



## **Resolutions of the Extraordinary General Meeting of MKB Bank Plc. held on 15 December 2021**

### **Resolution No. 8/2021 (15 December) 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.

#### **Votes:**

Yes: 100 000 000 (100%)                                      No: 0                                      Abstain: 0

### **Resolution No. 9/2021 (15 December) 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.

#### **Votes:**

Yes: 100 000 000 (100%)                                      No: 0                                      Abstain: 0

### **Resolution No. 10/2021 (15 December) of the General Meeting**

1.

The General Meeting hereby decides to amend Article 5.3.3 of the Articles of Association of the Company as follows:

*"The earliest starting date for the payment of dividends shall be the tenth (10) business day following the date of the resolution of the General Meeting of Shareholders to pay the dividend, with the proviso that the payment of dividends shall commence within one hundred and eighty (180) days following the date of the relevant resolution of the General Meeting of Shareholders."*

2.

The General Meeting hereby decides to amend Article 5.3.4 of the Articles of Association of the Company as follows:

*"The Company shall pay the dividend to the Shareholders by transfer from the date determined by the relevant General Meeting resolution or, in the lack thereof, set by the Board of Directors. The earliest starting date for the payment of the dividend shall be the tenth (10th) working day following the publication of the notice on the order of payment of the dividend, which shall include the starting date and the amount of the dividend."*

MKB Bank Plc.

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#### *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."*

3.

The General Meeting hereby decides that the following point 5.3.11 shall be added to Article 5.3 of the Articles of Association of the Company:

*"The provisions of this Article 5.3 relating to the payment of dividends shall also apply mutatis mutandis to the payment of interim dividend."*

**Votes:**

Yes: 100 000 000 (100%)

No: 0

Abstain: 0

**Resolution No. 11/2021 (15 December) of the General Meeting**

The General Meeting concludes that, based on the Company's interim balance sheet, attached hereto as Annex 1, as of 31 August 2021, audited by the Company's auditor, the conditions for the payment of the interim dividend set forth in Section 3:263 of Act V of 2013 on the Civil Code ('**Civil Code**') are met.

The General Meeting hereby decides that, on the basis of the proposal of the Board of Directors of the Company, approved by the Supervisory Board of the Company, interim dividend of HUF 4,300,000,000.00 (i.e. four billion three hundred million HUF) will be paid to the shareholders of the Company, provided that, based on the preliminary supervisory consultation with Magyar Nemzeti Bank, the Company complies with the conditions for the payment of dividends set out in point VII of the "Management Circular on measures taken to mitigate the negative effects of the Crown Virus on the financial intermediary system" issued by the Magyar Nemzeti Bank on 20 March 2020 and consolidated on 29 July 2021 (**the 'Circular'**).

The timing of the payment of the interim dividend is decided by the Board of Directors within the framework of the Articles of Association. The General Meeting stipulates that the interim dividend will be paid if all the relevant conditions set by Magyar Nemzeti Bank are met at the time of the payment.

The General Meeting states that if the annual accounts, prepared after the payment of the interim dividend, or any other reason indicate(s) that no dividend payment is possible, the shareholders shall be obliged to repay the interim dividend already paid out upon the Company's request in accordance with the provisions of Section 3:263 (3) of the Civil Code and other applicable legislation.

**Votes:**

Yes: 100 000 000 (100%)

No: 0

Abstain: 0

**Resolution No. 12/2021 (15 December) of the General Meeting**

The General Meeting decides on the merger (fusion) of BUDAPEST Hitel- és Fejlesztési Bank Zártkörűen Működő Részvénytársaság (registered office: 1138 Budapest, Váci út 193, Hungary; registered by Company Court of the Metropolitan Court of Budapest under Cg.01-10-041037) and Magyar Takarékszövetkezet Zártkörűen Működő Részvénytársaság (registered office: 1134 Budapest, Kassák Lajos utca 18, Hungary; registered by the Company Court of the Metropolitan Court of Budapest under Cg.01-10-141497) as Acquired Companies (hereinafter collectively 'Acquired Companies') and MKB Bank Nyrt. (registered office: 1056 Budapest, Váci u. 38, Hungary; registered by the Company Court of the Metropolitan Court of Budapest under Cg.01-10-040952; as the 'Receiving Company') as receiving company (hereinafter the Acquired Companies and the Receiving Company collectively 'Merging Companies') with one resolution as presented in the proposal of the Board of Directors.

