



**DOCUMENTS OF
THE EXTRAORDINARY GENERAL MEETING OF
MBH BANK NYRT. OF
17 NOVEMBER 2025**

Date and time of the General Meeting:

17 November 2025 10:00 a.m.

Venue of the General Meeting:

**Headquarters of MBH Bank Nyrt., 2nd floor,
Ballroom (1056 Budapest, V. Váci u.38.)**

The procedure for holding the General Meeting:

physical attendance

The agenda of the general meeting

- 1. Decision on the withdrawal of MBH Befektetési Bank Zrt. from the Integration Organization based on sub-clause 3.1.16 v) of the Articles of Association**
- 2. Amendment to the Articles of Association of the Company**
- 3. Election of the members of the Board of Directors of the Company and determination of their remuneration**
- 4. Election of the members of the Supervisory Board of the Company and determination of their remuneration**
- 5. Election of the members of the Company's Audit Committee and determination of their remuneration**
- 6. Decision on the election of the Chairman of the Board of Directors and CEO of the Company and granting authorization to implement this decision**

1. AGENDA ITEM

**DECISION PURSUANT TO ARTICLE 3.1.16 V) OF THE ARTICLES OF ASSOCIATION
ON THE EXIT OF MBH BEFEKTETÉSI BANK ZRT. FROM THE INTEGRATION
ORGANISATION**

Reasoning:

Pursuant to Article 3.1.16. (v) of the Articles of Association of MBH Bank, the General Meeting has exclusive competence to decide on the entry or exit of a Company or its direct or indirect subsidiaries from the Integration Organisation (IO).

1. Summary of the reasons for MBH Befektetési Bank Zrt's (MBH Investment Bank Plc.) exit from the Integration

Thanks to the rationalisation of tasks and activities within the MBH Group, MBH Befektetési Bank Zrt (hereinafter: Befektetési Bank) currently focuses on providing investment services and ancillary services.

In line with the Befektetési Bank's redefined scope of activities, the banking group has recently implemented a series of various actions and has taken fundamental steps to develop an organisational structure and investment portfolio that will ensure the most efficient market operation for the Befektetési Bank, including the transfer of the governing credit institution tasks of the former MTB Group – outside of its tasks within the MBH Integration Group pursuant to Act CXXXV of 2013 on the integration of cooperative credit institutions and the amendment of certain economic laws (hereinafter: Szhitv.) – to MBH Bank Nyrt. (hereinafter: MBH Bank), which manages the MBH Group.

The tasks to be performed by the Befektetési Bank in its role as integration business manager represent an additional resource requirement and administrative burden for a financial institution that primarily provides investment services, which imposes an additional burden on the Befektetési Bank compared to its competitors operating on a market basis.

It is also important to note that *"the integration of credit institutions (hereinafter: Integration) has now been stabilised"*, as stated in the preamble to Act CIV of 2021 (hereinafter: Amending Act), which amended the Szhitv. and entered into force on 29 October 2021, thus enabling the gradual withdrawal of the assets of the Integration Organisation (IO) from the Hungarian financial system as atypical regulatory capital. Pursuant to the provisions of the Amending Act, the atypical capital element was included in the regulatory capital of the members of the MBH Group during the triple merger.

MBH Duna Bank Zrt. (hereinafter: Duna Bank) became a member of the IO prior to its acquisition by MBH Bank Nyrt., thus, within the institutional framework defined by law and taking into account the capital, liquidity and risk considerations and regulations presented herein, the theoretical and practical possibility was created for the Befektetési Bank to leave the IO after the transfer of its integration business management tasks to Duna Bank.

2. Summary of the conditions for the Befektetési Bank's exit from the Integration

Transfer of the business management role of the Befektetési Bank in the Integration

Pursuant to Section 11/G. (2) of the Szhitv., the membership of an integration business management organisation wishing to exit from the IO may only be terminated after the tasks and powers of the integration business management organisation relating to the integration of credit institutions, as specified by law in the Szhitv., have been taken over by a new integration business management organisation selected by the IO. (The ministerial decree on the detailed rules for selecting the financial institution performing the tasks of the integration business management organisation, as mentioned in the Szhitv., has not yet been drafted, but based on the previous opinion of the MNB, this does not prevent the process.)

Based on the necessary board decisions, Duna Bank and the Befektetési Bank announced to the IO that Duna Bank is ready to take over the tasks and powers of the integration business management organisation related to the integration of credit institutions, while the Befektetési Bank indicated that it is ready to transfer them to Duna Bank.

- Duna Bank has begun preparations to take over the business management role.
- Due to the transfer of the integration business management role of the Befektetési Bank and its exit from the IO, it is necessary to amend the Articles of Association accordingly.
 - For Duna Bank with the date of the transfer of the integration business management role,
 - for the Befektetési Bank with the date of exit from the IO, and
 - for MBH Bank with the date of the exit of the Befektetési Bank from the IO, if possible.

The articles of association may be amended by the general meetings of the companies concerned, and their entry into force requires the approval of the MNB. The articles of association were prepared during the preparatory phase. We are proposing an amendment to the articles of association of MBH Bank Nyrt. under agenda item 2. The amendment to the articles of association of MBH Duna Bank also requires the approval of the IO, which is also in progress.

If, based on the documents and statements and its investigations, the IO determines that Duna Bank is prepared to take over the tasks and powers of the integration business management organisation related to the integration of credit institutions at 00:00 on 1 January 2026, there will be no theoretical obstacle to the transfer and takeover of the integration business management role, provided that the relevant corporate decisions are made. The IO General Meeting will decide on the appointment of the new business management organisation following an eligibility review conducted by the IO.

A further condition for the Befektetési Bank's exit from the IO, as set out in the Szhitv, is that the Befektetési Bank must settle its accounts with the IO and its members and have no outstanding debts to them, except in cases where a member of the IO as placed a deposit with it (Section 11/F. § (5) b) of the Szhitv). The Befektetési Bank shall settle its accounts by the date of exit and shall notify the IO thereof.

