



**GRÁNIT BANK**  
**PUBLIC LIMITED COMPANY**

**RESPONSIBLE CORPORATE GOVERNANCE REPORT**

**FOR THE BUSINESS YEAR 2024**

**BUDAPEST, 07 April 2025**

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## Introduction

**GRÁNIT Bank Nyrt.** (hereinafter: **GRÁNIT Bank, Bank or Company**) considers the development and maintenance of a high-level corporate governance system complying with national and international standards to be of paramount importance. A sound basis for efficient and effective operation is provided by a reliable management system, precise financial planning, responsible management and appropriate control mechanisms.

To this end, the Bank continuously reviews and improves its corporate governance practices.

Corporate governance practices are an important safeguard for the Bank to achieve its strategic objectives. Accordingly, the Bank has elaborated its corporate governance system within the statutory framework to ensure both customer trust and satisfaction, and to increase shareholder value and socially responsible behaviour. There is no universal solution to corporate governance that is always and most effectively able to achieve all objectives. Therefore, the Bank continuously monitors the regulatory environment and the practices, identifies any shortcomings arising from external and internal changes and implements modifications that best serve its objectives.

The governance structure, adapted to the objectives, takes into account the specificities of the activity, the legal, supervisory and stock exchange requirements applicable to the Bank and, furthermore, it seeks to comply with the recommendations of the Budapest Stock Exchange (hereinafter: **BSE**). The aim of the BSE's corporate governance recommendations is to ensure that the governance and operational structure of listed companies is transparent and intercomparable based on a uniform set of criteria. This provides investors with the opportunity to make a well-founded and meaningful decision as to the extent to which corporate governance practices are conducive to sound and efficient operations, taking into account the operational characteristics of the company concerned, the complexity of its activities, the legal requirements for its risk management and financial statements.

Like all financial and investment services providers, the Bank's activities are regulated to a significant degree by the law. As a result, it is not just certain activities that are regulated, but its operation as a whole is as well, in detail, and continuously supervised by the authorities. Each internal control function (risk management, compliance, internal audit system) must comply with strict requirements and must demonstrate its effectiveness not only in the internal corporate governance system but also to external regulatory supervision. All this ensures a deliberate, comprehensive and suitably controlled risk management activity and reliable and monitored reporting. Financial and investment activities therefore require complex and effective corporate governance practices from the Bank, which simultaneously ensure responsible behaviour for customers and shareholders, reliable operation, and long-term profitability.

In the course of its operations, the Bank fully complies with the applicable legislation, supervisory regulations and the BSE's policies. The structure and operating conditions of the Company are set out in the Articles of Association adopted by the General Meeting.

## 1.) Declaration on Responsible Corporate Governance Practices

### 1 General Meeting

The Bank's supreme governing body is the General Meeting of shareholders. The procedure for convening and operating the General Meeting, and the way in which participation and voting rights are exercised, are laid down in the Articles of Association.

The General Meeting shall be convened at least once a year by the Board of Directors.

### 2 Management bodies

#### 2.1 Board of Directors

The executive body of the Company is the Board of Directors elected by the General Meeting, consisting of the chair, the vice-chair and other members of the Board of Directors.

The work organisation of the Company is headed by the chief executive officer who performs the operative management of the Company and is also the chair of the Board of Directors, and whose duties and competence are determined by the Board of Directors.

The Board of Directors consists of 3 or 5, i.e. three or five members. The members of the Board of Directors must be elected for a fixed term and shall be eligible for re-election at the end of their term in office. If the number of members of the Board of Directors falls below 3, i.e. three, then the General Meeting shall immediately arrange for the appointment or election of a new member.

Only persons against whom there are no grounds for exclusion under the statutory regulations and who fulfil the relevant legal requirements may be elected or appointed members of the Board of Directors. A member of the Board of Directors shall notify the Board of Directors without delay if any grounds for exclusion are identified.

The Board of Directors shall exercise employer's rights with respect to the CEO and the Deputy CEOs of the Company, subject to the provisions of Article VI.1 (2) d) of the articles of association. Employer's rights with respect to the employees of the Company (other than the Company's CEO and Deputy CEOs) shall be exercised by the CEO as the person in charge of the Company's work organisation and who performs the operative management of the Company.

The Board of Directors carries out its activities in accordance with the legislation in force, the Articles of Association, the resolutions adopted by the General Meeting, the Company's internal regulations and the provisions of the Rules of Procedure of the Board of Directors. The Board of Directors exercises the rights conferred on it by the Articles of Association and decides on matters falling within its exclusive competence. The matters within the exclusive competence of the Board of Directors are set out in the Articles of Association.

The Board of Directors is responsible for the entire operation of the Company, within the framework of which its exclusive competence includes, among others, the approval of the Company's individual and consolidated financial statements and the proposal for the use of after-tax profit, the proper maintenance of the Company's business books, the approval of the Company's annual business plan, and the preparation of a report on the management, the Company's financial position and business policy. The Board of Directors has exclusive competence, inter alia, to make all decisions that do not fall within the exclusive competence of the General Meeting, and that are not referred to the competence of another corporate body by the Company's organisational and operational regulations or the Board of Directors' rules of procedure.

The detailed rules of operation of the Board of Directors and the division of responsibilities and competences among its members are set out in the rules of procedure of the Board of Directors, which is established and adopted by the Board of Directors itself.

Its objectives and activities particularly focus on increasing shareholder value, effectiveness and efficiency, managing risks, operating in full compliance with external provisions, i.e. ensuring the most effective implementation of business, ethical and internal control policies.

The Board of Directors has an executive role in the governance of the Bank and its members are remunerated accordingly.

The Board of Directors also has an important role in monitoring the work of management, and the composition of the Board ensures that expertise, experience and independence are equally represented in decision-making.

#### Members of the Board of Directors and their current mandates are as follows:

The members of the Board of Directors are elected by the General Meeting for a fixed term. The members of the Board were elected or re-elected, respectively, by the General Meeting of 14 May 2024 and the General Meeting of 14 October 2024.

	Members of the Board of Directors	Term of office of the members of the Board of Directors	External/internal member
<b>Chairperson</b>	Éva Hegedűs	Her mandate is for a fixed term from 15 May 2024 until 31 May 2027.	internal member
<b>Members</b>	Péter Bence Jendrolovics	His mandate is for a fixed term from 15 May 2024 until 31 May 2027.	internal member
	János Major	His mandate is for a fixed term from 15 May 2024 until 31 May 2027.	internal member
	Dr. Judit Tóth	Her mandate is for a fixed term from 15 May 2024 until 31 May 2027.	external member
	István Vida	His mandate is for a fixed term from 13 November 2024 until 31 May 2027.	external member

#### Internal members:

##### Éva Hegedűs, Chairperson & CEO

- Éva Hegedűs graduated from the Budapest University of Economics in 1979.
- Between 1979 and 1980, she was a research fellow at the Institute of Industrial Economics and Operations Management. Between 1981 and 1996, she worked in government departments, including a stretch from 1993 as Deputy State Secretary at the Ministry of Finance. In 1997, she was involved in establishing Földhitel és Jelzálogbank (Land and Mortgage Loans Bank), while between 1997 and 2000 she managed the bank's risk management and securities division as deputy CEO. Between 2000 and 2002, as Deputy Secretary of State for Strategy and Energy at the Ministry of Economy, she directed the work on the regulation of the Hungarian energy sector's liberalisation and was responsible for the regulation of housing loans.

- From 2002 to 2006, she was head of the retail business of OTP Bank Plc. Concurrently with her position at OTP Bank Plc, she also managed OTP Lakástakarékpénztár Zrt. as Chair of the Board of Directors. In 2006, she was appointed Chair and CEO of BG Magyarország Ingatlanfinanszírozási Zrt. and BG Magyarország Lízing Zrt.
- Since 2007, she has been the member and senior officer of E. P. M. Kft.
- In May 2010, she became the CEO of Gránit Bank Nyrt. and the deputy chair, and later chair of the Board of Directors. She is the Secretary General of the Hungarian Economic Association.
- She has been a member of the Board of the Hungarian Banking Association since 2013. She has been Secretary General of the Hungarian Economic Association since 2014.
- In 2015, at the MasterCard - Bank of the Year awards ceremony, she was elected Banker of the Year by Hungarian bank managers, and Business Worldwide honoured her with the title of CEO of the Year.
- In 2017, she was awarded the “Magyar Gazdaságért” (For the Hungarian Economy) Award in recognition of her decades-long outstanding achievements in the financial and banking sectors.
- She has been the social president of the Hungarian Water Polo Association since 2019.
- She was awarded Manager of the Year by the National Association of Managers in 2020 (first female winner).
- Between 2018 and 2022, she was a senior executive of MBH Jelzálogbank Nyrt., between 2021 and 2022, she was a senior officer of TiberisDigital. From 2021, she has been a senior officer of Gold Taurus Investment Kft., and then a member of the company from 2023. Between 2021 and 2024, she was senior officer of the GB Solutions Zrt.
- From 2023, she has been a member (chair) of the supervisory board and a member of the audit committee of WABERER’S INTERNATIONAL Nyrt.
- Between 2023 and 2024, she was the chair of the supervisory board of MÁV-START Zrt. and VOLÁNBUSZ Zrt.
- She was granted the “EY Businessperson of the Year” award in 2024 (first female winner).
- From 2025, she is the vice chair of the supervisory board of MÁV Személyszállítási Zrt.
- In 2025, for the seventh consecutive year, Forbes Magazine voted her the most influential Hungarian businesswoman.
- She is fluent in English.
- She indirectly held 61,375 preference shares and 750,143 ordinary shares of GRÁNIT through E.P.M Tanácsadó Kft. as at 31 December 2024.

#### **Péter Bence Jendrolovics, member of the Board of Directors, Deputy CEO**

- Péter Bence Jendrolovics graduated (with an MA) in 2011 from the Faculty of Business Administration of the Corvinus University of Budapest (majoring in corporate finance). In 2010 and 2011 respectively, he attended specialist courses at the University of Southern California and Harvard University in the USA.
- Between 2011 and 2016, he worked for Deloitte Magyarország Zrt. as consultant and then senior consultant at the company’s management consulting business. In 2016 and 2017, he was Deputy Director for International Relations at the Budapest Stock Exchange. He was Managing Director of GRÁNIT Bank Nyrt. from 2017 and Head of the Bank’s Retail Division from 2018. Since 2021, he has been Deputy CEO of the Retail Division and a member of the Bank’s Board of Directors since 2022.
- Between 2016 and 2021, he was a senior officer of Gold Taurus Investment Kft., and a member of the company between 2016 and 2023.
- He is fluent in English and German.
- He held 1,727 GRÁNIT ordinary shares at 31 December 2024.

**János Major, member of the Board of Directors, Deputy CEO**

- János Major graduated from the Budapest College of Foreign Trade in 1991 and received his MBA degree from a joint programme of Corvinus University of Budapest and the London Business School in 1995.
- Between 1991 and 1995, he worked for the Leumi-Hitel Bank (Budapest) as account manager in the corporate division. From 1995 to 2005, he worked for ING Bank Hungary, as Managing Director of the Retail Banking division from 2002.
- Between 2005 and 2013, he worked for ERSTE Bank Hungary Zrt., from 2010 as Deputy CEO in charge of the corporate division and as a member of the Board of Directors.
- Between 2013 and 2019, he was a senior officer of FINASTRA Consulting Kft., and a member of the company since 2013.
- Between 2014 and 2016, he worked as Managing Director of Kreditor Pénzügyi Zrt., a company specialising in debt collection and recovery.
- Between 2016 and 2018, he was Chair and CEO of Magyar Szanálási Vagyonkezelő Zrt. Between 2016 and 2022, he was a senior officer of Szanálási Követeléskezelő Zrt.
- In 2018 and 2022, he worked as Deputy CEO for Magyar Nemzeti Vagyonkezelő Zrt., Between 2021 and 2022, he was a senior officer of the company.
- Between 2016 and 2022, he was a senior officer of MSZVK Zrt. Between 2019 and 2021, he was a member of the supervisory board of Grand Tokaj Zrt. and a senior officer of Rába Járműipari Holding Nyrt.
- In 2021, he was a member of the supervisory board of EXPO Park Ingatlanfejlesztő Kft., and between 2021 and 2022, he was a member of the supervisory board of Kincsem Nemzeti Kft.
- Since 2022, he has been a member of the Board of Directors of GRÁNIT Bank Nyrt. and Deputy CEO for IT and Subsidiary Coordination.
- Since 2024, he has been member of the Supervisory Board of Gránit Lízing Zrt.
- He is fluent in English and Spanish.
- He did not hold any GRÁNIT ordinary shares as at 31 December 2024.

**External members:****Dr. Judit Tóth, external member of the Board of Directors**

- Dr. Judit Tóth graduated in law from the Faculty of Law and Political Sciences of the University of Pécs in 2010.
- Between 2011 and 2015, she worked as legal counsel to PBE Energiamanagement Kft., supporting the legal processes of the group.
- From 2015, she worked as a lawyer at the Dr. Hamar Law Office.
- Between 2015 and 2019, she was the CEO of BDPST Ingatlanforgalmazó és Beruházó Zrt. Since 2019, she has been member of the Board of BDPST Ingatlanforgalmazó és Beruházó Zrt.
- Between 2017 and 2021, she was a senior officer of Bellavista Apartments Kft., between 2017 and 2019, she was a senior officer of Bellevue Development Kft., and between 2017 and 2021, she was a senior officer of Downtown Development Kft.
- Between 2018 and 2020, she was member of the Board of Appeninn Vagyonkezelő Holding Nyrt. [Appeninn Asset Management Holding Plc].
- Since 2022, she has been senior officer of BDPST Equity Zrt., BDPST Capital Zrt., Merkport Zrt., Taragona Holding Zrt., and BDPST Property Kft., as well as TiberisDigital Kft.
- She has been a member of the Board of GRÁNIT Bank Nyrt. since 2022.
- She is fluent in English and German.
- She did not hold any GRÁNIT ordinary shares as at 31 December 2024.

