

**NOTICE
ON CONVENING AN EXTRAORDINARY 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 7 June 2022, the Company's Board of Directors decided to convene an Extraordinary General Meeting of the Company (hereinafter: "General Meeting").

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

Time and date of the General Meeting:

12 July 2022 (Tuesday), 10.00 a.m.

The opening time for registration for the general meeting is 12 July 2022 (Tuesday), 9.00 a.m.

Location of the General Meeting:

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

Agenda of the General Meeting:

1. Conversion of the Company's Preference shares of Series B (preferred stocks) and Series C to Ordinary share of Series A
2. Amendment of the Articles of Association of the Company
3. Decision on the election of the members and the Chairman of the Board of Directors of the Company
4. Decision on the election of the members and the Chairman of the Supervisory Board of the Company
5. Decision on the election of the members of the Audit Committee of the Company
6. Miscellaneous

10 June 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 Section 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. As a general rule, series "B" preferred stocks 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 2021, each series "B" preferred stock 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, 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 compliance.
- 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 **1 June 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: 8 July 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 will hold the repeated general meeting – convened via this Notice – **at the site of the original General Meeting, on 26 July 2022 (Tuesday), at 10 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 **26 July 2022 (Tuesday), at 8 a.m.**

Publication of proposals 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.



PROPOSAL
FOR AGENDA ITEM NO. 1



CONVERSION OF THE COMPANY'S PREFERENCE SHARES OF SERIES "B" (PREFERRED STOCKS) AND SERIES "C" TO ORDINARY SHARE OF SERIES "A"

Proposal:

Takarék Mortgage Bank Co. Plc. (hereinafter referred to as Company) became the member of the Integration of Cooperative Credit Institutions on 23 September 2015.

Based on the authorisation received from the General Meeting, its Board of Directors adopted a decision on 28 December 2015 on increasing the Company's share capital by issuing new shares. Following the capital increase, the Company's share capital increased to HUF 10,849,030,000. At the same time, 14,163,430 preference shares (preferred stocks) of series "B" with a nominal value of HUF 100 each and 2,832,686 ordinary shares of series "C" with a nominal value of HUF 1,000 each were issued. The shares were issued privately and were not listed on the stock exchange. The shares of series "B" and "C" issued were solely owned by the member savings cooperatives of the Integration Organisation and MTB Ltd.

In October 2019, the ownership structure of the Company changed fundamentally, because on 24 October 2019 MTB Ltd. purchased all Takarék Mortgage Bank shares held by the – then – cooperative credit institution merging into Takarékbank Ltd. within the framework of an over-the-counter transaction, thus the shares of series "A", "B" and "C" are currently owned by MTB Ltd.

Given that the Company is an active issuer on the Stock Exchange, but (1) the shares of series "C" with a content identical to the shares of series "A" but representing tenfold voting rights compared to those were not listed on the Stock Exchange, and (2) the Company had not paid dividend for years after the preferred stocks of series "B", therefore, they represent the same voting rights as the ordinary shares of series "A", and (3) each share of series "B" and "C" is held by MTB Ltd., the Company's shareholder with qualified majority, the Board of Directors makes a proposal to the General Meeting for the conversion of the shares of series "B" and "C" to ordinary shares of series "A", which involves the listing of these securities on the stock exchange. Given that the series of shares concerned by the conversion are solely owned by MTB Ltd., the Board of Directors proposes that the General Meeting shall adopt a resolution on the allocation of the total of 42,490,290 ordinary shares of series "A" generated after the conversion to MTB Ltd.

Pursuant to Clause 3.1.17 (l) of the Company's Statutes, the decision on modifying rights attached to shares, and conversion of types and classes of shares shall fall within the exclusive authority of the General Meeting.

Pursuant to Section 3:277 (1), any resolution of the general meeting that affects adversely a right related to a certain series of shares may only be adopted if all shareholders of the concerned series of shares grant their specific approval in the manner specified in the statutes. In the above case, provisions relating to the possible limitation or preclusion of voting rights attached to the share are not applicable, not including the prohibition of exercising voting rights attached to treasury shares.

According to Clause 3.1.20 of the Statutes, the resolution of the General Meeting subject to Clause 3.1.17(c), (e) and (l) may be adopted if the shareholders of all shares belonging to the type and series of shares concerned, attending the given General Meeting, also separately approve such resolution by simple majority. A type or series of share is deemed to be concerned if the resolution of the General Meeting directly and adversely modifies the shareholder right

attached to the type of series of share defined in the Statutes. In the above case, provisions relating to the possible limitation or preclusion of voting rights attached to the share are not applicable, not including the prohibition of exercising voting rights attached to treasury shares. Consent may be given before the General Meeting by a written decision, without holding a meeting, or if shareholders of shares belonging to the series of shares concerned separately vote on this matter at the General Meeting, before the decision of the General Meeting.

Given that a single shareholder, MTB Ltd. is involved in the granting of the prior approval referred to in Section 3:277 (1) of the Civil Code and Clause 3.1.20 of the Statutes, the Board of Directors proposes that the General Meeting shall adopt a decision on the granting of the approval within the framework of a separate decision-making.

We also inform the Honourable General Meeting that the listing of the ordinary shares of series “A” issued as a result of the conversion of the shares of series “B” and “C” on the Budapest Stock Exchange does not require the Company to prepare and publish a prospectus according to the position agreed with the Magyar Nemzeti Bank.

PROPOSED RESOLUTION FOR MTB BANK OF HUNGARIAN SAVINGS COOPERATIVES CO. LTD.

MTB Bank of Hungarian Savings Cooperatives Ltd. (registered seat: H-1122 Budapest, Pethényi köz 10., company registration number: 01-10-041206) shareholder, the sole owner of the 14,163,430 priority shares (preferred stocks) of series “B” with a nominal value of HUF 100 each and 2,832,686 ordinary shares of series “C” with a nominal value of HUF 1,000 each, issued by Takarék Mortgage Bank Public Limited Company, grants its consent to the conversion of the above-mentioned shares to ordinary shares of series “A” with a nominal value of HUF 100.

Pursuant to paragraph (d) of Section 23 of the Credit Institutions Act, the amendment of the Statutes for “changing the type of shares, issuing new types of shares or modifying the type of previously issued shares” is subject to the authorisation of the MNB. Therefore, the resolution relating to the conversion of the shares can enter into force simultaneously with the receipt of the MNB’s resolution.

PROPOSED RESOLUTION FOR THE GENERAL MEETING

- A) The General Meeting converts the 14,163,430, i.e., fourteen million one hundred and sixty-three thousand four hundred and thirty priority shares (preferred stocks) of series “B” with a nominal value of HUF 100, i.e., one hundred Hungarian forints each and a total value of HUF 1,416,343,000, i.e., one billion four hundred and sixteen million three hundred and forty-three thousand Hungarian forints, issued by Takarék Mortgage Bank Public Limited Company, to 14,163,430, i.e., fourteen million one hundred and sixty-three thousand four hundred and thirty ordinary shares of series “A” with a nominal value of HUF 100, i.e., one hundred Hungarian forints each and a total value of HUF 1,416,343,000, i.e., one billion four hundred and sixteen million three hundred and forty-three thousand Hungarian forints.**

- B) The General Meeting converts the 2,832,686, i.e., two million eight hundred and thirty-two thousand six hundred and eighty-six ordinary shares of series “C” with a nominal value of HUF 1,000, i.e., one thousand Hungarian forints each and a total value of HUF 2,832,686,000, i.e., two billion eight hundred and thirty-two million six hundred and eighty-six thousand Hungarian forints, issued by TakaréK Mortgage Bank Public Limited Company, to 28,326,860, i.e., twenty-eight million three hundred and twenty-six thousand eight hundred and sixty ordinary shares of series “A” with a nominal value of HUF 100, i.e., one hundred Hungarian forints each and a total value of HUF 2,832,686,000, i.e., two billion eight hundred and thirty-two million six hundred and eighty-six thousand Hungarian forints.**
- C) The General Meeting orders that the total of 42,490,290, i.e., forty-two million four hundred and ninety thousand two hundred and ninety ordinary shares of series “A” with a nominal value of HUF 100, i.e., one hundred Hungarian forints each and a total nominal value of HUF 4,249,029,000, i.e., four billion two hundred and forty-nine million twenty-nine thousand Hungarian forints issued as a result of the Conversion of Shares shall be allocated in full to shareholder MTB Bank of Hungarian Savings Cooperatives Ltd. (registered seat: H-1122 Budapest, Pethényi köz 10., company registration number: 01-10-041206).**
- D) The General Meeting invites the Board of Directors of the Company to take all necessary measures arising in connection with the conversion of the shares, including the listing thereof on the stock exchange.**

This resolution shall enter into force simultaneously with the entry into force of the amendment of the Statutes adopted at the General Meeting held on 12 July 2022.



PROPOSAL
FOR AGENDA ITEM NO. 2



AMENDMENT
OF THE STATUTES OF THE COMPANY

PROPOSAL

Amendment of the Statutes of the Company

The General Meeting of the Company plans to take a decision under agenda item no. 1 on the conversion of the Company's preference shares (preferred stocks) of series "B" and ordinary shares of series "C" to ordinary shares of series "A". In the context of the conversion of the shares, the amendment of the relevant parts of Statutes becomes necessary. In addition, the amendment of the Statutes is justified by the amendment of Section 151 (4) of the Credit Institutions Act, to which the wording of Clauses 3.2.9 and 3.3.9.3 must be adapted. Furthermore, we propose an amendment to Clauses 3.2.9 and 3.3.9.3 of the Statutes which allows the written voting period to be shortened in justified cases, and the votes to be sent by e-mail, thus promoting a more efficient decision-making. Our proposal also contains amendments relating to the simplification of the Statutes and the decision-making processes, and to ensuring alignment and compliance with the Statutes of MKB Bank Nyrt., the parent company fulfilling the group leader function in MKB Banking Group (Clauses 3.1.1, 3.1.9, 3.1.17 (g), (m), (r), new (u), 3.1.18, 3.1.20, 3.2.2 (e), (j), (n)-(p), (t)-(z) new (w), new (x), , 3.2.3, 3.2.5, 3.3.3, 3.3.6.1 (n), new (o), 3.3.6.2, 3.3.8, 3.3.9, 3.7.1, new 3.7.2, 5.3.3, new 5.3.11).

Based on Clause 3.1.17(a) of the Statutes of the Company, the amendment of the Statutes falls within the exclusive competence of the General Meeting, except for the case under Clause 3.2.2(h). Taking into account that the planned modifications are not deemed to be exceptions, the General Meeting decides on the modification of the Statutes.

In view of the amendments associated with the conversion of the shares, based on paragraph c) of Section 14 (1) and paragraph d) of Section 23 of the Credit Institutions Act, the amendment of the Statutes requires the authorisation of the Magyar Nemzeti Bank. We therefore propose that the amendment of the Statutes shall enter into force on the date on which it is adopted by the General Meeting, on 12 July 2022, provided that if the Company receives the authorisation of the Magyar Nemzeti Bank necessary for the entry into force of the amended Statutes after such date, the amendment of the Statutes shall take effect on the date of receipt of the Magyar Nemzeti Bank's authorisation.

Based on the foregoing we propose that the General Meeting decide on modification of the Statutes as follows:

Clause 2.1.2 of the Statutes shall be amended as follows:

"2.1.2 The share capital of the Company comprises of 108,490,300, (one hundred and eight million four hundred and ninety thousand three hundred shares) ordinary shares of series "A" with a nominal value of 100 HUF (one hundred Hungarian forints) each."

Clause 2.1.3 of the Statutes shall be deleted, Clause 2.1.4 shall be renumbered as 2.1.3.

Clause 3.1.1 of the Statutes shall be amended as follows:

"3.1.1 The supreme body of the Company is the General Meeting.
The General Meeting shall be convened at least thirty (30) days before its starting date by invitation (notice) published in accordance with Clause 8. The General Meeting may be

convened to a place other than the registered seat of the Company to ensure the widest possible attendance by the largest number of shareholders.”

