

 Official signature of the Shareholder/Signature of the Shareholder's Proxy

Company name of the Shareholder:

Name of first signatory: _____

Position: _____

Name of second signatory (in the case of joint signatory rights): _____

Position: _____

TO BE COMPLETED IF A PROXY IS USED DURING THE PROCEDURE:

If you are acting on behalf of the Shareholder as a Proxy in possession of a Proxy Authorisation, please also attach the Proxy Authorisation and provide the following identification data:

Name of the Proxy: _____

Address of the Proxy: _____

Please also have two witnesses certify with their signatures that the Declaration of Acceptance was signed at the Place of Acceptance by you as the Proxy, in their presence:

(In the case of a Declaration of Acceptance certified by a notary, the signatures of the two witnesses are not required.)

Witnessed by:

1. Witness signature: _____ 2. Witness signature: _____

Name: _____

Name:

Address: _____ Address: _____

Please also attach the duly issued documents certifying the existence of the non-natural person and the right of representation of the person(s) officially signing the Proxy Authorisation and their specimen signatures, and if the documents were not issued in Hungarian, their authentic translation.

COMPLETION GUIDE

To the Declaration of Acceptance issued for the Bid of the Offeror approved on [•] by decision [•] of the Supervisory Authority for the Shares owned by the Shareholder and issued by MKB Bank Nyrt. (registered office: 1056 Budapest, Váci u. 38; company registration number: Cg.01-10-040952)

If the Shareholder wishes to accept the Bid, they must submit the appropriately completed and duly signed Declaration of Acceptance to the Implementing Agent at the Place of Acceptance within the Bid Period during the opening hours of the Place of Acceptance according to Annex 4 of the Bid, on the Closing Date according to the Bid between the start of opening hours and 3:00 pm, or by post within the Bid Period to the postal address indicated in Annex 4 to the Bid. The Declaration of Acceptance must be completed and signed in accordance with the Bid. Capitalised terms used in the Declaration of Acceptance shall have the meanings specified in the Bid.

The completion, signing and delivery of the Declaration of Acceptance to the Place of Acceptance constitutes acceptance by the Shareholder of all the terms and conditions set out in the Bid.

Pursuant to Act XCII of 2003 on the Rules of Taxation, if the private individual Accepting Shareholder does not provide the tax identification number, the Implementing Agent will refuse payment until the tax identification number is provided. Pursuant to the Hungarian legislation in force, a non-resident private individual must also have a Hungarian tax identification number if a Hungarian tax liability arises or the tax legislation stipulates an obligation to provide information in relation thereto. The establishment of the tax identification number may be initiated by the non-Hungarian citizen at the state tax authority on the form provided for this purpose ('T34), which indicates their natural tax identification data (name, place and date of birth, mother's maiden name, place of residence) and citizenship. Based on this, the tax authority determines the tax identification number of the individual.

If you accept the Bid, then please:

- (i) complete the Declaration of Acceptance as a natural person or a Proxy proceeding pursuant to a Proxy Authorisation, at the Place of Acceptance or in the presence of a notary and duly sign it. If you are acting on behalf of a non-natural person or as their legal organisational representative, you must duly sign the appropriately completed Declaration of Acceptance, give the name of the signing representative(s) and attach the legal capacity of the represented organisation, as well as the copy of the document certifying the right of representation of the representative(s) (a copy of the Certificate of Incorporation not older than 30 (thirty) days) and, if any, a copy of the specimen signatures/sample signatures of the representatives;
- (ii) instruct your securities account manager to transfer the Shares to the Implementing Agent's securities account (i.e. to the 0042/045033 securities account of Equilor Zrt. titled 'Bid MKB 2021' kept by KELER Zrt.);
- (iii) in the case of natural persons, attach proof of the cost of the Shares offered or, in the case of non-Hungarian tax residence, proof of tax residence and, in the case of a proxy procedure, the Proxy Authorisation to the Declaration of Acceptance;
- (iv) send the Declaration of Acceptance and its above annexes by post to the Implementing Agent or submit them in person or via your Proxy at the Place of Acceptance within the Bid Period, during the opening hours of the Place of Acceptance indicated in Annex 4 to this Bid, or, if the Closing Date falls on a working day, on the Closing Date from the start of opening hours until 3 pm;

- (v) during personal administration, it is always necessary to present the documents required for the verification of the identity of the proceeding persons (identity card suitable for personal identification, address card).

