

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 26 April 2017, 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, the amount of the series "C" ordinary shares embodying voting rights was 2,832,686 pieces, thus the total amount of the shares embodying voting rights was 68,832,696 pieces. After passing resolution nr. 3/2017. (26.04.) the "B" series preferential shares became voting shares, thus the total amount of the shares embodying voting rights was 82,996,126 pieces. At the date of the General Meeting the Company owned 253,601 pieces of series "A" ordinary shares (treasury shares). According to the limitation of voting rights set out in point 12.1.2 of the Statutes, in the course of setting the quorum and voting only 11,401,247 pieces of votes of members of the Credit Cooperatives Integration as group of shareholders could be taken into account. Based on this, number of votes attached to series "A", "B" and "C" voting shares was 45,604,988 pieces, and the number of votes attached to voting shares of shareholders present at the General Meeting was 24,061,783 pieces, than after passing resolution nr. 3/2017.(26.04.) 24,056,723 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 elected with its resolution No. 1/2017 (26.04) the officers of the General Meeting.
- The General Meeting decided with its resolution No. 2/2017 (26.04) 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 2016**
2. **Report of the Supervisory Board on the financial reports of the Company on the year 2016 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 2016 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 2016**

Resolution nr. 3/2017. (26.04.) 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 2016.

a.ii. The General Meeting accepts the Company's Accounts (Balance Sheet, Profit/Loss Statement and Notes to Account) on the year 2016.

The General Meeting establishes the Company's

- balance sheet total in	HUF 333,391 million,
- after tax profit (loss)	HUF -6,532 million,
- balance sheet profit (loss)	HUF -6,532 million.

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

- Dividend shall not be paid on series „A” shares after year 2016.
- Dividend shall not be paid on series „B” shares after year 2016.
- Dividend shall not be paid on series „C” shares after year 2016.
- The 2016 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 2016.

b.ii. The General Meeting accepts the Company's Consolidated Accounts in accordance with the International Financial Standards on the year 2016.

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 593,404 million,
- consolidated after tax profit (loss) in	HUF -15,502 million.

The number of the votes validly cast was 24,056,723 which represent 14.493% of the share capital.

Yes votes:	23,420,450	97.355%
No votes:	635,052	2.640%
Abstentions:	1,221	0.005%
Not given:	0	

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Agenda item No. 5

Acceptance of the Report on Corporate Governance

Resolution nr. 4/2017. (26.04.) of the General Meeting

The General Meeting approved the Corporate Governance Report of the Company for year 2016 as set forth in the written proposal related to this item of the agenda.

The number of the votes validly cast was 23,381,976 which represent 14.493% of the share capital.

Yes votes:	23,381,976	97.195%
No votes:	0	0%
Abstentions:	0	0%
Not given:	674,747	2,805%

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Agenda item No. 6**Decision on the granting of discharge of liability for the executive officers considering the suitability of their activity performed in the business year of 2016**Resolution nr. 5/2017. (26.04.) of the General Meeting

The General Meeting on the basis of the proposal of the Board of Directors does not issue a discharge of liability to acknowledge the executive officers' management activities during the financial year of 2016.

The number of the votes validly cast was 24,056,703 which represent 14.493% of the share capital.

Yes votes:	24,037,540	99.920%
No votes:	0	0%
Abstentions:	19,163	0,08%
Not given:	20	

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Agenda item No. 7.**Report of the Supervisory Board on the fulfilment of conditions of the Share Option Programme of the Management in 2016**Resolution nr. 7/2017. (26.04.) 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 2016 designed to increase the market price of the Company's shares.

The number of the votes validly cast was 24,056,723 which represent 14.493% of the share capital.

Yes votes:	24,056,723	100%
No votes:	0	0%
Abstentions:	0	0%
Not given:	0	

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Agenda item No. 8**Amendment of the Statutes of the Company**Resolution nr. 8/2017. (26.04.) of the General Meeting

- The General Meeting (the "General Meeting") of FHB Mortgage Bank Co. Plc. (the "Company") amends the Statutes of the Company in accordance with the stipulations specified in the submission put forward by the Board of Directors, with the content determined in Articles 2-80 of this resolution.*
- The General Meeting resolves that the Preamble of the Statutes shall read as follows:*

"FHB Mortgage Bank Co. Plc. (hereinafter as: the Company), as a member of the Integration Organization of the Cooperative Credit Institutions (hereinafter as: the Integration Organization) and as a shareholder of the Bank of Hungarian Savings Co-operatives Pte. Ltd. (hereinafter as: the Savings Bank or the Central Bank), pursues its activities as a cooperative credit institution, as defined in Act CXXXV of 2013 on the Integration of Cooperative Credit Institutions and on the Amendment of Certain Statutes Related to Matters of Economy (hereinafter as: the Integration Act), in accordance with the provisions of its operating license.

The Integration Organization, the Central Bank (hereinafter collectively as: central bodies) and the cooperative credit institutions (hence, the Company as well) and the cooperative companies defined under the decision of the National Bank of Hungary (hereinafter as: the Supervisory Authority or the National Bank of Hungary) are subject to joint supervision.

