



MINUTES

of the **Extraordinary General Meeting** of MKB Bank Nyrt. (1056 Budapest, Váci u. 38.)

held on 23 June 2022

Date of the General Meeting: 23 June 2022 (Thursday) 10:00 a.m.

Venue: meeting via video conference with the possibility of physical attendance (MKB Bank Nyrt. Headquarters, 1056 Budapest, Váci utca 38, ground floor, meeting room 24)

Participants:

on behalf of MKB Bank Nyrt. ('Company' or 'MKB Bank'):

dr. Zsolt Barna, Chairman and Chairman and Chief Executive, Chairman of the Board of Directors

dr. Andor Nagy, chairman of the Supervisory Board

Antal Martzy, Deputy CEO

dr. Ilona Török, Head of Chairman's Cabinet, official counter of the votes

dr. Ákos Ferenc Tisza-Papp, Executive Director, legal counsel, chair of the meeting

dr. Gergely Wietecha, legal counsel, official counter of the votes

Rita Jolán Baán Pálmainé, keeper of the minutes

on behalf of Deloitte Könyvvizsgáló és Tanácsadó Kft.:

dr. Péter Roland Törő

Gábor Molnár

on behalf of HK ADÓCONTROLL Kft.

dr. Mihály Hegedűs

o behalf of KPMG Hungária Kft.:

István Henye

on behalf of PWC:

Árpád Balázs

Emőke Szántó-Kapornay

on behalf of Magyar Nemzeti Bank:

Gábor Solymári, senior bank supervisor

Dóra Papp-Thurmann, supervisor

Dr. Zsolt Barna greeted the participants and opened the Extraordinary General Meeting (hereinafter: 'General Meeting'). He said that in connection with the merger it became necessary to approve the interim balance sheet, the closing and opening balance sheet and the inventory of assets and liabilities of MKB Bank Nyrt. as at 31 March 2022, the annual accounts closing the activity of the predecessor companies merged on 1 April 2022, i.e. Budapest Bank Zrt. and Magyar Takarékszövetkezet Zrt., as well as the closing balance sheet and inventory of assets and liabilities and the related auditor's reports. It was also proposed to grant hold-harmless warrant to the members of the Board of Directors and the Supervisory Board of Magyar Takarékszövetkezet Zrt. This Extraordinary General Meeting was therefore convened in order to take decisions in this regard. He thanked all shareholders for their participation in the General Meeting, thus supporting the operation of the MKB Group. He invited dr. Ákos Tisza-Papp, Chief Legal Counsel of MKB, to chair the General Meeting and gave him the floor.

The Chair of the General Meeting, **Dr. Ákos Ferenc Tisza-Papp**, (hereinafter: "Chair") informed the participants that a written guide on the technical details of the General Meeting was also sent to the participants in advance. During the shareholder identification process, MKB Bank's employees verified the identity of the participants by means of a video image in the case of shareholders who logged in to the video conference, and verified the power of representation on the basis of the documents provided.

It was established that there were no obstacles to the holding of the General Meeting and that it had a quorum. He informed the participants that the share capital of MKB Bank Nyrt. increased to HUF 311,319,983,000 mln with the merger. In the meantime, the shares issued in connection with the capital increase have been issued and registered in the Register of Shares, so that the voting rights attached to them can be exercised. Therefore, all 311,319,983 shares representing the share capital are adequately represented.

The General Meeting designated Rita Jolán Baán Pálmainé, as the Minute Keeper and dr. Ilona Török and dr. Gergely Wietecha as counters of the votes, all of them employees of MKB Bank. He proposed that the General Meeting elect Ms. Dóra Bertalan, shareholder representative of Magyar Bankholding Zrt. as attester of the General Meeting minutes. Voting was to take place by open simple majority voting.

Voting on the attester of the minutes:

Votes:

Yes: 311,319,983 (100%)

No: 0

Abstention: 0

The **Chair** established that the General Meeting unanimously approved the motion and announced the resolution:

Resolution No. 34/2022 (23 June) of the General Meeting

The General Meeting elects Ms Dóra Bertalan, representative of Magyar Bankholding Zrt. shareholder as attester of the General Meeting's minutes.

Ms Dóra Bertalan declared that she accepted the appointment.