Pursuant to Section 11/F(5)(c) of the Szhitv, upon the exit from the IO, the conditions set out in the IO's current articles of association must also be met. The Articles of Association of the IO do not stipulate any conditions other than those specified in the Szhitv.

3. Examination of the effects of the exit

The impact assessment and risk assessment were prepared taking into account that, as a result of the exit of the Befektetési Bank and a group of its subsidiaries from the Integration, Duna Bank will become the group manager of the Integration, and MBH Jelzálogban Nyrt and Takarékszövetkezet will remain members of the Integration. The preliminary impact assessments relating to the own funds and capital adequacy, as well as Hpt limits, were performed by the relevant departments with the involvement of the Hungarian subsidiary of an international consulting firm.

The impact assessment and risk assessment were performed from the perspective of both the Befektetési Bank leaving the Integration and the entities remaining in the Integration, as well as MBH Bank and the entire MBH Group, on the basis of which the following can be concluded:

- **Impact on the separate financial statements of MBH Bank**
The exit of the Befektetési Bank from the Integration is not expected to require the recognition of impairment losses on investments in the separate financial statements of MBH Bank.
- **Impact on the consolidated financial statements of MBH Bank**
With regard to the consolidated financial statements of MBH Bank, it can also be stated that the recognition of impairment losses is unlikely to be justified.
- **Impact on capital adequacy**
Following the completion of the targeted profile clean-up, it can be stated that capital adequacy is met for all entities and for both the individual and consolidated views.
- **MREL impact**
Following the transfer of the shares, no MREL shortfall is expected at the individual level of the Befektetési Bank.
- **Impact on accounting and consolidation**

The change in the integration business manager responsible for the consolidation of the sub-consolidated integration group will not result in any changes in accounting and consolidation practices.

- Prudential capital, capital adequacy and Hpt limits of the integration consolidated by Duna Bank

The minimum capital adequacy requirements are also met at the sub-consolidated level managed by Duna Bank, and the limits under the Hpt will not be breached following the exit of the Befektetési Bank.

Based on the above, it is recommended that the General Meeting approves the exist of the Befektetési Bank from the IO under the Szhitv. on 1 January 2026, at 0:00, on the condition that the General Meeting of the IO makes the decisions necessary for the exit in accordance with the law and its articles of association prior to this date.

The Supervisory Board agreed with the proposal of the Board of Directors.

Proposed resolution of the General Meeting:

The General Meeting of the Company agrees that MBH Befektetési Bank Zrt. shall exit from the Integration Organisation pursuant to Act CXXXV of 2013 on the integration of cooperative credit institutions and the amendment of certain economic laws on 1 January 2026 at 0:00, on the condition that the General Meeting of the Integration Organisation makes the decisions necessary for the withdrawal in accordance with the law and its articles of association prior to this date.

2. AGENDA ITEM

AMENDMENT OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

Reasoning:

For the reasons set out below, it has become necessary to amend the current Articles of Association (**Articles of Association**) of MBH Bank Nyilvánosan Működő Részvénytársaság (**the Company**) (new text is indicated with bold, italics and underlined fonts, while deleted parts are crossed out):

1. MBH Befektetési Bank Zrt. is an integration business management organisation pursuant to Act CXXXV of 2013 on the integration of cooperative credit institutions and the amendment of certain economic laws, but it wishes to transfer its role as business management organisation and exit from the Integration Organisation. In view of the above, it is justified to repeal the rule concerning the membership of MBH Befektetési Bank Zrt. in the Integration Organisation from the powers of the Szhitv.

In view of the above, Article 3.1.16 (v) of the Articles of Association shall be amended as follows:

“(v)decision on the entry into or exit from the IO by the Company or the Company’s direct or indirect subsidiary (including MBH DUNA BANK Zártkörűen Működő Részvénytársaság (registered office: 9022 Győr, Árpád út 93.; company registration number: Cg.08-10-001869), ~~MBH Befektetési Bank Zártkörűen Működő Részvénytársaság (registered office: 1117 Budapest, Magyar Tudósok körútja building 9. G.; company reg.no.: Cg.01-10-041206; hereinafter: „MBH Befektetési Bank”)~~ and MBH Jelzálogbank Nyilvánosan Működő Részvénytársaság (registered office: 1117 Budapest, Magyar Tudósok körútja building 9. G.; company reg. no.: Cg.01-10-043638; hereinafter: „MBH Jelzálogbank”));“

2. Technical clarification to ensure consistency with the provisions of Section 106 of Act CCXXXVII of 2013 on credit institutions and financial enterprises.

In view of the above, it is necessary to amend Article 3.2.2(k) of the Articles of Association as follows:

“(k) deciding, within the scope specified by the applicable laws, on the exposures ~~granting of internal loans~~ to related parties;“

3. Technical clarification regarding the amendment to Article 3.1.16(v) of the Articles of Association.

In view of the above, Article 3.2.2 (t) of the Articles of Association shall be amended as follows:

*“(t) establishment and approval of the business policy, strategy, (including, but not limited to, decisions on geographical expansion or entry into new business areas, exit from existing business areas, joint ventures with third parties, syndicate or consortium agreements), business plan and related product portfolio of the Company, **MBH***

Befektetési Bank Zártkörűen Működő Részvénytársaság (registered office: 1117 Budapest, Magyar Tudósok körútja 9. G. ép.; company registration number: Cg.01-10-041206; hereinafter „MBH Befektetési Bank”) and MBH Jelzálogbank, following a preliminary review of the Supervisory Board;”

4. Technical clarification to ensure consistency with the provisions of Section 106 of Act CCXXXVII of 2013 on credit institutions and financial enterprises.