For matters not regulated under these Statutes, the provisions of the Integration Act, Act CCXXXVII of 2013 on Credit Institutions and Financial Enterprises (hereinafter as: the Credit Institutions Act), Act CXX of 2001 on the Capital Market (hereinafter as: the Capital Market Act), Act XXX of 1997 on Mortgage Banks and Mortgage Bonds (hereinafter as: the Mortgage Banks Act), and Act V of 2013 on the Civil Code (hereinafter as: the Civil Code) shall be applied.”

3. *The General Meeting resolves that the title preceding Article 1 of the Statutes shall read as follows:*

“CORPORATE NAME, REGISTERED OFFICE AND SCOPE OF ACTIVITIES OF THE COMPANY”

4. *The General Meeting resolves that Article 3 of the Statutes shall read as follows:*

“3 Type of the Company:

The Company operates as a public company limited by shares, that is, its shares are partially or wholly offered to the public and are traded on the stock exchange.

According to its position taken among financial institutions, the Company is a mortgage credit institution, as specialized credit institution.”

5. *The General Meeting resolves that Article 4.1 of the Statutes shall read as follows:*

“4.1 The Company shall perform its financial service activities as per Article 3(1) of the Credit Institutions Act and the auxiliary financial services as per Article 3(2) of the Credit Institutions Act, as well as its activities as per Article 7(3) of the Credit Institutions Act in line with and subject to the conditions stipulated under the Credit Institutions Act, the Investment Services Act, the Mortgage Banks Act and the other legislation related to financial service activities, based on the license granted by the Supervisory Authority.”

6. *The General Meeting resolves that Article 4.2 of the Statutes shall read as follows:*

“4.2 The activity (activities) of the Company carried out in HUF and/or foreign exchange, in line with Resolution no. 345/1998 of the Supervisory Authority, is/are as follows:

Core activity:

6492'08 Other lending

Within the above sphere of activities the Company carries out exclusively the following activities pursuant to Article 3 of Act XXX of 1997 on the Mortgage Banks and Mortgage Bonds, namely:

- acceptance of repayable liquid assets from the public, not including deposit collection,
- provision of cash loan secured by mortgage established on a real property located on the territory of Hungary or a member state of the EEA,
- provision of loans without the stipulation of mortgage in the case of assumption of joint and several suretyship by the state,
- assumption of suretyship and bank guarantee, and other banker's commitments.

Other business:

6499'08 Other financial mediation not included elsewhere, namely:

- trading activities in respect of foreign exchange swap transactions serving to cover the exchange risk of interest rate swap transactions and the foreign exchange sources thereof.

6619'08 Other activities auxiliary to financial services”

7. *The General Meeting resolves that the title preceding Article 7 of the Statutes shall read as follows:*

“REGISTERED CAPITAL AND SHARES OF THE COMPANY, THE RIGHTS AND OBLIGATIONS OF THE SHAREHOLDERS”

8. *The General Meeting resolves that Article 7.5 of the Statutes shall read as follows:*

“7.5 In the course of raising the Company’s registered capital by cash contribution, the shareholders of the Company (and, within those, first of all the shareholders possessing shares belonging to the same share series as the newly issued shares) followed by the owners of convertible bonds shall have preferential subscription rights specified in the resolution of the General Meeting; in the case of a capital raise implemented within the competence sphere of the Board of Directors, these conditions are specified in the resolution issued by the Board of Directors.

Through the channels determined in the Statutes the Company shall inform the shareholders and holders of convertible bonds of the possibility and way of exercising the preferential rights to receive the shares including the nominal value and par value of shares that can be obtained in this fashion, as well as of the first and last day of the fifteen days period available to exercise such rights.

Upon the written proposal of the Board of Directors, the General Meeting may, however, exclude or restrict the exercising of the preferential subscription right. The reasons for the motion aimed at the exclusion of the preferential subscription right, as well as the planned issue value of the shares shall be indicated in the proposal. The Board of Directors shall put the discussion of the proposal on the agenda in the invitation convening the General Meeting, as part of the item on the agenda concerning the increase of the registered capital, but prior to that. The General Meeting may not adopt a valid resolution on the increase of the registered capital unless a decision is made on the matter of exclusion or restriction of the exercising of the preferential subscription right. The Board of Directors shall make sure that the resolution of the General Meeting is submitted to the Court of Registration and at the same time is published in the places of publication specified in the Statutes.”

9. *The General Meeting resolves that Article 9.2 of the Statutes shall read as follows:*

“9.2 The Company shall keep a register of shareholders in accordance with the currently effective legislation, these Statutes and the applicable internal regulations. The owner’s quality of shareholders is certified by the entry in the register of shareholders of the Company; accordingly, a shareholder may exercise its shareholder’s rights towards the Company only if it has been entered in the register of shareholders. The register of shareholders shall be kept by the Board of Directors and the Board of Directors has the right to commission the person(s) defined by law to keep the register of shareholders, in which case the fact of commissioning and the personal data of the commissioned person must be published.”

