

ANNOUNCEMENT ON THE CONVENING OF THE ANNUAL GENERAL MEETING

MBH Jelzálogbank Nyilvánosan Működő Részvénytársaság (registered office: 1117 Budapest, Magyar Tudósok körútja 9, Building G; company registration number: 01-10-043638; registered with the Budapest Regional Court, Court of Registration; hereinafter referred to as the "Company"), in compliance with its legal obligations, hereby informs the shareholders and investors of the Company that the Board of Directors of the Company decided to convene the Annual General Meeting of the Company (hereinafter referred to as the "General Meeting") on 22 March 2024.

The Board of Directors of the Company shall convene the General Meeting as follows:

Date of the General Meeting:

24 April 2024 (Wednesday), 10:00 a.m.

The start of the registration for the General Meeting is 24 April 2024 (Wednesday), 09:00 a.m.

Place of the General Meeting:

1117 Budapest, Magyar Tudósok körútja 9., Building G

The agenda of the General Meeting:

1. **Report of the Board of Directors on the Company's business, financial position, business policy and management for the year 2023, including: the separate management report and separate financial statements of the Company for the year 2023 under International Financial Reporting Standards ("IFRS"); decision on the appropriation of profit after taxation; report of the Supervisory Board on the Company's separate financial statements and separate management report for 2023 under IFRS; Report of the Audit Committee on the Company's separate financial statements and separate management report for 2023 under IFRS; the report of the auditor on the Company's separate IFRS 2023 financial statements and separate management report; decisions on performance-related remuneration for the year 2023**
2. **Opinion vote on the Remuneration Policy pursuant to Act LXVII of 2019 (Hrszvt.)**
3. **Adoption of the 2023 Corporate Governance Report**
4. **Hold-harmless warrant for the members of the Board of Directors and the Supervisory Board of the Company**
5. **Election of the auditor and determination of their remuneration for the year 2024, approval of the appointment of the person responsible for the audit and determination of the terms of the contract to be concluded with the auditor**
6. **Authorisation of the Board of Directors to acquire treasury shares**
7. **Election of the member of the Supervisory Board**
8. **Establishment of the remuneration of the members of the Board of Directors, the Supervisory Board and the Audit Committee**

22 March 2024

Manner of holding the General Meeting

The General Meeting is held with the direct participation of shareholders.

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

- A According to Section 3.1.24.1 (e) of the Articles of Association of the Company, each ordinary share of Series A with a nominal value of HUF 100, i.e. one hundred forints, entitles the holder to one vote at the General Meeting.
- B The Company's General Meeting may be attended by the shareholder or the shareholder's proxy specified in Sections 151-155 of the Capital Markets Act, who was registered in the Register of Shares at the Closing of the Register of Shares by the General Meeting in accordance with the result of the shareholder matching.
- C The Company requests a verification of owner from KELER Zrt for the date of the General Meeting, as corporate event. The 'as of' date of the shareholder identification related to the General Meeting is **17 April 2024**. The rules on shareholder identification are set forth in KELER Zrt's prevailing General Business Rules.
- D On the second working day preceding the day of the General Meeting, at 6 p.m. Budapest time, the Company shall delete all data in effect at the time of the shareholders registration from the Register of Shares and shall record the data according to the result of the shareholders registration in the Register of Shares, and closes it with the details of the shareholder matching ('**Closing of the Register of Shares by the General Meeting**').

Date of Closing of the Register of Shares at the General Meeting: 22 April 2024, 18:00 hours.

The earliest date thereafter when any entry can be made in the share register regarding shareholders' shareholdings is the first working day following the General Meeting.

- E Shareholders may also exercise their rights at the General Meeting by 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 General Meeting. The proxy authorisation of the authorised representative shall be valid for one General Meeting or for the period of time defined therein, but in any case not more than 12 months. The proxy authorisation shall also be valid for the continuation of the suspended General Meeting and for the repeated General Meeting convoked due to the lack of quorum. The authorisation shall be drawn up in the form of a notarial deed or a private document with full probative force and shall be lodged with the Company at the place and time indicated in the notice of the General Meeting. The authorisation issued by the shareholder's proxy shall state that the representative is acting as shareholder's proxy.

