

## ANNOUNCEMENT

FHB Mortgage Bank Plc (seat: 1132 Budapest, Váci út 20., registered No.: 01-10-043638) hereby informs its shareholders on the resolutions of the Annual General Shareholder's Meeting („General Meeting”) held on 28 April 2009, in the framework of meeting its obligations on extraordinary information as provided by Act CXX of 2001 on the Capital Market and Decree No. 24/2008 of the Minister of Finance on the Detailed Rules of Disclosure Obligation Relating to Securities Issued to the Public.

The General Meeting unanimously elected with its resolution No. 1/2009 (28.04) the officers of the General Meeting. The General Meeting unanimously decided with its resolution No. 2/2009 (28.04) on the joint discussion of items No. 1-4 of the Agenda and decided that the General Meeting passes one single resolution on these items of the Agenda. The General Meeting unanimously approved with its resolution No. 3/2009 (28.04) its Agenda with the amendments approved by its resolution No. 2/2009 (28.04).

Under the items of the Agenda the General Meeting passed the resolutions as follows:

### Agendas No 1-4

#### **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**

##### Resolution No 4/2009. (28.04) of the General Meeting

a.i. *The General Meeting accepts the Company's Business Report in accordance with the Hungarian Accounting Law on the year 2008.*

a.ii. *The General Meeting accepts the Company's Accounts (Balance Sheet, Profit/Loss Statement and Notes to Account) on the year 2008.*

*The General Meeting establishes the Company's*

|                                 |                                  |
|---------------------------------|----------------------------------|
| <i>- balance sheet total in</i> | <i>HUF 713.967.142 thousand,</i> |
| <i>- after tax profit</i>       | <i>HUF 7.555.408 thousand,</i>   |
| <i>- balance sheet profit</i>   | <i>HUF 6.799. 867 thousand.</i>  |

a.iii. *The General Meeting decides on the utilization of the after tax profit:*

- **dividend shall not be paid** on Series „A” and series „B” shares from the 2008 after tax profit.*
- The 2008 balance sheet profit shall be placed in the Company's profit reserve.*

b.i. *The General Meeting accepts the Company's Consolidated Business Report in accordance with the International Financial Reporting Standards on the year 2008.*

b.ii. *The General Meeting accepts the Company's Consolidated Accounts in accordance with the International Financial Standards on the year 2008.*

*The General Meeting establishes the balance sheet and after tax profit of the Company in accordance with the International Financial Standards as follows:*

- consolidated balance sheet total in HUF 689.512.165 thousand,  
- consolidated after tax profit in HUF 6.682.779 thousand,

**Yes votes: 31.693.033 (100%)**

**No votes: 0**

**Abstentions: 0**

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### **Agenda No 5**

#### **Report of the Supervisory Board on the fulfilment of conditions of the Share Compensation Programme in 2008**

*Resolution No 5/2009. (28.04)*  
*of the General Meeting*

*The General Meeting accepts the report on the fulfilment of the conditions of the approved Management Share Compensation Programme for year 2008 designed to increase the market price of the Company's shares.*

**Yes votes: 31.693.033 (100%)**

**No votes: 0**

**Abstentions: 0**

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### **Agenda No 6**

#### **Presentation on the business plan of the Company for the year 2009 (verbal)**

*Resolution No 6/2009. (28.04)*  
*of the General Meeting*

*The General Meeting approves the report about the Company's business plan for the year 2009.*

**Yes votes: 28.493.033 (89,90%)**

**No votes: 0**

**Abstentions: 3.200.000 (10,10,%)**

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## **Agenda No 7**

### **Amendment of the Statutes of the Company [Articles 8, 9, 10, 12, 14]**

*Resolution No 7/2009. (28.04)*  
*of the General Meeting*

*The General Meeting will, within the Agenda No. 7, decide on the amendment of the provision set forth in article 12.1, third paragraph of the Statutes separately, prior to the decision on other proposals relating to the amendment of the Statutes.*

**Yes votes: 2.743.804 (8,66%)    No votes: 6.545.105 (20,36%)    Abstentions: 22.495.124 (70,98%)**

**Series „B“ voting preference shareholders:**

**Yes votes: 2.714.300                      No votes: 5.285.700 (66,07%)                      Abstentions: 0**

The General Meeting refused the above proposal.

