

**Summary of the rules on the conduct of General Meetings and the exercising of shareholders' voting rights as stipulated in subsection 1.2.1. of Budapesti Értéktőzsde Zrt's Responsible Corporate Governance Recommendations**

The supreme body of MKB Bank Nyrt. (hereinafter: Company) is the General Meeting. A General Meeting is convened by means of a notice published as prescribed in the Company's Articles of Association, at least thirty (30) days before the start date of the General Meeting.

At the time of publishing the materials of the General Meeting the Company shall send the notice of the General Meeting, and the associated proposals and draft resolutions, electronically to shareholders who have notified their request for such notification in advance (at least forty five (45) days before the start date of the given General Meeting) to the Company in writing. The notification of such request is valid for an indefinite period time, as long as the individual concerned is a shareholder of the Company, until its revocation in writing. Company notices sent by e-mail are deemed to have been received by the shareholder on the day of their transmission.

A General Meeting may be held even if it has not, or not properly, convened, but all shareholders are present and unanimously agree to holding the meeting. If a resolution is adopted at a General Meeting convened or held irregularly and, therefore, the resolution is not valid, it will become valid with retroactive effect from the date when it was adopted if all shareholders unanimously recognize it as valid within thirty (30) days from the date of the General Meeting.

A resolution on an item that is not included in the Agenda may be adopted only in the presence of all shareholders holding a right to vote, provided the shareholders unanimously approve the discussion of the item.

A General Meeting has a quorum if shareholders representing more than half of the share capital carrying a right to vote are present. Where a General Meeting does not have a quorum, a repeated General Meeting must be convened to discuss items on the original agenda minimum ten (10) days and maximum twenty-one (21) days after the original date. The repeated General Meeting has a quorum regardless of the number of attendees.

The notice of the General Meeting contains:

- a) the company name and registered office of the Company;
- b) the venue, date and time of the General Meeting;
- c) the agenda of the General Meeting;
- d) the manner of holding the General Meeting;
- e) the conditions to exercising rights to vote, as defined in these Articles of Association;
- f) the venue, date and time of the repeated General Meeting in case the General Meeting does not have a quorum.
- g) conditions to exercising rights of adding items to the agenda, and
- h) the place of availability of the draft resolutions and the original and complete text of the documents to be submitted to the General Meeting.

The presiding Chair of the General Meeting is the Chair of the Board of Directors, except where, in his/her absence, a person is elected by simple majority vote from among the attendees at the General Meeting. An attendance sheet is drawn up at each General Meeting, indicating the name and residential address or registered office of each shareholder or his/her proxy; the number of his/her shares and the number of votes he/she is entitled to; and any change in the person of attendees during the General Meeting. The list of attendees is authenticated by the presiding Chair of the General

Meeting and the Minute-taker, attaching their signatures to it. Holders of shares cast their votes by raising ballot papers previously distributed to them by the Company. Ballot papers are issued based on records in the Register of Shares.

According to his/her tasks and power the presiding Chair of the General Meeting:

- a) opens the General Meeting;
- b) establishes if there is quorum;
- c) leads the meeting, giving and taking back the floor, and limiting the duration of a participant's contribution, as seen fit;
- d) orders breaks;
- e) terminates the General Meeting.

Minutes are taken at each General Meeting, containing

- a) the company name and registered office of the Company;
- b) the manner, venue, and date and time of holding the General Meeting;
- c) the names of the presiding chair of the General Meeting, the Minute-taker, the person authenticating the Minutes, and the vote counter;
- d) the most important events of, and motions made at, the General Meeting;
- e) the draft resolutions;
- f) for each resolution, the number of shares for which valid votes were cast and the proportion of the share capital represented by these votes,
- g) the number of votes cast for, cast against, and the number of abstentions.

The minutes are signed by the Minute-taker and the presiding chair of the General Meeting, and a shareholder in attendance elected for that purpose. The Board of Directors of the Company places the Minutes of the General Meeting and the list of attendees among their documents and keep them as well as submit them to the court of registration within thirty (30) days after the termination of the General Meeting. Furthermore, the Board of Directors of the Company publish the Minutes of the General Meeting incorporating the resolutions adopted at the General Meeting, the draft resolutions, the key questions and answers related to the draft resolution within 30 (thirty) days following the General Meeting as specified in Section 7. In addition to above the Company publishes the rules concerning the performance of its general meetings and the exercising of the voting right of its shareholders in this summary document in accordance with the Articles of Association.

By giving answers to the questions arising at the General Meeting the Company observes the principles of informing and publishing prescribed by the law and the stock exchange regulations and shall comply with them. The Company has 5 (five) business days following the day of the General Meeting to answer question arisen at the General Meeting and not answered to the satisfaction of the shareholder within its framework.

### **Conditions to participation in the General Meeting and to exercising the voting rights**

The Company requests shareholder identification by KELER Zrt. by the date of its General Meeting as a company event. Shareholder identification is be governed by the relevant provisions of KELER Zrt's prevailing business rules.

The shareholder, or a shareholder's proxy as defined in Sections 151-155 of the Capital Market Act, who – as a result of the shareholders registration – was registered in the Register of Shares on the second business day preceding the start of the General Meeting, the latest, may attend the General Meeting of the Company. Persons, listed in the Register of Shares when the Register of Shares is closed, are entitled to exercise the

shareholder's rights at the General Meeting. The day of closing the Register of Shares is the second business day preceding the starting day of the General Meeting.

Shareholders intending to participate in a General Meeting should consult their respective securities account keepers regarding the tasks to be carried out and deadlines to be met if they are to be involved in shareholder identification by KELER Zrt. The Company takes no liability for any consequence of any omission on the part of securities account keepers.

The closure of the share register entails no restriction on the right of any person entered in the share register to transfer their shares following the closure of the share register. Any transfer of shares on the day preceding the General Meeting's starting day does not rule out the right of the person listed in the share register to participate and exercise their rights in the General Meeting as a shareholder.

A shareholder may exercise their rights relating to the General Meeting in person or via their representative/shareholder's proxy (hereinafter: proxy). No internal member of the Board of Directors, member or chair of the Supervisory Board, or the auditor may authorise a shareholder to act as their proxy. A shareholder may authorise an external member of the Board of Directors or a managing officer of the Company by proxy – provided they are not internal members of the Board of Directors. The proxy is valid for one General Meeting, or for the period specified in the proxy, a maximum of 12 months. A proxy is valid for the continuation of the suspended General Meeting or the General Meeting reconvened because of the lack of quorum. A proxy is drawn up in the form of a public document or a private document providing full evidence and it is submitted to the Company. In the proxy given by the shareholder's proxy the fact of the proxy acting as shareholder's proxy must be indicated. One proxy may represent multiple shareholders, however, such representative must have a proxy for each shareholder so represented, drawn up in the form of a public document or a private document providing full evidence.

The holders of the shares cast their votes by raising ballot papers previously distributed to them by the Company. Ballot papers are issued based on records in the Register of Shares.

The Company requires prior registration as a prerequisite for attendees being present at the venue of the General Meeting on the day of the event.