

Articles of Association of KELER Ltd.

Consolidated version of the Articles of Association dated 26 January 2011 with the amendments thereto accepted at the Extraordinary General Meeting on 20 September 2012, the Extraordinary General Meeting on 19 December 2012, the General Meeting on 15 May 2013, the General Meeting on 28 May 2014, the General Meeting on 17 May 2017, the General Meeting on 30 May 2018, the Extraordinary General Meeting on 11 October 2018, the Extraordinary General Meeting on 8 March 2019, the Extraordinary General Meeting on 9 October 2019, the Extraordinary General Meeting on 27 August 2020, the General Meeting on 27 May 2021, the Extraordinary General Meeting on 17 February 2022, the Ordinary General Meeting on 27 April 2022 and the Extraordinary General Meeting on 15 December 2022.

Countersigned in Budapest on 15 december 2022 by:

*Dr. CSOMOR Kinga Ildikó legal counsel
KELER Ltd. 1074 Budapest, Rákóczi út 70-72.
KASZ: 36058535*

As a result of the transformation pursuant to Decree 9/2011. (I.26.) of KELER CCP Central Counterparty Private Company Limited by Shares (Cg: 01-09-898433) the Company is established as the general legal successor of KELER KSZF and operates as a private company limited by shares.

Founders of the Company:

1.
KELER Központi Értéktár Zrt
(hereinafter: KELER Ltd.)
Company register number: 01-10-042346
Rákóczi út 70-72,
Budapest, H-1074
2.
Budapesti Értéktőzsde Zártkörűen működő
Részvénytársaság
(hereinafter: BSE)
Company register number: 01-10-044764
Krisztina körút 55. Floor VI
Budapest, H-1013
3.
Magyar Nemzeti Bank
(hereinafter: MNB)
Krisztina körút 55.,
Budapest, H-1013

1. §

Company name and electronic contact details of the Company

- 1.1 Company name in Hungarian:
KELER KSZF Központi Szerződő Fél Zártkörűen Működő Részvénytársaság
- 1.2 Company short name:
KELER KSZF Zrt.
- 1.3 Company name in English:
KELER CCP Central Counterparty Private Company Limited by Shares
- 1.4 Company short name in English:
KELER CCP Ltd.
- 1.5 Company web site: www.kelerkszf.hu, email address: kelerccp@kelerkszf.hu

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2. §**Registered office of the Company**

2.1 The registered office of the Company is as follows:

Rákóczi út 70-72, Budapest, H-1074

3. §**Period of the Company**

The Company is established for an indefinite period.

4. §**Activity of the Company**

Main activity of the Company:

6611'08 Management of financial and capital market

Further activity of the Company:

6619'08 Other financial ancillary activity

5. §**Share capital, shares**

5.1 Share capital of the Company:

HUF 3 423 200 000 that is **three billion four hundred twenty-three million two hundred thousand** Hungarian Forint, consisting of:

HUF 3 220 000 000 that is **three billion two hundred twenty million** Hungarian Forint financial contribution and **HUF 203 200 000** that is **two hundred three million two hundred thousand** Hungarian Forint non-financial contribution.

HUF 2 623 200 000, i.e. two billion six hundred twenty-three million two hundred thousand Hungarian Forint, of the share capital of the Company is available in full to the Company; KELER Ltd. shall make available to the Company the financial contribution of HUF 800 000 000, i.e. eight hundred million Hungarian Forint, to be provided within the framework of the share capital increase decided on 27 April 2022 and used to increase the share capital of the Company, within 15 days following the decision of the General Meeting. KELER Ltd. provided

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the non-financial contribution to the Company on 31 December 2012, in exchange for which it became entitled to receive 20 320 shares of HUF 10 000 nominal value and HUF 25 000 issue price each. The clearing business of KELER Ltd. is the subject of the non-financial contribution. The share capital is 100% of the nominal value of shares agreed to be received.

5.2 Shares of the Company:

The share capital of the Company consists of **342 320** pieces that is **three hundred forty-two thousand three hundred-twenty** pieces of registered ordinary shares, representing equal and identical membership rights, of nominal value of HUF 10 000 that is ten thousand Hungarian Forint each, produced in a dematerialized form.

The issue price of 262 320 shares is HUF 25 000 each, i.e. twenty-five thousand Hungarian Forint, while the issue price of the 80 000 shares to be issued during the share capital increase decided on 27 April 2022 is HUF 37 500 each, i.e. thirty-seven thousand five hundred Hungarian Forint.

5.3 Distribution of shares among shareholders:

5.3.1 The BSE is the owner of 238 pieces that is two hundred thirty-eight pieces of registered ordinary shares of nominal value of HUF 10 000 that is ten thousand Hungarian Forint each, produced in a dematerialized form.

5.3.2 The MNB is the owner of 272 pieces that is two hundred seventy-two pieces of registered ordinary shares of nominal value of HUF 10 000 that is ten thousand Hungarian Forint each, produced in a dematerialized form.

5.3.3 KELER Ltd. is the owner of **341 810** pieces that is **three hundred forty-one thousand eight hundred ten** pieces of registered shares of nominal value of HUF 10 000 that is ten thousand Hungarian Forint each, produced in a dematerialized form.

5.4 Based on the order of the Board of Directors of the Company, KELER Ltd. keeps a Share Registry on the owners of shares that contains at least the following details:

- a. name, address or registered offices of shareholders and proxies,
- b. if the share is owned by several shareholders, data stated in Point a) of the common representative,
- c. number of pieces of shares, temporary shares held by shareholders by series of shares, ownership ratio,
- d. the securities code, series and nominal value of the share,
- e. the type of the share,
- f. the time when the acquisition of share is entered in the share registry,
- g. the time when the share is withdrawn and destroyed,
- h. the number and date of the supervisory resolution related to the acquisition of ownership.