10. *The General Meeting resolves that Article 9.3 of the Statutes shall read as follows:*

“9.3 The Company shall keep the register of shareholders according to the relevant provisions of the Civil Code and the Capital Market Act.”

11. *The General Meeting resolves that Article 9.4 of the Statutes shall read as follows:*

“9.4 The Board of Directors of the Company, or its agent appointed in accordance with the legal rules applicable to securities, shall keep a register of shareholders, which contains at least the following data:

- name of shareholders and/or their proxies (nominees), as well as address, mother’s name and citizenship in the case of natural persons, and registered office in the case of legal entities (e.g. business associations) and individual undertakings;
- if a share has several holders, data of holders and the joint representative;
- number of shares of shareholders in a breakdown by share series, the ratio of their ownership share;
- securities code, as well as series and nominal value of shares;
- type of shares;
- date of entry of the share purchase in the register of shareholders;
- date of withdrawal and destruction (cancellation) of shares;
- file number and date of the supervisory decision related to the acquisition of ownership, if it is required for acquisition of ownership.

In an annex to the register of shareholders, the Board of Directors or its proxy as per the applicable legislation shall keep the data identifying the indirect holding (ownership) of all owners having at least five percent in the Company, calculated according to the provisions of Annex no. 3 of the Credit Institutions Act. The owner holding or acquiring at least five percent ownership interest in the Company must notify the Company of its indirect ownership held in the Company, as well as of any changes thereof, and shall simultaneously also disclose data suitable for identification. The voting right of the shareholder who fails to fulfil its above notification obligation shall be suspended by the Supervisory Authority until the obligation is fulfilled.”

12. *The General Meeting resolves that Article 9.6 of the Statutes of the Company shall read as follows:*

“9.6 Any shareholder entered in the register of shareholders of the Company is obliged to notify the Board of Directors within 30 days in writing of any change in their data registered in the register of shareholders.”

13. *The General Meeting resolves that Article 9.8 of the Statutes shall read as follows:*

“9.8 The Company accepts the proprietary deposit certificate issued by the KELER Central Depository Ltd (“KELER Ltd”), as place of deposit and the securities account extract issued by KELER Zrt. for an appropriate date as certificate of the ownership of the share.”

14. *The General Meeting resolves that Article 10.1.3 of the Statutes shall read as follows:*

“10.1.3 The provisions of the Capital Markets Act and the Credit Institutions Act shall apply to the acquisition of influence in the Company.”

15. *The General Meeting resolves that Article 10.2.1 of the Statutes shall read as follows:*

“10.2.1 Shareholders are entitled to exercise their shareholders’ rights in possession of the holder’s certificate defined in the provisions of legal rules applicable to shares and securities. A holder’s certificate is not required for exercising the shareholders’ rights in cases where eligibility is established through the shareholder’s verification under the Capital Markets Act and in compliance with the provisions of the Statutes. In addition to the foregoing, compliance with Article 12.1 is also required for exercising the rights of shareholders in connection with the General Meeting.”

16. *The General Meeting resolves that Article 10.2.2 of the Statutes shall read as follows:*

“10.2.2 These rights may be exercised by the shareholder personally or by proxy (a representative) or through a nominee as per the Civil Code and the Capital Markets Act. The representative’s authorization shall be valid for a General Meeting or a definite period of time, but not more than 12 months. The validity

of the representative's authorization shall extend to the continuing of the suspended General Meeting and the General Meeting convened repeatedly as a result of lack of quorum. The power of attorney shall be submitted to the Company in the form of a public deed or a private deed with full probative force. A member of the Board of Directors and of the Supervisory Board may only proceed as representative, if such person as proxy has obvious and written voting instruction in each and every proposal given by the principal. The Auditor of the Company and the property inspector of the Company may not proceed as representatives. The shareholder may appoint a proxy to represent him at the General Meeting by returning the form included in Annex 1 or Annex 2 to the Statutes and supplied by the Company electronically or by mail. The form shall be returned as a private deed with full probative effect not later than by the end of the working day preceding the day of the General Meeting. If a shareholder is represented by more than one proxy and the proxies cast different votes or make different statements, all votes cast and statements made by the proxies shall be null and void."

17. *The General Meeting resolves that Article 10.2.3 of the Statutes shall read as follows:*

"10.2.3 Shareholders may apply for crediting shares onto a securities account following payment of the total nominal value of their shares, or if the nominal value or the issue value are different, the payment of the total consideration of the latter."

18. *The General Meeting resolves that Article 10.2.4 of the Statutes shall read as follows:*

"10.2.4 Shareholders shall have a right to a share of the after-tax profits of the Company in proportion to the nominal value of their shares (dividend), pursuant to the legal rules of accounting, ordered to be distributed by the General Meeting. The dividend can be determined with due consideration of the rights assigned under the Statutes to the different share classes."

