



## **MINUTES**

### **of the meeting of the Board of Directors of MKB Bank Plc. acting in the capacity of the Annual General Meeting**

***Date/time:*** 29 April 2021 (Thursday) 9:30

***Venue:*** telephone conference

#### **Participants:**

##### ***Members of the Board of Directors:***

dr. Zsolt Barna, Chairman-CEO, Chairman of the Board of Directors  
Balázs Benczédi, external member of the Board of Directors  
dr. Gabriella Gombai, external member of the Board of Directors  
Imre Kardos, external member of the Board of Directors  
Marcell Takács, external member of the Board of Directors  
Mihály Valkó, external member of the Board of Directors

##### ***Permanent invitees:***

dr. Ágnes Hornung, Chairperson and external member of the Supervisory Board  
András Bakonyi, Deputy CEO  
Ildikó Ginzer, Deputy CEO  
János Nyemcsok, Deputy CEO  
dr. Ilona Török, Head of Cabinet  
Dóra Bertalan, Director, Chair Person of the Meeting  
Gábor Ördög, Head of Department, minute-taker

##### ***Invitees:***

Dobi Kitti, Executive Director  
Ákos Monostori, Executive Director  
Roland Szugyiczki, Director  
István Sallós, Director  
Zoltán Mádi-Szabó, auditor (Deloitte)  
Csilla Ludvigh, Director (MBH)

#### ***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.”*

**Dr. Zsolt Barna**, Chairman of the Board of Directors welcomed the participants. He said that the Annual General Meeting was convened by the Board of Directors, with the approval of the Supervisory Board, in order to approve the 2020 annual accounts of MKB Bank Plc. (hereinafter: '**MKB Bank**' or the '**Company**') and to adopt the related resolutions of the General Meeting. In view of the state of emergency declared due to the coronavirus, pursuant to Article 9 (2) of Government Decree 502/2020 (16 November) on reintroduction of different provisions for the operation of persons and property pooling organisations during the state of emergency the Board of Directors of MKB Bank was to adopt the resolutions of the Annual General Meeting of 29 April 2021 acting in the capacity thereof. He established that due to all the members of the Board of Directors being present the Board had a quorum. He asked Dóra Bertalan, Head of the Corporate and Group Governance Directorate of MKB Bank, to present the agenda items and the resolutions at the Board meeting.

**Dóra Bertalan** (hereinafter: '**Chair Person**') informed the participants that the General Meeting was convened by way of a notice issued on 30 March 2021 in accordance with the rules applicable to public companies. The agenda of the General Meeting was announced simultaneously. The written submission containing the detailed explanations of the proposed resolutions related to the agenda items and the material details of the consolidated and separate financial statements of MKB Bank Plc for the year 2020 were published in the "Documents of the Annual General Meeting of 29 April 2021" (hereinafter: '**General Meeting Documents**') on 7 April 2021. The agenda of the General Meeting can be found on page 3 of the General Meeting Documents.

She said that the Company did not receive any proposal to supplement the agenda of the General Meeting or to draft a new proposed resolution.

He also stated that the Board of Directors and the Supervisory Board of MKB Bank had, at their joint meeting on 30 March 2021, discussed and approved the documents of the Annual General Meeting in advance and as submitted, and recommended that they be submitted to and approved by the General Meeting.

She added that the Board of Directors and the Supervisory Board of Magyar Bankholding Ltd. had previously approved the proposals of the General Meeting at its joint meeting on 15 April 2021 and supported the proposal that the Board of Directors of MKB Bank Plc, acting in accordance with the authorisation granted in the government decree referred to above and by MKB Bank plc for the General Meeting announced for 29 April 2021, should proceed in the powers of the General Meeting in respect of the Agenda items detailed in the proposal and to make decisions in accordance with the published proposed resolutions.

Considering that those present had attended the joint meeting of the Board of Directors and the Supervisory Board of 30 March 2021, which had previously discussed the proposals of the Annual General Meeting, and had familiarised themselves with the detailed explanations of the agenda items, she proposed that the Board of Directors should adopt the resolutions on the individual proposals for resolutions in the order of the items on the agenda without separately explaining the detailed explanations of the agenda items.

