

NOTICE ON CONVENING AN ANNUAL GENERAL MEETING

Takarék Mortgage Bank Co. Plc. (registered office: H-1117 Budapest, Magyar Tudósok körútja 9. G épület; company registration number: 01-10-043638; registered by the Company Registry Court of Budapest-Capital Regional Court; hereinafter referred to as Company), fulfilling its statutory obligation, hereby informs the shareholders and investors of the Company that on 28 March 2022, the Company's Board of Directors decided to convene an Annual General Meeting of the Company (KELER CAPS COAF: HU20220328004081) (hereinafter referred to as General Meeting).

The Board of Directors of the Company convenes the General Meeting as set out below:

Time and date of the General Meeting:

28 April 2022 (Thursday), 11.00 a.m.

Registration to the general meeting opens on 28 April 2022 (Thursday) at 9.00 a.m.

Location of the General Meeting:

H-1117 Budapest, Magyar Tudósok körútja 9. G. épület

Agenda of the General Meeting:

1. Report by the Board of Directors regarding the Company's business activities, wealth, business policy and management in 2021, including the separate business report and separate financial statements as defined in the International Financial Reporting Standards ("IFRS") for 2021, decision on the use of earnings after tax; the report of the Supervisory Board on the Company's 2021 separate financial statements and separate business report as defined in the IFRS; the report of the Audit Committee on the Company's 2021 separate financial statements and separate business report as defined in the IFRS; the report of the accountant on the Company's 2021 separate financial statements and separate business report as defined in the IFRS;
2. Decision for senior officers concerning the granting of indemnification establishing the compliance of their management activities in the business year of 2021
3. Election and determination of the remuneration of the Company's auditor
4. Approving the Responsible Corporate Governance Report
5. Granting authorisation to the Board of Directors to acquire treasury shares
6. Approval of the Supervisory Board's amended rules of procedure
7. Decision on the election of the members and the Chairman of the Board of Directors of the Company
8. Decision on the election of the members and the Chairman of the Supervisory Board of the Company
9. Decision on the election of the members of the Audit Committee of the Company
10. Determining the remuneration of the Members of the Board of Directors and the Supervisory Board
11. Advisory vote on remuneration policy subject to Act LXVII of 2019 on encouraging long-term shareholder engagement and amending certain acts for the purpose of legal harmonisation

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12. **Advisory vote on the Remuneration Report on 2021**

13. **Others**

28 March 2022

Manner of holding the General Meeting

The General Meeting shall be held with the direct participation of the shareholders.

Conditions of participation in the General Meeting and the exercise of voting rights

- A According to Clause 3.1.24 of the Statutes of the Company, each series "A" ordinary share with a nominal value of HUF 100 (one hundred forints) entitles its holder to one vote at the general meeting. As a general rule, series "B" dividend preference shares with a nominal value of HUF 100 do not provide voting rights, however, if the Company does not pay dividends in a given business year, the holders of dividend preference shares are entitled to voting rights equivalent to the holders of series "A" ordinary shares, which right they may exercise without limitation until the acceptance of the annual accounts for the next business year. Given that the Company did not pay dividends for the business year 2020, each series "B" dividend preference share entitles its holder to one vote. Each series "C" ordinary share with a nominal value of HUF 1,000 (one thousand forints) entitles its holder to ten votes.
- B A shareholder or a nominee shareholder defined in Sections 151–155 of the Capital Market Act may attend the General Meeting of the Company, who has been registered in the share register at the time of the General Meeting Closing of the Share Register, in accordance with the result of shareholder identification.
- C The Company requests KELER Zrt. to identify the shareholders by the time of the General Meeting as a corporate event. The date for the shareholder identification related to the General Meeting shall be **21 April 2022**. The rules of shareholder identification are set out in the General Operating Rules of KELER Zrt.
- D At 6.00 (six) p.m. Budapest time on the second business day prior to the General Meeting, the Company shall delete all data in the share register in effect at the time of shareholder identification and simultaneously register therein data in conformity with the result of shareholder compliance, and close the same together with the data of shareholder compliance ("**General Meeting Closing of the Share Register**").

The date of the General Meeting Closing of the Share Register: 26 April 2022, 6.00 p.m.

Thereafter, data relating to the shareholding of a shareholder may be registered in the share register on the business day following the General Meeting at the earliest.

