



Extraordinary Announcement

Takarék Mortgage Bank Co. Plc. (company registration number: 01-10-043638; seat: H-1117 Budapest, Magyar Tudósok körútja 9., G. épület., hereinafter: *Company*), complying with its extraordinary information obligation set out in Paragraph (1) of Section 55 of Act CXX of 2001 on the Capital Market (Capital Market Act), hereby informs the Esteemed Investors about the notifications of **Hungarian Bankholding Ltd.** (seat: H-1122 Budapest, Pethényi köz 10., company registration number: Cg. 01-10-041206) below pursuant to Section 61(1) of Act CXX of 2001 on the Capital Market (“Capital Market Act”).

Related annex:

- The notification of Hungarian Bankholding Ltd on the changes in the controlling interest in the Company.

Budapest, 1 April, 2021

Takarék Mortgage Bank Co. Plc.

**Notification related to the acquisition or alienation of a voting share or voting right pursuant to
Section 61 of the Act on Capital Market**

1. Name of the issuer of existing shares having connected voting rights:

Takarék Mortgage Bank Co. Plc.

2. Reason for notification:

acquisition or alienation of voting rights;

the purchase or sale of financial assets that may result in the acquisition of shares already issued to which voting rights are connected;

any event that changes the distribution of voting rights.

3. Person or persons subject to notification obligation:

The Hungarian Bankholding Ltd. (hereinafter: "MBH Zrt.") and - from among those persons specified in Annexes 1 and 2 - the persons defined as persons acting in concert in the public purchase offer related to the shares of Takarék Mortgage Bank Co. Plc., approved by the Hungarian National Bank on 14 January 2021.

4. Name of the shareholder(s) (if the notifier is not the shareholder)

From among those persons specified in Annexes 1 and 2, the persons defined as persons acting in concert in the public purchase offer related to the shares of Takarék Mortgage Bank Co. Plc., approved by the Hungarian National Bank on 14 January 2021.

5. Date of the transaction and date of exceeding or reaching the thresholds (dd.mm.yyyy)

17.02.2021

6. Threshold(s) exceeded or reached:

95 %, 96 %.

7. Reported data:

As the majority shareholder of Takarék Mortgage Bank Co. Plc., MTB Bank of Hungarian Saving Cooperatives Co. Ltd. (company registration number: Cg.01-10-041206, registered office: 1122 Budapest, Pethényi köz 10., hereinafter: "MTB Zrt."), made a mandatory public purchase offer for all shares issued by Takarék Mortgage Bank Co Plc. on 30 December 2020. The deadline for acceptance of the offer expired on 17 February 2021, and during this time Takarék Mortgage Bank Co Plc.'s shareholders validly offered the following number of shares for purchase:

- **2,103,165 (two million one hundred and three thousand one hundred and sixty-five) pieces of series "A" ordinary shares with a nominal value of HUF 100 (one hundred forints) each (ISIN: HU0000078175),**
- **0 (zero) piece of series "B" preference share with a nominal value of HUF 100 (one hundred forints) each (ISIN: HU0000140868), and**

- 0 (zero), piece of series "C" ordinary share with a nominal value of HUF 1,000 (one thousand forints) (ISIN: HU0000140884).

MTB Zrt. accepted the offered shares and classified the mandatory public purchase offer as successful.¹ In case of all the preconditions specified in the offer are met, after the transfer of the offered shares, the share of MTB Zrt. in TakaréK Mortgage Bank Co. Plc. increased from 86.20% to 88.14%, and the cumulated share of MTB Zrt. and the persons acting in concert with it, increased from 94.82% to 96.76%.

As a result of the offer, the influence of MTB Zrt.'s indirect owners increased in TakaréK Mortgage Bank Co. Plc. The number of shares held by direct and indirect shareholders, the number of voting rights and the percentage of voting rights in relation to the situation existed on 16 February 2021, prior to the triggering transaction is included in Annex 1, and in relation to the situation existing on 1 April 2021, after the triggering transaction is included in Annex 2 (which already includes the data included in the announcement of TakaréK Mortgage Bank Co. Plc. published on 31 March 2021²).

