

## ANNOUNCEMENT

**MBH Mortgage Bank Co. Plc** (seat: H-1117 Budapest, Magyar Tudósok körútja 9. G.ép., registered No.: 01-10-043638, hereinafter: "Company") hereby informs its shareholders on the resolutions of the General Shareholder's Annual Meeting („General Meeting”) held on 24 April 2024, in the framework of meeting its obligations on extraordinary information as provided by Act CXX of 2001 on the Capital Market and Decree No. 24/2008 of the Minister of Finance on the Detailed Rules of Disclosure Obligation Relating to Securities Issued to the Public.

At the date of the General Meeting the total amount of the series "A" ordinary shares embodying voting rights was 108,490,300 pieces. At the date of the General Meeting the Company owned 253,601 pieces of series "A" ordinary shares (treasury shares).

In the course of the decision making the results were rounded to two decimals.

### **The procedural resolution:**

#### **Resolution nr. 1/2024. (24.04.) of the General Meeting**

*The General Meeting elected Bertalan Dóra representative of the MBH Bank Nyrt. and MBH Befektetési Bank Zrt. to authenticate the minutes.*

**The number of the votes validly cast was 101.172.804 which represent 93,26% of the share capital.**

<b>Yes votes</b>	<b>101.172.804</b>	<b>100%</b>
<b>No votes</b>	<b>0</b>	<b>0,00%</b>
<b>Abstentions</b>	<b>0</b>	<b>0,00%</b>
<b>Not given</b>	<b>0</b>	<b>0,00%</b>

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### **Under the items of the Agenda the General Meeting passed the resolutions as follows:**

#### **Agenda item No. 1**

**Report of the Board of Directors on the Company's business, financial position, business policy and management for the year 2023, including: the separate management report and separate financial statements of the Company for the year 2023 under International Financial Reporting Standards ("IFRS"); decision on the appropriation of profit after taxation; report of the Supervisory Board on the Company's separate financial statements and separate management report for 2023 under IFRS; Report of the Audit Committee on the Company's separate financial statements and separate management report for 2023 under IFRS; the report of the auditor on the Company's separate IFRS 2023 financial statements and separate management report; decisions on performance-related remuneration for the year 2023**

#### **Resolution nr. 2/1/2024. (24.04.) of the General Meeting**

*a) The General Meeting accepts the Company's Separate Management Report (The Board of Directors' report on the Company's 2023 business operation) prepared for year 2023 in accordance with the International Accounting Standards ("IFRS") adopted by the European Union .*

*b) The General Meeting accepts the Company's Separate Financial Reports (Separate Comprehensive Profit and Loss Statement, Separate Other Comprehensive Profit and Loss Statement, Separate Statement on the Financial position, Separate Cash-Flow Statement, Separate Statement of Changes in the Shareholders' Equity, Notes)*

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prepared for year 2023 in accordance with the International Accounting Standards ("IFRS") adopted by the European Union.

The General Meeting establishes the Separate Financial Statements of MBH Jelzálogbank Nyrt. for 2023 prepared in accordance with the International Financial Reporting Standards with the following main figures:

Balance sheet total: HUF 906,587 million  
 Profit (after taxation) for the year: HUF 6,663 million  
 Total comprehensive income for the year: HUF 7,168 million

The number of the votes validly cast was 101.172.804 which represent 93,26% of the share capital.

<b>Yes votes</b>	<b>101.172.804</b>	<b>100%</b>
<b>No votes</b>	<b>0</b>	<b>0,00%</b>
<b>Abstentions</b>	<b>0</b>	<b>0,00%</b>
<b>Not given</b>	<b>0</b>	<b>0,00%</b>

Resolution nr. 2/2/2024. (24.04.) of the General Meeting

The General Meeting makes the following decision regarding the allocation of the profit for the year:

- for Series "A" shares the Company pays no dividend for year 2023.
- the Company transfers its profit for 2023 to the profit reserve from which it generates the statutory general reserve in an amount of HUF 666.3 million.

The number of the votes validly cast was 101.172.804 which represent 93,26% of the share capital.

<b>Yes votes</b>	<b>101.172.804</b>	<b>100%</b>
<b>No votes</b>	<b>0</b>	<b>0,00%</b>
<b>Abstentions</b>	<b>0</b>	<b>0,00%</b>
<b>Not given</b>	<b>0</b>	<b>0,00%</b>

Resolution nr. 2/3/2024. (24.04.) of the General Meeting

The General Meeting of MBH Jelzálogbank Nyilvánosan Működő Részvénytársaság (hereinafter: "Company") approves that the Corporate Valuation Index – which was, according to the preliminary assessment, accomplished – underlying the disbursement of the performance-based remunerations for 2023 at MBH Jelzálogbank Nyrt. as well is approved by the General Meeting of MBH Jelzálogbank Nyrt.. Performance-based Remuneration may be granted after confirmation by the General Meeting.