19. *The General Meeting resolves that Article 10.2.5 of the Statutes shall read as follows:*

"10.2.5 Shareholders who are registered in the Company's Register of shareholders on the balance sheet day determined by the General Meeting for dividend payment are entitled to receive dividend. At least 20 business days shall lapse between the date of the decision providing for the initial date of dividend payment and the initial date of dividend payment."

20. *The General Meeting resolves that Article 10.2.6 of the Statutes shall read as follows:*

"10.2.6 In the case of the termination of the Company without a legal successor, shareholders are entitled to a portion of the assets that may be divided as a result of final accounting in proportion to their shares."

21. *The General Meeting resolves that Article 10.2.7 of the Statutes shall read as follows:*

"10.2.7 Shareholders are entitled to attend the General Meeting, request information and make observations. The Board of Directors may require the applicant shareholder to sign a non-disclosure agreement as a condition of complying with the request for information or access to documents. The Board of Directors may decline a request for information or access to documents, if it would violate any business, bank, security, or other similar secret of the Company, if the applicant exercises his or her right in an abusive manner or fails to sign a non-disclosure agreement upon request. If the applicant finds the denial of his or her request for information to be unjustified, he or she may ask the Court of Registration to oblige the Company to provide the information. As for items on the agenda of the General Meeting, the Board of Directors shall provide the shareholders with information necessary to discuss any and all items on the agenda of the General Meeting, so that the shareholders – upon a written request filed at least eight days prior to the General Meeting – shall receive the necessary information at least three days prior to the General Meeting."

22. *The General Meeting resolves that Article 10.2.8 of the Statutes shall read as follows:*

“10.2.8 Shareholders are entitled to make proposals and – within the frameworks allowed under legislation – to exercise the rights arising from their shares.”

23. *The General Meeting resolves that Article 10.2.9 of the Statutes shall read as follows:*

“10.2.9 Shareholders shall be entitled to all the minority rights provided for by the Civil Code.”

24. *The General Meeting deletes Articles 10.2.10-10.1.11 (and hence their numbering will be deleted as well) with due consideration of the fact that the provisions contained therein have been transferred into other Articles.*

25. *The General Meeting resolves that Article 11.3 of the Statutes shall read as follows:*

“11.3 The General Meeting shall be convened by the Board of Directors, with the exceptions stipulated by law or these Statutes, if it is considered necessary for the sake of proper operation of the Company, or if it is required by the Statutes or any piece of legislation. Based on the Integration Act, the Board of Directors shall be obliged to convene the General Meeting of the Company, as soon as possible, if the Board of Directors of the Integration Organization or the Board of Directors of the Central Bank initiated the holding of the General Meeting for purpose of renewing the executive officers.”

26. *The General Meeting resolves that Article 11.4 of the Statutes shall read as follows:*

“11.4 The General Meeting shall be convened at least once every year. The Central Bank and the Integration Organization must be notified of the General Meeting, in advance, simultaneously with the sending of the invitations to the owners. The invitation and its annexes must be attached to the notification. The General Meeting may not adopt a valid resolution if the above obligations are breached. The authorized representatives of the Central Bank and the Integration Organization shall be entitled to attend the General Meeting of the Company with the right of consultation.

Shareholders who indicate in writing their preference to that effect shall also be sent electronic notification of the convocation of the General Meeting in addition to the announcement through the places of announcements, according to the Statutes of the Company.

The Company shall disclose the material data of the financial statement prepared under the Accounting Act, and of the reports of the Board of Directors and the Supervisory Board, the summary in connection with the numbers of the shares and of the voting rights at the date of the convocation (as well as the separate summary on the classes of shares), the proposals related to the items of the agenda, the supervisory board reports concerning these, the draft resolutions, as well as the forms used for voting through proxies (if not sent to the shareholders directly) at least twenty one days prior to the General Meeting according to the provisions of the Statutes of the Company on the publication of the announcements and official statements.”

27. *The General Meeting resolves that Article 11.7 of the Statutes shall read as follows:*

“The shareholders may exercise their shareholder rights in person, or through their representatives, in line with Article 10.2.2.”

28. *The General Meeting deletes Articles 12.1.1-12.1.6 of the Statutes, these numbers will be deleted as well.*

29. *The General Meeting resolves that Article 12.3 (b) of the Statutes shall read as follows:*

“b) passing of the decision on the change of the type of the Company;”

30. *The General Meeting resolves that Article 12.3 (c) of the Statutes shall read as follows:*

