

ANNOUNCEMENT

FHB Mortgage Bank Co. Plc (seat: H-1082 Budapest, Üllői út 48., registered No.: 01-10-043638, hereinafter: "Company") hereby informs its shareholders on the resolutions of the Annual General Shareholder's Meeting („General Meeting”) held on 24 April 2013, 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.

At the date of the General Meeting the total amount of the series "A" ordinary shares embodying voting rights was 66 000 010 pieces. At the date of the General Meeting the Company owned 53 601 pieces of series "A" ordinary shares (treasury shares). Consequently, 65 946 409 pieces of series "A" ordinary shares as voting shares could be taken into account at the General Meeting. The amount of the series "A" voting ordinary shares attending at the General Meeting was 38 439 714 pieces.

In the course of the decision making the results were rounded to three decimals. Votes qualified to be not given were displayed against the amount of the series "A" voting ordinary shares attending at the General Meeting.

The summary of the procedural resolutions are as follows:

- The General Meeting unanimously elected with its resolution No. 1/2013 (24.04) the officers of the General Meeting.
- The General Meeting decided with its resolution No. 2/2013 (24.04) 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.

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

Agenda item No. 1-4

1. **Report of the Board of Directors on the business activities, financial position, business policy and management of the Company in the year 2012**
2. **Report of the Supervisory Board on the financial reports of the Company on the year 2012 in accordance with Hungarian accounting standards („HAS”) and International Financial Reporting Standards („IFRS”) (consolidated)**
3. **Report of the Auditor on the financial reports of the Company on the year 2012 in accordance with Hungarian accounting standards („HAS”) and International Financial Reporting Standards („IFRS”) (consolidated)**
4. **Acceptance of the**
 - i. **business report,**
 - ii. **financial statements (balance sheet report, profit and loss account, additional notes) of the Company as a bank as prescribed by the Hungarian accounting standards,**
 - iii. **decision on the utilization of the after tax profit,****furthermore, the consolidated**
 - i. **business report,**
 - ii. **financial statement according to the International Financial Reporting Standards for the year 2012**

Resolution No. 3/2013 (24.04) of the General Meeting

- a.i. *The General Meeting accepts the Company's Business Report on the year 2012 in accordance with the Hungarian Accounting Standards.*
- a.ii. *The General Meeting accepts the Company's Accounts (Balance Sheet, Profit/Loss Statement and Notes to Account) on the year 2012 in accordance with the Hungarian Accounting Standards.*

The General Meeting establishes the Company's

- *balance sheet total in* **HUF 647.790 million**
- *after tax profit in* **HUF 1.814 million**
- *balance sheet result in* **HUF 1.633 million**

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

- dividend shall not be paid on series „A” shares after year 2012.
- the 2012 balance sheet result 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 („IFRS”) on the year 2012.

b.ii. The General Meeting accepts the Company's Consolidated Accounts in accordance with the International Financial Reporting Standards („IFRS”) on the year 2012.

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

- consolidated balance sheet total in **HUF 752.625 million**
- consolidated after tax result in **HUF -4.464 million**

Yes votes:	38 394 662	100.000 %
No votes:	0	0 %
Abstentions:	0	0 %
Not given:	45 052	0.117 %

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Agenda item No. 5

Report of the Supervisory Board on the fulfilment of conditions of the Share Remuneration Programme of the Management in 2012

Resolution No. 4/2013 (24.04) of the General Meeting

The General Meeting acknowledges the report on the fulfilment of the conditions of the approved Share Remuneration Programme of the Management for the year 2012 designed to increase the market price of the Company's shares.

Yes votes:	38 394 662	100.000 %
No votes:	0	0 %
Abstentions:	0	0 %
Not given:	45 052	0.117 %

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Agenda item No. 6

Presentation on the business plan of the Company for the year 2013

Resolution No. 5/2013 (24.04) of the General Meeting

The General Meeting approves the report about the Company's business plan for the year 2013.

