



## ANNOUNCEMENT

### on the convocation of the General Meeting

The Board of Directors of MBH Bank Plc. (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 shall hold its **Annual General Meeting** (hereinafter: "**General Meeting**") **on 29 April 2024 from 10:00 am**.

<b>Date and time of the General Meeting:</b>	<b>29 April 2024, Monday, 10:00 am (CET - Budapest)</b>
<b>Venue of the General Meeting:</b>	<b>MBH Bank Plc. Head Office, Ball Room (Budapest V. Váci utca 38.)</b>
<b>Method of holding the General Meeting:</b>	Physical attendance

### Agenda of the General Meeting

- 1. Report of the Board of Directors on the activities of the Company in fiscal year 2023; financial statements of the Company for 2023 prepared in accordance with the International Financial Reporting Standards: standalone financial statements and standalone executive report, consolidated financial statements and consolidated executive report; reports of the Audit Committee and the Supervisory Board; auditor's report; decisions concerning the appropriation of profit, dividend payment and performance related remuneration for 2023**
  - 1.1. Report of the Board of Directors on the activities of the Company in fiscal year 2023
  - 1.2. Proposal of the Board of Directors for the adoption of the Company's 2023 standalone financial statements and standalone executive report prepared in accordance with the International Financial Reporting Standards

#### **MBH Bank Plc.**

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#### *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."*

- 1.3. Proposal of the Board of Directors for the adoption of the Company's 2023 consolidated financial statements and consolidated executive report prepared in accordance with the International Financial Reporting Standards
- 1.4. Proposal of the Board of Directors for the appropriation of profit after tax for 2023 and dividend payment
- 1.5. Report of the Audit Committee on the Company's 2023 standalone financial statements and standalone executive report prepared in accordance with the International Financial Reporting Standards and on the proposal for the appropriation of profit, as well as on the 2023 consolidated financial statements and consolidated executive report prepared in accordance with the International Financial Reporting Standards
- 1.6. Report of the Supervisory Board on the Company's 2023 standalone financial statements and standalone executive report prepared in accordance with the International Financial Reporting Standards and on the proposal for the appropriation of profit as well as on the 2023 consolidated financial statements and consolidated executive report prepared in accordance with the International Financial Reporting Standards
- 1.7. Auditor's report on the audit of the Company's 2023 standalone financial statements prepared in accordance with the International Financial Reporting Standards
- 1.8. Auditor's report on the audit of the Company's 2023 consolidated financial statements prepared in accordance with the International Financial Reporting Standards
- 1.9. Decisions on performance related remuneration for 2023
- 2. Adoption of the report of the Board of Directors on the Company's business policy for 2024**
- 3. Vote to express opinion on the Remuneration Policy pursuant to Act LXVII of 2019 (Hrsztv.)**
- 4. Adoption of the 2023 Corporate Governance Report**
- 5. Indemnification of members of the Board of Directors and the Supervisory Board of the Company and Takarékbank Zrt. as legal predecessor**
- 6. Election of the Company's permanent auditor and determination of the auditor's remuneration for 2024, approval of the person responsible for the audit and determination of the essential terms of the contract to be concluded with the auditor**
- 7. Determination of the remuneration of members of the Board of Directors, the Supervisory Board and the Audit Committee**
- 8. Authorisation of the Board of Directors for the acquisition of own shares**
- 9. Amendment of the Company's Articles of Association**
- 10. Election of a member of the Board of Directors**
- 11. Election of a member of the Audit Committee**

If shareholders collectively representing at least 1% of the voting power submit 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 in the agenda in accordance with the rules on the agenda's details within eight days of the publication of this announcement convening the General Meeting, the Board of Directors shall 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, following the communication of the proposal concerned. The item(s) specified in such notice shall be regarded as having been added to the agenda.

### Disclosure of proposals and draft resolutions for the General Meeting

The proposals and draft 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://kozvetetelek.mnb.hu>).

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

For the date of the General Meeting as a corporate event, the Company requests shareholder identification to be carried out by KELER Központi Értéktár Zártkörűen Működő Részvénytársaság (hereinafter: *KELER Zrt.*). The rules on shareholder identification are set out in the prevailing regulations of KELER Zrt. **The date of shareholder identification shall be 22 April 2024.**

On the last but one working day preceding the date of the General Meeting, that is **at 6:00 p.m. on 25 April 2024**, the Company shall delete all data effective at the time of shareholder identification in the share register and at the same time shall enter the data resulting from shareholder identification and close the share register accordingly. Thereafter the earliest date for any entry to be made in the share register concerning shareholdings shall be the first working day following the General Meeting.

Shareholders intending to participate in a General Meeting should consult their respective securities account managers regarding the tasks to be carried out and the deadlines to be met if they are to be involved in shareholder identification by KELER Zrt. The Company shall not be liable for any consequence of any omission on the part of securities account keepers.

The closure of the share register shall not restrict the right of any person entered therein to transfer their shares following the closure of the share register. Transferring their shares prior to the General Meeting shall not exclude the right of a shareholder listed in the share register to participate in the General Meeting and exercise shareholder's rights.