- E Shareholders may also exercise rights related to the General Meeting by way of representatives. A member of the Board of Directors, Supervisory Board, the auditor and the trustee may not be authorised. Shareholders may also authorise senior employees of the Company to exercise General Meeting related rights. Authorisation for representation is valid for one General Meeting or for the time determined in the authorisation, but for up to twelve (12) months. The validity of authorised representation shall extend to the resumption of adjourned General Meetings and General Meetings reconvened as a result of a lacking quorum. Authorisation shall be issued as a public instrument or private document of full probative force and submitted to the Company at the place and time specified in the General Meeting notice. The authorisation given by the nominee shareholder shall state that the representative acts in the capacity of nominee shareholder.

For shareholders that are not natural persons, the right of representation of the signer of the power of attorney or the person(s) acting on behalf of the non-natural person shareholder at the General Meeting must be certified by presenting a copy or notary-public-attested copy of a certificate issued by a public register (e.g. extract from the company registry) and an authentic declaration lending powers to sign on behalf of the company (specimen signature attested by a notary public) or a sample signature countersigned by an attorney-at-law. If the document(s) relating to the right of representation were issued in a language other than Hungarian, a certified Hungarian translation must also be attached to the instrument. If the power of attorney was issued abroad, its form must be in compliance with the laws relating to the authentication or legislation of instruments issued abroad.

- F Shareholders have a right to information concerning matters on the General Meeting's agenda. Accordingly, upon the shareholder's written request submitted at least eight days before the date of the General Meeting, the Board of Directors shall provide the information necessary for discussing the given item on the agenda of the General Meeting three days before the date of the same. The Board of Directors may bind the exercise of the above right to information to a written non-disclosure declaration issued by the shareholder requesting information. The Board of Directors may deny the provision of information and access to documents if this would breach the Company's business, bank, securities or other such secrets, if the person requesting information abuses his/her right or fails to provide a non-disclosure declaration notwithstanding a notice. If the person requesting information considers the denial of information to be unreasonable, he/she may request the court of registration to oblige the Company to provide such information.
- G The Company shall allow all shareholders attending the General Meeting to exercise the right to information, commenting and to motion, provided that exercise of such rights does not prevent the regular and proper operation of the General Meeting. To ensure the exercise of shareholder rights defined hereunder, the chairperson of the General Meeting shall give the floor to shareholders at the General Meeting, under condition that the chairperson may limit speaking time, interrupt the speaker, in particular, upon deviation from the topic, and – when several persons are speaking simultaneously – determine the order of speeches to ensure the regular and proper operation of the General Meeting. The Company has five (5) business days available from the date of the General Meeting to answer questions raised at the General Meeting and not answered to the satisfaction of shareholders.
- H If the conditions of participation in the General Meeting and exercise of the voting rights are fulfilled, the shareholder or their representative may request an electronic or other device for the casting of votes after certifying their identity and signing the attendance sheet.

Quorum;

place and time of the repeated General Meeting in the case there is a lack of quorum at the General Meeting

According to Clause 3.1.9 of the Statutes, the General Meeting has a quorum if shareholders representing more than half of all shares providing voting rights are present. If the General Meeting does not have a quorum, the Company shall hold the repeated general meeting – convened via this Notice – **at the site of the original General Meeting, on 9 May 2022 (Monday) at 10.00 a.m.** The repeated general meeting shall have a quorum in relation to all matters included in the original agenda without regard to the number of shareholders attending. Attendance of the repeated General Meeting is subject to registration, which opens on **9 May 2022 (Monday) at 8.00 a.m.**

Publication of presentations and proposed resolutions for the General Meeting

In accordance with the provisions of the Articles of Association relating to the publication of the announcements of the Company, the Board of Directors of the Company shall publish the summaries relating to the number of shares and voting rights as at the time of convening of the General Meeting (including separate summaries for each share class), the summary of the proposals relating to the items on the agenda, the related reports and proposed resolutions of the Supervisory Board and the forms to be used for voting by proxy (unless already sent to the shareholders directly) on the Company's official website (www.takarekizb.hu), the electronic announcement forum operated by the Central Bank of Hungary (www.kozzetetelek.hu) and the official website of the Budapest Stock Exchange (www.bet.hu) at least 21 (twenty-one) days prior to the General Meeting, in the Hungarian and English language. After that, the written proposals and draft resolutions related to the matters included in the agenda of the General Meeting will also be available at the registered office of the Company.

Takarék Mortgage Bank Co Plc.