Yes votes:	26 813 167	100.000 %
No votes:	0	0 %
Abstentions:	0	0 %
Not given:	11 626 547	30.246 %

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Agenda item No. 7.
Amendment of the remuneration policy

Resolution No. 6/2013 (24.04) of the General Meeting

1. *The General Meeting approved the Remuneration Guidelines of the Company as set forth in the written proposal.*
2. *The General Meeting repealed the Remuneration Guidelines accepted by Resolution No. 7/2011 (20.04.) of the General Meeting by this date.*

Yes votes:	38 394 662	100.000 %
No votes:	0	0 %
Abstentions:	0	0 %
Not given:	45 052	0.117 %

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Agenda item No. 8

Decision on the conditions of the Share Remuneration Programme of the Management for the years 2013-2014

Resolution No. 7/2013 (24.04) of the General Meeting

In order to increase the market price of the shares of the FHB Mortgage Bank Co. Plc ("Company"), the General Meeting sets a Share Option Programme ("Programme"), under the following terms and conditions:

1. *The term of the Programme is: 2 years (Remuneration within the framework of the Programme relates to the 2013 and 2014 business years)*
2. *Type of shares available for option: Series "A" ordinary shares with face value at HUF 100, issued by the Company.*
3. *Method of granting: the Company grants option right on shares to entitled parties.*
4. *Price of drawing the option is: 25% of the average price on the Budapest Stock Exchange between 1 January of the subject year and the date of the General Meeting closing the subject business year weighted by the turnover.*
5. *The date of becoming entitled to draw the option: the date of the General Meeting closing the subject business year.*
6. *Eligible persons and the number of shares/options available for grant purposes:*
 - *The value of the maximum entitlement of each of the Chairman of the Board of Directors, the Chief Executive Officers and Deputy Chief Executive Officers of the Company is a package of shares with total face value at HUF 1,600,000 (or maximum 16,000 shares/person),*
 - *The value of the maximum entitlement of each non-executive member of the Board of Directors of the Company is a package of shares with total face value at HUF 800,000 (or maximum 8,000 shares/person),*
 - *the entitlement can be – or in case of an obligatory legal rule shall be - extended to the senior managers of the FHB Banking Group (maximum 30); the value of the maximum entitlement of such managers is a package of shares with total face value at HUF 900,000 based on individual performance evaluation.**(The number of shares/options to be used for Programme purposes may not be higher than 300,000 per year and 600,000 per Programme).*
7. *The conditions of granting:*

Shares/options may be granted on condition that the performance of the FHB Banking Group as consolidated under the International Financial Reporting Standards (IFRS) reaches the targets set by this Programme in respect of at least three of the ratios described in detail below, with all of the ratios consolidated and with the impacts of the Programme taken into account.

Financial ratios:

Increase of equity capital: minimum 10%, with the proviso that bonds representing non-subordinated loan capital shall be excluded from the calculation of the ratio.

Increase of the ratio of non-performing loans: the ratio of the increase of non-performing loans within the overall loan portfolio in the end of the respective year does not exceed 25 per cent compared to the previous year

Average return on equity (ROE): ratio of average ROE calculated for the respective year – banking surtax to be excluded - exceeds minimum 8 per cent

Average return on assets (ROA): ratio of average ROA calculated for the respective year – banking surtax to be excluded - exceeds minimum 0.6 per cent

(To be calculated on the basis of annual consolidated IFRS report.)

The Supervisory Board shall inform the General Meeting about the respective yearly fulfillment of the terms of the Programme. If at least three of the performance ratios specified above are achieved (with all of the ratios taken together), the non-executive members of the Board of Directors can exercise their option under the terms of the Programme. The performance of the Chief Executive Officers and the Deputy Chief Executive Officers is to be evaluated by the Chairman of the Board of Directors. The individual performance evaluations must be performed in compliance with the policy adopted by the Supervisory Board.