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Upon change to the data of the share issued and recorded in the share registry, the Board of Directors provides for the modification of the share registry data.

- 5.5 In case of transfer of shares shareholders are entitled to right of preemption proportionate to the shares owned.

Shares subject to preemptive rights are transferred to a blocked securities subaccount.

The condition of exercising the preemptive right is that the buyer is a shareholder registered in the Share Registry at the time of exercising the right.

If several shareholders wish to exercise preemptive rights, they are entitled to exercise such rights proportionate to their relative ownership ratio.

If shares are transferred to a shareholder of the Company, the seller is obliged to offer the shares to be bought by the shareholder not involved in the transfer in proportion of the ownership ratio of the shareholder not involved in the transfer relative to the ownership ratio of the buyer.

The shareholder intending to transfer its shares informs shareholders in writing on its intention.

Shareholders can exercise their preemptive rights by forwarding their written declaration within 30 (thirty) days of receipt of the information to the person intending to transfer the shares.

If the shareholder fails to forward its written declaration within 30 (thirty) days of receipt of the information, it is considered the shareholder does not wish to exercise its preemptive rights.

- 5.6 In order to establish the shareholder status, the Company may initiate a shareholder's identification procedure with KELER Ltd. as the keeper of the register of shareholders. In the event of shareholder's identification procedure initiated by the Company, KELER Ltd. shall delete all data in the register of shareholders which are effective as of the time of the shareholder's identification procedure and enter the data corresponding to the findings of the shareholder's identification procedure contemporaneously in the register of shareholders.

6. §

Share capital increase by the General Meeting

- 6.1 The General Meeting is entitled to decide on the increase of the share capital. The General Meeting cannot authorize the Board of Directors to increase the share capital.
- 6.2 The share capital can be increased by the private placement of new shares only.
- 6.3 If share capital increase is completed by financial contribution, the shareholders have

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preemptive rights to receive their shares. Shareholders can exercise their preemptive rights proportionate to their ownership with a written declaration to the Board of Directors within 30 (thirty) days of receipt of the written notification on the General Meeting decision to increase share capital.

The Company is obliged to inform shareholders in writing, at the address stated in the Share Registry, on the opportunity and method to exercise preemptive rights, thus on the nominal value of shares that can be taken receipt of, the value of the issuance, in case of exercise of the preemptive right the method and due date to provide the counter value and the start and end dates of the 30 (thirty) days' period to exercise this right.

At the written proposal by the Board of Directors, the General Meeting can exclude the exercise of preemptive rights with an unanimous decree, in the presence of all shareholders. In this case the Board of Directors will provide reasons for the recommendation to exclude the exercise of preemptive rights in the proposal and the planned value of issuance.

The proposal is to be shown separately in the invitation to the General Meeting and is to be discussed under the agenda point related to the increase of share capital.

6.4 Failure to make payment

The shareholder that fails to observe the dates of payment defined by the General Meeting despite written demand by the Board of Directors loses the rights of shareholder with respect to the share capital increase concerned.

The Board of Directors communicates in writing to the shareholders the demand of payment and the warning regarding the consequences of failure to make payment, if necessary the legal consequences that arose as a result of non-payment.

7. §

Business year, distribution of profit

7.1 The business year of the Company is identical to the calendar year.

7.2 Founders (shareholders) are entitled to dividend proportionate to the nominal value of the shares they hold from the result of the Company that can be distributed and is ordered to be distributed by the General Meeting. Shareholders registered at the time of the General Meeting making a decision on dividend payment are entitled to receive dividend. Shareholders are entitled to dividend in the proportion of the financial contribution already made only.

8. §

Organs of the Company

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Organs of the Company are as follows:

- the General Meeting,
- the Board of Directors,
- the Supervisory Board.

9. §

General Meeting

9.1 The supreme organ of the Company is the General Meeting that consists of all the shareholders. The Company may hold its General Meeting at a location different from its registered office, within the administrative boundary of Budapest, deviating from Section 3:17 (4) of Act V of 2013 on the Civil Code (the “Civil Code”).

9.2 The following issues are in the exclusive competence of the General Meeting:

- decision on the establishment and modification of the Articles of Association of the Company unless regulations prescribe otherwise,
- decision on the transformation, the change of the form of operation of the Company,
- decision on the merger of the Company with other business association, cooperation or association, demerger, and on the dissolution of the Company without legal successor,
- election, withdrawal of the members of the Board of Directors, the Supervisory Board and the auditor, their remuneration,
- decision to file damage claim against the shareholder, executive officer of the Company, the member of the Supervisory Board and the auditor of the Company,
- decision to accept the financial statements in line with the Act on Accounting, including the decision on the use of profit after tax,
- decision on the payment of dividend advance unless regulations prescribe otherwise,
- decision with the appropriate amendment of the Articles of Association on the rights of certain share types, share classes and share series and on any restriction of rights linked to shares; on the conversion of shares into other share type, share class or share series and related rules; and on the number, nominal value and issue price of shares of certain share type and share class (Civil Code 3:250),
- decision on the issue of convertible bonds or bonds with subscription rights, unless regulations prescribe otherwise,
- decision on the decrease or increase of the share capital, unless regulations prescribe otherwise,
- decision to exclude the exercise of preemptive subscription rights, authorization of the Board of Directors to restrict or exclude the exercise of preemptive subscription rights,