Clause 3.1.9 of the Statutes shall be amended as follows:

“3.1.9 The General Meeting has a quorum if shareholders representing more than half of votes incorporated by voting shares are in attendance. If the General Meeting lacks a quorum, a repeated General Meeting shall be convened on a date not more than twenty-one (21) days after the original date concerning matters on the original agenda. The repeated General Meeting shall have a quorum irrespective of the number of attendees.”

Clause 3.1.16 of the Statutes shall be amended as follows:

“3.1.16 By replying to questions raised at the General Meeting, the Company ensures compliance and conformity with information and disclosure principles defined by legal and stock exchange requirements. The Company has three (three) 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.”

Clause 3.1.17(g) and (m) of the Statutes shall be amended as follows:

Matters referred to the exclusive authority of the General Meeting:

“(g) decision on the acquisition or disposal of treasury shares, granting authorisation to the Board of Directors to acquire treasury shares;”

“(m) election and dismissal of Supervisory Board members, determination of their remuneration, and election, dismissal of members of the Audit Committee, determination of their remuneration;”

Clause 3.1.17 (n) of the Statutes shall be deleted, and in view of the deletion, the numbers of the subsequent clauses shall change accordingly.

Clause 3.1.17(q) (3.1.17(r) before the above deletion) of the Statutes shall be amended as follows:

Matters referred to the exclusive authority of the General Meeting:

“(q) decision on the payment of interim dividend, except for the case under Clause 3.2.2 (p);”

The following new Clause 3.1.17(u) shall be added to the Statutes:

Matters referred to the exclusive authority of the General Meeting:

“(u) decision concerning the provision of financial support to third parties for the acquisition of the shares issued by the Company;”

Clause 3.1.18 of the Statutes shall be amended as follows:

“3.1.18 Resolutions of the General Meeting are adopted by simple majority, except for matters requiring a majority vote of votes cast by law or the present Statutes. If legislation prescribes a unanimous adoption of resolutions concerning any matter, the General Meeting shall adopt resolutions by unanimous decision on such matter. Where the Statutes hereunder require a qualified majority for the General Meeting resolution in any matter, the proposed resolution shall be adopted by a majority of at least three quarters of the attending shareholders.”

Clause 3.1.20 of the Statutes shall be amended as follows:

“3.1.20 The resolution of the General Meeting subject to Clause 3.1.17(c), (e) and (l) may be adopted if the shareholders of all shares belonging to the type and series of shares concerned also separately approve such resolution by simple majority. A type or series of share is deemed to be concerned if the resolution of the General Meeting directly and adversely modifies the shareholder right attached to the type of series of share, defined in the Statutes hereunder. In the above case, provisions relating to the possible limitation or preclusion of voting rights attached to the share are not applicable, not including the prohibition of exercising voting rights attached to treasury shares. Consent may be given before the General Meeting by a written decision, without holding a meeting, or if shareholders of shares belonging to the series of shares concerned separately vote on this matter at the General Meeting, before the decision of the General Meeting.”

Clause 3.1.24.1(e) of the Statutes shall be amended as follows:

“(e) The share grants voting rights proportionate to its nominal value, i.e. at the General Meeting, each series “A” ordinary share of a nominal value of HUF 100 (one hundred forints) grants one vote. The shareholder may not exercise its voting right until providing its due consideration.”

Clause 3.1.24.5 of the Statutes shall be deleted.

Clause 3.2.1 of the Statutes shall be amended as follows:

“3.2.1 The Board of Directors is the management body of the Company. Board members represent the Company before third parties, courts and other authorities, except if the Company is represented by a Supervisory Board member appointed by the Supervisory Board or a trustee appointed by a court, because the Company or one or more of its executive officers requested the judicial review of a General Meeting’s resolution, therefore the Company has not executive officer to represent the Company. The Board of Directors determines and manages the work organisation of the public limited company, exercising employer’s rights over managing directors (CEO and their deputies) defined in the Credit Institutions Act, in accordance with Section 150 of the Credit Institutions Act, in consideration of Clause 3.1.17(j), in observance of the provisions thereof.”

Clause 3.2.2(e), (j) and (n) of the Statutes shall be amended as follows:

Duties falling under the exclusive competence of the Board of Directors:

“(e) based on the decision of the Board of Directors of MKB Bank, defining and adopting the business policy, business strategy (including decisions concerning the geographical

expansion or entry into new business areas, as well as decisions on exit from existing business areas and joint ventures to be concluded with third parties, and syndicate or consortium agreements, among other things), business plan and related product portfolio of the Company;”

“(j) approval of the Company’s Rules of Organisation and Procedure, and of any internal policies the approval of which is referred by law or an internal policy to the competence of the Board of Directors;”

“(n) within the scope defined by applicable laws, decision on the extension of internal credit;”

Clauses 3.2.2 (o), (p), (u), (v), (x), (y) (z) of the Statutes shall be deleted, and in view of the deletion, the numbers of the subsequent clauses shall change accordingly.

The following new Clause 3.2.2(o), (p), (u), (v) and (x) shall be added to the Statutes:

Duties falling under the exclusive competence of the Board of Directors:

“(o) in the cases specified in the Civil Code, decision on the adoption of the Company’s interim balance sheet, subject to prior approval of the Supervisory Board;”

“(p) subject to the prior approval of the Supervisory Board, decision on the payment and disbursement of the interim dividend referred to in Section 3:263 (1) of the Civil Code (in this case decision on the payment of interim dividend does not require the decision of the General Meeting);”

“(u) decision on the termination of the maintenance of the share on the given regulated market if the share is marketed on another regulated market (transfer);”

“(v) based on authorisation granted by the General Meeting, decision on the acquisition of treasury shares;”

“(x) on the basis of the decision of the Board of Directors of MKB Bank, decision on all matters arising in connection with the Integration Organisation, the operation and all bodies thereof, including the definition of the mandates, positions to be represented at the general meeting of the Integration Organization, but not including the matters specified in Clause 3.1.17 (v);”

Clause 3.2.2(w) of the Statutes shall be amended as follows:

Duties falling under the exclusive competence of the Board of Directors:

“(w) based on the decision of the Board of Directors of MKB Bank, decision on the transactions and liabilities of the Company, as well as the Company’s direct and indirect subsidiaries exceeding the value of EUR 250 million (including, but not limited to decisions on participation in legal persons and termination of such participation) provided that the entry into force of these transactions and liabilities require the subsequent approval of the General Meeting of Magyar Bankholding Zrt. (registered seat: H-1134 Budapest, Kassák Lajos utca 18.; company registration number: 01-10-140865), except for (i) liabilities and/or

transactions of the Company, as well as the Company's direct and indirect subsidiaries arising from the performance of their authorised activities, and (ii) transactions or liabilities between the Company and the Company's direct or indirect subsidiaries, between the Company's direct or indirect subsidiaries, between the Company and the direct or indirect subsidiaries of MKB Bank outside the Company, and between the Company's direct or indirect subsidiaries and direct or indirect subsidiaries of MKB Bank outside the Company and the Company's direct or indirect subsidiaries;"

Clause 3.2.3 of the Statutes shall be amended as follows:

"3.2.3 The Board of Directors may not transfer its powers defined under authority transferred on the basis of the General Meeting's authorisation, but it may authorise another body of the Company to implement its decision taken in that context."

Clause 3.2.5 of the Statutes shall be amended as follows:

"3.2.5 Unless provided otherwise by law, the Board of Directors has a quorum if the majority of its members are in attendance. Unless provided otherwise by law, it shall adopt resolutions by simple majority."

Clause 3.2.9 of the Statutes shall be amended as follows:

"3.2.9 Pursuant to Section 151(4) of the Credit Institutions Act, Board members may also put forward opinions and pass resolutions in writing without holding a meeting by means defined by the rules of procedure of the Board of Directors on the basis of proposals sent via telephone, telefax, using an electronic device, or by other such means. In such case, the Board member shall send their vote in writing (including via email) to the Company within five (5) business days from the proposal sent by the chairperson of the Board of Directors. Where justified, the chairperson of the Board of Directors has the right to order a reasonable deadline shorter than five (5) working days, or to extend the deadline by up to three (3) business days. Failure to meet the deadline shall be deemed as if the member had not attended the Board of Directors meeting."

Clause 3.3.3 of the Statutes shall be deleted, and in view of the deletion, the numbers of the subsequent clauses shall change accordingly.

Clause 3.3.5.1(n) (3.3.6.1(n) before the above deletion) of the Statutes shall be amended as follows:

The Supervisory Board

"(n) adopts the Supervisory Board's rules of procedures, the validity of which does not require the approval of the General Meeting;"

The following new Clause 3.3.5.1(o) shall be added to the Statutes:

The Supervisory Board

"(o) elects the chairperson of the Supervisory Board."

Clause 3.3.5.2 (3.3.6.2 before the above deletion) of the Statutes shall be amended as follows:

“3.3.5.2 The General Meeting may decide on the statutory report—including the consolidated financial statements—and on the use of after-tax profit only if in possession of the Supervisory Board’s written report, and the General Meeting and the Board of Directors may decide on the payment of interim dividend with the approval of the Supervisory Board.”

Clause 3.3.7.1 (3.3.8.1 before the above deletion) of the Statutes shall be amended as follows:

“3.3.7.1 The Supervisory Board shall decide on the person to be chairperson of the Supervisory Board by simple majority. The chairperson of the Supervisory Board shall organise the work, prepare the meetings of the Supervisory Board, ensure its efficient operation and represent the Company’s Supervisory Board before third parties.”

Clauses 3.3.8.1–3.3.8.3 (3.3.9.1–3.3.9.3 before the above deletion) of the Statutes shall be amended as follows:

“3.3.8.1 The Supervisory Board shall meet whenever necessary for smooth fulfilment of its duties. The Supervisory Board has a quorum only if the majority of the members are in attendance at the meeting. The Supervisory Board shall take its resolutions by simple majority, except for the General Meeting Proposals relating to the provisions of Clause 3.1.17 (v), in which case the Supervisory Board shall take its resolution by a majority of two thirds.

3.3.8.2 The meeting shall be convened and held in accordance with rules set out in the rules of procedure of the Supervisory Board. The CEO shall be invited to the meeting of the Supervisory Board.

3.3.8.3 Supervisory Board members may also put forward opinions and pass resolutions in writing without holding a meeting by means defined by the Supervisory Board’s rules of procedure on the basis of proposals sent by telephone, telefax, using an electronic device, or by other such means. In such case, the Supervisory Board member shall send their vote in writing (including via email) to the Company within five (5) business days from the proposal sent by the chairperson of the Supervisory Board. The chairperson of the Supervisory Board has the right to order a reasonable deadline shorter than five (5) working days, or to extend the deadline by up to three (3) business days. Failure to meet the deadline shall be deemed as if the member had not attended the Supervisory Board meeting.”

Clause 3.7.1 of the Statutes shall be amended as follows:

“3.7.1 The CEO is the chief managing director within the meaning of the Credit Institutions Act. The CEO and their deputy/deputies are elected by the General Meeting to be internal Board members. The CEO manages the work organisation of the Company. They shall be responsible for taking a decision in cases which do not fall within the exclusive competence of the General Meeting, the Supervisory Board, or the Board of Directors.”

The following new Clause 3.7.2 shall be added to the Statutes, and in view of the addition, the numbers of the subsequent clauses shall change accordingly:

“3.7.2 If the same person is appointed as the chairperson of the Board of Directors and the CEO of the Company, this person shall be entitled to use the title Chairman-CEO.”

Clause 5.3.3 of the Statutes shall be amended as follows:

“5.3.3 At least ten (10) business days shall pass between the date of the General Meeting resolution on the payment of dividend and the initial date of dividend payment, provided that the payment of dividend shall begin within one hundred and eighty (180) days from the relevant resolution of the General Meeting.”

