



## ANNOUNCEMENT

### On the Convocation of the Annual General Meeting

#### NOTICE:

MKB Bank Plc. (1056 Budapest, Váci utca 38.; Cg.01-10-040952; hereinafter: *Company*) informs its shareholders that pursuant to Act I of 2021 on Prevention of the Coronavirus Pandemic and Government Decree 502/2020. (XI. 16.) (hereinafter: "Decree"), which has been extended until 22 May 2021, the general meeting cannot be held at the announced date and time with the personal attendance of shareholders.

The Decree stipulates that decisions regarding items on the General Meeting's agenda shall be taken by the Company's Board of Directors.

Section 9 (2) of the Decree stipulates that the Board of Directors has the right to make decisions on all matters included in the published agenda, along with issues specified in Section 5 (1) of the Decree. The Board of Directors may even take decisions other than the published proposed resolutions regarding items on the published agenda.

**ACCORDINGLY, THE GENERAL MEETING WILL NOT TAKE PLACE: WE ARE KINDLY ASKING THE SHAREHOLDERS NOT TO APPEAR AT THE ANNOUNCED DATE AND TIME.**

The Company advises the shareholders that shareholders with at least 1% of the votes may, pursuant to Section 9 (7) of the Decree within a 30 day forfeiture deadline following the termination of the emergency situation, request that a general meeting be summoned for the ex-post approval of the general meeting resolutions, not mentioned in Section 9(5) of the Decree and adopted by the Board of Directors during the emergency ("Ex-post Approval of Decisions Adopted in the Scope of the General Meeting's Scope of Power"). Shareholders listed in the Company's share register on the basis of shareholder identification requested and conducted in relation to the general meeting referred to in this invitation shall have the right to convene the general meeting.

Pursuant to Section 9 (6) of the Decree, a general meeting may be convened for the purpose of the subsequent approval of the decision on the appropriation of the profit after tax as described above, with the exception that shareholders have the right to initiate the convocation of a general meeting within 30 days of the publication of the decision of the Board of Directors on the financial statements and the appropriation of the profit after tax. Failure to comply with this deadline, including a shareholders' request not received by the last day of the deadline, will result in forfeiture of rights. In the case of a request to convene a general meeting, the invitation to the general meeting shall be

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**published within 45 days of the end of the emergency or, if the emergency has already ended when the shareholders' request is received, within 45 days of the receipt of the shareholders' request.**

**Pursuant to Section 9 (8) of the Decree, if the period between the end of the emergency and 1 April of the following calendar year is less than 180 days, the convocation of a general meeting pursuant to Section 9 (6) or Section 9 (7) of the Decree may not be requested, but the approval of the resolutions of the general meeting adopted by the management of the company during the emergency may be put on the agenda of the next general meeting.**

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The Board of Directors of MKB Bank Plc. (1056 Budapest, Váci utca 38.; Cg.01-10-040952; hereinafter: *Company*) hereby announces that the Board of Directors of the Company **shall decide on the Agenda items of the General Meeting on 29 April (Thursday) 2021.**

### **The agenda of the General Meeting**

- 1. Financial statements of MKB Bank Plc. for the financial year 2020, prepared in accordance with the International Financial Reporting Standards adopted by the EU: separate (unconsolidated) and consolidated financial statements and the appropriation of the profit, dividend payment**
  - 1.1. Report of the Board of Directors on the business activities for 2020
  - 1.2. Proposal of the Board of Directors for the adoption of the 2020 separate (unconsolidated) financial statements prepared under IFRS
  - 1.3. Proposal of the Board of Directors for the adoption of the 2020 consolidated financial statements prepared under IFRS
  - 1.4. Proposal of the Board of Directors for the appropriation of the profit for 2020 and the payment of dividends
  - 1.5. Report of the Supervisory Board on the 2020 separate (unconsolidated) financial statements prepared under IFRS and the appropriation of profit proposal, as well as on the 2020 consolidated financial statements prepared under IFRS
  - 1.6. Auditor's report on the audit of the 2020 separate (unconsolidated) financial statements prepared under IFRS
  - 1.7. Auditor's report on the audit of the 2020 consolidated financial statements prepared under IFRS
  - 1.8. Decisions on performance related remuneration for the current year of 2020
- 2. Adoption of the 2020 Corporate Governance Report**
- 3. Hold-harmless warrant for the members of the Board of Directors and the Supervisory Board**
- 5. Report of the Board of Directors on the Business Policy of MKB Bank for 2021**
- 6. Election of the auditor and establishment of the auditor's remuneration for the 2021 audit, approval of the persons liable for the audit and determining the conditions of the contract to be concluded with the auditor**