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*Resolution No 8/2009. (28.04)*  
*of the General Meeting*

- 1. The General Meeting – within the frame of agenda No. 7 – resolves on the amendment of the Statutes regarding the transformation of serie „B“ voting preference shares (i.e. points 8.2, 9.1, 9.9, 10.2.7, first section of point 12.1, points 12.2 and 12.6) by way of separate resolution.*
- 2. If the General Meeting – within the frame of agenda No. 7 – approves the amendment of the Statutes regarding the transformation of serie „B“ voting preference shares (i.e. amendments of points 8.2, 9.1, 9.9, 10.2.7, first section of point 12.1, points 12.2 and 12.6), such resolution enters into force if the General Meeting approves the amendments of the Statutes regarding the increase of the registered capital and resolves on the increase of the registered capital within the frames of agenda No. 8.*

**Yes votes: 31.693.032 (100%)                      No votes: 0                      Abstentions: 1 (0%)**

**Series „B“ voting preference shareholders:**

**Yes votes: 8.000.000 (100%)                      No votes: 0                      Abstentions: 0**

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*Resolution No 9/2009. (28.04)*  
*of the General Meeting*

- 1. The General Meeting amends the Statutes of the Company regarding to the articles due to the transformation of the series „B“ preference shares (Article 8.2, 9.1, 9.9, 10.2.7, first paragraph of 12.1, 12.2 and 12.6) as follows (deleted text is marked with italic, deleted characters, modified text is marked with italic, underlined characters):*

- „8.2 Division of the registered capital in a breakdown by share types and share classes:
- ~~58,000,010 (say fifty eight million ten) 66,000,010 (say sixty six million ten)~~ pieces of series “A” ordinary shares at nominal value of HUF 100 (say one hundred forints) each, of a total nominal value of HUF ~~5,800,001,000 (say five billion eight hundred million one thousand forints) 6,600,001,000 (say six billion six hundred million one thousand forints);~~
  - ~~8,000,000 (say eight million) series “B” voting preference shares of a total nominal value of HUF 800,000,000 (say eight hundred million forints).”~~
- „9.1 The ordinary shares of the Company may be freely transferred within the scope of the legal rules in force and the present Statutes; they may only be acquired and transferred in the manner defined in a separate legal rule, solely through debiting and crediting onto securities accounts.”
- ~~„9.9. ——— Holders of voting preference share “B” are entitled to partly or wholly sell, transfer, contribute to another company or alienate in any other way (for the purposes of this Article: transfer) their voting preference shares “B”.”~~
- ~~„10.2.7 ——— The holders of voting preference rights shall be entitled to all powers related to ordinary shares, as well as the extra rights defined in the present Statutes.”~~
- „12.1 Each ordinary share of a nominal value of HUF 100 (say one hundred forints) shall give right to one vote at the General Meeting. That shareholder may only exercise his/her/its membership rights at the General Meeting who is the holder of the share on the date of shareholders’ verification – which is at the same time the date of closure of the register of shareholders – as defined by the Capital Markets Act, the Stock Exchange Rules and in the Rules of KELER Zrt., and whose name is entered in the register of shareholders as of its closure. The turning date of owner’s compliance may only fall on the period between the 7th and 3rd stock exchange days preceding the General Meeting.
- „12.2. The General Meeting shall adopt a resolution on the matters included on the agenda in open voting, using a computerized vote counter, by producing the voting-paper, or in any other manner suitable for counting votes. ~~The chairman of the General Meeting may also order secret voting in a given issue, if so requested by the simple majority of votes of the holders of series “B” voting preference shares.~~ In the absence of any different decision by the General Meeting, voting shall be effected in a breakdown by draft resolutions. The parties vested with the right of vote shall first vote about the amending draft resolutions, and then about the original draft resolutions. The proposal shall be considered rejected in case of tie. If tie exists in any issue in which a decision shall be taken, on a compulsory basis, through a provision of a legal rule, the issue must be included on the agenda again.”
- ~~„12.6. The General Meeting may only adopt a resolution regarding the following issues with the yes vote of the simple majority of the series „B” vote preference shares in attendance:~~
- ~~a) — Amendment to the Statutes, including the change of the form of operation of the Company;~~
  - ~~b) — b) decision on the merger and consolidation of the Company into, or the de-merger from, another company limited by shares, or the transformation of the Company into another corporate form, furthermore of the increase and reduction of the registered capital;~~
  - ~~c) — election of the members of the Board of Directors and of the Auditor,~~
  - ~~d) — decision by the General Meeting on an issue not laid down in the Statutes as the exclusive competence of the General Meeting on the basis of a statutory provision or including on the agenda an issue falling within the competence of another body of the Company.~~
- ~~The vote preference right may only be exercised in the General Meeting in person, or in the case of presence through a representative.”~~

2. The entering into force of this resolution is subject to the condition that the General Meeting adopts the amendments of the Statutes relating to the increase of the share capital and decides on the increase of the share capital within the framework of the item No. 8 of the Agenda.

