



Resolutions of the Annual General Meeting of MBH Bank Plc. held on 23 April 2025

MBHB Resolution No. 1/2025 (23 April) of the General Meeting

The General Meeting elects Dr. Varga-Földi Hajnalka, representative of MBH Hazai Feltörekvő Abszolút Hozamú Származtatott Alap shareholder as attester of the General Meeting's minutes.

Votes:

Yes: 293 365 118 (~100 %)

No: 1 (~0%)

Abstained: 0

Did not vote: 0

MBHB Resolution No. 2/2025 (23 April) of the General Meeting

The General Meeting approves the Board of Directors' report on the 2024 business activities and, accepts - being aware of the reports of the Supervisory Board and the Auditor - its proposal for the separate (non-consolidated) and consolidated financial statements for 2024 prepared in accordance with the International Financial Reporting Standards as well as the proposal concerning the distribution of profit and the payment of dividends.

The General Meeting establishes the separate financial statements of MBH Bank Nyrt. for 2024 prepared according to the International Financial Reporting Standards with the following main figures:

Balance sheet total: HUF 11,951,671 million

Profit in the current year HUF 158,753 million

Total comprehensive income: HUF 132,614 million

The General Meeting establishes the consolidated financial statements of MBH Bank Nyrt. for 2024 prepared according to the International Financial Reporting Standards with the following main figures:

Balance sheet total: HUF 12,504,691 million

Profit or loss of the financial year: HUF 205,922 million

Total comprehensive income: HUF 180,854 million

The General Meeting resolves to declare a dividend of HUF 36,893,697,234 from the profit for the year, based on which, following the deduction of the number of treasury shares held by the Company, the dividend per share is HUF 123 for 299,948,758 ordinary shares of Series A. The remaining part of the distributable profit is transferred to the retained earnings.

MKB Bank Plc.

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Important notice

"Hungarian language is the official and registered language of MKB 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."

The starting date for dividend payments is 21 May 2025. The Dividend Cut-off Date as defined in Article 5.3.2 of the Articles of Association of the Company is 14 May 2025. The Company pays the dividend to shareholders by transfer in two instalments after the start date of dividend payment.

The start date of payment of the first instalment will be 21 May 2025, when a maximum dividend of HUF 1,997,658,728.28, i.e. HUF 6.66 per share eligible for dividend will be paid on the 299,948,758 ordinary shares of Series A, subject to the Company applying, if necessary, the rules of mathematical rounding.

The date of payment of the second instalment shall be determined by the Board of Directors with the earliest date being 1 August 2025 and the latest date being 31 August 2025, provided that the Board of Directors determines that the conditions set out in the letter of the Magyar Nemzeti Bank to the Company on the dividend payment plan of MBH Bank Nyrt., including the conditions set out in the circular of the Magyar Nemzeti Bank on prudent dividend payment and the procedures to be applied in determining the dividend rate, are fulfilled. In this case, a total dividend of up to HUF 34,896,038,505.72, i.e. HUF 116.34 per share eligible for dividend, will be paid on the 299,948,758 ordinary shares of Series A, subject to the Company applying, if necessary, the rules of mathematical rounding. The General Meeting confirms that a shareholder who is registered in the Company's share register on the basis of the shareholder identification procedure, carried out on 14 May 2025, i.e., the dividend cut-off date, is also entitled to the second instalment of the dividend.

The General Meeting states that pursuant to the resolution of Board of Directors 201/2024 (11 October), interim dividend of HUF 71 per share was paid on 322 529 625 ordinary shares of series A starting from 28 October 2024 (in total HUF 22,899,603,375). In respect of shareholders to whom Interim Dividend has been paid (including shareholders or former shareholders who have disposed of all or part of their shares entitling them to Interim Dividend after the cut-off date of the shareholder identification procedure) the Company will apply the set-off rules described below to both the first and second instalments of the dividend:

- (1) if the amount of the dividend established for such shareholder exceeds the amount of the Interim Dividend paid to such shareholder, the shareholder shall be paid the excess of the dividend over the Interim Dividend;
- (2) if the amount of the dividend established for such shareholder is the same as the amount of the Interim Dividend paid to such shareholder, the shareholder shall not be entitled to any further payment from the dividend;
- (3) if the amount of the dividend established for such shareholder is less than the amount of the Interim Dividend Advance paid to such shareholder or no dividend can be declared for such shareholder, the shareholder shall repay the Interim Dividend paid to them upon the Company's request pursuant to Section 3:263 (3) of the Civil Code with the proviso that the shareholder may set off their claim against the Company for the payment of the dividend declared for them against their claim for the repayment of the interim dividend pursuant to Section 6:49 of the Civil Code.

Votes:

Yes: 293 365 117 (~100 %) No: 1 (~0%) Abstained: 1 (~0%) Did not vote: 0

MBHB Resolution No. 3/2025 (23 April) of the General Meeting

The General Meeting confirms the relevant decision of the Chairman and Chief Executive, stating that the corporate assessment target index has been achieved for the 2024 financial year.

The General Meeting confirms and approves that, in connection with the approval of the annual reports for the year 2024, Chairman and Chief Executive, dr. Zsolt Barna is entitled to performance remunerations for the 2024 financial year.

The General Meeting requests the Supervisory Board of MBH Bank Nyrt., with respect to persons subject to the Remuneration Policy under the Act on Credit Institutions and Financial Enterprises, to decide, based on the provisions of MBH Bank Nyrt.'s Remuneration Policy under the Hpt., on the amount of the performance remuneration to be paid to Chairman and Chief Executive dr. Zsolt Barna for the year 2024.

The General Meeting calls on the Supervisory Board to set targets for the year 2025 for the Chairman and Chief Executive, along with the company's 2025 overall banking objectives.

Votes:

Yes: 293 365 078 (~100 %) No: 15 (~0%) Abstained: 26 (~0%) Did not vote: 0

MBHB Resolution No. 4/2025 (23 April) of the General Meeting

The General Meeting approves the report of the Board of Directors on the Company's business policy for the year 2025.

Votes:

Yes: 293 360 866 (~100 %) No: 1 (~0%) Abstained: 4 252 (~0%) Did not vote: 0

MBHB Resolution No. 5/2025 (23 April) of the General Meeting

The General Meeting approves MBH Bank Nyrt's Corporate Governance Report for 2024.

Votes:

Yes: 293 365 118 (~100 %) No: 1 (~0%) Abstained: 0 Did not vote: 0

MBHB Resolution No. 6/2025 (23 April) of the General Meeting

The General Meeting declares that all members of the Board of Directors and the Supervisory Board of the Company in the financial year of 2024 acted in the best interests of the Company and, therefore, certifying the adequacy of their activities, grants them a hold-harmless warrant pursuant to Section 3:117 of Act V of 2013 on the Civil Code.

Votes:

Yes: 293 365 094 (~100 %) No: 17 (~0%) Abstained: 8 (~0%) Did not vote: 0

MBHB Resolution No. 7/2025 (23 April) of the General Meeting

For the 2025 business year 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 2025 business year at a maximum of HUF 438 million + VAT.

The General Meeting also authorises the Deputy Chief Financial Officer for Strategy and Finance and the Procurement, Finance and Reporting area to negotiate the conclusion of the contract of engagement 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 Árpád Balázs registered auditor (membership certificate number of the Chamber of Hungarian Auditors: 007272, registration number: 006931) as the person responsible for the auditing of MBH Bank Nyrt. in 2025.

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 Bank Nyrt. for 2025 in the event Árpád Balázs registered auditor (membership certificate number of the Chamber of Hungarian Auditors: 007272, registration number: 006931) is impeded in his duties.

According to the submission, the General Meeting approves the 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 Bank Nyrt.

The General Meeting elects PwC Könyvvizsgáló Kft./the auditor responsible for the audit of the assurance of the Sustainability Report for the financial year 2025: Árpád Balázs registered auditor (Hungarian Chamber of Auditors membership card number: 007272, registration number: 006931), substitute: Árpád Balázs Mészáros registered auditor (Hungarian Chamber of Auditors membership card number: 005614, registration number: 006931)/and maximises the fee of the audit assurance at HUF 83 million + VAT.