8. An additional term of granting the share option shall be that the entitled person may exercise his/her option in the period of 3 (three) years in a manner that in the year of becoming entitled he/she shall be entitled to draw maximum 60% of the option, and one year after firstly becoming entitled to draw, he/she shall be entitled to draw additional 20% at maximum, and after another year, he /she shall be entitled to draw the 20% of the option left.
9. In the event the legal or employment relationship of an entitled party terminates before the date such party may exercise the right to take receipt of the shares earned, such party shall also lose the right to participate in the program as an individual. Any deviation from this rule requires a separate resolution to that effect by the Board of Directors, which the Board of Directors may pass upon grounds set in an explanation attached to a separate proposal submitted to it.
10. The General Meeting asks the Board of Directors of the Company to determine the detailed rules of the Programme till 30 September 2013 at the latest by taking the Resolution of the General Meeting into consideration. The General Meeting calls upon the Supervisory Board to check the compliance between the policy establishing the detailed rules of the Programme as set forth by the Board of Directors and this resolution of the General Meeting, and furthermore to inform the General Meeting about the fulfillment of the terms of the Programme yearly.

Yes votes:	38 394 126	99,999%
No votes:	0	0%
Abstentions:	536	0,001%
Not given:	45 052	0,117%

Agenda item No. 9

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

Resolution No. 8/2013 (24.04) of the General Meeting

Pursuant to the provisions of Section 224 of Act 4 of 2006 on the Business Associations („Companies 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:
 - Series ‘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 series ‘A’ ordinary shares.
2. Purpose of acquisition of treasury shares:
 - Implementation of the Share Option Programme and the business strategy of the Company as planned.

3. *Method of acquisition of own shares:*
 - *On the Budapest Stock Exchange or on the OTC market, for consideration.*
4. *The minimum and maximum amount of consideration payable for one own share:*
 - *The minimum purchase price shall be HUF 1,- that is One Hungarian forint, while the maximum purchase price shall be 125% of the average price of the shares weighted by volume of trading on the Budapest Stock Exchange over the one month preceding the transaction.*
5. *This authorization shall be valid until 30 September, 2014.*
6. *Other conditions of acquisition of own shares shall be governed by the relevant provisions of the Companies Act.*

Yes votes:	38 394 662	100.000 %
No votes:	0	0 %
Abstentions:	0	0 %
Not given:	45 052	0.117 %

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Agenda item No. 10
Authorization of the Board of Directors to increase the Company's registered capital

Resolution No. 9/2013 (24.04) of the General Meeting

The General Meeting authorizes, upon basis of section 252 of the Act IV of 2006 on Business Associations („Companies Act”), and on article 7.3 of the Statutes of the Company, the Board of Directors to increase the registered capital of the Company subject to the following conditions:

1. *Based upon the present resolution, the Board of Directors may increase the registered capital of the Company with a maximum amount equal to 15 per cent of the actual registered capital of the Company at the date of the decision of the Board of Directors on the capital increase, but - at par value - with a maximum amount of HUF 1,000,000,000, that is One billion Hungarian forints.*
2. *The present authorization is valid for a definite period of time of two years from the date of the present resolution, and can be renewed by the resolution of the General Meeting.*
3. *The present authorization covers all varieties and methods of increasing of registered capital, as set out in section 248 subsection (1) and (2) of the Companies Act.*
4. *Regarding issues does not affected by the present resolution the regulations of the Statutes of the Company, of the Companies Act and of other applicable legal regulations shall prevail.*

Yes votes:	38 389 662	100.000 %
No votes:	0	0 %
Abstentions:	0	0 %
Not given:	50 052	0.130 %

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Agenda item No. 11
Election and decision on the remuneration of the auditor