**Yes votes: 31.693.032 (100%)**

**No votes: 0**

**Abstentions: 1 (0%)**

**Series „B“ voting preference shareholders:**

**Yes votes: 8.000.000 (100%)**

**No votes: 0**

**Abstentions: 0**

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Resolution No 10/2009. (28.04)  
of the General Meeting

The General Meeting amends the Statutes of the Company regarding to the articles 10.3, third paragraph of 12.1, 14.15.1 and 14.18 as follows (deleted text is marked with italic, deleted characters, modified text is marked with italic, underlined characters):

~~„10.3 The contract concluded between the Company and its shareholder shall be deposited among the Company's document at the Court of Registry within thirty days counted from its signing, except for those contracts concluded between the Company and its shareholder that belong to the Company's scope of activities and are of a usual magnitude.  
In general, contracts qualify as being of a usual magnitude if the contracted value is less than 10% of the Company's registered capital. In the business sphere of business activities implemented by the sale/purchase of independent lions, a lion purchase or re-purchase contract is of a usual magnitude if the purchase price stated therein (less interests) does not exceed 100%.”~~

~~„12.1. 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% of the voting rights attached to the shares providing all voting rights issued by the Company.  
This provision shall be applied from the date when the publication disclosed as extraordinary information pursuant to the Capital Markets Act and announcing the drop, below 50%, of the Hungarian State's interest the Company is first published in any of the disclosure media specified in Article 24.”~~

„14.15. The competence of the Board of Directors

14.15.1. Competences in relation to the strategy, business and financial activities of the Company:

(...)

- e) ~~In connection with exercising rights related to redeemable shares, obtaining own shares, paying initial dividends, and increasing registered capital to the debit of assets beyond the registered capital,~~ the Board of Directors is entitled to approve an interim balance sheet, and to pass resolutions on the payment of initial dividend with, however, the prior consent of the Supervisory Board;”

„14.18. ~~In connection with exercising rights connected to redeemable shares, acquisition of own shares, payment of interim dividend and the raising of the registered capital from the assets held in addition to the registered capital,~~ the Board of Directors is entitled to make resolutions ~~with a three quarter majority~~ regarding the approval of an interim balance sheet and the payment of interim dividend; such decisions, however, require an approval of the Supervisory Board received in advance. This authorization is granted to the Board of Directors as of January 1, 2004.”

**Yes votes: 31.693.032 (100%)**

**No votes: 0**

**Abstentions: 1 (0%)**

**Series „B” voting preference shareholders:**

**Yes votes: 8.000.000 (100%)**

**No votes: 0**

**Abstentions: 0**

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### **Agenda No 8**

#### **Decision on the conditional amendment of the articles of the Statutes relating to the increase of the share capital [Articles 7, 8, 9, 10, 12] and on the increase of the share capital**

##### Resolution No 11/2009. (28.04) of the General Meeting

1. *The General Meeting decided to amend the Statutes of FHB Mortgage Bank Plc („Company”) with regard to the capital increase on the last day of period within the State shall make its declaration on the obligation of subscription the shares - or on the date of receipt of the mentioned declaration in case the date of receipt of such declaration preceds the date of expiration of the given period within the declaration can be made -, subject to the result of the complement of the above obligation as follows:*

1.1. Section 7 (Registered Capital) of the Statutes of the Company will be amended as follows (deleted text is indicated as italic deleted, the amendment is indicated as italic underlined letter type):

„7.1 The registered capital of the Comany is HUF ~~6,600,001,000 that is Six billion six hundred million one thousand Hungarian forints~~ HUF 11,215,401,000 that is Eleven billion two hundred fifteen million four hundred and one thousand Hungarian forints, consisiting of cash contribution only.

7.8 In case the Company acquires the serie „C” special dividend preference shares set forth in Section 10 of Act CIV of 2008 on the strengthening the stabilisation of the financial intermediary system (hereinafter referred to as Stabilisation Act) in the cases determined in Section 12 of the Stabilisation Act, all rights connecting to the serie „C” special dividend preference shares and the serie „D” special voting prefrence share shall terminate and such shares shall be compulsory withdrawn by the Company with a simultaneous registered capital decrease in accordance with Section 267 Subsection (3) of the Companies Act without resolution of the General Meeting.