8. . The chain of controlled undertakings through which the voting rights and financial assets are effectively held

Indirect chains of ownership are included in Annex 3.

9. Other information

Pursuant to Section 5(1)(100) of Act CXX of 2001 on the Capital Market ("Act on Capital Market"), MBH Zrt., MTB Zrt., TakaréK Zártkörű Befektetési Alap, Magyar Nemzeti Vagyonkezelő Zártkörűen Működő Részvénytársaság acting in its capacity as owner, Magyar Posta Vagyonkezelő Zártkörűen Működő Részvénytársaság, TakaréK Mortgage Bank Co. Plc., the Hungarian State, Corvinus Nemzetközi Befektetési Zártkörűen Működő Részvénytársaság, Blue Robin Investments S.C.A, Blue Robin Management S.á r.l., UNCIA Finance Zártkörűen Működő Részvénytársaság, UNCIA Alpha Korlátolt Felelősségű Társaság, UNCIA Private Equity Fund, QUARTZ Alapkezelő Zártkörűen Működő Részvénytársaság, Dry Immo Zártkörűen Működő Részvénytársaság, FELIS Private Equity Fund, EIRENE Private Equity Fund, MINERVA Befektetési Alapkezelő Zártkörűen Működő Részvénytársaság, RKOFIN Befektetési és Vagyonkezelő Korlátolt Felelősségű Társaság, METIS Private Equity Fund, METIS 2 Private Equity Fund, OPUS GLOBAL Befektetési Alapkezelő Zártkörűen Működő Részvénytársaság, Pantherinae Pénzügyi Zártkörűen Működő Részvénytársaság, PRIME Finance Future Zártkörűen Működő Részvénytársaság (until 16 December 2020: Promid Finance Zrt.) and Magyar TakaréK Befektetési és Vagyongazdálkodási Zártkörűen Működő Részvénytársaság are legal persons acting in concert, therefore, in accordance with Section 65/A(1) of the Act on Capital Market, the degree of their influence must be cumulated when determining the degree of influence. The legal persons acting in concert have a total of 62,492,889 pieces of series "A" ordinary shares (ISIN: HU0000078175), 14,163,430 pieces of series "B" preference (dividend preference) shares (ISIN: HU0000140868) and 2.832.686 pieces of series "C" ordinary shares (ISIN: HU0000140884) in

¹ <https://kozvetetelek.mnb.hu/downloadkozvetetel?id=625400&did=K82514/2021>

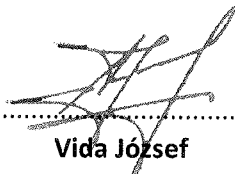
²

<https://www.bet.hu/newkibdata/128542640/Extraordinary%20announcement%20on%20changes%20in%20the%20shareholdings%20of%20the%20Company%27s%20indirect%20owners.pdf>

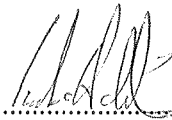
Takarék Mortgage Bank Co. Plc., which together represents a 96.76 % influence in the company.

MTB Zrt. informs the shareholders of Takarék Mortgage Bank Co. Plc. that they are entitled to exercise their put option rights under Section 76/D(6) of the Act on Capital Market in writing from the publication of Takarék Mortgage Bank Co. Plc.'s announcement on stating the result of the mandatory public purchase offer taken place on 18 February 2021³ until the 90th day of the publication of this announcement (i.e. until 30 June 2021) pursuant to Section 55(2) of the Act on Capital Market.

Budapest, 1 April 2021



Vida József
chief executive officer



dr. Szabó Boldizsár
legal merger tasks leader

Hungarian Bankholding Ltd.