The General Meeting also authorises the Deputy Chief Financial Officer for Strategy and Finance and the Procurement, Finance and Reporting area to negotiate the conclusion of the contract of engagement with the auditor on the issue of the assurance opinion. 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.

Votes:

Yes: 293 365 106 (~100 %)

No: 13 (~0%)

Abstained: 0

Did not vote: 0

MBHB Resolution No. 8/2025 (23 April) of the General Meeting

Pursuant to Section 3:223 (1) of Act V of 2013 on the Civil Code (Civil Code) and Section 3.1.16 (g) of the Articles of Association of the Company, the General Meeting authorises the Board of Directors to acquire the Company's treasury shares, in particular, but not exclusively in order to implement the Company's business strategy as planned and to maintain the stability of the share price, as well as to perform capital optimisation transactions, subject to the following conditions.

1. The type, nominal value and number of treasury shares that may be acquired:

- "A" series ordinary share of HUF 1,000 par value,
- Up to a maximum of 15% of the total nominal value of the share capital at any one time, i.e. a maximum of 48,379,443 ordinary shares of series A with a nominal value of HUF 1,000 each.

2. The method of acquisition of treasury shares and the determination of the minimum and maximum amounts of the consideration:

- in the case of an over-the-counter (OTC) transaction, the lowest purchase price is the nominal value of the share, and the maximum purchase price is up to ten times the nominal value of the ordinary share, i.e. HUF 10,000, or
- in the case of a transaction on a trading venue (regulated market, MTF or OTF), the lowest purchase price is the nominal value of the share, while the maximum purchase price is up to 120% of the turnover-weighted average stock exchange price of the ordinary share in the month preceding the date of the transaction.

3. This authorisation shall be valid for 18 months from the date of adoption of this decision.

4. Other conditions for the acquisition of treasury shares are governed by the relevant provisions of the Civil Code.

5. The authorisation in Resolution No. 10/2024. (29 April) of the General Meeting shall be repealed as soon as this resolution is adopted.

Votes:

Yes: 293 365 102 (~100 %) No: 11 (~0%) Abstained: 6 (~0%) Did not vote: 0

MBHB Resolution No. 9/2025 (23 April) of the General Meeting

The General Meeting has acknowledged the information of the Board of Directors on treasury shares acquired after the General Meeting.

Votes:

Yes: 293 365 103 (~100 %) No: 2 (~0%) Abstained: 9 (~0%) Did not vote: 5 (~0%)

MBHB Resolution No. 10/2025 (23 April) of the General Meeting

The General Meeting approves to resolve by way of a single resolution on the amendment of the Articles of Association of the Company as proposed by the Board of Directors.

Votes:

Yes: 293 365 113 (~100 %) No: 0 Abstained: 1 (~0%) Did not vote: 5 (~0%)

MBHB Resolution No. 11/2025 (23 April) of the General Meeting

The General Meeting accepts the amendment of Articles 1.2.1 and 1.2.2 of the Articles of Association, and clauses 1 and 2 of Appendix 2. The Articles of Association in a consolidated structure with the amendments is enclosed to the present resolution as Appendix 1. The amended Articles of Association enter into force on 23 April 2025.

Votes:

Yes: 293 365 113 (~100 %) No: 0 Abstained: 1 (~0%) Did not vote: 5 (~0%)

MBHB Resolution No. 12/2025 (23 April) 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 30/2022 (26 April) and with the payment practice for the period up to the date of a decision of the General Meeting on the contrary.

The members of the Audit Committee, Remuneration Committee, Risk Assumption and Risk Management Committee and Nomination Committee will receive no additional remuneration for holding these offices.

Votes:

Yes: 293 365 111 (~100 %) No: 1 (~0%) Abstained: 2 (~0%) Did not vote: 5 (~0%)

Budapest, 23 April 2025

MBH Bank Plc.