If the the Company acquires the serie „C” special dividend preference shares in cases determined in Section 12 of the Stabilisation Act, the Board of Directors is obliged to transact the withdrawal of the shares and the decrease of the registered capital, furthermore, to

amend the Statutes relating to the withdrawal of the shares and the decrease of the registered capital within 30 days from the acquisition of the shares.

1.2. Section 8 (Shares) of the Statutes of the Company will be amended as follows (deleted text is indicated as italic deleted, the amendment is indicated as italic underlined letter type):

„8.2 Division of the registered capital in a breakdown by share types and share classes:

- (...)

- 46.153.999 pieces, that is Forty six million one hundred and fifty three thousand nine hundred ninety nine pieces of serie „C” special dividend preference shares as defined in the Stabilisation Act with a nominal value of HUF 100, that is One hundred Hungarian forints per each;

- 1 piece of serie „D” special voting preference share giving veto right with a nominal value of HUF 100, that is One hundred Hungarian forints in accordance with Section 13 of the Stabilisation Act.”

1.3. Section 9 (Transfer and Registration of Shares) of the Statutes of the Company will be amended as follows (deleted text is indicated as italic deleted, the amendment is indicated as italic underlined letter type):

„9.9. Serie „C” special dividend preference shares can only be acquired by the Company in the cases determined in Section 12 of the Stabilisation Act. The exclusive owner of serie „C” special dividend preference shares is the Hungarian State, which is not entitled to charge and alienate the special dividend preference shares except for the cases set forth in Section 12 of the Stabilisation Act.

9.10. Serie „D” special voting preference shares ensuring veto is untransferrable, the agreement on charge and alienation thereof is null and void. The exclusive owner of serie „D” piece of special voting preference share giving veto right is the Hungarian State.”

1.4. Section 10 (Rights and Obligations of Shareholders) of the Statutes of the Company will be amended as follows (deleted text is indicated as italic deleted, the amendment is indicated as italic underlined letter type):

„10.2.7 The owner of the serie „C” special dividend preference shares and serie „D” special voting preference share ensuring veto is entitled to the rights of the shareholders with the excursions set forth in the Statutes and the Stabilisation Act.”

1.5. Section 12 (Competence of the General Meeting, Order of Adoption of Resolutions, and Exercise of the Voting Right) of the Statutes of the Company will be amended as follows (deleted text is indicated as italic deleted, the amendment is indicated as italic underlined letter type):

12.6 After the issuance of the special dividend preference shares, the owner of special dividend preference shares will be entitled – until the existence thereof – for dividend from the after-tax profit generated in the respective business year, the extent of which is 10,49 per cent that is ten point forty nine per cent reflected to the issue value of each special dividend preference share.

If dividend basis payable from the after tax profit – after creation of general reserve of the respective year – does not reach the extent of dividend payable for the special dividend preference shares determined in accordance with the present section, only the owner of the special dividend preference shares will be entitled to dividend up to the determined amount of dividend payable. If dividend basis of the respective year does not reach the extent of dividend payable for the special dividend preference shares determined in accordance with the present section, the difference cannot be compensated from the after tax profit of the following years. If dividend basis payable from the after tax profit – after creation of general reserve – exceeds the extent of dividend payable for the special dividend preference shares determined in accordance with the present section, the other shareholders than the owner of the special dividend preference shares are entitled to freely dispose of the difference, i.e. the right set forth in section 12.7 cannot be exercised regarding the way of using the amount exceeding the dividend payable.

Special dividend preference shares are not embodying voting rights.

Subsections (2) and (3) of section 187 of the Companies Act are not applicable in case of special dividend preference shares.

12.7 The special voting preference share giving veto right ensures veto right for the shareholder being present on the General Meeting against decisions of the General Meeting  
a) concerning payment of dividend,  
b) bound to the prior yes-vote of the simple majority of preference voting shares,  
c) to be passed with thirdquartered majority.

The special voting preference shares ensuring veto is not embodying right for dividend and the issuance thereof does not affect the rights of other shareholders for dividend.

The veto determined in the present section cannot be exercised in case of decisions on  
(i) increase of the share capital of the Company, issuance of transformable bond, bond ensuring right of subscription or other financial instrument in accordance with Act on Investment Enterprises (competence of the General Meeting – section 12.3 c) and I))  
(ii) the Company' shares' entering into or deletion from regulated market in accordance with Capital Market Act (competence of the General Meeting – section 12.3 t)).

