

**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 Annual Meeting („General Meeting”) held on 26 April 2023, 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 108,236,699 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. 1/2023. (26.04.) 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 101.135.375 which represent 93,22% of the share capital.**

<b>Yes votes</b>	<b>101.135.375</b>	<b>99,99%</b>
<b>No votes</b>	<b>0</b>	<b>0,00%</b>
<b>Abstentions</b>	<b>0</b>	<b>0,00%</b>
<b>Not given</b>	<b>6.086</b>	<b>0,01%</b>

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**Resolution nr. 2/2023. (26.04.) of the General Meeting**

*The General Meeting elected dr. Leskó János, employee of the Company to take the minutes of the General Meeting.*

**The number of the votes validly cast was 101.135.375 which represent 93,22% of the share capital.**

<b>Yes votes</b>	<b>101.135.375</b>	<b>99,99%</b>
<b>No votes</b>	<b>0</b>	<b>0,00%</b>
<b>Abstentions</b>	<b>0</b>	<b>0,00%</b>
<b>Not given</b>	<b>6.086</b>	<b>0,01%</b>

**\*\*\*Resolution nr. 3/2023. (26.04.) of the General Meeting**

*The General Meeting elected as member of the teller committee Buzás Erzsébet and Palánkai Gábor employees of the Company.*

**The number of the votes validly cast was 101.135.375 which represent 93,22% of the share capital.**

<b>Yes votes</b>	<b>101.135.375</b>	<b>99,99%</b>
<b>No votes</b>	<b>0</b>	<b>0,00%</b>
<b>Abstentions</b>	<b>0</b>	<b>0,00%</b>
<b>Not given</b>	<b>6.086</b>	<b>0,01%</b>

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Resolution nr. 4/2023. (26.04.) of the General Meeting

The General Meeting elected dr. Pósfai-Szabó Réka, representative of the MTB Magyar Takarékszövetkezeti Bank Zrt. to authenticate the minutes.

The number of the votes validly cast was 101.135.375 which represent 93,22% of the share capital.

<b>Yes votes</b>	<b>101.135.375</b>	<b>99,99%</b>
<b>No votes</b>	<b>0</b>	<b>0,00%</b>
<b>Abstentions</b>	<b>0</b>	<b>0,00%</b>
<b>Not given</b>	<b>6.086</b>	<b>0,01%</b>

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Resolution nr. 5/2023. (26.04.) of the General Meeting

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

1. Report by the Board of Directors regarding the Company's business activities, wealth, business policy and management in 2022, including the separate business report and separate financial statements as defined in the International Financial Reporting Standards ("IFRS") for 2022, decision on the use of earnings after tax; the report of the Supervisory Board on the Company's 2022 separate financial statements and separate business report as defined in the IFRS; the report of the Audit Committee on the Company's 2022 separate financial statements and separate business report as defined in the IFRS; the report of the accountant on the Company's 2022 separate financial statements and separate business report as defined in the IFRS; decisions on performance based remuneration for the year 2022
2. Approving the Responsible Corporate Governance Report
3. Indemnification of the members of the Board of Directors and the Supervisory Board of TakaréK Mortgage Bank Co, Plc.
4. Election and determination of the remuneration of the Company's auditor
5. Granting authorisation to the Board of Directors to acquire treasury shares
6. Determining the remuneration of the Members of the Board of Directors and the Supervisory Board
7. Others

The number of the votes validly cast was 101.135.375 which represent 93,22% of the share capital.

