



MINUTES

of the meeting of the Board of Directors of MKB Bank Plc. acting in the capacity of the extraordinary General Meeting

Date/time: 30 March 2021 (Tuesday) 10.30

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, employee representative member of the Supervisory Board
dr. Ilona Török, Head of Cabinet
Dóra Bertalan, Director
Gábor Ördög, Head of Department, minute-taker

Invitees:

dr. László Ipacs, external member of the Supervisory Board
Rita Feodor, external member of the Supervisory Board
Albert Godena, Director, employee representative member of the Supervisory Board
András Oszlányi Törtel, external member of the Supervisory Board

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 and established that due to all the members of the Board of Directors being present the Board had a quorum. The members of the Board of Directors reviewed the agenda of the extraordinary meeting and agreed to discuss the agenda items as follows:

AGENDA

for the meeting of the Board of Directors of MKB Bank Plc. held on 30 March 2021

- 1. Amendment of the Articles of Association**
- 2. Amendment of the Rules of Procedure of the Supervisory Board**
- 3. Election of Supervisory Board Members**

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As it was told, based on 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 Plc. was to adopt the resolutions of the extraordinary General Meeting of 30 March 2021 acting in the capacity thereof. The General Meeting was convened by way of a notice issued on 8 March 2021 in accordance with the rules applicable to public companies. The agenda of the General Meeting was announced simultaneously. The Company issued a written proposal with detailed justification of the proposed resolutions for the agenda items on 12 March 2021 via 'The Documents of the Extraordinary General Meeting of 30 March 2021' (hereinafter: 'General Meeting Documents').

On 12 March 2021 the Board of Directors of MKB Bank Plc. approved the documents of the extraordinary General Meeting by written vote in accordance with the proposal and recommended submission to the Supervisory Board. In turn, the Supervisory Board of MKB Bank Plc. also approved the Rules of Procedure and the documents of the extraordinary General Meeting by written vote on 12 March 2021, and proposed submission to and acceptance by the General Meeting.

At a joint meeting held on 18 March 2021 the Board of Directors and the Supervisory Board of Hungarian Bankholding Ltd. initially approved the proposal for the extraordinary General Meeting, upholding the power of the Board of Directors of MKB Bank Plc. to act in the capacity of the General Meeting announced for 30 March 2021 and to take decisions in accordance with the annexed proposed resolutions on amendment of the Articles of Association, amendment of the Rules of Procedure of the Supervisory Board and election of Supervisory Board members based on the authority granted by the referred Government Decree.

Agenda item 1

Amendment of the Articles of Association

As it was told at the meeting, the Hungarian Bankholding Ltd., as the governing member of the Hungarian Bankholding Group, set itself the goal of fulfilling its group governing rights and obligations and, in order to implement them most effectively in practice, of harmonizing the respective Articles of Association as well as Rules of Procedure of the Supervisory Boards of the member credit institutions of the Hungarian Bankholding Group within a specific framework, thereby promoting the efficient operation thereof. The proposal for the amendment of the Articles of Association was set out on pages 4-5 of the General Meeting Documents. The participating members of the Board of Directors indicated no intention to raise any relevant question, comment or proposal.

Vote on amendment of the Rules of Procedure of the Supervisory Board:

Votes:

Yes: 6 (100%)

No: 0

Abstain: 0

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

Resolution No. 32/2021. (30 March) of the Board of Directors

The Board of Directors of the Company acting in the capacity of the General Meeting approves the amendment of the Rules of Procedure of the Company's Supervisory Board according to the annex of the General Meeting's proposal. The amended Rules of Procedure of the Supervisory Board enters into force simultaneously with the amended Articles of Association adopted by this General Meeting of the Company.

Agenda item 3

Election of the Supervisory Board Members

The participants were informed that in respect of the item 'Election of Supervisory Board Members' on the General Meeting's agenda the employment relationship of Ferenc Müller, employee representative member of the Supervisory Board proposed for re-election had been terminated with the Company. Therefore, contrary to the announced proposed resolution, the Board of Directors was not to decide on his re-election.

The participants were informed that the proposal for the election of János Nyemcsok, employee representative member of the Supervisory Board was set out on page 9 of the General Meeting Documents. Upon presenting the proposed resolution for Agenda item 3, the participating members of the Board of Directors indicated no intention to raise any relevant question, comment or proposal.

The **Chairman** put forward the issue on the election of János Nyemcsok, employee representative member of the Supervisory Board for vote.

Vote on the election of János Nyemcsok, employee representative member of the Supervisory Board:

Votes:

Yes: 6 (100%)

No: 0

Abstain: 0

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

Resolution No. 33/2021. (30 March) of the Board of Directors

The Board of Directors of the Company acting in the capacity of the General Meeting re-elects employee representative member János Nyemcsok as Supervisory Board Member from 1 April 2021 to 31 March 2026 with the proviso that the conditions of the position are met and the permission of the National Bank of Hungary is available.

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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

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dr. Zsolt Barna
Chairman of the Board of Directors

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Imre Kardos
Member of the Board of
Directors

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Balázs Benczédi
Member of the Board of
Directors

.....
Gábor Ördög
minute-taker