If you wish to prove your existence with another document and the right of representation of the persons acting on your behalf, and you wish to consult on their adequacy in advance, please contact the Implementing Agent at the contact details indicated in the Bid.

In order to identify the transfers, the Accepting Shareholder must provide their exact name and tax identification number/tax number and the number of the securities account from which the Accepting Shareholder initiated the transfer in the transfer remark section.

The Offeror pays the Bid Price to the Accepting Shareholders in Hungarian forints in accordance with Section 3.3 of the Bid.

Within 2 (two) calendar days after the Closing Date of the Bid Period, the Offeror and the Implementing Agent will notify the Supervisory Authority of the outcome of the Bid and will publish it at the Place of Publication.

Please read the Bid carefully! By signing the Declaration of Acceptance, the Accepting Shareholder warrants that the data provided by them in this Declaration of Acceptance is accurate and true in all respects, and that the documents attached to it are original or identical copies to the originals.

The law of Hungary shall apply to the Bid and its acceptance, as well as to the non-contractual obligations arising from the Bid. The signing of the Declaration of Acceptance by the Accepting Shareholder also means that the Accepting Shareholder submits to the exclusive competence of the Permanent Court of Arbitration operating alongside the Hungarian Chamber of Commerce and Industry in all disputes arising from the Bid and the acceptance. If the Accepting Shareholder may not be subject to Hungarian law, compliance with such legislation is the sole responsibility of the Accepting Shareholder.

Annex 3 (Proxy Authorisation template)

PROXY AUTHORISATION TEMPLATE

I, the undersigned

Name/Company _____ name:

Address/registered _____ office:

Mother's name: _____

Personal ID card number/company registration number: _____

Tax identification number/tax number: _____

hereby authorise,

Name: _____

Address: _____

Mother's name: _____

Place/date of birth: _____

Personal ID card number: _____

to act in full capacity on my behalf as a Proxy in relation to the statutory public takeover bid of **Magyar Bankholding Zártkörűen Működő Részvénytársaság** (registered office: 1122 Budapest, Pethényi köz 10; company registration number: Cg.01-10-140865; hereinafter: '**Offeror**') for the Shares of **MKB Bank Nyrt.** (registered office: 1056 Budapest, Váci u. 38; company registration number: Cg.01-10-040952), and to represent me in front of the Offeror, the Implementing Agent, the Offeree Company and third parties.

The capitalised and otherwise unspecified terms used in this Proxy Authorisation shall have the meanings specified in the Bid.

Date: _____, _____ (day) _____ (month) 2020

I accept the above Proxy Authorisation:

Signature of Accepting Shareholder

Name (in legible characters):

Position:

Signature of the Proxy

Please note that this Proxy Authorisation must be signed in accordance with Sections 5.10 and 5.11 of the Bid and, if necessary, completed with signature authentication!

LIST OF PLACES OF ACCEPTANCE

EQUILOR BEFEKTETÉSI ZÁRTKÖRŰEN MŰKÖDŐ RÉSZVÉNYTÁRSASÁG

A) Personal administration

Personal administration can be initiated at the Implementing Agent's office open to the following customer traffic:

From the Start Date, i.e. [●], to the Closing Date, i.e. [●]:

EQUILOR customer service: Hungary, H-1026 Budapest, Pasaréti út 122-124

Opening hours for the acceptance of Declarations of Acceptance:

Monday to Thursday: 8:30 am - 4:30 pm

Friday: 8:30 am - 3:30 pm

Closing Date: 8:30 am - 3:00 pm

B) Posting of the Declaration of Acceptance

If you choose to send the Declaration of Acceptance by post, you must use the following mailbox address of the Implementing Agent:

EQUILOR Befektetési Zártkörűen Működő Részvénytársaság

Hungary, H-1301 Budapest, P.O. Box 7.

Please indicate 'Bid MKB 2021' on the envelope.

