



MINUTES

of the Annual General Meeting

of MBH Bank Nyrt. (1056 Budapest, Váci u. 38.) held on 29 April 2024

Date and time of the General Meeting:	23 April 2025, 10:00 a.m.
Venue of the General Meeting:	MBH Bank Nyrt. Head Office, Ball Room (Budapest, District 5. Váci utca 38.)
The manner of holding the General Meeting:	Physical attendance

Participants:

Shareholders:

According to the separate attendance sheets.

representing MBH Bank Nyrt. (hereinafter: 'Company' or 'MBH Bank')

representing the Board of Directors:

dr. Zsolt Barna Chairman and Chief Executive

Ádám Egerszegi, Deputy CEO

Levente Szabó, Deputy CEO

Marcell Tamás Takács, member of the Board of Directors

representing the Supervisory Board and the Audit Committee:

Miklós Vaszily, external member of the Supervisory Board, member of the Audit Committee

officers of MBH Bank Nyrt.:

Péter Krizsanovich Deputy CEO

dr. Ilona Török, Head of Chairman's Cabinet

dr. Tisza-Papp Ákos, Executive Director for Law and Governance, chair of the meeting

Dóra Bertalan, counter of the votes

Gábor Ördög, keeper of the minutes

representing El-Vision Kft.:

József Elzer, vote counter

representing the company's statutory auditor, PwC Kft.:

Árpád Balázs, **Emőke Szántó-Kapornay**

Important notice "Hungarian language is the official and registered language of MBH 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. Ákos Tisza-Papp, chief legal counsel of MBH Bank greeted the participants of the General Meeting. He informed the participants that, according to the notice published by the Company, the conditions for the opening of the General Meeting are fulfilled. He then invited Dr. Zsolt Barna, Chairman and Chief Executive, chairman of the Board of Directors, to open the General Meeting on behalf of the Board of Directors.

On behalf of the Board of Directors of the Company, **Dr. Zsolt Barna** greeted the shareholders, the representatives of the shareholders, the chairman of the Supervisory Board and the members of the Board of Directors and Supervisory Board present, the representatives of the auditors, the invited guests and the assisting colleagues. He informed the Shareholders that today's General Meeting was convened by the Board of Directors, with the approval of the Supervisory Board, in order to approve the financial statements of MBH Bank for 2024 and to take the related decisions of the General Meeting. He opened the General Meeting then, then, pursuant to Clause 3.1.11 of the Articles of Association of the Company, he invited Dr. Ákos Tisza-Papp, Chief Legal Counsel of the Company, to be the Chairman of the General Meeting, to whom he gave the floor at this point.

Dr. Ákos Tisza-Papp (hereinafter **Chair**) welcomed the participants and then stated that the General Meeting was convened within the statutory deadline in accordance with the provisions of Article 3.1.1 of the Articles of Association of the Company, i.e. the Board of Directors convened the General Meeting of the Company by means of a notice 30 days prior to the date of today's General Meeting, in accordance with Act V of 2013 on the Civil Code.

Furthermore, he noted that the shareholders or the representatives of the shareholders present at the meeting had presented the documents set out in the invitation during the registration as a prerequisite for the exercise of shareholders' rights. There are no obstacles to the exercise of voting rights by the shareholders present.

The total number of votes present and the quorum of the General Meeting were determined according to the attendance sheets filled in by the shareholder representatives and the extract of the Company's share register as of 14 April 2025 and closed on 17 April 2025.

He informed the shareholders that the share capital of the Company is HUF 322,529,625,000, which is entirely made available as cash contribution.

The number of ordinary shares of Series A with a nominal value of HUF 1,000 each is 322,529,625, each of which carries the same rights. The Company holds 22,580,867 treasury shares, which are to be disregarded for the purposes of determining the quorum: The number of ordinary shares of Series A with a nominal value of HUF 1,000 each is 299,948,758, without the treasury shares. Accordingly, 299,948,758 votes may be cast if all shareholders with voting rights are present.

He informed the General Meeting that the number of votes represented by registered shareholders or proxies present at the General Meeting was 293,365,119, representing 97.81% of the votes that may be cast.

Pursuant to Article 3.1.8 of the Articles of Association of MBH Bank, the General Meeting has a quorum when shareholders representing more than 50% of the voting shares are present. In view of this, he established that the General Meeting has a quorum.

Information on the number of shareholders present and the number of votes they represent will be projected on a monitor placed in front of the Chair. He reminded those present that the data reflects

a snapshot, registration is ongoing and therefore the number of voting shares may change for each vote, which will be included in the minutes, but will not be reported separately for each vote.

He informed those present that during registration, shareholders could pick up electronic voting machines to cast their votes in favour or against, or to indicate their abstention. He asked that if there are any shareholders or shareholder representatives entitled to vote who did not receive a voting machine during the registration process, to kindly inform the colleague present.

Voting percentages will be rounded to two decimal places, and votes not deemed to have been cast will be displayed in proportion to the number of shares validly registered and present at the General Meeting.

In view of the fact that the casting and counting of votes at the present General Meeting will be carried out using voting machines, it asked Mr. József Elzer, representative of El-Vision Kft., to inform shareholders of the essential rules for the use of voting machines and to check the functionality of the system in a test vote before starting the substantive work.

József Elzer explained the voting system and the voting procedure in detail to the shareholders, and then checked the functionality of the system by initiating a test vote.

The **Chair of the General Meeting** drew the attention of those present to the fact that, in order to facilitate the taking of minutes, the proceedings of the General Meeting will be audio-recorded in compliance with the data protection legislation in force. Only employees of MBH Bank working in the corporate governance area have access to this record to the extent necessary for their work. The audio recording shall be destroyed after authentication of the minutes.

He also drew the attention of shareholders and the representatives of shareholders to the fact that, according to the legislation in force, only questions and comments relating to the agenda item may be asked and discussed, and if the question or comment raised goes beyond the agenda item, the chairman of the General Meeting may withdraw the speaker's right to speak.

He also informed the shareholders and the representatives that, in order to ensure the proper and orderly functioning of the General Meeting, the chairman may also determine the duration of the speeches and, in the case of several simultaneous speeches, the order of the speeches.

After the successful mock vote and the technical information, the **Chair** moved on to the appointment of the officers of the General Meeting. The General Meeting appointed Gábor Ördög as the keeper of the minutes, Dóra Bertalan as one of the vote counters - both of them are employees of MBH Bank - and József Elzer, representative of El-Vision Kft., as the other vote counter.

He proposed that the General Meeting elect Dr. Hajnalka Varga-Földi, representative of the shareholder MBH Hungarian Emerging Total Return Derivative Fund, as the authenticator of the minutes, who, with the signature of the Chair and the keeper of the minutes, authenticates the minutes of today's General Meeting.

Dr. Hajnalka Varga-Földi declared that she accepted the appointment if elected.

The **Chair** presented the proposed resolution, established the quorum of the General Meeting and then put the proposal to vote. Open voting was to take place by simple majority (50% + 1 vote).

Votes:

Number of votes cast: 293,365,119

The percentage of share capital represented by the votes cast: 97.81%

100% of the shares represented at the meeting voted

Yes: 293,365,118 (~100 %)

No: 1 (~0 %)

Abstained: 0

Did not vote: 0

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

Resolution 1/2025. (23 April) of the MBHB General Meeting

The General Meeting appointed Dr. Hajnalka Varga-Földi, representative of the shareholder MBH Hungarian Emerging Total Return Derivative Fund, as the authenticator of the minutes.

* * *

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 21 August 2025. At the same time, the agenda of the General Meeting was published. The written submission containing the detailed explanations of the resolution proposals relating to the agenda items was published in the 'Documents of the General Meeting of MBH Bank Nyrt. of 23 April 2025' (hereinafter '**General Meeting Documents**') on 1 April 2025 in accordance with the applicable legal requirements.

The **Chair** informed the General Meeting that the Board of Directors and the Supervisory Board of MBH Bank had discussed and approved the documents of the General Meeting as proposed at their joint meeting on 28 March 2025 and then via written votes on 1 April 2025, and proposed that they should be submitted to and approved by the General Meeting.

The agenda for the General Meeting is set out in the Notice of the General Meeting and on pages 2 and 3 of the published General Meeting Documents, and has been projected, so it will not be read out in detail, but will be included in the minutes. He noted that shareholders had not requested a separate reading of the published agenda of the General Meeting.