There were no questions, comments or motions on the agenda items or the order in which they were discussed.

The members of the Board of Directors reviewed the agenda of the meeting and agreed to discuss the agenda items as follows:

**AGENDA**  
**of the meeting of the Board of Directors of MKB Bank Plc. acting in the capacity of the Annual General Meeting of 29 April 2021**

- 1 The annual accounts of MKB Bank Plc for 2020, prepared in accordance with the International Financial Reporting Standards adopted by the EU: separate (non-consolidated) and consolidated annual accounts, as well as the appropriation of profit, dividend payment**
  - 1.1 Report of the Board of Directors on business activities for 2020
  - 1.2 Proposal of the Board of Directors to adopt the separate (non-consolidated) annual accounts for 2020 prepared in accordance with International Accounting Standards
  - 1.3 Proposal of the Board of Directors to adopt the consolidated annual accounts for 2020 prepared in accordance with International Accounting Standards
  - 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 separate (non-consolidated) annual accounts and the proposal for the appropriation of profit for 2020 prepared in accordance with International Accounting Standards and on the consolidated annual accounts for 2020 prepared in accordance with International Accounting Standards
  - 1.6 Auditor's report on the audit of the separate (non-consolidated) annual accounts prepared in accordance with International Accounting Standards 2020
  - 1.7 Auditor's report on the audit of the consolidated annual accounts prepared in accordance with International Accounting Standards 2020
  - 1.8 Decisions on performance remuneration for 2020
- 2. Adoption of the 2020 Corporate Governance Report**
- 3. Hold-harmless warrant for the members of the Board of Director and the Supervisory Board**
- 4. The report of the Board of Directors on the business policy of Company for 2021.**
- 5. Election of the auditor and determination of their remuneration for 2021, approval of the appointment of the person responsible for the audit and determination of the terms and conditions of the contract to be concluded with the auditor**
- 6. Determination of the honorary fees of the members of the Board of Directors and Supervisory Board**

\* \* \*

### **Agenda item 1**

**The annual accounts of MKB Bank Plc for 2020, prepared in accordance with the International Financial Reporting Standards adopted by the EU: separate (non-consolidated) and consolidated annual accounts, as well as the appropriation of profit, dividend payment**

The **Chair Person** said that the proposal for the proposed resolution relating to the first agenda item was set out on page 68 of the General Meeting Documents. Upon presenting the proposed resolution, the participating members of the Board of Directors indicated no intention to raise any relevant question, comment or proposal.

Subsequently, she puts to vote the adoption of the annual accounts of MKB Bank Plc. for 2020 and the proposal for the appropriation of the profit after tax.

***Vote on the adoption of the annual accounts of MKB Bank Plc for 2020 and the proposal for the appropriation of the profit after tax***

**Votes:**

Yes: 6 (100%)

No: 0

Abstain: 0

The **Chair Person** established unanimous consent of the Board of Directors and announced its resolution:

### **Resolution No. 66/2021. (29 April) of the Board of Directors**

The Board of Directors of the Company, acting within the competence of the General Meeting, approves the Board of Directors' report on the 2020 business activities and, accepts - being aware of the reports of the Supervisory Board and the Auditor - the separate (non-consolidated) and consolidated financial statements for 2020 prepared in accordance with the International Financial Reporting Standards as adopted by the EU as well as the proposal concerning the use of profit and the payment of dividends.

The Board of Directors of the Company, acting within the competence of the General Meeting establishes the separate (non-consolidated) balance sheet of MKB Bank Plc. according to International Accounting Standards 2020 with the following main figures

**BALANCE SHEET TOTAL: HUF 2,792,636 million**

**PROFIT (LOSS) BEFORE TAXATION: HUF 6,953 million**

The Board of Directors of the Company, acting within the competence of the General Meeting establishes the consolidated balance sheet of MKB Group according to International Accounting Standards 2020 with the following main figures:

**BALANCE SHEET TOTAL: HUF 2,781,607 million**

**PROFIT (LOSS) BEFORE TAXATION: HUF 9,218 million**

The Board of Directors of the Company, acting within the competence of the General Meeting, decides that the distributable profit from the after-tax profit shall remain in the retained earnings.