The General Meeting may be attended by a shareholder or a shareholder's proxy as defined in Sections 151-155 of Act CXX of 2001 on the Capital Market (hereinafter: Capital Market Act) who, as a result of shareholder identification, has been registered in the share register by the second business day preceding the start of the General Meeting, the latest. **Any persons listed in the share register at the time of closure thereof, that is at 6:00 pm on 25 April 2024, shall be entitled to exercise shareholder's rights at the General Meeting.**

**Shareholders may exercise their rights at the General Meeting in person or by way of a proxy (hereinafter: 'proxy').** A member or the chairman of the Board of Directors, the Supervisory Board or the auditor may not act as a shareholder's proxy. Shareholders may also authorise an executive employee of the Company to exercise their rights at the General Meeting. The authorisation to act as a proxy shall be valid for one General Meeting or for the period specified in the authorisation, but in any case for no longer than 12 months. The authorisation shall also be valid for the continuation of a suspended General Meeting or a General Meeting re-convened due to lack of quorum. The authorisation shall be drawn up in the form

of a public document or a private document with full probative value and submitted to the Company. The authorisation shall state the fact that the holder of the authorisation shall act as a shareholder's proxy. A proxy may represent more than one shareholder, but must have a proxy authorisation in the form of a public document or a private document with full probative value for each shareholder represented.

Pursuant to Section 153 (3) of the Capital Market Act, the Company calls on the institutions to be entered in the Company's share register as shareholder proxies (nominees) to identify the shareholders represented by them by no later than 6:00 pm (CET) on the last but one working day preceding the date of the General Meeting, specifying the name/company name, home address/registered address and the number of shares held, provided that if the shareholder's proxy fails to submit the required data by the above deadline in part or in full, they shall not, pursuant to the relevant legal regulations, exercise voting rights at the General Meeting.

In the event that a shareholder organisation attends the General Meeting via a legal representative (e.g. director or executive), the document proving their power of representation, issued by the competent court or court of registration no more than 30 days previously, shall be presented at the venue of the General Meeting in the form of an original or a copy authenticated by a notary public. In order to certify the existence and power of representation of a company (or other organisation) registered abroad, it is essential that the foreign document is issued by a public registry, or certified by a notary public. The notarial declaration should clearly identify at least the existence of the authorising entity and the signatory power of the persons who have signed the authorisation.

In the event that an authorisation or a document submitted as proof of the power of representation has not been issued in Hungary, the format of the document must comply with the statutory requirements for the certification and authentication of documents issued abroad. Accordingly, in the absence of a bilateral international agreement providing otherwise, (i) such documents shall require diplomatic certification and authentication, or, (ii) if the country concerned is a party to the relevant international agreement, should carry an Apostille. Pursuant to Section 44 (7) of Act LXXVIII of 2017 on the Professional Activities of Lawyers, a document signed by the parties abroad and countersigned by a lawyer covered by this Act shall not require diplomatic certification or authentication, or an Apostille to be fully authentic. Detailed information on the applicable rules is available at the Hungarian diplomatic missions abroad. If the document is not drawn up in Hungarian or English, a certified translation of the document in Hungarian shall also be required. Shareholders may exercise their voting rights by post prior to the General Meeting, 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 shareholding and voting rights of the shareholder are not in violation of the provisions laid down in the relevant statutory regulations - this shall be verified by the Company.

Each ordinary series "A" share with a nominal value of one thousand forints shall represent one vote.

In order to ensure the smooth conduct of the General Meeting, Shareholders are kindly requested to inform the Company whether they wish to attend by e-mail at [investorrelations@mbhbank.hu](mailto:investorrelations@mbhbank.hu) or in writing (address: MBH Bank Nyrt. - Társaságirányítás, 1117 Budapest, Magyar Tudósok körútja 9. Infopark, block G, room A5.53) **by 12:00 noon on 18 April 2024** at the latest.

The Company recommends 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 no later than **4:00 pm (CET) on 24 April 2024** at the offices of Legal

and Corporate Governance (address: 1117 Budapest, Magyar Tudósok körútja 9. Infopark, block G, room 5.53.). The documents shall be checked and copied in accordance with the prevailing data protection regulations.

### **Method of holding the General Meeting**

**The General Meeting shall take place by means of physical attendance.**

Shareholders may attend the General Meeting in person or by proxy. MBH Bank Plc. shall have the right to verify the identity of shareholders or their proxy or legal representative on the basis of documents prior to granting access to the General Meeting, in regard to which the Company advises the shareholders, proxies and representatives to arrive at the venue of the General Meeting at least 30 minutes before commencement thereof to facilitate personal identification and verification of the power of representation without complications. The Company shall not be liable for any consequence of delays resulting from failure to act in accordance with the above.

Shareholders are reminded that the Company has the right to make video and/or audio recordings of the General Meeting based on legitimate interest, in order to facilitate the keeping of minutes in accordance with the prevailing data protection regulations. The General Meeting shall not be open to the press, and it may only be attended by those authorised to participate. The participants shall not be entitled to make video or audio recordings of the General Meeting.

Registration on the day of the General Meeting shall commence at **9:00 am** at the venue of the event.

### **Quorum, reconvened General Meeting**

The General Meeting shall have a quorum if shareholders representing more than half of the share capital are present.

If the General Meeting fails to have a quorum, the Company shall conduct a reconvened Annual General Meeting at the place and in the manner specified herein **at 12:00 noon on 29 April 2024**, in accordance with the agenda and the terms specified herein. The repeat General Meeting shall have a quorum regardless of the number of attendees. The reconvened General Meeting shall require separate registration, which shall commence at **11:00 am on 29 April 2024**.

### **IMPORTANT!**

**Please note that information on any unavoidable change that may occur in relation to this announcement shall be immediately released by the Company in an extraordinary notice.**

Budapest, 28 March 2024

**MBH Bank Plc.**