

**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 Company Registry Court of the Budapest-Capital Regional Court; hereinafter: Company), fulfilling its statutory obligation, hereby informs the shareholders and investors of the Company that, on 14 October 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:

14 November 2022 (Monday), 10.00 a.m.

The opening time for registration for the general meeting is 14 November 2022 (Monday), 9.00 a.m.

Location of the General Meeting:

1117 Budapest, Magyar Tudósok körútja 9. G. épület

Agenda of the General Meeting:

1. Recall, election, decision on their remuneration of the members of the Board of Directors of Takarék Mortgage Bank Co. Plc.
2. Recall, election, decision on their remuneration of the members of the Supervisory Board of Takarék Mortgage Bank Co. Plc.
3. Recall, election, decision on their remuneration of the members of the Audit Committee of Takarék Mortgage Bank Co. Plc.
4. Miscellaneous

14 October 2022

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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 3.1.24.1 (e) 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.
- 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 **3 November 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: 10 November 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 21 November 2022 (Monday), 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 **21 November 2022 (Monday), at 9 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.takarekjzb.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
RELATING TO AGENDA ITEM NO. 1



**DISMISSAL, ELECTION AND REMUNERATION OF MEMBERS
OF THE BOARD OF DIRECTORS OF TAKARÉK JELZÁLOG-
BANK NYRT.
(NO RECALL WILL TAKE PLACE)**

Proposal:

MÉSZÁROS Attila, internal member of the Board of Directors of Takarék Jelzálogbank Nyilvánosan Működő Részvénytársaság (hereinafter referred to as “Company”) and general Deputy CEO of the Company, has indicated his intention to terminate his employment as of 14 November 2022, resulting in termination of his internal membership in the Board of Directors according to Section 149(3) of Act CCXXXVII of 2013 on credit institutions and financial enterprises (Credit Institutions Act). According to Section 149(1) of the Credit Institutions Act, the management body of the credit institution exercising powers of control must have two internal members.

HEGEDŰS Éva resigned as member of the Company’s Board of Directors as of 13 July 2022, while SASS Pál resigned as member of the Board of Directors as of 14 November 2022. Based on the foregoing, it is necessary to elect new members of the Board of Directors.

According to Clause 3.1.17 (h) of the Company’s Statutes currently in force, the General Meeting has the exclusive competence to elect and dismiss, and determine the remuneration of members and the chairperson of the Board of Directors.

On the basis of preliminary consultations, the Board of Directors proposes that the General Meeting elect TÓTH Illés (mother’s name: KOVÁCS Katalin; place, date of birth: Budapest, 18.07.1976; address: H-1045 Budapest, Erzsébet utca 6.; tax identification number: 8400103483) as internal member of the Board of Directors, BREZINA Szabolcs Károly (mother’s name: KÖKÉNY Julianna Mária, place, date of birth: Budapest, 04.09.1974, address: H-1125 Budapest, Trencsényi utca 37., tax identification number: 8393273331), KALENYÁK Gábor (mother’s name: FARKAS-FLICKBAUM Ilona, place, date of birth: Budapest, 24.08.1984, address: H-1213 Budapest, Szent István út 285., tax identification number: 8429693319) and Dr. TÖRÖK Ilona (mother’s name: Dr. KELEMEN Ilona Klára, place, date of birth: Zalaegerszeg, 12.02.1975, address: H-1037 Budapest, Jablonka út 45/A, tax identification number: 8394882730) as external members of the Board of Directors.

Short CVs of candidate members of the Board of Directors are set out below.

TÓTH Illés

TÓTH Illés, head of the Capital Market Department of Takarék Jelzálogbank Nyrt., has been responsible for the mortgage bond issue activity of the mortgage bank, credit rating management and investor relations since 2019. Since 2020 he has been actively involved in implementing the sustainability strategy of the mortgage bank, the drafting of the sustainability report and in managing the Green Covered Bond Framework. Prior to his position as head of the Capital Market Department, he worked as senior capital market expert of the mortgage bank between 2015 and 2019. Between 2008 and 2015, he first assumed a senior position at the treasury department of Unicredit Mortgage Bank, then carried out ALM and liquidity management duties related to mortgage banking, and mortgage bond issue management related duties as head of the department. In 2015 he worked briefly as senior expert in managing liquidity risks at the market risk management department of Raiffeisen Bank. Between 2000 and 2008, he worked as bond market analyst at the emergent market analysis office of DZ BANK, operating in Budapest in an outsourced form. He received his degree in economics in 2000 at the College of Finance and Accounting in the field of finance/banking.

BREZINA Szabolcs

BREZINA Szabolcs received his degree in economics in 1998 at the IBS - Oxford Brookes University. He started his career in 1997 at Kereskedelmi és Hitel Bank. Between 2001 and 2003 he worked as interdealer broker at Continental Capital Markets, then managed the Money and Capital Market Branch of Takarékbank Zrt. as director between 2003 and 2010. During the next three years he was involved in managing the bank as managing director and board member, and as general deputy CEO from 2013. During this period he also filled the position of chairperson of the supervisory board of Takarékbank Fund Manager. He worked as managing director of Duna Takarékbank Zrt. and as member of the board of directors for four years from 2015. He returned to Takarékbank in 2019. Currently he manages as managing director the money and capital market, investment and private banking departments of the entire MKB Bank Group.