³ <https://kozvetetelek.mnb.hu/downloadkozvetetel?id=625400&did=K82514/2021>

Annex 1 – The situation prior to the triggering transaction (16 February 2021)

Shareholders		The situation prior to the triggering transaction															Total
		Number of shares (pieces) - direct			Number of voting rights (pieces)						Percentage of voting rights (%)						
		Direct			Direct			Indirect			Direct			Indirect			
		"A"	"B"	"C"	"A"	"B"	"C"	"A"	"B"	"C"	"A"	"B"	"C"	"A"	"B"	"C"	
1	Hungarian Bankholding Ltd.	-	-	-	-	-	-	50,806,758	14,163,430	28,326,860	-	-	-	76.98	100	100	86.20
2	MTB Bank of Hungarian Saving Cooperatives Co. Ltd.	50,806,758	14,163,430	2,832,686	50,806,758	14,163,430	28,326,860	-	-	-	76.98	100	100	-	-	-	86.20
3	Hungarian State	4,832,225	-	-	4,832,225	-	-	16,108,152	4,298,417	8,596,834	7.32	-	-	24.41	30.35	30.35	31.26
4	Magyar Nemzeti Vagyonkezelő Zártkörűen működő Részvénytársaság acting in its capacity as owner	4,832,225	-	-	4,832,225	-	-	-	-	-	7.32	-	-	-	-	-	4.46
5	Magyar Posta Vagyonkezelő Zrt.	688,960	-	-	688,960	-	-	-	-	-	1.04	-	-	-	-	-	0.64
6	Takarék Mortgage Bank Co. Plc.	253,601	-	-	253,601	-	-	-	-	-	-	-	-	-	-	-	0.00
7	Corvinus Nemzetközi Befektetési Zrt.	-	-	-	-	-	-	15,419,192	4,298,417	8,596,834	-	-	-	23.36	30.35	30.35	26.16
8	Mészáros Lőrinc	-	-	-	-	-	-	13,831,891	2,794,316	5,588,632	-	-	-	20.96	19.73	19.73	20.52
9	METIS Private Equity Fund	-	-	-	-	-	-	5,962,054	1,662,045	3,324,090	-	-	-	9.03	11.73	11.73	10.11
10	METIS 2 Private Equity Fund	-	-	-	-	-	-	2,275,909	634,457	1,268,913	-	-	-	3.45	4.48	4.48	3.86
11	RKOFIN Befektetési és Vagyonkezelő Kft.	-	-	-	-	-	-	2,275,909	634,457	1,268,913	-	-	-	3.45	4.48	4.48	3.86
12	Takarék Zártkörű Befektetési Alap	3,808,180	-	-	3,808,180	-	-	-	-	-	5.77	-	-	-	-	-	3.52

13	OPUS Global Befektetési Alapkezelő Zrt.	3,808,180	-	-	3,808,180	-	-	8,124,168	2,264,779	4,529,558	5.77	-	-	12.31	15.99	15.99	17.30
14	Blue Robin Investments SCA	-	-	-	-	-	-	5,497,362	1,532,503	3,065,005	-	-	-	8.33	10.82	10.82	9.33
15	Blue Robin Management Sarl	-	-	-	-	-	-	5,497,362	1,532,503	3,065,005	-	-	-	8.33	10.82	10.82	9.33
16	UNCIA Finance Zrt.	-	-	-	-	-	-	5,497,362	1,532,503	3,065,005	-	-	-	8.33	10.82	10.82	9.33
17	UNCIA Alpha Kft.	-	-	-	-	-	-	5,497,362	1,532,503	3,065,005	-	-	-	8.33	10.82	10.82	9.33
18	UNCIA Private Equity Fund	-	-	-	-	-	-	5,497,362	1,532,503	3,065,005	-	-	-	8.33	10.82	10.82	9.33
19	Quartz Befektetési Alapkezelő Zrt.	-	-	-	-	-	-	5,497,362	1,532,503	3,065,005	-	-	-	8.33	10.82	10.82	9.33
20	Dry Immo Ingatlankezelő Zrt.	-	-	-	-	-	-	5,497,362	1,532,503	3,065,005	-	-	-	8.33	10.82	10.82	9.33
21	Felis Private Equity Fund	-	-	-	-	-	-	5,497,362	1,532,503	3,065,005	-	-	-	8.33	10.82	10.82	9.33
22	EIRENE Private Equity Fund	-	-	-	-	-	-	1,670,932	465,807	931,613	-	-	-	2.54	3.29	3.29	2.84
23	MINERVA Befektetési Alapkezelő Zrt.	-	-	-	-	-	-	1,670,932	465,807	931,613	-	-	-	2.54	3.29	3.29	2.84
24	Pantherinae Pénzügyi Zrt.	-	-	-	-	-	-	517,988	144,400	288,799	-	-	-	0.79	1.02	1.02	0.88
25	PRIME Finance Future Zrt. (until 16.12.2020: Promid Finance Zrt.)	-	-	-	-	-	-	428,496	119,452	238,904	-	-	-	0.64	0.84	0.84	0.72
26	Magyar Takarékszövetkezet Befektetési és Vagyongazdálkodási Zrt.	-	-	-	-	-	-	19,148,623	5,338,073	10,676,146	-	-	-	29.02	37.69	37.69	32.49
27	Abraham Goldmann Bizalmi Vagyonkezelő Zrt.	-	-	-	-	-	-	5,300,339	1,477,579	2,955,157	-	-	-	8.03	10.43	10.43	8.99
28	AB Banksoft Plus Kft.	-	-	-	-	-	-	5,300,339	1,477,579	2,955,157	-	-	-	8.03	10.43	10.43	8.99
29	Vida József	-	-	-	-	-	-	4,882,261	1,361,031	2,722,061	-	-	-	7.40	9.61	9.61	8.28
30	Gál Miklós	-	-	-	-	-	-	3,058,469	852,611	1,705,223	-	-	-	4.63	6.02	6.02	5.19
31	Talentis Group Zrt.	-	-	-	-	-	-	1,899,543	529,537	1,059,074	-	-	-	2.88	3.74	3.74	3.22