## **7. Determination of the remuneration of the members of the Board of Directors and the Supervisory Board**

If shareholders collectively holding at least 1% of the voting power transmit their proposal concerning supplementation of the agenda – in conformity to the rules on the necessary depth of detail of the agenda – or a resolution concerning any item on, or to be added to, the agenda within eight days of the publication of this announcement of the convening of the General Meeting, the Board of Directors shall issue a notice on the supplemented agenda and/or the draft resolutions put forth by the shareholders after its receipt of such proposal, in accordance with the rules laid down in Section 7 of the Company's Articles of Association. The item(s) specified in such notice shall be regarded as having been added to the agenda.

The Company requests shareholder identification as at the date of the General Meeting as a corporate event, from KELER Központi Értéktár Zártkörűen Működő Részvénytársaság (hereinafter: *KELER Zrt.*) **The 'as at' date of the shareholder identification is Thursday, 22 April 2021.** The rules on shareholder identification are set forth in KELER Zrt's prevailing regulations.

On the last but one working day before the General Meeting's starting day, that is, **at 6:00 p.m. on Tuesday, 27 April 2021** the Company deletes all data (that are effective at the time of shareholder identification) contained in the share register and at the same time it enters the data resulting from shareholder identification in the share register and closes the register with the data produced by shareholder identification. The earliest date thereafter when any entry can be made in the share register regarding shareholders' shareholdings is the first working day following the General Meeting.

Shareholders are advised to 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 propose the Ex-post Approval of Decisions Adopted in the Scope of the General Meeting's Scope of Power.

The shareholder, or a shareholder's proxy as defined in Sections 151-155 of the Act CXX of 2001 on the Capital Market (hereinafter: *Capital Market Act*), who – as a result of the shareholders registration – was registered in the share register on the second business day preceding the announced date of the General Meeting, the latest, propose the Ex-post Approval of Decisions Adopted in the Scope of the General Meeting's Scope of Power. **Persons whose names are listed in the share register at the time of the closure of the share register, that is at 6:00 p.m. on Tuesday, 27 April 2021, shall be entitled to exercise the rights of the shareholders' rights at the General Meeting** initiated with the aim of Ex-post Approval of Decisions Adopted in the Scope of the General Meeting's Scope of Power.

### **Method of holding the General Meeting**

The General Meeting shall not be held; decisions on the items on the General Meeting's agenda shall be taken by the Company's Board of Directors as stipulated in this Announcement.

### **Publication of proposals for the General Meeting and the proposed resolutions**

The proposals contained in the General Meeting's agenda and the proposed resolutions shall be disclosed not later than 21 days before the day of the General Meeting on the Company's website ([www.mkb.hu](http://www.mkb.hu)), the Budapest Stock Exchange website ([www.bet.hu](http://www.bet.hu)), and on the website operated by the Supervision (<https://kozvetelekt.mnb.hu>).

### **ATTENTION**

**In relation to the recently announced emergency – with a special focus on the restrictive measures adopted in the context of the emergency situation – it is specifically emphasised that information on any unavoidable change that may occur in relation to this announcement shall be immediately released by the Company in an extraordinary notice.**

Budapest, 30 March 2021

**MKB Bank Plc.**