<b>Yes votes</b>	<b>101.135.365</b>	<b>99,99%</b>
<b>No votes</b>	<b>10</b>	<b>0,00%</b>
<b>Abstentions</b>	<b>0</b>	<b>0,00%</b>
<b>Not given</b>	<b>6.086</b>	<b>0,01%</b>

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

**Agenda item No. 1**

**Report by the Board of Directors regarding the Company's business activities, wealth, business policy and management in 2022, including the separate business report and separate financial statements as defined in the International Financial Reporting Standards ("IFRS") for 2022, decision on the use of earnings after tax; the report of the Supervisory Board on the Company's 2022 separate financial statements and separate business report as defined in the IFRS; the report of the Audit Committee on the Company's 2022 separate financial statements and separate business report as defined in the IFRS; the report of the accountant on the Company's 2022 separate financial statements and separate business report as defined in the IFRS; decisions on performance based remuneration for the year 2022**

*Resolution nr. 6/1/2023. (26.04.) of the General Meeting*

*Does the General Meeting wish to decide on the dividend payment for 2022 to the charge of annual profit in such a way that the amount of dividend to be accepted is 60 HUF per ordinary share of series „A”.*

**The number of the votes validly cast was 101.141.461 which represent 93,22% of the share capital.**

<b>Yes votes</b>	<b>12.097</b>	<b>0,01%</b>
<b>No votes</b>	<b>48.597.604</b>	<b>48,05%</b>
<b>Abstentions</b>	<b>52.531.760</b>	<b>51,94%</b>
<b>Not given</b>	<b>0</b>	<b>0,00%</b>

*Resolution nr. 6/2/2023. (26.04.) of the General Meeting*

- a) *The General Meeting approved the Company's Stand Alone Business Report for 2022 conducted as defined in the International Accounting Standards ("IFRS") adopted by the European Union.*
- b) *The General Meeting approved the Company's statements for 2022 as defined in the International Accounting Standards ("IFRS") adopted by the European Union (Stand Alone Comprehensive Income Statement, Stand Alone Comprehensive Statement of Other Income, Stand Alone Statement of Financial Position, Stand Alone Statement of Cash Flow, Stand Alone Statement of Changes in Equity, Notes).*

*The General Meeting determined that*

- the balance sheet total of the Company is HUF 813,948 million*
- the profit after tax of the Company is HUF 1,811 million.*

- c) *The General Meeting has adopted the following resolutions on profit for the year in question as in the followings:*
- dividends will not be paid on Series "A" shares for the year 2022.*
  - the Company places the profit for the year 2022 in profit reserves and creates a general reserve of HUF 181 million pursuant to legal rule.*

**The number of the votes validly cast was 101.141.461 which represent 93,22% of the share capital.**

<b>Yes votes</b>	<b>101.129.364</b>	<b>99,99%</b>
<b>No votes</b>	<b>12.097</b>	<b>0,01%</b>
<b>Abstentions</b>	<b>0</b>	<b>0,00%</b>
<b>Not given</b>	<b>0</b>	<b>0,00%</b>

Resolution nr. 6/3/2023. (26.04.) of the General Meeting

The general meeting of TakaréK Mortgage Bank Public Company Limited by Shares (hereinafter: "Company") agreed that the TakaréK Mortgage Bank Co Plc. Company Evaluation Index, which also serves as the basis for the payment of performance-based remunerations for 2022, is approved by the general meeting of MKB Bank Nyrt., implemented on the basis of the preliminary assessment. Performance-based remuneration will be awarded following confirmation by the general meeting.

The general meeting of the Company agreed that the amount of the individual Performance-based remuneration of the CEO is established on the basis of the joint assessment of the Group level and Company business objectives, also taking into account the financial and non-financial criteria. The non-business criteria are evaluated along the competences that correspond to the company's values. The general meeting of the Company declared that the business objectives of TakaréK Mortgage Bank Co Plc. have been achieved for the financial year 2022 and approves that actual payment rates are determined and paid as part of the group performance assessment process.