Subsection b) of the above new article 12.7 of the Statutes, according to which „The special voting preference share giving veto right ensures veto right for the shareholder being present on the General Meeting against decisions of the General Meeting bound to the prior yes-vote of the simple majority of preference voting shares” enters into effect only if the General Meeting has not transformed the series „B” preference voting shares into series „A” ordinary shares.

2. The General Meeting of the Company decided on the increase of the share capital, which is currently HUF 6,600,001,000, that is Six billion sixhundred million onethousand Hungarian Forints, to HUF 11,215,401,000, that is Eleven billion twohundred fifteen million fourhundred thousand Hungarian Forints. Extent of the increase of share capital: HUF 4,615,400,000, that is Four billion Sixhundredfifteen million fourhundred thousand Hungarian Forints.
3. Method of the increase of the share capital: close issuance of new shares. The capital increase occurs by way of close issuance of



- (i) 46.153.999 pieces, that is Forty six million one hundred and fifty three thousand nine hundred ninety nine pieces of registered dematerialized, serie „C” special dividend preference shares as defined in Section 10 of Act 104 of 2008 on strengthening the stabilisation of the financial intermediary system (hereinafter referred to as Stabilisation Act) with a nominal value of HUF 100, that is One hundred Hungarian forints and an issue value of HUF 30,000,099,350, that is Thirty million ninety nine thousand three hundred fifty Hungarian forints altogether, furthermore,
- (ii) 1 piece of registered, serie „D” special voting preference share giving veto right with a nominal value of HUF 100, that is One hundred Hungarian forints and issue value of HUF 650, that is Six hundred fifty Hungarian forints in accordance with Section 13 of the Stabilisation Act.
4. The difference between the nominal value and the issuance value of the issued share will be placed into the capital reserve of the Company.
5. Considering the preliminary declaration priorly received by the Board of Directors of the Company, the General Meeting appoints the Hungarian State to subscribe all of the series „C” special dividend preference shares and the serie „D” special voting preference share set forth in section 3 of the present resolution.
6. Exercise of the preferential subscription right determined in article 7.7. of the Statutes is excluded pursuant to section 11 paragraph 3 and section 14 paragraph 4 of the Stabilisation Act.
7. The Hungarian State is to provide the Company’s Board of Directors with its declaration on the its obligation of subscription the shares in writing within 8 days from passing the present resolution.
8. The consideration (issue value) of the subscribed shares, i.e. altogether HUF 30,000,100,000 that is Thirty billion one hundred thousand Hungarian forints is to be transferred to the Company’s bank account No. 19017004-00201689 held by the National Bank of Hungary within 8 days from passing the present resolution.

**Yes votes: 31.693.033 (100%)**

**No votes: 0**

**Abstentions: 0**

**Series „B” voting preference shareholders:**

**Yes votes: 8.000.000 (100%)**

**No votes: 0**

**Abstentions: 0**

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### **Agenda No 9**

#### **Authorization of the Board of Directors to acquire treasury shares (in Hungarian: „saját részvény”)**

*Resolution No 12/2009. (28.04)*  
*of the General Meeting*

Pursuant to the provisions of Section 224 of Act 4 of 2006 on the Business Associations („Company Act”) the General Meeting authorizes the Board of Directors to acquire the Company’s own shares (treasury shares, „saját részvény” in Hungarian), subject to the following conditions:

1. Type and number of treasury shares that can be acquired:

- (i) *Serie 'A' ordinary shares, the maximum number of which in total with regard to the same date shall not exceed 25 per cent of the total nominal value of serie 'A' ordinary shares;*
  - (ii) *serie 'C' special dividend preference shares, in total amount, purchasing either in instalments or purchasing the total amount at once.*
2. *Purpose of acquisition of treasury shares:*
  - *In case of serie 'A' ordinary shares, the implementation of the Share Compensation Programme and the business strategy of the Company as planned;*
  - *in case of serie 'C' special dividend preference shares the exercise of call option right provided by the Act 104 of 2008 on the strengthening the stability of the financial intermediary system.*
3. *Method of acquisition of own shares:*
  - *In case of serie 'A' ordinary shares: on the Stock Exchange or on the OTC market, for consideration;*
  - *in case of serie 'C' special dividend preference shares: on the OTC market, for consideration, by the terms and conditions set forth in the Stabilisation Act and the agreement made between the Company and the Hungarian State.*
4. *The minimum and maximum amount of consideration payable for one own share:*
  - *In case of serie 'A' ordinary shares, the minimum purchase price shall be one forint, and the maximum purchase price shall be between 75% and 125% of the average price of the shares weighted by volume of trading on the Stock Exchange over the three months preceding the transaction;*
  - *in case of serie 'C' special dividend preference shares the amount equal to the original issue value of these shares.*
5. *This authorization shall be valid until 30 September, 2010.*
6. *Other conditions of acquisition of own shares shall be governed by the relevant provisions of the Companies Act.*