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- decision on the acquisition of own shares,
- decision on all proposals that are submitted to the General Meeting by the Board of Directors, the Supervisory Board or shareholder(s) disposing of at least five percent of votes,
- decision on the medium and long-term strategy of the Company, (including the medium- and long-term dividend policy), except for partial strategies,
- decision on the establishment of business association, the acquisition or increase of shareholding in business association, the sale of shareholding of the Company in business associations owned by the Company,
- election and recalling the Chairs of the Company Board of Directors and the Supervisory Board,
- decision to conclude loan agreement allowing the taking of loan, external funding in an amount in excess of twenty-five billion forint (HUF 25,000,000), except for the approval of agreements to be concluded by the shareholder of the Company and allowing funding,
- decision to grant loan, except for individual employee loans and treasury operations,
- decision to encumber Company assets in any manner, except for encumbrance within the framework of treasury operations and the establishment of the encumbrance related to the loan agreements to be concluded with the Company's own shareholder,
- authorization to conclude agreements with the executive officers of the Company or their close relatives and spouses.
- approval of agreements to be concluded with the shareholders of the Company, except for
 - o agreements with payable net value less than 10 million Hungarian Forint per calendar year or
 - o agreements of cooperation type only, to be concluded with the shareholder of the Company for indeterminable financial value or
 - o agreements allowing funding, to be concluded with the shareholder of the Company;
- acceptance of the regulation - and the amendment thereof - on the principles of the method, extent and system of remuneration of executive officers, supervisory board members and employees subject to Section 208 of Act I of 2012 on the Labor Code of Hungary as well as the benefits in the case of termination of their legal relationship;
- evaluation of the work of the Board of Directors and the Supervisory Board on an annual basis, as a minimum;
- decision on all other issues that regulations refer to the exclusive competence of the General Meeting.

9.3 Ordinary General Meeting

At least annually, until the 30th of each May the General Meeting shall be convened.

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Issues that the ordinary General Meeting shall decide on:

- report by the Board of Directors on the business activity of the previous business year,
- acceptance of the financial statements in line with the Act on Accounting, including decision on the distribution of profit after tax, and
- report by the Supervisory Board and the auditor on the financial statements in line with the Act on Accounting.

The General Meeting invitation is to be sent electronically to the shareholders wishing to receive the invitation in this manner.

9.4 Convocation of the General Meeting

The Board of Directors convenes the General Meeting at least 15 (fifteen) days prior to the date scheduled by informing the owners of shares, the members of the Board of Directors, the Supervisory Board and the auditor of the Company on the convocation of the General Meeting in an invitation.

To shareholders that wish to receive it electronically, the Company sends the General Meeting invitation electronically.

The invitation has to include:

- a. company name and registered office of the Company;
- b. time and venue of the General Meeting;
- c. method of holding the General Meeting, and in the case of conference general meeting the specification of the electronic communication device enabling participation at the General Meeting, and the material and technical conditions of participation;
- d. agenda of the General Meeting;
- e. conditions of exercising the voting right set forth in the Articles of Association;
- f. in case of inquorate General Meeting the venue and time of the repeated General Meeting.

If the General Meeting is convened not in compliance with applicable requirements, the General Meeting can be held with the participation of all shareholders entitled to participate if the shareholders give their unanimous consent to holding the General Meeting.

If the General Meeting is convened or held not in compliance with applicable requirements, the decision made and invalid for this reason becomes valid retrospectively as of the date of making the decision if within 30 (thirty) days of the General Meeting date the shareholders recognize unanimously the decision as a valid decision.

9.5 Extraordinary General Meeting

Within 15 (fifteen) days of submitting the request to this effect and in compliance with the applicable legal requirements decision is to be made on the convocation of an extraordinary General Meeting if shareholder(s) representing at least five percent of votes, the Supervisory

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Board or the auditor of the Company request it by stating the reason of the request.

The Board of Directors may convene an extraordinary General Meeting if it considers it necessary from the point of view of the Company's operation.

- 9.6 The condition of participation at the General Meeting is that the shareholder is registered in the Share Registry and the shares are deposited at a blocked securities subaccount for this purpose at least 2 (two) business days prior to the General Meeting. The shareholder shall submit the certificate of ownership evidencing deposit of shares at the blocked securities subaccount prior to the General Meeting.

9.7 Quorum of the General Meeting

The General Meeting is quorate if shareholders representing more than half of the shares entitled to vote participate.

Shareholders present at the General Meeting shall be listed on an attendance sheet that will include the name (company) and residential address (registered office) of the shareholder or its representative, the number of shares held and the number of votes the shareholder is entitled to, and changes in the participants during the term of the General Meeting. The Chairman of the General Meeting and the recorder of the minutes certify the attendance sheet by signing it.

9.8 Repeated General Meeting

The General Meeting repeated due to inquorum shall be quorate with respect to the agenda items of the original General Meeting without regard to the number of persons present.

A period of at least 3 (three) days must pass between the dates of the inquorate General Meeting and the repeated General Meeting, however, this period cannot be longer than 21 (twenty one) days.

9.9 Opening the General Meeting

The member the Board of Directors present (if present, the Chairman) opens the General Meeting.

9.10 Chairman of the General Meeting

The Chairman of the Board of Directors, if absent, the representatives of the shareholders take turn to act as the Chairman of the General Meeting in the following order: NBH representative, BSE representative and KELER Ltd. representative.

The Chairman of the General Meeting:

- presides the General Meeting in line with the order stated in the General Meeting invitation,

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- orders voting,
- makes sure minutes are kept and minutes and decrees are certified by a shareholder participating at the General Meeting,
- makes sure that the attendance sheet is kept and certified.