**Votes:**

Yes: 100 000 000 (100%)

No: 0

Abstain: 0

## **Resolution No. 13/2021 (15 December) of the General Meeting**

Preamble:

The highest corporate bodies of **BUDAPEST Hitel- és Fejlesztési Bank Zártkörűen Működő Részvénytársaság** (registered office: 1138 Budapest, Váci út 193, Hungary; registered by Company Court of the Metropolitan Court of Budapest under Cg.01-10-041037) and **Magyar Takarékszövetkezet Zártkörűen Működő Részvénytársaság** (registered office: 1134 Budapest, Kassák Lajos utca 18, Hungary; registered by the Company Court of the Metropolitan Court of Budapest under Cg.01-10-141497) as Acquired Companies (hereinafter collectively '**Acquired Companies**') and **MKB Bank Nyrt.** (registered office: 1056 Budapest, Váci u. 38, Hungary; registered by the Company Court of the Metropolitan Court of Budapest under Cg.01-10-040952; as the '**Receiving Company**') as receiving company (hereinafter the Acquired Companies and the Receiving Company collectively '**Merging Companies**') intend to decide on a merger pursuant to Section 3:44 (1) of Act V of 2013 on the Civil Code (the "**Civil Code**"). Method of association: merger.

The executive officers of the Merging Companies have prepared all the documents necessary for the decision on the merger, thus, pursuant to Section 8 (1) of Act CLXXVI of 2013 on the Reorganisation, Merger and Demerger of Legal Persons (the '**Transformation Act**'), the supreme bodies of the Merging Companies and the Receiving Company may decide on the merger in one step (one-step decision).

Based on the above, the General Meeting of the Receiving Company has examined the proposal of the management of the Receiving Company concerning the Merger and the documents prepared by the management necessary for the decision on the Merger and adopts the following resolutions pursuant to Section 8 (1) of the Transformation Act:

1.

The General Meeting decides that the Acquired Companies shall merge with the Receiving Company by means of a one-step decision pursuant to Section 8 (1) of the Transformation Act. Method of association: merger.

As a result of the merger (amalgamation), the Acquired Companies will cease to exist in such a way that the general legal successor of all Acquired Companies will be the Receiving Company. The legal effects of the merger will take effect on 31 March 2022 or, if the merger has not been registered by that date, on the date of registration (the '**Merger Date**').

2.

In view of the one-step decision-making, the General Meeting shall refrain from taking decisions on the issues referred to in Section 2(2) to (3) of the Transformation Act and shall decide on these issues taking into account the specificities of one-step decision-making.

3.

In the case of a one-step decision, Section 8 (1) of the Transformation Act allows for the inclusion in the transformation plan (merger plan) of draft balance sheets and draft inventories of assets and liabilities, audited by an auditor, for a date determined by the management officers, which is no more than six months prior to the decision on the transformation (merger), as the balance sheet date. In view of this, the General Meeting approves the use of the draft balance sheets and draft supporting schedules of assets and liabilities and the opening balance sheets and supporting schedules of assets and liabilities as at 31 August 2021, audited by an independent auditor, as the closing (receiving)

balance sheet and supporting schedules of assets and liabilities and the opening (successor) draft balance sheet and draft supporting schedules of assets and liabilities of the Receiving Company.

4.

The General Meeting approves that the same auditor, H K ADÓCONTROLL KFT. (registered office: 6055 Felsőlajos, Hársfa utca 10., Hungary; registered by the Company Court of the Metropolitan Court of Budapest under Cg.03-09-109816) and in person of Dr. Mihály Hegedűs (address: 6050 Lajosmizse, Batthyány utca 9., Hungary; mother's maiden name: Ilona Varga) should proceed in the audit of the draft balance sheets and draft supporting schedules of assets and liabilities.

5.

The General Meeting declares that Magyar Bankholding Zrt. (registered office: 1134 Budapest, Kassák Lajos utca 18.; company registration number: Cg.01-10-140865; 'MBH'), as the sole shareholder of the Merging Companies and shareholder of the Receiving Company, shall make an additional capital contribution of HUF 185,000,000,000.00 to the Receiving Company within the framework of the merger. MBH is obliged to make the additional capital contribution available by transferring it to the cash account of the Receiving Company by 28 February 2022, in such a way that the share capital of the Receiving Company will be increased by HUF 75,602,779,000.00 of the additional contribution, while the remaining HUF 109,397,221,000.00 HUF will be definitively transferred to the contribution in excess of par value (share premium) of the Receiving Company pursuant to Section 36 (1) a) of Act C of 2000 on Accounting and will be recognised as an increase in the contribution in excess of par value (share premium).

