

ANNOUNCEMENT

Takarék Mortgage Bank Co. Plc (seat H-1117 Budapest, Magyar Tudósok körútja 9. G.ép., registered No.: 01-10-043638, hereinafter: "Company") hereby informs its shareholders on the resolutions of the General Shareholder's Extraordinary Meeting („General Meeting”) held on 31 March 2022, in the framework of meeting its obligations on extraordinary information as provided by Act CXX of 2001 on the Capital Market and Decree No. 24/2008 of the Minister of Finance on the Detailed Rules of Disclosure Obligation Relating to Securities Issued to the Public.

At the date of the General Meeting the total amount of the series "A" ordinary shares embodying voting rights was 66,000,010 pieces, the amount of the series "C" ordinary shares embodying voting rights was 2,832,686 pieces, thus the total amount of the shares embodying voting rights was 68,832,696 pieces. After passing resolution nr. 3/2017. (26.04.) the "B" series preferential shares became voting shares, thus the total amount of the shares embodying voting rights was 82,996,126 pieces. At the date of the General Meeting the Company owned 253,601 pieces of series "A" ordinary shares (treasury shares). In the course of the decision making the results were rounded to two decimals.

The summary of the procedural resolutions are as follows:

Resolution nr. 1/2022. (31.03.) of the General Meeting

The General Meeting elected dr. Holobrádi Emese attorney to take the minutes of the General Meeting.

The number of the votes validly cast was 100.447.833 which represent 92,59% of the share capital.

Yes votes	100.447.833 db	100%
No votes	0 db	0,00%
Abstentions	0 db	0,00%
Not given	0 db	0,00%

Resolution nr. 2/2022. (31.03.) of the General Meeting

The General Meeting elected as member of the teller committee dr. Czina Krisztina Diána and Salga Jana, employees of the Company, as well as Polgár Melinda, representative of the KELER Zrt.

The number of the votes validly cast was 100.447.833 which represent 92,59% of the share capital.

Yes votes	100.446.078 db	100%
No votes	0 db	0,00%
Abstentions	1.755 db	0,00%
Not given	0 db	0,00%

Resolution nr. 3/2022. (31.03.) of the General Meeting

The General Meeting elected Bertalan Dóra, representative of the MTB Magyar Takarékszövetkezeti Bank Zrt. to authenticate the minutes.

The number of the votes validly cast was 100.447.833 which represent 92,59% of the share capital.

Yes votes	100.447.833 db	100%
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No votes	0 db	0,00%
Abstentions	0 db	0,00%
Not given	0 db	0,00%

Resolution nr. 4/2022. (31.03.) of the General Meeting

The General Meeting accepted of its agenda and wants to negotiate in order of following:

1. Amendment of the Statutes of the Company
2. Other

The number of the votes validly cast was 100.447.833 which represent 92,59% of the share capital.

Yes votes	100.447.833 db	100%
No votes	0 db	0,00%
Abstentions	0 db	0,00%
Not given	0 db	0,00%

Under the items of the Agenda the General Meeting passed the resolutions as follows:

Agenda item No. 1

Amendment of the Statutes of the Company

Resolution nr. 5/2022. (31.03.) of the General Meeting

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

The Preamble of the Statutes shall be amended as follows:

"Preamble

Takarék Jelzálogbank Nyrt. (hereinafter "**Company**") is the specialised credit institution member of the group of undertakings ("**MKB Banking Group**") defined in relevant decision of the National Bank of Hungary ("**MNB**"), concerning the undertakings of MKB Bank Nyrt. (registered office: H-1056 Budapest, Váci u. 38., company registration number: Cg. 01-10-040952;; "**MKB Bank**"), as credit institution parent company, subject to consolidated supervision. Based on relevant decision the MNB, based on 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."

Clauses 3.2.2(i), (o), (s), (v) and (aa) of the Statutes shall be amended as follows:

"(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;

(o) subject to prior approval by the Board of Directors of MKB Bank, decision on the borrowing of loans with maturity of over five (5) years, the amount of which exceeds ten per cent (10%) of the Company's solvency margin, and on approval of the bond issuing programme;

(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;

(v) decision-making on all matters falling within the competence of the supreme body (general meeting, members' meeting, founder) of the Company's direct subsidiaries, including intervention through shareholder rights in relation to prudential problems within the scope of the MKB Bank Group Management Activity,

(aa) 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."

Clause 3.2.4 of the Statutes shall be amended as follows:

"Pursuant to relevant legislation and Decision of the MNB MKB Bank, as financial holding 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."

Clause 3.8.2 of the Statutes shall be amended as follows:

"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."

The General Meeting of the Company shall simultaneously adopt the Statutes consolidated with amendments. The Statutes shall enter into force on 29 April 2022.

The number of the votes validly cast was 100.447.833 which represent 92,59% of the share capital.

Yes votes	100.446.078 db	100%
No votes	0 db	0,00%
Abstentions	1.755 db	0,00%
Not given	0 db	0,00%

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Agenda item No. 2

Other

No resolution has been passed by the General Meeting under this item of the Agenda.

Takarék Mortgage Bank Co. Plc.