The following new Clause 5.3.11 shall be added to the Statutes:

“5.3.11 The provisions set out in this Clause 5.3 relating to the payment of dividend shall be duly applicable to the payment of interim dividend as well even if the decision on the payment of interim dividend is taken by the Board of Directors.”

**PROPOSED RESOLUTION
relating to agenda item No. 2**

The General Meeting adopts modification of the Statutes of the Company as follows:

Clause 2.1.2 of the Statutes shall be amended as follows:

“2.1.2 The share capital of the Company comprises of 108,490,300, (one hundred and eight million four hundred and ninety thousand three hundred shares) ordinary shares of series “A” with a nominal value of 100 HUF (one hundred Hungarian forints) each.”

Clause 2.1.3 of the Statutes shall be deleted, Clause 2.1.4 shall be renumbered as 2.1.3.

Clause 3.1.1 of the Statutes shall be amended as follows:

“3.1.1 The supreme body of the Company is the General Meeting. The General Meeting shall be convened at least thirty (30) days before its starting date by invitation (notice) published in accordance with Clause 8. The General Meeting may be convened to a place other than the registered seat of the Company to ensure the widest possible attendance by the largest number of shareholders.”

Clause 3.1.9 of the Statutes shall be amended as follows:

“3.1.9 The General Meeting has a quorum if shareholders representing more than half of votes incorporated by voting shares are in attendance. If the General Meeting lacks a quorum, a repeated General Meeting shall be convened on a date not more than twenty-one (21) days after the original date concerning matters on the original agenda. The repeated General Meeting shall have a quorum irrespective of the number of attendees.”

Clause 3.1.16 of the Statutes shall be amended as follows:

“3.1.16 By replying to questions raised at the General Meeting, the Company ensures compliance and conformity with information and disclosure principles defined by legal and stock exchange requirements. The Company has three (three) 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.”

Clause 3.1.17(g) and (m) of the Statutes shall be amended as follows:

Matters referred to the exclusive authority of the General Meeting:

“(g)decision on the acquisition or disposal of treasury shares, granting authorisation to the Board of Directors to acquire treasury shares;”

“(m) election and dismissal of Supervisory Board members, determination of their remuneration, and election, dismissal of members of the Audit Committee, determination of their remuneration;”

Clause 3.1.17 (n) of the Statutes shall be deleted, and in view of the deletion, the numbers of the subsequent clauses shall change accordingly.

Clause 3.1.17(q) (3.1.17(r) before the above deletion) of the Statutes shall be amended as follows:

Matters referred to the exclusive authority of the General Meeting:

“(q)decision on the payment of interim dividend, except for the case under Clause 3.2.2 (p);”

The following new Clause 3.1.17(u) shall be added to the Statutes:

Matters referred to the exclusive authority of the General Meeting:

“(u)decision concerning the provision of financial support to third parties for the acquisition of the shares issued by the Company;”

Clause 3.1.18 of the Statutes shall be amended as follows:

“3.1.18 Resolutions of the General Meeting are adopted by simple majority, except for matters requiring a majority vote of votes cast by law or the present Statutes. If legislation prescribes a unanimous adoption of resolutions concerning any matter, the General Meeting shall adopt resolutions by unanimous decision on such matter. Where the Statutes hereunder require a qualified majority for the General Meeting resolution in any matter, the proposed resolution shall be adopted by a majority of at least three quarters of the attending shareholders.”

Clause 3.1.20 of the Statutes shall be amended as follows:

“3.1.20 The resolution of the General Meeting subject to Clause 3.1.17(c), (e) and (l) may be adopted if the shareholders of all shares belonging to the type and series of shares concerned also separately approve such resolution by simple majority. A type or series of share is deemed to be concerned if the resolution of the General Meeting directly and adversely modifies the shareholder right attached to the type of series of share, defined in the Statutes hereunder. In the above case, provisions relating to the

possible limitation or preclusion of voting rights attached to the share are not applicable, not including the prohibition of exercising voting rights attached to treasury shares. Consent may be given before the General Meeting by a written decision, without holding a meeting, or if shareholders of shares belonging to the series of shares concerned separately vote on this matter at the General Meeting, before the decision of the General Meeting.”

Clause 3.1.24.1(e) of the Statutes shall be amended as follows:

“(e) The share grants voting rights proportionate to its nominal value, i.e. at the General Meeting, each series “A” ordinary share of a nominal value of HUF 100 (one hundred forints) grants one vote. The shareholder may not exercise its voting right until providing its due consideration.”

Clause 3.1.24.5 of the Statutes shall be deleted.

Clause 3.2.1 of the Statutes shall be amended as follows:

“3.2.1 The Board of Directors is the management body of the Company. Board members represent the Company before third parties, courts and other authorities, except if the Company is represented by a Supervisory Board member appointed by the Supervisory Board or a trustee appointed by a court, because the Company or one or more of its executive officers requested the judicial review of a General Meeting’s resolution, therefore the Company has not executive officer to represent the Company. The Board of Directors determines and manages the work organisation of the public limited company, exercising employer’s rights over managing directors (CEO and their deputies) defined in the Credit Institutions Act, in accordance with Section 150 of the Credit Institutions Act, in consideration of Clause 3.1.17(j), in observance of the provisions thereof.”

Clause 3.2.2(e), (j) and (n) of the Statutes shall be amended as follows:

Duties falling under the exclusive competence of the Board of Directors:

“(e) based on the decision of the Board of Directors of MKB Bank, defining and adopting the business policy, business strategy (including decisions concerning the geographical expansion or entry into new business areas, as well as decisions on exit from existing business areas and joint ventures to be concluded with third parties, and syndicate or consortium agreements, among other things), business plan and related product portfolio of the Company;”

“(j) approval of the Company’s Rules of Organisation and Procedure, and of any internal policies the approval of which is referred by law or an internal policy to the competence of the Board of Directors;”

“(n) within the scope defined by applicable laws, decision on the extension of internal credit;”

Clauses 3.2.2 (o), (p), (u), (v), (x), (y) (z) of the Statutes shall be deleted, and in view of the deletion, the numbers of the subsequent clauses shall change accordingly.

The following new Clause 3.2.2(o), (p), (u), (v) and (x) shall be added to the Statutes:

Duties falling under the exclusive competence of the Board of Directors:

“(o)in the cases specified in the Civil Code, decision on the adoption of the Company’s interim balance sheet, subject to prior approval of the Supervisory Board;”

“(p)subject to the prior approval of the Supervisory Board, decision on the payment and disbursement of the interim dividend referred to in Section 3:263 (1) of the Civil Code (in this case decision on the payment of interim dividend does not require the decision of the General Meeting);”

“(u)decision on the termination of the maintenance of the share on the given regulated market if the share is marketed on another regulated market (transfer);”

“(v)based on authorisation granted by the General Meeting, decision on the acquisition of treasury shares;”

“(x)on the basis of the decision of the Board of Directors of MKB Bank, decision on all matters arising in connection with the Integration Organisation, the operation and all bodies thereof, including the definition of the mandates, positions to be represented at the general meeting of the Integration Organization, but not including the matters specified in Clause 3.1.17 (v);”

Clause 3.2.2(w) of the Statutes shall be amended as follows:

Duties falling under the exclusive competence of the Board of Directors:

“(w) based on the decision of the Board of Directors of MKB Bank, decision on the transactions and liabilities of the Company, as well as the Company’s direct and indirect subsidiaries exceeding the value of EUR 250 million (including, but not limited to decisions on participation in legal persons and termination of such participation) provided that the entry into force of these transactions and liabilities require the subsequent approval of the General Meeting of Magyar Bankholding Zrt. (registered seat: H-1134 Budapest, Kassák Lajos utca 18.; company registration number: 01-10-140865), except for (i) liabilities and/or transactions of the Company, as well as the Company’s direct and indirect subsidiaries arising from the performance of their authorised activities, and (ii) transactions or liabilities between the Company and the Company’s direct or indirect subsidiaries, between the Company’s direct or indirect subsidiaries, between the Company and the direct or indirect subsidiaries of MKB Bank outside the Company, and between the Company’s direct or indirect subsidiaries and direct or indirect subsidiaries of MKB Bank outside the Company and the Company’s direct or indirect subsidiaries;”

Clause 3.2.3 of the Statutes shall be amended as follows:

“3.2.3 The Board of Directors may not transfer its powers defined under authority transferred on the basis of the General Meeting’s authorisation, but it may authorise another body of the Company to implement its decision taken in that context.”

Clause 3.2.5 of the Statutes shall be amended as follows:

“3.2.5 Unless provided otherwise by law, the Board of Directors has a quorum if the majority of its members are in attendance. Unless provided otherwise by law, it shall adopt resolutions by simple majority.”

Clause 3.2.9 of the Statutes shall be amended as follows:

“3.2.9 Pursuant to Section 151(4) of the Credit Institutions Act, Board members may also put forward opinions and pass resolutions in writing without holding a meeting by means defined by the rules of procedure of the Board of Directors on the basis of proposals sent via telephone, telefax, using an electronic device, or by other such means. In such case, the Board member shall send their vote in writing (including via email) to the Company within five (5) business days from the proposal sent by the chairperson of the Board of Directors. Where justified, the chairperson of the Board of Directors has the right to order a reasonable deadline shorter than five (5) working days, or to extend the deadline by up to three (3) business days. Failure to meet the deadline shall be deemed as if the member had not attended the Board of Directors meeting.”

Clause 3.3.3 of the Statutes shall be deleted, and in view of the deletion, the numbers of the subsequent clauses shall change accordingly.

Clause 3.3.5.1(n) (3.3.6.1(n) before the above deletion) of the Statutes shall be amended as follows:

The Supervisory Board

“(n)adopts the Supervisory Board’s rules of procedures, the validity of which does not require the approval of the General Meeting;”

The following new Clause 3.3.5.1(o) shall be added to the Statutes:

The Supervisory Board

“(o)elects the chairperson of the Supervisory Board.”

Clause 3.3.5.2 (3.3.6.2 before the above deletion) of the Statutes shall be amended as follows:

“3.3.5.2 The General Meeting may decide on the statutory report—including the consolidated financial statements—and on the use of after-tax profit only if in possession of the Supervisory Board’s written report, and the General Meeting and the Board of Directors may decide on the payment of interim dividend with the approval of the Supervisory Board.”

Clause 3.3.7.1 (3.3.8.1 before the above deletion) of the Statutes shall be amended as follows:

“3.3.7.1 The Supervisory Board shall decide on the person to be chairperson of the Supervisory Board by simple majority. The chairperson of the Supervisory Board shall organise the work, prepare the meetings of the Supervisory Board, ensure its efficient operation and represent the Company’s Supervisory Board before third parties.”

Clauses 3.3.8.1–3.3.8.3 (3.3.9.1–3.3.9.3 before the above deletion) of the Statutes shall be amended as follows:

“3.3.8.1 The Supervisory Board shall meet whenever necessary for smooth fulfilment of its duties. The Supervisory Board has a quorum only if the majority of the members are in attendance at the meeting. The Supervisory Board shall take its resolutions by simple majority, except for the General Meeting Proposals relating to the provisions of Clause 3.1.17 (v), in which case the Supervisory Board shall take its resolution by a majority of two thirds.

3.3.8.2 The meeting shall be convened and held in accordance with rules set out in the rules of procedure of the Supervisory Board. The CEO shall be invited to the meeting of the Supervisory Board.

3.3.8.3 Supervisory Board members may also put forward opinions and pass resolutions in writing without holding a meeting by means defined by the Supervisory Board’s rules of procedure on the basis of proposals sent by telephone, telefax, using an electronic device, or by other such means. In such case, the Supervisory Board member shall send their vote in writing (including via email) to the Company within five (5) business days from the proposal sent by the chairperson of the Supervisory Board. The chairperson of the Supervisory Board has the right to order a reasonable deadline shorter than five (5) working days, or to extend the deadline by up to three (3) business days. Failure to meet the deadline shall be deemed as if the member had not attended the Supervisory Board meeting.”