**István Vida, external member of the Board of Directors**

- István Vida graduated from the Faculty of Economics of the University of Debrecen, majoring in Business Administration, in 2008.
- Between 2009 and 2011, he worked at ERSTE Bank Hungary Zrt. as an SME account manager and later as a factor key account manager.
- Between 2011 and 2013 he worked as international financial controller for HungaroControl Zrt.
- Between 2013 and 2017, he was appointed CFO of the pharmaceutical wholesaler EU Pharma Kft.
- In 2017-2018, he worked as the Finance and Operations Director of Visual Europe Group, a provider of event technology services.
- Between 2018 and 2019, he was the operational and economic director of Turisztikai Marketingkommunikációs Ügynökség Nonprofit Zrt.
- He has been the CFO and a member of the Board of Directors of BDPST Ingatlanforgalmazó és Beruházó Zrt. since 2019.
- Since 2019, he has been the member of DFP-Parking Kft. Since 2022, he has been senior officer of BDPST Property Kft. and Geraldton Invest Zrt. Since 2022, he has been the member and senior officer of Corient Management Zrt.
- Between 2022 and 2024, he was a member of the Supervisory Board of GRÁNIT Bank Zrt., and since 2024, he has been a member of the Board of GRÁNIT Bank Nyrt.
- He is fluent in English and French.
- He did not hold any GRÁNIT ordinary shares as at 31 December 2024.

**Operation of GRÁNIT Bank Nyrt.'s Board of Directors:**

The Board of Directors exercises its rights and duties as a corporate body. The members of the Board of Directors may only perform their duties in person, and may not be represented.

The Board of Directors decides on the division of duties and competences among the members of the Board of Directors. This division of duties shall be without prejudice to the responsibilities of the Board of Directors and the members of the Board of Directors as laid down by law.

The Board of Directors normally takes its decisions at its meetings, but may also take decisions without a meeting, as provided for in the Articles of Association and the rules of procedure of the Board of Directors.

Meetings of the Board of Directors shall be convened by the Chair in writing, specifying the agenda, as frequently as necessary. Any member of the Board of Directors may request the Chair of the Board of Directors to convene a meeting of the Board of Directors, specifying the agenda. If the Chair of the Board of Directors does not convene the meeting, the items on the agenda indicated by the BoD member shall be discussed at the next meeting of the Board of Directors.

Meetings of the Board of Directors shall be held at the registered office of the Company or at a place agreed in advance by all members of the Board of Directors.

The Board of Directors has a quorum if at least a simple majority of the members of the Board of Directors is present. Its decisions are made by a majority of votes - in accordance with the Board of Directors' rules of procedure - and in the event of a tie, the vote of the chair of the Board of Directors, or if the powers of the chair of the Board of Directors are exercised by the vice-chair, the vote of the vice chair decides the matter.

The Board of Directors may make resolutions by phone, means of electronic communications (in particular electronic mail) or other similar means, in line with the detailed rules stated in the rules of procedure of the



Board of Directors. A resolution is valid only if at least a simple majority of the members of the Board of Directors record it - in accordance with the Board of Directors' rules of procedure - in a private document of full probative force and send it to the registered office of the Company within 8, i.e. eight, days.

Minutes shall be kept of the meetings of the Board of Directors. The minutes shall be signed by the chair and two additional members of the Board of Directors present. The minutes shall be sent to all members of the Board of Directors and the chair of the Supervisory Board within 15, i.e. fifteen, days after the meeting, regardless of whether or not they were present at the meeting.

#### Meetings of the Board of Directors in 2024

Time	Present	Absent
19.03.2024	5	-
06.05.2024	5	-
31.07.2024	5	-
11.09.2024	5	-
03.10.2024	5	-
21.11.2024	4	1
12.12.2024	5	-

*Note: The Board of Directors met on 7 occasions in 2024. In addition, 97 decisions were taken by written vote.*

The agenda of the meetings of the Board of Directors included, among others, statutory tasks, such as the decision to convene the General Meeting, the decision to set the agenda, the adoption of the documents to be submitted to the Annual General Meeting, the preparation of the annual financial statements according to the Accounting Act and the proposal for the use of the after-tax profit, the preparation of the report on the management, the Company's financial position and business policy, and the proper maintenance of the Bank's business books.

Other key task that are outstanding in terms of corporate governance include: reviewing the Bank's Group Governance regulation, approving and reviewing the Group-wide regulations within its competence, and ensuring the effectiveness of internal lines of defence. In addition, as an operational duty, it takes individual decisions on transactions above the limit.

## 2.2 Supervisory Board

The Company's operation is supervised by the Supervisory Board.

The Board of Directors and the Supervisory Board are responsible for ensuring that the Company performs its licensed activities in accordance with the provisions of the Credit Institutions Act and other separate laws, and that its operation complies with the relevant provisions. The members of the Supervisory Board shall always act with due care and professionalism - in accordance with the strict professional requirements of their position - taking into account the interests of the Company, its shareholders and its customers, and in accordance with the statutory regulations.

The Supervisory Board shall have at least 3 and at most 9, i.e. at least three and at most nine members. The members of the Supervisory Board shall be elected for a fixed term and shall be eligible for re-election at the end of their term in office. If the number of members of the Supervisory Board falls below 3, i.e. three, then the General Meeting shall immediately arrange for the appointment or election of a new member. With the exception of employee representation, employees of the Company may not become members of the Supervisory Board.

In accordance with the legal requirements, the principle of a majority of independent members is fully applied in the composition of the Supervisory Board.

The Supervisory Board monitors, inter alia, the management of the Company for the General Meeting, ensures that the Company has a comprehensive and effective control system in place, and once a year evaluates the



operation of the Bank's internal lines of defence, examines the main business policy reports as well as any proposals falling within the exclusive competence of the General Meeting, oversees the Company's internal audit function, audits the Company's annual and interim financial reports, prepares an annual report for the General Meeting, elaborates recommendations and proposals based on the findings of the audits conducted by internal audit. and performs other duties as defined by law.

In addition to the Internal Auditor, the Supervisory Board is supported by the Bank's Audit Committee and the Asset-Liability Committee.

**Members of the Supervisory Board of GRÁNIT Bank Nyrt. and their current mandates are as follows:**

The members of the Supervisory Board are elected by the General Meeting for a fixed term. The members of the Board were elected or re-elected, respectively, by the General Meeting of 14 May 2024 and the General Meeting of 14 October 2024.

	Members of the Supervisory Board	Term of office of supervisory board member	Independent member
<b>Chair-person</b>	Sándor Nyúl	His mandate is for a fixed term from 15 May 2024 until 31 May 2027.	yes
<b>Members</b>	Dr. Judit Gubuznai	Her mandate is for a fixed term from 15 May 2024 until 31 May 2027.	yes
	Márton Oláh	His mandate is for a fixed term from 13 November 2024 until 31 May 2027.	yes
	Szabolcs Gábor Tóth	His mandate is for a fixed term from 13 November 2024 until 31 May 2027.	yes
	István Árkovics	His mandate is for a fixed term from 15 May 2024 until 31 May 2027.	yes

**Independent members:**

**Sándor Nyúl, Chair of the Supervisory Board**

- Sándor Nyúl graduated in economics from the predecessor of the Corvinus University of Budapest in 1981.
- Between 1973 and 1991, he held various positions at SKÁLA-Coop. Between 1987 and 1991, he was deputy managing director of SKÁLA-Coop Kft. Between 1992 and 1998 he was a member of the board of directors of VIDEOTON HOLDING Zrt.
- Between 1991 and 1992, he was Managing Director of Euroinvest Kft, a company specialising in financial and privatisation consultancy, crisis management and reorganisation. In 1991, he was a member of the board of directors of EUROINVEST KÖZÉP-EURÓPAI BEFEKTETÉSI Zrt., and then between 1991 and 1992, he was the CEO of EUROINVEST KÖZÉP-EURÓPAI BEFEKTETÉSI Zrt. Between 1992 and 1999, he was the chairman of the board of directors of EUROINVEST KÖZÉP-EURÓPAI BEFEKTETÉSI Zrt., and between 2016 and 2017, he was again a member of the board of directors of EUROINVEST KÖZÉP-EURÓPAI BEFEKTETÉSI Zrt. Between 1999 and 2016, he was a member of the supervisory board of EUROINVEST KÖZÉP-EURÓPAI BEFEKTETÉSI Zrt.
- From 1992 to 1997, he was Deputy Chair of CEIC Holdings Ltd., responsible for the holding company's Eastern European operations, the management and development of its Asian foreign trade branches and the reorganisation of the management of its Hungarian investment projects.
- Between 1994 and 1997, he was Managing Director of Bank Center Operations Kft. and Deputy Chair of Gránit Pólus Ltd.

- Between 1995 and 1998, he was a member of the board of directors and the supervisory board of IKARUS Holding Zártkörűen működő Részvénytársaság “under liquidation”.
- Between 1997 and 2015, he was Chief Operating Officer of TriGránit Fejlesztési Zrt, and later Chair of its Board of Directors.
- Between 1998 and 2017, he was a member of the board of directors of Bakonyi Erőmű Zrt., between 2003 and 2008, he was the chairman of the board of directors of Bakonyi Erőmű Zrt.
- Since 1999, he has been a member of VIKTOR INGATLAN HOLDING Kft., since 2003, he has been a senior officer of the company.
- Between 2000 and 2020, he was senior officer of the Keszivölgy Zrt.
- Between 2004 and 2020, he was senior officer of the TÖKÖL AIRPORT Zrt. Since 2004, he has been a member of VIKTOR-EXPLORER Kft., since 2016, he has been a senior officer of the company.
- Between 2012 and 2020, he was a senior officer of GRANIT INVEST Kft., between 2012 and 2016, he was a member of the company. Between 2012 and 2020, he was a senior officer of GRANIT HOLDING Kft., between 2012 and 2014, he was a member of the company.
- He has been a member of the Supervisory Board of GRÁNIT Bank Nyrt. since 2012.
- From 2014 he was a member and senior officer of DASEDA Kft., between 2015 and 2020 he was a senior officer of Gránit-Pólus Fejlesztési Kft. (dissolved). Between 2015 and 2020, he was a senior officer of Pólus Holding Zrt.
- Since 2016, he has been the member of Violin Travel Kft.
- Between 2018 and 2020, he was a senior officer of Shareforce Befektetési Kft Zrt. Between 2020 and 2021 he was a member of Bravomed Kft., since 2020 he has been the company's senior officer. Between 2020 and 2022 he was a senior officer of CyBERG Corp. Nyrt. “under liquidation”.
- Between 2022 and 2023 he was member of ABACUS HOLDINGS Kft. Since 2022, he has been a senior officer of BPS Lab Zrt.
- He is fluent in English.
- He held 10,405 GRÁNIT ordinary shares at 31 December 2024.

#### **Dr. Judit Gubuznai, member of the Supervisory Board**

- Dr. Judit Gubuznai graduated from the Faculty of Law and Political Sciences of Eötvös Loránd University in 1977. She qualified as a foreign trade lawyer in 1988, as an insurance lawyer in 1995 and as a bank lawyer in 2009.
- Until 1987, she was chief legal adviser and then head of department at PHYLAXIA Oltóanyagtermelő Vállalat.
- Between 1987 and 1991, she worked as a senior staff member, head of department and then head of division in the Ministry of Finance, where she was responsible for financial legislation and deregulation. In 1991 she was a research fellow at the Hungarian Institute of Economic Policy and Planning. Between 1991 and 2017, she worked at the Ministry of Finance and the State Secretariat for Public Administration of the Prime Minister’s Office as a consultant in the fields of public administration, finance, insurance and corporate law.
- From 1992 to 2017, she was a legal expert at Garantiqa Hitelgarancia Zrt. Between 1998 and 2017 she also worked for AEGON Hungary as a legal expert.
- Between 2017 and 2022, she acted as an authorised person for the GRÁNIT Bank ESOP Entity. She has been a member of the Supervisory Board of GRÁNIT Bank Nyrt. since 2022.
- She is fluent in English and Russian.
- She did not hold any GRÁNIT ordinary shares as at 31 December 2024.

**Márton Oláh, member of the Supervisory Board**

- Márton Oláh graduated with a BA in Economics from the Business Studies course of the International Business School of Budapest in 1996. In 1996, he passed the stock exchange examination at the Central European Brokerage School.
- Between 1998 and 2004 he was Director of Share Trading, then Managing Director and Member of the Board of Directors of CA-IB Értékpapír Rt. Between 2004 and 2006, he was Managing Director of HVB Bank Hungary.
- Between 2007 and 2016, he was member of the Board of Directors and Audit Committee of the Budapesti Ingatlan Hasznosítási és Fejlesztési Nyrt. From 2008 to 2015, he was a member of the Investment Committee of Central-Fund Kockázati Tőkealap-kezelő Zrt., later renamed Central Tertius Kockázati Tőkealap-kezelő Zrt.
- Since 2009, he has been the member of Futurmed Kft.
- Between 2011 and 2017, he was Managing Director, Chair of the Board of Directors and a member of the Investment Committee and the Strategy Committee of Diófa Alapkezelő Zrt. (now Gránit Alapkezelő Zrt.). In 2021 and 2022, he was CEO of Diófa Alapkezelő Zrt. (now Gránit Alapkezelő Zrt.). Since 2022, he has been a member of the Board of Directors of Gránit Alapkezelő Zrt. and a member of the Investment Committee.
- Since 2012, he has been a member and senior officer of Fokroller Tanácsadó Kft.
- Between 2015 and 2016, he was Deputy CEO and member of the Board of FHB Jelzálogbank Nyrt., while between 2015 and 2017 he was CEO and member of the Board of Directors of FHB Kereskedelmi Bank Zrt. In 2016 and 2017, he was CEO of FHB Jelzálogbank Nyrt.
- Since 2018, he has been a senior officer of KOZOLT HUNGARY Kft.
- Since 2021, he has been a senior officer of Shenzhen-Europe Kft. and EURO-MALL Kft.
- Since 2022, he has been the chair of the Supervisory Board of Nemzeti Artista- Előadó- és Cirkuszművészeti Központ Nonprofit Kft. Since 2022, he has been a member of the Supervisory Board of GreenGo Car Europe Zrt.
- Since 2023, he has been member of the Supervisory Board, the Audit Committee, the Compliance Committee and the Green Committee of ALTEO Energiaszolgáltató Nyrt.
- Since 2024, he has been the chair (senior officer) of the Board of Directors of Nemzeti Vízművek.
- Since 2024, he has been member of the Supervisory Board of GRÁNIT Bank Nyrt.
- He is fluent in English and German.
- He did not hold any GRÁNIT ordinary shares as at 31 December 2024.