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The **Chair** informed the General Meeting that, in accordance with the rules governing public companies, the General Meeting was convened by a notice published on 23 May 2022. At the same time, the agenda of the General Meeting was published. The written proposal containing a detailed justification

of the proposed resolutions for each item were disclosed in the “Documents of the Extraordinary General Meeting of MKB Bank Nyrt.”, which was published on 23 June 2022 whose attachments include the the following documents:

1. Interim Financial Statements of MKB Bank Plc as at 31 March 2022; Auditor's Report on the Interim Financial Statements of MKB Bank Nyrt. as at 31 March 2022 in accordance with International Financial Reporting Standards ("IFRS") (Annex to Agenda Item 1.1)
2. Separate Business Report and Accounts of Budapest Bank Zrt. closing the activities of the financial year from 1 January 2022 to 31 March 2022; Auditor's report on the (separate) financial statements of Budapest Bank Zrt. as at 31 March 2022 in accordance with the International Financial Reporting Standards ("IFRS") (Annex to Agenda item 1.2)
3. Separate Business Report and Accounts of Magyar Takarékbankholding Zrt. closing the activities of the financial year from 1 January 2022 to 31 March 2022; Auditor's report on the (separate) financial statements of Magyar Takarékbankholding Zrt. as at 31 March 2022 in accordance with the International Financial Reporting Standards ("IFRS") (Annex to Agenda item 1.3)
4. (Closing) Balance Sheet and Inventory of Assets and Liabilities of MKB Bank Nyrt. as the Acquiring Company as of 31 March 2022 (Annex to Agenda Item 2.1)
5. (Closing) Balance Sheet and Inventory of Assets and Liabilities of Budapest Bank Zrt. as the Merging Company as at 31 March 2022 (Annex to Agenda Item 2.2)
6. (Closing) Balance Sheet and Inventory of Assets and Liabilities of Magyar Takarékbank Holding Zrt. as the Merging Company as at 31 March 2022 (Annex to Agenda Item 2.3)
7. (Opening) Balance Sheet and Inventory of Assets and Liabilities of MKB Bank Nyrt. as the Legal Successor Company as of 31 March 2022 (Annex to Agenda Item 2.4)
8. Independent audit report of H K ADÓCONTROLL Könyvelő és Könyvvizsgáló Kft. on the certification of the final balance sheet and the final inventory of assets and liabilities of BUDAPEST Hitel- és Fejlesztési Bank Zrt. and Magyar Takarékbankholding Zrt. merging into MKB Bank Nyrt. (Annex to agenda item 2.5.)

Hereafter any reference made to the ‘**General Meeting Documents**’ shall be understood to mean the above set of documents The Company sent the invitation to the General Meeting together with the relevant proposal and draft resolutions electronically to those shareholders who had previously notified the Company of this request in writing.

On 1 June 2022, the Board of Directors and the Supervisory Board of MKB Bank Nyrt. discussed and approved the documents of the Extraordinary General Meeting by written vote in advance as submitted, and recommended that they be submitted to and approved by the General Meeting. The Board of Directors and the Supervisory Board are represented at the General Meeting by their Chairs. According to prior consultations, the members of the boards do not attend the General Meeting due to other official duties.

The Agenda of the General Meeting is set out on page 2 of the General Meeting Documents, including the following agenda items:

- 1.1. **Approval of the interim balance sheet prepared by the management of MKB Bank Nyrt. for the balance sheet date of 31 March 2022, and the auditor's report on the interim balance sheet of the Company as of 31 March 2022 prepared in accordance with the International Financial Reporting Standards ("IFRS")**
- 1.2. **Approval of the individual Financial Statement and Accounts prepared by the management of Budapest Bank Zrt. for the period 1 January 2022 - 31 March 2022 on termination of activity, decision on the appropriation of after-tax profit, and the auditor's report on the (individual) financial statements of the Company as of 31 March 2022 prepared in accordance with International Financial Reporting Standards ("IFRS")**
- 1.3. **Approval of the individual Financial Statement and Accounts prepared by the management of Magyar Takarékközhely Zrt. for the period 1 January 2022 - 31 March 2022 on termination of activity, decision on the appropriation of after-tax profit, and the auditor's report on the (individual) financial statements of the Company as of 31 March 2022 prepared in accordance with International Financial Reporting Standards ("IFRS")**
- 2.1. **Approval of the balance sheet and inventory of the (closing) assets of MKB Bank Nyrt. as Acquiring Company prepared as of 31 March 2022**
- 2.2. **Approval of the balance sheet and inventory of the (closing) assets of Budapest Bank Zrt. as Acquired Company prepared as of 31 March 2022**
- 2.3. **Approval of the balance sheet and inventory of the (closing) assets of Magyar Takarékközhely Zrt. as Acquired Company prepared as of 31 March 2022**
- 2.4. **Approval of the balance sheet and inventory of the (opening) assets of MKB Bank Nyrt. as Successor Company prepared as of 31 March 2022**
- 2.5. **Approval of the audit report of H K Adócontroll Könyvelő és Könyvvizsgáló Kft. prepared for the above balance sheets and asset inventories**
3. **Indemnification for the members of the Board of Directors and the Supervisory Board of Magyar Takarékközhely Zrt. (as legal predecessor)**

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The **Chair** informed the General Meeting that the Company received no proposal to supplement the agenda of the General Meeting or to make any further draft resolution. He proposed that the General Meeting decide on the draft resolutions for the items on the agenda as they are set out in the General Meeting Documents.