The Company's General Meeting approves that the rate of the Chief Executive Officer's individual performance-based remuneration is set on the basis of the combined evaluation of the Group-wide business targets and Company's business targets, factoring in a variety of financial and non-financial criteria as well. Non-business type criteria are evaluated on the basis of competences matching the company's values. The Company's General Meeting establishes that MBH Jelzálogbank Nyrt's business targets were accomplished for business year 2023 and approves that the rate of the actual disbursement is set and disbursement itself takes place in the framework of the group-level performance evaluation process.

The number of the votes validly cast was 101.172.804 which represent 93,26% of the share capital.

<b>Yes votes</b>	<b>101.172.804</b>	<b>100%</b>
<b>No votes</b>	<b>0</b>	<b>0,00%</b>
<b>Abstentions</b>	<b>0</b>	<b>0,00%</b>
<b>Not given</b>	<b>0</b>	<b>0,00%</b>

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**Agenda item No. 2**

**Opinion vote on the Remuneration Policy pursuant to Act LXVII of 2019 (Hrszvt.)**

*Resolution nr. 3/2024. (24.04.) of the General Meeting*

*The General Meeting of MBH Jelzálogbank Nyilvánosan Működő Részvénytársaság approves the Remuneration Policy as per Act LXVII of 2019 (Hrszvt.) by way of advisory voting.*

The number of the votes validly cast was 101.172.804 which represent 93,26% of the share capital.

<b>Yes votes</b>	<b>101.172.804</b>	<b>100%</b>
<b>No votes</b>	<b>0</b>	<b>0,00%</b>
<b>Abstentions</b>	<b>0</b>	<b>0,00%</b>
<b>Not given</b>	<b>0</b>	<b>0,00%</b>

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**Agenda item No. 3**

**Adoption of the 2023 Corporate Governance Report**

*Resolution nr. 4/2024. (24.04.) of the General Meeting*

*The General Meeting accepts the Company's Responsible Corporate Governance Report for business year 2023 with the content of the written proposal concerning this agenda item.*

The number of the votes validly cast was 101.172.804 which represent 93,26% of the share capital.

<b>Yes votes</b>	<b>101.172.804</b>	<b>100%</b>
<b>No votes</b>	<b>0</b>	<b>0,00%</b>
<b>Abstentions</b>	<b>0</b>	<b>0,00%</b>
<b>Not given</b>	<b>0</b>	<b>0,00%</b>

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**Agenda item No. 4**

**Hold-harmless warrant for the members of the Board of Directors and the Supervisory Board of the Company**

*Resolution nr. 5/2024. (24.04.) of the General Meeting*

The General Meeting concludes that the management activities of the following Members of the Board of Directors and the controlling activities of the following Supervisory Board Members were satisfactory during the following period therefore grants the hold-harmless warrant to them pursuant to Section 3:117 of Act V of 2013 on the Civil Code. as detailed below:

*Members of the Board of Directors of MBH Jelzálogbank Nyrt.:*

József Vida (Chairman): 1 January 2023 – 31 December 2023  
 Szabolcs Károly Brezina: 1 January 2023 – 31 December 2023  
 Ildikó Ginzer: 1 January 2023 – 31 December 2023  
 Gábor Kalenyák: 1 January 2023 – 31 December 2023  
 dr. Gyula László Nagy: 1 January 2023 – 31 December 2023  
 Illés Tóth: 1 January 2023 – 31 December 2023  
 dr. Ilona Török: 1 January 2023 – 31 December 2023

*Members of the Supervisory Board of MBH Jelzálogbank Nyrt.:*

dr. Géza Károly Láng (Chairman): 1 January 2023 – 31 December 2023  
 Péter Darazsacz: 1 January 2023 – 27 April 2023  
 dr. Éva Szilvia Gödör: 1 January 2023 – 31 December 2023  
 dr. Koppány Lélfa: 1 January 2023 – 31 December 2023  
 dr. Ákos Ferenc Tisza-Papp: 1 January 2023 – 31 December 2023  
 Péter Krizsanovich: 29 June 2023 – 31 December 2023

**The number of the votes validly cast was 101.172.804 which represent 93,26% of the share capital.**

<b>Yes votes</b>	<b>93.340.579</b>	<b>95,22%</b>
<b>No votes</b>	<b>4.832.225</b>	<b>4,78%</b>
<b>Abstentions</b>	<b>0</b>	<b>0,00%</b>
<b>Not given</b>	<b>0</b>	<b>0,00%</b>

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**Agenda item No. 5**

**Election of the auditor and determination of their remuneration for the year 2024, approval of the appointment of the person responsible for the audit and determination of the terms of the contract to be concluded with the auditor**

*Resolution nr. 6/2024. (24.04.) of the General Meeting*

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

the Company's permanent auditor, and sets the annual audit fee for PwC Könyvvizsgáló Kft for the 2024 business year at a maximum of HUF 37.2 million + VAT.

At the same time, the General Meeting authorises Company's Chief Executive Officer and Deputy Chief Executive Officer to conduct the negotiations relating to the conclusion of the service contract with the auditor. The final amount of the assignment contract is decided by the Board of Directors within the limits set by the General Meeting, as well as the conclusion of the contract.

