DOCUMENTS

OF THE EXTRAORDINARY GENERAL MEETING OF

MBH BANK NYRT.

OF 12 OCTOBER 2026

Date and time of the General Meeting:	**12 OCTOBER 2026 10:00**
Venue of the General Meeting:	**Headquarters of MBH Bank Nyrt., 2nd floor, Ballroom** (1056 Budapest, Váci u.38.)
The manner of holding the General Meeting:	physical attendance

AGENDA OF THE GENERAL MEETING

1. **Election of a member of the Supervisory Board of the Company and determination of their remuneration, decision on bearing the expenses of the General Meeting**

The Board of Directors and Supervisory Board of MBH Bank Nyrt. have examined and discussed the proposal for the general meeting and recommended the contents of the general meeting proposal to be presented to the General Meeting.

1. AGENDA ITEM

ELECTION OF A MEMBER OF THE SUPERVISORY BOARD OF THE COMPANY AND DETERMINATION OF THEIR REMUNERATION, DECISION ON BEARING THE EXPENSES OF THE GENERAL MEETING

Pursuant to Article 3.1.16 (m) of the Company's Articles of Association, the General Meeting has the exclusive competence to elect and recall the members of the Supervisory Board and to determine their remuneration.

Pursuant to Section 3:103 and Section 3:266 of Act V of 2013 on the Civil Code (hereinafter: the Civil Code), and exercising the right set out in Article 3.1.10. (b) of the Bank's Articles of Association, a shareholder holding more than 1 per cent of the shares with voting rights (hereinafter: Shareholder) has initiated, in a letter with content and form prescribed in the Civil Code and the Articles of Association, received by MBH Bank Nyrt. (hereinafter: the Bank or the Company) on 24 August 2026, convening an extraordinary general meeting for the purpose of electing a new member of the Supervisory Board. In the shareholder's initiative, the shareholder also named the person they wished to elect, István Hamecz (the Nominee).

In the letter, the Shareholder requested MBH Bank Nyrt. to carry out an assessment of the individual suitability of the Nominee and the collective suitability of the Supervisory Board, as supplemented by the Nominee, in accordance with the mandatory legal provisions (the Civil Code and the Hpt.) and the MNB's recommendation (MNB Recommendation 1/2022. (17 January) on the assessment of the suitability of members of the management body and key personnel; hereinafter: MNB Recommendation) and, subject to a positive outcome, in accordance with the relevant legislation and the Articles of Association, no later than 21 days prior to the date of the extraordinary general meeting (Civil Code, Section 3:272(3)(b); Article 3.1.4 of the Articles of Association), publish the proposal relating to the matter on the agenda, and the Board of Directors shall report on this to the extraordinary general meeting.

In accordance with the provisions of the MNB Recommendation and in line with the requirements set out in the Nomination Policy, the assessment of the individual and collective suitability of board members must be performed both upon the initial election of a board member and upon the extension of their mandate or their re-election. Based on the request of the Shareholder, and in accordance with the provisions of the Nomination Policy, the Nomination Committee has conducted the necessary assessment based on the submitted documents, and has established in its resolution both the individual suitability of the Nominee, István Hamecz, and the collective suitability of the Supervisory Board for the event of the Nominee's election. The Nomination Committee supported the Nominee's election as a member of the Supervisory Board and recommended his election to the General Meeting.

On the basis of the Nomination Committee's opinion, the Board of Directors also assessed the individual suitability of the nominee, István Hamecz, and the collective suitability of the Supervisory Board (should the nominee be elected) in accordance with the professional requirements and, agreeing with the Nomination Committee's findings, endorsed the election of the nominee, István Hamecz, as a member of the Supervisory Board.

In their letter, the Shareholder initiated that the General Meeting elect the Nominee for a fixed term of 5 years starting from the day of their election at the earliest, meaning that the Nominee shall be elected until the same calendar day of the 5th calendar year following the day of the Extraordinary General Meeting of MBH Bank Nyrt., i.e., until 12 October 2031.

Consequently, should the nominee be elected, the members of the Supervisory Board and the expiry dates of their mandates will be as follows:

Name	End of legal relationship
Miklós Vaszily - chairman	31 May 2030
Rita Feodor	31 May 2030
Árpád Czene	31 May 2030
dr. Ilona Török - employee delegate	31 May 2030
Balázs Bechtold – employee delegate	31 May 2030
Kitti Dobi – employee delegate	31 May 2030
István Hamecz	12 October 2031

Considering that under Article 3.1.16(m) of the Articles of Association, the determination of the remuneration of the Supervisory Board members also falls within the exclusive competence of the General Meeting, and given that the proposal for determining this remuneration is also included in the title of the agenda item formulated by the Shareholder, it is recommended to establish in a separate resolution that the remuneration of the new Supervisory Board member shall be identical to that set forth in General Meeting Resolution 30/2022 (26 April).