**The number of the votes validly cast was 101.141.461 which represent 93,22% of the share capital.**

<b>Yes votes</b>	<b>101.135.365</b>	<b>99,99%</b>
<b>No votes</b>	<b>6.086</b>	<b>0,01%</b>
<b>Abstentions</b>	<b>10</b>	<b>0,00%</b>
<b>Not given</b>	<b>0</b>	<b>0,00%</b>

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**Agenda item No. 2**

**Approving the Responsible Corporate Governance Report**

Resolution nr. 7/2023. (26.04.) of the General Meeting

The General Meeting approved the Company's Responsible Corporate Governance Report for the business year 2022 with the content of the written submission relevant for the agenda item.

**The number of the votes validly cast was 101.141.461 which represent 93,22% of the share capital.**

<b>Yes votes</b>	<b>101.135.375</b>	<b>99,99%</b>
<b>No votes</b>	<b>6.086</b>	<b>0,01%</b>
<b>Abstentions</b>	<b>0</b>	<b>0,00%</b>
<b>Not given</b>	<b>0</b>	<b>0,00%</b>

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**Agenda item No. 3**

**Indemnification of the members of the Board of Directors and the Supervisory Board of TakaréK Mortgage Bank Co, Plc.**

Resolution nr. 8/2023. (26.04.) of the General Meeting

The general meeting determined the adequacy of the management activities of the following members of the Board of Directors and the audit activities of the following members of the Supervisory Board during the relevant period, and therefore grants them the following discharge from liability pursuant to section 3:117 of the Act V of 2013 on the Civil Code, as follows:

Members of the Board of Directors of TakaréK Mortgage Bank Co Plc.:

VIDA József (Chairman):	1 January 2022 – 31 December 2022
BREZINA Szabolcs Károly:	9 December 2022 – 31 December 2022
GINZER Ildikó:	1 January 2022 – 31 December 2022
HEGEDŰS Éva:	1 January 2022 – 13 July 2022
KALENYÁK Gábor:	19 December 2022 – 31 December 2022
MÉSZÁROS Attila:	1 January 2022 – 30 November 2022
dr. NAGY Gyula László:	1 January 2022 – 31 December 2022
SASS Pál:	1 January 2022 – 14 November 2022
TÓTH Illés:	1 December 2022 – 31 December 2022
dr. TÖRÖK Ilona:	14 November 2022 – 31 December 2022

Members of the Supervisory Board of TakaréK Mortgage Bank Co Plc.:

dr. LÁNG Géza Károly (Chairman):	5 August 2022 – 31 December 2022
DARAZSACZ Péter:	3 January 2022 – 31 December 2022
dr. GÖDÖR Éva Szilvia:	1 January 2022 – 31 December 2022
GÖRÖG Tibor:	1 January 2022 – 14 November 2022
dr. HARMATH Zsolt:	1 January 2022 – 2 January 2022
dr. KOVÁCS Mónika:	1 January 2022 – 2 January 2022
dr. LÉLFAI Koppány:	3 January 2022 – 31 December 2022
dr. REINIGER Balázs:	1 January 2022 – 2 January 2022
RÓZSA Zsolt János:	3 January 2022 – 12 July 2022
dr. TISZA-PAPP Ákos Ferenc:	29 November 2022 – 31 December 2022

**The number of the votes validly cast was 101.141.461 which represent 93,22% of the share capital.**

<b>Yes votes</b>	<b>52.537.763</b>	<b>51,94%</b>
<b>No votes</b>	<b>4.832.235</b>	<b>4,78%</b>
<b>Abstentions</b>	<b>43.771.463</b>	<b>43,28%</b>
<b>Not given</b>	<b>0</b>	<b>0,00%</b>

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#### **Agenda item No. 4**

#### **Election and determination of the remuneration of the Company's auditor**

##### **Resolution nr. 9/2023. (26.04.) of the General Meeting**

*The General Meeting of TakaréK Mortgage Bank Co Plc. ("Company") supported that the specific audit tasks of TakaréK Mortgage Bank Co Plc. be performed by PricewaterhouseCoopers Könyvvizsgáló Kft. for the business year 2023 for a maximum fee of HUF 31 million + VAT.*