Clause 3.7.1 of the Statutes shall be amended as follows:

“3.7.1 The CEO is the chief managing director within the meaning of the Credit Institutions Act. The CEO and their deputy/deputies are elected by the General Meeting to be internal Board members. The CEO manages the work organisation of the Company. They shall be responsible for taking a decision in cases which do not fall within the exclusive competence of the General Meeting, the Supervisory Board, or the Board of Directors.”

The following new Clause 3.7.2 shall be added to the Statutes, and in view of the addition, the numbers of the subsequent clauses shall change accordingly:

“3.7.2 If the same person is appointed as the chairperson of the Board of Directors and the CEO of the Company, this person shall be entitled to use the title Chairman-CEO.”

Clause 5.3.3 of the Statutes shall be amended as follows:

“5.3.3 At least ten (10) business days shall pass between the date of the General Meeting resolution on the payment of dividend and the initial date of dividend payment, provided that the payment of dividend shall begin within one hundred and eighty (180) days from the relevant resolution of the General Meeting.”

The following new Clause 5.3.11 shall be added to the Statutes:

“5.3.11 The provisions set out in this Clause 5.3 relating to the payment of dividend shall be duly applicable to the payment of interim dividend as well even if the decision on the payment of interim dividend is taken by the Board of Directors.”

The General Meeting of the Company shall simultaneously adopt the Statutes consolidated with amendments. The Statutes shall enter into force on 12 July 2022. If the Company receives the licence of the Magyar Nemzeti Bank necessary for the entry into force of the amended Statutes after such date, the amendment of the Statutes shall take effect on the date of receipt of the Magyar Nemzeti Bank’s licence.



TAKARÉK MORTGAGE BANK CO PLC.'S

STATUTES

2022

Preamble

Takarék Mortgage Bank Co Plc. (hereinafter referred to as “**Company**”) is the specialised credit institution member of the group of undertakings (“**MKB Banking Group**”) defined in the relevant decision of the Magyar Nemzeti Bank (“**MNB**”) concerning the undertakings of MKB Bank Plc. (registered seat: H-1056 Budapest, Váci u. 38., company registration number: Cg. 01-10-040952;; “**MKB Bank**”), as parent company, subject to consolidated supervision. Based on the relevant decision of the MNB, pursuant to Act CCXXXVII of 2013 on Credit Institutions and Financial Enterprises (“**Credit Institutions Act**”), MKB Bank is deemed to be a credit institution parent company responsible for the compliance of the MKB Banking Group with the requirements set out in the Credit Institutions Act and Regulation (EU) No 575/2013 on prudential requirements for credit institutions and amending Regulation (EU) No 648/2012 on a consolidated basis.

In addition, as member of the Central Organisation of Integrated Credit Institutions (“**Integration Organisation**”), the Company pursues activity in accordance with the provisions of its operating licence, as a credit institution defined in Act CXXXV of 2013 on the Integration of Credit Institutions Set Up As Cooperative Societies and on the Amendment of Regulations Relating to the Economy (“**Cooperative Credit Institutions Act**”).

1. COMPANY NAME, SCOPE OF ACTIVITY, REGISTERED SEAT, DURATION

1.1 Name of Company: Takarék Jelzálogbank Nyilvánosan Működő Részvénytársaság, abbreviated name: Takarék Jelzálogbank Nyrt.

English name of the Company: Takarék Mortgage Bank Co. Plc

1.2 Type of Company:

1.2.1 Among financial institutions the Company is a mortgage loan company, as specialised credit institution.

1.3 Scope of activities of the Company

1.3.1 Main activity according to the Statistical Classification of Economic Activities (TEÁOR'08)

64.92'08 Other credit granting

1.3.2 Additional activities

6499'08 Other financial service activities n.e.c.

6619'08 Other activities auxiliary to financial services

1.3.3 Based on licence No. 345/1998 of the supervisory authority, the Company has the right to engage in only the following activities subject to Section 3 of Act XXX of 1997 on Mortgage Loan Companies and Mortgage Bonds on a commercial basis:

(a) acceptance of repayable funds from the public, not including deposit collection,

(b) lending of money subject to collateral secured with real property located in the territory of Hungary or a member state of the EEA,

- (c) provision of mortgage-free loans subject to a joint and several guarantee,
- (d) undertaking of guarantees and bank guarantees, and other bank undertakings,
- (e) commercial activity relating to interest rate swap, and currency swap transactions serving as collateral for the exchange rate risk of foreign exchange funds.

1.4 The registered seat of the Company: H-1117 Budapest, Magyar Tudósok körútja 9. G. épület

The Company may establish branch offices (establishments and branches) and foreign bank representations.

1.4.1 Premises of the Company:

H-1117 Budapest	Magyar Tudósok körútja 9. G. ép.
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1.5 Duration of the Company: The Company has been established for an indefinite term.

2. SHARE CAPITAL AND SHARES

2.1 Share capital

2.1.1 The share capital of the Company equals HUF 10,849,030,000 (ten billion eight hundred and forty-nine million thirty thousand forints), consisting entirely of consideration in cash.

2.1.2 The share capital of the Company comprises of 108,490,300, (one hundred and eight million four hundred and ninety thousand three hundred shares) ordinary shares of series “A” with a nominal value of 100 HUF (one hundred Hungarian forints) each.

2.1.3 The shares of the Company are issued as dematerialised securities in compliance with legislation relating to securities.

2.2 Share register

2.2.1 The Board of Directors manages a share register on the shareholders of the Company with content defined in Section 3:245 of Act V of 2013 on the Civil Code (“**Civil Code**”) and Section 136 of the Credit Institutions Act. The Board of Directors shall be entitled to subcontract maintaining the register of shareholders. The fact of such engagement and data on the engaged person shall be published. The shareholder may exercise shareholder rights after registration in the share register. It should be possible to determine data deleted from the share register.

2.2.2 For the General Meeting and company events involving payments the Company shall request shareholder compliance from KELER Ltd. In relation to shareholder compliance, the registrar of the share register shall delete all data in the share register in effect at the time of shareholder compliance and simultaneously register therein data in conformity with the result of shareholder compliance. The general

rules of procedure of KELER Ltd. in force are applicable to the rules of shareholder compliance.

2.3 Transfer of shares

2.3.1 The transfer of Company shares shall take effect upon registration of the new shareholder or of the nominee shareholder regulated in Sections 151–155 of Act CXX of 2001 on the Capital Market (“**Capital Market Act**”) in the share register. If acquisition of a shareholding in the Company is bound to official authorisation, the nominee shareholder may only be registered with the shareholder in the share register.

3. BODIES OF THE COMPANY AND THEIR OPERATION

3.1 General Meeting

3.1.1 The supreme body of the Company is the General Meeting.

The General Meeting shall be convened at least thirty (30) days before its starting date by invitation (notice) published in accordance with Clause 8. The General Meeting may be convened to a place other than the registered seat of the Company to ensure the widest possible attendance by the largest number of shareholders.

3.1.2 For the General Meeting, as company event, the Company shall request shareholder compliance from KELER Ltd. The date (reporting date) of shareholder compliance shall be between the 7th (seventh) and 5th (fifth) stock market trading days (including such days) prior to the General Meeting.

3.1.3 At 6 (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 compliance 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**”). 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.

3.1.4 The Company shall publish the following at least twenty-one (21) days before the General Meeting:

- (a) aggregate data relating to the number of shares and share of voting rights existing at the time of convening;
- (b) proposals relating to agenda items, Supervisory Board reports and proposed resolutions relating to these;
- (c) forms used for voting by way of a representative if these are not directly sent to shareholders.

3.1.5 Simultaneously with publication of General Meeting materials, the Company shall send by electronic means the General Meeting invitation, and the proposals and proposed resolutions related thereto to the shareholders who have notified their such request in advance to the Company in writing. Notification of such request shall be valid indefinitely during the validity of shareholder status until withdrawn

in writing. Company communication sent by e-mail shall be deemed received by the shareholder on the date of sending.

- 3.1.6 The business integration management organisation and the Integration Organisation shall be notified of the General Meeting concurrently with publication of the invitation. The invitation, and proposals and related materials concerning the agendas, if any, shall be attached to such notification. Where necessary, management of the Integration Organisation may call on the Company to draw up written proposals relating to agenda items specified by the Integration Organisation, not including any proposals, within 5 days from notification. Representatives of the business integration management organisation and the Integration Organisation may attend the Company's General Meeting in an advisory capacity.
- 3.1.7 The General Meeting may also be held if not or not regularly convened, and is attended by all shareholders who unanimously consent to holding the meeting. Resolutions adopted at an irregularly convened or held General Meeting, which are therefore invalid, shall become valid retroactively from the date of adoption if these are unanimously recognised as valid by all shareholders within thirty (30) days from the date of the General Meeting.
- 3.1.8 Adoption of resolutions on matters not listed on the agenda is permitted only in the presence of all eligible shareholders if they unanimously consented to discussion of matters not included on the agenda.
- 3.1.9 The General Meeting has a quorum if shareholders representing more than half of votes incorporated by voting shares are in attendance. If the General Meeting lacks a quorum, a repeated General Meeting shall be convened on a date not more than twenty-one (21) days after the original date concerning matters on the original agenda. The repeated General Meeting shall have a quorum irrespective of the number of attendees.
- 3.1.10 The General Meeting invitation shall include the following:
- (a) name and registered seat of the Company;
 - (b) time and place of the General Meeting;
 - (c) agenda of the General Meeting;
 - (d) means of holding the General Meeting;
 - (e) conditions prescribed in the Statutes hereunder for exercising voting rights;
 - (f) if the General Meeting lacks a quorum, place and time of the repeated General Meeting;
 - (g) conditions for exercising rights relating to supplementing the agenda, and
 - (h) place for accessing the original and complete text of draft resolutions and documents to be submitted to the General Meeting.

- 3.1.11 The Board of Directors has the right to convene an extraordinary General Meeting if justified and when it deems it necessary. The Board of Directors shall convene the extraordinary General Meeting:
- (a) without delay if the Supervisory Board has less than three (3) members,
 - (b) within eight (8) days if requested in writing by shareholders holding at least one (1) percent of voting rights—evidenced with share register data—with indication of the reason and purpose, or
 - (c) within eight (8) days—subject to simultaneous notification of the Supervisory Board—for taking necessary measures if it learns that the Company’s shareholders’ equity has decreased to two thirds of share capital as a result of loss, or its shareholders’ equity decreased below the minimum statutory amount of share capital, or the Company is facing insolvency or suspended payments, or the Company’s assets do not cover its debts,
 - (d) within eight (8) days if at least three (3) Board members propose convening of the General Meeting with disclosure of the agenda, or
 - (e) in other mandatory cases stipulated by law.
- 3.1.12 The chairperson of the General Meeting is the current chairperson of the Board of Directors, or a person appointed by them, unless they are unavailable, because in such case, it is a person elected by the General Meeting by simple majority. An attendance sheet shall be drawn up on shareholders attending the General Meeting, which shall indicate the name and domicile, or registered seat of the shareholder or its representative, the number of its shares and votes, and any changes to the person of attending members during the General Meeting. The chairperson and registrar of the General Meeting shall certify the attendance sheet.
- 3.1.13 The chairperson of the General Meeting:
- (a) opens the General Meeting;
 - (b) determines a quorum;
 - (c) chairs the discussion, gives the floor to and cuts off speakers, may limit speaking times;
 - (d) orders breaks;
 - (e) adjourns the General Meeting.
- 3.1.14 Minutes shall be drawn up on the General Meeting, which include:
- (a) name and registered seat of the Company;
 - (b) means, place and time of the held General Meeting;
 - (c) name of the General Meeting’s chairperson, registrar, certifier of the minutes and teller;

- (d) key events and presented proposals of the General Meeting;
- (e) proposed resolutions;
- (f) the number of shares in relation to each resolution, in relation to which valid votes are cast, and the share in share capital represented by such votes,
- (g) number of votes cast in favour and against, and number of abstentions.