**Szabolcs Gábor Tóth, member of the Supervisory Board**

- Gábor Szabolcs Tóth graduated from the College of Finance and Accounting in 2000 with a degree in Economics (Finance, field of study: Financial institutions). In 2002, received a degree from the Budapest University of Economics and Public Administration in Management and Organisation, while in 2005 he obtained an MBA degree from the Budapest University of Economics and Public Administration (Management Training Centre).
- From 2002 to 2014, he held various positions at the MÁV Group, first as a controller, and then as Head of the Resource Allocation and Project Controlling Department. Between 2007 and 2012, he was Controlling Director and Deputy Chief Financial Officer at MÁV-Trakció Zrt. Between 2012 and 2014, he worked as the Controlling Director of MÁV-Start Zrt.
- Since 2014, he has been a management member of the Waberer's Group, first as Group Controlling Director, from 2016 as Group Controlling and Strategy Director, and from 2018 to 2020 as Group Strategy and Development Director and as Group Finance Director. Since 2020, he has been Deputy Chief Financial and Strategic Officer of the Waberer's Group and a member of its Board of Directors. Since 2024, he has been member of Member of the Board of Directors of WABERER'S INTERNATIONAL Nyrt.

- He has been a member of the Board of Gránit Biztosító Zrt. since 2017. Since 2017, he has been a member of the Board of Directors of Link Sp z.o.o.
- Since 2021, he has been a senior officer of WSZL Autómotív Kft., since 2022, senior officer of WSZL Kft.
- Since 2021, he has been a senior officer of KDI Property Kft. Since 2022, he has been member of the Board of Directors of WPL-Log Zrt.
- Since 2023, he has been member of the Supervisory Board of ZÁHONY-PORT Zrt. and member of the Board of Directors of VOLÁNBUSZ Zrt.
- Since 2024, he has been member of the Supervisory Board of GRÁNIT Bank Nyrt.
- He is fluent in English and German.
- He did not hold any GRÁNIT ordinary shares as at 31 December 2024.

#### **István Árkovics, member of the Supervisory Board**

- István Árkovics graduated from the Faculty of Economics of the University of Pécs in 2002. In 2006, he obtained a qualification as a chartered accountant from the Budapest School of Economics, Faculty of Finance and Accounting. In 2006, he attended a European tender writing and project management training at the Faculty of Economics of the University of Pécs.
- From 2002 to 2005, he worked as a tax inspector at the East-Hungary Directorate of the National Tax and Financial Administration, while from 2005 to 2013, he was financial director of the Trade Union Confederation of Electricity Industry Workers.
- Between 2007 and 2013, he was a member of the Audit Committee of the Democratic League of Independent Trade Unions, and was appointed Deputy Chair for Economic and Organisational Affairs in December 2013.
- Between 2021 and 2022, he has been Chair of the Board of Directors of the Pannonia Pension Fund.
- Since 2022, he has been member of the Supervisory Board of GRÁNIT Bank Nyrt.
- He held 200 GRÁNIT ordinary shares at 31 December 2024.

#### **Employee delegates:**

In the 2024 business year, the application of the rules on employee participation was not required.

#### **Operation of GRÁNIT Bank Nyrt.'s Supervisory Board:**

The Supervisory Board shall act as a corporate body. The Supervisory Board shall have a quorum if two thirds of its members are present, and shall pass resolutions by a simple majority of votes. In the event of a tie, the vote of the chair of the Supervisory Board shall decide the matter.

The members of the Supervisory Board are obliged to proceed in person, and may not be represented.

If the Supervisory Board requests information from the members of the Board of Directors or from management employees, such information shall be provided - in writing, if so requested - by the deadline specified by the Supervisory Board, but by no later than the next Supervisory Board meeting.

Meetings of the Supervisory Board are convened by the chair, as frequently as necessary. The Supervisory Board shall meet at least every 3, i.e. three, months.

The duties and powers of the chair of the Supervisory Board shall, in the case of their absence, be exercised by the Supervisory Board member appointed for this purpose.

The Supervisory Board may make resolutions by phone, means of electronic communications (in particular electronic mail) or other similar means, in line with the detailed rules stated in the rules of procedure of the Supervisory Board. A resolution is valid only if at least two-third of the members of the Supervisory Board record it - in accordance with the Supervisory Board' rules of procedure - in a private document of full probative force and send it to the registered office of the Company within 8, i.e. eight, days.

The detailed rules of operation of the Supervisory Board shall be set out in the rules of procedure established by the Supervisory Board and approved by the General Meeting.

#### Meetings of the Supervisory Board in 2024

Time	Present	Absent
19.03.2024	5	-
06.05.2024	5	-
31.07.2024	5	-
11.09.2024	5	-
03.10.2024	5	-
12.12.2024	5	-

*Note: In 2024, the Supervisory Board met on 6 occasions. In addition, 35 decisions were taken by written vote.*

Supervisory Board monitors the management of the Company for the General Meeting, ensures that the Company has a comprehensive and effective control system in place, and once a year to evaluate the operation of the Bank's internal lines of defence, examines the main business policy reports as well as any proposals falling within the exclusive competence of the General Meeting, approves the responsible corporate governance report.

Furthermore, it makes proposals regarding the person and remuneration of the Auditor to be elected by the General Meeting for the statutory audit of the individual and consolidated financial statements and the person and remuneration of the Auditor to be appointed to provide an assurance review of the individual and consolidated sustainability report.

Oversees the Company's internal audit function, audits the Company's annual and interim financial reports, prepares an annual report for the General Meeting, elaborates recommendations and proposals based on the findings of the audits conducted by internal audit.

Accepts and regularly reviews the principles of the remuneration policy, carries out an institutional-level evaluation of the individual and collective suitability of the board members of the Management Bodies, as well as persons in key positions.

Approves the rules of procedure of the Audit Committee, and perform other duties as stipulated by law.

Additional topics were also discussed at the Supervisory Board meetings: inter alia, the annual Compliance Report, the Safeguarding Officer's report on the protection of customers' financial assets, etc.

### 2.3 Audit Committee

The Company has an Audit Committee of at least three (3) and at most five (5) members.

The members of the Audit Committee are elected by the General Meeting from among the independent members of the Supervisory Board. At least one member of the Audit Committee must have a professional qualification in accounting or auditing. The detailed rules of operation of the Audit Committee are laid down in the rules of procedure established by the Audit Committee and approved by the Supervisory Board.

Duties and powers of the Audit Committee includes, inter alia, issuing an opinion on the financial statements, making proposals to the Supervisory Board regarding the Auditor's person and remuneration, and preparing a contract to be concluded with the Auditor.

Duties and powers of the Audit Committee monitors the enforcement of professional requirements and conflict of interest rules for the Auditor, perform duties related to cooperation with the Auditor and, where appropriate, propose measures to the Supervisory Board.

Moreover, the duties and powers of the Audit Committee are evaluating the functioning of the financial reporting system and proposing the necessary measures, and assisting the work of the Supervisory Board in order to properly check the financial reporting system.

The Audit Committee monitors the effectiveness of the Company's internal audit and risk management systems, of its internal control affecting its financial and sustainability reporting, as well as the process of financial reporting and sustainability reporting, and formulates recommendations if necessary; monitors the statutory audit of the annual and the consolidated annual financial statements, the activity aimed at providing assurance regarding the sustainability report and the consolidated sustainability report, in particular its implementation; reviews and monitors the independence of the Auditor; informs the General Meeting about the results of the statutory audit activity and the activity aimed at providing assurance regarding the sustainability report; demonstrates how the statutory audit activity and the activity aimed at providing assurance regarding the sustainability report has contributed to the integrity of the financial and sustainability reporting, and what role the audit committee has played in the reporting process, and

The Audit Committee performs other tasks within its competence based on the law.

**Members of the Audit Committee of GRÁNIT Bank Nyrt. and their current mandates are as follows:**

The mandate of the members of the Audit Committee is for a fixed term, lasting for the duration of the mandate of the Supervisory Board member. The members of the Board were elected by the General Meeting held on 14 October 2024.

	<b>Members of the Audit Committee</b>	<b>Audit Committee member's term of office</b>
	Sándor Nyúl	The mandate is for a fixed term, lasting for the duration of the mandate of the Supervisory Board member.
	Dr. Judit Gubuznai	The mandate is for a fixed term, lasting for the duration of the mandate of the Supervisory Board member.
	Márton Oláh	The mandate is for a fixed term, lasting for the duration of the mandate of the Supervisory Board member.
	Szabolcs Gábor Tóth	The mandate is for a fixed term, lasting for the duration of the mandate of the Supervisory Board member.

**Sándor Nyúl, member of the Audit Committee**

(for a professional presentation, see Management bodies, Section I.2.b. Supervisory Board)

**Dr. Judit Gubuznai, member of the Audit Committee**

(for a professional presentation, see Management bodies, Section I.2.b. Supervisory Board)

**Márton Oláh, member of the Audit Committee**

(for a professional presentation, see Management bodies, Section I.2.b. Supervisory Board)

**Szabolcs Gábor Tóth, member of the Audit Committee**

(for a professional presentation, see Management bodies, Section I.2.b. Supervisory Board)

**Operation of GRÁNIT Bank Nyrt.'s Audit Committee**

The Audit Committee was established by the General Meeting held on 14 October 2024. The Audit Committee did not hold a meeting in 2024.

**Remuneration of the members of the Board of Directors and the Supervisory Board**

The remuneration of the members of the Board of Directors and the Supervisory Board is to be determined by the General Meeting, as the Company's supreme body.



## 2.4 Operation of the individual committees

When establishing the composition of special and standing committees, the primary consideration is to elect members who are able to take a position on all matters and professional issues within the scope of the decision-making competence of the Committee concerned.

### Special committees:

#### Consequence Management and Ethics Committee (CMEC)

The Consequence Management and Ethics Committee (CMEC) is a special committee operating at the Bank, which is the corporate body responsible for investigating ethical, regulatory and legal breaches. The Bank applies the principle of zero tolerance in cases of concealment, cover-up or participation in unethical or fraudulent conduct (i.e. it sets the limit of tolerance for the perpetrator, passing the responsibility on to the perpetrator, with all its consequences in terms of labour law, criminal law and other consequences).

	Members of the Consequence Management and Ethics Committee (CMEC)
Permanent members	Chairperson & CEO of the Bank
	Head of Human Resources Department
	Deputy CEO, Compliance
	Compliance Officer

#### Breach of Confidentiality Management Committee (BCMC)

The Bank has a special committee, the Breach of Confidentiality Management Committee (BCMC), which is a corporate body with general competence for dealing with breaches of secrecy.

	Members of the Breach of Confidentiality Management Committee (BCMC)
Permanent members	Deputy CEO, Compliance
	Deputy Chief Executive Officer for Finance and Operations
	Compliance Officer
	Chief legal counsel
	Head of Market and Operational Risk Management
	Head of Internal Audit
	Head of the IT Security Department (in the case of IT security breaches)
	Head of Human Resources Department (in the case of breach of confidentiality by an employee)
	Data Protection Officer (in the case of a breach of confidentiality involving personal data)

#### Fraud Management Committee (FMC)

The Bank has a Fraud Management Committee (FMC) as a special committee operating as a corporate body with special and supervisory competence for dealing with fraud.

	Members of the Fraud Management Committee (FMC)
	Head of IT and Bank Security Department
	Head of the Bank Security Department



<b>Permanent members</b>	Head of the Fraud Management Group
	Deputy CEO, Compliance
	Deputy Chief Executive Officer for Finance and Operations
	Chief legal counsel
	Head of Market and Operational Risk Management

## 2.5 Standing committees set up in the Bank to support management functions

### The Management Committee

The Management Committee (abbreviation: MC) is a standing committee set up by the Board of Directors.

The Management Committee is responsible for ensuring the operational implementation and monitoring of the achievement of objectives and the efficient and safe operation of the Bank, on the basis of the principles and strategy adopted by the Board of Directors. The Management Committee regularly monitors and controls Bank's daily operations, the implementation of business objectives, and the regulated operation and, if justified, makes the necessary decisions.

It has decision-making powers in the implementation of the strategy adopted by the Bank's Board of Directors, which includes, inter alia, the determination of trends for product development, sales, marketing and risk assumption. (The Management Committee cannot take over or limit the tasks and powers of the Bank's Asset-Liability Committee, Lending Committee or the Problem Claims Committee.)

The scope of the Management Committee's competence include, inter alia, adopting and submitting to the Board of Directors the medium-term strategy, adopting and submitting to the Board of Directors the annual financial plan, taking the necessary measures to achieve the objectives set out in the annual plan, examining the possibility of launching new business lines, discussing and adopting business policy concepts and product development proposals, monitoring business activity and elaborating proposals to increase sales.

The detailed rules of operation of the Management Committee are set out in the Rules of Procedure of the Management Committee. The Rules of Procedure of the Management Committee are aligned with the principles and regulations laid down in the Bank's Organisational and Operational Regulations.

	<b>Members of the Management Committee</b>
<b>Chairperson:</b>	Chairperson & CEO of the Bank
<b>Deputy Chairperson:</b>	Head of the Finance and Operations Division
<b>Members:</b>	Head of the Corporate Division
	Head of the Retail Division
	Head of the Treasury Directorate
	Head of the Strategic and Analytical Division
	Head of the Risk Management Directorate
	Head of the Risk Management Methodology Directorate
	Head of the IT and Subsidiaries Coordination Division
	Head of the IT Directorate
	Head of the Legal Directorate
	Head of Human Resources Department
	Head of the Back Office Directorate
	Head of the Bank Card Department

With right of consultation	Deputy CEO, Compliance Division
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### Asset-Liability Committee

The Asset-Liability Committee (abbreviation: ALCO) is a standing committee set up by the Board of Directors.

The Asset-Liability Committee performs Bank-wide duties relating to asset and liability management, risk management, liquidity management, limit control and pricing. In order to perform its duties, the ALCO is entitled to request information, reports, and figures from all areas of the Bank.

The scope of the Asset-Liability Committee's competence includes, inter alia, determining the Bank's asset and liability management guidelines, the principles for measuring and managing the various elements of balance sheet risk and the regulatory and limit framework for the Bank's asset and liability management, adopting the related regulations, determining the required level of reserves, and assessing changes in the external market and regulatory environment and their expected impact on the Bank.

The scope of the Asset-Liability Committee's competence also includes formulating the Bank's liquidity policy, adopting the related liquidity management rules and regulations, elaborating contingency plans to deal with unexpected liquidity problems, performing the tasks set out in the Recovery Plan and the Service Continuity regulations, regularly assessing the Bank's liquidity position and the development of its short and medium-term liquidity risk, and approving liquidity plans. Taking decisions to adjust positions, if necessary.

The scope of the Asset-Liability Committee's competence also includes the regular monthly monitoring of the Bank's asset/liability and capital structure, capital adequacy, compliance with the required liquidity management and asset and capital management limits, the adoption of a plan of action to remedy any limit overruns, and the monitoring of the Bank's compliance with the minimum reserve requirements.