*The General Meeting of TakaréK Mortgage Bank Co Plc. ("Company") supported that the auditor in charge be MÉSZÁROS Balázs Árpád, and, if he is prevented from performing his tasks, BALÁZS Árpád.*

**The number of the votes validly cast was 101.141.461 which represent 93,22% of the share capital.**

<b>Yes votes</b>	<b>101.135.375</b>	<b>99,99%</b>
<b>No votes</b>	<b>0</b>	<b>0,00%</b>
<b>Abstentions</b>	<b>6.086</b>	<b>0,01%</b>
<b>Not given</b>	<b>0</b>	<b>0,00%</b>

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**Agenda item No. 5**

**Granting authorisation to the Board of Directors to acquire treasury shares**

*Resolution nr. 10/2023. (26.04.) of the General Meeting*

The General Meeting authorized the Board of Directors to acquire the Company's treasury shares pursuant to Section 3: 223 (1) of Act V of 2013 of the Civil Code, with the following conditions.

1. Type, nominal value and amount of own shares to be acquired:
  - Series "A" ordinary shares with a nominal value of HUF 100, but up to 25% of the total nominal value of the share capital at the time.
2. The purpose of acquiring treasury shares is:
  - to maintain the stability of the share price and the planned implementation of the Company's business strategy.
3. The way of acquiring treasury shares is:
  - on an exchange or in an over-the-counter market, onerously.
4. The minimum and maximum amount of consideration that can be paid for one treasury share:
  - the lowest purchase price is HUF 1, i.e. one Forint, and the highest purchase price is 125% of the volume weighted average stock exchange price of one Series "A" share before the trade date;
5. This authorisation is valid for 18 months from the date of this Resolution.
6. Regarding other conditions for the acquisition of own shares, the relevant provisions of the Civil Code shall apply.

**The number of the votes validly cast was 101.141.461 which represent 93,22% of the share capital.**

<b>Yes votes</b>	<b>101.135.375</b>	<b>99,99%</b>
<b>No votes</b>	<b>0</b>	<b>0,00%</b>
<b>Abstentions</b>	<b>6.086</b>	<b>0,01%</b>
<b>Not given</b>	<b>0</b>	<b>0,00%</b>

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**Agenda item No. 6**

**Determining the remuneration of the Members of the Board of Directors and the Supervisory Board**

*Resolution nr. 11/2023. (26.04.) of the General Meeting*

The general meeting decided to maintain the remuneration of the members of the Supervisory Board and the Board of Directors unchanged in the amount and payment practice as set forth in the resolution of the general meeting

No. 12/2022 (04.28.) for the period until the date of the adoption of the annual accounts for the year 2023 in accordance with the Accounting Act.

In accordance with the above, the general meeting set the remuneration of the members of the Board of Directors and the Supervisory Board for the period from 26 April 2023 until the date of adoption of the annual accounts for 2023 in accordance with the Accounting Act as follows:

- chairperson of the Board of Directors: gross HUF 1,500,000 / month
- members of the Board of Directors: gross HUF 1,000,000 / month
- chairperson of the Supervisory Board: gross HUF 1,000,000 / month
- members of the Supervisory Board: gross HUF 800,000 / month

If the member of the Supervisory Board is also a member of the Audit Committee of the Company, he/she shall not receive any additional remuneration for his/her position on that Committee.

**The number of the votes validly cast was 101.141.461 which represent 93,22% of the share capital.**

<b>Yes votes</b>	<b>101.135.365</b>	<b>99,99%</b>
<b>No votes</b>	<b>6.096</b>	<b>0,01%</b>
<b>Abstentions</b>	<b>0</b>	<b>0,00%</b>
<b>Not given</b>	<b>0</b>	<b>0,00%</b>

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**Agenda item No. 7**  
**Other**

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

**Takarék Mortgage Bank Co. Plc.**