3.1.15 The minutes shall be signed by the registrar and chairperson of the General Meeting, and certified by an attending shareholder elected for such purpose. The Board of Directors of the Company shall retain and store the General Meeting minutes and the attendance sheet among its own documents, submit these to the court of registration within thirty days from conclusion of the General Meeting. The Board of Directors of the Company shall further publish General Meeting resolutions, description of the proposed resolutions, and General Meeting minutes containing any material matters and replies relating to the proposed resolutions within thirty (30) days from the General Meeting, in accordance with Clause 8.

3.1.16 By replying to questions raised at the General Meeting, the Company ensures compliance and conformity with information and disclosure principles defined by legal and stock exchange requirements. The Company has three (3) 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.

3.1.17 Matters referred to the exclusive authority of the General Meeting:

- (a) adoption and amendment of the Statutes, except for the case under Clause 3.2.2(h);
- (b) decision on the Company's conversion, merger, demerger without successor;
- (c) decision on raising share capital or the authorisation of the Board of Directors to raise share capital;
- (d) decision on the preclusion or limitation of preferential subscription rights;
- (e) decision on the decrease of share capital;
- (f) decision on the issue of convertible bonds, bonds with subscription rights and converted bonds;
- (g) decision on the acquisition or disposal of treasury shares, granting authorisation to the Board of Directors to acquire treasury shares;
- (h) election and dismissal of the chairperson and Board members, determination of their remuneration;
- (i) modification of the Company's main activity;

- (j) decision on filling the post of chief executive officer heading the Company's work organisation, managing its operations (including, in particular, establishment and termination of the employment of the CEO), and on granting authorisation for implementing the above decisions;
- (k) decision on modifying the operational form of the Company;
- (l) decision on modifying rights attached to shares, and conversion of types and classes of shares;
- (m) election and dismissal of Supervisory Board members, determination of their remuneration, and election, dismissal of members of the Audit Committee, determination of their remuneration;
- (n) election, dismissal of the permanent auditor, determination of its remuneration;
- (o) evaluation of the work of executive officers performed in the previous financial year, decision concerning the discharge from liability;
- (p) approval of the Company's statutory report and decision on the use of after-tax profit;
- (q) decision on the payment of interim dividend, except for the case under Clause 3.2.2 (p);
- (r) decision on enforcing claims against shareholders, Board members, Supervisory Board members or the permanent auditor;
- (s) decision on approval of the report on responsible corporate governance;
- (t) advisory vote on remuneration policy ("**SEA Remuneration Policy**") subject to Act LXVII of 2019 on Encouraging Long-term Shareholder Engagement and Amending Certain Legal Harmonisation Acts ("**Shareholder Engagement Act**"), and if applicable by law, on the remuneration report ("**SEA Remuneration Report**"). The SEA Remuneration Policy shall be included on the General Meeting agenda upon major changes thereto, but at least every four years;
- (u) decision concerning the provision of financial support to third parties for the acquisition of the shares issued by the Company;
- (v) decision on the establishment or termination of the Company's membership in the Integration Organisation defined in the Cooperative Credit Institutions Act;
- (w) decision on all matters referred to the supreme body's exclusive competence by law or under the Statutes.

3.1.18 Resolutions of the General Meeting are adopted by simple majority, except for matters requiring a majority vote of votes cast by law or the present Statutes. If legislation prescribes a unanimous adoption of resolutions concerning any matter, the General Meeting shall adopt resolutions by unanimous decision on such matter.

Where the Statutes hereunder require a qualified majority for the General Meeting resolution in any matter, the proposed resolution shall be adopted by a majority of at least three quarters of the attending shareholders.

- 3.1.19 A resolution of the General Meeting aimed at modifying the Company's form of operation from public to private may be adopted if at least a 3/4 majority of shareholders representing not more than 1% of each vote have consented to it in advance. As regards prior consent, in the notice containing the General Meeting invitation, the Board of Directors shall call on the shareholders concerned of the Company to state whether they grant such consent. The shareholders concerned shall state their position in writing, addressed to the Board of Directors and sent to the registered seat of the Company by the deadline set in the notice, but set at least for the second day following the reporting date of shareholder compliance related to the General Meeting resolving the modification of the Company's operation from public to private. If a shareholder does not respond by the deadline specified in the notice, its consent is deemed to be given. More than one consent may not be given as valid in relation to one given share. The Board of Directors of the Company determines the scope of shares concerned on the basis of the data of shareholder compliance related the General Meeting resolving modification of the Company's form of operation from public to private.
- 3.1.20 The resolution of the General Meeting subject to Clause 3.1.17(c), (e) and (l) may be adopted if the shareholders of all shares belonging to the type and series of shares concerned also separately approve such resolution by simple majority. A type or series of share is deemed to be concerned if the resolution of the General Meeting directly and adversely modifies the shareholder right attached to the type of series of share, defined in the Statutes hereunder. In the above case, provisions relating to the possible limitation or preclusion of voting rights attached to the share are not applicable, not including the prohibition of exercising voting rights attached to treasury shares. Consent may be given before the General Meeting by a written decision, without holding a meeting, or if shareholders of shares belonging to the series of shares concerned separately vote on this matter at the General Meeting, before the decision of the General Meeting.
- 3.1.21 Validity of the General Meeting resolution resolving the increase or decrease of share capital is conditional on shareholders of the types or class of shares deemed to be affected by such increase or decrease separately giving consent to the increase or decrease of share capital. Provisions of Clause 3.1.20 are applicable to the granting of consent.
- 3.1.22 Approval and amendment of the Statutes is subject to prior approval by the Integration Organisation.
- 3.1.23 If a General Meeting decision requires the consent or approval of the Integration Organisation or business integration management organisation under the Cooperative Credit Institutions Act or the statutes of the Integration Organisation, the Company's management shall arrange for procurement of the necessary approvals.
- 3.1.24 **Rights and obligations of shareholders**
- 3.1.24.1 Rights of shareholders relating to the General Meeting
- (a) Shareholders have the right to attend the General Meeting. 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 compliance.

- (b) Shareholders may also exercise rights related to the General Meeting by way of representatives. A Board member, a Supervisory Board member, 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.
- (c) 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 agenda item 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 their 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, they may request the court of registration to oblige the Company to provide such information.
- (d) 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, provided 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.
- (e) The share grants voting rights proportionate to its nominal value, i.e. at the General Meeting, each series "A" ordinary share of a nominal value of HUF 100 (one hundred forints) grants one vote. The shareholder may not exercise its voting right until providing its due consideration.

3.1.24.2 Minority rights

- (a) Shareholders jointly representing at least 1% of voting rights may request convening of the General Meeting at any time, with indication of the reason and purpose. If the Board of Directors does not arrange for convening of the General Meeting on the earliest date possible within eight days from receipt of such request, the meeting shall be convened by the court of registration upon request of the initiating shareholders, or the court of registration shall authorise the initiating shareholders to convene the meeting. The initiating shareholders shall advance the anticipated costs.
- (b) If shareholders jointly representing at least 1% of votes notify the Board of Directors of the proposal—in conformity with rules relating to details of the agenda—relating to the supplementation of the agenda, or draft resolution relating to the item on or to be included on the agenda within eight days from publication of the notice on convening the General Meeting, the Board of Directors shall publish a notice on the supplemented agenda, the draft resolutions proposed by the shareholders after receiving notification of the proposal, in accordance with Clause 8. Matters specified in the notice shall be deemed to be on the agenda.
- (c) If the General Meeting dismissed or failed to submit to decision-making the proposal to enforce any claims of the Company against a member, executive officer, Supervisory Board member or the auditor, shareholders jointly representing at least 1% of voting rights may themselves enforce such claims on behalf of the Company within the thirty-day limitation period starting from the date of the General Meeting.
- (d) If the General Meeting dismissed or failed to submit to decision-making the proposal to have the last report or an economic event or undertaking relating to the activity of the Board of Directors in the last two years audited by an independently appointed auditor, upon the request of shareholders jointly representing at least 1% of voting rights submitted before expiry of the thirty-day limitation period from the date of the General Meeting, the court of registration is required to order and appoint an auditor at the cost of the Company. The court of registration may deny satisfaction of the request if the shareholders submitting the request abuse minority rights.

3.1.24.3 Right to dividend

- (a) The shareholder is entitled to a dividend of the distributable profits of the Company, ordered for distribution by the General Meeting, proportionate to the nominal value of its share.

3.1.24.4 Obligations of shareholders

- (a) The shareholder shall make available to the Company consideration corresponding to the nominal value or issued value of shares it receives or subscribes. The shareholder may not be validly relieved of such obligation except in the case of a reduction of share capital.

- (b) The shareholder holding or acquiring a share of at least 5% shall notify the Company of its indirectly held ownership and any changes therein, together with data enabling identification. The MNB shall suspend the voting rights of a member failing to meet the notification obligation until it is met.

3.2 Board of Directors

3.2.1 The Board of Directors is the management body of the Company. Board members represent the Company before third parties, courts and other authorities, except if the Company is represented by a Supervisory Board member appointed by the Supervisory Board or a trustee appointed by a court, because the Company or one or more of its executive officers requested the judicial review of a General Meeting's resolution, therefore the Company has not executive officer to represent the Company. The Board of Directors determines and manages the work organisation of the public limited company, exercising employer's rights over managing directors (CEO and their deputies) defined in the Credit Institutions Act, in accordance with Section 150 of the Credit Institutions Act, in consideration of Clause 3.1.17(j), in observance of the provisions thereof.

3.2.2 Duties falling under the exclusive competence of the Board of Directors:

- (a) drafting of opinions and proposals on matters included on the agenda of the General Meeting, submission of these to the Supervisory Board, and to the General Meeting together with the opinion of the Supervisory Board;
- (b) procurement of the statutory report of the Company and the proposal on the use of after-tax profit, their submission together with the auditor's opinion to the Supervisory Board, then to the annual ordinary General Meeting together with the report of the Board of Directors and Supervisory Board, and the report on the Company's business policy;
- (c) conclusion of the contract for audit services with the permanent auditor, under the terms and conditions set by the General Meeting;
- (d) management of the Company's share register;
- (e) based on the decision of the Board of Directors of MKB Bank, defining and adopting the business policy, business strategy (including decisions concerning the geographical expansion or entry into new business areas, as well as decisions on exit from existing business areas and joint ventures to be concluded with third parties, and syndicate or consortium agreements, among other things), business plan and related product portfolio of the Company;
- (f) drafting of the contract for services concluded with the trustee;
- (g) approval of policies on collateral registration, determination of the loan collateral value;
- (h) modification of the Company's registered seat, establishments and branches, of its scope of activity, except for its main activity, and amendment of the Statutes in relation thereto;

- (i) to ensure the compliance of the MKB Banking Group with the requirements set out in the Credit Institutions Act and Regulation (EU) No 575/2013 on prudential requirements for credit institutions and amending Regulation (EU) No 648/2012 on a consolidated basis, it is necessary to implement decisions adopted by MKB Bank (“**MKB Bank Group Management Activity**”), including in particular the implementation, where necessary, of group level policies issued in the course of the MKB Bank Group Management Activity;
- (j) approval of the Company’s Rules of Organisation and Procedure, and of any internal policies the approval of which is referred by law or an internal policy to the competence of the Board of Directors;
- (k) approval of the Board of Directors’ rules of procedure;
- (l) granting joint right of representation to employees of the Company;
- (m) submission to the General Meeting of the proposal of the Supervisory Board on the person of the Company’s permanent auditor;
- (n) within the scope defined by applicable laws, decision on the extension of internal credit;
- (o) in the cases specified in the Civil Code, decision on the adoption of the Company’s interim balance sheet, subject to prior approval of the Supervisory Board;
- (p) subject to the prior approval of the Supervisory Board, decision on the payment and disbursement of the interim dividend referred to in Section 3:263 (1) of the Civil Code (in this case decision on the payment of interim dividend does not require the decision of the General Meeting);
- (q) in cases not regulated by the policy referred to in Clause 3.8.2, decision of the Board member on acceptance of acquisition of shares—not including public limited companies—or of an appointment to an executive position of another economic operator;
- (r) decision on approval of material transactions conducted with related parties in accordance with the Shareholder Engagement Act, except for transactions referred to in Section 24 of the Shareholder Engagement Act;
- (s) decision on any matters concerning underwriting not referred to the competence of a different decision-making body or person by law, the Statutes hereunder, group policies issued within the framework of the MKB Bank Group Management Activity, integrated policies issued by the Integration Organisation or the business integration management organisation, or the internal policies of the Company;
- (t) preliminary discussion of Supervisory Board proposals submitted to the General Meeting;