32	Arthur Bergman Hungary Zrt.	-	-	-	-	-	-	1,899,543	529,537	1,059,074	-	-	-	2.88	3.74	3.74	3.22
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Annex 2 – The situation after the triggering transaction (1 April 2021)

Shareholders		The situation <u>after</u> the triggering transaction															
		Number of shares (pieces) - direct			Number of voting rights (pieces)						Percentage of voting rights (%)						Total
		Direct			Direct			Indirect			Direct			Indirect			
		"A"	"B"	"C"	"A"	"B"	"C"	"A"	"B"	"C"	"A"	"B"	"C"	"A"	"B"	"C"	
1	Hungarian Bankholding Ltd.	-	-	-	-	-	-	52,909,923	14,163,430	28,326,860	-	-	-	80.17	100	100	
2	MTB Bank of Hungarian Saving Cooperatives Co. Ltd.	52,909,923	14,163,430	2,832,686	52,909,923	14,163,430	28,326,860	-	-	-	80.17	100	100	-	-	-	88.14
3	Hungarian State	4,832,225	-	-	4,832,225	-	-	16,746,434	4,298,417	8,596,834	7.32	-	-	25.37	30.35	30.35	31.85
4	Magyar Nemzeti Vagyonkezelő Zártkörűen működő Részvénytársaság acting in its capacity as owner	4,832,225	-	-	4,832,225	-	-	-	-	-	7.32	-	-	-	-	-	4.46
5	Magyar Posta Vagyonkezelő Zrt.	688,960	-	-	688,960	-	-	-	-	-	1.04	-	-	-	-	-	0.64
6	Takarék Mortgage Bank Co. Plc	253,601	-	-	253,601	-	-	-	-	-	-	-	-	-	-	-	0.00
7	Corvinus Nemzetközi Befektetési Zrt.	-	-	-	-	-	-	16,057,474	4,298,417	8,596,834	-	-	-	24.33	30.35	30.35	26.75
8	Mészáros Lőrinc	-	-	-	-	-	-	14,246,827	2,794,316	5,588,632	-	-	-	21.59	19.73	19.73	20.91
9	METIS Private Equity Fund	-	-	-	-	-	-	6,208,854	1,662,045	3,324,090	-	-	-	9.41	11.73	11.73	10.34
10	METIS 2 Private Equity Fund	-	-	-	-	-	-	2,370,123	634,457	1,268,913	-	-	-	3.59	4.48	4.48	3.95
11	RKOFIN Befektetési és Vagyonkezelő Kft.	-	-	-	-	-	-	2,370,123	634,457	1,268,913	-	-	-	3.59	4.48	4.48	3.95
12	Takarék Zártkörű Befektetési Alap	3,808,180	-	-	3,808,180	-	-	-	-	-	5.77	-	-	-	-	-	3.52