Discussion of agenda item 1.1.

Approval of the interim balance sheet prepared by the management of MKB Bank Nyrt. for the balance sheet date of 31 March 2022, and the auditor's report on the interim balance sheet of the Company as of 31 March 2022 prepared in accordance with the International Financial Reporting Standards ("IFRS")

The **Chair** said that agenda item 1.1 was about the approval of the interim balance sheet of the Company as of 31 March 2022 prepared by the management of MKB Bank Nyrt, together with the

auditor's report on the Company's interim balance sheet as of 31 March 2022 in accordance with International Financial Reporting Standards ("IFRS").

The interim balance sheet and the auditor's report can be found from page 4 to page 9 of the General Meeting Documents and can be found in Annex 1 to the General Meeting Documents.

The **Chair** invited Dr. Péter Törő to give an oral report on the audit of the interim balance sheet of MKB Bank Nyrt. and to present the report of Deloitte Könyvvizsgáló és Tanácsadó Kft.

Dr. Péter Törő informed the General Meeting that Deloitte's staff had performed the audit of the interim balance sheet of MKB Bank Nyrt. as of 31 March 2022. In their opinion, the interim balance sheet has been prepared in all material respects in accordance with Act C of 2000 on Accounting (the "Accounting Act") in force in Hungary. The interim balance sheet has been prepared solely for the purpose of providing the basis for the decision on the transformation of the Company in accordance with the provisions of Section 114/A of the Accounting Act. He confirmed that an unqualified auditor's report has been issued.

The **Chair** thanked the auditor for his report and the employees of the audit company for their work and contribution to the successful operation of MKB Bank.

The **Chair** asked the General Meeting if there were any questions or comments on the proposal. The shareholders did not indicate any intention to submit a question, comment or submit a motion.

The **Chair** presented the proposed resolution for the agenda item and then put it to vote. Open voting was to take place by simple majority (50%+1 votes).

Vote on the approval of the interim balance sheet of the Company as at 31 March 2022 prepared by the management of MKB Bank Nyrt:

Votes:

Yes: 311,319,983 (100%)

No: 0

Abstention: 0

The **Chair** established that the General Meeting unanimously approved the motion and announced the resolution:

Resolution No. 35/2022 (23 June) of the General Meeting

Having received and considered the reports of the Supervisory Board and the Auditor, the General Meeting adopts the proposal of the Board of Directors on the separate interim financial statements of MKB Bank Nyrt. as at 31 March 2022, prepared in accordance with International Financial Reporting Standards as adopted by the EU.

The General Meeting approves the separate interim financial statements of MKB Bank Nyrt. as of 31 March 2022, prepared in accordance with International Accounting Standards (IAS), with the following main figures:

BALANCE SHEET TOTAL: HUF 3,802,216 million

PROFIT AFTER TAX: HUF 22,648 million

Agenda item 1.2

Approval of the individual Financial Statement and Accounts prepared by the management of Budapest Bank Zrt. for the period 1 January 2022 - 31 March 2022 on termination of activity, decision on the appropriation of after-tax profit, and the auditor's report on the (individual) financial statements of the Company as of 31 March 2022 prepared in accordance with International Financial Reporting Standards ("IFRS")

The **Chair** presented that item 1.2 of the agenda is about the adoption of the separate Annual Report and Accounts of Budapest Bank Zrt. for the financial year from 1 January 2022 to 31 March 2022, and the approval of the proposal for the appropriation of the profit after tax, and the auditor's report on the Company's (separate) financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") as at 31 March 2022. The relevant proposal can be found from page 12 to page 28 of the General Meeting Documents.

The business report, the financial statements and the auditor's report can be found in Annex 2 to the General Meeting Documents.

He informed the General Meeting that the reason for the decision under this agenda item was that Budapest Bank Zrt. was deleted from the register with effect from 31 March 2022 due to its merger into MKB Bank Nyrt. and that its legal successor was MKB Bank Nyrt. Thus in accordance with the provisions of the Civil Code and the Articles of Association, the adoption of the annual report of Budapest Bank Zrt. as the predecessor company for closing the activity and the proposal for the appropriation of the profit after tax falls within the competence of the General Meeting of the successor company, MKB Bank Nyrt.

