



**MKB BANK NYRT.  
(‘Company’)  
DOCUMENTS OF THE  
EXTRAORDINARY GENERAL MEETING  
of 31 March 2022**

***Date of the General Meeting:*** 31 March 2022 14:00

***Venue:*** MKB Bank Nyrt’s Headquarters (1056 Budapest, V. Váci u. 38.),  
Meeting room No. 24 on the ground floor

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

*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.”*

## ***Agenda of the General Meeting***

### **1. Decision on the amendment of the Articles of Association of the Company .....3**

Pursuant to Section 3:259 (2) of the Civil Code, the following item is added to the agenda of the General Meeting based on a shareholder proposal received by the Company to supplement the agenda of the General Meeting:

### **2. Recall and election of members of the Board of Directors, Supervisory Board; Election of members of the Audit Committee .....7**

## ***Agenda item No. 1***

### **DECISION ON THE AMENDING OF THE COMPANY'S ARTICLES OF ASSOCIATION**

### **Reasoning:**

Magyar Bankholding Zrt. is planned to transfer the role of group controller to its subsidiary, MKB Bank Nyrt., with effect from 29 April 2022, subject to the approval of the National Bank of Hungary, which will require an amendment to the Articles of Association of MKB Bank Nyrt. ('Articles of Association')

Pursuant to Section 3.1.16 a) of the Articles of Association, the General Meeting has the exclusive competence to adopt and amend the Articles of Association, except as provided in Section 3.2.2(f). Considering that the proposed amendment does not fall within the exceptions, the General Meeting will decide on the amendment of the Articles of Association.

In view of the foregoing, it has become necessary to amend and revise the Articles of Association of the Company in their entirety and to adopt the resulting amended Articles of Association by the General Meeting. The Board of Directors made a proposal for the complete amendment of the Articles of Association in accordance with the above. In its decision, the Supervisory Board proposed for approval the amendment complying with the draft Articles of Association attached as Annex 1 to this proposal. The amendment of certain provisions of the Articles of Association, as defined by law, is subject to the authorisation of the National Bank of Hungary.

In view of the large number of provisions to be amended in the Articles of Association, a consolidated version of the Articles of Association with the amendments proposed for adoption by the Board of Directors is published as Annex 1 to this proposal, and a comparative version of the amendments to the Articles of Association is published as Annex 2 to this proposal for the information of the Shareholders and to facilitate the monitoring of the amendments.

In view of the fact that, by its decision No. Cg.01-10-040952/2795 dated 15 February 2022, the Budapest-Capital Regional Court as Court of Registration, registered the Articles of Association of MKB Bank Nyrt. as amended on 15 December 2021 in connection with the merger of MKB Bank Nyrt., Budapest Bank Zrt. and Magyar Takarékszövetkezet Zrt. with effect from 1 April 2022 as the date of change.

Therefore, since the Articles of Association related to the merger as defined above will enter into force on 1 April 2022, the amendments marked in the comparative version attached to the proposal as an annex are marked in relation to the Articles of Association adopted on 15 December 2021, which will enter into force on 1 April 2022.

It is proposed that the new consolidated Articles of Association enter into force on 29 April 2022 or, if the necessary authorisations from the National Bank of Hungary are not available by that date, on receipt of those authorisations.

**Proposed resolution of the General Meeting:**

The General Meeting approves the new Articles of Association of the Company, consolidated with amendments, which are attached to this resolution as Annex 1. The new Articles of Association of the Company shall enter into force on 29 April 2022 or, if the necessary authorisations of the National Bank of Hungary are not available by that date, on receipt of those authorisations.

