



MINUTES

of the Extraordinary General Meeting

of MKB Bank Plc. (1056 Budapest, Váci u. 38.) held on 27 February 2020, with the physical presence of the shareholders

Date of the General Meeting: 27 February 2020, 10:00

Venue: MKB Bank Plc's Headquarters (1056 Budapest, V. Váci u. 38.), F24 meeting room

Attendees

on behalf of MKB Bank Plc. ('Company' or 'MKB Bank'):

Ágnes Hornung, Chair of the Supervisory Board

dr. Ádám Balog, Chairman and Chief Executive, Chair of the Board of Directors

dr. András Csapó, Deputy Chief Executive Officer, member of the Board of Directors, Chair of the General Meeting

Dóra Bertalan, director, official counter of the votes

dr. Gergely Wietecha, legal counsel, official counter of the votes

Gábor Ördög, Head of Department, keeper of the minutes

on behalf of the National Bank of Hungary:

Csaba Juhász, senior bank supervisor

Gabriella Agócs, Mrs Vadász, bank supervisor

Chair of the Board of Directors Dr. Ádám Balog greeted the participants and opened the Extraordinary General Meeting (hereinafter: '**General Meeting**'). He said that a general meeting was held on the day for the first time since the admission of MKB on the stock exchange. The Board of Directors convened the Extraordinary General Meeting with the approval of the Supervisory Board to amend the Articles of Association of the Company.

Dr. Ádám Balog recommended that the General Meeting be chaired by Deputy Chief Executive Officer dr. András Csapó, who is also a Member of the Board of Directors of MKB Bank, chief legal counsel to the Company, and then requested a vote on the election of the Chair of the General Meeting. The voting will take place as open, simple majority voting.

Voting on the election of the Chair of the General Meeting

Votes:

Yes: 98,905,753

No: 0

Abstained: 0

Dr. Ádám Balog stated that the General Meeting unanimously approved the motion and announced the resolution:

General Meeting Resolution 1/2020. (27 February)

The General Meeting has elected Deputy Chief Executive Officer dr. András Csapó, as the Chair of the Extraordinary General Meeting.

The chair of the General Meeting Dr. András Csapó, (hereinafter: '**Chair**') informed the participants that a sound recording would be made of the General Meeting to assist in the drafting of minutes, which will be kept strictly confidentially by the Company. After the minutes of the General Meeting have been signed, the audio recording will be deleted. He stated that the General Meeting had a quorum considering of the shares making up the share capital 98,905,753 shares, i.e., 98.905753% of the share capital were represented.

The **Chair** designated MKB Bank employees Gábor Ördög, as the Minute Keeper of the General Meeting, and Dóra Bertalan and dr. Gergely Wietecha as counters of the votes. He proposed that the General Meeting elect representative of the MKB Bank ESOP Organization shareholder Dr. Levente Csengery as the certifier of the minutes. The voting will take place as open, simple majority voting.

Voting on the certifier of the minutes

Votes:

Yes: 98,905,753

No: 0

Abstained: 0

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

General Meeting Resolution 2/2020. (27 February)

The General Meeting appoints the representative of the MKB Bank ESOP Organization shareholder Dr. Levente Csengery as the certifier of the minutes.

Dr. Levente Csengery declared that he accepted the appointment.

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The Chair informed the General Meeting that, in accordance with the rules governing public companies, the Extraordinary General Meeting was convened by a notice published on 28 January 2020. At the same time, the agenda for the General Meeting and the written proposal containing a detailed justification of the proposed resolutions for each item were published in the “*Documents of the Extraordinary General Meeting of 27 February 2020*” (hereinafter: “**General Meeting Documents**”) held by the shareholders present at the General Meeting. The Company sent the invitation to the General Meeting together with the relevant proposal and draft resolutions electronically to the shareholders who had previously notified the Company of this request in writing. The proposals for the General Meeting were approved in advance and recommended to the General Meeting for approval by the Board of Directors of the Company in its resolution of 22 January 2020, and by the Supervisory Board in its resolution of 27 January 2020. The Board of Directors and the Supervisory Board are represented by the Chairs of the Boards at the General Meeting. Members of these bodies do not attend the General Meeting due to their other official duties.

The **Chair** said that only one agenda item was included in the General Meeting Announcement and the General Meeting Documents under the title of “*Amendment of Section 5.3 of the Articles of Association of MKB Bank Plc.*”, to which two draft resolutions were attached. He informed the participants that the Company did not receive any proposal to supplement the agenda of the General Meeting or to draft a new resolution.

The **Chair** proposed that, after a brief presentation of the motion, the General Meeting should vote separately on the draft resolutions relating to the single item on the agenda of the General Meeting. No questions, comments or motions were made in connection with the agenda of the General Meeting, or the discussion of the draft resolutions.

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Moving on to the substantive work of the General Meeting, the **Chair** informed the participants that the amendment of the Articles of Association was required as some fine-tuning to ensure compliance with the rules of the Budapest Stock Exchange (‘**BSE**’). When MKB’s shares were admitted to the stock exchange, the BSE pointed out to the Company that its Articles of Association did not yet comply with section 17.1.9. of the BSE General Terms of Service Book 2 Regulations on Listing and Continued Trading which states that Issuers of equities shall publish the final amount of dividend at least two (2) Exchange Days preceding the Ex-Coupon Day and shall disclose it in accordance with the BSE General Terms and Service. The BSE instructed the Company to amend its Articles of Association to comply with Section 17.1.9. of the Admission Rules.

The **Chair** stated that the proposed amended text of Section 5.3. of the Articles of Association was available on pp. 4-5 of the General Meeting Documents. He explained that draft resolution related to the agenda item states that the General Meeting approves the amendment of Section 5.3. of the Articles of Association as included in the written proposal. He added that the amended Articles of Association would be annexed to the minutes of the General Meeting. He informed the participants that a shareholder who spoke at the General Meeting could attach to the minutes a written version of their observation made at the General Meeting. The shareholders present did not indicate any intention to submit a question, comment or motion.

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Before proceeding to vote on the amendment of the Articles of Association, the **Chair** requested the General Meeting to vote on the amendment of the Articles of Association of the Company by a single

resolution is indicated in the proposal of the Board of Directors and not separately, section by section. The voting will take place as open, simple majority voting.

Voting to confirm that the General Meeting shall decide on the amendment of the Articles of Association of MKB Bank Plc. in one resolution

Votes:

Yes: 98,905,753

No: 0

Abstained: 0

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

General Meeting Resolution 3/2020. (27 February)

The General Meeting shall decide on the amendment of the Articles of Association of the Company in accordance with the proposal of the Board of Directors, in one resolution.

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Subsequently, the **Chair** requested a vote on the amendment of Section 5.3 of the Articles of Association. Open voting will take place by qualified majority, i.e., with the majority of at least 85% of the shareholders present.

Voting on the amendment of Section 5.3. of the Articles of Association

Votes:

Yes: 98,905,753

No: 0

Abstained: 0

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

General Meeting Resolution 4/2020. (27 February)

In accordance with the proposal of the Board of Directors, the General Meeting approves the amendment of Section 5.3. of the Articles of Association in accordance with the Annex to the minutes of the General Meeting.

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The **Chair** noted that the General Meeting had a quorum at all times and that it discussed the item on the agenda therefore its work was completed. He thanked the participants for their contribution.

dated as above

.....
dr. András Csapó
member of the Board of Directors
Chair of the General Meeting

.....
dr. Levente Csengery
representative of the MKB Bank ESOP Organisation
shareholder
certifier of the minutes

.....
Gábor Ördög
keeper of the minutes