13	OPUS Global Befektetési Alapkezelő Zrt.	3,808,180	-	-	3,808,180	-	-	8,460,471	2,264,779	4,529,558	5.77	-	-	12.82	15.99	15.99	17.61
14	Blue Robin Investments SCA	-	-	-	-	-	-	5,724,928	1,532,503	3,065,005	-	-	-	8.67	10.82	10.82	9.54
15	Blue Robin Management Sarl	-	-	-	-	-	-	5,724,928	1,532,503	3,065,005	-	-	-	8.67	10.82	10.82	9.54
16	UNCIA Finance Zrt.	-	-	-	-	-	-	5,724,928	1,532,503	3,065,005	-	-	-	8.67	10.82	10.82	9.54
17	UNCIA Alpha Kft.	-	-	-	-	-	-	5,724,928	1,532,503	3,065,005	-	-	-	8.67	10.82	10.82	9.54
18	UNCIA Private Equity Fund	-	-	-	-	-	-	5,724,928	1,532,503	3,065,005	-	-	-	8.67	10.82	10.82	9.54
19	Quartz Befektetési Alapkezelő Zrt.	-	-	-	-	-	-	5,724,928	1,532,503	3,065,005	-	-	-	8.67	10.82	10.82	9.54
20	Dry Immo Ingatlankezelő Zrt.	-	-	-	-	-	-	5,724,928	1,532,503	3,065,005	-	-	-	8.67	10.82	10.82	9.54
21	Felis Private Equity Fund	-	-	-	-	-	-	5,724,928	1,532,503	3,065,005	-	-	-	8.67	10.82	10.82	9.54
22	EIRENE Private Equity Fund	-	-	-	-	-	-	1,740,102	465,807	931,613	-	-	-	2.64	3.29	3.29	2.90
23	MINERVA Befektetési Alapkezelő Zrt.	-	-	-	-	-	-	1,740,102	465,807	931,613	-	-	-	2.64	3.29	3.29	2.90
24	Pantherinae Pénzügyi Zártkörűen Működő Részvénytársaság	-	-	-	-	-	-	539,431	144,400	288,799	-	-	-	0.82	1.02	1.02	0.90
25	PRIME Finance Future Zrt. (until 16.12.2020: Promid Finance Zrt.)	-	-	-	-	-	-	446,233	119,452	238,904	-	-	-	0.68	0.84	0.84	0.74
26	Magyar Takarékszövetkezet Befektetési és Vagyongazdálkodási Zrt.	-	-	-	-	-	-	13,294,191	3,558,715	7,117,430	-	-	-	20.14	25.13	25.13	22.15
27	Abraham Goldmann Bizalmi Vagyonkezelő Zrt.	-	-	-	-	-	-	5,519,750	1,477,579	2,955,157	-	-	-	8.36	10.43	10.43	9.20
28	AB Banksoft Plus Kft.	-	-	-	-	-	-	5,519,750	1,477,579	2,955,157	-	-	-	8.36	10.43	10.43	9.20
29	Vida József	-	-	-	-	-	-	5,084,364	1,361,031	2,722,061	-	-	-	7.70	9.61	9.61	8.47

30	Gál Miklós	-	-	-	-	-	-	3,185,076	852,611	1,705,223	-	-	-	4.83	6.02	6.02	5.31
31	Talentis Group Zrt.	-	-	-	-	-	-	1,978,176	529,537	1,059,074	-	-	-	3.00	3.74	3.74	3.30
32	Arthur Bergman Hungary Zrt.	-	-	-	-	-	-	1,978,176	529,537	1,059,074	-	-	-	3.00	3.74	3.74	3.30
33	Magyar Takarékos Holding Zrt.	-	-	-	-	-	-	6,647,096	1,779,358	3,558,716	-	-	-	10.07	12.56	12.56	11.07%

Annex 3 - Chart showing the persons having a direct or indirect holding of 5 % or more in Takarék Mortgage Bank Co. Plc. for the purposes of the notification pursuant to Section 61(1) of the Capital Market Act