The agenda of the General Meeting

1. Adoption of the financial statements of the Company for 2024 prepared in accordance with International Financial Reporting Standards, proposal for the appropriation of profit after tax and dividend payment and decisions on the performance remuneration for 2024

- 1.1. Report of the Board of Directors on business activities for 2024
- 1.2. Proposal of the Board of Directors for the approval of the individual financial statements and the individual management report of the Company for the year 2024 prepared in accordance with International Financial Reporting Standards
- 1.3. Proposal of the Board of Directors for the approval of the consolidated financial statements and the consolidated management report of the Company for the year 2024 prepared in accordance with International Financial Reporting Standards
- 1.4. Proposal of the Board of Directors for the appropriation of the profit after tax for 2024 and the payment of dividends
- 1.5. Report of the Audit Committee on the Company's 2024 individual financial statements and individual management report prepared in accordance with International Financial Reporting Standards and on the proposed appropriation of profit and the 2024 consolidated

financial statements and consolidated management report prepared in accordance with International Financial Reporting Standards

- 1.6. Report of the Supervisory Board on the Company's 2024 individual financial statements and individual management report prepared in accordance with International Financial Reporting Standards and on the proposed appropriation of profit and the 2024 consolidated financial statements and consolidated management report prepared in accordance with International Financial Reporting Standards
- 1.7. Auditor's Report on the Audit of the Company's 2024 Individual Financial Statements prepared in accordance with International Financial Reporting Standards
- 1.8. Auditor's Report on the Audit of the Company's 2024 Consolidated Financial Statements prepared in accordance with International Financial Reporting Standards
- 1.9. Limited Assurance Report of the auditor on the Company's Consolidated Sustainability Report
- 1.10. Limited Assurance Report of the auditor on the Company's Individual Sustainability Report
- 1.11. Decisions concerning performance-based remuneration for 2024
- 2. Approval of the Report of the Board of Directors on the business policy of the Company for 2025**
- 3. Adoption of the 2024 Corporate Governance Report**
- 4. Granting a hold-harmless warrant of the members of the Board of Directors and the Supervisory Board of the Company**
- 5. Election of the Company's statutory auditor (for the statutory audit of the annual accounts and to provide assurance for the sustainability report) and the determination of the auditor's remuneration for the year 2025, the approval of the appointment of the person responsible for the audit and the determination of the material terms of the contract with the auditor**
- 6. Authorisation of the Board of Directors to acquire treasury shares, information of the Board of Directors on treasury shares acquired after the 2024 Annual General Meeting**
- 7. Amendment of the Articles of Association of the Company**
- 8. Establishing the remuneration of the members of the Board of Directors, the Supervisory Board and the Audit Committee at the same amount as set out in the resolution of the General Meeting of Shareholders of 30/2022 (26 April)**

* * *

The **Chair** informed the participants that the Company had not received any proposal to add to the agenda of the General Meeting or to propose a new resolution. It is no longer possible to add a new agenda item to the agenda of the General Meeting due to the fact that not all shareholders are present. He proposed that the General Meeting decide on the draft resolutions for the agenda items on the agenda as they are set out in the General Meeting Documents.

He informed the General Meeting that he will read out the proposed resolutions for each agenda item before the vote to the General Meeting, they will be shown on a projector and that they were also included in the General Meeting Documents in the shareholders' possession. If the General Meeting adopts the proposed resolution as proposed, the Chair will dispense with the rereading of the resolutions in order to ensure the efficient conduct of the General Meeting, and the text of the adopted resolution will be projected and included in the minutes. He deviates from this practice if any shareholder or shareholder representative expressly requests that the resolution be read out, in which case they have asked for an indication to that effect.

Agenda item 1**Adoption of the financial statements of the Company for 2024 prepared in accordance with International Financial Reporting Standards, proposal for the appropriation of profit after tax and dividend payment and decisions on the performance remuneration for 2024**

Turning to the substantive work of the General Meeting and the discussion of the agenda items, the **Chair** informed the participants that agenda item 1 included the report on the business activities for the year 2024, the individual and consolidated financial statements of the Company for the year 2024 prepared in accordance with International Financial Reporting Standards and the Management Report, the reports of the Audit Committee and the Supervisory Board, the approval of the Auditor's Report on the audit of the financial statements and the sustainability reports, and the adoption of resolutions on the appropriation of profit, dividend payments and performance-related remuneration for 2024.

He reminded shareholders that it will be possible to ask questions and make comments after the agenda has been fully presented, when the Chair will give the floor to the General Meeting.

He asked Dr. Zsolt Barna, Chairman and Chief Executive Officer, and Péter Krizsanovich, Deputy Chief Executive Officer, to present the Board of Directors' report on the business activities for 2024, and Péter Krizsanovich, Deputy Chief Executive Officer, to present the proposal of the Board of Directors to approve the consolidated financial statements prepared in accordance with International Financial Reporting Standards prepared in accordance with International Financial Reporting Standards and the individual management report of the Company for the year 2024 and the proposal of the Board of Directors to approve the appropriation of the profit after tax for the year 2024 and the payment of dividends.

Putting the history of MBH into context, **dr. Zsolt Barna** began his speech by looking back at the foundations of the Bank's strategy set out in 2021: we wanted to create a universal bank of regional significance that would strive for a leading position in Hungary and set values that would serve as a continuous guide for its activities. Our goal was to achieve leading positions in all major customer segments, ensure sustainable value creation for our shareholders, create a bank with integrated operation and implement a modern corporate culture that offers numerous opportunities for our employees and enables us to attract the best professionals to our organisation. The integration of three medium-sized commercial banks started from a good basis, which enabled us to implement our goals. Budapest Bank was primarily strong in the small and medium-sized enterprise sector, MKB in large corporate lending and the upper segment of the Hungarian population, particularly in private banking, while Takarékbank, as a rural bank, had a significant customer base and a market-leading position in the agricultural business. The Chairman and Chief Executive emphasised that although the IT structures of the three institutions were quite heterogeneous, there were segments that provided a basis on which to build. This building process started in 2021, based on our strategy in a tough and changing economic environment, since we've had to keep moving forward in crisis conditions since 2020, and during which we did everything in our power and within our capabilities to turn the situation to our advantage. Although it significantly strengthened our ability to achieve our goals, it took considerable effort to complete various acquisitions, such as the purchase of Fundamenta and Duna Bank, and the transfer of the Sberbank portfolio. Even under significantly challenging circumstances, the bank managed to maintain the stability of its two fundamental pillars: its capital and liquidity position. In this context, he thanked the owners and shareholders for their commitment to ensuring that we were able to capitalise on the profits generated year after year, thereby strengthening the Bank and expanding our future opportunities.

Turning to last year's results, **Dr. Zsolt Barna** emphasised that after a record year in 2023, it was proven that even in a lower yield environment compared to the previous year, we were able to maintain our performance in 2024, achieving a pre-tax profit of HUF 277 billion. We managed to maintain and further strengthen our market-leading position in both the corporate segment and the leasing business. MBH's position is also unshakeable in agricultural financing, with a market share of around 25%. He also touched upon the development of the retail business: prior to the merger, this segment did not perform particularly well in any of the member banks, but last year the absolutely restructured branch network generated impressive results, for which he expressed his special thanks to Ildikó Ginzer, head of the business line. While our market share in retail mortgage loans was still 11.4% in Q4 2023, it jumped to 31% in the fourth quarter of last year, which is a tremendous achievement. Of course, the acquisition of Fundamenta contributed significantly to this thanks to its excellent network of agents, for which he expressed his special appreciation, but the branch network and banking operations also made significant strides forward, which was indispensable for success. Our key strategic goal is to strengthen personal loan sales, where we have also made significant progress, increasing our market share from 13.8% at the end of 2023 to 16% in a highly competitive environment. We achieved a 21.1% market share in terms of retail loans, while also expanding in another strategically important segment, retail savings, where our deposit market share grew to 19% during the year. We therefore demonstrated that MBH is capable of growing sustainably from normal business operations in terms of both commission and interest income. In addition, the investment services segment also strengthened significantly in terms of both results and portfolio. We did all this while reforming our entire IT infrastructure. He added that this year marks the end of this phase of the Bank's development, as we have established the structure and capabilities in the field of information technology that enable us to securely manage such a large customer base. The final stage of integration will be migration, preparations for which are in full swing and, according to our plans, will be completed by the end of this year, along with a number of other digital developments.

By now, MBH has reached such a size and level of development in the Hungarian market that there is little room for further robust growth, but we continue to strive to achieve market leadership where we still lag behind. Regional expansion and foreign banking transactions may represent opportunities for further development for the Bank Group, and the Bank is currently examining several domestic and foreign acquisition targets. As a first step, when we expand beyond our borders, we definitely want to acquire an institution of a suitable size in a well-regulated, well-functioning and secure market. The Chairman and Chief Executive said that the goal for this year is to find the right target and to at least complete the first acquisition process by next year. Our further goal is to establish international integration, which requires strengthening our presence on the stock exchange. Both the owners and the MNB set a requirement for us to strengthen MBH's stock market presence and prepare for a possible IPO. The reason behind this is that, as the bank grew in size, it became increasingly necessary to have a more active presence in foreign capital markets. Our latest successful MREL bond issue also proved that the Bank has become accepted on international markets. We have already laid the economic and operational foundations necessary for a stronger stock market presence, and we have the necessary knowledge and experience to do so professionally.

He again reiterated the main objectives for 2025: strengthening retail lending and mortgage lending, increasing financing for small and medium-sized enterprises, becoming more active on capital markets, and stepping up sales of investment services and insurance products. Although the current macroeconomic environment is not particularly favourable for us after the recent period, we will continue to make the most of our opportunities in the future, as we have done so far. Signs of a recovery in the retail lending market are already visible, but the expected upturn in the large corporate segment has not yet occurred. He noted that the previous special bank taxes will probably remain in place, and that both our commission income and interest margins are subject to various measures,

but he reassured us that, given our plans for this year and our ability to react quickly, MBH is expected to deliver strong results in 2025. He then handed over the floor to Péter Krizsanovich, Deputy Chief Executive Officer for Strategy and Finance, for further details and thanked him for his kind attention.