## **ANNEXES TO THE FIRST AGENDA ITEM**

1. Annex 1 - Consolidated version of the Articles of Association as proposed for adoption by the Board of Directors with amendments.
2. Annex 2 - Comparative version of the Articles of Association as amended

Pursuant to Section 3:259 (2) of the Civil Code, the following item is added to the agenda of the General Meeting based on a shareholder proposal received by the Company to supplement the agenda of the General Meeting:

## **Agenda item No. 2**

**RECALL AND ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS,  
SUPERVISORY BOARD; ELECTION OF MEMBERS OF THE AUDIT COMMITTEE**

### Reasoning:

Pursuant to Section 3:259 (2) of the Civil Code, the shareholder of Magyar Bankholding Zrt. has submitted a proposal to supplement the agenda of the General Meeting, which complies with the relevant legal requirements. In view of this, the Board of Directors added item 2 to the agenda of the General Meeting on 'Recall and election of members of the Board of Directors, Supervisory Board; election of members of the Audit Committee'.

Reasoning and proposed resolution contained in the proposal:

### Reasoning:

1. At the proposal of Magyar Bankholding Zrt. as the shareholder of the Company, the following persons are recalled from the Board of Directors of the Company with effect from 3 April 2022 (i.e. the last day of the term of mandate is 3 April 2022), which shall be decided by the General Meeting of the Company in accordance with its competence under Section 3.1.16.h.) of the Articles of Association: Mihály Valkó, Dr. Gabriella Gombai, Ildikó Ginzer, Dr. Zsuzsa Piller.

2. At the proposal of Magyar Bankholding Zrt. as the shareholder of the Company, the following persons shall be elected to the Board of Directors of the Company with effect from 4 April 2022 for a fixed term until 31 December 2025, which shall be decided by the General Meeting of the Company in accordance with its competence under Section 3.1.16.h.) of the Articles of Association: Dr. Géza Károly Láng, István Sárváry, Dr. Balázs Vinnai, Levente László Szabó, Ádám Egerszegi.

#### **Dr. Géza Károly Láng**

*He obtained a degree in law at Pázmány Péter Catholic University in 2002 and, after passing the bar exam and obtaining qualification as an insurance lawyer, he also obtained his qualification as a competition lawyer in 2012. He has spent 16 years in the insurance sector in various positions, and since 2019 he has been Deputy State Secretary for National Financial Services and Postal Affairs at the Prime Minister's Office.*

#### **István Sárváry**

*He graduated from Szent István University in 2000 and gained extensive experience in a family business until 2012. Between 2013 and 2014 he was Senior Advisor to the Government Commission for the Renovation of the Buda Castle District, the Eszterházy Castle in Fertőd and the Curia, from 2014 he worked for the Prime Minister's Office and from 2016 he was CEO of V-Híd Zrt.*

#### **Dr. Balázs Vinnai**

*Dr. Balázs Vinnai graduated from the Faculty of Law and Political Sciences of the University of Miskolc in 2001. In 1997 he founded his first company, Interactive Net Design (IND), a company specialising in digital banking products and web applications. In March 2013, IND was acquired by Misys, a British financial software company, and Dr. Balázs Vinnai became Head of Digital Channels. In 2017, Misys and DH Corporation (D+H) merged to form Finastra, and he continued as Vice President and Head of Digital. In September 2018, he*



*joined W.UP, a financial software and digital banking sales company, as Investor and President. Since 2021, he has been Senior Advisor to the CEO of MBH.*

### **Levente László Szabó**

*He graduated from the College of Finance and Accounting in 1993 and obtained his Master's degree from the Janus Pannonius University of Sciences in 1995. He started his career at Creditanstalt Group in 1995. In 1999, he joined Magyar Takarékszövetkezeti Bank Zrt., where he was appointed Deputy CEO in April 2010 after holding several management positions. From 2013 to 2017 he was CEO and member of the Board of Directors of Takarékbank. Since 2017, he has been a member of the Board of Directors and Deputy CEO of MTB Zrt., which manages the Takarék Group, and since 2019, he has been a member of the Board of Directors and Deputy CEO of Takarékbank Zrt. From 10 December 2021, Deputy CEO for Business for Individual Services of MKB Bank Nyrt.*

### **Ádám Egerszegi**

*Graduated in Economics from the College of Finance and Accounting in 1997. In 1998, he started his career at Takarékbank, where, after holding several senior positions, he has been Deputy CEO since February 2017, and Vice Chairman and Deputy CEO of MTB Magyar Takarékszövetkezeti Bank. From 10 December 2021, Deputy CEO for Transformation of MKB Bank Nyrt.*

3. At the proposal of Magyar Bankholding Zrt. as the shareholder of the Company, the following persons are recalled from the Supervisory Board of the Company with effect from 3 April 2022 (i.e. the last day of the term of mandate is 3 April 2022), which shall be decided by the General Meeting of the Company in accordance with its competence under Section 3.1.16.m.) of the Articles of Association: Rita Feodor, András Törtel Oszlányi, Ágnes Anna Hornung, dr. László Ipacs.

