



Resolutions of the Annual General Meeting of MBH Bank Plc. held on 29 April 2024

MBHB Resolution No. 1/2024 (29 April) 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: 320 164 762 (100%) No: 0 (0 %) Abstain: 0 (0 %)

MBHB Resolution No. 2/2024 (29 April) of the General Meeting

The General Meeting approves the Board of Directors' report on the 2023 business activities and, accepts - being aware of the reports of the Supervisory Board and the Auditor - its proposal for the separate (non-consolidated) and consolidated financial statements for 2023 prepared in accordance with the International Financial Reporting Standards as well as the proposal concerning the distribution of profit and the payment of dividends.

The General Meeting establishes the separate financial statements of MBH Bank Nyrt. for 2023 prepared according to the International Financial Reporting Standards with the following main figures:

Balance sheet total: HUF 11.008.621 million
Profit for the year: HUF 118.316 million
Total comprehensive income: HUF 169.599 million

The General Meeting establishes the consolidated financial statements of MBH Bank Nyrt. for 2023 prepared according to the International Financial Reporting Standards with the following main figures:

Balance sheet total: HUF 11.107.048 million
Profit for the year: HUF 183.190 million
Total comprehensive income: HUF 241.103 million

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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."

The General Meeting resolves to declare a dividend of HUF 24,512,251,500 from the profit for the year, based on which the dividend per share is HUF 76 for 322,529,625 ordinary shares of Series A. The remaining part of the distributable profit is transferred to the retained earnings.

The General Meeting establishes that pursuant to the resolution of Board of Directors 162/2023 (15 December), interim dividend of HUF 67 per share was paid on 322 529 625 ordinary shares of series A on 12 January 2024. An additional dividend of HUF 9 will be paid on the shares covered by the interim dividend payment.

The starting date for dividend payments is 24 May 2024. The Company pays the dividend to shareholders by transfer from the dividend payment date.

The Dividend Turnover Date as defined in Article 5.3.2 of the Articles of Association of the Company is 16 May 2024.

Votes:

Yes: 320 164 761 (~100%) No: 0 (0 %) Abstain: 1 (~0,00 %)

MBHB Resolution No. 3/2024 (29 April) of the General Meeting

The General Meeting confirms the relevant decision of the chairman and CEO, stating that the corporate assessment target index has been achieved for the 2023 financial year.

The General Meeting confirms and approves that, in connection with the approval of the annual reports for the year 2023, chairman and Chairman and Chief Executive, dr. Zsolt Barna is entitled to performance remunerations for the 2023 financial year.

The General Meeting requests the Supervisory Board of MBH Bank Nyrt., with respect to persons subject to the Remuneration Policy under the Credit Institutions Act, to decide, based on the provisions of MBH Bank Nyrt.'s Remuneration Policy under the Hpt., on the amount of the performance remuneration to be paid to chairman and CEO dr. Zsolt Barna for the year 2023.

The General Meeting calls on the Supervisory Board to set targets for the year 2024 for the chairman and Chairman and Chief Executive, along with the company's 2024 overall banking objectives.

Votes:

Yes: 320 164 762 (100%) No: 0 (0 %) Abstain: 0 (0 %)

MBHB Resolution No. 4/2024 (29 April) of the General Meeting

The General Meeting approves the report of the Board of Directors on the Company's business policy for the year 2024.

Votes:

Yes: 320 164 762 (100%) No: 0 (0 %) Abstain: 0 (0 %)

MBHB Resolution No. 5/2024 (29 April) of the General Meeting

The General Meeting approves the remuneration policy under Act LXVII of 2019 (Hrsztv.) in an opinion expressing vote.

Votes:

Yes: 320 164 762 (100%) No: 0 (0 %) Abstain: 0 (0 %)

MBHB Resolution No. 6/2024 (29 April) of the General Meeting

The General Meeting approves the Corporate Governance Report for 2023.

Votes:

Yes: 320 164 762 (100%) No: 0 (0 %) Abstain: 0 (0 %)

MBHB Resolution No. 7/2024 (29 April) of the General Meeting

The General Meeting declares that the following members of the Board of Directors and the Supervisory Board have acted in the best interests of the Company and, therefore, certifying the adequacy of their activities, grants them a hold-harmless warrant pursuant to Section 3:117 of Act V of 2013 on the Civil Code, as follows:

MKB Bank Nyrt. - Members of the Board of Directors:

dr. Zsolt Barna: 1 January 2023 - 30 April 2023
Marcell Tamás Takács: 1 January 2023 - 30 April 2023
István Sárváry: 1 January 2023 - 30 April 2023
dr. Balázs Vinnai: 1 January 2023 - 30 April 2023
Levente László Szabó: 1 January 2023 - 30 April 2023
Ádám Egerszegi: 1 January 2023 - 30 April 2023
Andrea Mager: 1 January 2023 - 30 April 2023