The **Chair** invited Mr István Henye to give an oral report on the audit of the financial statements closing the activity of Budapest Bank Zrt. and to present the report of KPMG Hungária Kft.

István Henye informed the General Meeting that the audit of the individual financial statements of Budapest Hitel- és Fejlesztési Bank Zrt. ("Bank") closing the activity for the financial year from 1 January 2022 to 31 March 2022 had been performed. In their opinion, the separate financial statements give a true and fair view of the financial position of the Bank as at 31 March 2022, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the EU, and have been prepared, in all material respects, in accordance with the requirements of Act C of 2000 on Accounting in force in Hungary applicable to entities preparing financial statements in accordance with EU IFRS. He confirmed that an unqualified auditor's report has been issued.

The **Chair** thanked the auditor for his report and the employees of the audit company for their work and contribution to the successful operation of Budapest Bank.

The **Chair** asked the General Meeting if there were any questions or comments on the proposal. The shareholders did not indicate any intention to submit a question, comment or submit a motion.

The **Chair** presented the proposed resolution for the agenda item and then put it to vote. Open voting was to take place by simple majority (50%+1 votes).

Vote on the approval of the Individual Annual Report and Accounts of Budapest Bank Zrt. closing the activity for the financial year from 1 January 2022 to 31 March 2022 and on the appropriation of the profit after tax:

Votes:

Yes: 311,319,983 (100%)

No: 0

Abstention: 0

The **Chair** established that the General Meeting unanimously approved the motion and announced the resolution:

Resolution No. 36/2022 (23 June) of the General Meeting

Having received and understood the reports of the Supervisory Board and the Auditor, the General Meeting approves the Separate Business Report and Financial Statements of Budapest Bank Zrt. closing its activities in the financial year from 1 January 2022 to 31 March 2022, prepared by the management of MKB Bank Nyrt., the legal successor of Budapest Bank Zrt., and the proposal of the Board of Directors of MKB Bank Nyrt., the legal successor of Budapest Bank Zrt., for the appropriation of the profit after tax and the auditor's report on the (separate) financial statements of Budapest Bank Zrt. as at 31 March 2022 in accordance with International Financial Reporting Standards ("IFRS").

The General Meeting approves the separate (unconsolidated) financial statements of Budapest Bank Zrt. for the financial year from 1 January 2022 to 31 March 2022, prepared in accordance with International Financial Reporting Standards, with the following main figures:

BALANCE SHEET TOTAL: HUF 2,537,677 million

PROFIT AFTER TAX: HUF 10,882 million

The General Meeting resolves that the profit after tax of Budapest Bank Zrt. shall be transferred to the retained earnings of the successor MKB Bank Nyrt.

Agenda item 1.3

Approval of the individual Financial Statement and Accounts prepared by the management of Magyar Takaréknál Bankholding Zrt. for the period 1 January 2022 - 31 March 2022 on termination of activity, decision on the appropriation of after-tax profit, and the auditor's report on the (individual) financial statements of the Company as of 31 March 2022 prepared in accordance with International Financial Reporting Standards ("IFRS")

The **Chair** said that item 1.3 of the agenda is about the adoption of the separate Annual Report and Accounts of Magyar Takaréknál Bankholding Zrt. for the financial year from 1 January 2022 to 31 March 2022, and the proposal for the appropriation of the profit after tax, and the auditor's report on the Company's (separate) financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") as at 31 March 2022. The relevant proposal can be found from page 31 to page 43 of the General Meeting Documents.

The annual report, the financial statements and the auditor's report can be found in Annex 3 to the General Meeting Documents.

He reminded the General Meeting that the reason for the decision under this agenda item was that Magyar Takaréknál Bankholding Zrt. was deleted from the register with effect from 31 March 2022 due to its merger into MKB Bank Nyrt. and that its legal successor was MKB Bank Nyrt. Thus in accordance with the provisions of the Civil Code and the Articles of Association, the adoption of the annual report of Magyar Takaréknál Bankholding Zrt. as the predecessor company for closing the activity and the proposal for the appropriation of the profit after tax falls within the competence of the General Meeting of the successor company, MKB Bank Nyrt.

The **Chair** invited Mr Gábor Molnár to give an oral report on the audit of the financial statements closing the activity of Magyar Takarékszövetkezet Bankholding Zrt. and to present the report of Deloitte Könyvvizsgáló és Tanácsadó Kft.