4. At the proposal of Magyar Bankholding Zrt. as the shareholder of the Company, the following persons shall be elected to the Supervisory Board of the Company with effect from 4 April 2022 for a fixed term until 31 December 2025, which shall be decided by the General Meeting of the Company in accordance with its competence under Section 3.1.16.m.) of the Articles of Association: Dr Andor Nagy, Chairman of the Supervisory Board, Ágnes Anna Hornung, Dr Erzsébet Beáta Bánkúti, Zsigmond Járai, Mihály Valkó, Miklós Vaszily.

### **Dr. Andor Nagy, Chairman of the Supervisory Board**

*He graduated from the Faculty of Law and Political Sciences of the ELTE in 1987. He passed the bar exam in 1997 and studied at Harvard Business School in Boston in 2004. From 1995 until the 1998 parliamentary elections, he served as party president, then as chief of cabinet to the prime minister, and later as political state secretary in the prime minister's office. Since 2004 he has been a Member of Parliament in the Szécsény constituency. Until 20 February 2005, he was the Clerk of Parliament. In the 2006 parliamentary elections he won an individual mandate in the 3rd constituency of the county of Nógrád. In the 2010 parliamentary elections he also won an individual mandate in the 3rd constituency of the county of Nógrád. On 26 August 2013, he resigned his parliamentary mandate, after which*

*he was appointed Ambassador of Hungary to the State of Israel. His mandate in Tel Aviv lasted from 2013 to 2018. Since summer 2018, he has been Head of the Embassy of Hungary in Vienna.*

### **Ágnes Anna Hornung**

*She obtained a legal degree at Péter Pázmány Catholic University and lawyer-economist degree at Budapest Corvinus University. Her career began at PricewaterhouseCoopers Kft. where she strengthened the PWC team for eight years. After this she led the Economic and Financial Affairs at the Permanent Representation of Hungary in Brussels. From 2015 to 2018, she was State Secretary responsible for finances at the Ministry of Finance. She has been the chairperson of the Supervisory Board of MKB Bank. since February 2019.*

### **Dr. Erzsébet Beáta Bánkuti**

*He graduated from the Faculty of Law and Political Sciences of the ELTE in 1992 and worked as a lawyer from 1995 to 2014. From 2014 to 2018, he held senior positions at the Prime Minister's Office and then at the Ministry of National Development. Since 2018, he has been Head of Cabinet of Magyar Posta Zrt., a member of the executive boards of several members of the Posta Group and a member of the Board of Directors of the Integration Organisation of Cooperative Credit Institutions. From 2019 he is a member of the Supervisory Board of Corvinus Befektetési Zrt, from 2020 of Magyar Bankholding Zrt and from 2021 of Magyar Takarék Bankholding Zrt.*

### **Zsigmond Járai**

*Zsigmond Járai is a qualified economist with decades of experience in finance. He started his career in 1976 at the State Development Bank. He has been a lecturer on investment in the electricity industry, a financial auditor, a senior lecturer in the Economics Department and head of the Economics and Securities Department. During his professional career he has worked in London and Budapest for several investment and commercial banks. He is a former founder of the Budapest Stock Exchange and has held senior positions in a number of key areas in the public sector and in the money, insurance and capital markets, including, without limitation, Deputy CEO of Budapest Bank, Deputy Minister of Finance and Chairman of the Banking Supervisory Authority. He has worked as an investment banker in London, as CEO of Magyar Hitelbank, and as Chairman of the Budapest Stock Exchange from 1996 to 1998. From 1998 to 2000 he was Finance Minister of Hungary, from 2001 to 2007 President of the National Bank of Hungary, and from 2007 to 2013 Chairman of the Supervisory Board of CIG Pannónia Életbiztosító Zrt. Government awards: Grand Cross of the Order of Merit of Hungary (2016), Honorary Knight Grand Cross of the Order of the British Empire*