In view of the above, Article 3.3.5.3(d) of the Articles of Association shall be amended as follows:

“(d) passing the Board of Director's resolutions on exposures to ~~internal loans~~ to non-consumer related parties.”

5. Technical clarification due to the addition of a new paragraph (h) to Article 3.4.3 of these Articles of Association.

In view of the above, Article 3.4.3(f) of the Articles of Association shall be amended as follows:

“(f) assisting the work of the Supervisory Board in the interest of appropriately controlling the financial reporting system; ~~and~~”

6. Technical clarification due to the addition of a new paragraph (h) to Article 3.4.3 of these Articles of Association.

In view of the above, Article 3.4.3 (g) of the Articles of Association shall be amended as follows:

“(g) performing other tasks within its competence under the law; and”

7. Pursuant to Section 157(5) of Act CCXXXVII of 2013 on Credit Institutions and Financial Enterprises, a credit institution operating as a non-public limited company of public interest is not required to have its own audit committee if it is subject to consolidated supervision and the audit committee of its parent company based in Hungary also performs the tasks specified for audit committees in relation to the credit institution. Given that MBH Befektetési Bank Zrt. (**MBH Befektetési Bank**) is a member of the group of companies specified by the Company, as the parent company, specified in the relevant decision of the Magyar Nemzeti Bank (National Bank of Hungary) on the undertakings of MBH Bank subject to consolidated supervision (**MBH Group**), the Company's Audit Committee may also perform the tasks specified for the Audit Committee of MBH Befektetési Bank. In order to ensure the uniform operation of the MBH Group, the Company, as the group-controlling credit institution, imposes numerous provisions on the members of the MBH Group, and in order to enforce these provisions at MBH Befektetési Bank, it is expedient for the Audit Committee of the

group-controlling Company itself to perform the control tasks prescribed for the Audit Committee.

In view of the above, a new paragraph (h) shall be added to Article 3.4.3 of the Articles of Association:

"(h) performs the tasks of the Audit Committee of MBH Befektetési Bank."

The above decisions necessitate the amendment of Article 3.1.16(v), Article 3.2.2(k) and (t), Article 3.3.5.3(d) and Article 3.4.3(f), (g) and the addition of a new paragraph (h) of the Articles of Association.

The Articles of Association, consolidated with the amendments, are attached to this proposal as Annex 1.

It is proposed that the amended Articles of Association in consolidated form enter into force on 1 January 2026, but no earlier than when MBH Befektetési Bank Zrt. leaves the Integration Organisation. If the Magyar Nemzeti Bank's approval of the amendment to the Articles of Association is available to the Company at a later date, then paragraphs (k) and (t) of Article 3.2.2 of the Articles of Association shall enter into force on the date of receipt of the approval.

It is proposed that the General Meeting decide on the amendment to the Articles of Association and the amended sections in a single resolution.

The Supervisory Board agrees with the proposal of the Board of Directors.

Proposed General Meeting resolutions:

The General Meeting agrees to decide on the amendment of the Company's Articles of Association in accordance with the proposal of the Board of Directors.

The General Meeting accepts the amendment of Article 3.1.16 (v), Article 3.2.2 (k) and (t), Article 3.3.5.3 (d), and Article 3.4.3 (f), (g) and new (h) of the Articles of Association.

The amended consolidated Articles of Association shall enter into force on 1 January 2026, but no earlier than when MBH Befektetési Bank Zrt. leaves the Integration Organisation. If the Magyar Nemzeti Bank's approval of the amendment to the Articles of Association is available to the Company at a later date, then Article 3.2.2 (k) and (t) of the Articles of Association shall enter into force on the date of receipt of the approval.

AGENDA ITEM 3

**ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY
AND ESTABLISHING THEIR REMUNERATION**

Reasoning:

Pursuant to clause 3.1.16 (h) of the Company's Articles of Association currently in force, the General Meeting has the exclusive competence to elect and recall the members of the Board of Directors and to determine their remuneration.

The mandate of the members of the Board of Directors shall be the following:

Igazgatóság	Jogviszony kezdete	Jogviszony vége
<i>dr. Barna Zsolt, elnök</i>	2021.01.01	2025.12.31
<i>dr. Vinnai Balázs</i>	2022.04.05	2025.12.31
<i>Szabó Levente László</i>	2022.04.04	2025.12.31
<i>Egerszegi Ádám</i>	2022.04.04	2025.12.31
<i>Takács Marcell Tamás</i>	2025.07.30	2025.12.31

The Nomination Committee of the Company proposes to the General Meeting electing Dr. Zsolt Barna, Levente László Szabó, Ádám Egerszegi, Marcell Tamás Takács, Dr. Attila Tamás Tajthy and Dr. Koppány Tibor Lélfaí as members of the Board of Directors for a fixed term from 1 January 2026 to 31 May 2030. It is also proposed to the General Meeting that they elect Dr. Csaba István Kandrács as a member of the Board of Directors for a fixed term from 2 April 2026, to 31 May 2030, taking into account that pursuant to Section 149(8) of Act CXXXIX of 2013 on the Magyar Nemzeti Bank (the MNB Act), members of the Monetary Council of the MNB may not enter into an employment relationship or any other legal relationship involving work with a credit institution for a period of six months following the termination of their mandate pursuant to Section 9(8)(a) of the MNB Act. In view of this rule, the General Meeting intends to elect Dr. Csaba István Kandrács as a member of the Board of Directors after the expiry of this six-month period, with the authorisation of the MNB.

The Nomination Committee of the Company has determined that the candidates are suitable for the positions based on their knowledge, skills, and experience.

The Board of Directors and the Supervisory Board supported the proposal of the Nomination Committee.

Pursuant to Section 14 (1) (e) and Section 137 of Act CCXXXVII of 2013 on Credit Institutions and Financial Enterprises (**Hpt**), the approval of the Magyar Nemzeti Bank (**MNB**) is required for the election of a member of the Board of Directors who qualifies as an executive officer. If the MNB approval is not yet available by the start date of the nominees' mandate stated in this proposal, the date of their entry into office shall be the date of receipt of the authorisation decision issued by the Magyar Nemzeti Bank or, if the statement of acceptance is made after that date, the date of acceptance.

