



## ANNOUNCEMENT

### convening the general meeting

The Board of Directors of MBH Bank Nyrt. (registered office: 1056 Budapest, Váci utca 38.; registered by the Court of Registration of the Budapest Metropolitan Court of Justice, company registration number: 01-10-040952; hereinafter: "**Company**") hereby announces that the Company will hold an **extraordinary general meeting** (hereinafter: "**General Meeting**") on **14 March 2024 from 14:00**.

***Date and time of the General Meeting:*** 14 March 2024, 14:00

***The place of the General Meeting:*** MBH Bank Nyrt. Headquarters building, Ballroom (Budapest, V. ker. Váci utca 38.)

***The manner of holding the General Meeting:*** Attendance in person

### The agenda of the general meeting

1. Election of a member of the Supervisory Board and of the Audit Committee

If shareholders collectively representing at least 1% of the votes have communicated to the Board of Directors a proposal for the supplementation of the agenda, or a draft resolution or resolutions relating to an item or items included or to be included on the agenda – in accordance with the rules on the agenda's details – within eight days of the publication of this notice convening the General Meeting, the Board of Directors will publish a notice on the supplemented agenda and the draft resolutions submitted by the shareholders, in accordance with the provisions of Article 8 of the Articles of Association of the Company, after the communication of the proposal to the Board of Directors. The matter included in the announcement shall be regarded as an item added to the agenda.

### Disclosure of proposal and proposed resolutions to be presented during the General Meeting

The proposal and proposed resolutions on the General Meeting's agenda and the recommended authorisation form shall be posted at least 21 (twenty one) days before the date of the General Meeting on the website of the Company ([www.mbhbank.hu](http://www.mbhbank.hu)), that of the Budapest Stock Exchange ([www.bet.hu](http://www.bet.hu)) and the website operated by the Supervisory Authority (<https://kozzetetelek.mnb.hu>).

### Conditions for participation in the General Meeting and for exercising the voting rights

For the date of the General Meeting as a corporate event the Company requests shareholder identification by KELER Központi Értéktár Zártkörűen Működő Részvénytársaság (hereinafter: *KELER Zrt.*) The rules on shareholder identification are contained in the prevailing regulation (transcript) of KELER Zrt. **The "as of date" of shareholder identification: 07 March 2024**

On the second working day preceding the day of the General Meeting, that is, on **12 March 2024, at 18:00**, the Company will delete all data in effect at the time of shareholder identification from the share register and enter the data resulting from shareholder identification in the share register, which it will close with the details of the shareholder identification. Thereafter, an entry in the share registry concerning any shareholder's share ownership may be made on the first business day following the General Meeting at the earliest.

Shareholders intending to participate in a General Meeting should consult their respective securities account managers regarding the tasks to be carried out and deadlines to be met if they are to be involved in shareholder identification by KELER Zrt. The Company takes no liability for any consequence of any omission on the part of securities account keepers.

The closure of the share register entails no restriction on the right of any person entered in the share register to transfer their shares following the closure of the share register. Any transfer of shares before the General Meeting's starting day does not rule out the right of the person listed in the share register to participate and exercise their rights in the General Meeting as a shareholder.

A shareholder, or a shareholder proxy as defined in Sections 151-155 of the Act CXX of 2001 on the Capital Market (hereinafter: *Capital Markets Act*), who – as a result of the shareholders identification – was registered in the Register of Shares on the second business day preceding the start of the General Meeting, the latest, may attend the General Meeting of the Company. **Persons, listed in the share register – when the Register of Shares is closed, that is, on 12 March 2024 at 18:00 – are entitled to exercise the shareholder's rights at the General Meeting.**

**A shareholder may exercise their rights relating to the General Meeting in person or via their representative/shareholder's proxy (hereinafter: proxy).** No member or the chair of the Board of Directors, member or chair of the Supervisory Board, or the auditor, may be a proxy. Senior officers of the Company may also be authorised by shareholders to participate in the General Meeting as their proxy. The authorisation for participation as proxy shall be valid for one General Meeting, or for the period specified in the authorisation, a maximum of 12 months. An authorisation to act as proxy shall be valid for the continuation of the suspended General Meeting or the General Meeting re-convened because of the lack of quorum. A authorisation shall be drawn up in the form of a public document or a private document with full probative force and it shall be submitted to the Company. The authorisation submitted by the proxy shall state the fact of the holder of the authorisation shall act as shareholder proxy. One proxy may represent multiple shareholders, however, such representative must have an authorisation for each shareholder so represented, drawn up in the form of a public document or a private document with full probative force.

Pursuant to Section 153 (3) of the Capital Markets Act the Company calls on the institutions to be entered in the Company's share register as shareholder proxies (nominees) to identify, not later than 18:00 on the second working day preceding the day of the General Meeting – specifying name/company name, home address/registered office and the number of shares held – the shareholders to be represented by them, providing that in case the given shareholder proxy fails to submit the required data at all or in full by the above deadline, they shall not, pursuant to the relevant legal regulations, exercise voting rights at the General Meeting.