- “c) increase and reduction of the registered capital, including the authorization granted to the Board of Directors to increase the registered capital, as defined in Articles 7.3 and 7.4;
31. *The General Meeting resolves that Article 12.3 (k) of the Statutes shall read as follows:*
- “k) the evaluation of the work of the executive officers performed during the previous business year, as required under the Civil Code, and decision on the relief that may be granted to them;
32. *The General Meeting resolves that Article 12.5 of the Statutes shall read as follows:*
- “12.5 The consent or approval of the Integration Organization and the Central Bank shall also be required for the decision of the General Meeting in the cases determined in the Integration Act.”
33. *The General Meeting resolves that Article 12.6 of the Statutes shall read as follows:*
- “12.6 The prior consent of the Integration Organization shall be required for amendment of the statutes.”
34. *The General Meeting resolves that Article 12.7 of the Statutes shall read as follows:*
- “12.7 The General Meeting shall adopt its resolutions on issues falling within its competence by at least the simple majority of the votes approving the draft resolution except for matters specified by Articles 3:102, 3:211(3), 3:276 of the Civil Code and all other cases specified by law where the approval of a 3/4 (three-quarter) majority of the shareholders attending - or if the law provides otherwise then according to the conditions set out therein - is required for the adoption of the resolution concerned. Abstention shall qualify as „no” vote.”
35. *The General Meeting resolves that Article 12.8 of the Statutes shall read as follows:*
- “12.8 The General Meeting shall adopt a resolution on all issues submitted to the General Meeting by the Board of Directors, the Supervisory Board or the shareholder(s) representing at least one percent of shares. If shareholders who hold at least one percent of the votes notify the Board of Directors about their proposal for the amendment of the agenda – with all the details required for items of the agenda – or about a draft resolution relating to an item on, or to be added to, the agenda within eight days after publishing the announcement of calling the General Meeting, the Board of Directors shall publish an announcement regarding the updated agenda or the draft resolution proposed by the shareholders after being notified about the proposal. The issue specified in the announcement shall be deemed as put on the agenda.”
36. *The General Meeting resolves that Article 12.9 of the Statutes shall read as follows:*
- “12.9 A resolution of the General Meeting aimed at the transformation of the form of public (open) operation of the Company into private, may be adopted if at least a three-quarters majority of shareholders who separately represent not more than 1% of votes gave its prior consent thereto. In connection with the prior consent, the Board of Directors shall be obliged to call upon the concerned shareholders of the Company, in the announcement containing the invitation to the General Meeting, to send their statements whether they give their consent or not. The shareholders concerned shall send the position taken up by them to the registered office of the Company, in writing, addressed to the Board of Directors, until the deadline indicated in the announcement, which shall be at least the second day following the reporting date of the shareholder identification procedure connected to the General Meeting deciding about the change of the public operation form of the Company to a private operation form. Should a shareholder fail to make any statement within the time limit set in the announcement, the shareholder shall be considered as if they gave their consent. Several consents may not be validly made on the basis of a given share. The Board of Directors of the Company shall determine the scope of shareholders concerned, on the basis of

the data contained in the shareholder identification connected to the General Meeting deciding about the change of the public operation form of the Company to a private operation form.”

37. *The General Meeting resolves that Article 12.10 of the Statutes shall read as follows:*

“12.10 The resolution of the General Meeting as per paragraphs (c) and (l) of Article 12.3 can be adopted if more than half of the shareholders holding the concerned share types or share series present at the given General Meeting have granted their separate consent to this. The votes cast by the shareholders of the concerned share types or share series shall be evaluated separately as well, in terms of this consent, in the course of determining the results of the vote, and, if necessary, a separate voting must be held for these shareholders. A share type or share series is considered as “a concerned share type or share series” if the resolution of the General Meeting directly and adversely modifies a shareholder right defined in these Statutes, attached to the given share type or share series. In the course of the aforementioned, the provisions applicable to the possible restriction or exclusion of the voting right attached to the share (excluding the prohibition to exercise the voting right related to the own shares) shall not apply. Based on the authorization specified in the resolution of the General Meeting passed according to the provisions of this Article, the consent required under law for the resolution passed by other bodies of the Company is deemed to have been granted.”

38. *The General Meeting resolves that Article 13.2 of the Statutes shall read as follows:*

“13.2 Minutes shall be drawn up of the General Meeting, which shall contain the following:

- corporate name and registered office of the Company;
- method, place, and date of holding the General Meeting;
- name of the chairman of the General Meeting, the keeper of the minutes, the certifier of the minutes and the person counting the votes;
- important events and proposals made during the General Meeting;
- draft resolutions, the number of each share for which a valid vote was cast for a given resolution, the capital share represented by such votes, the number of votes cast for and against the proposal, and the number of abstains;
- objection of the shareholder, a member of the Board of Directors or of the Supervisory Board to a resolution if so requested by the objecting person.”

39. *The General Meeting resolves that Article 13.3 of the Statutes shall read as follows:*

“13.3 The minutes shall be signed by the keeper of the minutes and the chairman of the General Meeting and authenticated by a shareholder in attendance and elected for that purpose. The minutes recorded at the General Meeting shall be sent to the Central Bank, the Integration Organization and the Supervisory Authority within 15 days of the date of the General Meeting.”

40. *The General Meeting resolves that Article 14.1 of the Statutes shall read as follows:*

“14.1 The Board of Directors is the managing body of the Company, and the members of the Board of Directors shall qualify as officers. The Company is managed by the Board of Directors, acting as a body. The Board of Directors shall represent the Company towards third parties, *vis-à-vis* courts and other authorities. Shareholders cannot vindicate the competencies of officers. The provisions of the Civil Code shall be applicable to the liability of executive officers.”

