



## MINUTES

of the

### Extraordinary General Meeting

of MKB Bank Nyrt. (1056 Budapest, Váci u. 38.) held on 1 September 2022

**Date of the General Meeting:** 1 September 2022 (Thursday) 10:00 a.m.

**Venue:** MKB Bank Nyrt. Headquarters, 1056 Budapest, Váci utca 38, ground floor, meeting room 24

**Method of holding the meeting:** physical attendance

#### Participants:

##### *Shareholders:*

As indicated on the separate attendance sheet

##### *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

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

Gábor Ördög, keeper of the minutes

##### *on behalf of Magyar Nemzeti Bank:*

Vilmos Freisleben, director

Gábor Solymári, senior bank supervisor

**Dr. Zsolt Barna** greeted the participants and opened the Extraordinary General Meeting (hereinafter: '**General Meeting**'). He said that the General Meeting was convened to elect members of the governing body and to amend the Articles of Association. 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.

**Dr. Ákos Ferenc Tisza-Papp**, the Chair of the General Meeting (hereinafter referred to as the '**Chair**') informed the participants that, with the lifting of the state of emergency declared in connection with the coronavirus epidemic, the General Meeting will be held in person this time. During the shareholders' identification process, MKB Bank's officers verified the identity of the participants and checked 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 all 311,319,983 shares representing the Bank's share capital are duly represented and that all shareholders of the Bank participate in the General Meeting.

The General Meeting designated Gábor Ördög, 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. He stated that shareholders participate in the vote by showing up the ballot paper provided by the Company. Ballot papers were issued on the basis of the book of shares. The voting will take place as open, simple majority voting.

***Voting on the attester of the minutes:***

**Votes:**

Number of votes cast: 311,319,983

The percentage of share capital represented by the votes cast: 100%

100% of the shares represented at the meeting voted

Yes: 311,319,983 (100%)

No: 0

Abstained: 0

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

**Resolution No. 44/2022 (1 September) 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.

\* \* \*

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 1 August 2022. At the same time, the agenda of the General Meeting was published. The written proposal containing the detailed explanations of the proposals for resolutions related to the agenda items was disclosed in the publication 'Documents of the Extraordinary General Meeting of MKB Bank Nyrt. of 23 June 2022' on 10 August 2022, with the consolidated version of the Articles of Association with amendments proposed for adoption by the Board of Directors as an attachment. 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.

The Board of Directors of MKB Bank Nyrt., by its resolution 173/2022 (10 August), and the Supervisory Board of the Company, by its resolution 53/2022 (10 August), discussed and approved the documents of the Extraordinary General Meeting 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. Election of the members of the governing bodies**
- 2. Decision on the amendment of the Articles of Association of the Company**

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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.**

##### **Election of the members of the governing bodies**

The **Chair** said that item 1 on the agenda was the election of members of the governing body. In this context, the proposal, including the presentation of the candidates for election, can be found on pages 4 and 5 of the Documents of the General Meeting, and the relevant proposed resolutions on page 6. He informed the participants that the Nomination Committee, having assessed the candidates' individual and collective merits, had recommended the candidates to the General Meeting for election as members of the Boards. He also said that the Magyar Nemzeti Bank has approved the election of Ms Andrea Mager as an executive officer by its decision H-EN-I-465/2022 of 30 August 2022, the election of Dr. Ilona Török by decision H-EN-I-466/2022 of 30 August 2022, the election of Ms Rita Feodor by decision H-EN-I-467/2022 of 30 August 2022, the election of Dr. Géza Károly Láng by decision H-EN-I-469/2022 of 30 August 2022, and the election of Dr. Péter Magyar by decision H-EN-I-470/2022 of 31 August 2022. He proposed that the General Meeting should take a decision on the election of each of the persons named in the proposal one by one.

The **Chair** asked the General Meeting if they had any questions or comments on the proposal. The shareholders did not indicate their intention to raise any questions, comments or motions.

The **Chair** introduced the first proposed resolution on the agenda and put it to the vote. Open voting was to take place by simple majority.

##### ***Voting on the election of Ms Rita Feodor as a member of the Supervisory Board:***

##### **Votes:**

Number of votes cast: 311,319,983

The percentage of share capital represented by the votes cast: 100%

100% of the shares represented at the meeting voted

Yes: 311,319,983 (100%)

No: 0

Abstained: 0

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

**Resolution No. 45/2022 (1 September) of the General Meeting**

The General Meeting elects Ms Rita Feodor as a member of the Supervisory Board from 1 September 2022 to 31 December 2025, subject to the condition of taking up the position and its entry into force that the authorisation of the Magyar Nemzeti Bank is also available for her.

The **Chair** congratulated Ms Rita Feodor on her election.

\* \* \*

The **Chair** introduced the next proposed resolution on the agenda and put it to the vote. Open voting was to take place by simple majority.

***Voting on the election of Dr. Géza Károly Láng as a member of the Supervisory Board:***

**Votes:**

Number of votes cast: 311,319,983

The percentage of share capital represented by the votes cast: 100%

100% of the shares represented at the meeting voted

Yes: 311,319,983 (100%)

No: 0

Abstained: 0

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

**Resolution No. 46/2022 (1 September) of the General Meeting**

The General Meeting elects Dr. Géza Károly Láng as a member of the Supervisory Board from 1 September 2022 to 31 December 2025, subject to the condition of taking up the position and its entry into force that the authorisation of the Magyar Nemzeti Bank is also available for him.

The **Chair** congratulated Dr. Géza Károly Láng on his election.

\* \* \*

The **Chair** introduced the next proposed resolution on the agenda and put it to the vote. Open voting was to take place by simple majority.