\* \* \*

The **Chair Person** informed the participants that the proposal for the proposed resolution relating to the first agenda item was set out on page 69 of the General Meeting Documents. Upon presenting the proposed resolution, the participating members of the Board of Directors indicated no intention to raise any relevant question, comment or proposal.

The **Chair Person** then put to the vote the question of the adoption of the proposal for decisions on performance remuneration for the year 2020.

***Vote on the adoption of the proposal for decisions on performance remuneration for the year 2020***

**Votes:**

Yes: 6 (100%)

No: 0

Abstain: 0

The **Chair Person** established unanimous consent of the Board of Directors and announced its resolution:

**Resolution No. 67/2021. (29 April) of the Board of Directors**

The Board of Directors of the Company, acting within the competence of the General Meeting confirms the relevant decision of the chairman and CEO, stating that the corporate assessment target index has been achieved for the 2020 business year.

The Board of Directors of the Company, acting within the competence of the General Meeting also confirms the relevant decision of the chairman and CEO, stating that, according to the ex-post risk assessment, there was no individual risk related to the activities of the persons covered by the scope of the remuneration policy under the Credit Institutions Act for the business years 2017, 2018 and 2019.

The Board of Directors of the Company, acting within the competence of the General Meeting approves the share-based remuneration component of MKB Bank Plc's remuneration scheme in the form of a share price linked asset (i.e., not an actual share bonus) as proposed.

The Board of Directors of the Company, acting within the competence of the General Meeting confirms and approves that, in connection with the approval of the financial statements for the year 2020, deputy CEOs András Bakonyi, Ildikó Ginzer and János Nyemcsok are entitled to performance remunerations for the 2020 business year.

The Board of Directors of the Company, acting within the competence of the General Meeting requests the Remuneration Committee of MKB Bank Plc, with respect to persons subject to the Remuneration Policy under the Credit Institutions Act, to decide, based on the provisions of MKB Bank Plc's Remuneration Policy under the Hpt., on the amount of the performance remuneration to be paid to deputy CEOs András Bakonyi, Ildikó Ginzer and János Nyemcsok for the year 2020. The Board of Directors of the Company, acting within the competence of the General Meeting declares that, based on the ex-post risk assessment, there was no individual risk relating to the activities of the chairman and CEO and the deputy CEOs for the 2017, 2018 and 2019 years, therefore, the deferred and withheld instalments of the performance remuneration due in accordance with the payment cycle may be paid out to them in accordance with the provisions of MKB Bank Plc's Remuneration Policy under the Hpt.

The Board of Directors of the Company, acting within the competence of the General Meeting calls on the Remuneration Committee to set targets for the year 2021 for the chairman and CEO and deputy CEOs, along with the company's 2021 overall banking objectives.

### **Agenda item 2**

#### **The General Meeting approves the Corporate Governance Report for 2020.**

The **Chair Person** said that the proposal for the proposed resolution relating to the second agenda item was set out on page 74 of the General Meeting Documents. Upon presenting the proposed resolution, the participating members of the Board of Directors indicated no intention to raise any relevant question, comment or proposal.

She then put to the vote the question of the adoption of the Corporate Governance Report for 2020.

#### ***Vote on the adoption of the Corporate Governance Report for 2020***

##### **Votes:**

Yes: 6 (100%)

No: 0

Abstain: 0

The **Chair Person** established unanimous consent of the Board of Directors and announced its resolution:

#### **Resolution No. 68/2021. (29 April) of the Board of Directors**

The Board of Directors of the Company, acting within the competence of the General Meeting approves the Corporate Governance Report for 2020.

