

## **Notification by CIB Bank Ltd.**

**CIB Bank Ltd.** (1027 Budapest, Medve u. 4-14., Reg.No.: 01-10-041004) hereby notifies the clients that **Intesa Sanpaolo S.p.A.** as the sole shareholder of CIB Bank Ltd., passed the following resolutions on 13<sup>th</sup> May, 2020:

I.

“Intesa Sanpaolo S.p.A. (registered seat: IT-Torino, Piazza San Carlo 156, Italy, registration number: Torino No. 00799960158), as the sole shareholder (hereinafter: the “Shareholder”) of the Company, resolves as follows on the below date:

### **Shareholder’s Resolution No. 1/2020. (V.13.)**

The Shareholder acknowledges and approves the reports prepared by the Management Board, the Supervisory Board and the Statutory Auditor (KPMG Hungária Kft.) on the business year 2019 of CIB Bank Zrt. and the CIB Group.

The Shareholder establishes that pursuant to the statutory financial statements prepared only for the Company as at December 31, 2019 in accordance with International Financial Reporting Standards (IFRS), the balance sheet total of the Company was HUF 2.009.416 million and the Company achieved a profit after taxes of HUF 13.981 million in the business year 2019.

Further, the Shareholder establishes that according to the balance sheet of the consolidated annual financial report prepared with the balance sheet date of December 31, 2019 in accordance with International Financial Reporting Standards (IFRS), the balance sheet total of CIB Bank Zrt. and its subsidiaries was HUF 2.010.594 million and achieved a profit after taxes of HUF 13.390 million in the business year 2019.

The Shareholder approves the annual financial statements of CIB Bank Ltd. and the consolidated financial statements of the CIB Group for the business year 2019.

### **Shareholder’s Resolution No. 2/2020. (V.13.)**

The Shareholder resolves that HUF 7 billion dividend shall be paid, provided that the dividends may be paid in several instalments (keeping as a priority the solvency of the Company) until December 31, 2020.

### **Shareholder’s Resolution No. 3/2020. (V.13.)**

The Shareholder establishes that the members of the Management Board performed their duties in the business year of 2019 keeping as a priority the Company's interests and, accordingly, discharges the members of the Management Board from the pecuniary liability against the Company, arising from their business decisions taken in the business year of 2019. Considering the above, the Shareholder establishes that the members of the Management Board carried out the management of the Company in the business year of 2019 appropriately and in compliance with their duties.

**Shareholder's Resolution**  
**No. 4/2020. (V.13.)**

The Shareholder hereby unanimously establishes that all members of the Supervisory Board of the Company fulfilled their controlling obligations prescribed by the relevant laws and the Statutes of the Company completely and in full compliance with the relevant regulations of applicable laws and the Statutes of the Company in the course of the business year of 2019. Considering this, the Shareholder hereby resolves that the Shareholder and the Company explicitly and irrevocably waive their right to claim any sort of damages from the members of the Supervisory Board in connection with their controlling obligations (whether claiming the breach or failure of performance thereof) in respect of the business year of 2019.

**Shareholder's Resolution**  
**No. 5/2020. (V.13.)**

The Shareholder hereby resolves to appoint KPMG Hungária Kft. (1134 Budapest, Váci út 31.) as statutory auditor of the Company for a definite period starting on the date of May 1, 2020 until April 30, 2021 and approves the appointment of Zoltán Mitták (address: 2030 Érd, Diószdi út 85., mother's maiden name: Ágnes Bögre, registration number: 007298) as private person auditor personally responsible for the audit.

The Shareholder hereby resolves in accordance with the above Section 11.1 of the Article of Association shall be modified.

The Shareholder hereby acknowledges that the Company shall conclude the audit agreement with KPMG Hungária Kft. (H-1134 Budapest, Váci út 31., Cg. 01-09-063183) – including the audit fees – within 90 days from the date of this resolution in accordance with or under terms more favorable than those set out in the respective resolutions of the Management Board and the Supervisory Board of the Company. The Shareholder accepts the remuneration of KPMG Hungária Kft. for 2020 year.

**Shareholder's Resolution**  
**No. 6/2020. (V.13.)**

Considering Article 5(1)(b) of REGULATION (EU) No 537/2014 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC, the Shareholder hereby adopts in advance a general resolution that it will appoint Ernst and Young Kft. (registered seat: 1132 Budapest, Váci út 20., company registration no.: Cg. 01-09-267553) as the statutory auditor of the Company for the financial year 2021. The Shareholder will adopt the resolution on the actual appointment of Ernst and Young Kft. (as well as on the remuneration thereof and the appointment of the private person auditor personally responsible for the audit) until the approval of the financial statements for the financial year 2020, at the latest.

**Shareholder's Resolution**

**No. 7/2020. (V.13.)**

The Shareholder hereby approves the new Charter of the Company's Audit Committee, pursuant to the resolution of the Audit Committee dated February 24, 2020 on the acceptance thereof.

**Shareholder's Resolution  
No. 8/2020. (V.13.)**

The Shareholder hereby approves the new Charter of the Company's Risk Committee, pursuant to the resolution of the Risk Committee dated February 24, 2020 on the acceptance thereof. In connection with this, the Shareholder accepts the updated Charter of the Company's Supervisory Board's subcommittees, from which the provisions relating to the Risk Committee have been deleted."

CIB Bank Ltd.