41. *The General Meeting resolves that Article 14.2 of the Statutes shall read as follows:*

“14.2 Only natural persons can be elected as members of the Board of Directors. The Board is made up of at least five and no more than eleven members. The Board of Directors (directors) shall be elected by the General Meeting from among shareholders and other persons. At least two members of the Board of Directors shall be employed by the Company (hereinafter referred to as internal members).

Furthermore, at least two members of the Board of Directors shall be Hungarian citizens, residents for foreign exchange purposes, and shall have permanent residence in Hungary for at least one year.”

42. *The General Meeting resolves that Article 14.5 of the Statutes shall read as follows:*

“14.5 Members of the Board of Director may not acquire shares in another business organization pursuing the same main activity as the Company, with the exception of shares of public limited companies, and may not be officers of another business organization pursuing the same main activity as the Company except with the approval of the General Meeting. Members of the Board of Directors and their relatives may not engage in transactions, on their behalf or to their own benefit, which fall within the core activities of the Company, with the exceptions stipulated by law. The executive officer of the Company can be an executive officer, without limitations, in a legal entity (falling under joint supervision with the Central Bank) that is engaged, as its core activity, in pursuing the same economic activity as the Company. If the executive officer of the Company accepts a new executive officer appointment, they shall be obliged to report this fact to the Company within 15 days from acceptance of the given position.”

43. *The General Meeting resolves that Article 14.10 of the Statutes shall read as follows:*

“14.10 The Board of Directors shall hold a meeting at least once every two months, however, the chairman of the Board of Directors may convene the Board of Directors at any time. The chairman shall be obliged to convene the Board of Directors upon request of two members and in all cases prescribed by law. The meetings shall be convened by the chairman or the Board of Directors or the member appointed by him/her by an invitation forwarded at least 5 (five) business days before the date of the meeting. The chairman of the Board of Directors shall notify the Integration Organization and the Central Bank of the meeting of the Board of Directors, in advance, by sending the invitation and the attached documents described herein, simultaneously with sending the invitation to the members, but at least 5 business days prior to the meeting. The authorized representatives of the Integration Organization and the Central Bank shall be entitled to attend the meetings of the Board of Directors with the right of consultation. The invitation shall contain the meeting’s agenda; the proposals relating to each agenda item and all related documents, if any, shall be attached to the invitation. A resolution on any matter not included in the agenda may only be adopted if the representative of the Integration Organization or the Central Bank is present at the meeting, or if the members not present in person at the meeting participate in the meeting by telephone or video conferencing (electronic communication device) if this is feasible, and unanimously consent to discuss the matter not included amongst the agenda items. The Board of Directors may not adopt a valid resolution if the above obligations are breached.

The chairman of the Supervisory Board or a member of the Supervisory Board designated by him/her shall take part in the meeting of the Board of Directors as a person invited on a permanent basis.”

44. *The General Meeting resolves that Article 14.13 of the Statutes shall read as follows:*

“14.13 The minutes shall be signed by the chairman of the meeting, by two further members of the Board of Directors in attendance and by the keeper of the minutes. The minutes shall be sent to all members of the Board of Directors and to the chairman of the Supervisory Board, furthermore to the Integration Organization and the Central Bank, within fifteen days following the meeting, irrespective of whether they attended the meeting or not.”

45. *The General Meeting resolves that Article 14.14 of the Statutes shall read as follows:*

“14.14 The members of the Board of Directors are entitled to participate in the meeting of the Board of Directors by means of electronic communication devices, the detailed rules of which are set out by the rules of procedure of the body.”

46. *The General Meeting resolves that Article 14.15 of the Statutes shall read as follows:*

“14.15 The Board of Directors may only adopt a valid resolution outside a meeting (in other words: without convening and holding a meeting, that is by telephone, facsimile, electronic messages or in any other similar way) if more than half of the members of the Board of Directors cast their votes in a private deed with full probative force and send it to the registered office of the Company within two business days after the notice about the adoption of resolutions outside the meeting and the related documents (hence, in particular: the motions and the voting sheets) are sent to the members of the Board of Directors.

The provisions of Article 14.10 regulating the prior notice to be sent to the integration Organization and the Central Bank shall be applied, *mutatis mutandis*, in respect of resolutions adopted outside of a meeting, with the proviso that in case the Central Bank or the Integration Organization so requests, a proper meeting of the body shall be held. The Board of Directors may not adopt a valid resolution if the above obligations are breached.”

47. *The General Meeting resolves that Article 14.16 of the Statutes shall read as follows:*

“14.16 The operation of the Board of Directors shall be regulated in detail by the rules of procedure of the Board of Directors. The rules of procedure shall be elaborated by the Board of Directors itself within the framework set out by these Statutes.”