### **Agenda item 3**

#### **Hold-harmless warrant for the members of the Board of Director and the Supervisory Board**

The **Chair Person** said that the proposal for the proposed resolution relating to the third agenda item was set out on page 77 of the General Meeting Documents. Upon presenting the proposed resolution, the participating members of the Board of Directors indicated no intention to raise any relevant question, comment or proposal.

She then put the question of the granting of hold-harmless warrants to a vote one by one.

#### ***Vote on the granting of dr. Ádám Balog's hold-harmless warrant***

##### **Votes:**

Yes: 6 (100%)

No: 0

Abstain: 0

The **Chair Person** established unanimous consent of the Board of Directors and announced its resolution:

#### **Resolution No. 69/2021. (29 April) of the Board of Directors**

The Board of Directors of the Company, acting within the competence of the General Meeting, determines the adequacy of the management activities of dr. Balog Ádám, therefore grants him hold-harmless warrant pursuant to Section 3:117 of Act V of 2013.

\*\*\*

***Vote on the granting of dr. Balázs Benczédi's hold-harmless warrant***

**Votes:**

Yes: 5 (100%)

No: 0

Abstain: 0

The **Chair Person** established that five members of the Board of Directors unanimously accepted the proposal, the Board member concerned did not vote, and announced the resolution:

**Resolution No. 70/2021. (29 April) of the Board of Directors**

The Board of Directors of the Company, acting within the competence of the General Meeting, determines the adequacy of the management activities of Balázs Benczédi, member of the Board of Directors in the period between 12 June 2020 - 31 December 2020, therefore grants him hold-harmless warrant pursuant to Section 3:117 of Act V of 2013

\*\*\*

***Vote on the granting of dr. András Csapó's hold-harmless warrant***

**Votes:**

Yes: 6 (100%)

No: 0

Abstain: 0

The **Chair Person** established the unanimous consent of the Board of Directors and announced its resolution:

**Resolution No. 71/2021. (29 April) of the Board of Directors**

The Board of Directors of the Company, acting within the competence of the General Meeting, determines the adequacy of the management activities of dr. András Csapó, member of the Board of Directors in the period between 1 January 2020 - 31 December 2020, therefore grants him hold-harmless warrant pursuant to Section 3:117 of Act V of 2013.

\*\*\*

***Vote on the granting of dr. Gabriella Gombai's hold-harmless warrant***

**Votes:**

Yes: 5 (100%)

No: 0

Abstain: 0

The **Chair Person** established that five members of the Board of Directors unanimously accepted the proposal, the Board member concerned did not vote, and announced the resolution:

**Resolution No. 72/2021. (29 April) of the Board of Directors**

The Board of Directors of the Company, acting within the competence of the General Meeting, determines the adequacy of the management activities of dr. Gabriella Gombai, member of the Board of Directors in the period between 11 June 2020 - 31 December 2020, therefore grants her hold-harmless warrant pursuant to Section 3:117 of Act V of 2013.

\*\*\*

***Vote on the granting of dr. Márk Hetényi's hold-harmless warrant***

**Votes:**

Yes: 6 (100%)

No: 0

Abstain: 0

The **Chair Person** established the unanimous consent of the Board of Directors and announced its resolution:

**Resolution No. 73/2021. (29 April) of the Board of Directors**

The Board of Directors of the Company, acting within the competence of the General Meeting, determines the adequacy of the management activities of Márk Hetényi, member of the Board of Directors in the period between 1 January 2020 - 26 March 2020, therefore grants him hold-harmless warrant pursuant to Section 3:117 of Act V of 2013.

\*\*\*

***Vote on the granting of Imre Kardos's hold-harmless warrant***

**Votes:**

Yes: 5 (100%)

No: 0

Abstain: 0

The **Chair Person** established that five members of the Board of Directors unanimously accepted the proposal, the Board member concerned did not vote, and announced the resolution:

**Resolution No. 74/2021. (29 April) of the Board of Directors**

The Board of Directors of the Company, acting within the competence of the General Meeting, determines the adequacy of the management activities of Imre Kardos, member of the Board of Directors in the period between 1 January 2020 - 31 December 2020, therefore grants him hold-harmless warrant pursuant to Section 3:117 of Act V of 2013.