The remuneration of the members of the Board of Directors shall be governed by the provisions of MBHB General Meeting Resolution 12/2025 (23 April).

Presentation of the candidates:

Dr. Zsolt Barna

He started his career at the Hungarian Financial Supervisory Authority (HFSA), he was a Head of a Unit and then Head of Department of the Authority from 1998. From 1998 to 1999, he was a member of the Board of Directors of BEVA (Hungarian abbreviation for Investor Protection Fund - IPF).

From 2004 he has been head of department and then from 2006 the Executive Director of the Supervisory Board of the HFSA. Between 2006 and 2010, he was a member and permanent guest of the governing bodies and professional committees of the European Securities and Markets Authority and the Committee of European Banking Supervisors. Between 2008 and 2009, he was a key player in crisis management in the banking sector.

From 2010, he worked for the OTP Group for ten years. During this period, he became Chairman of the Board of Directors of Crnogorska komercijalna banka a.d. Podgorica, a member of the OTP Group, during which time he oversaw the bank's reorganisation. After holding various management positions within the OTP Group, he was Chairman and CEO of Ingatlan Befektetési Alapkezelő Zrt. between 8 June 2016 and 31 August 2018, and from September 2016 to 31 August 2018, he was Chairman of the Board of Directors of OTP Alapkezelő Zrt. Between 2017 and 2020, he was Chairman of the Board of Directors of OTP Ingatlan Befektetési Alapkezelő Zrt. In 2017-2018, he managed OTP Bank Nyrt.'s first significant subsidiary bank integration in Croatia. From 10 September 2018, he was Chairman of the Supervisory Board of OTP Ingatlan Zrt. On 1 September 2018, he was appointed Deputy CEO of OTP Bank Nyrt. From 2019 to 20 July 2020, he was Chairman of the Board of Directors of OTP Ingatlan Zrt. and a member of the Supervisory Board of OTP Banka d.d., the Croatian subsidiary of the OTP Group.

From December 2019, he was Chairman of the Board of Directors of SKB Banka, the first European Central Bank-supervised subsidiary of the OTP Group in Slovenia.

Until 20 July 2020, he held the position of Deputy CEO of OTP Bank Nyrt.

Since 30 October 2020, he has been the Chairman of the Board of Directors of Magyar Bankholding Zrt which managed the bank merger. From 1 January 2021, he was the Chairman and CEO of the Company, and from 1 January 2022, he managed the Bank Merger as the Chairman and CEO of Magyar Bankholding Zrt. He holds positions on the board of directors and supervisory board of several subsidiaries of the Company (including MBH Alapkezelő Zrt., MBH Befektetési Bank Zrt., Fundamenta-Lakáskassza Zrt., Euroleasing Zrt., Budapest Lízing Zrt., Euroleasing Ingatlan Zrt.). In addition, he is also the chairman of the Board of Trustees of MKB Bank Nyrt's Foundation for the Support and Development of Arts (currently: MKB Bank Foundation for the Support and Development of Arts), which was established by the Company in 2022 in the spirit of social responsibility. Since May 2023, following the Bank's merger, he has been the Company's Chairman and CEO. Since 19 May 2023, he has been a member of the

Presidential Board of the Hungarian Banking Association. On 20 August 2024, he was awarded the Cross of the Order of Merit of Hungary

Since November 2024 he has been the Chairman of the Universitas Quinqueecclesiensis Foundation, the maintainer of the University of Pécs.

Levente László Szabó

He obtained his professional qualifications in finance at the Budapest College of Finance and Accounting (currently: Budapest University of Economics), then at the Janus Pannonius University (currently: University of Pécs), Faculty of Economics, majoring in business administration. He started his professional career in 1997 at Creditanstalt Rt. and joined Takarékbank Zrt. in 1999, where he held several management positions before being appointed Deputy Chief Executive in 2010. He was CEO of Takarékbank Zrt from August 2013 to January 2017. From April 2017 to October 2019, he held the position of Chief Executive of TakaréK Kereskedelmi Bank Zrt. As of July 2021, he was in charge of the business units of the merging banks offering custom services, the Agricultural, Large Corporate, Mid-Cap, Factoring and Markets business lines and Custom Business Development as Deputy CEO. From December 2021, he was the Company's Deputy CEO responsible for individual business services, and from April 2022, he has been a member of the Company's Board of Directors. From 1 January 2022 to 30 November 2024, he was a member of the Board of Directors of Magyar Bankholding Zrt and until June 2023 the Chairman and CEO of MTB Zrt. (currently: MBH Befektetési Bank Zrt.). From 1 January 2022, until its merger with Takarékbank Zrt. (30 April 2023), he was Chairman and CEO of Takarékbank Zrt. As of May 2023, he is Deputy Chief Operating Officer for the Company's individual service. He is a member of the board of directors of MBH Befektetési Bank Zrt., MBH Alapkezelő Zrt., Euroleasing Zrt., Budapest Lízing Zrt. and Euroleasing Ingatlan Zrt.

Ádám Egerszegi

He graduated in Economics from the College of Finance and Accounting in 1997 and obtained his Master's degree in the MBA programme at the Faculty of Economics of the University of the Janus Pannonius University (currently: University of Pécs). He started his career in 1998 at the department for German customers of Takarékbank, from 2003 as head of the network department, and from 2005 to 2014 as Director of the bank's savings cooperative business. From February 2014 to March 2015, he was Deputy CEO of Polgári Bank Zrt., then Executive Director and member of the Board of Directors of DUNA TAKARÉK BANK Zrt. (currently: MBH DUNA BANK Zrt.) From 10 December 2021, he has been Deputy CEO of the Company, responsible for Transformation, and from May 2022, also for Operations. Since April 2022 he has been a member of the Board of Directors of the Company.