- (u) decision on the termination of the maintenance of the share on the a given regulated market if the share is marketed on another regulated market (transfer);
- (v) based on authorisation granted by the General Meeting, decision on the acquisition of treasury shares;
- (w) based on the decision of the Board of Directors of MKB Bank, decision on the transactions and liabilities of the Company, as well as the Company's direct and indirect subsidiaries exceeding the value of EUR 250 million (including, but not limited to decisions on participation in legal persons and termination of such participation) provided that the entry into force of these transactions and liabilities require the subsequent approval of the General Meeting of Magyar Bankholding Zrt. (registered seat: H-1134 Budapest, Kassák Lajos utca 18.; company registration number: 01-10-140865), except for (i) liabilities and/or transactions of the Company, as well as the Company's direct and indirect subsidiaries arising from the performance of their authorised activities, and (ii) transactions or liabilities between the Company and the Company's direct or indirect subsidiaries, between the Company's direct or indirect subsidiaries, between the Company and the direct or indirect subsidiaries of MKB Bank outside the Company, and between the Company's direct or indirect subsidiaries and direct or indirect subsidiaries of MKB Bank outside the Company and the Company's direct or indirect subsidiaries;
- (x) on the basis of the decision of the Board of Directors of MKB Bank, decision on all matters arising in connection with the Integration Organisation, the operation and all bodies thereof, including the definition of the mandates, positions to be represented at the general meeting of the Integration Organization, but not including the matters specified in clause 3.1.17 (v);
- (y) decision on any matters referred under the exclusive competence of the Board of Directors by law, the Statutes hereunder, group policies issued within the framework of the MKB Bank Group Management Activity, integrated policies issued by the Integration Organisation or the business management organisation, or the internal policies of the Company.

3.2.3 The Board of Directors may not transfer its powers defined under authority transferred on the basis of the General Meeting's authorisation, but it may authorise another body of the Company to implement its decision taken in that context.

3.2.4 Pursuant to relevant legislation and the relevant decision of the MNB, MKB Bank as credit institution parent company has the basic obligation of ensuring the prudential compliance of the MKB Banking Group on a consolidated basis. As an essential prerequisite for meeting MKB Bank's above obligation, the Company, as member of the MKB Banking Group, shall duly implement and apply the corporate governance (and other relevant) rules drawn up by MKB Bank. Accordingly, in the course of exercising all of its powers defined under above Clause 3.2.2., in accordance with relevant legislation , the Board of Directors shall

- (a) take into account and implement where necessary decisions adopted by MKB Bank in the course of the MKB Bank Group Management Activity (including, inter alia, decisions of MKB Bank taken in relation to transactions and undertakings in excess of the threshold determined in group policies);
- (b) carry out tasks allocated to the Board of Directors by MKB Bank within the framework of the MKB Bank Group Management Activity;
- (c) provide to MKB Bank all information necessary for drawing up the MKB Bank Group Management Activity in accordance with Section 172(5) of the Credit Institutions Act in an efficient manner, in accordance with rules defined by MKB Bank; and
- (d) cooperate with other members of the MKB Banking Group in relation to the above, in accordance with the decisions of MKB Bank.

The MKB Bank Group Management Activity may not diminish the responsibility of the Company's senior officers for compliance at an individual level, stipulated by the Credit Institutions Act.

- 3.2.5 Unless provided otherwise by law, the Board of Directors has a quorum if the majority of its members are in attendance. Unless provided otherwise by law, it shall adopt resolutions by simple majority.
- 3.2.6 The Board of Directors shall draw up a report on management, the Company's financial position and business policy at least once annually for the General Meeting and at least every three months for the Supervisory Board.
- 3.2.7 Board membership
 - 3.2.7.1 The Board of Directors consists of at least three (3) and up to nine (9) members. Board members may only be natural persons and at least two members must be employed by the Company. Managing directors of the Company may be elected to the office of such internal Board members.
 - 3.2.7.2 Pursuant to foreign exchange legislation, at least two Board members must be residents, including persons with the right to free movement and stay, and must have had a permanent domestic domicile for at least one year.
 - 3.2.7.3 The General Meeting elects Board members for a fixed period of up to five (5) years.
 - 3.2.7.4 Appendix 1 of the Statutes contains the names and data of the Board members. Appendix 1 of the Statutes may take effect independently if changes to such persons or their data does not entail the amendment of the Statutes.
 - 3.2.7.5 The term of mandate of Board Members shall terminate:
 - (a) expiry of the term of office;

- (b) dismissal;
- (c) resignation;
- (d) termination of the internal Board member's employment;
- (e) grounds for exclusion or conflict of interest regulated by law, or in other cases stipulated by law, and
- (f) the death of the Board member.

3.2.7.6 The Board member may resign at any time. If necessitated for the proper functioning of the Company, the resignation shall take effect on the sixtieth (60th) day from notification thereof, at the latest. Until the resignation takes effect, the Board member shall take part in urgent decision-making and the implementation of urgent measures.

3.2.8 Chairperson of the Board of Directors

3.2.8.1 The chairperson of the Board of Directors organises the work of the Board, prepares Board meetings, ensures its efficient operation and represents the Company's Board before third parties. The chairperson of the Board of Directors has the right to independently convene a committee of inquiry.

3.2.9 Pursuant to Section 151(4) of the Credit Institutions Act, Board members may also put forward opinions and pass resolutions in writing without holding a meeting by means defined by the rules of procedure of the Board of Directors on the basis of proposals sent via telephone, telefax, using an electronic device, or by other such means. In such case, the Board member shall send their vote in writing (including via email) to the Company within five (5) business days from the proposal sent by the chairperson of the Board of Directors. Where justified, the chairperson of the Board of Directors has the right to order a reasonable deadline shorter than five (5) working days, or to extend the deadline by up to three (3) business days. Failure to meet the deadline shall be deemed as if the member had not attended the Board of Directors meeting.

3.2.10 Board members, their relatives—subject to restrictions and permissions of legislation relating to credit institutions and investment service providers—have the right to conduct transactions with the Company falling within the scope of the Company's main activity on their own behalf or to their benefit.

3.2.11 The chairperson of the Board of Directors may propose audit duties for the internal control organisation further to the annual plan to the head of the Supervisory Board or internal control organisation.

3.3 The Supervisory Board

3.3.1 The Supervisory Board supervises the Company's management to protect the interests of the Company. As part of supervising management, the Supervisory Board may request reports and information from Board members and senior employees of the Company. Such reports and information shall be sent to the chairperson of the Supervisory Board in writing within thirty (30) business days from receipt of the relevant written request.

- 3.3.2 The Supervisory Board may view the documents, accounting records and books of the Company, review the Company's payment accounts, cash on hand, stock of securities and goods, and contracts, or have these reviewed by experts.

In the course of carrying out activity, the Company shall grant access to the Supervisory Board to information relating to the Company's risks, risk monitoring functions and the opinions of external experts. If the Supervisory Board wishes to engage experts in its supervisory activity, the Board of Directors shall satisfy its relevant request.

- 3.3.3 The Supervisory Board may propose convening of the Board of Directors and items to be included on the agenda.

- 3.3.4 If in the view of the Supervisory Board, the activity of the Board of Directors infringes law or the Statutes, is incompatible with General Meeting resolutions or otherwise violates the interests of the Company, it may request the General Meeting to adopt the necessary resolutions.

- 3.3.5 The Supervisory Board has the right and obligation to perform the duties below, in particular:

3.3.5.1 The Supervisory Board

- (a) ensures that the Company operates a comprehensive control system suitable for successful operation;
- (b) reviews the Company's annual and interim financial reports, assesses reports of the Board of Directors prepared every three months on management, the financial position and business policy of the Company;
- (c) proposes to the General Meeting the person and remuneration of the elected auditor;
- (d) manages the internal control organisation;
- (e) approves the annual audit plan of the internal control organisation unit, discusses the quarterly and other reports prepared by the internal control organisation, and verifies the implementation of necessary measures;
- (f) determines, if necessary, additional control duties for the internal control organisation, supplementing the annual plan;
- (g) engages external experts, if necessary, to assist the work of the internal control organisation;
- (h) proposes changes to the staff size of the internal control organisation unit;
- (i) drafts recommendations and proposals based on guidelines of audits performed by the internal control organisation;
- (j) reviews General Meeting proposals in advance;

- (k) determines the annual work plan;
- (l) exercises its authority relating to remuneration policy under Section 117(5) of the Credit Institutions Act;
- (m) approves the rules of procedure of the Audit Committee;
- (n) adopts the Supervisory Board's rules of procedures, the validity of which does not require the approval of the General Meeting;
- (o) elects the chairperson of the Supervisory Board.

3.3.5.2 The General Meeting may decide on the statutory report—including the consolidated financial statements—and on the use of after-tax profit only if in possession of the Supervisory Board's written report, and the General Meeting and the Board of Directors may decide on the payment of interim dividend with the approval of the Supervisory Board.

3.3.5.3 Prior approval by the Supervisory Board is required for

- (a) adoption of decisions on the establishment of the employment of the head of the internal control organisation, the termination thereof by the employer;
- (b) termination of the employment of the risk manager by notice, notice with immediate effect;
- (c) adoption of the Board of Directors' resolution on approval of the interim balance sheet;
- (d) the Board of Directors' resolution on non-retail internal credit.

3.3.5.4 The Supervisory Board reviews all regular and ad hoc reports drawn up or discussed by the Board of Directors, in relation to which the Board of Directors requests its opinion, including in particular reports prepared every three months on the Company's financial position and business policy, the quarterly risk reports, the quarterly and annual compliance report on the prevention of money laundering and the financing of terrorism and on compliance, and the internal control reports.

3.3.5.5 The Supervisory Board shall include on the agenda matters proposed by the auditor for discussion.

3.3.6 Supervisory Board membership

3.3.6.1 The Supervisory Board consists of at least three (3) and up to nine (9) members. Supervisory Board members may only be natural persons.

3.3.6.2 The General Meeting elects Supervisory Board members for a fixed period of up to five (5) years. One third of the Supervisory Board members are employee representatives appointed by the works council, in consideration of the opinion of trade unions operating at the Company,

whom the General Meeting is required to elect as members of the Supervisory Board, unless nominees are subject to statutory grounds for exclusion. If no nomination is made, the place of employee delegates may not be filled.