MKB Bank Nyrt. – members of the Supervisory Board:

dr. Andor Nagy: 1 January 2023 - 30 April 2023
Rita Feodor: 1 January 2023 - 30 April 2023
dr. Géza Károly Láng: 1 January 2023 - 30 April 2023
Kitti Dobi: 1 January 2023 - 30 April 2023
Balázs Bechtold: 1 January 2023 - 30 April 2023
dr. Ilona Török: 1 January 2023 - 30 April 2023
dr. Péter Magyar: 1 January 2023 - 30 April 2023
Miklós Vaszily: 1 January 2023 - 30 April 2023
Zsigmond Járai: 1 January 2023 - 30 April 2023
Dr. Erzsébet Beáta Bánkúti: 1 January 2022 - 31 August 2022

Takarékbank Zrt. - members of the Board of Directors

Levente László Szabó: 1 January 2023 - 30 April 2023
Ádám Egerszegi: 1 January 2023 - 30 April 2023
János Zoltán Bogdán: 1 January 2023 - 30 April 2023

György Schamschula: 1 January 2023 - 30 April 2023
Dr. Edina Tófeji: 1 January 2023 - 30 April 2023
Zoltán Váradi: 1 January 2023 - 30 April 2023

Takarékbank Zrt. - members of the Supervisory Board

Béla Hetzmann: 1 January 2023 - 30 April 2023
Dr. András Csaba Bencze: 1 January 2023 - 30 April 2023
Viktor Iván Katona: 1 January 2023 - 30 April 2023
András József Tölgyes: 1 January 2023 - 30 April 2023
Katalin Králik Vargáné: 1 January 2023 - 30 April 2023

MBH Bank Nyrt. - members of the Board Of Directors

dr. Zsolt Barna: 1 May 2023 - 31 December 2023
Marcell Tamás Takács: 1 May 2023 - 31 December 2023
István Sárváry: 1 May 2023 - 31 December 2023
dr. Balázs Vinnai: 1 May 2023 - 31 December 2023
Levente László Szabó: 1 May 2023 - 31 December 2023
Ádám Egerszegi: 1 May 2023 - 31 December 2023
Andrea Mager: 1 May 2023 - 31 December 2023

MBH Bank Nyrt. - members of the Supervisory Board

dr. Andor Nagy: 1 May 2023 - 31 December 2023
Rita Feodor: 1 May 2023 - 31 December 2023
dr. Géza Károly Láng: 1 May 2023 - 31 December 2023
Kitti Dobii: 1 May 2023 - 31 December 2023
Balázs Bechtold: 1 May 2023 - 31 December 2023
dr. Ilona Török: 1 May 2023 - 31 December 2023
dr. Péter Magyar: 1 May 2023 - 31 December 2023
Miklós Vaszily: 1 May 2023 - 31 December 2023
Zsigmond Járai: 1 May 2023 - 31 December 2023

Votes:

Yes: 320 164 760 (100%) No: 0 (0 %) Abstain: 2 (~0,00 %)

MBHB Resolution No. 8/2024 (29 April) of the General Meeting

For the 2024 business year the General Meeting elects PricewaterhouseCoopers Könyvvizsgáló Kft. (Cg 01-09-063022, Hungarian Chamber of Auditors Registration Number: 001464, hereinafter: 'PwC Könyvvizsgáló Kft.')

as the Company's permanent auditor, and sets the annual audit fee for PwC Könyvvizsgáló Kft. for the 2024 business year at a maximum of HUF 381 million + VAT.

The General Meeting also authorises the Deputy Chief Financial Officer for Strategy and Finance and the Procurement, Finance and Reporting area to negotiate the conclusion of the contract of engagement 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 General Meeting approves the appointment of Árpád Balázs registered auditor (membership certificate number of the Chamber of Hungarian Auditors: 007272, registration number: 006931) as the person responsible for the auditing of MBH Bank Nyrt. in 2024.

In accordance with the proposal of the audit firm, the General Meeting approves the appointment of Balázs Árpád Mészáros registered auditor (membership certificate number of the Chamber of Hungarian Auditors: 005614, registration number: 005589) as the person responsible for the auditing of MBH Bank Nyrt. for 2024 in the event Árpád Balázs registered auditor (membership certificate number of the Chamber of Hungarian Auditors: 007272, registration number: 006931) is impeded in his duties.

According to the submission, the General Meeting approves the terms and conditions of the Company contract to be concluded with the auditor, and at the same time invites the Board of Directors to conclude the corresponding assignment contract with the appointed auditor within 90 days of their appointment, on behalf of MBH Bank Nyrt.