9.11 Votes, voting

- 9.11.1 One share of nominal value of HUF 10 000 that is ten thousand Hungarian Forints entitles its holder to one vote.
- 9.11.2 Voting at the General Meeting is by open vote. The representative of the shareholder authorized in writing to this effect is entitled to vote. Supervisory Board members cannot represent the shareholder.
- 9.11.3 Executive officers are also entitled to represent the shareholder at the General Meeting of the Company.
- 9.11.4 During the decision-making Sections 3:19 (2) (b) and (f) do not need to be applied.

9.12 Majority required to make decisions:

The General Meeting makes decision by simple majority vote.

Qualified majority that is $\frac{3}{4}$ majority vote of present and represented votes is required to withdraw a member of the Board of Directors or the entire Board of Directors in addition to cases specified in law.

9.13 Minutes of the General Meeting

A voice recording is made of the meetings of the General Meeting in the case of the previous consent of the shareholders. The voice recording shall be permanently deleted from the data carrier immediately after the preparation of the minutes. The General Meeting is to be documented in minutes. The minutes shall include:

- name and registered office of the Company,
- method, venue and time of holding the General Meeting,
- names of the presiding Chairman, the recorder of the minutes, the certifier of the minutes and the vote counters,
- important events and proposals made at the General Meeting,
- recommended decisions and votes cast in favor and against and the number of persons abstaining from voting.

9.14 Recording and certifying the minutes of the General Meeting

The minutes of the General Meeting shall be signed by the Chairman of the General Meeting and the recorder of the minutes, additionally it shall be certified by a shareholder elected by the General Meeting for this purpose. The minutes shall be prepared within 8 days following

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the date of the General Meeting, with the content stated in point 9.13.

9.15 Suspension of the General Meeting

Based on the decision of the shareholders the General Meeting can be suspended for a period of not more than 30 (thirty) days on one occasion. In this case the rules on convocation of the General Meeting held continuously and election of the officers of the General Meeting shall not apply.

9.16 Conference General Meeting

The Articles of Association permit that based on the decision of the Board of Directors the General Meeting is convened so that the shareholders and additional invited parties participate at the General Meeting with the use of electronic communication devices (phone, video phone, other online conference device) (conference general meeting) as stated below:

- a) The Board of Directors is required to ensure that the identity of all shareholders can be verified through the electronic communication device, to this end only electronic communication devices capable of transmitting voice in at least two directions, not restricting communication and discussion between the participants can be used, and the device cannot discriminate shareholders.
- b) The General Meeting invitation states that participation at the General Meeting can be with the use of the electronic communication device stated in the invitation, additionally the data and description of the procedure to use the device, identify the shareholder, and information on the details stated in the below point c).
- c) The participants joining the meeting through electronic communication device vote verbally, by stating „yes”, „no”, „abstain”. The participants using electronic communication device to participate can exercise their rights to speak, propose and comment identically to the participants actually present, and if this is not ensured or becomes restricted during the Conference General Meeting, the General Meeting is to be suspended in line with the provisions of point 9.15., with the Chairman of the General Meeting making the decision on the suspension.
- d) Rules applicable to participants actually present apply to the parties participating without being physically present.
- e) No Conference General Meeting can be held if shareholders jointly holding at least 5% of the votes protest in writing to holding a Conference General Meeting within 5 (five) days from the date of receipt of the General Meeting invitation, state the reason of the protest, and at the same time request that the General Meeting is held in the traditional way.
- f) The Articles of Association authorize the General Meeting to make resolutions on
 - the method to verify the identity of shareholders participating at the General Meeting with the use of electronic communication device;

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- the method to vote;
 - the authentic establishment of the result of the vote;
 - the election of the General Meeting officials; and
 - the conditions of exercising the rights to speak and propose of the shareholder.
- g) Everything said at the Conference General Meeting and the resolutions made are to be recorded authentically to ensure retrospective validation. The Board of Directors ensures the Conference General Meeting is voice recorded. The minutes shall be prepared based on the voice recording within 8 days following the date of the General Meeting, with the content stated in point 9.13.
- h) Deviating from Section 3:281 (2) of the Civil Code the minutes prepared at the conference general meeting shall be authenticated by the Chairman of the Board of Directors. At the conference general meeting an attendance sheet is prepared, indicating which shareholder(s) joined the meeting via electronic means of communication.
- i) If there is at least one shareholder participating in the general meeting via electronic means of communication, the general meeting shall qualify as conference general meeting.

10. §

Board of Directors

10.1 The Board of Directors is the management organ of the Company. The appointment of the members of the Board of Directors in case of the first Board of Directors and except for cases stated in Point 10.2. is until the day of the ordinary General Meeting in the third year following their election, but not later than the 31 May of that year.

10.2 If the appointment of any member of the Board of Directors is terminated due to reasons other than the end of the definite period, the General Meeting elects a member of the Board of Directors in his / her place for the period of appointment of the officer whose mandate was terminated.

10.3 Number of members of the Board of Directors

The Board of Directors consists of three to seven (3-7) natural persons. At least one third of Board of Directors members, but at least two members are independent members.

The Board of Directors exercises rights and completes tasks as a body.

10.4 Termination of Board of Directors membership

Membership in the Board of Directors is terminated:

- when the period of appointment expires,

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- upon occurrence of the condition in the case of mandate subject to terminating condition,
- by withdrawal,
- by resignation,
- with death or with the ceasing of the legal person executive officer without legal successor,
- upon occurrence of a disqualifying reason stated in law occurs,
- in the cases defined in separate law.