Gábor Molnár informed the General Meeting that the audit of the separate financial statements of Magyar Takarékszövetkezet Bankholding Zrt. (the "Company") closing the activity for the year ended 31 March 2022 has been completed. In their opinion, the separate financial statements give a true and fair view of the financial position of the Company as at 31 March 2022, and of its financial performance and its cash flows for the financial year then ended in accordance with International Financial Reporting Standards as adopted by the EU, and have been prepared, in all material respects, in accordance with the requirements of Act C of 2000 on Accounting in force in Hungary applicable to entities preparing financial statements in accordance with EU IFRS. He confirmed that an unqualified auditor's report has been issued.

The **Chair** thanked the auditor for his report and the employees of the audit company for their work and contribution to the successful operation of Magyar Takarékszövetkezet Bankholding.

The **Chair** asked the General Meeting if there were any questions or comments on the proposal. The shareholders did not indicate any intention to submit a question, comment or submit a motion.

The **Chair** drew attention to the fact that, due to a technical error, in the first sentence of the proposed resolution on page 44 of the General Meeting Documents, reference was made incorrectly to Budapest Bank Zrt. instead of Magyar Takarékszövetkezet Bankholding Zrt. He then presented the corrected proposed resolution for the agenda item and then put it to vote. Open voting was to take place by simple majority (50%+1 votes).

Vote on the approval of the Individual Annual Report and Accounts of Magyar Takarékszövetkezet Bankholding Zrt. closing the activity for the financial year from 1 January 2022 to 31 March 2022 and on the appropriation of the profit after tax:

Votes:

Yes: 311,319,983 (100%)

No: 0

Abstention: 0

The **Chair** established that the General Meeting unanimously approved the motion and announced the resolution:

Resolution No. 37/2022 (23 June) of the General Meeting

Having received and understood the reports of the Supervisory Board and the Auditor, the General Meeting approves the Separate Business Report and Financial Statements of Magyar Takarékszövetkezet Bankholding Zrt. closing its activities in the financial year from 1 January 2022 to 31 March 2022, prepared by the management of MKB Bank Nyrt., the legal successor of Magyar Takarékszövetkezet Bankholding Zrt., and the proposal of the Board of Directors of MKB Bank Nyrt., the legal successor of Magyar Takarékszövetkezet Bankholding Zrt., for the appropriation of the profit after tax and the auditor's report on the (separate) financial statements of Magyar Takarékszövetkezet Bankholding Zrt. as at 31 March 2022 in accordance with International Financial Reporting Standards ("IFRS").

The General Meeting approves the separate (unconsolidated) financial statements of Magyar Takarékszövetkezet Bankholding Zrt. for the financial year from 1 January 2022 to 31 March 2022, prepared in accordance with International Financial Reporting Standards, with the following main figures:

BALANCE SHEET TOTAL: HUF 102,162 million

LOSS AFTER TAX: HUF 22 million

The General Meeting resolves that the loss after tax of Magyar Takarékszövetkezet Bankholding Zrt. shall be transferred to the retained earnings of the legal successor MKB Bank Nyrt.

Agenda item 2.1

Approval of the balance sheet and inventory of the (closing) assets of MKB Bank Nyrt. as Acquiring Company prepared as of 31 March 2022

The **Chair** said that agenda item 2.1 is about the adoption of the (closing) balance sheet and the inventory of assets of MKB Bank Nyrt. as the Transferee Company as of 31 March 2022. The relevant proposal can be found from page 45 to page 47 of the General Meeting Documents.

The balance sheet and the inventory of assets can be found in Annex 4 to the General Meeting Documents.

The **Chair** invited dr. Mihály Hegedűs to make his oral report and to present the relevant part of the report of H K Adócontroll Könyvelő és Könyvvizsgáló Kft. on the audit of the (closing) balance sheet and the inventory of assets and liabilities of MKB Bank Nyrt. as the Transferee Company as at 31 March 2022.

Dr. Mihály Hegedűs informed the General Meeting that the audit of the (closing) balance sheet and the inventory of assets and liabilities of MKB Bank Nyrt. as the Transferee Company as of 31 March 2022 had been performed. In their opinion, the balance sheet and the inventory of assets and liabilities have been prepared in all material respects in accordance with the provisions of Sections 136-141 of Act C of 2000 on Accounting in force in Hungary and comply with the requirements of the Accounting Act.

The **Chair** thanked the auditor for his report

The **Chair** asked the General Meeting if there were any questions or comments on the proposal. The shareholders did not indicate any intention to submit a question, comment or submit a motion.

