



DOCUMENTS OF THE EXTRAORDINARY GENERAL MEETING

TO BE HELD

ON 14 DECEMBER 2020

MKB Bank Plc.



Agenda of the extraordinary general meeting

- 1. Decisions related to the employment contract of the Chief Executive Officer**
- 2. Decision on granting hold-harmless warrant**
- 3. Election of executive officers, decision on the person of the Chairman of the Board of Directors**
- 4. Decision on the election (appointment) of, establishing the employment contract with and the remuneration of the new Chief Executive Officer**

Date of the extraordinary general meeting: 14 December 2020 10:00 a.m.

Location: Headquarters of MKB Bank Plc. (1056 Budapest, V. Váci u. 38.) Meeting room No. 24 on the ground floor



Agenda item No. 1

DECISIONS RELATED TO THE EMPLOYMENT CONTRACT OF THE CHIEF EXECUTIVE OFFICER

Reasoning:

Chairman and Chief Executive Officer of MKB Bank Plc. (Company), Dr. Ádám Balog has resigned from his Board of Directors membership and chairmanship effective on 31 December 2020, or if the election of the new chairman of the Board of Directors to be elected by the General Meeting will not be effective until this day, then on the starting date of the mandate of the new chairman of the Board of Directors to be elected by the General Meeting, but no later than 1 March 2021. On the date of entry into force of his resignation, his employment will be terminated as well.

It is proposed to the General Meeting to approve the termination of the employment contract of Dr Ádám Balog as described above, to delegate the employer's power to terminate the employment relationship by mutual consent to the Remuneration Committee so that the Remuneration Committee is entitled to enter into the agreement, including the determination of the benefit due to Dr. Ádám Balog thereunder. Two members of the Remuneration Committee are entitled to represent the Remuneration Committee in this matter.

The respective decision of the General Meeting requires a 67% majority of shareholders present.

Proposed resolution of the General Meeting:

The General Meeting approves the termination with mutual consent of employment of Chairman and Chief Executive Officer Dr. Ádám Balog as of 31 December 2020 or, if the election of the new Chairman of the Board of Directors elected by the General Meeting does not take effect by that date, on the starting date of the new Chairman of the Board of Directors elected by the General Meeting, but no later than as of 1 March 2021. The General Meeting authorises the Remuneration Committee to enter into an agreement on the termination of the employment relationship by mutual consent, including the determination of the benefit due to Dr. Ádám Balog.



Agenda item No. 2

DECISION ON GRANTING HOLD-HARMLESS WARRANT

Reasoning:

In view of the termination of the membership of the Board of Directors and the position of the Chairman of Dr. Ádám Balog, it is proposed to the General Meeting to grant him a hold-harmless warrant pursuant to Section 3: 117 (1) of the Civil Code for the period from 1 January to 14 December 2020, in accordance with the provisions of Section 3: 117 (2) of the Civil Code.

Pursuant to Section 3:117 (1) of the Civil Code¹ the supreme body of the company (i.e. the General Meeting) can establish the adequacy of the management activities of the members of the Board of Directors during the effective term of their legal relationship by granting them the hold-harmless warrant. Pursuant to Section 3:117 (2) of the Civil Code, if an executive officer is removed from office in between two meetings debating the financial report, the executive officer may request the supreme body's decision for the issue of a hold-harmless warrant in the next session.

If the company's supreme body provides a hold-harmless warrant, the company may only bring action against the executive officers on the grounds of breaching management obligations in a claim for damages if the facts and information underlying the hold-harmless warrant proved to be false or incomplete.

Pursuant to Article 3.1.9 p) of the Articles of Association, the General Meeting has the exclusive competence to grant a hold-harmless warrant to the members of the Board of Directors. A simple majority is required for a decision of the General Meeting.

Proposed resolution of the General Meeting:

The General Meeting concludes that the outstanding management activities of dr. Ádám Balog, member of the Board of Directors and chairman were satisfactory during the period from 1 January 2020 to 14 Decmber 2020, and therefore grants the hold-harmless warrant to him pursuant to Section 3:117 of Act V of 2013 on the Civil Code.

¹Section 3:117 [Liability of executive officers to the business association for damages]

(1) If the company's supreme body provides a hold-harmless warrant to an executive officer at the time of approval of the financial report, thus acknowledging the executive officer's management activities during the previous financial year, the company may bring action against the executive officer on the grounds of breaching management obligations in a claim for damages if the facts and information underlying the hold-harmless warrant proved to be false or incomplete.

(2) If an executive officer is removed from office in between two meetings debating the financial report, the executive officer may request the supreme body's decision for the issue of a hold-harmless warrant in the next session.



Agenda item No. 3

**ELECTION OF EXECUTIVE OFFICERS, DECISION ON THE PERSON OF THE
CHAIRMAN OF THE BOARD OF DIRECTORS**

Reasoning:

Chairman and Chief Executive Officer of MKB Bank Plc. Dr. Ádám Balog has resigned from his Board of Directors membership and chairmanship effective on 31 December 2020, or if the election of the new chairman of the Board of Directors to be elected by the General Meeting will not be effective until this day, then on the starting date of the mandate of the new chairman of the Board of Directors to be elected by the General Meeting, but no later than 1 March 2021. On the date of entry into force of his resignation, his employment will be terminated as well.