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

In accordance with the proposal of the audit firm, the General Meeting approves the appointment of Árpád Balázs registered auditor (membership certificate number of the Chamber of Hungarian Auditors: 00564, registration number: 005589) as the person responsible for the auditing of MKB Bank Nyrt. for 2024 in the event Balázs Árpád Mészáros registered auditor (membership certificate number of the Chamber of Hungarian Auditors: 007272, registration number: 006931) is impeded in his duties.

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

**The number of the votes validly cast was 101.172.804 which represent 93,26% of the share capital.**

<b>Yes votes</b>	<b>101.172.804</b>	<b>100%</b>
<b>No votes</b>	<b>0</b>	<b>0,00%</b>
<b>Abstentions</b>	<b>0</b>	<b>0,00%</b>
<b>Not given</b>	<b>0</b>	<b>0,00%</b>

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### **Agenda item No. 6**

#### **Authorisation of the Board of Directors to acquire treasury shares**

##### **Resolution nr. 7/2024. (24.04.) of the General Meeting**

Pursuant to Section 3:223 (1) of Act V of 2013 on the Civil Code (Civil Code) and subsection 3.1.16 (g) of the Company's Articles of Association the General Meeting authorises the Board of Directors to acquire the Company's Treasury shares, in particular, but not exclusively, to facilitate the implementation of the Company's business strategy according to plan and to help maintain share price stability as well as enable transactions relating to capital optimisation, with the following terms and conditions.

1. The type, nominal value and quantity of the Treasury shares to be acquired:
  - Series "A" ordinary shares of a nominal value of HUF 100,
 but not more than up to 25% of the total nominal value of the share capital at any given point in time.
2. The way of the acquisition of Treasury shares:
  - on the exchange or through OTC trading, for payment.

3. *The minimum and maximum price that may be paid for one Treasury share:*
  - *the smallest purchase price is HUF 1, that is, one forint, the highest purchase price is 125% of the turnover-weighted average exchange price of one series "A" share during the last month preceding the date of the transaction;*
4. *This authorisation shall be valid for 18 months following the date of the adoption of this resolution.*
5. *Otherwise the acquisition of Treasury shares shall be governed by the relevant provisions of the Civil Code.*

**The number of the votes validly cast was 101.172.804 which represent 93,26% of the share capital.**

<b>Yes votes</b>	<b>101.172.804</b>	<b>100%</b>
<b>No votes</b>	<b>0</b>	<b>0,00%</b>
<b>Abstentions</b>	<b>0</b>	<b>0,00%</b>
<b>Not given</b>	<b>0</b>	<b>0,00%</b>

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#### **Agenda item No. 7**

#### **Election of the member of the Supervisory Board**

#### **Resolution nr. 8/2024. (24.04.) of the General Meeting**

*For the definite period of time between 24 April 2024 and 2 January 2027 the General Meeting elects András Bakonyi (mother's name: Judit Földes; place and date of birth: Budapest, 29.11.1976; address of residence: 1112 Budapest, Rákó utca 26. 2/2) member of the Supervisory Board.*

**The number of the votes validly cast was 101.172.804 which represent 93,26% of the share capital.**

<b>Yes votes</b>	<b>101.172.804</b>	<b>100%</b>
<b>No votes</b>	<b>0</b>	<b>0,00%</b>
<b>Abstentions</b>	<b>0</b>	<b>0,00%</b>
<b>Not given</b>	<b>0</b>	<b>0,00%</b>

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#### **Agenda item No. 8**

#### **Establishment of the remuneration of the members of the Board of Directors, the Supervisory Board and the Audit Committee**

#### **Resolution nr. 9/2024. (24.04.) of the General Meeting**

*The General Meeting decides to keep the remuneration of the members of the Supervisory Board and the Board of Directors at the same amount as specified in General Meeting resolution 11/2023. (04.26.) and with the payment practice for the period up to the date of approval of the annual report for 2024 prepared in accordance with the provisions of the Accounting Act.*

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Accordingly, the General Meeting sets the remunerations for the members of the Board of Directors and the Supervisory Board for the period between 24 April 2024 and the date of the acceptance of the 2024 annual report according to the Accounting Act as follows:

- *Chairman of the Board of Directors: a gross amount of 1,500,000 HUF/month*
- *Members of the Board of Directors: a gross amount of 1,000,000 HUF/month*
- *Chairman of the Supervisory Board: a gross amount of 1,000,000 HUF/month*
- *Members of the Supervisory Board: a gross amount of 800,000 HUF/month*

*A member of the Supervisory Board who are also a member of the Company's Audit Committee, shall be provided no specific remuneration for that membership.*

**The number of the votes validly cast was 101.172.804 which represent 93,26% of the share capital.**

<b>Yes votes</b>	<b>101.172.804</b>	<b>100%</b>
<b>No votes</b>	<b>0</b>	<b>0,00%</b>
<b>Abstentions</b>	<b>0</b>	<b>0,00%</b>
<b>Not given</b>	<b>0</b>	<b>0,00%</b>

**MBH Mortgage Bank Co. Plc.**