The scope of the Asset-Liability Committee's competence also includes approving the Bank's pricing (interest and commission) policy, setting the framework for the Bank's announcements, monitoring their maintenance and legal compliance, approving the Bank's published interests and fee items, evaluating the pricing of proposals for the Bank's new products, as well as the liquidity, market risk (interest, exchange rate risk) and profitability of the products, if necessary, approving product limits, approving proposals for the introduction of a new product or service and its terms and conditions, approving the risk strategy, customer and partner rating, debtor rating and collateral valuation regulations applied by the Bank, and, in cases falling within the decision-making competence of the BoD, expressing its opinion on the regulations.

The Asset-Liability Committee assesses the credit risk profile and credit concentration limits. It reviews operational risk reports and may determine any need for measures, and monitors their compliance. In the course of the internal assessment process of the Bank's capital adequacy, the ALCO may decide on possible further capital formation, and in the case of strategic risk, may propose to the Board of Directors the amount of capital to be allocated in proportion to the regulatory capital. It regularly assesses the Bank's capital adequacy and, if necessary, formulates proposals for measures to ensure that the Bank has the necessary amount and composition of capital to cover its current and future risks.

The detailed rules of operation of the Asset-Liability Committee are set out in the Rules of Procedure of the Asset-Liability Committee.

The Asset-Liability Committee	
Chairperson:	Chairperson & CEO of the Bank
Deputy Chairperson:	Head of the Bank Treasury Directorate

### Lending Committee

The Lending Committee is the standing committee established by Bank's Board of Directors.

The Lending Committee has the authorisation to make decisions involving risk-taking delegated to its competence by the OOR and the Board of Directors. The Lending Committee is responsible for approving in advance and monitoring compliance with the Bank's lending policy. It continuously monitors the Bank's portfolio and the portfolio's quality and makes proposals for the formation of the necessary provisions.

The detailed rules of operation of the Lending Committee are set out in the Rules of Procedure of the Lending Committee.

	<b>The Lending Committee</b>
<b>Chairperson:</b>	Chairperson & CEO of the Bank
<b>Deputy Chairperson:</b>	A member of the Risk Management Directorate with voting rights.

### Problem Claims Committee

The Problem Claims Committee (abbreviation: PCC) is a standing committee established by Bank's Board of Directors.

The Problem Claims Committee performs risk management, transaction and customer management, recovery, impairment and loss minimisation tasks for the Bank as a whole in problematic cases, and is entitled to request information, reports and figures from all the Bank's departments as required for performing its tasks.

The detailed rules of operation of the Problem Claims Committee are laid down in the Rules of Procedure of the Problem Claims Committee.

	<b>Problem Claims Committee</b>
<b>Chairperson:</b>	Chairperson & CEO of the Bank
<b>Deputy Chairperson:</b>	Deputy Chief Executive Officer for Finance and Operations

### Subsidiaries Committee

The Subsidiaries Committee (abbreviation: SC) is a standing committee set up by the Board of Directors.

It is a corporate body of the Bank that implements, coordinates and manages business and functional controls. It has decision-making powers regarding, inter alia, Banking Group-level and individual group member strategies, coordinates and controls the implementation of Group members' new market entry strategies, and makes decisions in principle on the establishment of related subsidiaries. The Committee also serves as a forum for managing conflicts between subsidiaries and the Bank.

The Rules of Procedure of the Subsidiaries Committee are in line with the principles and standards set out in the Bank's Organisational and Operational Regulations and the Banking Group Governance Regulations. The functioning of the Committee ensures appropriate professional/business control and functional control in order to exploit synergies across the Banking Group. It is through the Committee that the shareholders' interests are represented through the discussion and adoption of proposals made to the Committee.

The detailed rules of operation of the Subsidiaries Committee are laid down in the Rules of Procedure of the Subsidiaries Committee.

	<b>The Subsidiaries Committee</b>
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<b>Chairperson:</b>	Chairperson & CEO of the Bank
<b>Deputy Chairperson:</b>	Deputy CEO, IT and Subsidiaries Coordination Division

### Anti-Money Laundering and Anti-Terrorist Financing Committee

The Money Laundering and Anti-Terrorist Financing Committee (abbreviation: AML Committee) is a standing committee established by the Board of Directors.

The Committee's primary task is to take decisions on any measures that may need to be implemented in relation to high-risk customer relationships.

Anti-Money Laundering and Anti-Terrorist Financing Committee	
<b>Chairperson:</b>	Deputy CEO, Compliance

The standing committees are the Bank's corporate bodies for decision-making, decision-preparation and consultation. The Standing Committees are responsible for preparing and taking decisions necessary for the conduct of the Bank's business, for minimising its risks and for its operations. The Board of Directors of the Bank decides on the establishment of the standing committees.

The members of the committees are persons with outstanding expertise and full competence in the subject matter concerned, who are leaders in the professional fields concerned.

The chairpersons of the committees are appointed in accordance with the rules of procedure of the committees or the regulations governing the operation of the committee concerned, and their rules of procedure are adopted by the relevant committee or the Board of Directors and/or the Supervisory Board.

In terms of decision-making, the Subsidiaries Committee, the Management Committee and the Asset-Liability Committee operate on the principle of majority voting. The decisions of the Lending Committee are taken by  $\frac{2}{3}$  voting majority. A decision of the AML Committee requires the affirmative vote of at least three members.

The Lending Committee, the Subsidiaries Committee, the Management Committee and the Asset-Liability Committee also have the possibility of a chair veto. In the case of the Lending Committee, the Deputy Chairperson and the Chief Risk Officer (CRO) have veto rights, and in the case of the Subsidiaries Committee and the Management Committee and the Asset-Liability Committee, the Deputy Chairperson also has veto right in the absence of the Chairperson.

## 2.6 Members of the senior management of Gránit Bank Nyrt.

### Éva Hegedűs, Chairperson & CEO

(for a professional presentation, see Management bodies, Section 2.1 Board of Directors)

### Péter Bence Jendrolovics, Deputy CEO, Retail Division

(for a professional presentation, see Management bodies, Section 2.1 Board of Directors)

### János Major, Deputy CEO, IT and Subsidiaries Directorate

(for a professional presentation, see Management bodies, Section 2.1 Board of Directors)

### Jenő Siklós, Deputy CEO, Financial and Operations Division (First Deputy CEO)

- Jenő Siklós graduated as an agricultural economist from the University of Agricultural Sciences in Gödöllő in 1977, and in 1983 as a certified economist from the Budapest University of Economics. He qualified as a chartered accountant and tax adviser in 1985.
- Between 1977 and 1990, he worked as chief accountant and then as financial director at the Fehérakác Agricultural Cooperative.

- Between 1990 and 1997, he held various senior positions at Budapest Bank Rt, including Managing Director, Deputy CEO, member of the Board of Directors, and First Deputy CEO from 1994.
- From 1997, he was Deputy CEO of the FHB Földhitel- és Jelzálogbank, where he headed the bank's finance and accounting department until 2008.
- From 2009 to 2010, he was Head of Finance and Accounting at BG Hitel and Lízing Zrt., before being appointed CEO in May 2010.
- Since 2011, he has been Deputy Chief Financial and Operations Officer of GRÁNIT Bank Nyrt. He also holds the posts of First Deputy CEO and Head of the Finance and Operations Division.
- Since 2021, he is the member of Siklós Dental Studio Kereskedelmi és Szolgáltató Kft.
- Since 2022, he is member of the Supervisory Board of Equilor Befektetési Zrt.
- Since 2024, he is managing director of GBG Szolgáltató Kft.
- He is fluent in English.
- He held 53,934 GRÁNIT ordinary shares at 31 December 2024.

#### **László Balázs Hankiss, Deputy CEO, Strategic Division**

- László Balázs Hankiss graduated from the Budapest University of Economics and Public Administration in 2000 (major: International Relations in Europe, minor: Service Management). In 2004, he obtained a diploma in banking after completing the Banking Diploma Program of the International Banking Training Centre.
- Between 2000 and 2002, he worked as a macroeconomic analyst at the Department of Economics of the Ministry of Economy.
- Between 2002 and 2010, he worked as Technical Secretary for the Retail Division of OTP Bank Nyrt, then became a specialist at the Retail Division, and later Head of the Retail Subsidiaries Department of the Retail Division.
- Since 2010, he has been a member of the management of GRÁNIT Bank Nyrt., first as Managing Director of the Strategy and Analysis Directorate, and later, since 2017, as Deputy CEO of the Strategy and Analysis Division. Between 2018 and 2024, he was member of the Bank's Board of Directors.
- Since 2014, he has been a member of Arbitrer Kft., since 2019, he has been a senior officer of the company.
- Between 2018 and 2024, he was a member of the Supervisory Board of GB Solutions Zrt.
- Since 2024, he has been a senior officer of Miracle Traffic Hungary Kft. and a member of Gránit Alapkezelő Zrt.'s Supervisory Board, and from 2025 the chair of Gránit Alapkezelő Zrt.'s Supervisory Board.
- He is fluent in English and German.
- He did not hold any GRÁNIT ordinary shares as at 31 December 2024.

#### **Zoltán Nagy, Deputy CEO, Compliance**

- Zoltán Nagy graduated from the Budapest University of Economics in 1988. In 1993 he received a certificate as a chartered accountant.
- Between 1988 and 1994, he worked for the Aranykalász agricultural cooperative, first as head of the financial department and then as chief accountant/CFO. Between 1995 and 2000, he was financial director at KITE Mezőgazdasági Szolgáltató és Kereskedelmi Rt.
- Between 2000 and 2004, he worked as Head of the Banking Department of the Northern Hungary Region of Postabank és Takarékpénztár Rt, while he was also a member of the County Microcredit Committee and a branch loan control officer.
- Since 2001, he has been the member and senior officer of ZOLAD Bt.
- Since 2013, he has been Deputy CEO for the Compliance Division at GRÁNIT Bank Nyrt.
- Since 2023, he has been a member of the Board of Trustees of the Rudolf Kalman Óbudai Egyetemért Foundation.
- He is fluent in German and Russian.
- He held 100 GRÁNIT ordinary shares at 31 December 2024.

**Zoltán Béla Tölgyesi, Deputy CEO, Corporate Division**

- Zoltán Béla Tölgyesi graduated as an agricultural economist from the University of Agricultural Sciences in Gödöllő in 1995, where he also obtained a degree in English-Hungarian technical translation in the same year. In 1995, he qualified as a chartered accountant. In 1998, he graduated from the Budapest University of Economics and Business Administration with a degree in Finance. In 2004, he completed the Manchester Business School Program of the University of Manchester, England, receiving an MBA with honours.
- He started his career at Raiffeisen Bank in 1995 as an enterprise consultant, later held positions as branch manager and then deputy regional manager. Between 2003 and 2008, he was managing director and head of the enterprises and SMEs business unit, while between 2008 and 2009, he was managing director and head of the retail and SME business unit.
- He has been involved in the development of GRÁNIT Bank Nyrt. since 2010, first as Managing Director overseeing the corporate and SME business units, while currently he is Deputy General Manager of GRÁNIT Bank Nyrt's Corporate Division.
- Since 2013, he is managing director of Magyar Perlit Kft., member of the company between 2013 and 2024.
- Between 2016 and 2020, he was member of the Board of Directors of FundWise Zrt. (senior officer).
- Since 2021, he serves as senior officer of Quersol Kft., member of the company between 2021 and 2024.
- Since 2024, he is chairman of the Supervisory Board of Gránit Lízing, and member and senior officer of Quertrust Kft.
- He is fluent in English.
- He held 200 GRÁNIT ordinary shares at 31 December 2024.

### 3 System of internal controls

#### 3.1 Internal control functions

The Bank has developed and operates its internal lines of defence, as well as each element that forms part of them, in accordance with the relevant legal requirements, supervisory requirements and the specificities, scope, complexity and risks of the service activities conducted by the Bank.

Accordingly, the Bank has developed and operates internal lines of defence that promote:

- the reliable and efficient operations of the Bank in accordance with laws and internal regulations,
- the protection of the Bank's assets, as well as the economic interests and social goals of its customers and owners,
- through these, the Bank's smooth and efficient operations and the preservation of trust towards the Bank.

The Bank's internal lines of defence comprise responsible internal governance and the internal lines of defence, such as the first line of defence (controls embedded in business processes), the second line of defence (risk control and compliance) and the third line of defence (internal audit). The Bank ensures the implementation of responsible internal management by establishing and operating the organisational structure, organisation and system of bodies and commissions defined in its Organisational and Operational Regulations, and by exercising management and control functions. The tools of the internal control functions are risk control functions, the compliance function and the internal audit function. The Bank's separate policies govern these tools, which are independent of each other and the functions they control.

Separate policies and rules of procedure govern the operations and interrelationship of all the Bank's decision-making bodies and organs (Board of Directors, Supervisory Board, Management Committee, Lending Committee, Asset-Liability Committee, Problem Claims Committee), as well as Internal Audit and Compliance.

Overall, the lines of defence work effectively. Meetings of the Management Committee and the Asset-Liability Committee are held at least once a month, whereas the Board of Directors and the Supervisory Board meet at least quarterly.

Any deficiencies that may arise are addressed by immediate measures.



Those responsible for Compliance and AML also perform their activities separately from operating and risk-taking processes.

### 3.2 Risk management

The Bank's internal lines of defence comprise responsible internal management and second- and third-line internal control functions that complement the controls built into the business processes (i.e. the first line of defence).

The second line of defence includes the risk control function and the compliance assurance function, while the third line of defence comprises the internal audit function (collectively referred to as 'internal control functions'). The internal control functions are independent of each other and of the departments and activities they control and supervise.

The Bank's risk management organisation has been designed along the internal lines of defence.

The Bank operates a Risk Management Directorate and a Problem Case Management Department as part of its first line of defence, a Risk Management Methodology Directorate performing the risk control function as part of the second line of defence and a Compliance Directorate performing the compliance assurance function.

The risk management organisation is complemented by a complex structure of internal committees. In the risk area, the Bank has the following committees in place:

- Lending Committee
- Asset-Liability Committee
- Problem Claims Committee

As part of its responsible internal governance, the Bank has a Board of Directors and a Supervisory Board to carry out the management and supervisory functions respectively.

In its annual report, the Bank provides information on the operation of its internal control system and the effectiveness of its risk management procedures.

The Bank manages its risks prudently and conservatively, and makes sure that its customers should not become indebted to an extent over their capacity of repayment, which must not be exceeded even during a potential economic turbulence.

The Bank's portfolio of assets is of impeccable quality thanks to the Bank's exceptionally well-regulated and conservative risk-taking policy.