Péter Krizsanovich provided information on the components of the 2024 income figures. First, he spoke about the Bank's operating environment last year: In 2024, the Hungarian economy stabilised, the yield and interest rate environment normalised after high inflation in 2023, employment remained high as before, and although economic growth was low, this year laid the foundations for the domestic economy to continue on a higher growth path in 2025 and beyond. Overall, inflation and the exchange rate of the HUF provided us with an environment in which we could build, and as a result, we achieved extremely strong results in 2024: adjusted after-tax profit was HUF 236 billion, but even without adjustments, the Bank achieved a return on equity of 21.2%, which is a strong figure by both domestic and international standards. The accounting profit after taxation, excluding adjustments, was HUF 205.9 billion, which strengthened our capital position and created opportunities for further growth in the future. Elaborating further on the components of the result, he explained that revenues remained stable overall, declining by a minimal 3.3% to HUF 633.8 billion, representing a revenue margin of 5.3%. Compared to the previous year, the decline was primarily caused by the impact of the interest rate environment, yet the extent of the contraction was smaller than previous forecasts had indicated, demonstrating that we were able to protect our interest income-generating capacity even in this yield environment. Interest income amounted to HUF 511.6 billion (interest margin of 4.3%), which is still high compared to competitors and regional standards. The other most important component of revenues, net commission income, amounted to HUF 105 billion last year, representing a 12% increase compared to the previous year. The Bank managed to achieve an 18.4% increase in its loan portfolio, which included acquisitions, primarily the impact of the purchase of Fundamenta, but even without these acquisitions, our loan portfolio grew by 8.3%, which represents strong growth both in Hungary and in the region and clearly reflects the increase in the value of the company.

Continuing his presentation, **Péter Krizsanovich** highlighted that on the corporate side, we were able to increase our market share in large corporate loans and in the leasing business, while maintaining our market leading position, and on the retail side, our lending share grew to 21.1%, achieving a dominant position in the Hungarian banking market. Overall, therefore, growth in lending had a significant impact on revenue, while the customer deposit portfolio also grew by a similar amount, 15.7%, which is a significant increase even without acquisitions (+8.1%). At the end of 2024, the market share of corporate deposits stood at 19.7%, securing MBH's market-leading position, while the Bank's retail deposit market share rose to 19.0% at an attractive growth rate. Turning to the analysis of costs, he emphasised that the carry-over effects of inflation put significant pressure on costs, but excluding the impact of acquisitions on organic growth, costs rose by only 5.9% in 2024, demonstrating strong cost control and disciplined operations. Personnel costs remained essentially stable excluding the acquisition effect, increasing by only 0.2% in 2024, which confirms the success of our previous cost efficiency efforts and encourages us to continue realising synergies. Other operating costs rose more significantly, by 17.7% year-on-year, due to the fact that we are taking significant steps this year in migration and IT system standardisation, which have additional cost implications. Overall, despite significant pressure on both revenues and costs, the Bank's cost-efficiency ratio stood at 49.9%, which is considered particularly good for Hungary in 2024.

Continuing his presentation, he emphasised that our success is based on three main pillars: loan portfolio quality, capital adequacy and liquidity. With regard to portfolio quality, he explained that we were able to increase the coverage of the NPL portfolio with provisions while keeping risk costs low, at only 0.5%, with a risk cost ratio of approximately 50 basis points in 2024, furthermore, the ratio and nominal amount of non-performing loans also decreased, with the Bank's NPL exposure falling by 3.0% year-on-year in 2024 to HUF 169.9 billion at the end of the year, and the NPL ratio fell from 3.4% at the end of 2023 to 2.8% at the end of 2024, with non-performing loans covered by provisions at over

180%, meaning that the Company operated with maximum prudence and further increased its provisioning level during the past year.

The second important element of stability is capital adequacy, or capital position: our capital adequacy ratio decreased from 22.1% to 19.6%, but still comfortably exceeds the statutory minimum level. There are basically two reasons for the decline. On the one hand, the acquisition of Fundamenta had a negative impact on free capital, but in light of the results, it can be concluded that this investment has paid off generously. Another factor contributing to this decline was the increase in treasury shares. At the moment, we hold a 7% stake in the bank's books, which reduces our own funds and thus our capital adequacy, but even so, both our total capital adequacy ratio and our CET-1 ratio are well above the regulatory minimum levels.

Turning to the issue of liquidity, he said that the Bank also ensures stable compliance with MREL, this was clearly demonstrated by the successful MREL bond issue in January worth EUR 250 million, of which approximately 80% was subscribed by international, Western European and American investors at a significantly lower yield level than the first MREL bond issue in 2023 in the MBH Group's operations, which accurately reflects the stability of the bank's results and the positive assessment of MBH by international investors. He confirmed that liquidity ratios were also healthy, with a loan-to-deposit ratio of 76% at the end of 2024 and an LCR of 144.2%, comfortably above the required regulatory minimum. Finally, he mentioned the numerous domestic and international awards and recognitions that the MBH Group received last year, further enhancing our reputation.

Subsequently, **Péter Krizsanovich** presented that the Board of Directors proposes to establish the individual financial statements of the Company for the year 2024, with the main figures:

- Balance sheet total: HUF 11,951,671 million
- Profit in the current year HUF 158,753 million
- Total comprehensive income: HUF 132,614 million

He then provided information on the Board of Directors' proposal for the main figures of the Company's consolidated financial statements for 2024:

- Balance sheet total: HUF 12,504,691 million
- Profit or loss of the financial year: HUF 205,922 million
- Total comprehensive income: HUF 180,854 million

Finally, to close his presentation, he briefly outlined the proposal of the Board of Directors for the appropriation of the profit. He noted that specific information on the payment of dividends and the procedure for doing so would be provided by the Chair as part of the agenda item and would also be set out in detail in the publication entitled "*MBH Bank Nyrt. dividend payment procedure*". He then gave the floor to the Chair.

The **Chair** thank Dr. Zsolt Barna Chairman and Chief Executive and Péter Krizsanovich Deputy Chief Executive Officer for their presentation. He invited Miklós Vaszily, chairman of the Supervisory Board and member of the Audit Committee to present the report of the Audit Committee on the Company's 2024 individual financial statements and individual management report prepared in accordance with International Financial Reporting Standards and on the proposed appropriation of profit and the 2023 consolidated financial statements and consolidated management report prepared in accordance with International Financial Reporting Standards.

Miklós Vaszily greeted the participants to the General Meeting. He informed the General Meeting that the report of the Audit Committee is available on pages 83-89 of the General Meeting Documents. He told that the Audit Committee has reviewed the report of the Board of Directors of MBH Bank Nyrt. on its business activities for the year 2024 and the individual financial statements and the individual management report for the year 2024 prepared in accordance with International Financial Reporting

Standards, which comprise the statements of financial position, profit and comprehensive income for the period, changes in equity, separate equity reconciliation and separate cash flows. The Audit Committee has also reviewed the Company's consolidated financial statements and consolidated management report for the year 2024 prepared in accordance with International Financial Reporting Standards, including the consolidated group financial statements. The Audit Committee, having considered and based on the report of the Company's auditor, concluded that the Company has kept its books and records and prepared its individual and consolidated financial statements and management reports in accordance with the requirements of the law. The Audit Committee also reviewed the individual and consolidated sustainability reports prepared by the Company, as well as the auditor's reports providing limited assurance thereon.

The Audit Committee assisted the Supervisory Board in the selection of the auditor and in its cooperation with the auditor, in the context of which it has made a proposal to the Supervisory Board for the statutory auditor and their remuneration in preparation for the decision of the General Meeting, and has formulated its preliminary opinion on the terms of the contract to be concluded with the permanent auditor, as well as monitored the enforcement of the professional requirements, conflicts of interest and independence standards for the permanent auditor and performed the tasks related to the cooperation with the auditor, constantly monitoring the status of the audit process.

On the basis of the above, the Audit Committee recommends the adoption of the Report of the Board of Directors on the business activity in 2024, the individual and consolidated financial statements of MBH Bank Nyrt. for 2024 prepared in accordance with International Accounting Standards with the main figures presented earlier by Mr. Péter Krizsanovich, and the proposal of the Board of Directors for the appropriation of the profit after tax for 2024 and the payment of dividends.

The **Chair** turned to the report of the Supervisory Board on the Company's 2024 individual financial statements and individual management report prepared in accordance with International Financial Reporting Standards and on the proposed appropriation of profit and the 2024 consolidated financial statements and consolidated management report prepared in accordance with International Financial Reporting Standards. He invited Miklós Vaszily, chairman of the Supervisory Board, to briefly present the report.

Miklós Vaszily informed the General Meeting that pursuant to the Articles of Association of MBH Bank Nyrt., the Supervisory Board checks the annual financial statements of the Company in order to comply with the statutory requirements. In this context, the Supervisory Board has prepared a detailed report, which can be found in the section from page 90 to page 99 of the General Meeting Documents. This report provides the General Meeting with detailed information on the details of the audit work performed at the Company, the objectives of the audit activity, the areas covered, the main aspects of the audit, the cooperation with the auditor's officers, the auditor's independence, and the assignments performed beyond the audit of the financial statements. The report also covers the main responsibilities of the internal audit unit, the information obtained from the management and reporting of the unit, and the main figures of the individual and consolidated financial statements for 2024 and the profit and loss distribution proposal.