It is proposed to the General Meeting to elect Dr. Zsolt Barna as an internal member of the Board of Directors for a period of 5 years from 1 January 2021, and Chairman of the Board of Directors for the term of his membership.

Presentation of Dr. Zsolt Barna:

He started his career at the State Money and Capital Market Supervisory Authority, from 1998 he was a Head of Department and from 2004 a Senior Manager of the HFSA. From 1998 to 1999, he was a member of the Board of Directors of BEVA. Since 2006 he has been the Executive Director of the Supervisory Board of the HFSA. From 2006 to 2010, he was a member and permanent invitee of the governing bodies of the European CESR, CEBS and professional committees. Between 2008 and 2009, he was a key player in crisis management in the banking sector. He has worked for the OTP Group since 2010, initially as a director, during which time he became the Chairman of the Board of Directors of CKB Bank in Montenegro, where he managed the reorganisation process. After several management positions within the OTP Group, between 8 June 2016 and 31 August 2018, he was the Chairman and Chief Executive of OTP Ingatlan Befektetési Alapkezelő Zrt., and, in addition, from September 2016 to 31 August 2018, he held the position of the Chairman of the Board of Directors of OTP Alapkezelő Zrt. Since 8 June 2016, he has been the Chairman of the Board of Directors of OTP Ingatlan Befektetési Alapkezelő Zrt. In 2017-2018, OTP Bank managed its first significant subsidiary integration in Croatia. From 10 September 2018, he was the Chairman of the Supervisory Board of OTP Ingatlan Zrt. On 1 September 2018, he was appointed Deputy CEO of OTP Bank. From 2019 to 20 July 2020, he was the Chairman of the Board of Directors of OTP Ingatlan Zrt. and a member of the Supervisory Board of the Croatian subsidiary of the OTP Group. From December 2019, he was the Chairman of the Board of Directors of the Slovenian subsidiary of the OTP Group. Until 20 July 2020, he held the position of Deputy CEO of OTP Bank Nyrt. Since 30 October 2020, he has been the Chairman of the Board of Directors of Magyar Bankholding Zrt.

Having assessed the individual suitability of the candidate and the collective suitability of the Board of Directors, the Nomination Committee proposed to the General Meeting to elect him as a member of the Board of Directors. The Board of Directors and the Supervisory Board supported the nomination.

The election of the candidate also requires the approval of the National Bank of Hungary.



Pursuant to Article 3.1.9 g) of the Articles of Association, the General Meeting has the exclusive competence to elect the Chairman and the members of the Board of Directors. A simple majority is required for the decision of the General Meeting.

Proposed resolution of the General Meeting:

The General Meeting elects Mr. Zsolt Barna as a member of the Board of Directors from 1 January 2021 to 31 December 2025, provided that the condition for filling and taking effect of the position is the availability of the approval of the National Bank of Hungary.

The General Meeting also elects Dr. Zsolt Barna as the Chairman of the Board of Directors for the term his membership in the Board of Directors.



Agenda item No. 4

**DECISION ON THE ELECTION (APPOINTMENT) OF, ESTABLISHING THE
EMPLOYMENT CONTRACT WITH AND THE REMUNERATION OF THE NEW
CHIEF EXECUTIVE OFFICER**

Reasoning:

It is proposed to the General Meeting to elect Dr. Zsolt Barna as the Chief Executive of MKB Bank Plc. as of 1 January 2021, and, acting within its authority, request the Remuneration Committee of the Company to establish an employment contract with the Chief Executive Officer and to determine the remuneration of the Chief Executive Officer.

A further proposal is that the General Meeting delegate to the Remuneration Committee the employer's power to establish the employment contract of Dr. Zsolt Barna by deciding that two members of the Remuneration Committee are authorised to sign the employment contract on behalf of the Employer.

It is proposed that the General Meeting also authorise the Remuneration Committee, to set the individual objectives of Dr. Zsolt Barna, Chief Executive Officer, for the year 2021 in accordance with the Remuneration Policy of MKB Bank Plc. prepared pursuant to the Credit Institutions Act, in line with the company's business policy and the overall banking objectives for 2021.

Pursuant to Article 3.1.9 i) of the Articles of Association, the General Meeting has the exclusive competence to elect the Chief Executive Officer, to establish and modify the employment contract to be concluded with him, and to establish the remuneration of the Chief Executive Officer, as well as to delegate those powers with a resolution. A simple majority is required for the decision of the General Meeting.

Resolution proposals of the General Meeting:

The General Meeting elects Mr. Zsolt Barna as the Chief Executive Officer of MKB Bank Plc. as of 1 January 2021 and authorises the Remuneration Committee of the Company to establish an employment contract with the Chief Executive Officer and to determine his remuneration in a way that two members of the Remuneration Committee are authorised to sign the employment contract on behalf of the Employer.

At the same time, the General Meeting requests the Remuneration Committee to set the individual objectives of Dr. Zsolt Barna, Chief Executive Officer, for 2021 in line with the company's business policy and the overall banking objectives for 2021.