The Bank develops its portfolio in compliance with conservative risk management and prudent business policy to ensure the best possible quality of it. The Bank's risk management strategy and policies are reviewed annually with the involvement of the relevant areas and are approved by the Board of Directors - are based on the following guidelines:

- The risk strategy, adjusted to the current economic environment, contains - in accordance with the Bank's business strategy and capital plan - the Bank's risk strategy principles and objectives regarding individual risk types, as well as the defined risk appetite.
- The ultimate goal of all the Bank's business activities is to make a profit of sufficient magnitude in the long term, after provisioning for risk (impairment, provisioning).
- The Bank's strategy for defining asset-side growth targets is to build what in risk terms is a high-quality portfolio, regarding the quality of the portfolio as the primary objective rather than quantity-based growth.
- The business and risk management functions are jointly responsible for the quality of the Bank's asset portfolio.
- The Bank has detailed risk management regulations covering all types of risks (credit risk, counterparty risk, concentration risk [including country, sector, etc.], market risk, liquidity risk, operational risk, etc.), which are in line with national and European Union legislation and supervisory requirements governing prudent banking operations. Information on risk management practices, applied limits and



their observance is provided in the annual report and in the information to be published pursuant to the CRR.

- The Bank reviews the prudent and conservative risk management regulations annually.
- The risk regulations prescribed in the Credit Institutions Act are approved by the Bank's Board of Directors.
- It is part of the Bank's risk-taking policy that it must be implemented in a dynamically changing business environment.
- The Bank continuously monitors the operations of the established risk management systems and subsequently measures the results and improves and ameliorates them on the basis of the experience gained.
- The Bank's management body with control powers approves, regularly reviews, and evaluates strategies and rules for segregation of responsibilities within the organisation, prevention of conflicts of interest, the taking, measurement, management, monitoring and evaluation of risks, including risks resulting from the macro-economic environment and changes in the current economic cycle.
- A part of the risk management strategy is the development of effective risk management processes.
- The risk management processes are parts of the Bank's comprehensive management system, the aspects of which play a role in strategic and annual planning.
- In any case, credit risk taking can only take place within the approved limit, in accordance with the guidelines of the Credit Policy.
- The Bank assumes only risks that can be measured and managed and that do not exceed its risk-bearing capacity. The risks are taken into account in the course of business decisions.
- The Bank focuses its risk-taking on business activities in which it possesses the necessary expertise and technical conditions for the assessment, measurement and monitoring of the risks entailed.
- The Bank's risk management policy includes the principle of safe operations, the principle of the avoidance of conflicts of interest, the principle of managing material risks, the cost-benefit principle, and the principle of avoiding prohibited activities.
- The Bank uses multi-level decision making in its lending decisions.
- The risks of the Bank are defined on the basis of the MNB ICAAP/ILAAP/BMA manual and the CRR.
- The Bank continuously monitors exposures and compliance with the limits.
- Risk management policy also involves a balance between the risk and return of positions and the continuously monitoring of it.
- The Bank also applies the four-eye principle when implementing risk-taking decisions to ensure compliance and fully conformity with the relevant policies.
- In order to reduce risks and capital requirements, the Bank only assumes any risks, depending on the creditworthiness of the customer and the risk structure of the transaction, if collateral or security of adequate quality (e.g. received guarantee, security deposit, government security collateral, surety, mortgage, etc.) is available.
- The Bank pays increasing attention to managing ESG risks and implementing climate protection considerations into business practice.
- The most important risk management principles include ultimate control at the level of the Board of Directors, independent audit separate from risk-taking areas, and appropriate measurement, diversification, monitoring and reporting of risks.

The organisational framework of the process by which risk appetite can be established, the extent of the risks undertaken can be monitored and continuously maintained, has been set out within the risk strategy. The Bank does not limit risk management activities to the risk management areas only, as being a company with a risk-conscious approach, the management of the Bank's risks is also the responsibility of its governing body, its management and employees alike.

The main principles of the policies pertaining to risk mitigation and credit risk coverage, the strategies and processes for risk mitigation and the control of the effectiveness of credit risk coverage tools, as well as the key aspects of the measurement of collateral, are set out in the Bank's Collateral measurement policy.

Aspects of the determination of Bank's risk appetite:

- what type and what degree of risk the Bank intends to take and what return can be expected from it;
- whether the Bank has any comparative advantage in an area;
- what the capital requirement for actual risks is,
- taking stock of all risks the Bank assumes, including the risks inherent in off-balance-sheet activities,
- risk assumption regularly reviewed and adjusted by the Bank on the basis of environmental, business, and risk information and analyses.

Key elements of the Bank's effective risk management activities:

- effective communication of risks and risk appetite within the organisation,
- continuous improvement in the identification, measurement, monitoring and management of risks,
- keeping key risk management processes and procedures up-to-date and user-friendly,
- improving the performance of risk management processes; and
- employing an appropriately skilled workforce.

### 3.3 Compliance Division

#### Main activity:

The Compliance Directorate is responsible for verifying the Bank's full compliance with external rules (legislation, decisions and recommendations of supervisory bodies, etc.) and internal rules (instructions, procedures).

In its activities, the Compliance Directorate cooperates with the other Directorates of the Bank.

In the course of its activities, the Compliance Directorate performs in particular (but not exclusively) the following tasks (it delegates a Control Expert, a Retail Control Expert, a Deputy Control Expert and a Deputy Retail Control Expert in connection with the operation of the MFB Pont Plus network):

- Reports on its activities to the Supervisory Board on a regular basis as determined by the Supervisory Board.
- Monitors whether the Bank's organisational units (including the MFB Point Plus Department) carry out the tasks set out in the Compliance regulations in accordance with the regulations.
- Monitors whether the Bank's organisational units (including the MFB Point Plus Department) comply with the Anti-Money Laundering regulations.
- Monitors the Bank's compliance with its customer due diligence and beneficial ownership disclosure obligations.
- Monitors the Bank's data protection activities and compliance with legal and internal regulations.
- Monitors compliance with the obligation to report money laundering and the suspension of transaction orders.
- Monitors whether the Bank is complying with its current control and reporting obligations in respect of transaction orders executed in cash (in HUF or in foreign currency).
- In order to ensure compliance, it organises training sessions for the Bank's relevant departments and provides direct advice on compliance issues.
- Contributes to the development of internal regulations to ensure compliance (including in particular regulations on confidentiality and anti-money laundering).
- Investigates and manages conflict of interest situations.
- Cooperates with other professional business areas of the Bank.
- Monitors compliance with internal audit systems.

#### Compliance Directorate

The Compliance Directorate is led by a Deputy Chief Executive Officer, who is the Bank's managing director. The Bank's Board of Directors exercises employer rights over the Deputy Chief Executive Officer, who manages the Compliance area. In connection with the establishment and termination of the legal relationship of employees and any other persons in a legal relationship aimed at work with the Compliance Directorate, the employer's rights are exercised by the Chairperson & CEO, with the proviso that the CEO is obliged to consult with the Deputy CEO supervising the Compliance Directorate.

The heads of the departments operating within the Compliance Directorate are obliged to report directly to the Deputy CEO, with the proviso that the Compliance area also reports to the other organisational units, as defined in the Compliance Regulations, and in the manner described therein.

The Deputy CEO, who manages the Compliance Directorate, participates in meetings of all of the Bank's committees with consultation rights.

The Compliance Directorate may, as part of its compliance management activities, at any time monitor the conduct of outsourcing activities and conflict of interest situations.

**Organisational structure:**

- Compliance Officer
- Senior AML Officer
- AML Officer

The Compliance Officer performs regulatory and operational functions as part of their compliance assurance function.

**Regulatory tasks of the Compliance Officer:**

- a. defines the scope of the compliance rules to be applied by the Bank, including the information relevant to compliance;
- b. collaborates with the Risk Management Directorate, when analysing the potential impact of changes in compliance rules, in monitoring changes in the Bank's external and internal environment;
- c. initiates any necessary modifications, and exercises control over the adequacy of implementation;
- d. collaborates in the preparation, updating as necessary and on a regular basis, of internal regulations and procedures - related to the compliance assurance function - and, in this context, in the elaboration of methods and procedures for the identification, estimation and analysis of compliance risk;
- e. is responsible for the timely review of regulations and rules of procedure relevant to their area, in particular in respect of the following regulations:
  - Compliance Regulations
  - Conflict of Interest Regulations
  - Ethical code
  - On establishing and operating internal lines of defence

**Operational tasks of the Compliance Officer:**

- a. Reports any breaches of compliance rules to the Bank's Compliance Manager.
- b. Advises the Bank's Board of Directors and Supervisory Board on compliance matters and prepares quarterly written reports.
- c. Makes arrangements for the mandatory annual compliance assurance training sessions and examinations (a list of examinees is maintained by the Human Resources Department), assists in answering compliance-related questions from employees.
- d. Maintains a register of information relevant to compliance (e.g. the employees' own-account transactions, conflict of interest reports, insider registers), executes the grouping and listing of data from the available database (with special regard to information available through the complaint management activity) in accordance with specific criteria, and the monitoring of the records.
- e. Examines and evaluates reports submitted in the matter of conflicts of interest, furthermore, notifies the head of the relevant department, or, if they are involved, their superior, and the internal auditor, and performs the related recordkeeping tasks.
- f. Proceeds in the course of fulfilling reporting obligations to authorities (e.g. conflict of interest, money laundering, insider dealing or market manipulation).
- g. Reviews the introduction of new products, procedures, and organisational changes from a compliance perspective.

- h. Authorises in advance - with the head of the relevant department - the acceptance of gifts or rewards by the Bank's employees from existing or potential customers during their employment relationship (Section 3.4 of the Regulations).
- i. Approves in advance the participation of Bank employees in investment clubs, trading of investment instruments or similar organisations, or their joining a foundation or financial fund (Section 4.8.5 of the regulations);
- j. Carries out the monitoring of the complaint management activity.
- k. Is responsible for ensuring the confidentiality of data within the Bank. Advises departments whose activities may give rise to sensitive information, ensuring that such information does not leave the confidentiality zone. Always recommends solutions in the event of a conflict of interest.
- l. Conducts independent investigations in accordance with the investigation plan.

**Monitoring and evaluation of the compliance assurance function:**

Compliance submits quarterly reports to the Board of Directors and the Supervisory Board on its activities performed during this period, but occasionally also prepares hoc reports as and when required. In the report, the compliance assurance area provides information on the following:

- a. summary of the organisational structure of the compliance assurance function, describing any material changes that may have occurred in the organisational framework since the previous reporting date;
- b. assessment of the effectiveness of the Bank's and the Banking Group's control environment in relation to compliance risk;
- c. changes in the regulatory environment and the measures that have been or will be taken as a result of those changes;
- d. monitoring activities carried out by the area fulfilling the compliance assurance function, summary of the findings of the investigations, highlighting the deficiencies, risks and infringements identified during the review of the Bank's or the Banking Group's internal policies and procedures;
- e. the measures taken or in progress in response to the deficiencies identified, the results or expected results and the deadlines of such measures (including sanctions proposed by Compliance against employees as part of the measures);
- f. if during the period covered by the report, the Bank deviated from the proposals and recommendations made by Compliance, a description thereof;
- g. the number of customer complaints received during the period under review, the payments made on the basis of complaints, the description of the issues relevant to compliance assurance based on the analysis of complaints;
- h. a report on the results of education / training on compliance assurance;
- i. compliance-relevant communications with authorities;
- j. on other relevant issues incurred in relation to compliance assurance since the last report;
- k. in assessing compliance, Compliance assesses the appropriate integration of climate-related and environmental risks into existing processes, and the compliance with the Green Recommendation.

**The Anti-Money Laundering (AML) function:**

AML officers' primary tasks include:

- Using an anti-money laundering screening system, investigating complex cases, making recommendations for closure and then implementing the resulting actions.
- Continuous monitoring and updating of the anti-money laundering screening system parameters in the light of the changing legislative environment and internal risk assessment;
- Preparing and making anti-money laundering reports to the NTCA (FIU);
- Assisting in responding to enquiries and reports from the NTCA, the MNB and other banks (correspondent banking) regarding anti-money laundering prevention activities.

**The AML area pays particular attention to education:**

It shall ensure that its employees involved in the performance of its activities as a credit institution as defined in Paragraph (1) of Section 1 of the AML Act become familiar with the legal provisions on money laundering and terrorist financing, recognise business relationships and transaction orders that enable or constitute money laundering or terrorist financing, and are able to act in accordance with the same Act if data, facts or circumstances indicating money laundering or terrorist financing arise.

The Bank shall provide its managers and employees involved in the prevention and combating of money laundering and terrorist financing, and in the implementation of financial and asset-related restrictive measures imposed by the European Union and the United Nations Security Council, as employees, with training prior to or within 30 days of their employment in such positions (preparatory training) and shall organise refresher training for them at least once a year after the year of their employment (hereinafter together: training). The training will include a written examination organised by the Bank, including an examination in its electronic systems.

An employee may only participate in the performance of activities related to the prevention and combating of money laundering and terrorist financing, and financial and asset-related restrictive measures ordered by the European Union and the United Nations Security Council under the supervision of another employee who has successfully passed the examination in connection with the training provided for in the previous paragraph, until he or she has successfully passes the examination organised by the service provider on the knowledge acquired in the preparatory training.

#### **Other actors in the AML function:**

##### *Designated responsible manager:*

The MNB expects that, in the context of the prevention and combating of money laundering and terrorist financing, in addition to the application of Section 63(5) of the AML Act, a member of the Bank's governing body be designated as the person responsible for compliance with the requirements and expectations related to the prevention and combating of money laundering and terrorist financing, taking into account potential conflicts of interest.

In accordance with the above, the member of the governing body (the Board of Directors), who is responsible for the Bank's implementation of the requirements and expectations relating to the prevention and combating of money laundering and terrorist financing has been designated in these Internal Regulations of the Bank as defined in Section 65 of the AML Act.

##### *Compliance Manager:*

The MNB also expects all financial institutions to have or designate a manager responsible for compliance, a compliance assurance manager, or a compliance manager.

The duties of the Compliance Manager, as defined in Section 3 (35) of the AML Act, are performed by the Deputy Chief Compliance Officer of the Bank. The Compliance Manager shall have appropriate knowledge of the Bank's exposure to risks associated with money laundering and terrorist financing. As set out in the Bank's internal procedures and internal regulations, the competencies of the Deputy Chief Compliance Officer must ensure that they initiate and take decisions affecting the Bank's risk exposure.

### **3.4 Control**

The internal audit system of Gránit Bank Nyrt covers the entire operation of the Bank and the Banking Group, all members and departments of the Group, including those areas with internal control functions and special control functions and tasks, as well as its business processes and activities, including outsourced activities.

The Bank has designed its internal audit system in accordance with the specific nature, scope, complexity and risks of the service activities it performs. The internal audit system is based on the Bank's databases and is supported by comprehensive analyses and risk assessments.

