

**ANNOUNCEMENT
ON INVITATION TO ANNUAL GENERAL MEETING**

FHB Mortgage Bank Co Plc. (registered seat: H-1082 Budapest, Üllői út 82.; registration No.: 01-10-043638; registered by the Metropolitan Court as Court of Registration; 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 respective resolution on its meeting of 26 March 2014 on calling the Annual Regular General Shareholder's Meeting (hereinafter referred to as General Meeting) of the Company.

The Board of Directors hereby calls the General Meeting as follows:

Date and time of the General Meeting:

28 April 2014 (Monday), 10.00 a.m. CET.

Registration for the General Meeting starts at 8.30 a.m. CET. 28 April 2014 (Monday)

Venue of the General Meeting:

Danubius Hotel Gellért
(H-1111 Budapest, Szent Gellért tér 1.)

Agenda of the General Meeting:

1. Report of the Board of Directors on the business activities, financial position, business policy and management of the Company in the year 2013
2. Report of the Supervisory Board on the financial reports of the Company on the year 2013 in accordance with Hungarian accounting standards and International Financial Reporting Standards („IFRS”) (consolidated)
3. Report of the Auditor on the financial reports of the Company on the year 2013 in accordance with Hungarian accounting standards 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 2013
5. Report of the Supervisory Board on the fulfilment of conditions of the Share Remuneration Programme of the Management in 2013
6. Presentation by the Board of Directors on the business plan of the Company for the year 2014 (verbal proposal)
7. Amendment of the Statutes of the Company, decision on the operation in accordance with Act V of 2013 („new Civil Code”)
8. Amendment of the remuneration policy
9. Authorization of the Board of Directors to acquire own shares (in Hungarian: „saját részvény”)
10. Authorization of the Board of Directors to increase the Company's registered capital
11. Election and decision on the remuneration of the auditor
12. Election of members of the Board of Directors (verbal proposal)
13. Election of members of the Supervisory Board (verbal proposal)
14. Election of the members of the Audit Committee
15. Decision on the remuneration of members of the Board of Directors and the Supervisory Board
16. Acceptance of the Report on Corporate Governance
17. Approval of the Rules of Procedure of the Supervisory Board
18. Miscellaneous

Method of holding the General Meeting

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

Requirements for exercising voting rights as set out in the Statutes

- A Pursuant to Article 12.1 of the Statutes 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 Each shareholder can exercise his/her shareholder's rights attached to the respective shares on the General Meeting only in case he/she is the 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) and in the Rules of the Central Clearing House and Depository (Budapest) Ltd. (hereinafter referred to as KELER Zrt.), and whose name is registered – as at 18.00 p.m. CET on the second working day preceding the commencement date of the General Meeting (the closure of the register of shareholders) – in the register of shareholders.
- C The Company requests KELER Zrt. to conduct an identification procedure as specified in the Capital Markets Act on the date of the General Meeting as a corporate event. The effective date of the identification procedure will be **18 April 2014**, while the closing time of the register of shareholders is **18.00 p.m. on 24 April 2014 CET**. Rules of the identification procedure are set out in the up-to-date version of the internal general regulations 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 it registers the data into the register of the shareholders according to the result of the identification procedure, then 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 The closure of the register of shareholders does not limit the right of any shareholder being entered therein to transfer his/her 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 at the General Meeting and to exercise his/her rights attached to his/her shares.
- F Each 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 at the General Meeting in person, through a proxy (representative), or a person (nominee) authorized by the shareholder, as set out in the Capital Markets Act. Any member of the Board of Directors, any member of the Supervisory Board and any senior employee of the Company may be representative only in case he/she is instructed as representative by an unambiguous written instruction on voting on each proposal for resolution given by the respective shareholder. The Auditor and the Coverage Supervisor of the Company may not be authorized representatives. The authorization for representation shall be valid for one general meeting, or for a definite term not exceeding 12 (twelve) 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. In case of shareholders other than natural persons, powers of representation of the person(s) signing the power of attorney or representing the shareholder at the general meeting shall be certified by the presentation of appropriate original documents issued by a public register or authority (e.g. certificate of incorporation) and by an original version or by a copy certified by a public notary of an authentic statement of signature (certified by a notarial act of a public notary) or a signature specimen countersigned by an attorney-at-law. If the certification of the power of representation is prepared in any language other than Hungarian a certified Hungarian translation thereof shall be attached.

The shareholder may also appoint a proxy to represent him/her at the General Meeting by returning the form as contained in Annex 1 or Annex 2 of the Statutes of the Company and sent – in case of expressed request of the shareholder - by the Company electronically or by mail. The form shall be returned to the Company 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

such authorization is made abroad, the form of the authorization is to be complied with legal regulations on certification or re-certification of documents made abroad.

- G Each shareholder has the right to participate in, request information and to make remarks on the General Meeting. The Board of Directors may refuse to provide information if it would violate any bank and/or business secret of the Company. Shareholders are entitled to make proposals and to exercise their voting rights provided by their shares. Shareholders holding at least 1% (one percent) of the votes are entitled to request that the Board of Directors put an item on the agenda of the General Meeting. Such a request must be submitted in writing within 8 (eight) days from the announcement of the convocation of the General Meeting, with the cause stipulated therein.
- H Provided that the requirements of attending 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 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 being 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 does not have a quorum, the Company will hold the repeated general meeting convened by the present Announcement on the venue of the original General Meeting on **28 April 2014 (Monday) at 11.00 a.m. CET**. 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. Separate registration is required for the repeated general meeting, which starts at 28 April 2014 at 10.00 a.m. CET.

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 21 (twenty-one) 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 Central Bank (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. (H-1074 Budapest, Rákóczi út 70-72., R-70 Irodaház).

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