In the case of a non-natural person shareholder, the power of representation of the person(s) signing the proxy or acting as proxy for the non-natural person shareholder at the General Meeting must be evidenced by the presentation of a certificate issued by a public registry (e.g. a company certificate) and a certified company signature statement (a notarially certified copy of the address of the company) or an original or notarially certified copy of the specimen signature countersigned by a lawyer. If the document(s) evidencing the power of representation is (are) not issued in Hungarian, a certified Hungarian translation must be attached to the document. If the power of attorney is drawn up abroad, the formality of the power of attorney must comply with the law on the authentication or re-authentication of documents drawn up abroad.

- F The shareholder has the right to be informed of any matter placed on the agenda of the General Meeting. Accordingly, upon written request of a shareholder submitted at least eight days before the date of the General Meeting, the Board of Directors will provide the information necessary for the discussion of the agenda item of the General Meeting at the latest three days before the date of the General Meeting. The Board of Directors may make the exercise of the right to information as described above conditional on the submission of a written confidentiality statement by the shareholder requesting the information. The Board of Directors may refuse to disclose information and access to documents if it violated the Company's business, banking, securities or other similar secrets, if the person requesting the information abuses their right or fails to make a confidentiality statement even if requested.

If the party requesting information considers the refusal of information unjustified, they may request the Court of Registration to order the Company to provide the information.

- G The Company ensures that the rights to be informed, to comment and to suggest at the General Meeting are granted to every shareholder attending the General Meeting, on the condition that the exercising of these rights shall not hinder the lawful and proper operation of the General Meeting. In the interest of exercising the shareholder's rights specified in this present point the Chairman of the General Meeting shall grant the right of speech to the shareholder at the General Meeting, on the condition that the Chairman of the General Meeting may specify the duration of the speech, may withdraw the right to speak, especially in case the shareholder is off the point, furthermore he/she can specify the sequence of the speeches, if there are several speeches at the same time, in order to ensure the lawful and proper operation of the General Meeting. The Company shall have 5 (five) business days following the day of the General Meeting to answer question arisen at the General Meeting and not answered to the satisfaction of the shareholder within its framework.
- H If the conditions for attending the General Meeting and exercising the right to vote are fulfilled, the shareholder or his/her proxy may, after signing the attendance sheet, request an electronic or other means of casting votes at the place of the General Meeting, upon proof of their identity.

Quorum;

if the General Meeting is not quorate, the time and place of the reconvened General Meeting

Pursuant to Article 3.1.9 of the Articles of Association, the General Meeting has a quorum when shareholders representing more than 50% of the voting shares are present. If a quorum is not present at the General Meeting, the Company will hold the reconvened General Meeting convened by this Announcement **at the place of the original General Meeting on 24 April 2024 (Wednesday) at 12 noon**. The repeated General Meeting has a quorum with respect to the issues on the original agenda, regardless of the number of the members present. Separate registration is required for the repeat General Meeting, which will start on **24 April 2024 (Wednesday) at 11:00**.

Publication of proposals for the General Meeting and the proposed resolutions

The Board of Directors of the Company shall publish, in accordance with the provisions of the Articles of Association relating to the publication of notices of the Company, the aggregate number of shares and voting rights existing at the time of the meeting (including separate aggregates for each class of shares), the summary of the proposals relating to the matters on the agenda, the reports of the Supervisory Board and the proposals for resolutions relating thereto, and the forms to be used for voting by proxy (if not sent directly to shareholders) on the Company's official website (www.mbhjelzalogbank.hu) and on the electronic publication forum operated by the Magyar Nemzeti Bank (www.kozzetetelek.mnb.hu), as well as on the official website of the Budapest Stock Exchange (www.bet.hu) - in Hungarian and English at least 21 (twenty-one) days before the General Meeting. Thereafter, written submissions and draft resolutions relating to the items on the agenda of the General Meeting will also be available at the registered office of the Company.

MBH Jelzálogbank Nyilvánosan Működő Részvénytársaság