The control system consists of embedded controls, ex-ante and ex-post management controls, as well as independent internal and external audits; it also includes a management information system.

The independence of the internal audit function is also ensured by the fact that the Internal Audit is managed and supervised by Gránit Bank Nyrt's Supervisory Board in accordance with the applicable provisions of the Credit Institutions Act.

As part of managing the internal control system, the Supervisory Board approves the annual audit plan of Internal Audit, discusses and approves the reports prepared by Internal Audit at least every six months, monitors the implementation of the necessary measures and, if necessary, assists Internal Audit by hiring external experts.

The functional structure of the Bank's internal audit organisation is as follows:

- Group audit and methodological development
- General banking controls
- IT and digitalisation audit

In order to achieve the goals of the Bank and the Banking Group, Internal Audit applies a system-based approach and methodically evaluates the effectiveness of the risk management, audit, management, control and governance procedures of the audited organisational unit or process owner and, if necessary, gives recommendations for improvement. By examining compliance with legislation and internal regulations, as well as economy, efficiency and effectiveness, internal audit formulates findings, requests and proposals for the head of the audited organisational unit.

In order to fulfil its tasks, Internal Audit has full, unrestricted and free access rights to all functions, activities, operations, information, records, data files and computer programs of the organisation, as well as to its property and employees.

Internal Audit draws up an annual summary report and a semi-annual periodic report on its activities and submits it to the Supervisory Board. The annual summary report drawn up by Internal Audit also covers climate change and environmental risks.

Internal Audit also forwards its audit reports to the Supervisory Board for approval as part of its half-yearly, annual and, where appropriate, ad hoc reporting.

The control system applied at Banking Group level ensures the auditing and functional control of members of the Banking Group concerned. The purpose of the system is to monitor the control environment at subsidiaries, to apply internal audit methods in line with international best practices at Group level, to ensure the quality of internal audit activities and to regularly inform the Bank's Management Boards of the risks identified by the audits.

The Group-wide audit activity is based on the following four pillars:

- application of a uniform internal audit methodology,
- supervision of the audit standards and practices of the members of the banking group by the parent company's internal audit function,
- unscheduled inspections at the members of the banking group ordered by the parent company, and scheduled inspections carried out by it,
- professional assessment of the control risks of the subsidiary concerned and the activities of the internal auditors.

Members of the Banking Group develop the internal audit methodology at individual level in accordance with the Bank's Internal Control Methodology, and regularly provide data and information on the performance of the individual level control functions in order to ensure the effective operation of internal controls at Group level.

Internal Audit regularly reports to the Supervisory Board of the Bank on the internal audit activities of each Banking Group member in its semi-annual reports.



## 4 Auditor

The Company's General Meeting is entitled to select the audit firm and appoint the person responsible for the audit.

The Company's audit for the 2024 business year was carried out by PricewaterhouseCoopers Könyvvizsgáló Kft. (registered office: H-1055 Budapest, Bajcsy-Zsilinszky út 78; company registration number: 01-09-063022; tax number: 10256161-2-44), and the natural person performing the audit was Éva Barsi, the company's audit partner, chamber membership number: 002945, financial institution qualification number: E002945 (2014).

The auditor did not perform any activities in 2024 that would have compromised its independence.

The Board of Directors is obliged to inform the Company's General Meeting and the Supervisory Board of any other significant assignment given to the auditor. In addition, the Company's Board of Directors, Supervisory Board and its board committees may, where justified, also use the services of external consultants. In view of the provisions of Article 17 of Regulation (EU) No 537/2014 of the European Parliament and of the Council (hereinafter: Regulation), Éva Barsi, as a natural person, performed her last audit function in 2024.

In formulating its accounting policies and establishing its accounting system, the Company establishes internal controls and processes that reliably guarantee the achievement of the Company's goals in order to ensure the reliability of financial reporting, compliance with applicable legislation, and full satisfaction of the requirements related to data reporting to the supervisory bodies.

The detailed tasks relating to the preparation of the financial statements and to accounting auditing are set out in an internal regulatory document, which covers all the Bank's organisational units involved in the preparation of the financial statements. The internal regulatory document provides for the closing tasks and data reporting related to the preparation of the Company's interim (monthly, quarterly, semi-annual) and annual financial statements, sets out in a unified system the closing tasks to be performed monthly, quarterly, semi-annually and at the end of the year, the tasks to be performed and the data reporting, and determines the deadlines and the persons responsible for completing the tasks. The regulatory document also provides for the inventory and reconciliation of the general ledger accounts for the temporary recording of items which, for various reasons, cannot be immediately recorded in the actual asset or liability accounts or in the general ledger accounts used for off-balance sheet items at the time they are created.

Internal regulatory documents relating to accounting are reviewed regularly (annually) and updated as necessary. The Legal, Internal Audit and Compliance areas are also involved in the development and modification of the Bank's internal regulatory documents. The Accounting Policy is also reviewed by the auditor.

The auditor submits its mandatory special auditor's report to the Audit Committee and the Supervisory Board every year. The special report was also sent to both committees in 2024.

## 5 Information

The Company complies with its publication and disclosure obligations in strict compliance with the provisions of the applicable and relevant national and EU legislation, supervisory recommendations and the regulations and recommendations of the BSE.

The Company's practice is clearly defined by the fact that the regular provision of credible information is essential for shareholders and capital market participants to make well-founded decisions, and this information practice also has a positive impact on the Company's reputation.

The rules on publication and disclosure are set out in the Company's Disclosure Policy CONT-004/2011, which has been prepared in compliance with the currently effective and relevant national and EU legislation, supervisory recommendations and BSE rules and recommendations.

The Disclosure Policy ensures that all material information concerning the Company that has an impact on the price of the Company's shares is disclosed accurately, completely and in a timely manner in the designated disclosure locations.

The Policy is reviewed and updated as necessary, but at least annually. The Policy is to be approved by the Company's Board of Directors.

In order to ensure the compliance of the publication/disclosure with the BSE, the Company's internal audit function - based on the BSE's corporate governance recommendations- annually reviews the effectiveness of



the publication/disclosure process and verifies its compliance with internal and external rules and assesses whether the Company is providing timely information to investors and capital market participants through disclosure/publication in compliance with legal and BSE requirements.

The results of the review of the disclosure/publication processes carried out by the Company's internal audit function are discussed by the Board of Directors and the Supervisory Board. The Company discloses the results of the examination on BSE's and its own website.

At each Annual General Meeting, the Board of Directors provides information on the business and strategic objectives for the year. The Company discloses the proposal prepared for the General Meeting on the BSE's and its own website, in accordance with the provisions of the Disclosure Policy and the relevant regulations and recommendations of the BSE.

In accordance with the legal requirements, the Company shall disclose information on the professional careers of the members of the Board of Directors, the Supervisory Board and the management on the Company's website, in the Annual Report and in this Responsible Corporate Governance Report.

The proposal concerning the remuneration of the Chair and the members of the Board of Directors and the Chair and the members of the Supervisory Board shall be part of the proposals to be submitted to the General Meeting.

The Company has detailed risk management rules covering all major types of risks (credit and counterparty risks, concentration risks, liquidity risks, market risks, operational risks, etc.), which are in line with national and EU legislation governing prudent banking operations. Information on the Company's risk management practices is provided in the Annual Report.

The Company has detailed internal regulations covering insider and potential insider dealing, which fully comply with the limits and prohibitions set out in the MAR, its implementing regulations, and the latest effective version of the Capital Market Act. In addition, the guidelines on insider securities dealing are also available on the website. The Company discloses the transactions of the Board of Directors, the Supervisory Board and members of senior management related to the Company's shares in accordance with the rules of publication, and indicates the interests of the Board of Directors, the Supervisory Board and members of senior management in the Company (number of shares) in this Corporate Governance Report and in the Annual Report.

As the listing of the Company's shares on the BSE took place in December 2024, a complete review of the publication/disclosure process will be carried out for the first time for the business year 2025.

## **6 Method of exercising shareholder's rights**

### **Attendance of the General Meeting, and voting rights:**

The General Meeting is held with the personal attendance of the persons authorised to participate. Shareholders may exercise their rights to attend the General Meeting and cast their votes there in person or by proxy. The power of attorney for representation at the General Meeting must comply with the applicable Hungarian legal requirements. The power of attorney must be recorded in a notarial deed or a private document with full probative value.

If a legal representative of the shareholder organisation (e.g. director, managing director, mayor) acts at the General Meeting, the authentic court or company court document certifying the right of representation or the certificate of election of the mayor must be presented at the place of the General Meeting.

If the power of attorney was issued abroad, the formality of the power of attorney must comply with the legislation on the authentication or legal endorsement of documents issued abroad. Detailed information on this is provided by Hungarian diplomatic missions. If the document is not in Hungarian or English, an authentic translation of the document in Hungarian is also required.

The shareholder or shareholder's proxy can participate in the General Meeting if they were registered in the register of shareholders no later than the second working day before the start of the general meeting.

The requirements for the content of the general meeting power of attorney to be granted to the shareholder's proxy, as well as the rules relating to the person and procedure of the shareholder's proxy, are regulated by Sections 151-155 of Act CXX of 2001 on the Capital Market.

Further details can be found in the Articles of Association disclosed on the Company's website.

**Brief description of the rules relating to the conduct of the general meeting:**

For the General Meeting as a corporate event, the Company shall request an ownership identification from the central securities depository in accordance with the provisions of section IV.3(4) of the Articles of Association. The date of the ownership identification (reference date) must fall within the period between the 7th (seventh) and the 5th (fifth) stock exchange trading days (including these days) preceding the General Meeting. The rules relating ownership identification are stated in the regulations of the KELER Zrt. in force at the relevant time.

At 18:00, Budapest time, on the second working day prior to the day of the General Meeting, the keeper of the register of shareholders deletes all data contained in the register of shareholders at the time of the ownership identification procedure, and simultaneously enters the data obtained upon the identification procedure into the register of shareholders, and closes it with the data of the ownership identification. The person entitled to exercise a shareholder's rights at the General Meeting is the person whose name appears in the register of shareholders at the time of its closure. The transfer of the share prior to the opening day of the general meeting shall not affect the right of the person entered in the register of shareholders to attend the general meeting and exercise the rights they are entitled to as a shareholder.

Holders of ordinary registered shares of a nominal value of HUF 1,000 each (ISIN: HU0000094149) are entitled to vote per share at a rate corresponding to the nominal value of their shares.

Holders of Series D preference shares (ISIN: HU0000123187) of a nominal value of HUF 1,000 each shall be entitled to ten times the voting rights attached to the nominal value of one share for the decisions described in Section IV.2(2)(b) of the Company's Articles of Association, while they shall be entitled to the same voting rights as holders of ordinary shares for all other decisions.

The General Meeting must be convened at least thirty (30) days before its start date, by means of an invitation (announcement) published in accordance with the provisions of section XIV of the Articles of Association. The General Meeting can be convened at a location other than the company's registered office, in order to allow the largest number of shareholders to attend, as widely as possible.

The invitation to the General Meeting shall contain:

- (a) name and registered office of the Company,
- (b) a specification of the time and location of the General Meeting,
- (c) the agenda of the General Meeting,
- (d) the manner of holding the General Meeting,
- (e) the conditions stipulated in these articles of association for exercising the right to vote,
- (f) in case the General Meeting does not have a quorum, the place and time of the repeated General Meeting,
- (g) the conditions for exercising the right to add items to the agenda, and
- (h) the place where the original and full text of the draft resolutions and documents to be submitted to the General Meeting can be found.

At the General Meeting, a decision may be taken on an issue included in the agenda duly circulated, unless all those entitled to attend are present and unanimously agree to the discussion of the issue not included in the agenda.

The General Meeting shall constitute a quorum if it is attended by right holders representing more than half of the votes entitled to be cast.

If the quorum is not present, a reconvened General Meeting shall be quorate for matters on the original

agenda, irrespective of the voting rights represented by those present, provided that it is convened at least ten days and not more than twenty-one days after the original date.

The General Meeting may decide to suspend the General Meeting. The General Meeting may adjourn once for a maximum period of thirty days. The quorum at a General Meeting held as a continuation of a suspended meeting shall be verified in the same way as at the beginning of the General Meeting. In the case of a general meeting held as a continuation of a suspended session, the rules governing the convening of the general meeting and the election of the officers of the general meeting need not be applied.

Unless otherwise provided by the Civil Code or the Articles of Association, the resolutions of the General Meeting require a simple majority of the votes of the shareholders present. In matters listed in points V.1(2)(a), (b), (c), (g), (j) and (q) of the Articles of Association, the proposal for a decision shall be adopted by a majority of at least three-quarters of votes. The decision according to subsection V.1(2) point (o) must be adopted with at least 75% of the votes represented by the shares present. When adopting a resolution of the General Meeting, Section 3:19(2) of the Civil Code shall not apply, i.e. when adopting resolutions of the General Meeting, a vote can be cast by a person who otherwise under Section 3:19(2) of the Civil Code would not have the right to vote on that decision. The method of exercising voting rights (show of hands, use of ballot papers, etc.) shall be proposed by the Board of Directors and decided by the General Meeting under the agenda item following the election of the officers responsible for conducting the General Meeting.

Minutes of the General Meeting must be taken, which includes:

- (i) name and registered office of the Company;
- (ii) the manner, place and date of holding the General Meeting;
- (iii) the names of the presiding chair of the General Meeting, the keeper of the minutes, the authenticators of the minutes and the vote counters;
- (iv) the main events of the General Meeting, and the motions put forward;
- (v) the resolutions proposed, in the case of each resolution the number of shares for which a valid vote was cast, the proportion of the share capital represented by these votes, the number of votes cast and the number of votes against, and the number of abstentions.

The minutes of the General Meeting shall be signed by the presiding chair of the meeting and by the keeper of the minutes and authenticated by the shareholder elected to do so.

The Board of Directors shall place and retain the minutes of the General Meeting and the attendance register among its own documents.

The Board of Directors shall submit (a summary of) the minutes of the General Meeting and the attendance register to the court of record within thirty days of the conclusion of the General Meeting. Any shareholder may request the Board of Directors to issue a copy of the minutes of the General Meeting or an extract containing a part of the minutes.

Further details can be found in the Articles of Association disclosed on the Company's website.

## 7 Declaration on Remuneration

The Bank formulated its remuneration policy pursuant to Act LXVII of 2019 on the Encouragement of Long-Term Shareholder Engagement and the Amendment of Certain Acts with a View to Legislative Harmonisation (Shareholder Engagement Act) (**Remuneration Policy**), which the Bank's Board of Directors then submitted to the General Meeting convened for 30 April 2025 for an advisory vote.

