

## ANNOUNCEMENT

### on the convening of the General Meeting

The Board of Directors of MBH Jelzálogbank Nyrt. (registered office: 1117 Budapest, Magyar Tudósok körútja 9. Building G; registered by the Budapest-Capital Regional Court as Court of Registration under no. Cg. 01-10-043638, hereinafter: **Company**) hereby announces that the Company shall hold an **annual general meeting** (hereinafter: **General Meeting**) from 14.00 on 22 April 2025.

<i><b>Date and time of the General Meeting:</b></i>	<b>22 April 2025 (Tuesday), 14:00 a.m. (Budapest time zone - CET)</b>
<i><b>Venue of the General Meeting:</b></i>	<b>1117 Budapest, Magyar Tudósok körútja 9. Building G.</b>
<i><b>The manner of holding the General Meeting:</b></i>	Physical attendance

### Agenda of the general meeting

1. **Adoption of the separate financial statements of the Company for 2024 prepared in accordance with International Financial Reporting Standards, proposal for the appropriation of profit after tax and decisions on the performance remuneration for 2024**
  - 1.1 **Report of the Board of Directors on the Company's business activities for 2024; Separate management report and separate financial statements of the Company for the year 2024 prepared in accordance with International Financial Reporting Standards; Decision on the appropriation of the profit after taxation; Audit report on the separate financial statements of the Company for the year 2024 prepared in accordance with International Financial Reporting Standards and on its separate management report;**
  - 1.2 **Report of the Supervisory Board on the separate financial statements of the Company for the year 2024 prepared in accordance with International Financial Reporting Standards and on its separate management report;**

**1.3 Report of the Audit Committee on the separate financial statements of the Company for the year 2024 prepared in accordance with International Financial Reporting Standards and on its separate management report;**

**1.4 Adoption of decisions concerning performance-based remuneration in 2024**

- 2. Opinion vote required under Act LXVII of 2019 (Hrsztv.) on the Remuneration Policy prepared pursuant to that act**
- 3. Approval of the responsible Corporate Governance Report.**
- 4. Granting a hold-harmless warrant of the members of the Board of Directors and the Supervisory Board of the Company**
- 5. Election of the Company's permanent auditor (for the statutory audit of the annual accounts and to provide assurance for the sustainability report) and the determination of the auditor's remuneration for the year 2025, the approval of the appointment of the person responsible for the audit and the determination of the material terms of the contract with the auditor**
- 6. Authorisation of the Board of Directors to acquire treasury shares**
- 7. Establishment of the remuneration of the members of the Board of Directors, Supervisory Board and Audit Committee**
- 8. Amendment of the Articles of Association of the Company**

If shareholders collectively holding at least 1% of the voting power transmit their proposal concerning supplementation of the agenda – in conformity to the rules on the necessary depth of detail of the agenda – or a resolution concerning any item on, or to be added to, the agenda within eight days of the publication of this announcement of the convening of the General Meeting, the Board of Directors shall issue a notice on the supplemented agenda and/or the draft resolutions put forth by the shareholders after its receipt of such proposal, in accordance with the rules laid down in Section 8 of the Company's Articles of Association. The item(s) specified in such notice shall be regarded as having been added to the agenda.

#### **Publication of proposals for the General Meeting and the proposed resolutions**

The proposals and proposed resolutions as well as the proposed form of authorisation, included in the Annual General Meeting agenda will be disclosed on the Company's website ([www.mbhjelzalogbank.hu](http://www.mbhjelzalogbank.hu)), the Budapest Stock Exchange website ([www.bet.hu](http://www.bet.hu)), and the website operated by the Supervisory Authority (<https://kozzetetelek.mnb.hu>) at least 21 (twenty-one) days prior to the General Meeting.

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

The Company requests shareholder identification as at the date of the General Meeting as a corporate event, from KELER Központi Értéktár Zártkörűen Működő Részvénytársaság (hereinafter: 'KELER Zrt.'). The Rules related to the shareholder identification are included in the effective regulation (announcement) of KELER Zrt. **The cut-off date of the shareholder identification is Thursday, 11 April 2025.**

On the last but one working day before the General Meeting's starting day, that is, **at 18:00 on 16 April 2025** the Company deletes all data (that are effective at the time of shareholder identification) contained in the share register and at the same time it enters the data resulting from shareholder identification in the share register and closes the register with the data produced by shareholder identification. Thereafter, an entry in the Register of Shares concerning the shareholder's share ownership may be made on the business day following the General Meeting the soonest.

Shareholders are advised to, if they intend to participate in the General Meeting, consult their respective securities account keepers regarding the tasks to be carried out and deadlines to be met if they are to be involved in shareholder identification by KELER Zrt. The Company takes no liability for any consequence of any omission on the part of securities account keepers.

The closing of the Register of Shares does not restrain the person registered in the Register of Shares from transferring their shares. Transferring their shares prior to the General Meeting does not exclude the right of a shareholder registered in the Register of Shares to participate the General Meeting and execute their shareholders rights.

