

INVITATION TO GENERAL SHAREHOLDER'S MEETING

FHB Mortgage Bank Plc. (registered seat: 1132 Budapest, Váci út 20., hereinafter referred to as Company) hereby, in accordance with its legal obligation, informs the shareholders and the investors of the Company, that the Board of Directors of the Company passed the resolution on its meeting of 26 March 2009 on calling the Annual Regular General Shareholder's Meeting (hereinafter referred to as General Meeting) of the Company.

Date and time of the General Meeting:

28 April 2009 (Tuesday), 10 a.m.

Venue of the Meeting:

Danubius Health Spa Resort Helia Conference Hotel
(H-1134 Budapest, Kárpát utca 62-64.)

Agenda of the Meeting:

1. Report of the Board of Directors about the business activities, financial position, business policy and management of the Company in the year 2008
2. Report of the Supervisory Board on the business (HAS) and IFRS (consolidated) annual reports of the Company on the year 2008
3. Report of the Auditor on the business (HAS) and IFRS (consolidated) financial reports of the Company on the year 2008
4. Acceptance of the business reports and financial account (balance sheet report, profit and loss account, additional notes) prescribed by the Hungarian Accounting Law for the year 2008, decision on the utilization of the after tax profit, furthermore, acceptance of the consolidated reports and financial account according to the International Financial Reporting Standards for the year 2008
5. Report of the Supervisory Board on the fulfilment of conditions of the Share Compensation Programme in 2008
6. Presentation on the business plan of the Company for the year 2009 (verbal)
7. Amendment of the Statutes of the Company [Articles 8, 9, 10, 12, 14]
8. Authorization of the Board of Directors to acquire treasury shares (in Hungarian: „*saját részvény*”)
9. Election and decision on the remuneration of the auditor
10. Approval of the Guidelines on Remuneration
11. Revocation of members of the Board of Directors, election of new members (verbal)
12. Revocation of members of the Supervisory Board, election of new members (verbal)
13. Decision on the remuneration of members of the Board of Directors and Supervisory Board (verbal)
14. Acceptance of the Report on Corporate Governance

Way of holding the General Meeting

The General Meeting will be held with the direct participation of the shareholders.

Requirements for exercising voting rights

- A Pursuant to Article 12.1. of the Statues of the Company, each share with a face value of HUF 100, i.e. One-hundred Hungarian Forints, entitles its shareholder to have one vote on the General Meeting.
- B Shareholders can exercise their rights attached to the respective shares on the General Meeting only in case they are owner of the shares on the effective date of the identification procedure (in Hungarian: „Tulajdonosi megfeleltetés”), as specified in Act CXX of 2001 on Capital Markets (hereinafter referred to as Capital Markets Act), in the Rules of the Stock Exchange of Budapest and of the Central Clearing House and Depository (Budapest) Ltd. (hereinafter referred to as KELER Zrt.), and whose name is registered – at the time of the closure of the register of shareholders on the effective date of the identification procedure – in the register of shareholders.
- C The Company requests KELER Zrt. to conduct identification procedure as specified in the Capital Markets Act on the date of the General Meeting as corporate event. The effective date of the identification procedure is is **23 April 2009**. Rules on the identification procedure are set forth in the effective by-law of KELER Zrt.
- D The Company deletes all effective data being registered in the register of shareholders on the date of the identification procedure, and simultaneously registers the data into the register of the shareholders according to the result of the identification procedure, than the Company closes the register of the shareholders on the effective date of the identification procedure. After the closure of the register of the shareholders, data affecting the ownership rights of a shareholder can be registered into the register of shareholders only on the successive working day of the closure of the General Meeting, at the earliest.
- E Pursuant to the Statues of the Company, the closure of the register of shareholders shall not limit the right of the shareholders entered therein to transfer their shares after such closure. Alienation of shares before the day of opening of the General Meeting does not exclude the right of the respective shareholder registered in the register of the shareholders to participate in the General Meeting and to exercise his/her rights attached to his/her shares.
- F Pursuant to Section 12.1 of the Statues of the Company a shareholder or a group of shareholders (that is, a group of persons whose acquisition of influence, pursuant to the Capital Markets Act, shall be summed up) may not exercise a higher voting right than 10 per cent of the voting rights attached to the shares representing all voting rights issued by the Company. That provision is applicable on the General Meeting, since the decrease of the interest held by the Hungarian State below fifty per cent had been entered into the Company’s register of shareholders on 5 September 2007.
- G The shareholder registered in the Company’s register of shareholder on the effective day of the identification procedure may exercise the rights attached to his/her shares on the General Meeting in person, through a proxy (representative), or a person (nominee) authorized by the shareholder, as laid down in the Capital Markets Act. Members of the Board of Directors and the Supervisory

Board, the Company's senior employee, the Auditor and the Coverage Supervisor may not be authorized representatives. The authorization for representation shall be valid for one General Meeting, or for a definite term not exceeding 12 months. The authorization for representation will remain valid for the continued General Meeting in case of suspension and for a General Meeting called repeatedly due to a lack of quorum. The authorization shall be submitted to the Company in the form of notarial deed or private deed with full probative effect. The shareholder may appoint a proxy to represent him/her at the General Meeting by returning the form as contained by Annex 1 or Annex 2 of the Statutes of the Company and sent - in case of expressed request of the shareholder thereon - by the Company electronically or by mail. The form shall be returned as a private deed with full probative effect not later than the end of the working day preceding the day of the General Meeting. In case the the authorization is made in abroad, the form of the authorization is to be complied with legal regulations on certification or re-certification of documents made in abroad.

- H If the requirements of participation on the General Meeting and exercising of voting rights are met, the shareholder or his/her authorized representative may request the electronic or other device for casting of votes on the venue of the General Meeting, after proving his/her identity and signing the attendance sheet.

Quorum, Venue and Date of the Repeated General Meeting in case of inquorate

Pursuant to article 11.6 of the Statutes, the General Meeting shall have a quorum if the attended shareholders represent more than half of the votes of the voting shares. If the General Meeting has not a quorum, the Company will hold the repeated general meeting in the venue of the original General Meeting on 28 April 2009 at 11 a.m. The repeated general meeting shall have a quorum in respect of the items of the agenda of the original General Meeting, regardless of the number of attendees.

Disclosure of written materials and proposals for resolutions for the General Meeting

In accordance with Section 11.2 of the Statutes of the Company, the Board of Directors of the Company will publish the material data of the reports and documents prepared according to the Accounting Law and written presentation relating to the respective items of the agenda of the General Meeting at least fifteen days prior to the date of the General Meeting. The disclosure will be made both in Hungarian and in English - in line with the provisions of the Statutes of the Company regarding the publication of announcements - on the official homepage of the Company (www.fhb.hu), on the web-based publication forum operated by the Hungarian Financial Supervisory Authority (www.kozzetetelek.hu), furthermore on the official home page of Budapest Stock Exchange (www.bse.hu). After the publication, the written materials relating to the items of the agenda of the General Meeting will be available at the head office of the Company, and at the central customer service office of KELER Zrt. (1075 Budapest, Asbóth utca 9-11.).

FHB Mortgage Bank Co Plc