



DOCUMENTS

OF THE EXTRAORDINARY GENERAL MEETING

OF MBH BANK NYRT.

OF 29 JULY 2025

Date and time of the General Meeting:

29 July 2025, 2:00 p.m.

Venue of the General Meeting:

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

The procedure for holding the General Meeting:

physical attendance

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."

AGENDA OF THE GENERAL MEETING

- 1. Amendment of the Articles of Association of the Company**
- 2. Election of a member of the Board of Directors**

The Board of Directors and Supervisory Board of MBH Bank Nyrt. have examined and discussed the proposals for the general meeting and recommended the contents of the general meeting proposals to be presented to the General Meeting.

1. 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. Section 17.1.9/B of the General Business Rules of the Budapest Stock Exchange effective as of 27 January 2025 has been amended to provide that an issuer of shares covered by Act CXX of 2001 on Capital Markets, including the Company, may not stipulate a shorter period of validity or other restrictions on the validity of the proxy granted to represent the shareholder at the general meeting than those provided for in the applicable legislation.

In view of the above, the new sub-paragraph (b) of Article 3.1.20.1 of the Articles of Association shall be amended as follows:

*“b)The shareholder may also exercise his / her rights at the General Meeting by way of proxy. Members of the Board of Directors, the Supervisory Board or the auditor may not act as shareholder's proxy. Senior officers of the Company may also be authorised by shareholders to participate in the General Meeting as their proxy. The proxy authorisation of the authorised representative shall be valid for one General Meeting or for the period of time defined therein, ~~but in any case not more than 12 months.~~ **If the validity of the proxy is for a period covering several General Meetings, the Company is entitled to verify the validity of the proxy before each General Meeting and to request its presentation before the General Meeting.** The proxy authorisation shall also be valid for the continuation of the suspended General Meeting and for the repeated General Meeting convoked due to the lack of quorum. The authorisation shall be drawn up in the form of a notarial deed or a private document with full probative force and shall be lodged with the Company at the place and time indicated in the notice of the General Meeting. The authorisation submitted by the shareholder's proxy shall state the fact that the representative acts as shareholder proxy.”*

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

It is proposed that the amended, consolidated Articles of Association enter into force on 29 July 2025.

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

Proposed general meeting resolution:

The General Meeting adopts the amendment to Article 1.2.2 of the Articles of Association of the Company: The Articles of Association, as consolidated with the amendments, are attached to this resolution as Annex 1. The General Meeting accepts that the amended Articles of Association enter into force on 29 July 2025.

2. AGENDA ITEM

ELECTION OF A MEMBER OF THE BOARD OF DIRECTORS

Reasoning:

The General Meeting has the exclusive competence to elect the members of the Board of Directors in accordance with Section 3.1.16. h) of the Articles of Association. Pursuant to Section 3.2.7.3 of the Articles of Association, the members of the Board of Directors shall be elected by the General Meeting for a fixed term of office, but not exceeding five (5) years.

The mandate of **Marcell Tamás Takács**, current member of the Board of Directors, expires on 29 July 2025.

As the mandate expires, Marcell Tamás Takács (mother's name: Enikő Márkos, place and date of birth: Budapest, 06.10.1986, citizenship: Hungarian; permanent address: 2030 Érd, Hortenzia u. 26.) needs to be re-elected as a member of the Board of Directors, for a definite period from 30 July 2025 to 29 July 2030.

Pursuant to Section 14 (1) (e) and Section 137 of the Hpt., the approval of the Magyar Nemzeti Bank 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 granted by 30 July 2025, the date on which Marcell Tamás Takács takes up office is the date of receipt of the authorisation decision issued by the Magyar Nemzeti Bank or, if the acceptance is made after that date, the date of acceptance.

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

Presentation of the candidate:

He graduated from Budapest Corvinus University. He has more than a decade of experience in transactional consulting. Currently, he is the managing director of, among others, Blue Robin Management S.à r.l. Since July 2020 he has been a member of the Board of Directors of the Company. 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.

Proposed general meeting resolution:

The General Meeting elected Marcell Tamás Takács (mother's name: Enikő Márkos, place and date of birth: Budapest, 06.10.1986, citizenship: Hungarian; permanent address: 2030 Érd, Hortenzia u. 26.) a member of the Board of Directors for a definite term from 30 September 2025 or, if the authorising decision issued by the Magyar Nemzeti Bank concerning the member of the Board of Directors has not been issued by 30 July 2025, from the date on which the authorising decision issued by 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 29 July 2030.

ATTACHMENT:

1. Articles of Association in a consolidated structure with the amendments