On this basis, and having considered the reports of the Audit Committee and the auditor, the Supervisory Board also recommends the adoption of the report of the Board of Directors on the business activity in 2024, the individual and consolidated financial statements of MBH Bank Nyrt. for 2024 prepared in accordance with International Accounting Standards with the main figures presented by Mr. Péter Krizsanovich, and the proposal of the Board of Directors for the appropriation of the profit after tax for 2024 and the payment of dividends.

Turning to the auditors' reports, the **Chair** invited Mr. Árpád Balázs, as the person responsible for the 2024 audit of the Company's statutory auditor, PricewaterhouseCoopers Könyvvizsgáló Kft. (hereinafter "PwC"), to give an oral report on the audit work performed at MBH Bank Nyrt. and to

present PwC's reports on the 2024 audit of the Company's accounts prepared in accordance with International Accounting Standards as well as the limited assurance reports on the individual and consolidated sustainability reports.

Árpád Balázs provided information that PwC's officers audited MBH Bank Nyrt's individual (unconsolidated) and consolidated financial statements for the year 2024 prepared in accordance with International Accounting Standards. As a result of their examination, the statutory auditor concluded that both the individual (unconsolidated) and consolidated financial statements give a true and fair view of the individual and consolidated financial position of the Company as at 31 December 2024 and of its individual and consolidated financial performance for the year then ended, and its consolidated financial position as of that date and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ('IFRS') as adopted by the European Union ('EU') and comply in all material respects with the provisions of Act C of 2000 on Accounting ('Accounting Act') in all material respects in accordance with the additional requirements for annual accounts prepared under IFRS as adopted by the EU. As a result of the audit, on 28 March 2025 PwC issued their unqualified auditor's report on both the individual and the consolidated financial statements, which is included in the submission to the General Meeting, and on this basis recommends that the General Meeting approve the financial statements.

He added that the PwC staff performed a limited assurance engagement on the sustainability report of MBH Bank Nyrt included in the Individual Sustainability Report section of the Individual Management Report and the Consolidated Sustainability Report section of the Consolidated Management Report for the year ended 31 December 2024 and the financial year ended on the same date. Based on the procedures performed by PwC and the evidence obtained, **Árpád Balázs** confirmed that nothing has come to their attention that caused them to believe that the sustainability report was prepared, in all material respects, in accordance with the requirements of Section 95/E-G and 95/I of Act C of 2000 on Accounting (hereinafter: Accounting Act), which provide for the transposition of Article 19a of Directive 2013/34/EU.

The **Chair** thanked the statutory auditor for his report and at the same time expressed his gratitude to the auditor's officers for their work on behalf of the MBH Group and for their contribution to the efficient operation of the Company.

Then the **Chair** presented the proposal of the Board of Directors for the appropriation of the profit after tax for 2024 and the payment of dividends:

If the proposal is accepted by the General Meeting, the Company shall pay dividend on the profit after tax for 2024 to shareholders by transfer in two instalments.

1. The start date of payment of the first instalment will be 21 May 2025, when a maximum dividend of HUF 1,997,658,728.28, i.e. HUF 6.66 per share eligible for dividend will be paid on the 299,948,758 ordinary shares of Series A.
2. The date of payment of the Second Dividend Instalment shall be determined by the Board of Directors with the earliest date being 1 August 2025 and the latest date being 31 August 2025, provided that the Board of Directors determines that the conditions set out in the letter of the Magyar Nemzeti Bank to the Company on the dividend payment plan of MBH Bank Nyrt., including the conditions set out in the circular of the Magyar Nemzeti Bank on prudent dividend payment and the procedures to be applied in determining the dividend rate, are fulfilled.

The **Chair** informed the shareholders that the Magyar Nemzeti Bank had made the payment of the Second Dividend Instalment conditional on two factors. The first condition relates to the Bank's

migration project, while the second condition is that the Bank must certify to the MNB by 31 July 2025 that its liquidity ratio calculated at consolidated level continuously meets the requirements set out in the MNB's circular.

During the payment of the Second Dividend Instalment a maximum dividend of HUF 34,896,038,505.72, i.e. HUF 116.34 per share eligible for dividend will be paid on the 299,948,758 ordinary shares of Series A. A shareholder who is registered in the Company's share register on the basis of the shareholder identification procedure, carried out on 14 May 2025, i.e., the Dividend Cut-Off Date, is also entitled to the Second Dividend Instalment.

If necessary, the Company will apply the rules of mathematical rounding for the payment of the First Dividend Instalment and the Second Dividend Instalment.

In view of the fact that, based on the decision of the Company's Board of Directors 201/2024. (11 October) an interim dividend of HUF 71 per share was paid on all issued Series A ordinary shares from 28 October 2024, and in connection with that, pursuant to Section 3:263(3) of Act V of 2013 on the Civil Code and the rules on set-off pursuant to Section 6:49 thereof, any shareholder who is entitled to dividends less than the amount of the Interim Dividend paid to them, or for whom no dividends can be determined at all, shall be obliged to repay the Interim Dividend paid to them at the request of the Company, with the proviso that the shareholder may offset the claim for repayment of the interim dividend against their claim against the Company for payment of the dividend determined for them, or the Company may offset its claim arising from the payment of the Interim Dividend against the shareholder during dividend payment.

Consequently, during the First Dividend Instalment payment a shareholder shall be eligible to actual dividend payment if

- i. the total amount of dividend for the shares (HUF 123 per share) held on the Dividend on the Dividend Payment Cut-Off Date exceeds the total amount of the Interim Dividend paid to them, and
- ii. in the amount by which the total amount of the First Dividend Instalment attributable to their shares held on the Dividend Payment Cut-Off Date exceeds the amount of the Interim Dividend paid on their shares that do not become eligible for the dividend, and not exceeding HUF 6.66 per share.

If the total amount of the First Dividend Instalment payable to a shareholder on the Dividend Payment Cut-Off Date in respect of their shares is less than the amount of the Interim Dividend paid on their shares that are not entitled to the dividend, then the shareholder shall not be entitled to payment of the First Dividend Instalment, and the Company shall be entitled to offset the amount of its remaining claim against the First Dividend Instalment against the total amount of the Second Dividend Instalment payable to the shareholder in accordance with the set-off rules set out above.

Consequently, during the Second Dividend Instalment payment a shareholder shall be eligible to actual dividend payment if

- i. the total amount of dividend for the shares (HUF 123 per share) held on the Dividend on the Dividend Payment Cut-Off Date exceeds the total amount of the Interim Dividend paid to them, and
- ii. in the amount by which the total amount of the dividend attributable to their shares held on the Dividend Payment Cut-Off Date exceeds the total of the Interim Dividend and the First Dividend Instalment paid to them.

The Date of payment of the Second Dividend Instalment is determined by the Board of Directors of the Company. The Second Dividend Instalment shall be paid between 1 August and 31 August 2025, including also those days.

Following the establishment of the amount of the First Dividend Instalment and Second Dividend Instalment, the Company shall make the payment in accordance with Hungarian payment regulations, rounded to the nearest whole HUF amount, applying the general rules of mathematical rounding.

The Board of Directors shall publish an extraordinary notice on the conditions for the payment of the Second Dividend Instalment and the date of payment of the Second Dividend Instalment.

If, following consultations with Magyar Nemzeti Bank, the Company's Board of Directors does not determine that the necessary conditions have been met, the Company's Board of Directors shall convene an extraordinary general meeting in order to adopt the necessary resolutions.

If the shareholder's shares eligible for dividend are registered in multiple securities accounts according to the identification procedure requested for the Dividend Cut-Off Date and the shareholder has a repayment obligation to the Company, the Company shall transfer the total amount of dividends actually payable to the shareholder to the shareholder's securities account on which the shareholder placed the most series A ordinary shares eligible for dividend issued by the Company on the Dividend Date, provided that the shareholder does not give any different instruction in that regard by the start date of payment of the First Dividend Instalment, and this solution does not conflict with the legal provisions applicable to the given securities account.

Following the payment of the Second Dividend Instalment pursuant to Section 2.6.2, the Company shall notify the shareholders and former shareholders affected by the repayment obligation above of the method, details and amount of the repayment obligation and its amount, unless the Company decides otherwise or as necessary, or in a separate letter.

Following the presentation of the proposal for the appropriation of the profit, the **Chair** informed the General Meeting that, in connection with the adoption of the financial statements for 2024, it was also necessary to take decisions on the performance-related remuneration for 2024.

A precondition of the payment of performance bonuses is subject to the achievement of the target value of the Corporate Assessment Index, an economic indicator based on a points system used to measure the economic performance and risk management of the Bank Group. Performance Remuneration is not payable if the index does not reach the target level. The target value of the indicator for the current year is based on the current annual business plan approved by MBH Bank's Board of Directors. The achievement of the Corporate Assessment Index target is decided by the Bank's Chairman and Chief Executive Officer and confirmed by the Board of Directors and the Supervisory Board of the Company or by the General Meeting on the basis of a proposal from the Remuneration Committee.