48. *The General Meeting resolves that Article 14.18 of the Statutes shall read as follows:*

“14.18 The Board of Directors shall:

- prepare the report of the Company pursuant to the Accounting Act and the proposal for the use of profits, and to submit them to the General Meeting together with the report of the Board of Directors;
- prepare the Company’s report on responsible corporate governance and submit it to the General Meeting together with the report of the Supervisory Board;
- prepare a report for the General Meeting on an annual basis, and in every three months for the Supervisory Board on management, as well as on the pecuniary situation and business policy of the Company (including the subsidiaries of the Company involved in the consolidation);
- convene the ordinary General Meeting once annually, and convene the extraordinary General Meeting within eight days, with the simultaneous notification of the Supervisory Board, if it comes to the knowledge of any of its members that as a result of the losses the equity of the Company has dropped to two-thirds of the registered capital or below the minimum level set forth in the Civil Code, or if it comes to its knowledge that the Company is threatened by insolvency or has stopped its payments or its assets do not cover its liabilities;
- provide for keeping the business books of the Company in accordance with the rules;
- provide for keeping the register of shareholders and possibility for looking into the register of shareholders at any time in working hours;
- make a decision on the acquisition of the own shares of the Company, if it is necessary in the interest of avoiding a serious damage threatening the Company;
- ensure prudent operation, and compliance with risk taking and capital adequacy provisions at the level of all the businesses under the Company’s controlling influence;
- send all of its policies and regulations that are required by the regulations published by the Integration Organization or the Central Bank, within 15 days following entry into force of the given policy or regulation.”

49. *The General Meeting resolves that Article 14.20 of the Statutes shall read as follows:*

“The employer’s rights specified in Article 14.19.5 b) shall be exercised by the Board of Directors – through the Chairman of the Board of Directors. Employer’s rights relating to other employees of the Company shall be exercised by the chief executive officer.”

50. *The General Meeting resolves that Article 14.21 of the Statutes shall read as follows:*

“14.21 The Board of Directors is entitled, without an authorization of the General Meeting received in advance, to acquire own shares of the Company in a quantity stipulated in the statutory provisions, given that the acquisition is required in the interest of avoiding a serious damage directly threatening the Company. In such cases, the Board of Directors is obliged to disclose information at the next General Meeting on the reasons of acquiring the Company’s own shares, on the number and total face value of the acquired shares, as well as on the proportion of these shares in terms of the Company’s total registered capital and the amount paid for these shares.”

51. *The General Meeting deletes Article 14.22 of the Statutes, and this number will be deleted as well.*

52. *The General Meeting resolves that Article 15.2 of the Statutes shall read as follows:*

“15.2 The Supervisory Board consists of at least three and at most nine persons, the majority of whom, but in any case at least three members, must be independent persons as provided for by the Civil Code, and except for the persons representing the employees, shall not be employed by the Company. Supervisory Board members shall be elected by the General Meeting, for a maximum period of five years. The chairman shall convene the General Meeting if the number of members of the Supervisory Board falls below three.”

53. *The General Meeting resolves that Article 15.3 of the Statutes shall read as follows:*

“15.3 All persons of full age may become members of the Supervisory Board whose capacity to act has not been limited in respect of actions required for the fulfilment of their duties. The persons subject to any grounds for exclusion in terms of the position of executive officers, as set forth in the Civil Code, may not be elected as members of the Supervisory Board nor the persons who qualify or whose relative as per Article 8:1(2) of the Civil Code qualifies as an executive officer of the Company according to the Civil Code.”

54. *The General Meeting resolves that Article 15.4 of the Statutes shall read as follows:*

“15.4 Members of the Supervisory Board shall participate in the work of the Supervisory Board personally. Members of the Supervisory Board shall be independent from the Board of Directors of the Company and may not be instructed in the course of their activities.”

55. *The General Meeting resolves that Article 15.6 of the Statutes shall read as follows:*

“15.6 The Supervisory Board shall elect a chairman from its members.”

56. *The General Meeting resolves that Article 15.9 of the Statutes shall read as follows:*

“15.9 The meetings shall be convened by the chairman by a written invitation sent in an electronic message (e-mail) or in the form of a deed, at least 5 (five) business days before the date of the meeting. The Integration Organization and the Central Bank shall be notified of the meeting of the Supervisory Board by an invitation and the attached documents described herein, sent simultaneously with sending the invitation to the members, but at least 5 (five) business days prior to the meeting. The invitation shall contain the meeting’s agenda; the proposals relating to each agenda item and all pertaining documents, if any, shall be attached to the invitation and shall be sent in an electronic or printed format to the Supervisory Board members as well as the Central Bank and the Integration Organization. A resolution on any matter not included in the agenda may only be adopted if all members or the representative of the Integration Organization is present at the meeting, or if the members not present in person at the meeting participate in the meeting by telephone or video conferencing (electronic communication device) if this is feasible, and unanimously consent to discuss the matter not included amongst the agenda items. The authorized representatives of the Central Bank and the Integration Organization shall be entitled to attend the Supervisory Board meetings with the right of consultation. The Supervisory Board may not adopt valid resolutions in case of breach of these obligations.”