***Voting on the election of Dr. Péter Magyar as a member of the Supervisory Board:***

**Votes:**

Number of votes cast: 311,319,983

The percentage of share capital represented by the votes cast: 100%

100% of the shares represented at the meeting voted

Yes: 311,319,983 (100%)

No: 0

Abstained: 0

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

**Resolution No. 47/2022 (1 September) of the General Meeting**

The General Meeting elects Dr. Péter Magyar as a member of the Supervisory Board from 1 September 2022 to 31 December 2025, subject to the condition of taking up the position and its entry into force that the authorisation of the Magyar Nemzeti Bank is also available for him.

The **Chair** congratulated Dr. Péter Magyar on his election.

\* \* \*

The **Chair** introduced the next proposed resolution on the agenda and put it to the vote. Open voting was to take place by simple majority.

***Voting on the election of Ms Ilona Török as a member of the Supervisory Board:***

**Votes:**

Number of votes cast: 311,319,983

The percentage of share capital represented by the votes cast: 100%

100% of the shares represented at the meeting voted

Yes: 311,319,983 (100%)

No: 0

Abstained: 0

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

**Resolution No. 48/2022 (1 September) of the General Meeting**

The General Meeting elects Dr. Ilona Török as a member of the Supervisory Board from 2 September 2022 to 31 March 2026, subject to the condition of taking up the position and its entry into force that the authorisation of the Magyar Nemzeti Bank is also available for her.

The **Chair** congratulated Dr. Ilona Török on her election.

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The **Chair** introduced the next proposed resolution on the agenda and put it to the vote. Open voting was to take place by simple majority.

***Voting on the election of Ms Andrea Mager as a member of the Board of Directors.***

**Votes:**

Number of votes cast: 311,319,983

The percentage of share capital represented by the votes cast: 100%

100% of the shares represented at the meeting voted

Yes: 311,319,983 (100%)

No: 0

Abstained: 0

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

**Resolution No. 49/2022 (1 September) of the General Meeting**

The General Meeting elects Ms. Andrea Mager as a member of the Board of Directors from 1 September 2022 to 31 August 2024, subject to the condition of taking up the position and its entry into force that the authorisation of the Magyar Nemzeti Bank is also available for her.

The **Chair** congratulated Ms Andrea Mager on her election.

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The **Chair** introduced the next proposed resolution on the agenda and put it to the vote. Open voting was to take place by simple majority.

***Voting on the election of Ms Rita Feodor as a member of the Audit Committee:***

**Votes:**

Number of votes cast: 311,319,983

The percentage of share capital represented by the votes cast: 100%

100% of the shares represented at the meeting voted

Yes: 311,319,983 (100%)

No: 0

Abstained: 0

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

**Resolution No. 50/2022 (1 September) of the General Meeting**

The General Meeting elects Ms Rita Feodor as a member of the Audit Committee for the duration of her membership in the Supervisory Board.

The **Chair** congratulated Ms Rita Feodor on her election.

\* \* \*

The **Chair** introduced the next proposed resolution on the agenda and put it to the vote. Open voting was to take place by simple majority.

***Voting on the election of Dr. Péter Magyar as a member of the Audit Committee:***

**Votes:**

Number of votes cast: 311,319,983

The percentage of share capital represented by the votes cast: 100%

100% of the shares represented at the meeting voted

Yes: 311,319,983 (100%)

No: 0

Abstained: 0

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

**Resolution No. 51/2022 (1 September) of the General Meeting**

The General Meeting elects Dr. Péter Magyar as a member of the Audit Committee for the duration of his membership in the Supervisory Board.

The **Chair** congratulated Dr. Péter Magyar on his election.

**Discussion of agenda item 2.**

**Decision on the amendment of the Articles of Association of the Company**

The **Chair** said that item 2 on the agenda was the amendment of the Company's Articles of Association.. In this context, the proposals can be found in the section of the Documents of the General Meeting from pages 8 to 10, and the relevant proposed resolutions on page 11. The Articles of Association are amended in order to lay down the rules for the conference general meeting and the exercise of voting rights by post.

The **Chair** asked the General Meeting if they had any questions or comments on the proposal. The shareholders did not indicate their intention to raise any questions, comments or motions.

The **Chair** introduced the first proposed resolution on the agenda and put it to the vote. Open voting was to take place by simple majority.

***Voting on whether the General Meeting decides on the amendment of the Articles of Association of MKB Bank Nyrt. by one resolution:***

**Votes:**

Number of votes cast: 311,319,983

The percentage of share capital represented by the votes cast: 100%

100% of the shares represented at the meeting voted

Yes: 311,319,983 (100%)

No: 0

Abstained: 0

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

**Resolution No. 52/2022 (1 September) of the General Meeting**

The General Meeting shall decide on the amendment of the Articles of Association of the Company in accordance with the proposal of the Board of Directors, in one resolution.

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The **Chair** introduced the second proposed resolution on the agenda and put it to the vote. The open voting takes place by qualified majority.

***Voting on the amendment of the Articles of Association of the Company:***

**Votes:**

Number of votes cast: 311,319,983

The percentage of share capital represented by the votes cast: 100%

100% of the shares represented at the meeting voted

Yes: 311,319,983 (100%)

No: 0

Abstained: 0

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

**Resolution No. 53/2022 (1 September) of the General Meeting**

The General Meeting adopts the amendment to the Articles of Association of the Company by inserting as new section 3.1.21 and its sub-sections (3.1.21.1. – 3.1.21.10.), and 3.1.22. and its sub-sections (3.1.22.1.-3.1.22.4.). The Articles of Association, as consolidated with the amendments, are attached

to this resolution as Annex 1. The amended Articles of Association of the Company shall enter into force on 1 September 2022.

\* \* \*

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, 1 September 2022

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

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

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**Gábor Ördög**  
keeper of the minutes