10.5 Authorities and tasks of the Board of Directors

In addition to items stated in regulations and other provisions of these Articles of Association, the following issues are subject to the authorities of the Board of Directors:

- convocation of an ordinary General Meeting,
- convocation of the extraordinary General Meeting, within eight days of becoming aware of the following reasons, if
 - a. the shareholders' equity of the Company decreased to two thirds of the share capital as a result of loss,
 - b. the shareholders' equity of the Company decreased to less than the minimum amount stated in law,
 - c. the Company is in danger of insolvency or suspended payments or if its payables exceed assets,
 - d. the number of Supervisory Board members is less than 3,
 - e. it is requested by the Supervisory Board, shareholders having at least five percent of votes or by the auditor of the Company;
- approval of the Company's Regulation on the creation of regulatory documents, having a substantial impact on the operation of the Company and the regulations referred mandatorily to the competence of the Board of Directors based on the legislation (such as, in particular but not exclusively, the General Business Rules and the Fee Schedule, Regulation on Risk Assumption, Risk Management Policy, Investment Policy, Organizational and Operational Regulation, Regulation on Corporate Signatory Rights, Regulation on Conflict of Interest, Disaster Recovery Plan, Remuneration Regulation),
- finalizing the proposal on the financial statements of the Company in line with the Act on Accounting and the proposal on the use of profit after tax,
- preparing a report once a year to the General Meeting on the management, financial situation and business policy of the Company,
- ensures the business records of the Company are kept in line with applicable regulations,
- prepares quarterly reports for the Supervisory Board on the management, financial situation and business policy of the Company,
- discussion of findings stated as a result of inspection by authorities at the Company, approval of the necessary action plan,

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- decision on the establishment of employment and appointment of the Chief Risk Officer and the Chief Compliance Officer;
- establishing the result of reviews completed by the Company with respect to persons within the scope of procedures, taking the necessary measures, approval of the annual compliance work plan,
- submitting the statements in line with the Act on Accounting to the Supervisory Board in due time, consulting the Supervisory Board on the statements, submitting them to the annual ordinary General Meeting and ensuring statements are properly disclosed,
- the Board of Directors is held responsible for data provision, public disclosure and communication;
- making the necessary reports to the Court of Registration,
- publication of notices in the cases stated in regulations,
- establishment and modification of the Organizational and Operational Procedure of the Company,
- acceptance of the annual development and investment plan of the Company,
- acceptance of the Procedures of the Board of Directors,
- finalizing the annual business plan,
- decision on exceeding the commitments stipulated in the business plan of the reference year with 10% (except the totals of personnel type expenses and operating expense, which cannot be exceeded);
- appointing the Risk Committee,
- defining and documenting the appropriate levels of risk tolerance and risk taking capability of the Company (risk management policy),
- ensuring that the Company share register is kept,
- starting new business line or activity,
- decision on the method to create the collective guarantee fund, the minimum, maximum amount and percentage of contribution,
- decision on the termination of the collective guarantee fund,
- election and recall of the Chief Executive Officer, decision on its remuneration,
- definition of the business policy objectives and partial strategies of the Company in the framework approved by the General Meeting, and assessing the fulfilment of the strategy and objectives, at least annually,
- finalizing the appropriate remuneration policies,
- ensuring that financial stability and other relevant public interests are given consideration,
- creation of the security policy,
- approving the liquidity plan,
- approving the investment policy,
- supervision of the risk management of the Company, making decisions on risk management,

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- in case of emergency, it is to make efforts as might be reasonably expected to consult the Risk Committee on developments influencing risk management by the Company,
- *approval of the payment of the performance-based wage relating to the incentive system based on the remuneration policy proposed by the Remuneration Committee;*
- ensuring the independence and the proper resources for risk management, compliance, internal control and internal auditing of the Company;
- approval and follow-up of the outsourcing agreements of the Company,
- supervision of compliance with all the provisions of Commission Delegated Regulation (EU) No 152/2013 of 19 December 2012 supplementing Regulation (EU) No 648/2012 of the European Parliament and of the Council with regard to regulatory technical standards on capital requirements for central counterparties, Commission Delegated Regulation (EU) No 153/2013 of 19 December 2012 supplementing Regulation (EU) No 648/2012 of the European Parliament and of the Council with regard to regulatory technical standards on requirements for central counterparties, Regulation (EU) No 648/2012 of the European Parliament and of the Council of 4 July 2021 on OTC derivatives, central counterparties and trade repositories (EMIR), and Commission Implementing Regulation (EU) No 1248/2012 of 19 December 2012 laying down implementing technical standards with regard to the format of applications for registration of trade repositories under Regulation (EU) No 648/2012 of the European Parliament and of the Council on OTC derivatives, central counterparties and trade repositories. , and all other legal and supervisory requirements,
- ensuring accountability towards shareholders or owners, employees, clearing members and their clients and other stakeholder,
- decision on the acceptance of the conceptional requests to be proposed and the initiation of the detailed planning based on the portfolio and project management regulation of the company;
- assessment of the design and functioning of risk management and compliance in terms of the functioning of internal lines of defence at least annually;
- decision on the adoption and periodic review of the IFRS Accounting Policy, Security Policy and ensures the implementation of their communication within the organisation;
- approval of the Company's policies, including the fraud prevention and management policy, and the monitoring of their implementation and the Company's fraud prevention and management activities at least annually;
- discussing the Company's business and risk strategy and its implementation with the Supervisory Board at least annually and informing the Supervisory Board without delay of any external or internal event, process or trend affecting the governance and safe operation of the Company;
- decision related to the internal credit to be provided to persons in executive positions and the loan to employees;
- the approval of a contract to be concluded with such an institution by the executive officer of the Company where the executive officer is a member of the Board of

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Directors or the Supervisory Board, or is an executive director (in which case the unanimous decision of the Board of Directors is necessary, by deviating from Section 10.7);

- the approval of the loan agreements to be concluded by the shareholder of the Company and the approval of the related contracts on the encumbrance of the Company assets,
- making a decision on the matter of financial obligations exceeding the amount of HUF 100,000,000,
- making a decision on the waiver of receivables and fees exceeding the amount of five million forint (HUF 5,000,000);
- decision on the conclusion of the contract with the winning tenderer based on the recommendation of the Tender Committee and the contract amendment entailing the increase of the undertaking in the case of purchases of HUF gross 100,000,000 and above, if, after such amendment
 - the difference in value exceeds 50% of the last contract value approved by the Board of Directors, after taking into account any cumulation, or
 - the difference in value is or exceeds the gross amount of HUF 100,000,000 compared to the last consideration approved by the Board of Directors.