Resolution No. 10/2013 (24.04) of the General Meeting

1. *The General Meeting elects Deloitte Könyvvizsgáló és Tanácsadó Korlátolt Felelősségű Társaság (in English: Deloitte Audit and Advisory Limited Liability Company) (registered office: 1068 Budapest, Dózsa György út 84/C.; registration number of the Company: 01-09-071057; registration number at the Chamber of Auditors: 000083; HFSA registration number: T-000083/94) as an auditor in respect of the audit of the financial year of 2013, and at the same time accept the appointment of registered auditor of Tamás HORVÁTH (mother's name: Veronika GRÓSZ; place and date of birth: Budapest, 08.03.1969; home address: 1029 Budapest, Ördögárok u. 100.;*

registration number at the Chamber of Auditors: 003449; HFSA registration number: E003449) as auditor liable in person. In case Tamás Horváth as appointed person would be unable to perform his duties as appointed auditor due to permanent absence, the General Meeting accepts the appointment of Zoltán NAGY (mother's name: Erzsébet SZILÁGYI; place and date of birth: Miskolc, 30.12.1969; home address: 3000 Hatvan, Görgey u. 32.; registration number at the Chamber of Auditors: 005027; HFSA registration number: E005027/2000) as deputy auditor.

2. The mandate of the auditor shall be effective from the subsequent day of the 2013 Annual General Meeting until the day of the General Meeting concluding the 2013 business year but not later than 31 May 2014.
3. The remuneration of the auditor for auditing the Company's Annual Financial Statements including the Annual Financial Statements prepared according to the Hungarian Financial Standards and the Annual Financial Statements consolidated according to the International Financial Reporting Standards shall be HUF 11,500,000 + VAT for the year 2013.
4. The General Meeting authorizes the Board of Directors of the Company to conclude the contract with the auditor subject to the above terms and conditions.

Yes votes:	38 394 662	100.000 %
No votes:	0	0 %
Abstentions:	0	0 %
Not given:	45 052	0.117 %

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Agenda item No. 12
Election of members of the Board of Directors (verbal proposal)

Resolution No. 11/2013 (24.04) of the General Meeting

The General Meeting resolved to elect Dr. Zoltán Spéder (mother's name: Anna Boller) for a five year period from 30 April, 2013 until 29 April, 2018, as an external member of the Board of Directors with remuneration applicable to the members of the Board of Directors resolved at the Company

Yes votes:	33 669 829	87.694 %
No votes:	0	0 %
Abstentions:	4 724 833	12.306 %
Not given:	45 052	0.117 %

Resolution No. 12/2013 (24.04) of the General Meeting

The General Meeting resolved to elect Dr. Christian Riener (mother's name: Roswitha Ellinger) for a five year period from 30 April, 2013 until 29 April, 2018, as an external member of the Board of Directors with remuneration applicable to the members of the Board of Directors resolved at the Company

Yes votes:	33 664 829	87.692 %
No votes:	0	0 %
Abstentions:	4 724 833	12.308 %
Not given:	50 052	0.130 %

Resolution No. 13/2013 (24.04) of the General Meeting

The General Meeting resolved to elect Gyula Köbli (mother's name: Judit Horváth) for a five year period from 30 April, 2013 until 29 April, 2018, as an internal member of the Board of Directors with remuneration applicable to the members of the Board of Directors resolved at the Company

In the same time, upon basis of section 25 subsection 1 of the Act IV of 2006 on Business Associations, the General Meeting grants its permission to Gyula Köbli to hold position in the Board of Directors of FHB Bank Ltd. and FHB Real Estate Leasing Ltd.

Yes votes:	33 669 829	87.694 %
No votes:	0	0 %
Abstentions:	4 724 833	12.306 %
Not given:	45 052	0.117 %

Resolution No. 14/2013 (24.04) of the General Meeting

The General Meeting resolved to elect Tamás Foltányi (mother's name: Zsuzsanna Guttenberger) for a five year period from 30 April, 2013 until 29 April, 2018, as an internal member of the Board of Directors with remuneration applicable to the members of the Board of Directors resolved at the Company

In the same time, upon basis of section 25 subsection 1 of the Act IV of 2006 on Business Associations, the General Meeting grants its permission to Tamás Foltányi to hold position in the Board of Directors of FHB Bank Ltd.