The target value of the Corporate Assessment Index is 100 points, the achievement of which depends on three factors, namely the revenue, operating costs and risk costs projections in the Company's business plan for the year under review.

The backtest of the MBH Group business plan for 2024, approved by the Board of Directors of the Company in January and amended in August 2024, showed that the Company's Corporate Assessment Index for the three components was 105 points, which means that the indicator was met for 2024, which is a condition for the payment of performance bonuses. The calculation of the indicator is explained in detail and projected on pages 134-135 of the General Meeting Documents.

Based on all this, the Chairman and Chief Executive noted that the Corporate Assessment Index for the 2024 financial year has been achieved. The decision of the Chairman and CEO was confirmed by the Remuneration Committee, the Board of Directors and the Supervisory Board.

Furthermore, the General Meeting shall decide whether the chairman and Chairman and Chief Executive is entitled to performance remuneration for the 2024 financial year. The Remuneration Committee prepares the General Meeting's decision on their performance remuneration. The objectives on which the Chairman and Chief Executive's performance remuneration is based for the year 2024 have been determined on the basis of the business plan approved by the Board of Directors of the Company. The Remuneration Committee examined the 2024 targets set for dr. Zsolt Barna Chairman and Chief Executive and concluded that they were met and recommends that the General Meeting establish the eligibility of chairman and CEO for performance remuneration. The decision of the Remuneration Committee was confirmed by the Board of Directors and the Supervisory Board. Dr. Zsolt Barna did not participate in the decision due to personal interest. A detailed breakdown of the achievement of the Chairman and Chief Executive's objectives can be found on page 136 of the General Meeting Documents and is also projected.

The **Chair** said that we had reached the end of the presentation of agenda item 1. Before presenting the proposed resolutions, he asked the shareholders and the representatives of the shareholders if they had any questions or comments on the agenda item. He asked for a show of hands to indicate who wished to speak, Bank officers will provide the microphone for comments. He asked that after giving the floor to the shareholder who wished to speak, the shareholder should introduce themselves or the name of the shareholder they represented.

Shareholder **Tamás Korányi**, reflecting on his comments made at last year's Annual General Meeting, was pleased to note that he no longer had any concerns about the sustainability of the results; he noted that the acquisition of Fundamenta had greatly improved the Company's prospects and congratulated the management. Turning to the questions, he first inquired about the share repurchase transaction, asking what business decision had led the Company to acquire the shares and whether the transaction was related to the planned IPO. He then proposed that, in view of the extremely complex dividend payment proposal and the additional verbal information provided, the Company should publish the detailed terms and conditions of the dividend payment prior to the payment, specifying when and under what conditions the various shareholders will be entitled to dividends and the amount of such dividends, and how this would affect the interim dividend already paid. Furthermore, he suggested that, similar to listed companies, MBH should pay dividends once a year, following the general meeting that accepted the profit distribution proposal, as, in his opinion, the interim dividend significantly affects the value of shares traded on the stock exchange and causes unnecessary difficulties for investors, especially in the case of a dividend yield of only 2-2.2% paid in three instalments. Finally, he wanted to know whether the loan granted to Optima Zrt. was included in last year's provisions.

The **Chair** stated that the issue of the purchase of treasury shares would be discussed under agenda item 6 of today's General Meeting, which would address the economic rationale and context of the transaction, as well as the purchase price. If the shareholder does not receive a satisfactory answer to their question, they will have the opportunity to ask further questions. **Tamás Korányi** accepted the mode of response.

In connection with the dividend payment proposal, the **Chair** explained that, as the lengthy presentation shows, this type of dividend payment can only be implemented on the basis of a relatively complex set of rules, and that the Company will make every effort to provide shareholders with the most comprehensive information possible in this regard, in accordance with the legal requirements and the related expectations of the MNB. He added that the announcement on the dividend payment

procedure will contain all details and provide answers to all questions relevant to the situation of all shareholders. It confirmed that May 14, 2025, is the Dividend Cut-off Date, the last day on which shares can be traded on the stock exchange with the right to dividends. With regard to offsetting, he said that it follows from the law that a shareholder who received an advance dividend but is no longer a shareholder at the time of the dividend payment and is therefore not entitled to the dividend must repay the interim dividend received. At the same time, it is also possible that there are shareholders who have fewer shares since the interim dividend payment, or whose shares are held in a different composition, or perhaps in different securities accounts, etc. Therefore, it is clear that different situations require different accounting methods, so the Company will model and calculate these with the help of tax and accounting experts, and let both the securities account managers and shareholders know about this in the right way.

Tamás Korányi wanted to find out, based on his own example, whether the interim dividend paid to him last year would be deducted from his TBSZ account. In his reply, the **Chair** explained that the Bank, as the issuer, has no legal possibility to charge the advance dividend already paid in this sense to the securities or TBSZ accounts, but that the Company will presumably send a notice to the shareholders concerned requesting them to fulfil their repayment obligations, and this letter will certainly include information on the various tax and other consequences, providing the shareholders concerned with the most comprehensive information possible. As was stated, when making the relevant decision, the Company takes into account various business, reputational and other requirements, so it is conceivable that the Company may decide to disregard this and write off or waive this claim in some form, as in certain cases it would not make financial sense to even send the letter. The Bank will apply its relevant procedural and decision-making mechanisms during the process. In response to a further question from a shareholder, the **Chair** confirmed that the Company would strive to simplify its dividend payment procedure and converge with other listed companies in this regard. Shareholder **Tamás Korányi** accepted the responses.

In connection with the question concerning Optima Zrt., the **Chair** stated in his introduction that the Company was unable to provide information on specific customers due to the provisions of the Credit Institutions Act on bank secret. In general, however, he said that MBH Bank always acts in accordance with EU and Hungarian regulations, central bank requirements and internal rules in its lending and other regulated activities, and in doing so, it assesses and evaluates the creditworthiness of its customers, transactions and collateral in accordance with a strict set of rules, decisions on lending and provisioning shall be taken at all times in accordance with the relevant procedures. This activity of the Bank is rigorously monitored by the Magyar Nemzeti Bank, the Supervisory Board, the Audit Committee and the auditor.

Dr. Zsolt Barna added that the Bank pursues a strict and prudent provisioning policy, as it did last year, and intends to maintain this policy in the future. The quality of MBH's loans is showing an improving trend, which is also reassuring for shareholders.

Shareholder **Tamás Korányi** accepted these responses as well.

Shareholder **Gergely Joó** welcomed the fact that the Company pays dividends several times a year and recommended that it continue this dividend policy, while acknowledging that the interim dividend does complicate the payment process. He cited US shares, which pay dividends four times a year, as an example.

The **Chair** added that dividend payment rules are determined by the legal environment, primarily the Civil Code and accounting regulations, and thus in Hungary, the general rule is that companies decide on dividends at the same time as the financial statements are approved, which allows for a single

dividend payment per year; all other types of dividend payments are considered dividend advances under Hungarian law. Referring back to Mr. Korányi's statement, he emphasised that the payment of interim dividends is not a common practice in public limited companies and clearly raises complex tax, accounting and legal issues. Like other listed companies, MBH is striving to converge towards paying dividends once a year, but this is essentially a decision for the shareholders and the General Meeting.

Shareholder **Gergely Joó** accepted the response.

Returning to the issue of the IPO, shareholder **Tamás Korányi** noted that if MBH truly considers an IPO and increasing the number of international shareholders to be important goals, then it is difficult to imagine a situation in which, e.g., a foreign fund receives an interim dividend in October, then reduces the number of its shares, and subsequently receives a letter requesting that it repay part of the dividend on its shares. This is fundamentally different from the quarterly dividend payments customary in the US market. The Chair agreed with the shareholder's remark.

No further questions, comments or motions were received from shareholders.

The **Chair** informed the shareholders and their representatives that there would be two votes on Agenda Item 1. He presented the first proposal for a resolution related to the agenda item, established the quorum of the General Meeting and put the proposal to the vote. Open voting was to take place by simple majority (50% + 1 vote).

Votes:

Number of votes cast: 293,365,119

The percentage of share capital represented by the votes cast: 97.81%

100% of the shares represented at the meeting voted

Yes: 293,365,117 (~100 %) No: 1 (~0 %) Abstained: 1 (~0 %) Did not vote: 0

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

Resolution 2/2025. (23 April) of the MBHB General Meeting

The General Meeting approves the Board of Directors' report on the 2024 business activities and, accepts - being aware of the reports of the Supervisory Board and the Auditor - its proposal for the individual (non-consolidated) and consolidated financial statements for 2024 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 individual financial statements of MBH Bank Nyrt. for 2024 prepared according to the International Financial Reporting Standards with the following main figures:

Balance sheet total: HUF 11,951,671 million

Profit in the current year HUF 158,753 million

Total comprehensive income: HUF 132,614 million

The General Meeting establishes the consolidated financial statements of MBH Bank Nyrt. for 2024 prepared according to the International Financial Reporting Standards with the following main figures:

Balance sheet total: HUF 12,504,691 million

Profit or loss of the financial year: HUF 205,922 million

Total comprehensive income: HUF 180,854 million

The General Meeting resolves to declare a dividend of HUF 36,893,697,234 from the profit for the year, based on which, following the deduction of the number of treasury shares held by the Company, the dividend per share is HUF 123 for 299,948,758 ordinary shares of Series A. The remaining part of the distributable profit is transferred to the retained earnings.