The General Meeting may be attended by the shareholder, or a shareholder's proxy as defined in Sections 151-155 of Act CXX of 2001 on the Capital Market (hereinafter: '*Capital Market Act*'), who – as a result of the shareholders registration – was registered in the share register on the second business day preceding the announced date of the General Meeting, the latest. **Persons whose names are listed in the share register at the time of the closure of the share register, that is at 18:00 on 16 April 2025, shall be entitled to exercise the shareholders' rights at the General Meeting.**

**The shareholder may also exercise their rights at the General Meeting by way of proxy (hereinafter: 'proxy').** Members of the Board of Directors, the Supervisory Board, the auditor and the asset auditor may not act as shareholder's proxy. Shareholders may authorise an executive employee of the Company as well to exercise their rights relating to the Shareholders' Meeting. The proxy authorisation shall be valid for one Shareholders' Meeting or for the period of time defined therein, but in any case not more than 12 months. The validity of the proxy shall cover the continuation of the suspended General Meeting or the General Meeting re-convened because of the lack of quorum. The proxy shall be drawn up in the form of a public document or a private document providing full evidence and it shall be submitted to the Company. The authorisation issued by the shareholder's proxy shall state that the representative is acting as shareholder's proxy. A proxy may represent more than one shareholder, but must have a proxy authorisation in the form of a public document or a private document providing full evidence for each shareholder represented.

Pursuant to Section 153 (3) of the Capital Markets Act, the Company invites the institutions to be registered as nominees in the share register of the Company to submit, no later than by 18:00 Budapest time (CET) on the second working day prior to the day of the General Meeting, the shareholders they represent, indicating their name/company name, address/registered office and the number of shares held, with the understanding that if the nominee does not comply with this invitation within the time limit specified or

does not comply with it in full, they will not be entitled to vote at the General Meeting in accordance with the law.

If the General Meeting is attended by the legal representative of a shareholding entity (e.g. director, managing director), the court or court of registration document certifying the power of representation, either the original or a notarised copy issued not more than 30 days previously, must be presented at the venue of the General Meeting. In order to prove the existence of companies (other entities) registered abroad and the power of representation of the person granting the authorisation, it is essential that the foreign document is issued by a public registry or certified by a notary. The notarial declaration must, at least, clearly identify the existence of the person giving the authorisation and the signatories who are authorised to sign it.

If any document submitted as proof of the authorisation or the power of representation is not issued in Hungary, the formality of the document must comply with the legislation on the authentication or re-authentication of documents issued abroad. Accordingly, in the absence of a bilateral international agreement to the contrary, (i) diplomatic authentication or certification of the document, or (ii) if the country is party to the relevant international agreement, apostille certification is required. Pursuant to Section 44(7) of Act LXXVIII of 2017 on the Professional Activities of Lawyers, a document countersigned by a lawyer subject to this Act but signed by the parties abroad does not require diplomatic authentication or certification or an Apostille certificate to be fully authentic. Detailed information on the relevant rules is available from the Hungarian diplomatic missions abroad. If the document is not in Hungarian or English, a certified translation of the document in Hungarian is also required.

Each ordinary share of Series 'A' with a nominal value of one hundred Forints entitles one vote.

In order to ensure the smooth running of the General Meeting, the Company requests the Shareholders to inform the Company's Secretariat of their intention to participate to the Company by e-mail at [tarsasagi.titkarsag@mbhbank.hu](mailto:tarsasagi.titkarsag@mbhbank.hu) or in writing (MBH Jelzálogbank Nyrt. - Corporate Governance, 1117 Budapest, Magyar Tudósok körútja 9. Infopark Building G room A5.51), **by 12:00 on 16 April 2025**.

The Company recommends that the proxy authorisation and the related documents, in particular if the proxy is based on a foreign instrument and/or the nominee represents more than one shareholder, be submitted by the nominee to the Company's Law and Governance / Corporate Governance and Corporate Legal Department (address: 1117 Budapest, Magyar Tudósok körútja 9, Infopark, building G, room A5.51) no later than by **16:00 on 16 April 2025, 16:00 CET**. The Company examines them and makes copies of them in accordance with the applicable data protection legislation.

### **The way in which the General Meeting shall be held**

#### **The General Assembly is held with physical attendance.**

All shareholders may attend the General Meeting in person or by proxy. MBH Jelzálogbank Nyrt. has the right to verify the identity of the shareholder and their nominee or legal representative by means of documents prior to admission to the General Meeting, in view of which the Company reminds shareholders and proxies to be present at the venue of the General Meeting preferably at least 30 minutes prior to the time of the commencement of the General Meeting in order to ensure the smooth establishment of their identity and right of representation. The Company shall not be liable for the consequences of any delay resulting from failure to do so.

We wish to draw the attention of the shareholders to the fact that, in order to facilitate the taking of minutes and in legitimate interest, image and/or audio recording shall be prepared about the proceedings of the General Meeting in compliance with the data protection legislation in force. The General Assembly is not open to the press and only those entitled to attend may attend. Participants are not entitled to make any video or audio recordings of the General Meeting.

On the day of the General Meeting, registration will begin at **13:00 a.m.** at the venue of the General Meeting.

### **Quorum of the General Meeting, repeated General Meeting**

A General Meeting shall have a quorum if shareholders representing more than half of the share capital carrying a right to vote are present.

If there is a lack of a quorum, the Company will hold a repeated Annual General Meeting at the place and in the manner indicated in this Announcement on **22 April 2025 at 15:00**, with the agenda and conditions indicated in this Announcement. The repeated General Meeting shall have a quorum regardless of the number of attendees. Separate registration is required for the repeated General Meeting, which will commence at **14:30 on 22 April 2025**.

### **NOTE!**

**It is specifically emphasised that information on any unavoidable change that may occur in relation to this Announcement shall be immediately released by the Company in an extraordinary notice.**

Budapest, 21 March, 2025

**MBH Jelzálogbank Nyrt.**