Pursuant to Section 3:103(2) of the Civil Code and Article 3.1.20.2 (a) of the Articles of Association, where a general meeting is convened at the initiative of a shareholder or shareholders entitled to do so, the shareholder(s) initiating the meeting must advance the expected costs of the general meeting. Under the Civil Code, the general meeting adopts the final decision on the allocation of costs.

In their letter, the Shareholder requested that the Bank bear the costs of the extraordinary general meeting and waive the requirement for them to cover these costs in advance. The Board of Directors discussed this request of the Shareholder and, considering the facts that (1) the preliminary estimated expected cost of holding the extraordinary general meeting is a maximum of gross HUF 3 million, (2) the time and resource requirements of passing this amount on to the Shareholder are not proportionate to the available benefits, and (3) supplementing the number of members of the Supervisory Board is also a legitimate interest of the Company based on the provisions of the Civil Code (Section 3:286 (2) and Section 3:287 (2) of the Civil Code), proposes to the general meeting that the costs of the extraordinary general meeting be borne by the Company itself.

Pursuant to Section 14 (1) (e) and Section 137 of the Hpt., the approval of the MNB is required for the election of a member of the Supervisory Board who qualifies as an executive officer. If the MNB approval is not yet available by the start date of the nominee's mandate stated in this proposal, the date of the entry into office shall be the date of issuance of the authorisation decision issued by the Magyar Nemzeti Bank or, if the statement of acceptance is made by the nominee after that date, the date of acceptance.

The Supervisory Board supported the contents of this general meeting proposal.

Hamecz István - introduction:

He obtained his honours degree in the planned economy study programme at the Marx Károly University of Economics. During his university years, he gained international knowledge and experience at a number of universities abroad – Pembroke College, Oxford University, and George Washington University. He began his career in 1991 as a research fellow at the Institute of Economic Policy and Planning of the Ministry of Finance, and from 1992 onwards he continued his work at the Institute of Economics of the Hungarian Academy of Sciences. Between 1994 and 2007, he worked at the Magyar Nemzeti Bank, most recently as Director of the Economic and Monetary Policy Department. Between 2008 and 2017, he held senior positions at the Hungarian and foreign subsidiaries of the OTP Group. He was involved in the management of the subsidiary bank of the OTP Group in Russia as Chairman of the Board of Directors, and in the management of the subsidiary bank of the OTP Group in Ukraine as Chairman of the Supervisory Board. He also served as Chairman and Chief Executive Officer of OTP Alapkezelő Zrt., and as Managing Director and a member of the Management Committee of OTP Bank Nyrt. He continued his career in 2020 at Richter Gedeon Nyrt., where he worked first as Financial Director and then, from 2022, as Chief Financial Officer, whilst also serving as a member of the board of directors. At present he is a member of the Supervisory Board of Országos Dohányboltellátó Kft.. Throughout his professional career, he has expanded his professional knowledge through numerous training programmes abroad, in particular those organised by the Bank of England, the University of Rochester, the IMF and Management Centre Europe. He also gained international experience as a representative of the MNB on various committees of the OECD, the European Union and the General Council of the European Central Bank.

Other position held:

- Országos Dohányboltellátó Kft. – Member of the Supervisory Board

Proposed general meeting resolution:

*The General Meeting elects **István Hamecz** (mother’s name: Julianna Szafner; place and date of birth: Eger, 28 February 1967; address: 1028 Budapest, Petőfi utca 5.) as a member of the Supervisory Board for a definite term from 12 October 2026 or, if the authorising decision of the Magyar Nemzeti Bank concerning the member of the Supervisory Board has not been issued by 12 October 2026, from the date on which the authorising decision of the Magyar Nemzeti Bank concerning the member of the Supervisory Board is issued and the member of the Supervisory Board accepts his election in writing, until 12 October 2031.*

Proposed general meeting resolution:

The General Meeting hereby sets the remuneration for Mr István Hamecz's role on the Supervisory Board to be identical in every respect to the remuneration established in General Meeting Resolution 30/2022 (26 April).

Proposed general meeting resolution:

The General Meeting resolved that MBH Bank Nyrt. will fully bear the costs of organising and holding the extraordinary general meeting scheduled for 12 October 2026, and waives its right to claim reimbursement from the shareholder who requested the meeting.