Deputy CEO for Transformation and Operations from May 2023 and Deputy CEO for Digitisation and Operations from December 2023. Member of the Board of Directors of MITRA Informatika Zrt., Chairman of the Supervisory Board and a member of the Audit Committee of MBH Befektetési Bank Zrt., chairman of the Supervisory Board of Fundamenta-Lakáskassza Zrt.

Marcell Tamás Takács

He graduated from Budapest Corvinus University. He has more than a decade of experience in transactional consulting. Currently, he is also the managing director of Blue Robin Management S.à r.l. Since July 2020 he has been a member of the Board of Directors of the Company and on 29 July 2025 he was re-elected by the General Meeting as a member of the Board of Directors from 30 July 2025. He is a member of the Company's Remuneration Committee and the Chairman of the Risk Assumption and Management Committee. He was a member of the Board of Directors of Magyar Bankholding Zrt. from April 2022 until the cessation of the Company (30 November 2024).

dr. Attila Tamás Tajthy

He graduated from the Faculty of Law of ELTE in 1990. He was first a trainee lawyer, passed the bar exam, and then worked for 22 years at the legal predecessor of Raiffeisen Bank in Hungary from 1992. There, he first headed the legal department and then the problem loans department. Subsequently, in 2014, he was appointed head of a savings cooperative in crisis, and following its consolidation, he became vice president of strategy at B3 Takarékszövetkezet and, from 2016, head of the central organisation of savings cooperatives (IHKSz). In addition to the latter, he has been the managing director of Citadel Fund Management since 2024. He holds an MBA from Manchester Business School and is a banking lawyer. He is a listed arbitrator and an external lecturer at the Department of Financial Law at ELTE.

Dr. Koppány Tibor Lélfai

Between 2000 and 2011 he worked in the business and later in the legal division of MFB Zrt., thereafter he managed Bethlen Gábor Alapkezelő Zrt. as Chief Executive Officer until November 2016. From November 2016 he held a Deputy Chief Executive Officer position and was internal Member of the Board of Directors at MFB Zrt. Between 1 January 2018 and 31 March 2022 he managed Budapest Bank as Chairman and Chief Executive Officer, however, he had already been participating in the management and in the strategic decision making processes of the bank from as early as 1 April 2017. He has, since 2019, been Member of the Supervisory Board of Budapest Alapkezelő Zrt. (today known as; MBH Alapkezelő Zrt.). He was appointed Member of the Board of Directors, and Chief Executive Officer, of OPUS GLOBAL Nyrt. in 2022 and in the same year he also became Member of the Supervisory Board of TakarékJelzálogbank Nyrt. (today known as: MBH Jelzálogbank Nyrt.), OPUS TIGÁZ Zrt. and OPUS TITÁSZ Zrt.. In 2023 he was appointed Member of the Supervisory Board of OPUSZ OPUS Zrt. As of September 2021, he is a member of the Supervisory Board of the Foundation for Hungarian Culture.

Dr. Csaba István Kandrács

He began his professional career at the Ministry of Finance in 2003 as a financial expert. He then joined the Budapest District 5 Municipality as head of the finance department in 2009. In 2012, he became Deputy State Secretary for the Treasury at the Ministry of National Economy, and in the same year he was appointed President of the Hungarian State Treasury.

Between 2013 and 2015, he was an external member of the Monetary Council, and was then appointed Chairman and CEO of Magyar Reorganizációs és Követeléskezelő (MARK) Zrt., an asset management company established by the Magyar Nemzeti Bank. From 2016, he served as Executive Director of the Magyar Nemzeti Bank, where he was responsible for the supervision of financial institutions. He was already a member of the Financial Stability Board as well.

On 2 October 2019, he was appointed Deputy Governor of the Magyar Nemzeti Bank, a position he held until 1 October 2025. As Deputy Governor, he was responsible for the supervision of financial institutions—credit institutions, insurance companies, pension funds, and capital markets—and consumer protection. His duties included managing green finance-related work within the Magyar Nemzeti Bank. Among other things, he was a member of the Monetary Council and the Financial Stability Council.

Proposed General Meeting resolutions:

1.

*The General Meeting elected **dr. Zsolt Barna** (mother's name: Éva Erzsébet Homor; place and date of birth: Balassagyarmat, 09.11.1973; address: 2094 Nagykovácsi, Nagykovácsi út 6.) a member of the Board of Directors for a definite term from 1 January 2026 or, if the authorising decision of the Magyar Nemzeti Bank concerning the member of the Board of Directors has not been issued by 1 January 2026, from the date on which the authorising decision of the Magyar Nemzeti Bank concerning the member of the Board of Directors is issued and the member of the Board of Directors accepts his election in writing, until 31 May 2030.*

2.

*The General Meeting elected **László Levente Szabó** (mother's name: Klára Mária Tarsoly; place and date of birth: Budapest, 06.02.1972; address: 1122 Acsády Ignác utca 11. 1st floor, door 2.) a member of the Board of Directors for a definite term from 1 January 2026 or, if the authorising decision of the Magyar Nemzeti Bank concerning the member of the Board of Directors has not been issued by 1 January 2026, from the date on which the authorising decision of the Magyar Nemzeti Bank concerning the member of the Board of Directors is issued and the member of the Board of Directors accepts his election in writing, until 31 May 2030.*

3.

*The General Meeting elected **Ádám Egerszegi** (mother's name: Klára Mária Tarsoly; place and date of birth: Budapest, 04.04.1975; address: 1112 Budapest, Oltvány utca 41.) a member of the Board of Directors for a definite term from 1 January 2026 or, if the authorising decision of the Magyar Nemzeti Bank concerning the member of the Board of Directors has not been issued by 1 January 2026, from the date on which the authorising decision of the Magyar Nemzeti Bank concerning the member of the Board of Directors is*

issued and the member of the Board of Directors accepts his election in writing, until 31 May 2030.