KALENYÁK Gábor

KALENYÁK Gábor joined the bank group 4.5 years ago. He is currently managing director of risk management at corporate level. Before that he worked in finance, strategy and risk related data warehouse management, and was involved in introducing the IFRS9 depreciation regime. Prior to joining the bank group, he worked as head of various risk management departments of the Erste Group in Austria, Hungary and Slovakia, then continued to fill senior risk management positions in the European region of the Munich RE - Ergo Versicherung international insurance companies. He holds degrees in mathematics and economics, which he earned in Switzerland, Austria and Hungary.

Dr. TÖRÖK Ilona

Dr. TÖRÖK Ilona has over twenty years of experience in banking.

She started her career at the Hungarian Financial Supervisory Authority, where she accumulated legal and financial experience in several fields, and was then appointed head of the Directorate of Authorisation and Enforcement.

Between 2010 and 2021 she filled various positions at the capital market and treasury departments of OTP Bank Nyrt. She then became head of Corporate Governance and was also member of the management body of several domestic and foreign subsidiaries of the OTP Group.

From 2021 she has been head of the Chairperson-CEO cabinet office of MKB Bank Nyrt. From November 2021 she has filled the same position at Magyar Bankholding Zrt., Budapest Bank Zrt., MTB Magyar Takarékszövetkezeti Bank Zrt. and Takarékbank Zrt. She has been member of the Supervisory Board of MKB Bank Nyrt. since September 2022.

According to Section 14(1)(e) of the Credit Institutions Act, the authorisation of the National Bank of Hungary (MNB) is required for election of a member of the Board of Directors, who is deemed to be a senior officer. If the MNB authorisation is not yet available on 14 November 2022, the new member of the Board of Directors shall take office on the date of receipt of the authorising resolution of the National Bank of Hungary, or where the candidates make a declaration of acceptance at a later date, the date of that declaration.

The Board of Directors of the Company proposes to the General Meeting to elect TÓTH Illés as internal member, BREZINA Szabolcs Károly, KALENYÁK Gábor and Dr. TÖRÖK Ilona

as external members of the Board of Directors of the Company for a fixed term from 14 November 2022 to 30 November 2026, but at the earliest with effect from the date on which the authorising resolution by the National Bank of Hungary concerning the members of the Board of Directors is received by the Company and the members of the Board of Directors accept their election in writing.

PROPOSED RESOLUTIONS

- 1. The General Meeting elects TÓTH Illés (mother's name: KOVÁCS Katalin; place, date of birth: Budapest, 18.07.1976; address: H-1045 Budapest, Erzsébet utca 6.; tax identification number: 8400103483) as internal member of the Board of Directors of the Company for a fixed term from 14 November 2022 to 30 November 2026, 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 Board of Directors is received by the Company and the member of the Board of Directors accept his election in writing. Provisions of Resolution No. 12/2022 (04.28.) of the General Meeting are applicable to remuneration of the member of the Board of Directors.**
- 2. The General Meeting elects BREZINA Szabolcs Károly (mother's name: KÖKÉNY Julianna Mária, place, date of birth: Budapest, 04.09.1974, address: H-1125 Budapest, Trencsényi utca 37., tax identification number: 8393273331) as external member of the Board of Directors of the Company for a fixed term from 14 November 2022 to 30 November 2026, 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 Board of Directors is received by the Company and the member of the Board of Directors accept his election in writing. Provisions of Resolution No. 12/2022 (04.28.) of the General Meeting are applicable to remuneration of the member of the Board of Directors.**
- 3. The General Meeting elects KALENYÁK Gábor (mother's name: FARKAS-FLICKBAUM Ilona, place, date of birth: Budapest, 24.08.1984, address: H-1213 Budapest, Szent István út 285., tax identification number: 8429693319) as external member of the Board of Directors of the Company for a fixed term from 14 November 2022 to 30 November 2026, 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 Board of Directors is received by the Company and the member of the Board of Directors accept his election in writing. Provisions of Resolution No. 12/2022 (04.28.) of the General Meeting are applicable to remuneration of the member of the Board of Directors.**
- 4. The General Meeting elects Dr. TÖRÖK Ilona (mother's name: Dr. KELEMEN Ilona Klára, place, date of birth: Zalaegerszeg, 12.02.1975, address: H-1037 Budapest, Jablonka út 45/A, tax identification number: 8394882730) as external member of the Board of Directors of the Company for a fixed term from 14 November 2022 to 30 November 2026, 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 Board of Directors is received by the Company and the member of the Board of Directors accept her election in writing. Provisions of Resolu-**

tion No. 12/2022 (04.28.) of the General Meeting are applicable to remuneration of the member of the Board of Directors.