The **Chair** presented the proposed resolution for the agenda item and then put it to vote. Open voting was to take place by simple majority (50%+1 votes).

Vote on the adoption of the (closing) balance sheet and the inventory of assets and liabilities of MKB Bank Nyrt. as the Transferee Company as of 31 March 2022:

Votes:

Yes: 311,319,983 (100%)

No: 0

Abstention: 0

The **Chair** established that the General Meeting unanimously approved the motion and announced the resolution:

Resolution No. 38/2022 (23 June) of the General Meeting

The General Meeting approves the (closing) balance sheet and the inventory of assets and liabilities of MKB Bank Nyrt. as the acquiring company as of 31 March 2022, prepared by the management of MKB Bank Nyrt. and audited by the independent auditor, as attached as Annex 4 to the written proposal.

The General Meeting approves the (final) separate balance sheet of the assets and liabilities of MKB Bank Nyrt. as the acquiring company, as audited by an independent auditor, with the following main figures:

BALANCE SHEET TOTAL: HUF 3,802,216 MILLION

EQUITY: HUF 248,838 MILLION

Agenda item 2.2

Approval of the balance sheet and inventory of the (closing) assets of Budapest Bank Zrt. as Acquired Company prepared as of 31 March 2022

The **Chair** said that agenda item 2.2 is about the adoption of the (closing) balance sheet and the inventory of assets of Budapest Bank Zrt. as the Merging Company as of 31 March 2022. The relevant proposal can be found from page 49 to page 50 of the General Meeting Documents.

The balance sheet and the inventory of assets can be found in Annex 5 to the General Meeting Documents.

The **Chair** invited dr. Mihály Hegedűs to make his oral report and to present the relevant part of the report of H K Adócontroll Könyvelő és Könyvvizsgáló Kft. on the audit of the (closing) balance sheet and the inventory of assets and liabilities of Budapest Bank Zrt. as the Merging Company as at 31 March 2022.

Dr. Mihály Hegedűs informed the General Meeting that they had audited the final balance sheet and inventory of assets and liabilities of Budapest Bank Zrt. as of 31 March 2022, as the company that will cease to exist after the merger with the transferee company, as prepared before the merger. In their opinion, the balance sheet and the inventory of assets and liabilities have been prepared in all material respects in accordance with the provisions of Sections 136-141 of Act C of 2000 on Accounting in force in Hungary and comply with the requirements of the Accounting Act.

The **Chair** thanked the auditor for his report

The **Chair** asked the General Meeting if there were any questions or comments on the proposal. The shareholders did not indicate any intention to submit a question, comment or submit a motion.

The **Chair** presented the proposed resolution for the agenda item and then put it to vote. Open voting was to take place by simple majority (50%+1 votes).

Vote on the adoption of the (closing) balance sheet and the inventory of assets and liabilities of Budapest Bank Zrt. as the merging company as of 31 March 2022:

Votes:

Yes: 311,319,983 (100%)

No: 0

Abstention: 0

The **Chair** established that the General Meeting unanimously approved the motion and announced the resolution:

Resolution No. 39/2022 (23 June) of the General Meeting

The General Meeting approves the (closing) balance sheet and the inventory of assets and liabilities of Budapest Bank Zrt. as the merging company as of 31 March 2022, prepared by the management of MKB Bank Nyrt., as the legal successor, and audited by the independent auditor, as attached as Annex 5 to the written proposal.

The General Meeting approves the (closing) separate balance sheet of Budapest Bank Zrt. as the merging company, as audited by an independent auditor, with the following main figures:

BALANCE SHEET TOTAL: HUF 2,537,677 MILLION

EQUITY: HUF 179,666 MILLION

Agenda item 2.3

Approval of the balance sheet and inventory of the (closing) assets of Magyar Takaréknál Bankholding Zrt. as Acquired Company prepared as of 31 March 2022

The **Chair** said that agenda item 2.3 is about the adoption of the (closing) balance sheet and the inventory of assets of Magyar Takaréknál Bankholding Zrt as the Merging Company as of 31 March 2022. The relevant proposal can be found from page 52 to page 53 of the General Meeting Documents.

The balance sheet and the inventory of assets can be found in Annex 6 to the General Meeting Documents.

The **Chair** invited dr. Mihály Hegedűs to make his oral report and to present the relevant part of the report of H K Adócontroll Könyvelő és Könyvvizsgáló Kft. on the audit of the (closing) balance sheet and the inventory of assets and liabilities of Magyar Takaréknál Bankholding Zrt. as the Merging Company as at 31 March 2022.