\*\*\*

***Vote on the granting of Balázs Nyitrai's hold-harmless warrant***

**Votes:**

Yes: 6 (100%)

No: 0

Abstain: 0

The **Chair Person** established the unanimous consent of the Board of Directors and announced its resolution:

**Resolution No. 75/2021. (29 April) of the Board of Directors**

The Board of Directors of the Company, acting within the competence of the General Meeting, determines the adequacy of the management activities of Balázs Nyitrai, member of the Board of Directors in the period between 1 January 2020 - 22 May 2020, therefore grants him hold-harmless warrant pursuant to Section 3:117 of Act V of 2013.

\*\*\*



***Vote on the granting of Mihály Valkó's hold-harmless warrant***

**Votes:**

Yes: 5 (100%)

No: 0

Abstain: 0

The **Chair Person** established that five members of the Board of Directors unanimously accepted the proposal, the Board member concerned did not vote, and announced the resolution:

**Resolution No. 76/2021. (29 April) of the Board of Directors**

The Board of Directors of the Company, acting within the competence of the General Meeting, determines the adequacy of the management activities of Mihály Valkó, member of the Board of Directors in the period between 22 May 2020 - 31 December 2020, therefore grants him hold-harmless warrant pursuant to Section 3:117 of Act V of 2013.

\*\*\*

***Vote on the granting of Marcell Tamás Takács's hold-harmless warrant***

**Votes:**

Yes: 5 (100%)

No: 0

Abstain: 0

The **Chair Person** established that five members of the Board of Directors unanimously accepted the proposal, the Board member concerned did not vote, and announced the resolution:

**Resolution No. 77/2021. (29 April) of the Board of Directors**

The Board of Directors of the Company, acting within the competence of the General Meeting, determines the adequacy of the management activities of Marcell Tamás Takács, member of the Board of Directors in the period between 30 July 2020 - 31 December 2020, therefore grants him hold-harmless warrant pursuant to Section 3:117 of Act V of 2013.

\*\*\*

***Vote on the granting of Ágnes Hornung's hold-harmless warrant***

**Votes:**

Yes: 6 (100%)

No: 0

Abstain: 0

The **Chair Person** established the unanimous consent of the Board of Directors and announced its resolution:

**Resolution No. 78/2021. (29 April) of the Board of Directors**

The Board of Directors of the Company, acting within the competence of the General Meeting, determines the adequacy of the management activities of Ágnes Hornung, member of the Supervisory Board in the period between 1 January 2020 - 31 December 2020, therefore grants her hold-harmless warrant pursuant to Section 3:117 of Act V of 2013.

\*\*\*

***Vote on the granting of Rita Feodor's hold-harmless warrant***

**Votes:**

Yes: 6 (100%)

No: 0

Abstain: 0

The **Chair Person** established the unanimous consent of the Board of Directors and announced its resolution:

**Resolution No. 79/2021. (29 April) of the Board of Directors**

The Board of Directors of the Company, acting within the competence of the General Meeting, determines the adequacy of the management activities of Rita Feodor, member of the Supervisory Board in the period between 1 January 2020 - 31 December 2020, therefore grants her hold-harmless warrant pursuant to Section 3:117 of Act V of 2013.

\*\*\*

***Vote on the granting of Albert Godena's hold-harmless warrant***

**Votes:**

Yes: 6 (100%)

No: 0

Abstain: 0

The **Chair Person** established the unanimous consent of the Board of Directors and announced its resolution:

**Resolution No. 80/2021. (29 April) of the Board of Directors**

The Board of Directors of the Company, acting within the competence of the General Meeting, determines the adequacy of the management activities of dr. Albert Godena, member of the Supervisory Board in the period between 1 January 2020 - 31 December 2020, therefore grants him hold-harmless warrant pursuant to Section 3:117 of Act V of 2013.