Votes:

Yes: 320 164 762 (100%) No: 0 (0 %) Abstain: 0 (0 %)

MBHB Resolution No. 9/2024 (29 April) of the General Meeting

The General Meeting decides to keep the remuneration of the members of the Supervisory Board and the Board of Directors at the same amount as specified in General Meeting resolution 30/2022 (26 April) and with the payment practice for the period up to the date of approval of the annual report for 2024 prepared in accordance with the provisions of the Accounting Act. The members of the Audit Committee do not receive any separate remuneration for that office.

Votes:

Yes: 320 164 762 (100%) No: 0 (0 %) Abstain: 0 (0 %)

MBHB Resolution No. 10/2024 (29 April) of the General Meeting

Pursuant to Section 3:223 (1) of Act V of 2013 on the Civil Code (Civil Code) and Section 3.1.16 (g) of the Articles of Association of the Company, the General Meeting authorises the Board of Directors to acquire the Company's own shares, in particular, but not exclusively in order to implement the Company's business strategy as planned and to maintain the stability of the share price, as well as to perform capital optimisation transactions, subject to the following conditions.

1. The type, nominal value and number of own shares that may be acquired:

- "A" series ordinary share of HUF 1,000 par value,
- Up to a maximum of 15% of the total nominal value of the share capital at any one time, i.e. a maximum of 48,379,443 ordinary shares of series A with a nominal value of HUF 1,000 each.

2. The method of acquisition of treasury shares and the determination of the minimum and maximum amounts of the consideration:

- in the case of an over-the-counter (OTC) transaction, the maximum purchase price is up to ten times the nominal value of the ordinary share, i.e. HUF 10,000, or

- in the case of a transaction on a trading venue (regulated market, MTF or OTF), the maximum purchase price is up to 120% of the turnover-weighted average stock exchange price of the ordinary share in the month preceding the date of the transaction.

3. This authorisation shall be valid for 18 months from the date of adoption of this decision.

4. Other conditions for the acquisition of own shares are governed by the relevant provisions of the Civil Code.

Votes:

Yes: 320 164 762 (100%) No: 0 (0 %) Abstain: 0 (0 %)

MBHB Resolution No. 11/2024 (29 April) of the General Meeting

The General Meeting agrees to adopt a resolution to amend the Articles of Association of the Company as proposed by the Board of Directors.

Votes:

Yes: 320 164 762 (100%) No: 0 (0 %) Abstain: 0 (0 %)

MBHB Resolution No. 12/2024 (29 April) of the General Meeting

The General Meeting adopts the amendment of Sections 1.6, 1.8, 2.2.1, 2.2.2, 3.1.5, 3.1.6, 3.1.7 of the Articles of Association, Sections 3.1.16 (a), (g), (q), (t) and (v), the insertion of a new Section 3.1.20, the number of subsequent Sections being changed accordingly, the new Section 3.1.21. 1 (a) and (d), new 3.1.23, new 3.2.1, 3.2.2 (o) and (t), 3.2.5 and 3.2.9, 3.3.5. 1(l) and (p), 3.3.8.1, 3.3.8.2, 3.3.8.3, 3.4.1, 6.1, 8.1, 8.2 and 9.2 and Appendix 2, clauses 1 and 2. of the Company's Articles of Association. 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 29 April 2024.

Votes:

Yes: 320 164 762 (100%) No: 0 (0 %) Abstain: 0 (0 %)

MBHB Resolution No. 13/2024 (29 April) of the General Meeting

The General Meeting elects Ms Andrea Mager (mother's name: Nagy Izabella; date and place of birth: 24.05.1966, Szombathely; address: 1121 Budapest, Árnypas út 18.) from 01 September 2024 or, if the authorising decision issued by the Magyar Nemzeti Bank concerning the member of the Board of Directors has not been issued by 01 September 2024, from the date on which the authorising decision issued by the Magyar Nemzeti Bank concerning the member

of the Board of Directors is issued and the member of the Board of Directors accepts her election in writing, for a fixed term of office until 31 August 2026.

Votes:

Yes: 320 164 762 (100%) No: 0 (0 %) Abstain: 0 (0 %)

MBHB Resolution No. 14/2024 (29 April) of the General Meeting

The General Meeting elects Zsigmond Járai as a member of the Audit Committee for a definite term from 29 April 2024 to 31 December 2025 (mother's name: Róza Molnár; place and date of birth: Biharkeresztes, 29.12.1951.; address: 1068 Budapest, Városligeti fasor 40. 1st fl. 1/A).

Votes:

Yes: 320 164 762 (100%) No: 0 (0 %) Abstain: 0 (0 %)

Budapest, 29 April 2024

MBH Bank Plc.