If the total value of the contract conclusions with the same supplier for more purchases during the relevant year reaches HUF gross 100,000,000, the Board of Directors shall be informed of this fact after the conclusion of the contract; the Board of Directors shall acknowledge this information.

10.6 The Chairman of the Board of Directors (in case of absence or impediment of the Chairman the member of the Board of Directors mandated by the Chairman):

- opens the General Meeting,
- convokes the meeting of the Board of Directors,
- ensures Board of Directors meeting minutes are kept,
- presides the Board of Directors meeting and orders voting.

10.7 The Board of Directors makes decisions with simple majority vote of the participants. Unless the Procedure of the Board of Directors requires otherwise members of the Board of Directors vote by raising hands at the meeting. The presence of more than half of the members of the Board of Directors is required for the meeting of the Board of Directors to be quorate. In the case of a tie vote the vote of the Chairman of the Board of Directors shall decide.

10.8 The Chairman of the Board of Directors or the General Manager are entitled to convoke the meeting of the Board of Directors with urgency.

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10.9 The Articles of Association enables the Board of Directors to hold their meeting using electronic communication devices (telephone, videotelephone, other online conference tool).

- a) The Chairman of the Board of Directors shall ensure that the identity of each member of the Board of Directors is verifiable through the electronic communication device for which only such electronic communication device shall be used that is suitable for at least bidirectional streaming of audio and does not limit the communication and dispute between the participants and does not entail discrimination against the members of the Board of Directors.
- b) The invitation for the meeting of the Board of Directors includes reference to the fact that it is possible to participate in the meeting of the Board of Directors using an electronic communication device, moreover, it includes the details of the data and procedure necessary for the use of the device and the identification of the member of the Board of Directors, as well as information pertaining to those set out in point c) below.
- c) The members of the Board of Directors participating via electronic communication device vote orally with the statements “yes”, “no”, “I abstain”. The members of the Board of Directors participating via electronic communication device may exercise their right to speak, propose and submit observations in the same way as those present.
- d) Rules applicable to those present apply to the parties participating without being physically present.
- e) The Articles of Association authorizes the Board of Directors to make resolutions on:
 - the method to verify the identity of the members of the Board of Directors;
 - the method to vote;
 - the authentic establishment of the result of the vote;
 - the election of the officers of the meeting of the Board of Directors; and
 - the conditions of exercising the rights to speak and propose of the members of the Board of Directors

10.10 Decisions out of Board of Directors meeting can be made via telefax or email if more than half of the members of the Board of Directors cast their votes via telefax or email within the deadline stated in the proposal, the deadline cannot be shorter than 24 hours from the time of receipt, and send the vote recorded in a private document with full probative value (including the document with certified electronic signature) within 2 business days to the registered office of the Company. Non-compliance with the above results in the vote being invalid.

10.11 Members of the Board of Directors are obliged to discharge personally the duties that arise from such membership.

10.12 In other aspects the Board of Directors operates in line with the provisions of its own

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procedure. A voice recording is made of the meetings of the General Meeting in the case of the previous consent of Members of the Board of Directors. The voice recording shall be permanently deleted from the data carrier immediately after the preparation of the minutes. The minutes are signed by the chairman of the meeting and two present members of the Board of Directors. The minutes shall be sent to the members of the Board of Directors and to the Chairman of the Supervisory Board within 15 days following the meeting regardless of whether they were present at the meeting or not.

- 10.13 The members of the Board of Directors of the Company are entitled to accept executive officer appointments in other business associations, co-operatives undertaking identical main activity to that of the Company or undertaking other activity.

11. §

Supervisory Board

- 11.1 The Supervisory Board controls the management of the Company for the General Meeting, and it performs the tasks of the audit committee as specified in EMIR. The Supervisory Board shall indicate it in its resolution, if its decision was made in the capacity of the audit committee.

Except for the cases set forth in Point 11.2., members of the Supervisory Board are appointed until the ordinary General Meeting of the third year after their election, but until no later than 31 May of the relevant year.

The Supervisory Board acts as a body. Members of the Supervisory Board are obliged to discharge personally the duties that arise from such membership. In their capacity as members of the Supervisory Board, shareholders and employers cannot instruct the members of the Supervisory Board.

- 11.2 If the appointment of any member of the Supervisory Board is terminated due to reasons other than the end of the definite period, the General Meeting elects a member of the Supervisory Board in his / her place for the period of appointment of the officer whose mandate was terminated.

- 11.3 Number of members of the Supervisory Board

The Supervisory Board consists of three to five (3-5) members. The members of the Supervisory Board are elected by the General Meeting. Members of the Supervisory Board cannot be employed by the Company.

- 11.4 Membership in the Supervisory Board is terminated:

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- when the period of appointment expires,
- by withdrawal,
- by resignation,
- with death, or
- upon occurrence of a disqualifying reason stated in law.

Candidates may be recommended for the vacant Supervisory Board seat by the shareholder that originally delegated a member to the given position.