4.

*The General Meeting elected **Marcell Tamás Takács** (mother's name: Enikő Márkos; place and date of birth: Budapest, 06.10.1986; address: 2030 Érd, Hortenzia u. 26.) a member of the Board of Directors for a definite term from 1 January 2026 or, if the authorising decision of the Magyar Nemzeti Bank concerning the member of the Board of Directors has not been issued by 1 January 2026, from the date on which the authorising decision of the Magyar Nemzeti Bank concerning the member of the Board of Directors is issued and the member of the Board of Directors accepts his election in writing, until 31 May 2030.*

5.

*The General Meeting elected **dr. Attila Tamás Tajthy** (mother's name: Ilona Tajthy; place and date of birth: Pécs, 17.06.1960; address: 1137 Budapest, Pozsonyi út 14. 1st floor, door 5) a member of the Board of Directors for a definite term from 1 January 2026 or, if the authorising decision of the Magyar Nemzeti Bank concerning the member of the Board of Directors has not been issued by 1 January 2026, from the date on which the authorising decision of the Magyar Nemzeti Bank concerning the member of the Board of Directors is issued and the member of the Board of Directors accepts his election in writing, until 31 May 2030.*

6.

*The General Meeting elected **dr. Koppány Tibor Lélfa** (mother's name: Éva Magdolna Selmeczi; place and date of birth: Budapest, 02.06.1976; address: 1025 Budapest, Zöldkő utca 14-18. Block A. door 2) a member of the Board of Directors for a definite term from 1 January 2026 or, if the authorising decision of the Magyar Nemzeti Bank concerning the member of the Board of Directors has not been issued by 1 January 2026, from the date on which the authorising decision of the Magyar Nemzeti Bank concerning the member of the Board of Directors is issued and the member of the Board of Directors accepts his election in writing, until 31 May 2030.*

7.

*The General Meeting elected **dr. Csaba István Kandrács** (mother's name: Ilona Rákos, place and date of birth: Budapest, 07.09.1981, address: 1021 Budapest, Tárogató Lejtő 9.) a member of the Board of Directors for a definite term from 2 January 2026 or, if the authorising decision of the Magyar Nemzeti Bank concerning the member of the Board of Directors has not been issued by 2 January 2026, from the date on which the authorising decision of the Magyar Nemzeti Bank concerning the member of the Board of Directors is issued and the member of the Board of Directors accepts his election in writing, until 31 May 2030.*

8.

The remuneration of the members of the Board of Directors shall be governed by the provisions of MBHB General Meeting Resolution 12/2025 (23 April).



AGENDA ITEM 4

ELECTION OF THE MEMBERS OF THE SUPERVISORY BOARD OF THE COMPANY AND ESTABLISHING THEIR REMUNERATION

Reasoning:

Pursuant to clause 3.1.16 (m) of the Company's Articles of Association, the General Meeting has the exclusive competence to elect and recall the members of the Supervisory Board and to determine their remuneration.

The mandate of the members of the Supervisory Board shall be the following:

Felügyelőbizottság	Jogviszony kezdete	Jogviszony vége
Járai Zsigmond	2022.04.04	2025.12.31
Vaszily Miklós	2022.04.04	2025.12.31
Feodor Rita	2022.09.01	2025.12.31
Dobi Kitti	2021.07.26	2026.07.24
dr. Török Ilona	2022.09.02	2026.03.31

The Nomination Committee of the Company proposes to the General Meeting electing Miklós Vaszily, Rita Feodor, and Árpád Czene as members of the Supervisory Board for a fixed term from 1 January 2026, to 31 May 2030. Pursuant to Section 3:124(1) of the Civil Code, if the average annual number of full-time employees of a business association exceeds 200, one-third of the Supervisory Board shall consist of employee representatives. Given that the average annual headcount figure of the Company exceeded 200, the Works Council nominated Balázs Bechtold as a member of the Supervisory Board for a fixed term from 1 January 2026, to 31 May 2030, and Dr. Ilona Török for a fixed term from 1 April 2026, to 31 May 2030.

The Nomination Committee of the Company has determined that the candidates are suitable for the positions based on their knowledge, skills, and experience.

The Board of Directors and the Supervisory Board supported the proposal of the Nomination Committee.

Pursuant to Section 14 (1) (e) and Section 137 of the Hpt, the approval of the MNB is required for the election of a member of the Supervisory Board who qualifies as an executive officer. If the MNB approval is not yet available by the start date of the nominees' mandate stated in this proposal, the date of their entry into office shall be the date of receipt of the authorisation decision issued by the Magyar Nemzeti Bank or, if the statement of acceptance is made after that date, the date of acceptance.

The remuneration of the members of the Supervisory Board shall be governed by the provisions of MBHB General Meeting Resolution 12/2025 (23 April).

Presentation of the candidates:

Miklós Vaszily

He graduated from the Budapest University of Economic Sciences (currently: Budapest Corvinus University) in 1996 and from the Faculty of Law and Political Sciences of ELTE in 1997. He started his career as an equity analyst. From 2001 he was CEO of Net Média Zrt., the publisher of Portfolio.hu, and in 2005 he became CEO of Index.hu Zrt. In 2007, he was

appointed Deputy CEO and member of the Board of Directors of the owner Közép-Európa Média Zrt. From February 2010 to November 2014 he was CEO of Origo Zrt. Since August 2015 he was Chief Executive of MTVA, and from October 2018 until 31 March 2019, he was Chief Executive of Echo TV. In 2019, Miklós Vaszily became chairman of the Board of Directors of TV2 Zrt. He has been a member of the Supervisory Board and the Audit Committee of the Company since April 2022, and has been the Chairman of the Supervisory Board since March 2025. He is also member of the Nomination Committee, Remuneration Committee and Risk Assumption and Risk Management Committee of the Company. He has been the chairman and chief executive of TV2 Zrt since May 2025.