The starting date for dividend payments is 21 May 2025. The Dividend Cut-off Date as defined in Article 5.3.2 of the Articles of Association of the Company is 14 May 2025. The Company pays the dividend to shareholders by transfer in two instalments after the start date of dividend payment.

The start date of payment of the first instalment will be 21 May 2025, when a maximum dividend of HUF 1,997,658,728.28, i.e. HUF 6.66 per share eligible for dividend will be paid on the 299,948,758 ordinary shares of Series A, subject to the Company applying, if necessary, the rules of mathematical rounding.

The date of payment of the second instalment shall be determined by the Board of Directors with the earliest date being 1 August 2025 and the latest date being 31 August 2025, provided that the Board of Directors determines that the conditions set out in the letter of the Magyar Nemzeti Bank to the Company on the dividend payment plan of MBH Bank Nyrt., including the conditions set out in the circular of the Magyar Nemzeti Bank on prudent dividend payment and the procedures to be applied in determining the dividend rate, are fulfilled. In this case, a total dividend of up to HUF 34,896,038,505.72, i.e. HUF 116.34 per share eligible for dividend, will be paid on the 299,948,758 Series A ordinary shares, subject to the Company applying, if necessary, the rules of mathematical rounding. The General Meeting confirms that a shareholder who is registered in the Company's share register on the basis of the shareholder identification procedure, carried out on 14 May 2025, i.e., the dividend cut-off date, is also entitled to the second instalment of the dividend.

The General Meeting states that pursuant to the resolution of Board of Directors 201/2024 (11 October), interim dividend of HUF 71 per share was paid on 322 529 625 ordinary shares of series A starting from 28 October 2024 (in total HUF 22,899,603,375). In respect of shareholders to whom Interim Dividend has been paid (including shareholders or former shareholders who have disposed of all or part of their shares entitling them to Interim Dividend after the cut-off date of the shareholder identification procedure) the Company will apply the set-off rules described below to both the first and second instalments of the dividend:

- 1. if the amount of the dividend established for such shareholder exceeds the amount of the Interim Dividend paid to such shareholder, the shareholder shall be paid the excess of the dividend over the Interim Dividend;*
- 2. if the amount of the dividend established for such shareholder is the same as the amount of the Interim Dividend paid to such shareholder, the shareholder shall not be entitled to any further payment from the dividend;*
- 3. if the amount of the dividend established for such shareholder is less than the amount of the Interim Dividend Advance paid to such shareholder or no dividend can be declared for such shareholder, the shareholder shall repay the Interim Dividend paid to them upon the Company's request pursuant to Section 3:263 (3) of the Civil Code with the proviso that the shareholder may set off their claim against the Company for the payment of the dividend declared for them against their claim for the repayment of the interim dividend pursuant to Section 6:49 of the Civil Code.*

* * *

The **Chair** introduced the second proposal for a resolution relating to the agenda item, established the quorum of the General Meeting and put the proposal to the vote. Open voting was to take place by simple majority (50% + 1 vote).

Votes:

Number of votes cast: 293,365,119

The percentage of share capital represented by the votes cast: 97.81%

100% of the shares represented at the meeting voted

Yes: 293,365,078 (~100 %) No: 15 (~0 %) Abstained: 26 (~0 %) Did not vote: 0

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

Resolution 3/2025. (23 April) of the MBHB General Meeting

The General Meeting confirms the relevant decision of the chairman and Chairman and Chief Executive, stating that the corporate assessment target index has been achieved for the 2024 financial year.

The General Meeting confirms and approves that, in connection with the approval of the annual reports for the year 2024, chairman and Chairman and Chief Executive, dr. Zsolt Barna is entitled to performance remunerations for the 2024 financial year.

The General Meeting requests the Supervisory Board of MBH Bank Nyrt., with respect to persons subject to the Remuneration Policy under the Act on Credit Institutions and Financial Enterprises, 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 Chief Executive dr. Zsolt Barna for the year 2024.

The General Meeting calls on the Supervisory Board to set targets for the year 2025 for the chairman and Chairman and Chief Executive, along with the company's 2025 overall banking objectives.

Agenda item 2**APPROVAL OF THE REPORT OF THE BOARD OF DIRECTORS ON THE BUSINESS POLICY OF THE COMPANY FOR 2025**

In relation to agenda item 2, the **Chair** informed the General Meeting that the Company's business policy proposal for 2025 was available on pp. 144-146 of the General Meeting Documents and then asked Mr Péter Krizsanovich, Deputy Chief Executive Officer, to present the business policy for 2025 to the Board of Directors.

In his summary, **Péter Krizsanovich** explained that the cornerstones of MBH Bank's business policy remain unchanged: the Company's primary objective is to achieve leading positions in all market segments as the national champion, while ensuring stable operations and sustainable growth in value and outstanding return on equity for its shareholders. He provided an overview of the three pillars of the Bank's strategy:

- The first pillar of the vision is to ensure sustainable value creation, increasing shareholder value, which is strongly correlated with the bank's size, growth and profitability, by actively increasing its stock market presence.
- The second pillar aims to create a fully integrated bank, supporting the realisation of synergies, accelerating delivery capacity and quality customer service, with migration and related retail and corporate product consolidation playing a key role.

- The third strategic pillar is attracting and retaining the best colleagues, for which it is crucial to harmonise the banking organisation, establish clear and unambiguous lines of responsibility and authority, and create a future-proof and efficient operational framework that provides transparency and appreciation of areas of excellence.

The **Chair** asked the shareholders and the representatives of the shareholders if they had any questions or comments on the agenda item.

Shareholder **Tamás Korányi** noted that other banks disclose specific figures and growth rates when presenting their business policies, even if they do not reveal their exact results. Given that four months of the year have already passed, he requested that the Company also provide some forward-looking data for 2025.

In his response, **Péter Krizsanovich** explained that although there are financial institutions that share some key figures within a broad range, it is the Company's practice and business policy not to publish forecasts. Our stock market flash reports contain our macroeconomic expectations on a quarterly basis, but in the current extremely turbulent environment, we would refrain from doing so at this time. We are unable to provide any specific information regarding our profit and growth targets at this time, as we are actively exploring opportunities to increase our presence at the stock.

Shareholder **Péter Kövesi** agreed that there are no forecasts. He asked what the Company's opinion was on the idea of pairing the various objectives, which must understandably be defined by the Board of Directors, with a set of tools and presenting those so that performance can be assessed and the expected results can be forecast. He also noted that there are no bridging loans available for real property financing in Hungary.

Péter Krizsanovich said that the Company is examining the possibility of communicating the set of tools mentioned by the shareholder. He added that the business policy report and management report included in the General Meeting Documents provide a detailed overview of the Bank's operations, history, business activities, objectives, etc.

Ildikó Ginzer, Deputy CEO for Standard Services, responded to the shareholder's comment regarding bridging loans in the area of real property financing, confirmed that if he was referring to loan products available to private individuals that can help customers who are considering purchasing real estate, MBH offers mortgage-backed loans that can bridge such a period, so the Bank is able to provide this type of product. Furthermore, Fundamenta's product portfolio also includes bridging loans, depending on the purpose for which customers require them. She offered to present these separately to the shareholder if he was interested.

Shareholders **Tamás Korányi** and **Péter Kövesi** accepted the answers.

No further questions, comments or motions were received from shareholders.

The **Chair** introduced the proposal for a resolution relating to the agenda item, established the quorum of the General Meeting and put the proposal to the vote. Open voting was to take place by simple majority (50% + 1 vote).

Votes:

Number of votes cast: 293,365,119

The percentage of share capital represented by the votes cast: 97.81%

100% of the shares represented at the meeting voted

Yes: 293,360,866 (~100 %) No: 1 (~0 %) Abstained: 4,252 (~0 %) Did not vote: 0

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

Resolution 4/2025. (23 April) of the MBHB General Meeting

The General Meeting approves the report of the Board of Directors on the Company's business policy for the year 2025.

Agenda item 3:

Adoption of the 2024 Corporate Governance Report

On agenda item 3, the **Chair** informed the General Meeting that the Corporate Governance Report is attached as Annex 8 to the General Meeting Documents and that the respective proposal was available on pp. 147-150 of the General Meeting Documents. The Chair presents the agenda item.

The **Chair** presented that as a public limited company listed on the Budapest Stock Exchange, MBH Bank has prepared its Corporate Governance Report for the sixth time. The report presents the corporate governance practices of the company in accordance with the Corporate Governance Recommendations of the Budapest Stock Exchange, and provides a detailed description of compliance with each of the points of the Recommendations.

MBH Bank Nyrt. continues to attach great importance to the development and operation of a corporate governance system that complies with best market practice and ensures efficient and effective operation, and responsible corporate governance. The governing structures of MBH comply with legal, supervisory and stock exchange requirements along with its own business specialities. MBH intends to comply at the possible highest level with the Corporate Governance Recommendations published by the BSE.