Yes votes:	33 669 829	87.694 %
No votes:	0	0 %
Abstentions:	4 724 833	12.306 %
Not given:	45 052	0.117 %

Resolution No. 15/2013 (24.04) of the General Meeting

The General Meeting resolved to elect Gabriella Balogh (mother's name: Mária Baranyai) for a five year period from 30 April, 2013 until 29 April, 2018, as an external member of the Board of Directors with remuneration applicable to the members of the Board of Directors resolved at the Company

In the same time, upon basis of section 25 subsection 1 of the Act IV of 2006 on Business Associations, the General Meeting grants its permission to Gabriella Balogh to hold position in the Board of Directors of FHB Bank Ltd.

Yes votes:	33 669 829	87.694 %
No votes:	0	0 %
Abstentions:	4 724 833	12.306 %
Not given:	45 052	0.117 %

Resolution No. 16/2013 (24.04) of the General Meeting

The General Meeting resolved to elect Gábor Gergő Soltész (mother's name: Márta Ivános) for a five year period from 30 April, 2013 until 29 April, 2018, as an internal member of the Board of Directors with remuneration applicable to the members of the Board of Directors resolved at the Company

In the same time, upon basis of section 25 subsection 1 of the Act IV of 2006 on Business Associations, the General Meeting grants its permission to Gábor Gergő Soltész to hold position in the Board of Directors of FHB Bank Ltd. and FHB Real Estate Leasing Ltd.

Yes votes:	33 669 829	87.694 %
No votes:	0	0 %
Abstentions:	4 724 833	12.306 %
Not given:	45 052	0.117 %

Resolution No. 17/2013 (24.04) of the General Meeting

The General Meeting resolved to elect Ákos Starcz (mother's name: Erzsébet Hegyháti) for a five year period from 30 April, 2013 until 29 April, 2018, as an external member of the Board of Directors with remuneration applicable to the members of the Board of Directors resolved at the Company

Yes votes:	33 669 829	87.694 %
No votes:	0	0 %
Abstentions:	4 724 833	12.306 %
Not given:	45 052	0.117 %

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Agenda item No. 13
Election of members of the Supervisory Board (verbal proposal)

Resolution No. 18/2013 (24.04) of the General Meeting

The General Meeting resolved to elect Tibor Kádár (mother's name: Rozália Ruzsás) for a five year period from 30 April, 2013 until 29 April, 2018, as a member of the Supervisory Board with identical remuneration as the other members of the Supervisory Board.

Yes votes:	33 653 866	87.652 %
No votes:	0	0 %
Abstentions:	4 740 796	12.348 %
Not given:	45 052	0.117 %

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Agenda item No. 14
Decision on the remuneration of members of the Board of Directors and the Supervisory Board

Resolution No. 19/2013 (24.04) of the General Meeting

The General Meeting determines the remuneration of the chairman and the members of the Board of Directors as well as of the chairman and the members of the Supervisory Board in the amount equal to the remuneration determined in the year 2012 for the year 2013.

Yes votes:	38 394 662	100.000 %
No votes:	0	0 %
Abstentions:	0	0 %
Not given:	45 052	0.117 %

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Agenda item No. 15
Acceptance of the Report on Corporate Governance

Resolution No. 20/2013 (24.04) of the General Meeting

The General Meeting approved the Corporate Governance Report of the Company for year 2012 as set forth in the written proposal.

Yes votes:	38 394 662	100.000 %
No votes:	0	0 %
Abstentions:	0	0 %
Not given:	45 052	0.117 %

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Agenda item No. 16
Amendment of the Rules of Procedure of the Supervisory Board

Resolution No. 21/2013 (24.04) of the General Meeting

The General Meeting approved the amendment of the Rules of Procedure of the Company's Supervisory Board as set forth in the written proposal.

Yes votes:	38 394 662	100.000 %
No votes:	0	0 %
Abstentions:	0	0 %
Not given:	45 052	0.117 %

Agenda item No. 17.
Miscellaneous

No resolution has been passed by the General Meeting under this item of the Agenda.

FHB Mortgage Bank Co. Plc