Dr. Mihály Hegedűs informed the General Meeting that they had audited the final balance sheet and inventory of assets and liabilities of Magyar Takaréknál Bankholding Zrt. as of 31 March 2022, as the company that will cease to exist after the merger with the transferee company, as prepared before the merger. In their opinion, the balance sheet and the inventory of assets and liabilities have been prepared in all material respects in accordance with the provisions of Sections 136-141 of Act C of 2000 on Accounting in force in Hungary and comply with the requirements of the Accounting Act.

The **Chair** thanked the auditor for his report

The **Chair** asked the General Meeting if there were any questions or comments on the proposal. The shareholders did not indicate any intention to submit a question, comment or submit a motion.

The **Chair** presented the proposed resolution for the agenda item and then put it to vote. Open voting was to take place by simple majority (50%+1 votes).

Vote on the adoption of the (closing) balance sheet and the inventory of assets and liabilities of Magyar Takaréknál Bankholding Zrt. as the merging company as of 31 March 2022:

Votes:

Yes: 311,319,983 (100%)

No: 0

Abstention: 0

The **Chair** established that the General Meeting unanimously approved the motion and announced the resolution:

Resolution No. 40/2022 (23 June) of the General Meeting

The General Meeting approves the (closing) balance sheet and the inventory of assets and liabilities of Magyar Takaréknál Bankholding Zrt. as the merging company as of 31 March 2022, prepared by the management of MKB Bank Nyrt., as the legal successor, and audited by the independent auditor, as attached as Annex 6 to the written proposal.

The General Meeting approves the (closing) separate balance sheet of Magyar Takaréknál Bankholding Zrt., as the merging company, as audited by an independent auditor, with the following main figures:

BALANCE SHEET TOTAL: HUF 102,162 MILLION

EQUITY: HUF 102,151 MILLION

Agenda item 2.4

Approval of the balance sheet and inventory of the (opening) assets of MKB Bank Nyrt. as Successor Company prepared as of 31 March 2022

The **Chair** said that agenda item 2.4 is about the adoption of the (opening) balance sheet and the inventory of assets of MKB Bank Nyrt. as the successor Company as of 31 March 2022. The relevant proposal can be found from page 55 to page 57 of the General Meeting Documents.

The balance sheet and the inventory of assets can be found in Annex 7 to the General Meeting Documents.

The **Chair** invited dr. Mihály Hegedűs to make his oral report and to present the relevant part of the report of H K Adócontroll Könyvelő és Könyvvizsgáló Kft. on the audit of the (opening) balance sheet and the inventory of assets and liabilities of MKB Bank Nyrt. as the successor Company as at 31 March 2022.

Dr. Mihály Hegedűs informed the General Meeting that the audit of the (closing) balance sheet and the inventory of assets and liabilities of MKB Bank Nyrt. as the successor Company as of 31 March 2022, which will continue to operate in its unchanged form after the merger, has been performed. In their opinion, the balance sheet and the inventory of assets and liabilities have been prepared in all material respects in accordance with the provisions of Sections 136-141 of Act C of 2000 on Accounting in force in Hungary and comply with the requirements of the Accounting Act.

The **Chair** thanked the auditor for his report

The **Chair** asked the General Meeting if there were any questions or comments on the proposal. The shareholders did not indicate any intention to submit a question, comment or submit a motion.

The **Chair** presented the proposed resolution for the agenda item and then put it to vote. Open voting was to take place by simple majority (50%+1 votes).

Vote on the adoption of the (opening) balance sheet and the inventory of assets and liabilities of MKB Bank Nyrt. as the successor Company as of 31 March 2022:

Votes:

Yes: 311,319,983 (100%)

No: 0

Abstention: 0

The **Chair** established that the General Meeting unanimously approved the motion and announced the resolution:

Resolution No. 41/2022 (23 June) of the General Meeting

The General Meeting approves the (opening) balance sheet and the inventory of assets and liabilities of MKB Bank Nyrt. as the legal successor company as of 31 March 2022, prepared by the management of MKB Bank Nyrt. and audited by the independent auditor, as attached as Annex 7 to the written proposal.

The General Meeting approves the (opening) separate balance sheet of the assets and liabilities of MKB Bank Nyrt. as the legal successor company, as audited by an independent auditor, with the following main figures:

BALANCE SHEET TOTAL: HUF 6,446,224 MILLION

EQUITY: HUF 715,719 MILLION

Agenda item 2.5**Approval of the audit report of H K Adócontroll Könyvelő és Könyvvizsgáló Kft. prepared for the above balance sheets and asset inventories**

The **Chair** said that agenda item 2.5 was on the adoption of the audit report prepared by H K Adócontroll Könyvelő és Könyvvizsgáló Kft. for the balance sheets and inventories of assets and liabilities discussed under agenda items 2.1-2.4: The relevant proposal can be found from page 58 to page 60 of the General Meeting Documents.