11.5 Tasks of the Supervisory Board are particularly:

- prior to the annual ordinary General Meeting supervising all proposals on material business policy reports, on the financial statements in line with the Act on Accounting, on the use of profit after tax and reporting the result to the General Meeting,
- checking annual and interim financial reports of the Company,
- convening the General Meeting without delay by stating the recommended agenda items if it experiences measures violating the provisions of laws, the Articles of Association, General Meeting decrees or activity, failure or corrupt practices in the course of operation of the Company violating the interests of shareholders,
- making sure that there is a comprehensive control system in place at the Company suitable to support successful operation,
- assisting the Board of Directors in controlling the financial reporting system, in the selection of the auditor and in cooperating with the auditor,
- evaluating the activity of the auditor;
- monitoring the audit of the annual and consolidated financial statements based on legal requirements, taking into consideration the statements and conclusions made in the course of the quality assurance process performed by the body completing audit public oversight tasks in accordance with Act LXXV of 2007 on the Chamber of Hungarian Auditors, the Activities of Auditors, and on the Public Oversight of Auditors (hereinafter: Kkt),
- reviewing and monitoring the independence of the auditor or the auditor company licensed in line with the regulation,
- monitoring the efficiency of the internal audit, risk management systems of the Company, and the process of financial reporting, and making recommendations, if necessary,
- directing the organization of internal audit, including:
 1. acceptance of the annual audit plan of the internal audit organization,
 2. discussing at least semi-annually the reports of internal audit and controlling the implementation of necessary measures,
 3. if needed requesting an external expert to help the work of internal audit,
 4. making recommendation to change the headcount of the internal audit unit,
 5. discussing and accepting the annual audit report of internal audit.
- based on findings as a result of reviews completed by internal audit finalizing

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recommendations and proposals,

- prior agreement by the Supervisory Board is required for making decision on the establishment and termination of employment of the managers and employees of internal audit and on their remuneration,
- convening the extraordinary General Meeting of the Company if the number of members of the Board of Directors decreases below 3,
- examining at the board meeting every proposal and document that are sent by the Board of Directors to the Supervisory Board for the purposes of examination;
- *the prior consent of the Supervisory Board is necessary for the termination of the employment relationship of the Company's Chief Compliance Officer and the Company's Chief Risk Officer by the Company;*
- the Supervisory Board shall examine the proposals submitted to the General Meeting and shall also explain its position related thereto. Without the request of the shareholders related thereto - notwithstanding those set out in Article 3:27(1) of the Civil Code of Hungary - the Supervisory Board shall not be subject to this obligation in such a case where the decision is made without the proposal of the Board of Directors, at the initiative of the shareholders, in addition, in matters related to the election, recalling and setting the remuneration of the members and chairmen of the Board of Directors/Supervisory Board, and in matters related to the setting of the remuneration of the permanent auditor,
- establishing and operating a control system and audit trail documented in the internal regulation for the Company's activities;
- supervising the functioning of the internal security lines in relation to the internal audit activity, evaluating them at least annually and initiating any necessary actions in the event of detecting any deficiencies;
- monitoring and supervising the Company's strategic objectives, organisational structure, risk strategy and disclosure practices;
- monitoring the integrity of financial reporting and supervisory disclosure;
- monitoring compliance with ethical standards and measures to manage conflicts of interest;
- monitoring the definition of the Company's business and operational objectives, the development and implementation of its strategy, and the operation of the Company in accordance with the strategy and regulations, with due regard to the legal requirements as may be in effect from time to time;
- monitoring the evaluation of the strategy and regulations conducted at least once a year and their modification, as may be necessary;
- monitoring the establishment and maintenance of an appropriate corporate culture and a risk culture covering all aspects of risk assumption, risk management and risk control, and the establishment and operation of a risk management system;
- monitoring the establishment of an effective system for the governance of the Company;
- monitoring the regulations and procedures governing the selection, nomination, appointment and succession of the Company's personnel in key management positions, as well as the definition and application of remuneration regulations, the establishment,

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coordination and operation of internal control functions;

- monitoring the functioning of the Company's management system and internal lines of defence and the elements constituting each of their sub-areas by approving the annual audit plan and discussing the reports, and adopting the necessary corrective measures;
- completing all other tasks that regulations refer to the competence of the Supervisory Board.

11.6 The tasks of the Supervisory Board acting in the capacity of audit committee:

- assisting in the appointment of the independent auditor to be elected by the General Meeting and reviewing the services provided by the external auditor;
- discussing with the auditor the factors that may jeopardize independence, if the auditor informs the audit committee that the total income from audit fee exceeds 15% of the auditor's income for a period of three (3) years. In this case, the audit committee should consider whether to have the quality control of the audit carried out by another firm. The audit committee should propose, on the basis of objective reasons, whether it may continue to carry out the statutory audit for a further period, which may, however, in no event exceed two years;
- approving the audit and non-audit services provided by the external auditor, provided that the auditor has checked that the provision of such services shall not pose a risk for the independence of the auditor licensed by the law or the audit firm which may not be reduced to an acceptable level by the application of precautionary measures;
- examining, as part of the evaluation of the auditor's activity, the existence of conditions of conflict of interests, good business reputation and arm's length remuneration, as well as the independence of the natural person appointed by the audit firm as auditor.

11.7 The Supervisory Board can request information from the Board of Directors, the persons in management positions, the executive officers and the employees of the Company. The information requested is to be provided within 30 (thirty) days by addressing it to the Chairman of the Supervisory Board.

11.7 The Supervisory Board defines its procedures that the General Meeting approves. A voice recording is made of the meetings of the General Meeting in the case of the previous consent of Members of the Supervisory Board. The voice recording shall be permanently deleted from the data carrier immediately after the preparation of the minutes.