Annex 5 (Names of the Persons Acting in Concert, number of their shares, number of their voting rights and percentage of their voting rights)

Persons Acting in Concert

Name of the person acting in concert	Identification data	Number of shares (pcs) - direct		Number of voting rights (pcs)		Percentage of voting rights (%)		
		Direct	Direct	Indirect	Direct	Indirect	Total	
		HU0000139761	HU0000139761	HU0000139761	HU0000139761	HU0000139761	HU0000139761	HU0000139761
Hungarian State	Name and position of authorised representative Andrea Mager, Minister without Portfolio for the Management of National Assets Registered office: 1011 Budapest, Vám utca 5-7	-	-	29,494,387	-	29.50	29.50	
Corvinus Nemzetközi Befektetési Zártkörűen Működő Részvénytársaság	Company registration number: Cg.01-10-043547 Registered office: H-1027 Budapest, Kapás utca 6-12 2nd floor	-	-	29,494,387	-	29.50	29.50	
Blue Robin Investments S.C.A	Registration number: B204399 Fund Manager: Blue Robin Management S.á r.l.	-	-	10,515,554	-	10.51	10.51	
Blue Robin Management S.á r.l.	Registered office: 36-38, Grand Rue, 1660 Luxembourg, Luxembourg; Registration number: B204082	-	-	10,515,554	-	10.51	10.51	

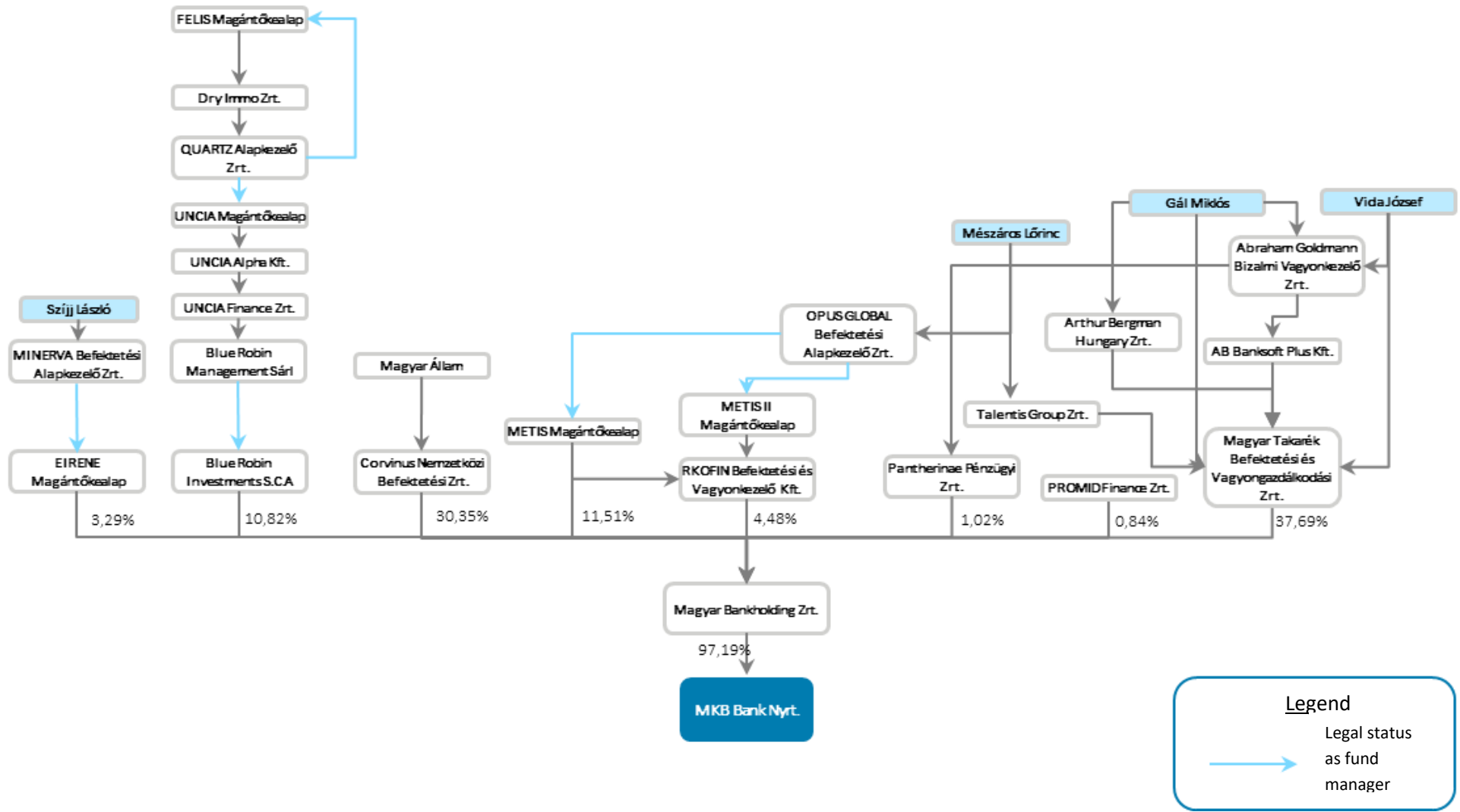
UNCIA Finance Zártkörűen Működő Részvénytársaság	Company registration number: Cg.01-10- 049509 Registered office: 1024 Budapest, Lövőház utca 39	-	-	10,515,554	-	10.51	10.51
UNCIA Alpha Korlátolt Felelősségű Társaság	Company registration number: Cg.01-09- 343423 Registered office: 1024 Budapest, Lövőház utca 39 4th floor	-	-	10,515,554	-	10.51	10.51
UNCIA Private Equity Fund	MNB registration number: 6122-83 Fund Manager: QUARTZ Befektetési Alapkezelő Zártkörűen Működő Részvénytársaság	-	-	10,515,554	-	10.51	10.51
QUARTZ Alapkezelő Zártkörűen Működő Részvénytársaság	Company registration number: Cg.01-10- 049427 Registered office: 1024 Budapest, Lövőház utca 39 4th floor	-	-	10,515,554	-	10.51	10.51
Dry Immo Zártkörűen Működő Részvénytársaság	Company registration number: Cg.01-10- 049446 Registered office: 1077 Budapest, Wesselényi utca 4, 3rd floor 15/b	-	-	10,515,554	-	10.51	10.51