The auditors' report can be found in Annex 8 to the General Meeting Documents. During the discussion of agenda items 2.1 to 2.4, the auditor's representative presented the relevant parts of the audit report, which is therefore not presented again.

The **Chair** asked the General Meeting if there were any questions or comments on the proposal. The shareholders did not indicate any intention to submit a question, comment or submit a motion.

The **Chair** presented the proposed resolution for the agenda item and then put it to vote. Open voting was to take place by simple majority (50%+1 votes).

Vote on the adoption of the audit report prepared by H K Adócontroll Könyvelő és Könyvvizsgáló Kft. for the balance sheets and inventories of assets and liabilities discussed under agenda items 2.1-2.4:**Votes:**

Yes: 311,319,983 (100%)

No: 0

Abstention: 0

The **Chair** established that the General Meeting unanimously approved the motion and announced the resolution:

Resolution No. 42/2022 (23 June) of the General Meeting

The General Meeting approves the independent audit report on the audit of the merging companies' balance sheets and inventories of assets and liabilities carried out by the auditor, H K ADÓCONTROLL

Könyvelő és Könyvvizsgáló Kft. (registered office: 6055 Felsőlajos, Hársfa utca 10., Hungary; registered by the Court of Registration of the Budapest Capital and Regional Court under Cg.03-09-109816) and in person by Mihály Hegedűs, registered auditor (address: 6050 Lajosmizse, Batthyány utca 9., Hungary, mother's maiden name: Ilona Varga), attached to the written proposal as Annex 8.

Agenda item 3

Indemnification for the members of the Board of Directors and the Supervisory Board of Magyar Takarékkészlet Bankholding Zrt. (as legal predecessor)

The **Chair** said that the 3rd and last item on the agenda was the granting of hold-harmless warrant to the members of the Board of Directors and the Supervisory Board of Magyar Takarékkészlet Bankholding Zrt. (as predecessor). The relevant proposal can be found from page 61 to page 63 of the General Meeting Documents.

The **Chair** asked the General Meeting if there were any questions or comments on the proposal. The shareholders did not indicate any intention to submit a question, comment or submit a motion.

The **Chair** presented the proposed resolution for the agenda item and then put it to vote. Open voting was to take place by simple majority (50%+1 votes).

Vote on the granting of hold-harmless warrant to the members of the Board of Directors and the Supervisory Board of Magyar Takarékkészlet Bankholding Zrt:

Votes:

Yes: 311,319,983 (100%)

No: 0

Abstention: 0

The **Chair** established that the General Meeting unanimously approved the motion and announced the resolution:

Resolution No. 43/2022 (23 June) of the General Meeting

The General Meeting concludes that the management activities of the members of the Board of Directors and the Supervisory Board of the legal predecessor Magyar Takarékkészlet Bankholding Zrt. were satisfactory during the following period therefore grants the hold-harmless warrant to them pursuant to Section 3:117 of Act V of 2013 on the Civil Code.

Magyar Takarékkészlet Bankholding Zrt. - Board of Directors

dr. Zsolt Barna: 09.07.2021-31.03.2022

dr. Koppány Tibor Lélfa: 09.07.2021-31.03.2022

Levente László Szabó: 01.01.2022-31.03.2022

dr. Ádám Balog: 09.07.2021-31.03.2022

dr. Attila Tamás Tajthy: 09.07.2021-31.03.2022

József Vida: 09.07.2021-31.12.2021

Magyar Takarékkészlet Bankholding Zrt. - Supervisory Board

dr. Zsolt Rózsa: 09.07.2021-31.03.2022

dr. Erzsébet Beáta Bánkúti: 09.07.2021-31.03.2022

dr. László Ipacs: 09.07.2021-31.03.2022

Zoltán Váradi: 09.07.2021-31.03.2022

Rita Inámi-Bolgár: 09.07.2021-31.03.2022

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The **Chair** noted that there was no change in the number of attendants, the General Meeting had a quorum at all times and that it discussed all items on the agenda therefore its work was completed. He thanked the participants for their contribution and closed the General Meeting.

Date: Budapest, 23 June 2022

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dr. Ákos Ferenc Tisza-Papp
Managing Director
Chair of the General Meeting

.....
Dóra Bertalan
representative of Magyar Bankholding Zrt.
shareholder
attester of the minutes

.....
Rita Jolán Baán Pálmainé
keeper of the minutes