Rita Feodor

She has been working in the business sector in the fields of taxation and accounting for more than 30 years. She has been a member of the Supervisory Board and the Audit Committee of the Company between September 2018 and April 2022, a member of the Risk and NPL Committee, Nominating Committee and Remuneration Committee between January 2019 and April 2022, and has been the chairperson of the latter committee since April 2019. Since September 2022 she has been a member of the Supervisory Board again and chairperson of the Audit Committee, as well as a member of the Nomination Committee of the Company. She was a member of the Supervisory Board of Magyar Bankholding Zrt. from June 2022 until the demerger (30 November 2024).

Árpád Czene

He studied at the Budapest University of Economics and graduated as an actuary in 2002. During his career to date, he has worked for a number of domestic financial institutions and held management positions primarily in the areas of insurance, investments, and bancassurance. Between 2006 and 2010, he participated in the development of Citibank's insurance business. From 2010 to 2016, he was Director of Product Development and Operations at AXA Biztosító (later VIG following the acquisition). In 2016, he joined NN Biztosító Zrt, where he has been a member of the board of directors responsible for business and service development since 2019. Since 2020, he has also been a member of the board of directors of NN Szolgáltató Zrt. In addition, he has been a member of the supervisory board of Citadel Alapkezelő Zrt. since October 2024.

Balázs Bechtold

Graduated in Mechanical Engineering, he has been working at MBH Bank and its legal predecessor, MKB Bank, since January 2006, first in the Contact Center, then in 2007 in the Banking Security, Information Security area. Team leader since 2010 and expert on secondment to the Bank's priority projects. Since April 2022, he has been head of the authorisation management department and a key expert in the merger process of the three legal predecessors. Since November 2014, he has been a member of the Bank's Works Council and Chairman of the Sport and Health Committee, and since February 2020, Chairman of the Works Council. Since November 2022, he has been a member of the executive committee of the

Bank's trade union. He was the employee representative member of the Supervisory Board of MBH Bank between 2021 and 2024.

Dr. Ilona Török

Dr. Ilona Török has more than twenty years of banking experience. She started her career at the HFSA, where she gained legal and financial experience in several areas, before becoming Head of the Licensing and Enforcement Directorate. Between 2010 and 2021, she held various positions at OTP Bank Nyrt in capital markets and treasury, then became Head of Corporate Governance, and was a member of the management board of several domestic and foreign subsidiaries of the OTP Group. From March 2021, she has been the head of the cabinet office of the company's Chairman and CEO. From November 2021 she held the same position at Magyar Bankholding Zrt and its member banks. She has been a member of the Supervisory Board of the Company since 2022. From November 2022, she has been a member of the Board of Directors of MBH Jelzálogbank Nyrt. As of May 2023, as Head of the Chairman and CEO's Office, she coordinates the Company's prudential compliance and manages core areas such as Law and Governance, Compliance and Anti-Money Laundering, Internal Audit, Banking Security, Marketing, Events and Protocol, International Banking Relations, Acquisitions and Credit Institution Group Management. She joined the Board of Directors of MBH Befektetési Bank Zrt in June 2023. She is a member of the Supervisory Boards of Fundamenta-Lakáskassza Zrt. and MBH Blue Sky Kft.

Proposed General Meeting resolutions:

1.

*The General Meeting elected **Miklós Vaszily** (mother's name: Mária Németh; place and date of birth: Budapest, 07.09.1973; address: 1021 Budapest, Bognár utca 2/B. 1a.) a member of the Supervisory Board for a definite term from 1 January 2026 or, if the authorising decision issued by the Magyar Nemzeti Bank concerning the member of the Board of Directors has not been issued by 1 January 2026, from the date on which the authorising decision of the Magyar Nemzeti Bank concerning the member of the Board of Directors is issued and the member of the Supervisory Board accepts his election in writing, until 31 May 2030.*

2.

*The General Meeting elected **Rita Feodor** (mother's name: Ilona Molnár; place and date of birth: Várpalota, 09.07.1958; address: 1013 Budapest, Döbrentei utca 16. 3rd floor 2).) a member of the Supervisory Board for a definite term from 1 January 2026 or, if the authorising decision of the Magyar Nemzeti Bank concerning the member of the Board of Directors has not been issued by 1 January 2026, from the date on which the authorising decision of the Magyar Nemzeti Bank concerning the member of the Board of Directors is*

issued and the member of the Supervisory Board accepts his election in writing, until 31 May 2030.

3.

*The General Meeting elected **Árpád Czene** (mother's name: Jolán Görömbei; place and date of birth: Nyíregyháza, 19.12.1978; address: 1039 Budapest, Berzsenyi Dániel utca 80) a member of the Supervisory Board for a definite term from 1 January 2026 or, if the authorising decision of the Magyar Nemzeti Bank concerning the member of the Board of Directors has not been issued by 1 January 2026, from the date on which the authorising decision of the Magyar Nemzeti Bank concerning the member of the Board of Directors is issued and the member of the Supervisory Board accepts his election in writing, until 31 May 2030.*

4.

*The General Meeting elected **Balázs Bechtold** (mother's name: Mária Valéria Vastag; place and date of birth: Budapest, 16.11.1981; address: 2092 Budakeszi, Batthyány utca 63) a member of the Supervisory Board for a definite term from 1 January 2026 or, if the authorising decision of the Magyar Nemzeti Bank concerning the member of the Board of Directors has not been issued by 1 January 2026, from the date on which the authorising decision of the Magyar Nemzeti Bank concerning the member of the Board of Directors is issued and the member of the Supervisory Board accepts his election in writing, until 31 May 2030.*

5.