- 3.3.6.3 Membership in the Supervisory Board—without conclusion of a relevant contract for services—shall be established by signing of the declaration of acceptance. Rules of the contract for services shall be appropriately applicable to the legal relationship of Supervisory Board membership. Members may be re-elected and dismissed at any time, without justification by the General Meeting, in accordance with the provisions of the Statutes hereunder. The General Meeting shall dismiss employee delegates upon proposal of the works council.
- 3.3.6.4 Appendix 1 of the Statutes contains the names and data of the Supervisory Board members. Appendix 1 of the Statutes may take effect independently if changes to such persons or their data does not entail the amendment of the Statutes.
- 3.3.6.5 Membership in the Supervisory Board shall terminate upon:
 - (a) expiry of the term of office;
 - (b) dismissal;
 - (c) issue of a statement on resignation addressed to the chairperson or Board member;
 - (d) grounds for exclusion or conflict of interest regulated by law, or in other cases stipulated by law;
 - (e) death of the Supervisory Board member.
- 3.3.6.6 Supervisory Board membership of the employee delegate shall also terminate upon termination of their employment.
- 3.3.6.7 Supervisory Board members may resign at any time. If necessitated for the proper functioning of the Company, the resignation shall take effect upon election of a new Supervisory Board member, otherwise on the sixtieth (60th) day from notification thereof, at the latest. Until the resignation takes effect, the Supervisory Board member shall take part in urgent decision-making and the implementation of urgent measures.

3.3.7 Chairperson of the Supervisory Board

- 3.3.7.1 The Supervisory Board shall decide on the person to be chairperson of the Supervisory Board by simple majority. The chairperson of the Supervisory Board shall organise the work, prepare the meetings of the Supervisory Board, ensure its efficient operation and represent the Company's Supervisory Board before third parties.

3.3.8 Operation of the Supervisory Board

- 3.3.8.1 The Supervisory Board shall meet whenever necessary for smooth fulfilment of its duties. The Supervisory Board has a quorum only if the majority of the members are in attendance at the meeting. The Supervisory Board shall take its resolutions by simple majority, except for the General Meeting Proposals relating to the provisions of Clause 3.1.17 (v), in which case the Supervisory Board shall take its resolution by a majority of two thirds.
- 3.3.8.2 The meeting shall be convened and held in accordance with rules set out in the rules of procedure of the Supervisory Board. The CEO shall be invited to the meeting of the Supervisory Board.
- 3.3.8.3 Supervisory Board members may also put forward opinions and pass resolutions in writing without holding a meeting by means defined by the Supervisory Board's rules of procedure on the basis of proposals sent by telephone, telefax, using an electronic device, or by other such means. In such case, the Supervisory Board member shall send their vote in writing (including via email) to the Company within five (5) business days from the proposal sent by the chairperson of the Supervisory Board. The chairperson of the Supervisory Board has the right to order a reasonable deadline shorter than five (5) working days, or to extend the deadline by up to three (3) business days. Failure to meet the deadline shall be deemed as if the member had not attended the Supervisory Board meeting.
- 3.3.8.4 The rights and obligations of employee delegates are identical to those of other Supervisory Board members. If the single opinion of the employee delegates varies from the majority opinion of the Supervisory Board, the minority opinion of employee delegates shall be presented to the General Meeting.

3.4 Audit Committee

- 3.4.1 The Company operates a three (3) member Audit Committee. Members of the Audit Committee are elected by the General Meeting from among independent Supervisory Board members. At least one member of the Audit Committee shall hold accounting or auditing professional qualifications.
- 3.4.2 Appendix 1 of the Statutes contains the names and data of Audit Committee members. Appendix 1 of the Statutes may take effect independently if changes to such persons or their data does not entail the amendment of the Statutes.
- 3.4.3 Functions and authority of the Audit Committee:
 - (a) review of the annual report;
 - (b) proposal on the person and remuneration of the auditor;
 - (c) drafting of the contract concluded with the auditor;
 - (d) monitoring of the enforcement of professional and incompatibility requirements applicable to the auditor, performance of duties relating to cooperation with the auditor, and, where necessary, proposal of measures to be taken by the Supervisory Board;

- (e) evaluating the operation of the financial reporting system and making proposals for necessary measures;
- (f) assistance of the Supervisory Board's work to ensure appropriate checks of the financial reporting system; and
- (g) performance of other duties falling within its competence by law.

3.5 Permanent auditor

- 3.5.1 The General Meeting shall elect an auditor for a term of up to two (2) years for carrying out the statutory audit.
- 3.5.2 Appendix 1 of the Statutes contains the name and data of the permanent auditor. Appendix 1 of the Statutes may take effect independently if changes to such persons or their data does not entail the amendment of the Statutes.
- 3.5.3 To perform its duties the permanent auditor may view the documents, accounting records and books of the Company, request information from Board members, Supervisory Board members and the Company's employees, review the Company's payment accounts, cash on hand, stock of securities and goods, and contracts. The permanent auditor may attend meetings of the Supervisory Board in an advisory capacity and is required to attend these if its hearing is requested by the Supervisory Board.
- 3.5.4 The General Meeting may not decide on the statutory report without knowledge of the opinion of the permanent auditor.
- 3.5.5 The appointment of the permanent auditor is deemed to be accepted if the permanent auditor concludes a contract for services with the Company within ninety days from its election. The duration of the appointment of the permanent auditor may not be shorter than the period starting with its election until adoption of the General Meeting resolution approving the next statutory report.
- 3.5.6 If the Company elects an auditing company as permanent auditor, the permanent auditor shall appoint the person carrying out the audit in person. The appointed person may be substituted with assistant auditors in case of their unavailability. The appointed persons shall be approved by the General Meeting.
- 3.5.7 If the re-election of the Company's permanent auditor is not precluded by law, the auditing company may be re-elected. The auditor employed or engaged by the auditing company, and the person appointed to perform audits may carry out audit duties for the Company for up to five years.
- 3.5.8 Appointment of the permanent auditor shall be terminated upon:
 - (a) dismissal;
 - (b) expiry of the term determined in the contract concluded with the auditor;
 - (c) termination of the contract by the auditor;
 - (d) grounds for exclusion stipulated by law.

- 3.6 Trustee
- 3.6.1 To ensure the lawful operation of the Company, verification and certification of the collateral registry of mortgage bonds issued by the Company on a continuous basis, within the scope determined by law, the Company's Board of Directors shall appoint a trustee. The validity of the trustee's appointment is subject to approval by the Supervisory Authority.
- 3.6.2 The trustee may be appointed for a fixed term of up to five years, but may be re-appointed after expiry of appointment. Valid termination of the contract for services between the Company and the trustee is subject to approval by the Supervisory Authority.
- 3.6.3 The Company may not instruct the trustee within the scope of trustee activity.
- 3.6.4 The trustee may at any time view the Company's books and other documents containing data necessary for the performance of its duties, and may request information related to its duties. Irrespective of the above, the Company is required to continuously inform the trustee of principal and interest repayments of mortgage loans registered in the collateral registry, and of changes to pledged property and additional collateral.
- 3.6.5 The trustee shall be invited to the Company's General Meeting in an advisory capacity.
- 3.7 Chief executive officer
- 3.7.1 The CEO is the chief managing director within the meaning of the Credit Institutions Act. The CEO and their deputy/deputies are elected by the General Meeting to be internal Board members. The CEO manages the work organisation of the Company. They shall be responsible for taking a decision in cases which do not fall within the exclusive competence of the General Meeting, the Supervisory Board, or the Board of Directors.
- 3.7.2 If the same person is appointed as the chairperson of the Board of Directors and the CEO of the Company, this person shall be entitled to use the title Chairman-CEO.
- 3.7.3 The provisions of Clause 3.2.4 are applicable to exercising all authority by the CEO.
- 3.7.4 Appendix 1 of the Statutes contains the name and data of the CEO. Appendix 1 of the Statutes may take effect independently if changes to such persons or their data does not entail the amendment of the Statutes.
- 3.7.5 The CEO may assign control duties for the internal control organisation in addition to those of the annual plan, subject to subsequent notification of the Supervisory Board.
- 3.7.6 The CEO directly exercises employer's rights over the internal auditor in accordance with the Statutes.
- 3.7.7 The CEO has the right to delegate any employer's rights to employees of the Company in the internal policy approved by the Board of Directors.

3.8 Common rules applicable to executive officers

- 3.8.1 The executive officer of the Company may without limitation fill the post of executive officer in a legal person subject to supervision jointly with the Company on a consolidated basis, indirectly or directly acquire a stake in the same if its economic activity, as main activity, is identical to that of the Company. If the executive officer of the Company accepts a new appointment to the post of executive officer, they shall notify the Company of such fact within 15 (fifteen) days from acceptance of the appointment.
- 3.8.2 The group policy of MKB Bank issued within the framework of the MKB Bank Group Management Activity may derogate from provisions in Section 3:115 of the Civil Code.

4. SIGNING FOR THE COMPANY, REPRESENTATION

4.1 Written representation (signing for the Company)

- 4.1.1 Persons with the right to sign for the Company:
- (a) any two Board members jointly;
 - (b) one Board member and one employee authorised to sign, jointly, or
 - (c) any two employees authorised to sign, jointly.

5. FINANCIAL YEAR, BALANCE SHEET AND DISTRIBUTION OF PROFIT

- 5.1 The financial year shall begin on 1 January and end on 31 December.
- 5.2 Pursuant to the Accounting Act in force, an annual report shall be prepared on each financial year.
- 5.3 Payment of dividend
- 5.3.1 The General Meeting shall decide on the payment of dividend, the date and means thereof. Dividend payment is based on the nominal value of shares.
- 5.3.2 For the payment of dividend, as company event, the Company shall request shareholder compliance from KELER Ltd. The reporting date of shareholder compliance (“**Dividend Reporting Date**”) shall be the fifth (5th) stock market trading day prior to the initial date of dividend payment. The policy of KELER Ltd. in force sets out rules relating to shareholder compliance.
- 5.3.3 At least ten (10) business days shall pass between the date of the General Meeting resolution on the payment of dividend and the initial date of dividend payment, provided that the payment of dividend shall begin within one hundred and eighty (180) days from the relevant resolution of the General Meeting.
- 5.3.4 The Company shall pay dividend by transfer to shareholders from the date set in the relevant General Meeting resolution. At least ten (10) business days shall pass between publication of the notice on the rules of dividend payment, also including the initial date of dividend payment and the amount of dividend, and the initial date of dividend payment.

- 5.3.5 A shareholder is entitled to dividend if (i) it is registered in the share register based on the result of shareholder compliance requested for the Dividend Reporting Date, and (ii) its shareholding does not infringe provisions of relevant laws. Shareholders are entitled to dividends only in proportion of consideration already provided.
- 5.3.6 As regards requests for payment of dividend received after the Dividend Reporting Date, the Company shall pay dividend if (i) the securities account manager certifies that on the Dividend Reporting Date the shareholder held the quantity of shares specified in the request for dividend payment, and declares that no dividend had been paid on such shares, and (ii) the notification of KELER Ltd. sent by the Dividend Reporting Date proves that the securities account manager has the right to issue the certificate in relation to the quantity of shares specified in the request for dividend payment.
- 5.3.7 The General Meeting may resolve payment of interim dividend in the period between the approval of two successive reports if
- (a) on the basis of the interim balance sheet it may be established that the Company has sufficient coverage for payment of dividend;
 - (b) payment does not exceed the amount of free retained earnings supplemented with after-tax profit stated in the interim balance sheet; and
 - (c) the adjusted shareholders' equity of the Company does not decrease below the amount of share capital as a result of payment.
- 5.3.8 Payment of dividend may be resolved based on the proposal of the Board of Directors. The proposal of the Board of Directors is subject to approval by the Supervisory Board. If it is established from the annual report prepared after the payment of interim dividend that the payment of dividend is not possible, upon the request of the Company the shareholders shall repay interim dividend.
- 5.3.9 The request for the payment of dividend shall lapse five (5) years after the initial date of dividend payment. Unclaimed dividend shall be added to assets of the Company in excess of share capital.
- 5.3.10 Pursuant to Clause 8, the Company shall publish a notice on the initial date and rules of dividend payment.
- 5.3.11 The provisions set out in this Clause 5.3 relating to the payment of dividend shall be duly applicable to the payment of interim dividend as well even if the decision on the payment of interim dividend is taken by the Board of Directors.