6.

The General Meeting approves the draft terms of merger plan prepared jointly by the managements of the Merging Companies taking into account the payment of HUF 4,300,000,000 interim dividend decided on 15 December 2021, attached to these resolutions as Annex 1 and the annexes thereto, including the draft merger agreement, the closing draft balance sheets and draft inventories of assets and liabilities of the (acquired and receiving) Merging Companies as at 31 August 2021, the opening draft balance sheet and draft inventories of assets and liabilities of the Receiving Company (successor) and the draft amendments to the articles of association of the Receiving Company.

7.

The General Meeting authorises the management of the Receiving Company to sign the draft terms of merger and the annexes thereto.

8.

Taking into account the additional contribution of assets as set forth in point 5 above, the General Meeting declares that the registered capital of the Receiving Company shall be increased to HUF 311,319,983,000.00. The subscribed capital of the Receiving Company as the successor company shall be allocated to the shareholders of the Receiving Company in the following proportions:

1)	Magyar Bankholding Zrt.	99.095788%
2)	MKB Pension Fund Voluntary Pension Funds Hedge Reserve Balanced portfolio	0.258500%
3)	MKB "Egyensúly" Open-end Investment Fund	0.220318%
4)	Pannónia Pension Fund	0.213606%
5)	MKB 'Adaptív' Bond Absolute Return Derivative	

	Investment Fund	0.081909%
6)	MKB 'Aktív' Alfa" Absolute Return Derivative Investment Fund	0.053514%
7)	MKB Pension Fund Private Pension Funds Hedge Reserve Growth Portfolio	0.023952%
8)	MKB Pension Fund Private Pension Funds Hedge Reserve Balanced portfolio	0.015128%
9)	MKB PB Top Absolute Return Derivative Investment Fund	0.013491%
10)	MKB "Ambíció" Open-end Investment Fund	0.012527%
11)	MKB Pension Fund Voluntary Pension Funds Hedge Reserve Growth Portfolio	0.011265%

The General Meeting states that since the Merging Companies are single-member private limited companies whose sole shareholder decides on the merger (fusion), the rules of settlement with persons not wishing to participate as members in the successor legal entity may only be applied in relation to the shareholders of the Receiving Company.

The proportion of assets per share held in the Receiving Company per person not wishing to participate as a shareholder in the Receiving Company as a successor legal entity: HUF 2,165.00 per share, which is determined in accordance with the provisions of item 8 of the merger plan attached to these resolutions as Annex 1 and will be issued to the withdrawing shareholder in accordance with item 4 of the merger plan.

9.

Pursuant to Section 14 (5) of the Transformation Act, the General Meeting designates the Receiving Company, in accordance with the resolutions on similar matters adopted by the highest bodies of the Merging Companies, to initiate the publication of a notice in the Companies Gazette with the content and within the time limit set forth in the Civil Code and the Transformation Act. The notice shall be published in two consecutive issues.

10.

The General Meeting declares that the merger (fusion) complies with the conditions set out in Section 4, 23/a of Act LXXXI of 1996 on Corporate Tax and Dividend Tax, given that the fusion involves only companies as a predecessor and successor in title (Section 32/a, 4 of the Tao.) and the sole shareholder of the Merging Companies acquires a share in the Receiving Company and a cash equivalent to no more than 10 percent of the aggregate nominal value of the acquired share (preferential transformation), the merger (fusion) is thus a preferential transformation.

11.

The General Meeting notes that the Receiving Company has published the merger plan (including in particular the merger agreement), the accounts of the Merging Companies for the last three years prepared in accordance with the Accounting Act, the written report of the management of the Receiving Company and the auditor's report on its website in accordance with Section 25 (4) of the Transformation Act thirty days prior to the date of this General Meeting and has made them available free of charge, downloadable and printable until the conclusion of this General Meeting. Access to the documents was also provided at the registered office of the Receiving Company.

12.

The General Meeting adopts the new Articles of Association of the Receiving Company as the successor company, consolidated with amendments, which are attached to these resolutions as Annex 2 and authorises the Board of Directors of the Receiving Company to sign the Articles of Association. The new Articles of Association of the Receiving Company shall be effective as of the Merger Date.

**Votes:**

Yes: 100 000 000 (100%)

No: 0

Abstain: 0

Budapest, 15 December 2021

**MKB Bank Plc.**