### **Miklós Vaszily**

*He graduated from the Budapest University of Economic Sciences in 1996 and from the Faculty of Law and Political Sciences of ELTE in 1997. He started his career as an equity analyst. From 2001 he was CEO of Net Média Zrt., the publisher of Portfolio.hu, and in 2005 he became CEO of Index.hu Zrt. In 2007, he was appointed Deputy CEO and member of the Board of Directors of the owner Közép-Európa Média Zrt. From February 2010 to November*

2014 he was CEO of Origo Zrt. Since August 2015 he was CEO of MTVA and since October 2018 CEO of Echo TV. He was CEO of Echo TV until 31 March 2019, when the channel was merged into Hír TV. In 2019, Miklós Vaszily became president of TV2.

### **Mihály Valkó**

*He graduated from the Budapest University of Economics. He has nearly two decades of financial experience in the field of credit institutions, venture capital fund management and consulting. Currently he is the CEO of QUARTZ Befektetési Alapkezelő Zrt. As of May 2020, he is an external member of the Board of Directors of MKB Bank.*

5. The term of mandate of the members of the Audit Committee shall terminate by operation of law at the same time as their membership of the Supervisory Board.

6. At the proposal of Magyar Bankholding Zrt., the shareholder of the Company, the following persons shall be elected to the Audit Committee of the Company with effect from 4 April 2022 for a fixed term until 31 December 2025, which shall be decided by the General Meeting of the Company in accordance with its competence under Section 3.1.16.m.) of the Articles of Association: Ágnes Anna Hornung, Dr. Erzsébet Beáta Bánkuti, Miklós Vaszily.

### **Ágnes Anna Hornung**

*She obtained a legal degree at Péter Pázmány Catholic University and lawyer-economist degree at Budapest Corvinus University. Her career began at PricewaterhouseCoopers Kft. where she strengthened the PWC team for eight years. After this she led the Economic and Financial Affairs at the Permanent Representation of Hungary in Brussels. From 2015 to 2018, she was State Secretary responsible for finances at the Ministry of Finance. She has been the chairperson of the Supervisory Board of MKB Bank. since February 2019.*

### **Dr. Erzsébet Beáta Bánkuti**

*She graduated from the Faculty of Law and Political Sciences of the ELTE in 1992 and worked as a lawyer from 1995 to 2014. From 2014 to 2018, she held senior positions at the Prime Minister's Office and then at the Ministry of National Development. Since 2018, she has been Head of Cabinet of Magyar Posta Zrt., a member of the executive boards of several members of the Posta Group and a member of the Board of Directors of the Integration Organisation of Cooperative Credit Institutions. From 2019, she is a member of the Supervisory Board of Corvinus Befektetési Zrt, and from 2021, of Magyar Bankholding Zrt.*

### **Miklós Vaszily**

*He graduated from the Budapest University of Economic Sciences in 1996 and from the Faculty of Law and Political Sciences of ELTE in 1997. He started his career as an equity analyst. From 2001 he was CEO of Net Média Zrt., the publisher of Portfolio.hu, and in 2005 he became CEO of Index.hu Zrt. In 2007, he was appointed Deputy CEO and member of the Board of Directors of the owner Közép-Európa Média Zrt. From February 2010 to November 2014 he was CEO of Origo Zrt. Since August 2015 he was CEO of MTVA and since October*

*2018 CEO of Echo TV. He was CEO of Echo TV until 31 March 2019, when the channel was merged into Hír TV. In 2019, Miklós Vaszily became president of TV2.*

**Proposed resolution of the General Meeting:**

The General Meeting recalls Ildikó Ginzer from the Board of Directors of the Company with effect from 3 April 2022.