\*\*\*

***Vote on the granting of dr. László Ipacs's hold-harmless warrant***

**Votes:**

Yes: 6 (100%)

No: 0

Abstain: 0

The **Chair Person** established the unanimous consent of the Board of Directors and announced its resolution:

**Resolution No. 81/2021. (29 April) of the Board of Directors**

The Board of Directors of the Company, acting within the competence of the General Meeting, determines the adequacy of the management activities of dr. László Ipacs, member of the Supervisory Board in the period between 1 January 2020 - 31 December 2020, therefore grants him hold-harmless warrant pursuant to Section 3:117 of Act V of 2013.

\*\*\*

***Vote on the granting of Ferenc Müller's hold-harmless warrant***

**Votes:**

Yes: 6 (100%)

No: 0

Abstain: 0

The **Chair Person** established the unanimous consent of the Board of Directors and announced its resolution:

**Resolution No. 82/2021. (29 April) of the Board of Directors**

The Board of Directors of the Company, acting within the competence of the General Meeting, determines the adequacy of the management activities of Ferenc Müller, member of the Supervisory Board in the period between 1 January 2020 - 31 December 2020, therefore grants him hold-harmless warrant pursuant to Section 3:117 of Act V of 2013.

\*\*\*

***Vote on the granting of János Nyemcsok's hold-harmless warrant***

**Votes:**

Yes: 6 (100%)

No: 0

Abstain: 0

The **Chair Person** established the unanimous consent of the Board of Directors and announced its resolution:

**Resolution No. 83/2021. (29 April) of the Board of Directors**

The Board of Directors of the Company, acting within the competence of the General Meeting, determines the adequacy of the management activities of János Nyemcsok, member of the Supervisory Board in the period between 1 January 2020 - 31 December 2020, therefore grants him hold-harmless warrant pursuant to Section 3:117 of Act V of 2013.

\*\*\*

***Vote on the granting of Törtel András Oszlányi's hold-harmless warrant***

**Votes:**

Yes: 6 (100%)

No: 0

Abstain: 0

The **Chair Person** established the unanimous consent of the Board of Directors and announced its resolution:

**Resolution No. 84/2021. (29 April) of the Board of Directors**

The Board of Directors of the Company, acting within the competence of the General Meeting, determines the adequacy of the management activities of András Törtel Oszlányi, member of the Supervisory Board in the period between 1 January 2020 - 31 December 2020, therefore grants him hold-harmless warrant pursuant to Section 3:117 of Act V of 2013.

**Agenda item 4**

**The report of the Board of Directors on the business policy of Company for 2021.**

The **Chair Person** said that the proposal for the proposed resolution relating to the fourth agenda item was set out on page 79 of the General Meeting Documents. Upon presenting the proposed resolution, the participating members of the Board of Directors indicated no intention to raise any relevant question, comment or proposal.

She then put to the vote the question of the adoption of the Board of Directors' Business Policy Report 2021.

***Vote on the adoption of the Board of Directors' Business Policy Report 2021***

**Votes:**

Yes: 6 (100%)

No: 0

Abstain: 0

The **Chair Person** established the unanimous consent of the Board of Directors and announced its resolution:

**Resolution No. 85/2021. (29 April) of the Board of Directors**

The Board of Directors of the Company, acting within the competence of the General Meeting approves the report of the Board of Directors on the business policy of Company for 2021.

**Agenda item 5**

**Election of the auditor and determination of their remuneration for 2021, approval of the appointment of the person responsible for the audit and determination of the terms and conditions of the contract to be concluded with the auditor**

The **Chair Person** said that the proposal for the proposed resolution relating to the fifth agenda item was set out on page 84 of the General Meeting Documents. Upon presenting the proposed resolution, the participating members of the Board of Directors indicated no intention to raise any relevant question, comment or proposal.

She then put to the vote the election of the auditor and the determination of their remuneration for 2021, the approval of the appointment of the person responsible for the audit and the determination of the terms and conditions of the contract with the auditor.