In case the legal representative (e.g. director, executive) of a shareholder organisation participates in the General Meeting the document proving their power of representation issued – not more than 30 days before presentation – by the competent court or court of registration, in the form of an original copy or a duplicate copy authenticated by a notary public shall be presented at the location of the General Meeting. For the certification of the existence, and of the power of representation, of companies (other organisations) registered abroad it is indispensable that the document issued abroad has been issued by an authentic public registration body or such relevant facts are authenticated by a notary public. The notary public's declaration should enable the unambiguous identification of at least the existence of the authorising entity and the power to sign of the persons who have signed the authorisation.

In case an authorisation or a document submitted in proof of the power of representation has not been issued in Hungary, in terms of format and the relevant formalities the document must be in conformity to the legal regulations on the authentication and legalisation of documents issued abroad. Accordingly – in lieu of a bilateral international agreement providing otherwise – (i) such document needs diplomatic authentication or legalisation or (ii) – if the country concerned is a party to the relevant international agreement – carry an Apostille. Pursuant to Section 47 (7) of Act LXXVIII of 2017 on Legal Practice no diplomatic authentication or legalisation, or attachment of an Apostille, is required for the full probative force of a document countersigned by a lawyer covered by act LXXVIII of 2017 but signed by the parties abroad. Detailed information on the relevant and applicable rules is available at the Hungarian foreign representation bodies. In case such document is not in Hungarian or English, its authentic Hungarian translation shall also be presented. A shareholder may exercise their voting right before the General Meeting by mail as well, in accordance with the detailed rules laid down in the Articles of Association and the applicable legislation. Another prerequisite for the exercise of voting rights at the General Meeting is

that the shareholder's shareholding and voting right is not in violation of the provisions laid down in the relevant statutory regulations – this shall be verified by the Company.

Every ordinary share of series “A”, of a nominal value of one thousand forints, carries one voting right.

To enable the undisturbed conduct of the General Meeting the Company kindly requests that the Honourable Shareholders notify their intent to attend the General Meeting by **12:00 on 8 March 2024** at the latest, to the extent possible, at [Tarsasagi.Titkarsag@mbhbank.hu](mailto:Tarsasagi.Titkarsag@mbhbank.hu) or in the form of a written note submitted at: MBH Bank Nyrt. - Governance, 1117 Budapest, Magyar Tudósok körútja 9. Infopark block G, room 5.53.

The Company suggests that proxies should present their authorisations and other relevant documents – particularly if the authorisation has been drafted on the basis of documents issued abroad and/or the proxy represents multiple shareholders – by **16:00**, Budapest time (CET) on **Monday, 1 March 2024**, at Corporate Legal and Governance (address: 1117 Budapest, Magyar Tudósok körútja 9. Infopark, block G, room 5.53.). Such documents will be checked and copied – in accordance with the prevailing data protection regulations – by the Company.

### The manner of holding the General Meeting

**The General Meeting shall take place by attendance in person.**

Every shareholder may only attend the General Meeting in person or via their proxy. MBH Bank Nyrt. shall have the right to verify the identity of the shareholder, their proxy or legal representative on the basis of documents before allowing them access to the General Meeting, in regard to which the Company advises the shareholders, proxies and representatives to arrive at the location of the General Meeting at least 30 minutes before the commencement of the General Meeting, if they can manage to, to facilitate personal identification and verification of the power of representation without complications. The Company shall not bear any consequence of any delay that may result from anybody's failure to do as advised above.

Please be informed that the Company has the right to make video and/or audio recordings of the General Meeting – to facilitate minutes taking, in accordance with the prevailing data protection regulations – to which the attendees' consent will be asked right before the General Meeting. The General Meeting is not open to the press – it may only be attended by those authorised to participate. The attendees shall not make video or audio recordings of the General Meeting.

Registration on the day of the General Meeting shall commence at **13:00** at the venue of the event.

### Quorum, reconvened General Meeting

A General Meeting has a quorum if shareholders representing more than half of the share capital carrying a right to vote are present.

If the General Meeting does not have a quorum the Company shall conduct the reconvened extraordinary general meeting at the place and in the way specified herein, at **16:00 on 14 March 2024**, with the agenda and conditions referred to in this announcement. The repeated General Meeting shall have a quorum regardless of the number of attendees. Specific registration shall be required for the reconvened General Meeting, from **15:00 on 14 March 2024**

**NOTE!**

**Please be informed that in case any unavoidable change needs to be made to this announcement the Company shall immediately release extraordinary information.**

Budapest, 13 February 2024

**MBH Bank Nyrt.**

***Important notice***

*“Hungarian language is the official and registered language of MBH Bank Plc’s („the Issuer”) disclosures pursuant to the relevant legal and stock-exchange rules. The present English translation has been prepared on a voluntary basis, with the best care and intention of the Issuer to inform English speaking investors, however, in the event of any controversy between the Hungarian and English version, the authentic Hungarian version shall prevail.”*