PROPOSAL
RELATING TO AGENDA ITEM NO. 2



**DISMISSAL, ELECTION AND REMUNERATION OF MEMBERS
OF THE SUPERVISORY BOARD OF TAKARÉK
JELZÁLOGBANK NYRT.
(NO RECALL WILL TAKE PLACE)**

Proposal:

As of the day of 14 November 2022, GÖRÖG Tibor, member of the Supervisory Board of TakaréK Jelzálogbank Nyilvánosan Működő Részvénytársaság (hereinafter referred to as “Company”), will resign as member of the Supervisory Board, therefore it is necessary to elect a new Supervisory Board member.

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 dismiss, and determine the remuneration of members of the Supervisory Board.

Based on preliminary consultations, the Board of Directors proposes that the General Meeting should elect Dr. TISZA-PAPP Ákos Ferenc (mother’s name: SZULÁGYI Franciska Ágnes; place, date of birth: Budapest, 14.04.1980; address: H-1141 Budapest, Fogarasi út 104. 1. em. 3. ajtó; tax identification number: 8413764262) as member of the Supervisory Board.

A short CV of Dr. TISZA-PAPP Ákos Ferenc is set out below.

Dr. TISZA-PAPP Ákos Ferenc earned a degree in law in 2004 at Eötvös Loránd University, taking the bar examination in 2007. He started his career at the Legal Department of the predecessor of UniCredit Bank, then worked as legal administrator, then legal counsel at Raiffeisen Lízing Zrt. from 2003 to 2007. He was legal counsel of OTP Bank Nyrt. from 2007, was group leader, then head of department of the Corporate and Capital Market Legal Group, then headed the Corporate and Capital Market Legal Department as director from 2019 to 2021. During this period he was Supervisory Board member at the Bulgarian and Ukrainian subsidiaries of the OTP Group, OTP Faktoring Zrt. and OTP Ingatlan Befektetési Alapkezelő Zrt., and was member of the BSE Responsible Corporate Governance Committee. He joined the MKB Bank Group in 2021 and is currently managing the legal department of the entire Group as managing director. He is also Supervisory Board member at EXTER-IMMO Zrt., EXTERCOM Vagyonkezelő Kft., and Exter-Reál Ingatlanforgalmazási Kft.

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

The Board of Directors of the Company proposes to the General Meeting to elect Dr. TISZA-PAPP Ákos Ferenc as a member of the Supervisory Board of the Company for a fixed term from 14 November 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

- 1. The General Meeting elects Dr. TISZA-PAPP Ákos Ferenc (mother’s name: SZULÁGYI Franciska Ágnes; place, date of birth: Budapest, 14.04.1980; address: H-1141 Budapest, Fogarasi út 104. 1. em. 3. ajtó; tax identification**

number: 8413764262) as a member of the Supervisory Board of the Company for a fixed term from 14 November 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. Provisions of Resolution No. 12/2022 (04.28.) of the General Meeting are applicable to remuneration of the Supervisory Board member.



PROPOSAL
RELATING TO AGENDA ITEM NO. 3



**DISMISSAL, ELECTION AND REMUNERATION OF MEMBERS OF
THE AUDIT COMMITTEE OF TAKARÉK JELZÁLOGBANK NYRT.
(NO RECALL WILL TAKE PLACE)**

Proposal:

As of the day of 14 November 2022, GÖRÖG Tibor, member of the Supervisory Board of TakaréK Jelzálogbank Nyilvánosan Működő Részvénytársaság (hereinafter referred to as “Company”), will resign as member of the Supervisory Board. GÖRÖG Tibor is also member of the Audit Committee; his membership in such committee shall automatically terminate simultaneously with his resignation from the Supervisory Board. According to clause 3.4.1 of the Statutes of the Company currently in effect, the Audit Committee of the Company consists of three (3) members. Therefore, as a result of GÖRÖG Tibor’s resignation, it is necessary to elect a new member to ensure operation of the Audit Committee. According to clause 3.4.1 of the Statutes, members of the Audit Committee are elected by the General Meeting from among independent Supervisory Board members.

Based on preliminary consultations, 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.; tax identification number: 8407962848), currently chairman of the Supervisory Board, as member of the Audit Committee.

A short CV 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 11 June 2022, he is deputy state secretary responsible for national financial services and postal affairs, and from 12 June 2022, he is deputy state secretary responsible for State-owned assets and postal affairs alongside the Minister for Economic Development.

The Company’s Board of Directors proposes that the General Meeting elect Dr LÁNG Géza Károly as member of the Audit Committee for a fixed period of 14 November 2022 to 2 January 2027.

PROPOSED RESOLUTION

The General Meeting shall elect Dr LÁNG Géza Károly (mother’s name: KAJATI Erzsébet; place, date of birth: Keszthely, 12.09.1978; address: H-2071 Páty, Kovács Imre utca 11.; tax identification number: 8407962848) as member of the Audit Committee from 14 November 2022 to 2 January 2027. Members of the Audit Committee do not receive separate remuneration for their membership.