6. PREFERENTIAL SUBSCRIPTION RIGHTS

- 6.1 Upon increase of the Company's share capital for consideration, by way of the offering of new shares, the Company's shareholders, followed by in succession the holders of convertible bonds or bonds with subscription rights shall hold preferential rights to claiming the shares.
- 6.2 All shareholders of the Company are entitled to exercise the preferential right in single rank, in proportion to their shareholding. Holders of convertible bonds and bonds with subscription rights are entitled to exercise the preferential right in single rank after shareholders. If several shareholders entitled to preferential rights exercise such rights, where the total quantity of shares to be subscribed under their preferential rights exceeds the total quantity of shares (to be

offered) with attached preferential rights, they are entitled to acquire among each other a quantity of shares with attached preferential rights in a proportion corresponding to their respective shares in the Company's share capital on the date of the resolution on the increase of capital.

- 6.3 The Board of Directors shall notify the shareholders of the Company in writing of the option and means of exercising preferential rights, and as such of the nominal value and issued value of available shares, and of the initial and closing date of the minimum fifteen (15) day period available for exercising such rights, within eight (8) days from the date of the resolution of the General Meeting or Board of Directors resolving the increase of share capital by way of consideration in cash. During the above period, shareholders may state whether they wish to exercise preferential rights in a written statement sent to the Board of Directors. If a shareholder does not issue a statement by the above deadline, this shall be deemed as the given shareholder not intending to exercise its preferential right. The preferential rights hereunder are also applicable as appropriate if the Company issues convertible bonds or bonds with subscription rights.

7. WINDING-UP OF THE COMPANY

Provisions of the Cooperative Credit Institutions Act and the Credit Institutions Act are applicable to the winding-up of the Company without successor. Upon winding-up of the Company without successor, shareholders are entitled to assets remaining after satisfaction of creditors.

8. DISCLOSURES, INFORMATION

- 8.1 The mandatory disclosures of the Company under the Statutes hereunder and Clause 8.2 are published by the Company on its website (www.takarekjzb.hu).
- 8.2 Information published on the Company's website is also published on the website operated by the MNB (www.kozzetetelek.hu), the website of the Budapest Stock Exchange (www.bet.hu) if required by law or the regulation of the Budapest Stock Exchange, and in the Official Journal of Companies (www.cegkozlon.hu) if necessary.

9. MISCELLANEOUS

- 9.1 The chairpersons and members of the Board of Directors and Supervisory Board, bodies operated by the Company, and the auditor shall keep confidential any business secrets they access on the business of the Company indefinitely.
- 9.2 Provisions of the Cooperative Credit Institutions Act, Act XXX of 1997 on Mortgage Loan Companies and Mortgage Bonds, the Credit Institutions Act, Capital Market Act, Act CXXXVIII of 2007 on Investment Firms and Commodity Dealers, and on the Regulation Governing their Activities, and the Civil Code are applicable to matters not regulated in the Statutes hereunder.
- 9.3 Joint and several liability
- 9.3.1 The Integration Organisation and members thereof, including the Company, shall assume joint and several liability for all obligations vis-à-vis each other, irrespective of the time they arise.
- 9.4 Disputes
- 9.4.1 The Company may bring action in court against the decisions and instructions of the Board of Directors of the business integration management organisation subject to the Cooperative Credit Institutions Act also under rules concerning the judicial

review of company decisions. Court action has no suspensory effect; the given decision or instruction is enforceable by the deadline set therein.

9.4.2 The Company may bring action in court against instructions or decisions of the Integration Organisation taken, issued against it to establish whether such instructions or decisions are compliant with law, other legal regulations, policies issued by the Integration Organisation, specific directives, and other integration regulations. Court action has no suspensory effect; the given decision or instruction is enforceable by the deadline set therein.

9.5 The consolidated Statutes hereunder include amendments set out in General Meeting Resolution No. .../2022 (07.12.).

9.6 The present Statutes shall take effect on 2022.

* * *

The contents of the consolidated Statutes hereunder, as amended, correspond to the statutes of the Company in effect.

Drafted and countersigned in Budapest on 2022

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Registered legal counsel
Chamber Identification No.

1. SZ. FÜGGELÉK

A. Board of Directors

A.1. member (chairperson):

name: VIDA József
address: H-2060 Bicske, Magyar Sándor utca 3.
term of appointment: 01.12.2021 – 30.11.2026

A.2. member:

name: Dr. NAGY Gyula László
address: H-1147 Budapest, Ilosvai Selymes utca 91.
term of appointment: 01.12.2021 – 30.11.2026

A.3. member:

name: MÉSZÁROS Attila
address: H-2040 Budaörs, Csap utca 5.
term of appointment: 01.12.2021 – 30.11.2026

A.4. member:

name: HEGEDŰS Éva
address: H-1037 Budapest, Testvérhegyi út 56-58.
term of appointment: 03.12.2021 – 30.11.2026

A.5. member:

name: SASS Pál
address: H-2151 Fót, Nagy László utca 2.
term of appointment: 03.12.2021 – 30.11.2026

A.6. member:

name: GINZER Ildikó
address: H-9082 Nyúl, Szabadság utca 22.;
term of appointment: 01.12.2021 – 30.11.2026

B. Supervisory Board

B.1. member (chairperson):

name: RÓZSA Zsolt János
address: H-1037 Budapest, Csillagszem utca 20.
term of appointment: 03.01.2022 – 02.01.2027

B.2. member:

name: DARAZSACZ Péter

address: H-1141 Budapest, Cinkotai út 57. 3. em. 13.
term of appointment: 03.01.2022 – 02.01.2027

B.3. member:

name: Dr. LÉLFAI Koppány Tibor
address: H-1082 Budapest, Baross utca 21. 4. em. 1.
term of appointment: 03.01.2022 – 02.01.2027

B.4. member:

name: GÖRÖG Tibor
address: H-6726 Szeged, Pipacs utca 9.
term of appointment: 03.01.2022 – 02.01.2027

B.5. member:

name: Dr. GÖDÖR Éva Szilvia
address: H-1068 Budapest, Benczúr utca 5. 2. em. 18.
term of appointment: 03.01.2022 – 02.01.2027

C. Audit Committee

C.1. member (chairperson):

name: DARAZSACZ Péter
address: H-1141 Budapest, Cinkotai út 57. 3. em. 13.
term of appointment: 03.01.2022 – 02.01.2027

C.2. member:

name: GÖRÖG Tibor
address: H-6726 Szeged, Pipacs utca 9.
term of appointment: 03.01.2022 – 02.01.2027

C.3. member:

name: Dr. GÖDÖR Éva Szilvia
address: H-1068 Budapest, Benczúr utca 5. 2. em. 18.
term of appointment: 03.01.2022 – 02.01.2027

D. Auditor

D.1. auditing company carrying out permanent audit:

name: PricewaterhouseCoopers Auditing Ltd.
registered seat: H-1055 Budapest, Bajcsy-Zsilinszky út 78.

company registration number: 01-09-063022
term of appointment: 01.06.2022 – 31.05.2023.

D.2. name of natural person auditor responsible for the carrying out the audit:

name: MÉSZÁROS Balázs Árpád
address: H-1137 Budapest, Katona József u. 25. 5. em. 4.

E. Chief executive officer:

name: Dr. NAGY Gyula László
address: H-1147 Budapest, Ilosvai Selymes utca 91.
term of appointment: 26.04.2017 – 30.11.2026

Effective: 1 June 2022



PROPOSAL
TO AGENDA ITEM NO. 4



**DECISION ON THE ELECTION OF MEMBERS OF THE
SUPERVISORY BOARD OF THE COMPANY AND OF ITS
CHAIRPERSON**

Proposal:

RÓZSA Zsolt János, Chairman of the Supervisory Board of Takarék Mortgage Bank Public Limited Company (hereinafter referred to as the “Company”), resigns from the Supervisory Board with effect from the date of this General Meeting, and therefore it is necessary to elect a new member and, at the same time, Chairman of the Supervisory Board.

According to Clause 3.1.17 (m) of the Company’s Statutes currently in force, the General Meeting has the exclusive competence to elect and remove the Chairperson and members of the Supervisory Board.

Based on the preliminary discussions, the Board of Directors proposes that the General Meeting should elect dr. LÁNG Géza Károly (mother’s name: KAJATI Erzsébet; place and date of birth: Keszthely, 12.09.1978; address: H-2071 Páty, Kovács Imre utca 11.; taxpayer identification number: 8407962848) as a member and, at the same time, Chairman of the Supervisory Board.

A short career summary of Dr. LÁNG Géza Károly is set out below.

Dr. LÁNG Géza Károly has a degree in Law; he graduated from Pázmány Péter Catholic University in 2002. He then qualified as a specialist lawyer in competition law and a specialist lawyer in insurance law. He started his career at a law firm and subsequently worked for several years in the insurance industry as a legal counsel and then general counsel. Since 2016, he has been a member of the Administrative Board of the Association of Hungarian Insurance Companies (MABISZ).

From 2019 to 11th of June 2022 he has held the position of Deputy Secretary of State for National Financial Services and Postal Affairs, since 12nd of June 2022 he is the Deputy Secretary of State for State Property and Postal Affairs in next to the Minister of Economic Development.

Pursuant to Section 14(1)(e) of the Credit Institutions Act, the authorisation of the National Bank of Hungary (MNB) is required for the election of the Chairman of a Supervisory Board, who is considered as a senior officer. If the MNB authorisation is not yet available on 12 July 2022, the new member and Chairman of the Supervisory Board shall take office on the date of receipt of the authorising resolution by the National Bank of Hungary, or where the candidate makes a declaration of acceptance at a later date, then the date of that declaration.

The Board of Directors of the Company proposes to the General Meeting to elect dr. LÁNG Géza Károly as a member and, at the same time, Chairman of the Supervisory Board of the Company for a fixed term from 12 July 2022 to 2 January 2027, but at the earliest with effect from the date on which the authorising resolution by the National Bank of Hungary concerning the member of the Supervisory Board is received by the Company and the member of the Supervisory Board accepts his election in writing:

PROPOSED RESOLUTION

The General Meeting elects dr. LÁNG Géza Károly (mother’s name: KAJATI Erzsébet; place and date of birth: Keszthely, 12.09.1978; address: H-2071 Páty, Kovács Imre utca 11; taxpayer identification number: 8407962848) as a member and Chairman of the Supervisory Board of the Company for a fixed term from 12 July 2022 to 2 January 2027, but at the earliest with effect from the date on which the authorising resolution by the

National Bank of Hungary concerning the member of the Supervisory Board is received by the Company and the member of the Supervisory Board accepts his election in writing.

Aggregated data of voting rights attached to its shares and of the share capital of
Takarék Mortgage Bank Co. Plc on 20th of June 2022

On 20th of June 2022, the amount and the composition of the Company's share capital is as follows:

Series	Face value (HUF)	Shares issued	Total face value (HUF)
Series "A" (ordinary shares)	100	66 000 010	6 600 001 000
Series "B" (preferential shares)	100	14 163 430	1 416 343 000
Series "C" (ordinary shares)	1000	2 832 686	2 832 686 000
Amount of share capital		82 996 126	10 849 030 000

Voting rights attached to the shares on 20 June 2022 irrespective of the limitation of the voting rights as set in point 12.1.1 of the Statutes:

Series	Shares issued	Voting rights attached to shares	Voting rights / shares	Total voting rights	Treasury shares
Series "A" (ordinary shares)	66 000 010	66 000 010	1	66 000 010	253 601
Series "B" (preferential shares) ¹	14 163 430	14 163 430	1	14 163 430	0
Series "C" (ordinary shares)	2 832 686	2 832 686	10	28 326 860	0
Total	82 996 126	82 996 126		108 490 300	253 601

Budapest, on 20th of June 2022

Takarék Mortgage Bank Co Plc.

¹ According to point 10.3.2 of the Statutes, after passing to resolution nr. 3/2017. (26.04.) of the General Meeting held on 26 April 2017, the owners of series „B” preferential shares have voting right as well.