



DOCUMENTS OF THE EXTRAORDINARY GENERAL MEETING

TO BE HELD

ON 27 FEBRUARY

MKB Bank Plc.

Agenda of the extraordinary general meeting

- 1. Amendment of Section 5.3 of the Articles of Association of MKB Bank Plc. 3**

Date of the extraordinary general meeting: 27 February 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

AMENDMENT OF SECTION 5.3 OF THE ARTICLES OF ASSOCIATION OF MKB BANK PLC.

Proposed resolution of the General Meeting

1. The General Meeting adopts a consolidated resolution on the amendment of the Articles of Association of the Company in line with the proposal of the Board of Directors.
2. The General Meeting approves the amendment of Section 5.3 of the Articles of Association in line with the proposal of the Board of Directors, according to the annex of the minutes of the General Meeting.

Explanation:

The amendment of the Articles of Association is due to its fine tuning in order to ensure compliance with the regulation of the Budapest Stock Exchange ('BSE').

Detailed explanation:

Amendment of Sections 5.3.2 - 5.3.7 of the Articles of Association (rules concerning dividend payment and recommendations in connection with the public operation and in line with the special notice of BSE)

On the occasion of the introduction of the shares of MKB Bank Plc. ('Company') to the stock exchange, BSE called the attention of the Company to the fact that the Articles of Association of the Company had not yet ensured compliance with Section 17.1.9. of the Second Book of the General Business Rules of BSE on the Rules of Introduction and Listing ('Rules of Introduction'), which section prescribes that the Issuer of the share must publish the final volume of the dividend 2 (Two) Stock Exchange Days prior to the Ex-Coupon Day, which it must publish pursuant to the General Business Rules of BSE.

BSE called the Company to amend its Articles of Association to comply with Section 17.1.9 of the Rules of Introduction.

The recommended amendment of the text of the Articles of Association is the following (the amendments are indicated in bold, italics and underlined):

5.3. Dividend payment

5.3.1. The decisions on dividend payment as well as the method and timing thereof shall be made by the General Meeting. The basis of the dividend payment is the face value of the Share.

5.3.2. The Company requests a verification of owner from KELER Zrt for dividend payment, as corporate event. The date of the verification of owner ('Dividend Date') is the fifth (5th) stock exchange trading day preceding the start date of the dividend payment. Rules related to the verification of owner are included in the effective regulation of KELER Zrt.

5.3.3. Minimum twenty (20) business days must pass between the date of the resolution on dividend payment adopted by the General Meeting and the start date of the dividend payment, on the condition that the payment of the dividend must begin within sixty (60) days after the relevant resolution of the General Meeting is adopted.

5.3.4. The Company shall pay the dividend to the shareholders by payment transfer starting from the date specified by the relevant resolution adopted by the General Meeting. Minimum ten (10) business days must pass between the publishing of the

announcement including the start date of the dividend payment and the amount of the dividend, and the start date of the dividend payment.

5.3.25. ~~The shareholder registered in the Register of Shares at the time of the General Meeting adopting a resolution on dividend payment shall be entitled to dividend. Shareholders shall be entitled to dividend if (i) based on the verification of owners requested for the Dividend Date the shareholder is registered in the Register of Shares, (ii) and its share property does not violate the provisions of the relevant law.~~ The shareholder shall be entitled to dividend in the percentage of its already performed cash contribution.

5.3.6. In the case of requests received after the Dividend Date the Company shall pay dividend if (i) the keeper of the securities account verifies that on the Dividend Date the shareholder held shares in quantity specified in the dividend payment claim and declares that dividend was not yet paid for these shares, (ii) and the notification sent by KELER Zrt. for the Dividend Date verifies that the securities account keeper is authorised to issue the certificate in terms of the share quantity specified in the dividend payment claim.

5.3.7. The claim for dividend payment shall lapse after five (5) years following the start date of dividend payment.

The number of current 5.3.3.-5.3.6 sections shall change to 5.3.8.-5.3.11. if the above proposal is approved.

The Board of Directors proposed the amendment of the Articles of Association according to the above. In its resolution the Supervisory Board recommended the approval of the Articles of Association according to the above by the General Meeting.

The recommended amendment of the Articles of Association is included in **uniform structure** in Annex No. 1 of this present proposal, the provisions recommended for amendment are indicated with track changes.