The Recommendations contain 72 points, including 60 recommendations and 12 proposals. In 2024, MBH Bank Nyrt. is in full compliance with 58 of the 60 recommendations, and in 2 cases it is currently not or only partially in compliance with the relevant recommendation, for which the Company provides a detailed explanation in the report. The company is in line with all 12 proposals, so there is no negative answer here. Overall, the Bank's compliance rate with the Recommendations is 97.2%, an improvement on the previous year's compliance rate of 95.8% in 2023. The Bank's compliance with BSE recommendations over the past few years was presented on the projector. The BSE annually measures and publishes the compliance of listed companies with the Recommendations on an aggregate basis, which was 78.8% in 2023, it can therefore be seen that the Company has prudent corporate governance practices in this respect.

The **Chair** asked the shareholders and the representatives of the shareholders if they had any questions or comments on the agenda item. The shareholders did not indicate their intention to raise any questions, comments or motions.

The **Chair** introduced the proposal for a resolution relating to the agenda item, established the quorum of the General Meeting and put the proposal to the vote. Open voting was to take place by simple majority (50% + 1 vote).

Votes:

Number of votes cast: 293,365,119

The percentage of share capital represented by the votes cast: 97.81%

100% of the shares represented at the meeting voted

Yes: 293,365,118 (~100 %)

No: 1 (~0 %)

Abstained: 0

Did not vote: 0

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

Resolution 5/2025. (23 April) of the MBHB General Meeting

The General Meeting approves MBH Bank Nyrt's Corporate Governance Report for 2024.

Agenda item 4

Granting a hold-harmless warrant of the members of the Board of Directors and the Supervisory Board of the Company

The **Chair** informed the General Meeting that the 4th agenda item was the granting of hold-harmless warrant to the members of the Board of Directors and the Supervisory Board of the Company and that the respective proposal was available on pp. 151-152 of the General Meeting Documents. The Chair presents the agenda item.

In his summary, the **Chair** stated that the General Meeting has the power, pursuant to Section 3:117 (1) of Act V of 2013 on the Civil Code (hereinafter Civil Code), to grant hold-harmless warrant to the members of the Board of Directors and the Supervisory Board recognising the adequacy of their activities if they acted in the best interests of the Company during the previous financial year. In line with previous years' practice, in connection with the adoption of the financial statements and in view of the Company's prudent operations, it was proposed that the General Meeting grants the hold-harmless warrant pursuant to Section 3:117 (1) of the Civil Code for the period of the preceding business year, i.e., pursuant to Section 5.1 of the Articles of Association of the Company, from 1 January 2024 to 31 December 2024 to all members of the Company, who were members in these boards in the 2024 business year. The year-end 2024 internal audit, compliance and anti-money laundering, safeguarding officer report and operational risk report did not identify any deficiencies that would prevent the issuance of a hold-harmless warrant.

The **Chair** asked the shareholders and the representatives of the shareholders if they had any questions or comments on the agenda item. The shareholders did not indicate their intention to raise any questions, comments or motions.

The **Chair** introduced the proposal for a resolution relating to the agenda item, established the quorum of the General Meeting and put the proposal to the vote. Open voting was to take place by simple majority (50% + 1 vote).

Votes:

Number of votes cast: 293,365,119

The percentage of share capital represented by the votes cast: 97.81%

100% of the shares represented at the meeting voted

Yes: 293,365,094 (~100 %)

No: 17 (~0 %)

Abstained: 8 (~0%)

Did not vote: 0

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

Resolution 6/2025. (23 April) of the MBHB General Meeting

The General Meeting declares that all members of the Board of Directors and the Supervisory Board of the Company in the financial year of 2024 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.

Agenda item 5

Election of the Company's statutory auditor (for the statutory audit of the annual accounts and to provide assurance for the sustainability report) and the determination of the auditor's remuneration for the year 2025, the approval of the appointment of the person responsible for the audit and the determination of the material terms of the contract with the auditor

The Chair said that agenda item 5 concerns the election of the Company's permanent auditor and the determination of their remuneration for the year 2025, the approval of the appointment of the person responsible for the audit and the determination of the material terms of the contract to be concluded with the auditor and that the respective proposal was available on pp. 153-158 of the General Meeting Documents. The agenda item is presented also by the Chair.

The Chair informed that, in accordance with the proposal of the Audit Committee of MBH Bank Nyrt, it is proposed to the General Meeting that the Company's current permanent auditor, PricewaterhouseCoopers Könyvvizsgáló Kft. ("PwC"), be re-appointed to audit the Company's accounts for the financial year 2025. It is proposed that the annual ordinary audit fee for PwC for the financial year 2025 be capped at HUF 438 million + VAT based on the indicative proposal of the Company. Based on the nomination of PwC, it is further proposed that the General Meeting approve the appointment of Árpád Balázs as the person responsible for the audit and the registered auditors, and Balázs Árpád Mészáros as his deputy. The essential terms of the contract to be concluded with the permanent auditor, i.e. the audit firm and the auditor and his/her deputy, the remuneration of the audit firm, the subject matter, duration, effective date and termination date of the contract and other miscellaneous provisions, as just described, are set out and reproduced on pages 155-156 of the General Meeting Documents and shown on the projector and are therefore not described in detail. It is further proposed that the General Meeting elect PwC to conduct the assurance review of the sustainability report for the 2025 financial year, for which the auditor responsible will be Árpád Balázs, with his deputy being Balázs Árpád Mészáros, and that the fee for providing the assurance opinion should be capped at HUF 83 million + VAT.

The **Chair** asked the shareholders and the representatives of the shareholders if they had any questions or comments on the agenda item. The shareholders did not indicate their intention to raise any questions, comments or motions.

The **Chair** introduced the proposal for a resolution relating to the agenda item, established the quorum of the General Meeting and put the proposal to the vote. Open voting was to take place by simple majority (50% + 1 vote).

Votes:

Number of votes cast: 293,365,119

The percentage of share capital represented by the votes cast: 97.81%

100% of the shares represented at the meeting voted

Yes: 293,365,106 (~100 %) No: 13 (~0 %) Abstained: 0 Did not vote: 0

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

Resolution 7/2025. (23 April) of the MBHB General Meeting

For the 2025 business year the General Meeting appoints 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 2025 business year at a maximum of HUF 438 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 2025.

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 substitute auditor responsible for the auditing of MBH Bank Nyrt. for 2025 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.

The General Meeting elects PwC Könyvvizsgáló Kft./the auditor responsible for the audit of the assurance of the Sustainability Report for the financial year 2025: Árpád Balázs registered auditor (Hungarian Chamber of Auditors membership card number: 007272, registration number: 006931), substitute: Árpád Balázs Mészáros registered auditor (Hungarian Chamber of Auditors membership card number: 005614, registration number: 006931)/and maximises the fee of the audit assurance at HUF 83 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 on the issue of the assurance opinion. 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.

The **Chair** congratulated the audit firm and the individuals responsible for the audit for being elected.

Agenda item 6

Authorisation of the Board of Directors to acquire treasury shares, information of the Board of Directors on treasury shares acquired after the 2024 Annual General Meeting

The **Chair** informed the General Meeting that item 6 on the agenda concerned the authorisation of the Board of Directors to acquire treasury shares and the information provided by the Board of Directors on the treasury shares acquired after the 2024 Annual General Meeting. The respective proposal can be found on pages 159-162 of the General Meeting Documents. Again, the Chair presents the agenda item.

In his summary the **Chair** said that item pursuant to Section 3:222 (1) of Act V of 2013 on the Civil Code, a public limited company may acquire shares issued by it in an amount not exceeding 25 percent of its share capital. Pursuant to the provisions of the Civil Code and in accordance with the provisions of Section 3.1.16 (g) of the Articles of Association of the Company., the General Meeting is entitled to authorise the Board of Directors of the Company to acquire treasury shares for a maximum period of 18 months, subject to the determination of the type, class, number, nominal value and, in the case of acquisition for consideration, the minimum and maximum amount of the consideration.

In order to implement the Company's business strategy as planned, to maintain the stability of the share price and to carry out transactions related to capital optimisation, it is proposed to authorise the Board of Directors to acquire treasury shares.

In view of the above, we propose that the General Meeting, in addition to determining the type, class, number, nominal value, minimum and maximum amount of the consideration to be paid for the shares to be acquired, as set out in the proposed resolution, authorise the Board of Directors to acquire treasury shares for a period of 18 months.

An important rule for the security of the Company's operations is that, under the relevant legislation of Hungary and European Union, the Company may only purchase shares issued by it for the protection of own funds with the prior approval of the Magyar Nemzeti Bank.

In order to avoid the coexistence of two authorisations, it is proposed that the authorisation contained in General Meeting Resolution 10/2024 (29 April) be repealed by the General Meeting in the resolution to be taken on this item.

Based on the applicable provisions of the Civil Code, he informed the participants on behalf of the Board of Directors that the General Meeting authorised the Board of Directors with General Meeting Resolution 10/2024 (29 April) for 18 months to acquire the Company's treasury 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.

With its decision H-EN-I-524/2024, issued on 28 November 2024, Magyar Nemzeti Bank authorised the Company to repurchase, on an individual and consolidated basis, common equity tier 1 capital instruments (treasury shares) as required for the purchase of treasury shares.

On 11 December 2024, the Company purchased a total of 22,577,074 (22 million 577 thousand and 74 seventy-four) Series A ordinary shares issued by the Company with a nominal value of HUF 1,000 each, in OTC transactions. The volume of treasury shares purchased is 7% of the share capital of the Company. The Company purchases the shares for an average price of HUF 2,455.6 per share.