The personal scope of the Remuneration Policy covers directors under the Shareholder Engagement Act.<sup>1</sup> The Remuneration Policy has been drawn up in accordance with the provisions of the Shareholder Engagement Act and contains, in accordance with the detailed rules set out therein, the following:

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<sup>1</sup> Pursuant to Section 2(2) of the Shareholder Engagement Act, "director: shall mean  
a) any member of the executive (board of directors, management board) or supervisory (supervisory board) bodies of the company;

- the fixed and variable elements of the remuneration and their relative proportions,
- a description of how the salary and the employment conditions of the company's employees were taken into account in the elaboration of the Remuneration Policy,
- the terms and conditions of contracts concluded with directors regarding work or the fulfilment of their office, or related remuneration, in accordance with the Shareholder Engagement Act,
- presentation of the decision-making process for defining, reviewing and implementing the Remuneration Policy, including measures to avoid or manage conflicts of interest,
- the terms and conditions of share-based and performance-based remuneration under the Shareholder Engagement Act,
- the terms and conditions for the revision of the Remuneration Policy,
- the possibility of exceptional deviation from the Remuneration Policy.

The Bank shall disclose the Remuneration Policy on its website after an advisory vote at the General Meeting, together with the date and result of the vote. The Bank submits the Remuneration Policy to the General Meeting whenever it is significantly amended, but at least every four years.

Pursuant to Section 22(2) of the Shareholder Engagement Act, the provisions of the Shareholder Engagement Act relevant to remuneration reporting shall apply to credit institutions and investment firms if this is requested by the National Bank of Hungary in a decision. Given the fact that the National Bank of Hungary has not issued such a decision, the Bank continues to fulfil its disclosure obligation regarding its remuneration policy on the basis of the Credit Institutions Act and Regulation (EU) No 575/2013 of the European Parliament and of the Council on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012 (CRR).

## **8 Assessment of the work of the Board of Directors, the Supervisory Board and the management**

In accordance with the legal provisions and recommendations, the assessment of the ability of the Board of Directors, the Supervisory Board and the management to execute was carried out for the relevant managers in the framework of the annual performance assessment in 2024. The completed assessment primarily focused on whether the manager concerned has performed their duties during the relevant business year with the primary interests of the Company in mind. As part of this, business thinking, business and operational development and management efficiency, the effective management of relationships and resources, as well as the achievement of the tasks and results set out in the strategic plan for the business were assessed.

The results of the evaluation did not give rise to any measures to be taken. No conflict of interest or circumstance relating to the independence of the managers concerned arose during the period under review, based on conflict-of-interest regulations, ethical codes or human risk considerations.

## **9 Description of the diversity policies for the company's management, executive and supervisory bodies**

The Bank's policy places a strong emphasis on ensuring diversity in the selection of its executive management bodies and the management. The promotion of diversity and inclusiveness is considered a key factor that contributes to the long-term success of the Bank. It ensures that people from different backgrounds, experiences and perspectives can work together to enhance creativity, innovation and the ability to solve problems. This is particularly important for the management and supervisory bodies, where strategic decisions are made and the Bank's direction is shaped. It is considered of paramount importance that professionalism, high-level managerial and human competences, a broad educational background and business experience are taken into account when nominating members of the Bank's management and executive bodies. In the selection process, the Bank takes into account people's reputation for integrity and reliability. In addition, the Bank is committed to promoting diversity and pays particular attention to increasing the participation of women. In filling senior management positions, the Bank seeks to ensure that both sexes are adequately represented, while also taking into account the principles mentioned above. According to the Bank's strategy in force, the Board of Directors

*b) the CEO and - if there is such a function in the company - the Deputy CEO of the company, provided they are not members of the company's executive or supervisory bodies"*

has two female members, while the Supervisory Board has one. As the Bank is a public limited company, the election of the members of the executive bodies is the exclusive responsibility of the General Meeting, which means that, other than the nomination of candidates, the Bank has no substantive influence on its decisions. The Bank's Board of Directors and the Supervisory Board each consist of five members, with a total of three women members in the two Boards. The Bank's management currently consists of seven members, including one female member. Overall, 58% of the Bank's employees are women, while 42% are men.

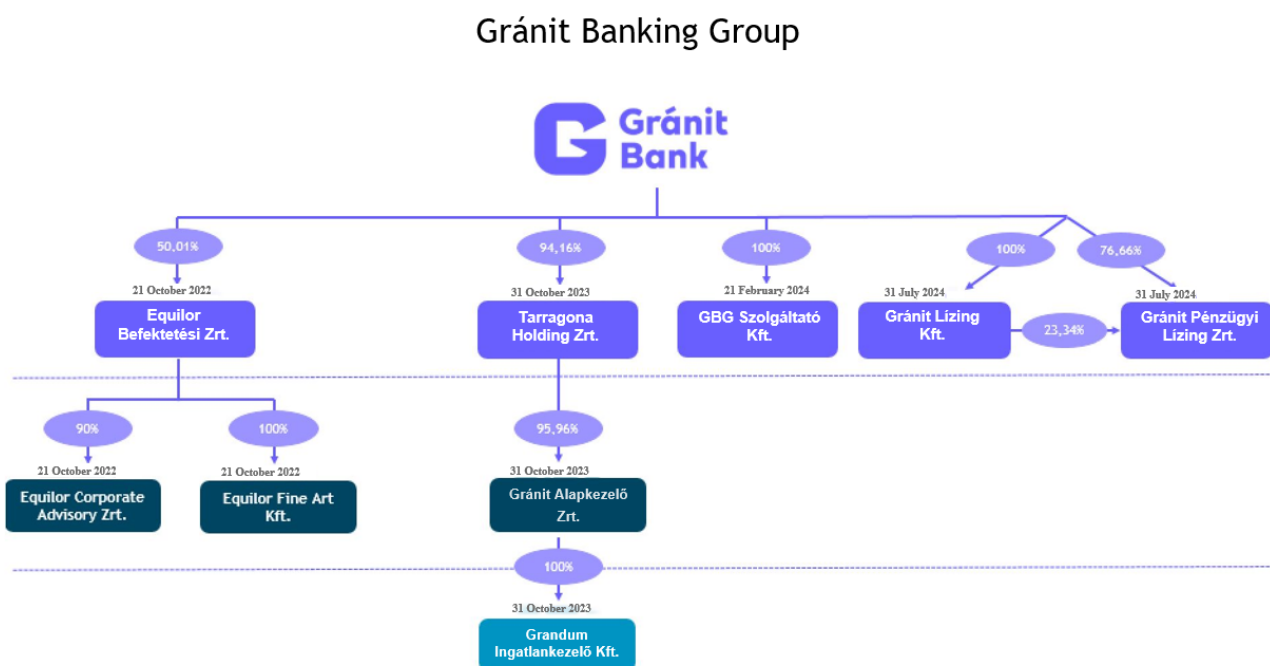
## 10 Legal background

The Banking Group operates in compliance with the provisions of company law and prudential law in force. GRÁNIT Bank Nyrt., as the governing credit institution, manages the members of the Banking Group in compliance with the applicable legislation.

As a credit institution subject to consolidated supervision, GRÁNIT Bank is equally responsible for ensuring that all of the undertakings under its controlling influence operate prudently and comply with risk assumption and capital adequacy requirements.

Pursuant to Section 3:112(3) of the Civil Code, the Bank may issue instructions to the senior officers of single-member companies 100% owned by GRÁNIT Bank, which the senior officer concerned is obliged to execute.

## 11 Group structure



## 12 Group governance

In GRÁNIT Banking Group, Group Governance is implemented through the set of rules, responsibility relationships, processes, tools, activities and organisational solutions used by GRÁNIT Bank as the Parent Company to ensure the long-term effective operation and control of the directly or indirectly owned undertakings that are members of the Banking Group. It is an efficient, transparent and prudent framework for the achievement of the objectives of the GRÁNIT Banking Group.

An efficient governance system is a prerequisite for the achievement of the business objectives set for the Group, in which GRÁNIT Bank Nyrt., as the parent company, implements the professional/business vision through appropriate ownership interest mechanisms.

**The principles for the professional governance of the Group members are as follows:**

- The primary goal is to increase shareholder value and to establish and operate transparent and efficient control and monitoring mechanisms.
- The Bank's Chairperson & CEO: is responsible for the implementation of the coordinated management of the Group members, supported by a Subsidiaries Committee (SC) composed of the Deputy CEOs.
- Representation of the Bank as owner: at the general meetings/meetings of the directly owned group member companies, the CEO or their delegate is responsible for representing the Bank or ensuring its representation.
- The Group member's senior management is key

Primary responsibility, accountability and authority lies with the Group member's senior management, who are familiar with the circumstances of the Group member and manage the company concerned within the framework of a centrally agreed strategy and business model. Control is essentially exercised through governance, business oversight and functional control by the shareholders.

The shareholders' interest is represented through the Subsidiaries Committee, through the discussion and adoption of proposals made to the Committee. The functioning of the Committee ensures appropriate professional/business control and functional control in order to exploit synergies across the Banking Group.

The organisational model must help to exploit synergies and ensure the possibility of control by the shareholders.

The Bank's accumulated experience, management and expert team are key to synergies. In addition to the mechanisms established, the possibility of subsidiary business decision-making is also ensured, while the mechanisms ensure the sharing of professional experience within the group and the dissemination of best practices.

This control is ensured partly through the chairpersons/members of the bodies directly reporting to the subsidiary's management (boards of directors, supervisory boards), and partly through the functional supervision and the application of defined standards by the central functional areas.

The Banking Group is operated in a business/functional matrix governance system, the model best suited to the Group's specificities.

The applied model is designed to ensure that the organisation, which is made up of group members of varying complexity and size, operates in accordance with uniform principles, but taking into account the specificities of the subsidiaries, optimising business performance at group level and ensuring compliance with banking group standards.

## **13 Operational structure**

### **Managers of the Bank's operation as per the organisational hierarchy**

The CEO exercises and performs their powers and duties based on and within the framework of the Articles of Association in force, the resolutions of the General Meeting and the Board of Directors, and the Bank's internal regulations. The CEO is responsible for the Bank's prudent, economic, efficient, secure and safe management and operation in accordance with the legislation in force and the Bank's internal regulations, taking into account the Bank's best interests. The CEO prepares, implements and enforces the decisions of the Board of Directors. They ensure that the persons and organisations under their control are fully regulated and that there is a separation of responsibilities and functions in the work processes.

The Bank's central organisation is divided into functional organisational units.

Under the control of the CEO, each central department or function is managed by the Deputy CEOs (Heads of Division), taking into account their logical and professional coherence, in addition to the areas under the direct control of the CEO.

The Deputy CEOs are responsible for the management of the departments and/or specific functions entrusted to them. They are responsible, in their department, for the Bank's prudent, economic, efficient, secure and safe management and operation in accordance with the legislation in force and the Bank's internal regulations, taking into account the Bank's best interests.



The managing directors, directors, department and division heads are also involved in the management of the Bank's operations.

#### 14 Reporting lines

The Bank's reporting lines within the Banking Group and for outsourced activities are properly regulated and documented.

The proper functioning of the reporting lines required by law and expected by management is regularly reviewed by Internal Audit in accordance with its annual internal audit programme.

#### 15 ESG tasks

The integration of ESG considerations into corporate governance and risk management processes is ongoing. ESG-related decisions and measures are taken with the involvement of relevant business and support areas.

The management of risks related to climate-related and environmental risks is highlighted in the Bank's risk policies. The Deputy CEO responsible for Strategy and Analysis, also identified as the CRO, is the executive responsible for managing and controlling environmental risks.

In order to improve the efficiency of the implementation and recording of ESG-related tasks, the Bank has created a new job function within the Strategy and Analysis Division (ESG Specialist) as of September 2024.

Monitoring and assessment of sustainability and environmental risks is part of the monthly Risk and Controlling Report. The chapter entitled "Climate-related and environmental risks" of this report regularly presents the Bank's green loan and bond portfolio, the most important information on climate change and other environmental risks, and the current status of the "Green Action Plan" and ESG developments.

Risk and controlling reports on the development of results and the quality of the portfolio are discussed by the Asset-Liability Committee on a monthly basis and by the Supervisory Board and the Board of Directors on a quarterly basis.

The Bank's business areas regularly consult with qualified ESG experts, actively participate in the Sustainability Working Group of the Hungarian Banking Association, and occasionally attend conferences on sustainability issues.

In order to implement the MNB's Green Recommendations, the Bank has launched an internal project to fully comply with regulatory requirements and to ensure the achievement of sustainability objectives, while continuously improving its ESG framework and its integration into its business operations.



## 2.) RCG Report on Compliance with the Responsible Corporate Governance Recommendations

As part of the Responsible Corporate Governance Report, the Company declares, by completing the tables below, to what extent it has applied the recommendations and proposals set out in the specific points of the Responsible Corporate Governance Recommendations ("RCGR") issued by the Budapest Stock Exchange in the course of its corporate governance practices.

By reviewing the tables, market participants can easily understand the extent to which each company's responsible corporate governance practices comply with certain requirements of the RCGR and easily compare the practices of individual companies.

### Level of compliance with the Recommendations

The company indicates whether or not it applies the relevant recommendation and, if not, provides a brief explanation of the reasons for not applying the recommendation concerned.

1.1.1. The company has an organisational unit dealing with investor relations, or a designated person performs these tasks.

Yes

No

1.1.2. The company's Articles of Association are available on the company's website.

Yes

No

1.1.4. Where the company's Articles of Association allow shareholders to exercise their rights in absentia, and the company has disclosed on its website the methods and conditions, including the necessary documents, for exercising their rights.

Yes

No

Explanation: The event in question did not occur in the previous business year, given that the first general meeting after the change of the public limited company's operational form will be held on 30 April 2025, where it will be properly addressed.

1.2.1. The company has disclosed the rules for the conduct of general meetings and the exercise of shareholder voting rights in a summary document on its website.

Yes

No

Explanation: The event in question did not occur in the previous business year, given that the first general meeting after the change of the public limited company's operational form will be held on 30 April 2025, where it will be properly addressed.

1.2.2. The company has disclosed the exact date on which the parties entitled to participate in the relevant corporate event will be determined (record date), as well as the date on which the shares granting entitlement to participate in the relevant corporate event will be traded for the last time.

Yes

No

Explanation: The event in question did not occur in the previous business year, given that the first general meeting after the change of the public limited company's operational form will be held on 30 April 2025, where it will be properly addressed.

1.2.3. The company has held its general meetings in such a way as to allow as many shareholders as possible to attend.

Yes

No

1.2.6. The company did not limit the shareholder's ability to appoint a separate representative for each securities account at any meeting.