***Vote on the election of the auditor and the determination of their remuneration for 2021, the approval of the appointment of the person responsible for the audit and the determination of the terms and conditions of the contract with the auditor***

**Votes:**

Yes: 6 (100%)

No: 0

Abstain: 0

The **Chair Person** established the unanimous consent of the Board of Directors and announced its resolution:

**Resolution No. 86/2021. (29 April) of the Board of Directors**

For the 2021 business year the Board of Directors of the Company, acting within the competence of the General Meeting appoints Deloitte Könyvvizsgáló és Tanácsadó Kft (Cg 01-09-071057, Hungarian Chamber of Auditors Registration Number: 000083, hereinafter: 'Deloitte') as the Company's statutory auditor, and sets the annual audit fee for Deloitte for the 2021 business year at a maximum of HUF 120 million + VAT (including the preparation of a separate auditor's report to be submitted to Magyar Nemzeti Bank in accordance with the Hpt., and the examination of the information and data to be

made public in accordance with the provisions of the Hpt., the CRR or the MNB, and the provisions of a limited assurance report).

The Board of Directors of the Company, acting within the competence of the General Meeting, approves an additional optional budget of up to HUF 55 million + VAT for the preparation of the quarterly due diligence report(s) (to be submitted to the MNB for the approval of the capital increase) and for the due diligence of the consolidated interim balance sheet of MKB Group as of 30 June 2021 in accordance with International Financial Reporting Standards (IFRSs).

The Board of Directors of the Company, acting within the competence of the General Meeting, also authorises the Deputy Chief Financial and Operations Officer and the Procurement Directorate to negotiate the engagement contract with the auditor. The final amount of the assignment contract is decided by the Board of Directors within the limits set by the General Meeting, as well as the conclusion of the contract.

In accordance with the proposal of the audit firm, the Board of Directors of the Company, acting within the competence of the General Meeting approves the appointment of Zoltán Mádi-Szabó registered auditor (membership certificate number of the Chamber of Hungarian Auditors: 007623, registration number: 003247) as the person responsible for the audit of MKB Bank Plc. for the year 2021.

The Board of Directors of the Company, acting within the competence of the General Meeting, approves the terms and conditions of the contract to be concluded with the auditor of the Company as proposed, and at the same time requests the Board of Directors to conclude the corresponding engagement contract with the elected permanent auditor on behalf of MKB Bank Plc. within 90 days after the election of the auditor.

#### **Agenda item 6**

#### **Determination of the honorary fees of the members of the Board of Directors and Supervisory Board**

The **Chair Person** said that the proposal for a proposed resolution relating to the sixth and last agenda item was set out on page 86 of the General Meeting Documents. Upon presenting the proposed resolution, the participating members of the Board of Directors indicated no intention to raise any relevant question, comment or proposal.

She then put to the vote the question of the honorary fees of the members of the Board of Directors and the Supervisory Board.

#### **Votes:**

Yes: 6 (100%)

No: 0

Abstain: 0

The **Chair Person** established the unanimous consent of the Board of Directors and announced its resolution:

#### **Resolution No. 87/2021. (29 April) of the Board of Directors**

The Board of Directors of the Company, acting within the competence of the General Meeting, decides to maintain the remuneration of the Supervisory Board and the members of the Board of Directors in the same amount and with the same payment practice as set out in the resolution of the General Meeting 12/2019 (17 January) for the period until the date of the adoption of the annual accounts for the year 2021 in accordance with the Accounting Act.

\* \* \*

During the discussion of the agenda items all the attending members of the Board of Directors participated in voting, with no change in the number of attendees, and the quorum of the meeting upheld continually. The participants took a unanimous decision in every case.

dated as above

.....  
dr. Zsolt Barna  
Chairman of the Board of Directors

.....  
Imre Kardos  
Member of the Board of  
Directors

.....  
Balázs Benczédi  
Member of the Board of  
Directors

.....  
Gábor Ördög  
minute-taker