FELIS Private Equity Fund	MNB registration number: 6122-85 Fund Manager: QUARTZ Befektetési Alapkezelő Zártkörűen Működő Részvénytársaság	-	-	10,515,554	-	10.51	10.51
EIRENE Private Equity Fund	MNB registration number: 6122-66 Fund Manager: MINERVA Befektetési Alapkezelő Zártkörűen Működő Részvénytársaság	-	-	3,196,219	-	3.20	3.20
MINERVA Befektetési Alapkezelő Zártkörűen Működő Részvénytársaság	Company registration number: Cg.01-10-047474 Registered office: 1074 Budapest, Rákóczi út 70-72. 7th floor	-	-	3,196,219	-	3.20	3.20
RKOFIN Befektetési és Vagyonkezelő Korlátolt Felelősségű Társaság	Company registration number: Cg.01-09-370926 Registered office: 1062 Budapest, Andrássy út 59	-	-	4,353,441	-	4.35	4.35
METIS Private Equity Fund	MNB registration number: 6122-42 Fund Manager: OPUS GLOBAL Befektetési Alapkezelő Zártkörűen Működő Részvénytársaság	-	-	11,404,433	-	11.40	11.40

METIS 2 Private Equity Fund	MNB registration number: 6122-48 Fund Manager: OPUS GLOBAL Befektetési Alapkezelő Zártkörűen Működő Részvénytársaság	-	-	4,353,441	-	4.35	4.35
OPUS GLOBAL Befektetési Alapkezelő Zártkörűen Működő Részvénytársaság	Company registration number: Cg. 01-10-045654 Registered office: 1062 Budapest, Andrassy út 59	-	-	15,540,202	-	15.54	15.54
Pantherinae Pénzügyi Zártkörűen Működő Részvénytársaság	Company registration number: Cg.01-10-049223 Registered office: 1092 Budapest, Ferenc körút 44. 1 st floor 1	-	-	990,825	-	0.99	0.99
PROMID Finance Zártkörűen Működő Részvénytársaság	Company registration number: Cg.01-10-049622 Registered office: 1085 Budapest, Kálvin tér 12	-	-	819,642	-	0.82	0.82
Magyar Takarékbefektetési és Vagyongazdálkodási Zártkörűen Működő Részvénytársaság	Company registration number: Cg.01-10-047759 Registered office: 1092 Budapest, Ferenc körút 44. 1 st floor 2	-	-	36,628,180	-	36.63	36.63

Magyar Bankholding Zártkörűen Működő Részvénytársaság	Company registration number: Cg.01-10- 140865 Registered office: 1122 Budapest, Pethényi köz 10	97,185,008	97,185,008	-	97.19	-	97.19
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Chain of undertakings through which the voting rights and financial assets are effectively held by the Persons Acting in Concert



Annex 6 (Cost verification sample and data content)

Declaration

On the record keeping and cost data of the securities (hereinafter: 'Shares') transferred within the framework of the statutory public takeover bid of Magyar Bankholding Zártkörűen Működő Részvénytársaság (registered office: 1122 Budapest, Pethényi köz 10; company registration number: Cg.01-10-140865; hereinafter: 'Offeror') for the Shares of MKB Bank Nyrt. (registered office: 1056 Budapest, Váci u. 38; company registration number: Cg.01-10-040952)

