

## **INVITATION TO THE GENERAL SHAREHOLDER'S MEETING**

In compliance with its legislative obligation, FHB Földhitel- és Jelzálogbank Részvénytársaság /1132 Budapest, Váci út 20./ hereby informs the shareholders and the investors of the Company, that the Board of Directors of the Company resolved on its meeting held on 7 March 2006, to summon the annual regular General Shareholder's Meeting of the Company.

### **Date and time of the General Shareholder's Meeting:**

21 April 2006 (Friday), 10 a.m.

### **Venue of the Meeting:**

Hotel Benczúr (1068 Budapest, Benczúr u. 35.)

### **Agenda of the Meeting:**

1. Report of the Board of Directors on the business activities, financial position, business policy and management of the Company in the year 2005
2. Assessment of the fulfillment of the chief executive officer's bonus targets regarding the year 2005, decision on the disbursement of the bonus
3. Report of the Supervisory Board on the business (HAS) and IFRS (consolidated) annual reports of the Company for the year 2005
4. Report of the Auditor on the business (HAS) and IFRS (consolidated) financial reports of the Company for the year 2005
5. Acceptance of the business reports prescribed by the Accounting Law for the year 2005 and decision on the utilization of the after tax profit, furthermore, acceptance of the consolidated reports according to the International Financial Reporting Standards
6. Report of the Supervisory Board on the share compensation program, decision on the renewal of the program
7. Report on the business plan of the Company for the year 2006 (verbal)
8. Amendment of the Charter of the Company (corporate name, authority of the Board of Directors, authorization of the Board of Directors to the increase of share capital)
9. Approval of the appointment of the natural person responsible for auditing the Company, subject to section 45 paragraph (5) of Gt.
10. Authorization of the Board of Directors to purchase shares of the Company, subject to section 226/A paragraph (2) of Gt.
11. Amendment of the rules of procedure of the Supervisory Board
12. Amendment of the rules on the method, size and system of remuneration of the chief executive officer and top level officers of the Company, furthermore, major issues about the remuneration of the chief executive officer according to the pertinent provisions of Act XXIV of 2003
13. Report on the procedures carried out during the processing of asset declarations as stipulated by the provisions of Act XXIV of 2003 and on the result of the comparison of the asset declarations, furthermore, amendment of the data protection rules applying to the handling and safekeeping of documents created in connection with asset declarations
14. Revocation of members of the Board of Directors and election of new members (verbal)
15. Revocation of members of the Supervisory Board and election of new members (verbal)
16. Decision on the remuneration of members of the Board of Directors and Supervisory Board

Pursuant to article 12.1 of the Charter of the Company, every share with a face value of 100 HUF, i.e. one hundred HUF, entitles its holder to have one vote at the General Shareholder's Meeting. Only those shareholders may exercise their rights at the General Shareholder's Meeting who are in possession of the shares on the effective date of owner identification, as specified in the Rules of the Stock Exchange of Budapest on Lists and Continued Trading and the rules of the Central Clearing House and Depository (Budapest) Rt. (hereinafter: KELER Rt.). The effective date of owner identification is: 13 April 2006.

The shareholders shall be entitled to exercise their rights as shareholders in possession of the ownership certification defined in the pertinent rules of law applying to securities. As certification of ownership right of the share, the Company accepts ownership certifications prepared by KELER Rt. as depository, or based on a certification by KELER Rt. for the day of 13 April 2006, furthermore, securities account advice prepared for the same date.

In addition to the above provisions, the exercise of the rights by the shareholder associated with the General Shareholder's Meeting is also conditional upon shareholder being recorded in the shareholder's registry. The shareholder may exercise these rights in person, through a proxy (representative), or a person authorized by the shareholder pursuant to Tpt. Members of the Board of Directors and the Supervisory Board, the auditor and the asset controller may not be authorized representatives. The authorization for representation shall be valid for one General Shareholder's Meeting, or for a definite term not exceeding 12 months. The authorization for representation will remain valid for the continued General Shareholder's Meeting after suspension and for a General Shareholder's Meeting summoned repeatedly because of a lack of quorum. The authorization shall be submitted to the Company in the form of notarial deed or private document of full probative value.

Pursuant to article 11.6 of the Charter, the General Shareholder's Meeting shall be a quorum when the shareholders present in the Meeting represent more than half of the votes of voting shares. If the General Shareholder's Meeting is not a quorum, the Company will hold the repeated General Shareholder's Meeting in the venue of the original General Shareholder's Meeting, at 11 o'clock on 21 April 2006. The repeated General Shareholder's Meeting shall be a quorum in respect of the items of the original agenda, regardless of the number of attendees.

In accordance with Section 228. paragraph (3) of Gt., the Board of Directors of the Company will publish the material data of the reports and documents prepared according to the Accounting Law and put on the agenda of the General Shareholder's Meeting, at least fifteen days before the date of the General Shareholder's Meeting, in line with provisions of the Charter of the Company regarding the publication of announcements, in the newspapers Világgazdaság and Napi Gazdaság. After that publication, the written submissions for the issues put on the agenda of the General Shareholder's Meeting will be available in the customer service office in the headquarters of the Company, in the central customer service office of KELER Rt. (1075 Budapest, Asbóth utca 9-11.) and on the home page of the Company ([www.fhb.hu](http://www.fhb.hu)).