11.8 The presence of at least 3 members of the Supervisory Board is necessary for the meeting of the Supervisory Board to be quorate. The Supervisory Board makes decisions with the majority vote of the participants, in case of a tie vote, the vote of the Chairman of the Supervisory Board decides.

11.9 The Articles of Association enables the Supervisory Board to hold their meeting using

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electronic telecommunication (telephone, videotelephone, other online conference tool).

- a) The Chairman of the Supervisory Board shall ensure that the identity of each member of the Board of Directors is verifiable through the electronic communication device for which only such electronic communication device shall be used that is suitable for at least bidirectional streaming of audio and does not limit the communication and dispute between the participants and does not entail discrimination against the members of the Supervisory Board.
- b) The invitation for the meeting of the Supervisory Board includes reference to the fact that it is possible to participate in the meeting of the Supervisory Board using an electronic communication device, moreover, it includes the details of the data and procedure necessary for the use of the device and the identification of the member of the Supervisory Board, as well as information pertaining to those set out in point c) below.
- c) The members of the Supervisory Board participating via electronic communication device vote orally with the statements “yes”, “no”, “I abstain”. The members of the Supervisory Board participating via electronic communication device may exercise their right to speak, propose and submit observations in the same way as those present.
- d) The Articles of Association authorizes the Supervisory Board to make resolutions on:
 - the method to verify the identity of the members of the Supervisory Board;
 - the method to vote;
 - the authentic establishment of the result of the vote;
 - the election of the officers of the meeting of the Supervisory Board; and
 - the conditions of exercising the rights to speak and propose of the members of the Supervisory Board.
- e) Rules applicable to those present apply to the parties participating without being physically present.

12. §

Representation of the Company, power of representation

12.1 In general, two members of the Board of Directors jointly act as legal representatives of the Company. In official business, in writing, the Company is always represented jointly, in other cases the Company is represented by the Chairman of the Board of Directors as general representative towards third parties, when representing the Company orally, towards the court and other authorities. In line with the provisions defined in the internal regulation approved by the Board of Directors of the Company the members of the Board of Directors may vest employees of the Company with power of representation.

12.2 The following persons have the power to register the Company:

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- any two members of the Board of Directors jointly,
- two employees jointly, authorized to this effect in line with the provisions defined in the internal regulation approved by the Board of Directors of the Company, subject to the scope of authorization,
- any two persons of the above with power of representation jointly, and if one of them is an employee authorized to sign on behalf of the company, within the scope of the authorization held.

12.3 Persons vested with power of representation jointly sign their names below or above the company name written, shown or printed when exercising the power of representation.

13. §

Auditor

13.1 The Company contracts an auditor to discharge the duties of the auditor defined by law.

13.2 The auditor of the Company: KPMG Hungária Kft.

Start date of mandate: 1 June 2021

Expiry date of mandate: until the date of the annual ordinary General Meeting closing the 2024 business year, but not later than 31 May 2025.

The mandate of the Auditor of the Company is for a period of no more than five years, until the date of the annual ordinary General Meeting closing the fifth year, but no later than 31 May. If the mandate of the Chamber member auditor, auditor company reaches five years with renewed mandate or mandates, no new mandate can be issued to the Chamber member auditor, auditor company for performing the audit tasks of the Company in the consecutive period of five years.

With the agreement of the Supervisory Board, the Board of Directors makes recommendation to the General Meeting on the person of the auditor.

It is the responsibility of the permanent auditor to ensure the proper implementation of the audit set out in the Act on Accounting and to take a position based thereon in an independent audit report regarding the establishment of whether the financial statement in line with the Act on Accounting of the Company is in compliance with the legislation and it provides a reliable and true image of the financial situation and the economic results of the operation of the Company. The permanent auditor may inspect the Company's documents, accounting records, books in order to ensure the performance of his/her duties, he/she may request information from the CEO, the members of the Supervisory Board and the employees of the Company, he/she may examine the account, cash fund, holdings of securities and goods, as

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well as contracts of the Company. The permanent auditor shall not provide any service for the company and shall not initiate a cooperation with the CEO that would endanger the independent and objective performance of his/her auditing duties.

14. §

Dissolution of the Company

14.1 The Company is dissolved without legal successor if:

- the General Meeting decides to terminate the Company without legal successor with regard to the provisions of EMIR on settlement requirements,
- or the Company is terminated by the body authorized to terminate it,
- or regulation so prescribes,

and the Company is cancelled by the court of registration from the company registry following the procedure to close its financial relationships.

14.2 The Company is dissolved with legal successor in the case of transformation.

15. §

Other provisions

15.1 The Company discloses notices in the Company Gazette, on the web site of the Supervision, on the web site of the Company, at its registered office, in its premises open to customers, at a notice board or in other ways. The Company shall send the financial statement in line with the Act on Accounting electronically in compliance with the provisions of Act V of 2006 on Public Company Information, Company Registration and Winding-up Proceedings to the governmental Company Information and Electronic Company Registration Service. The Company also meets its deposit and disclosure obligations by sending the statement electronically to the Company Information and Electronic Company Registration Service.

15.2 During its operation the Company is obliged to observe the rules on business, bank and securities secrets.

15.3 The discharge stated in Sections 3:117 (1)-(2) of the Civil Code cannot be applied with respect to the executive officers of the Company.

15.4 The term regulation used in these Articles of Association is to be interpreted also as the law of the European Union and generally binding rules of conduct.

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Budapest, 15 December 2022

In line with KELER CCP Ltd. General Meeting Decree No. ./2022 this modification to the Articles of Association was prepared, consolidated and countersigned in Budapest on 15 December 2022 by Dr. CSOMOR Kinga Ildikó legal counsel (KELER Ltd., Rákóczi út 70-72., Budapest H-1074; KASZ number: 36058535)

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