I, the undersigned, [Name of investment service provider; registered office; company registration number; tax number], declare that the record keeping and cost data of the in total pcs Shares transferred today, based on the order of the Bid Accepting Shareholder, to the 0042/045033 securities account of Equilor Befektetési Zártkörűen Működő Részvénytársaság (registered office: 1026 Budapest, Pasaréti u 122-124; company registration number: Cg.01-10-041431) titled 'Bid MKB 2021' and kept at KELER Központi Értéktár Zártkörűen Működő Részvénytársaság (registered office: 1074 Budapest, Rákóczi út 70-72; company registration number: Cg.01-10-042346), are as follows:

Customer's name:

Name at birth:

Place and date of birth:

Address:

Personal identification document:

Tax identification number:

Number of securities:

Account type: Normal securities account / LTIA securities account / PSA-R securities account

Acquisition date:

Acquisition price:

Auxiliary expenses:

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."

Number of securities:

Account type: Normal securities account / LTIA securities account / PSA-R securities account

Acquisition date:

Acquisition price:

Auxiliary expenses:

Number of securities:

Account type:

Acquisition date:

Acquisition price:

Auxiliary expenses:

Number of securities:

Account type: Normal securities account / LTIA securities account / PSA-R securities account

Acquisition date:

Acquisition price:

Auxiliary expenses:

Please return the consideration for the securities transferred from the PSA-R and LTIA accounts to the appropriate type of cash account:

PSA-R: _____ - _____ - _____

LTIA 2010: _____ - _____ - _____

LTIA 2011: _____ - _____ - _____

LTIA 2012: _____ - _____ - _____

LTIA 2013: _____ - _____ - _____

LTIA 2014: _____ - _____ - _____

LTIA 2015: ----- - ----- - -----

LTIA 2016: ----- - ----- - -----

LTIA 2017: ----- - ----- - -----

LTIA 2018: ----- - ----- - -----

LTIA 2019: ----- - ----- - -----

Date:

Name of service provider:

Official signature of service provider:

Annex 7 (Declaration of the natural person Accepting Shareholder/Proxy on the cost and auxiliary expenses in the case of income from exchange rate gains)

Declaration

to the Declaration of Acceptance of the Bid of Magyar Bankholding Zártkörűen Működő Részvénytársaság (registered office: 1122 Budapest, Pethényi köz 10; company registration number: Cg.01-10-140865; hereinafter: 'Offeror') for the Shares of MKB Bank Nyrt. (registered office: 1056 Budapest, Váci u. 38; company registration number: Cg.01-10-040952)

I, the undersigned

Name: _____

Address: _____

Mother's name: _____

Personal ID card number: _____

Tax identification number: _____

hereby declare that, in respect of the Shares for which I have submitted a Declaration of Acceptance, the cost data for the Share(s) are as follows:

	Cost 1	Cost 2	Cost 3
Number of securities:			
Acquisition date:			
Cost of acquisition (HUF)*			
Auxiliary expense (HUF)			
Transfer cost due to acceptance (HUF)			

The cost of the Shares is required to determine the tax liability of the Bid Price paid. The cost of acquisition of the Shares and the auxiliary expenses costs shall be determined in accordance with Section 67 (9) of the Personal Income Tax Act. In the absence of data, the entire Bid Price may form the tax base. If the Shares are subject to different acquisition costs and/or auxiliary expenses, several columns (Cost 1, Cost 2, etc.) may be completed. If the number of columns in the template

*In the case of income from the Shares owned by the individual on 31 August 2006, the individual may choose the closing price of the last stock exchange day of August 2006 for the given security to determine the cost of acquisition of the security.

are insufficient, they may be supplemented, as necessary, or multiple declarations may be attached.

Capitalised terms used in this Declaration and not otherwise defined shall have the meanings specified in the Bid.

Date: _____, ____ (day) _____ (month) 2020

Shareholder's name:

Signature of the Shareholder/Shareholder's Proxy

Please have two witnesses certify with their signatures that the above declaration was signed by the Shareholder/Proxy in their presence:

(In the case of a declaration certified by a notary, the signatures of the two witnesses are not required.)

Witnessed by:

1.	Witness signature: _____	2.	Witness	signature:

	Name: _____		Name:	

	Address: _____		Address: _____	