Yes

No

1.2.7. If proposals have been submitted for items on the agenda, in addition to the proposal for a resolution by the Board of Directors, the opinion of the Supervisory Board was also made available to shareholders.

**Yes**

**No**

Explanation: The event in question did not occur in the previous business year, given that the first general meeting after the change of the public limited company's operational form will be held on 30 April 2025, where it will be properly addressed.

1.3.3. The company has not restricted or imposed any conditions on the right of shareholders attending the general meeting to receive information, to make comments or to propose motions, except for measures taken to ensure the proper and orderly conduct of the general meeting.

**Yes**

**No**

Explanation: The event in question did not occur in the previous business year, given that the first general meeting after the change of the public limited company's operational form will be held on 30 April 2025, where it will be properly addressed.

1.3.4. The company has ensured compliance with the information and disclosure principles stipulated by law and by the stock exchange regulations by answering questions raised at the general meeting.

**Yes**

**No**

Explanation: The event in question did not occur in the previous business year, given that the first general meeting after the change of the public limited company's operational form will be held on 30 April 2025, where it will be properly addressed.

1.3.5. The company has disclosed on its website, within three working days of the general meeting, its answers to questions that the representatives of the company's corporate bodies present at the general meeting or its auditor were unable to answer satisfactorily, or has published information on the reasons for not answering.

**Yes**

**No**

Explanation: The event in question did not occur in the previous business year, given that the first general meeting after the change of the public limited company's operational form will be held on 30 April 2025, where it will be properly addressed.

1.3.7. The chair of the general meeting has ordered a recess or proposed the adjournment of the general meeting, if a motion or proposal has been received on matters included in the agenda of the general meeting which the shareholders were not able to know before the general meeting.

**Yes**

**No**

Explanation: The event in question did not occur in the previous business year, given that the first general meeting after the change of the public limited company's operational form will be held on 30 April 2025, where it will be properly addressed.

1.3.8.1. The chair of the general meeting did not apply a joint voting procedure to decide on the election and recall of the members of the senior officers and members of the supervisory board.

**Yes**

**No**

Explanation: The event in question did not occur in the previous business year, given that the first general meeting after the change of the public limited company's operational form will be held on 30 April 2025, where it will be properly addressed.

1.3.8.2. In the case of senior officers and supervisory board members nominated with the support of shareholders, the company provided information on the identity of the supporting shareholder(s).

**Yes**

**No**

Explanation: The event in question did not occur in the previous business year, given that the first general meeting after the change of the public limited company's operational form will be held on 30 April 2025, where it will be properly addressed.

1.3.9. Prior to the discussion of the items on the agenda relating to the amendment of the Articles of Association, the general meeting issued a separate resolution on whether it wished to decide on each item of the

amendment of the Articles of Association separately or by joint resolutions or, by resolutions joined on the basis of certain aspects.

**Yes**

**No**

Explanation: The event in question did not occur in the previous business year, given that the first general meeting after the change of the public limited company's operational form will be held on 30 April 2025, where it will be properly addressed

**1.3.10.** The company has disclosed the resolutions and the minutes of the general meeting, including a description of the resolutions and the relevant questions and answers related to the resolutions, within 30 days of the general meeting.

**Yes**

**No**

Explanation: The event in question did not occur in the previous business year, given that the first general meeting after the change of the public limited company's operational form will be held on 30 April 2025, where it will be properly addressed.

#### **Questions under Section 1.5 repealed<sup>2</sup>**

**1.6.1.1.** The company's disclosure guidelines address these electronic, internet-based disclosure procedures.

**Yes**

**No**

**1.6.1.2.** The company's website is designed with disclosure considerations and investor information in mind.

**Yes**

**No**

**1.6.2.1.** The company has internal regulations on disclosure, which covers the processing of the information listed in Section 1.6.2 of the Recommendations.

**Yes**

**No**

**1.6.2.2.** The company's internal regulations cover the classification of events that are significant for disclosure purposes.

**Yes**

**No**

**1.6.2.3.** The board of directors / management board has assessed the efficiency of the disclosure processes.

**Yes**

**No**

**1.6.2.4.** The company has disclosed the results of its review of the disclosure processes.

**Yes**

**No**

**1.6.3.** The company has disclosed its annual calendar of corporate events.

**Yes**

**No**

**1.6.4.** The company has disclosed its strategy, business ethics and other guidelines related to stakeholders.

**Yes**

**No**

**1.6.5.** The company has disclosed in the annual report or on its website information on the careers of the members of the board of directors / management board, supervisory board and management.

**Yes**

**No**

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<sup>2</sup>During the 2020 review of the recommendations, the Responsible Corporate Governance Committee repealed the recommendations in Sections 1.5 and 1.6.7 on remuneration and accordingly amended Sections 1.6.2, 1.6.9 and 2.2.2 and Annex 1, in view of the fact that, as of July 2019, the rules on remuneration are regulated by Act LXVII of 2019 on the Encouragement of Long-Term Shareholder Engagement and the Amendment of Certain Acts with a View to Legislative Harmonisation. Nevertheless, the Committee intends to issue in the future additional, explanatory and guidance recommendations to issuers to complement these legislative provisions, although this requires the development of a practice linked to the new legislative provisions. The new recommendations and proposals replacing the repealed sections, which will be adopted by the Responsible Corporate Governance Committee at a later stage, will summarise this practical experience.

**1.6.6.** The company has disclosed appropriate information on the work of the board of directors / management board, the supervisory board and the management including their evaluation and changes during the year.

Yes

No

**Questions under Sections 1.6.7.1 to 2 repealed<sup>3</sup>**

**1.6.8.** The company has disclosed its risk management guidelines and information on its system of internal controls and on the main risks and the related principles for management.

Yes

No

**1.6.9.1.** The company has disclosed its policy on insider dealing in the company's shares.

Yes

No

**1.6.9.2.** The company has disclosed the shareholdings of the members of the board of directors / management board, supervisory board and management in the company's securities <sup>4</sup>in the annual report or otherwise.

Yes

No

**1.6.10.** The company has disclosed the relationship of the members of the board of directors / management board, supervisory board and management with any third party that may affect its operations.

Yes

No

**2.1.1.** The company's articles of association contain clear provisions on the duties and competencies of the general meeting and the board of directors / management board.

Yes

No

**2.2.1.** The board of directors / management board has rules of procedure which set out the tasks relating to the preparation and conduct of meetings and the adoption of resolutions, as well as other matters affecting the operation of the board of directors / management board.

Yes

No

**2.2.2.** The procedure for nominating members of the board of directors / management board<sup>5</sup> is disclosed by the company.

Yes

No

Explanation: The event in question did not occur in the previous business year, given that the first general meeting after the change of the public limited company's operational form will be held on 30 April 2025, where it will be properly addressed.

**2.3.1.** The rules of procedure and the working plan of the supervisory board describes in detail the operation, competencies and duties of the board, as well as the rules and procedures according to which the supervisory board acts.

Yes

No

**2.4.1.1.** The board of directors / management board and the supervisory board meet at regular intervals, which are determined in advance.

Yes

No

**2.4.1.2.** The rules of procedure of the board of directors / management board or the supervisory board provide for the conduct of meetings which cannot be scheduled in advance, and for decision-making by electronic means.

Yes

No

<sup>3</sup> See footnote no. 2 on page 39

<sup>4</sup> See footnote no. 2 on page 39

<sup>5</sup> See footnote no. 2 on page 39

**2.4.2.1.** Board members have access to the proposals for a given board meeting at least five working days prior to the meeting.

Yes

No

**2.4.2.2.** The company has ensured the proper conduct of meetings, the recording of minutes of the meetings, as well as the management of the documentation and resolutions of the board of directors / management board and the supervisory board.

Yes

No

**2.4.3.** The rules of procedure regulate the regular and ad-hoc attendance of non-board members at board meetings.

Yes

No

Explanation: In the case of the Board of Directors, the amendment to the rules of procedure of the board of directors regulating the regular and ad-hoc attendance of non-board members at meetings was adopted at the Board of Directors' meeting of 7 April 2025, thus ensuring that the issue is properly addressed.

**2.5.1.** The nomination and election of the members of the board of directors / management board and the supervisory board has been carried out in a transparent manner, with information on the candidates being made public in due time before the General Meeting.

Yes

No

Explanation: The event in question did not occur in the previous business year, given that the first general meeting after the change of the public limited company's operational form will be held on 30 April 2025, where it will be properly addressed.

**2.5.2.** The composition and the number of members of the boards comply with the principles set out in Section 2.5.2 of the Recommendations.

Yes

No

**2.5.3.** The company has ensured that the newly elected board members have the opportunity to become familiar with the structure and operation of the company and their duties as board members.

Yes

No

**2.6.1.** The management board/supervisory board has periodically (linked to the preparation of the annual responsible corporate governance report) requested confirmation of independence from its members who are considered independent.

Yes

**2.6.2.** The company provides information on the means to ensure that the board of directors / management board assesses the activities of management objectively.

Yes

No

Explanation: In line with supervisory requirements, the performance of the Supervisory Board, the Board of Directors and management has been assessed for the year 2024. The Bank provides both the Board of Directors and the Supervisory Board with the necessary tools and mechanisms for an objective management assessment, including performance evaluation, independent audit and transparent communication. The management's activities are evaluated annually and are continuously monitored from both financial and operational perspectives. Independent internal and external audits are conducted annually, which provide an objective analysis of management decisions, the financial situation and the company's operations. Regular, open communication between the Board of Directors and the management ensures that the Board of Directors has access to all relevant information and can take appropriate decisions on this basis.

**2.6.3.** The company has published on its website its guidelines on the independence of the management board/supervisory board and the independence criteria applied.

Yes

No

**2.6.4.** The company's supervisory board has no members who have held a position in the company's board of directors or management in the five years preceding their nomination, excluding cases where employee involvement is guaranteed.

Yes

No

**2.7.1.** The member of the board of directors / management board has informed the board of directors / management board (supervisory board/audit committee) if they (or persons or relatives being in a business relationship with them) have a significant personal interest in a transaction of the company (or any of its subsidiaries) which makes them not independent.

Yes

No

**2.7.2.** Transactions and assignments between board and management members (and persons closely associated with them) and the company (or its subsidiary) were concluded and approved in accordance with the company's general business practice, but subject to stricter transparency rules than general business practice.

Yes

No

**2.7.3.** The board member has informed the supervisory board/audit committee (nomination committee) if they have been invited to become a board member or to hold a management position in a company not belonging to the group.

Yes

No

**2.7.4.** The board of directors / management board has established its guidelines on the flow of information within the company and the handling of inside information and monitors compliance with them.

Yes

No

**2.8.1.** The company has established an independent internal audit function which is obliged to report to the audit committee/supervisory board.

Yes

No

**2.8.2.** Internal audit has unrestricted access to all information necessary for the investigations.

Yes

No

**2.8.3.** Shareholders have been informed of the operation of the system of internal controls.

Yes

No

**2.8.4.** The company has a compliance assurance function.

Yes

No

**2.8.5.1.** The board of directors / management board or a committee operated by it, is responsible for overseeing and managing the company's overall risk management.

Yes

No

**2.8.5.2.** The appropriate body of the company and the general meeting have been informed of the efficiency of the risk management procedures.

Yes

No

**2.8.6.** The board of directors / management board, in cooperation with the relevant areas, has developed risk management principles appropriate to the sectoral and company specificities.

Yes

No

**2.8.7.** The board of directors / management board has formulated the principles for a system of internal controls to ensure that the risks affecting the company's activities are managed and monitored, and that the company's performance and profit targets are achieved.

Yes

No

**2.8.8.** The functions of the internal control systems have reported at least once to the authorised board on the operation of the internal control mechanisms and corporate governance functions.



**Yes****No**

**2.9.2.** The board of directors / management board has invited the company's auditor to attend its meetings to discuss the financial statements with consultation rights.

**Yes****No**

### **Level of compliance with the Proposals**

The company must indicate whether or not it applies the relevant RCGR proposal (Yes/No). The company also has the possibility to justify any deviation from the proposals.

**1.1.3.** The company's articles of association provide an option to exercise the shareholder's voting rights in absentia.

**Yes****No**

**1.2.4.** The company has determined the venue and date of the general meeting, taking into account the proposal of the initiating shareholders.

**Yes****No**

Explanation: The event in question did not occur in the previous business year, given that the first general meeting after the change of the public limited company's operational form will be held on 30 April 2025, where it will be properly addressed.

**1.2.5.** The voting procedure applied by the company ensures the clear, unambiguous and rapid determination of the result of the vote, and in the case of electronic voting, its authenticity and reliability.

**Yes****No**

Explanation: The event in question did not occur in the previous business year, given that the first general meeting after the change of the public limited company's operational form will be held on 30 April 2025, where it will be properly addressed.

**1.3.1.1.** The board of directors / management board and the supervisory board were represented at the general meeting.

**Yes****No**

Explanation: The event in question did not occur in the previous business year, given that the first general meeting after the change of the public limited company's operational form will be held on 30 April 2025, where it will be properly addressed.

**1.3.1.2.** Any absence of the board of directors / management board and the supervisory board was duly announced by the chairperson of the general meeting before the substantive items on the agenda were discussed.

**Yes****No**

Explanation: The event in question did not occur in the previous business year, given that the first general meeting after the change of the public limited company's operational form will be held on 30 April 2025, where it will be properly addressed.

**1.3.2.1.** The company's articles of association do not restrict the right to invite any person to attend the company's general meetings with the right to make comments and express opinions, at the initiative of the chair of the board of directors / management board, if they believe that the presence and opinion of such person is necessary or conducive to informing shareholders and to the adoption of decisions at the general meeting.

**Yes****No**

**1.3.2.2.** The company's articles of association do not restrict the right to invite any person to attend the company's general meetings with the right to make comments and express opinions, at the initiative of shareholders who request the addition of items to the agenda.

Yes

No

**1.3.6.** The annual financial statements of the company under the Accounting Act provides shareholders with a short, clear and concise summary which includes information regarding the company's operations during the year.

Yes

No

**1.4.1.** The company has paid dividends within 10 working days to shareholders who have provided all the information and documents necessary for this purpose, in accordance with the provisions of Section 1.4.1.

Yes

No

Explanation: The event in question did not occur in the previous business year, and it is being properly addressed.

**1.6.11.** The company has also disclosed its information in English in accordance with the provisions of Section 1.6.11.

Yes

No

**1.6.12.** The company has regularly, but at least quarterly, informed its investors about its operations and its financial and asset position.

Yes

No

**2.9.1.** The company has internal procedures to be followed when using external consultant(s) and their outsourced services.

Yes

No