*The General Meeting elected **dr. Ilona Török** (mother's name: Ilona Klára Kelemen; place and date of birth: Zalaegerszeg, 02.12.1975; address: 1037 Budapest, Jablonka út 45/a.) a member of the Supervisory Board for a definite term from 1 January 2026 or, if the authorising decision of the Magyar Nemzeti Bank concerning the member of the Board of Directors has not been issued by 1 January 2026, from the date on which the authorising decision of the Magyar Nemzeti Bank concerning the member of the Board of Directors is issued and the member of the Supervisory Board accepts his election in writing, until 31 May 2030.*

6.

The remuneration of the members of the Supervisory Board shall be governed by the provisions of MBHB General Meeting Resolution 12/2025 (23 April).

AGENDA ITEM 5

ELECTION OF THE MEMBERS OF THE AUDIT COMMITTEE OF THE COMPANY AND ESTABLISHING THEIR REMUNERATION

Reasoning:

Pursuant to clause 3.1.16 (m) of the Company's Articles of Association, the General Meeting has the exclusive competence to elect and recall the members of the Audit Committee and to determine their remuneration.

The term of office of the members of the Company's Audit Committee is the same as that of the members of the Supervisory Board, so the mandates of Miklós Vaszily, Rita Feodor and Zsigmond Járai as members of the Audit Committee will expire on 31 December 2025.

It is proposed to the General Meeting that Árpád Czene, Rita Feodor and Miklós Vaszily should be elected as members of the Audit Committee for the duration of their membership of the Supervisory Board.

The Board of Directors and the Supervisory Board supported the proposal.

The remuneration of the members of the Audit Committee shall be governed by the provisions of MBHB General Meeting Resolution 12/2025 (23 April).

Proposed General Meeting resolutions:

1.

*The General Meeting elected **Árpád Czene** (mother's name: Jolán Görömbei; place and date of birth: Nyíregyháza, 19.12.1978; address: 1039 Budapest, Berzsényi Dániel utca 80) a member of the Audit Committee for the period while he is a member of the Supervisory Board.*

2.

*The General Meeting elected **Rita Feodor** (mother's name: Ilona Molnár; place and date of birth: Várpalota, 07.09.1958; address: 1013 Budapest, Döbrentei utca 16. 3rd floor, door 2) a member of the Audit Committee for the period while she is a member of the Supervisory Board.*

3.

*The General Meeting elected **Miklós Vaszily** (mother's name: Mária Németh; place and date of birth: Debrecen, 09.07.1973; address: 1021 Budapest, Bognár utca 2/B. 1a.) a member of the Audit Committee for the period while he is a member of the Supervisory Board.*

4.

The remuneration of the members of the Audit Committee shall be governed by the provisions of MBHB General Meeting Resolution 12/2025 (23 April).

AGENDA ITEM 6

**DECISION ON THE ELECTION OF THE COMPANY'S CHAIRMAN AND CEO AND
THE GRANTING OF AUTHORISATION TO IMPLEMENT THIS DECISION**

Reasoning:

Pursuant to Article 3.6.1 of the Articles of Association Chairman and CEO is the chief managing director according to the Hpt. The CEO and the Deputy CEO(s) elected by the General Meeting as members of the Board of Directors are internal members of the Board of Directors. The Chairman and CEO directs the Company's organisational operations. All matters except for those falling within the exclusive authority of the General Meeting, of the Supervisory Board, or of Board of Directors, fall within the scope of authority of the Chairman and CEO. According to clause 3.1.16 (j) of the Articles of Association, decision on the election and appointment of the chairman and CEO, who is at the head of the company's organisational operations, and performs the operational management of the company (including especially the establishment or termination of the chairman and CEO's employment), and providing the authorisation to implement the above decisions.

Considering that the mandate of Dr. Zsolt Barna, Chairman and CEO, expires on 31 December 2025, the General Meeting must decide on the person of the Chairman and CEO. The Company conducted the nomination process in accordance with the Nomination Policy adopted by the Nomination Committee. The nomination working group supporting the work of the Nomination Committee prepared the documents necessary for the evaluation of the candidate and submitted them to the decision-making bodies of the Company. The Nomination Committee, the Board of Directors and the Supervisory Board of the Company decided on the suitability of the candidate, who did not participate in the decisions or their preparation.

It is therefore proposed to the General Meeting to elect Dr. Zsolt Barna as the Chairman and CEO of MBH Bank Nyrt as of 1 January 2026, and, acting within its authority, to request the Remuneration Committee of the Company to establish an employment contract with the Chairman and CEO.

A proposal was made in item 3 of the agenda of this General Meeting to elect Dr. Zsolt Barna, Chairman and CEO, as a member of the Board of Directors for a fixed term from 1 January 2026, to 31 May 2030. It is proposed to the General Meeting that it should elect Dr. Zsolt Barna as Chairman and CEO for the term of his membership of the Board of Directors and as a member of the Company's Board of Directors. Dr. Zsolt Barna will become Chairman of the Company's Board of Directors in accordance with the provisions of Article 3. 2.8.1 of the Articles of Association.

Dr. Zsolt Barna's curriculum vitae can be found in agenda item 3 of the General Meeting.

Proposed resolution of the General Meeting:

*The General Meeting elected **dr. Zsolt Barna** (mother's name: Éva Erzsébet Homor; place and date of birth: Balassagyarmat, 09.11.1973; address: 2094 Nagykovácsi, Nagykovácsi út 6.) the chairman of the Board of Directors for a definite term from 1 January 2026 or, if the authorising decision of the Magyar Nemzeti Bank concerning the executive officer's position pursuant to Act CCXXXVII of 2013 on credit institutions and financial enterprises has not been issued by 1 January 2026, from the date on which the authorising decision of*

*the Magyar Nemzeti Bank is issued and dr. Zolt Barna accepts his election in writing, until
31 May 2030.*

*In order to implement the above decision, the General Meeting authorises the Company's
Remuneration Committee to negotiate and conclude the employment contract of the
Chairman and CEO.*