The General Meeting recalls Mihály Valkó from the Board of Directors of the Company with effect from 3 April 2022.

The General Meeting recalls Dr. Gabriella Gombai from the Board of Directors of the Company with effect from 3 April 2022.

The General Meeting recalls Dr. Zsuzsa Piller from the Board of Directors of the Company with effect from 3 April 2022.

The General Meeting elects Dr. Géza Károly Láng as a member of the Board of Directors from 4 April 2022 to 31 December 2025, with the proviso that the condition for filling and taking effect of the position is that the permission of the National Bank of Hungary is also available.

The General Meeting elects István Sárváry as a member of the Board of Directors from 4 April 2022 to 31 December 2025, with the proviso that the condition for filling and taking effect of the position is that the permission of the National Bank of Hungary is also available.

The General Meeting elects Dr. Balázs Vinnai as a member of the Board of Directors from 4 April 2022 to 31 December 2025, with the proviso that the condition for filling and taking effect of the position is that the permission of the National Bank of Hungary is also available.

The General Meeting elects Levente László Szabó as a member of the Board of Directors from 4 April 2022 to 31 December 2025, with the proviso that the condition for filling and taking effect of the position is that the permission of the National Bank of Hungary is also available.

The General Meeting elects Ádám Egerszegi as a member of the Board of Directors from 4 April 2022 to 31 December 2025, with the proviso that the condition for filling and taking effect of the position is that the permission of the National Bank of Hungary is also available.

The General Meeting recalls Rita Feodor from the Supervisory Board of the Company with effect from 3 April 2022.

The General Meeting recalls Dr. László Ipacs from the Supervisory Board of the Company with effect from 3 April 2022.

The General Meeting recalls Ágnes Anna Hornung from the Supervisory Board of the Company with effect from 3 April 2022.

The General Meeting recalls Törtel András Oszlányi from the Supervisory Board of the Company with effect from 3 April 2022.

The General Meeting elects Dr. Andor Nagy as a member of the Supervisory Board from 4 April 2022 to 31 December 2025, and also elects him as the Chairman of the Supervisory Board, with the proviso that the condition for filling and taking effect of the position is that the permission of the National Bank of Hungary is also available.

The General Meeting elects Ágnes Hornung as a member of the Supervisory Board from 4 April 2022 to 31 December 2025, with the proviso that the condition for filling and taking effect of the position is that the permission of the National Bank of Hungary is also available.

The General Meeting elects Dr. Erzsébet Beáta Bánkuti as a member of the Supervisory Board from 4 April 2022 to 31 December 2025, with the proviso that the condition for filling and taking effect of the position is that the permission of the National Bank of Hungary is also available.

The General Meeting elects Zsigmond Járai as a member of the Supervisory Board from 4 April 2022 to 31 December 2025, with the proviso that the condition for filling and taking effect of the position is that the permission of the National Bank of Hungary is also available.

The General Meeting elects Mihály Valkó as a member of the Supervisory Board from 4 April 2022 to 31 December 2025, with the proviso that the condition for filling and taking effect of the position is that the permission of the National Bank of Hungary is also available.

The General Meeting elects Miklós Vaszily as a member of the Supervisory Board from 4 April 2022 to 31 December 2025, with the proviso that the condition for filling and taking effect of the position is that the permission of the National Bank of Hungary is also available.

The General Meeting elects Ágnes Anna Hornung as a member of the Audit Committee from 4 April 2022 to 31 December 2025, with the proviso that the condition for filling and taking effect of the position is that the permission of the National Bank of Hungary is also available.

The General Meeting elects Dr. Erzsébet Beáta Bánkuti as a member of the Audit Committee from 4 April 2022 to 31 December 2025, with the proviso that the condition for filling and taking effect of the position is that the permission of the National Bank of Hungary is also available.

The General Meeting elects Miklós Vaszily as a member of the Audit Committee from 4 April 2022 to 31 December 2025, with the proviso that the condition for filling and taking effect of the position is that the permission of the National Bank of Hungary is also available.