

ANNOUNCEMENT

Takarék Mortgage Bank Co. Plc (seat H-1117 Budapest, Magyar Tudósok körútja 9. Gép., 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 12 July 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. (12.07.) of the General Meeting

The General Meeting agreed that the voting shall take place at the same time as an open vote, by lifting the board showing the name of the shareholder and the number of votes.

The number of the votes validly cast was 100.449.252 which represent 92,59% of the share capital.

Yes votes	100.449.252 db	100%
No votes	0 db	0,00%
Abstentions	0 db	0,00%
Not given	0 db	0,00%

Resolution nr. 2/2022. (12.07.) 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 100.449.252 which represent 92,59% of the share capital.

Yes votes	100.449.252 db	100%
No votes	0 db	0,00%
Abstentions	0 db	0,00%
Not given	0 db	0,00%

Resolution nr. 3/2022. (12.07.) of the General Meeting

The General Meeting elected as member of the teller committee Palánkai Gábor and Tóth Illés, employees of the Company.

The number of the votes validly cast was 100.449.252 which represent 92,59% of the share capital.

Yes votes	100.449.252 db	100%
No votes	0 db	0,00%
Abstentions	0 db	0,00%
Not given	0 db	0,00%

Resolution nr. 4/2022. (12.07.) of the General Meeting

The General Meeting elected dr. Nagy Melinda, representative of the MTB Magyar Takarékszövetkezeti Bank Zrt. to authenticate the minutes.

The number of the votes validly cast was 100.449.252 which represent 92,59% of the share capital.

Yes votes	100.449.252 db	100%
No votes	0 db	0,00%
Abstentions	0 db	0,00%
Not given	0 db	0,00%

Resolution nr. 5/2022. (12.07.) of the General Meeting

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

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 Supervisory Board of the Company
4. Miscellaneous

The number of the votes validly cast was 100.449.252 which represent 92,59% of the share capital.

Yes votes	100.449.252 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

1. **Conversion of the Company's Preference shares of Series B (preferred stocks) and Series C to Ordinary share of Series A**

Resolution nr. 6/1/2022. (12.07.) of the General Meeting

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.

The number of the votes validly cast was 42.490.290 which represent 39,17% of the share capital.

Yes votes	42.490.290 db	100%
No votes	0 db	0,00%
Abstentions	0 db	0,00%
Not given	0 db	0,00%

Resolution nr. 6/2/2022. (12.07 of 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.

The number of the votes validly cast was 100.449.252 which represent 92,59% of the share capital.

Yes votes	100.449.252 db	100%
No votes	0 db	0,00%
Abstentions	0 db	0,00%

Not given	0 db	0,00%
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Agenda item No. 2

2. Amendment of the Articles of Association of the Company

Resolution nr. 7/2022. (12.07.) of the General Meeting

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.

The number of the votes validly cast was 100.449.252 which represent 92,59% of the share capital.

Yes votes	100.449.252 db	100%
No votes	0 db	0,00%
Abstentions	0 db	0,00%
Not given	0 db	0,00%

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Agenda item No. 3

3. Decision on the election of the members and the Chairman of the Supervisory Board of the Company

Resolution nr. 8/2022. (12.07.) of the General Meeting

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.

The number of the votes validly cast was 100.449.252 which represent 92,59% of the share capital.

Yes votes	100.449.252 db	100%
No votes	0 db	0,00%
Abstentions	0 db	0,00%
Not given	0 db	0,00%

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Agenda item No. 4 **Miscellaneous**

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

Takarék Mortgage Bank Co. Plc.