**Yes votes: 31.693.033 (100%)**

**No votes: 0**

**Abstentions: 0**

**Series „B” voting preference shareholders:**

**Yes votes: 8.000.000 (100%)**

**No votes: 0**

**Abstentions: 0**

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### **Agenda No 10**

#### **Election and decision on the remuneration of the auditor**

*Resolution No 13/2009. (28.04)*  
*of the General Meeting*

1. *The General Meeting elected Ernst & Young Ltd. (registered office: 1132 Budapest, Váci út 20.; Register of Companies number: 01-09-267553; Chamber of Auditors registration number: 001165; HFSA registration number: T-001165/94) as auditor for the 2009 financial year and at the same time accept the appointment of registered auditor of Gabriella Virágh (mother's name: Erzsébet Kiss; residence: 1032 Budapest, Kiscelli utca 74.; Chamber of Auditors number: 004245; HFSA registration number: Ept. 004245/04) as auditor liable in person.*

2. *The mandate of the auditor shall be effective from the successive day of the 2008 Annual General Meeting until the day of the General Meeting concluding the 2009 business year but not later than 31 May 2010.*
3. *The remuneration of the auditor for auditing the Company's Annual Report including the Annual Report prepared according to the Hungarian Accounting Standards and the Annual Report consolidated according to the International Financial Reporting Standards should be HUF 13,235,000 + VAT.*
4. *The General Meeting authorizes the Chief Executive Officer of the Company and the Deputy Chief Executive Officer leading the Controlling and Consolidation Directorate of the Company to conclude the contract with the auditor subject to the above terms and conditions.*

**Yes votes: 28.493.033 (89,90%)      No votes: 0      Abstentions: 3.200.000 (10,10%)**

**Series „B” voting preference shareholders:**

**Yes votes: 8.000.000 (100%)      No votes: 0      Abstentions: 0**

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### **Agenda No 11**

#### **Approval of the Guidelines on Remuneration**

*Resolution No 14/2009. (28.04)*  
*of the General Meeting*

*The General Meeting adopts the amendments of the Guidelines of Remuneration of the Company as set forth in the written proposal.*

**Yes votes: 28.485.788 (89,88%)      No votes: 0      Abstentions: 3.207.245 (10,12%)**

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### **Agenda No 13**

#### **Revocation of members of the Supervisory Board, election of new members (verbal)**

*Resolution No 15/2009. (28.04)*  
*of the General Meeting*

*The General Meeting resolved to elect Csaba LANTOS as of the date of the present resolution, 29 April, 2008, for a period of five years, until 29 April, 2014, as member of the Supervisory Board of Directors with identical remuneration as the other members of the Supervisory Board.*

**Yes votes: 25.389.488 (80,11%)      No votes: 0      Abstentions: 6.303.545 (19,89%)**

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**Agenda No 14**

**Decision on the remuneration of members of the Board of Directors and Supervisory Board**

*Resolution No 16/2009. (28.04)*  
*of the General Meeting*

*The General Meeting approves the proposal of the Board of Directors not to modify the current extent of remuneration of the members of the Board of Directors as well as of the members of the Supervisory Board for the year 2009.*

**Yes votes: 25.255.435 (79,69%)**

**No votes: 0**

**Abstentions: 6.437.598 (20,31%)**

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**Agenda No 15**

**Acceptance of the Report on Corporate Governance**

*Resolution No 17/2009. (28.04)*  
*of the General Meeting*

*The General Meeting approved the Corporate Governance Report of the Company as set forth in the written proposal.*

**Yes votes: 28.493.033 (89,90%)**

**No votes: 0**

**Abstentions: 3.200.000 (10,10%)**

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**Agenda No 16**

**Approval of the amendment of the Rules of Procedure of the Supervisory Board**

*Resolution No 18/2009. (28.04)*  
*of the General Meeting*

*The General Meeting approved the Rules of Procedures of the Supervisory Board with the amendments contained in the written proposal.*

**Yes votes: 31.693.033 (100%)**

**No votes: 0**

**Abstentions: 0**

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