The transaction was made possible by the Company's ability to generate earnings in recent financial periods, the financial stability it has achieved and its strong capital position. The transaction also confirmed the Company's management's positive expectations for the future business performance of the Company.

The **Chair** asked the shareholders and the representatives of the shareholders if they had any questions or comments on the agenda item.

Shareholder **Tamás Korányi** referred back to the question he had asked during the discussion of agenda item 1, namely, on what business decision the Company had based its acquisition of the shares and whether the transaction was related to the planned IPO. He further asked why the Bank had purchased precisely this amount, what its plans were for it, and whether the Company planned to purchase additional treasury shares this year.

The **Chair** informed the meeting that the terms and conditions of the share purchase had been set out in the written proposal and in the oral presentation. In this context, he highlighted the MNB's approval and the financial and economic indicators that made this transaction possible. Furthermore, referring to the presentations by the Chairman and Chief Executive and the Deputy CEO for Strategy and

Finance, he said that no further information could be shared at this time. He added that the Company is examining the possibilities of transactions to increase the free float on the stock exchange. The Company is not permitted to disclose information regarding the role that its own shares will play in this regard on this forum. The shareholder accepted the answer.

No further questions, comments or motions were received from shareholders.

The **Chair** informed the shareholders that the General Meeting will vote on two resolutions under this agenda item. First the Board of Directors should vote on the authorisation to acquire treasury shares. He presented the first proposal for a resolution related to the agenda item, established the quorum of the General Meeting and put the proposal to the vote. Open voting was to take place by simple majority (50% + 1 vote).

Votes:

Number of votes cast: 293,365,119

The percentage of share capital represented by the votes cast: 97.81%

100% of the shares represented at the meeting voted

Yes: 293,365,102 (~100 %) No: 11 (~0 %) Abstained: 6 (~0%) Did not vote: 0

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

Resolution 8/2025. (23 April) of the MBHB 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 treasury 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 treasury 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 lowest purchase price is the nominal value of the share, and 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 lowest purchase price is the nominal value of the share, while 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 treasury shares are governed by the relevant provisions of the Civil Code.

5. The authorisation in Resolution No. 10/2024. (29 April) of the General Meeting shall be repealed as soon as this resolution is adopted.

* * *

The **Chair** introduced the second proposal for a resolution relating to the agenda item, established the quorum of the General Meeting and put the proposal to the vote. Open voting was to take place by simple majority (50% + 1 vote).

Votes:

Number of votes cast: 293,365,114

The percentage of share capital represented by the votes cast: 97.81%

100% of the shares represented at the meeting voted

Yes: 293,365,103 (~100 %) No: 2 (~0 %) Abstained: 9 (~0%) Did not vote: 5 (~0%)

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

Resolution 9/2025. (23 April) of the MBHB General Meeting

The General Meeting has acknowledged the information of the Board of Directors on treasury shares acquired after the General Meeting.

Agenda item 7**Amendment of the Articles of Association of the Company**

Turning to agenda item 7, the **Chair** briefly summarised the proposal to amend the Company's Articles of Association. He explained that a detailed justification of the proposal to amend certain provisions of the Articles of Association can be found in the section from page 163 to page 166 of the General Meeting Documents and that the Articles of Association in a consolidated structure with the amendments was attached as Annex 9. The proposed amendments contain

- the integration of the amendments to TEÁOR i.e., Standard Industrial Classification of Economic Activities, entered into force on 1 January 2025,
- the supplementation of the Articles of Association relating to the non-business activities of the Company performed for the members of the group with the respective TEÁOR numbers and
- the updated list of the business sites and branches operated by the Company.

In view of this, he asked the shareholders to refrain from requesting a verbatim description of all provisions affected by the amendment to the Articles of Association. He informed the General Meeting that, based on the decision of the Magyar Nemzeti Bank, the amendment to the Articles of Association does not require the approval of Magyar Nemzeti Bank, therefore, contrary to the proposal, the amendment to the Articles of Association may enter into force immediately upon its adoption.

The **Chair** asked the shareholders and the representatives of the shareholders if they had any questions or comments on the agenda item. The shareholders did not indicate their intention to raise any questions, comments or motions.

The **Chair** informed the shareholders that the General Meeting will vote on two resolutions under this agenda item. In the first instance, it is necessary to vote on whether the General Meeting wishes to decide on the amendment of the Articles of Association, either separately or by means of a single resolution. He presented the first proposal for a resolution related to the agenda item, established

the quorum of the General Meeting and put the proposal to the vote. Open voting was to take place by simple majority (50% + 1 vote).

Votes:

Number of votes cast: 293,365,114

The percentage of share capital represented by the votes cast: 97.81%

~100% of the shares represented at the meeting voted

Yes: 293,365,113 (~100 %) No: 0 Abstained: 1 (~0%) Did not vote: 5 (~0%)

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

Resolution 10/2025. (23 April) of the MBHB 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.

* * *

The **Chair** introduced the second proposal for a resolution relating to the agenda item. He drew attention to the fact that, in view of the decision of the Magyar Nemzeti Bank, according to which the amendment of the Articles of Association does not require the approval of the MNB, the General Meeting adopts the resolution published in the General Meeting Documents with an amendment, without the condition, that *“if the authorisation of the Magyar Nemzeti Bank to amend the Articles of Association becomes available to the Company at a later date, then the provisions of Article 1.2.2 of the Articles of Association shall apply on the date of receipt of the authorisation.”* The Chair then established the quorum of the General Meeting and then put the proposal to vote. Open voting was to take place by simple majority (50% + 1 vote).

Votes:

Number of votes cast: 293,365,114

The percentage of share capital represented by the votes cast: 97.81%

~100% of the shares represented at the meeting voted

Yes: 293,365,113 (~100 %) No: 0 Abstained: 1 (~0%) Did not vote: 5 (~0%)

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

Resolution 11/2025. (23 April) of the MBHB General Meeting

The General Meeting accepts the amendment of Articles 1.2.1 and 1.2.2 of the Articles of Association, and clauses 1 and 2 of Appendix 2. 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 23 April 2025.

Agenda item 8

Establishing the remuneration of the members of the Board of Directors, the Supervisory Board and the Audit Committee at the same amount as set out in the resolution of the General Meeting of Shareholders of 30/2022 (26 April)

The Chair stated that agenda item 8, i.e., the last agenda item of today's General Meeting was establishing the remuneration of the members of the Board of Directors, the Supervisory Board and

the Audit Committee at the same amount as set out in the resolution of the General Meeting of Shareholders of 30/2022 (26 April) and that the respective proposal was available on pp- 167-168 of the General Meeting Documents. Again, the Chair presents the agenda item.

The **Chair** explained that pursuant to Article 3.1.16 h) and m) the General Meeting has the exclusive competence to elect and establish the remuneration of the Chairman and members of the Board of Directors, the Chairman and members of the Supervisory Board and the members of the Audit Committee. The remuneration of the members of the Board of Directors, the Supervisory Board and the Audit Committee was last reviewed and amended in 2022, simultaneously with the merger with Budapest Bank Zrt. with the General Meeting resolution 30/2022 (26 April). The Company's General Meeting decided, by General Meeting Resolutions 8/2023 (27 April) and 9/2024 (29 April), to maintain the remuneration of the Board of Directors at the same amount and payment practice until the date of approval of the annual financial statements for 2023 and 2024 prepared in accordance with the Accounting Act. It is proposed that the General Meeting set the remuneration for the members of the Supervisory Board and Board of Directors until the General Meeting decides otherwise at the same amount as approved at the Annual General Meeting held on 26 April 2022, then also maintained at the General Meeting of 27 April 2022 and 29 April 2024. The members of the Audit Committee, Remuneration Committee, Risk and Risk Management Committee and Nominations Committee will continue to receive no additional remuneration for holding these offices. The remuneration for membership in the Supervisory Board and the Board of Directors should be paid (transferred and credited to the bank account) in line with the wage accounting practice of the Company i.e., on the first working day of each month, simultaneously with the wages of the employee members of the Supervisory Board and the internal members of Board of Directors.

The **Chair** asked the shareholders and the representatives of the shareholders if they had any questions or comments on the agenda item. The shareholders did not indicate their intention to raise any questions, comments or motions.

The **Chair** introduced the proposal for a resolution relating to the agenda item, established the quorum of the General Meeting and put the proposal to the vote. Open voting was to take place by simple majority (50% + 1 vote).

Votes:

Number of votes cast: 293,365,114

The percentage of share capital represented by the votes cast: 97.81%

~100% of the shares represented at the meeting voted

Yes: 293,365,111 (~100 %) No: 1 (~0 %) Abstained: 2 (~0%) Did not vote: 5 (~0%)

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

Resolution 12/2025. (23 April) of the MBHB 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 a decision of the General Meeting on the contrary.

The members of the Audit Committee, Remuneration Committee, Risk and Risk Management Committee and Nominations Committee will receive no additional remuneration for holding these offices.

* * *

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 agenda items therefore its work was completed. He thanked the participants for their contribution and closed the General Meeting.

Date: Budapest, 23 April 2025