57. *The General Meeting resolves that Article 15.10 of the Statutes shall read as follows:*

“15.10 The Supervisory Board has a quorum if two-thirds of its members, but at least three members are in attendance. It shall adopt its resolutions by simple majority of votes. The Supervisory Board has no quorum if the Integration Organization and the Central Bank have not been invited to the Supervisory Board meeting at least 5 business days before the meeting by an invitation to which all materials, proposals relevant to the agenda items have been attached.”

58. *The General Meeting resolves that Article 15.12 of the Statutes shall read as follows:*

“15.12 Minutes shall be taken of the meetings of the Supervisory Board. The minutes shall contain:

- place and date of the meeting,
- name of the members present,
- the motions put forward,
- decisions made, and any objections to such decisions.

Members of the Supervisory Board may request to enter their opinion word for word in the minutes.

The minutes shall be signed by the chairman of the meeting and two further members of the Supervisory Board present at the meeting. The minutes shall be sent to all members of the Supervisory Board within fifteen days following the meeting, irrespective of whether they attended the meeting or not.”

59. *The General Meeting resolves that Article 15.13 of the Statutes shall read as follows:*

“15.13 Members of the Supervisory Board may participate in the meetings of the Supervisory Board by means of broadcast of electronic communications devices, the detailed rules of which shall be set out in the rules of procedure of the body.”

60. *The General Meeting resolves that Article 15.14 of the Statutes shall read as follows:*

“15.14 The Supervisory Board may only adopt a valid resolution outside the meeting (in other words: without convening and holding a meeting, that is by telephone, facsimile, electronic messages or in any other similar way) if more than half of the members of the Supervisory Board put their votes in a private deed with full probative force and send it to the registered office of the Company within two business days after the notice about the adoption of resolutions outside the meeting and the related documents (hence, in particular: the motions and the voting sheets) are sent to the members of the Supervisory Board.

The provisions of Article 15.9 regulating the prior notice to be sent to the integration Organization and the Central Bank shall be applied, mutatis mutandis, in respect of resolutions adopted outside of a meeting, with the proviso that in case the Central Bank or the Integration Organization so requests, a proper meeting of the body shall be held. The Supervisory Board may not adopt valid resolutions in case of breach of these obligations.”

61. *The General Meeting resolves that Article 15.15 of the Statutes shall read as follows:*

“15.15 The Supervisory Board shall establish its rules of procedure itself, subject to the rules stipulated in the Statutes, which shall be approved by the General Meeting.”

62. *The General Meeting resolves that the below Subsection 5 shall be added to Article 15.17 (h) of the Statutes:*

“5. Prior consent is required from the Supervisory Board for decisions made regarding the establishment and termination of the employment of manager and employees of the Internal Audit Organisation, and regarding the determination of their remuneration;”

63. *The General Meeting resolves that Article 15.17 (c) of the Statutes shall be deleted and the following shall be indicated:*

“c) [deleted]”

64. *The General Meeting resolves that Article 15.17 (j) of the Statutes shall read as follows:*

“j) discussion of the report on responsible corporate governance;”

65. *The General Meeting resolves that Article 15.17 (m) of the Statutes shall read as follows:*

“m) acceptance and review of the remuneration policy;”

66. *The General Meeting resolves that Article 15.20 of the Statutes shall read as follows:*

“15.20 The members of the Supervisory Board shall attend the General Meeting with the right of consultation.”

67. *The General Meeting resolves that Article 17.1 of the Statutes shall read as follows:*

“17.1 A Continuing Auditor is working for the Company. The Continuing Auditor shall be elected by the General Meeting from the register of auditors published by the Central Bank, for the maximum period of five years, to ensure the lawful operation of the Company and to control the management. The period of the mandate of the Continuing Auditor may not be shorter than the period between his or her election by the General Meeting and the adoption of the subsequent report by the General Meeting.”

68. *The General Meeting resolves that Article 17.2 of the Statutes shall read as follows:*

“17.2 The continuing auditor may only be engaged if he complies with the conditions set out in Subsections (1)-(2) and (4)-(5) of Article 260 of the Credit Institutions Act and Subsections (6)-(8) of Article 17/K of the Integration Act. The Company may not commission any employee of the Supervisory Authority or their close relative as per Article 8:1 (1) of the Civil Code to become the continuing auditor.

In addition to the requirements set out in Article 260 of the Credit Institutions Act, it shall be a requisite for the private person continuing auditor of the Company that

- a) they may only carry out auditor activities at maximum five cooperative credit institutions at the same time,
- b) their incomes (revenues) from a single cooperative credit institution may not exceed thirty percent of their annual incomes (revenues),
- c) the income (revenue) of the auditor from cooperative credit institutions, investment firms, investment fund managers, exchanges or clearing houses controlled by the same group or holding, or from an investment fund managed by an investment fund manager controlled by the same group or holding cannot exceed 60 % of his annual income (revenue).”

69. *The General Meeting resolves that Article 17.3 of the Statutes shall read as follows:*

“17.3 The mandate agreement shall be concluded with the continuing auditor, with the conditions and remuneration established by the General Meeting, by the Board of Directors within ninety days as of the appointment or election. The mandate agreement entered into with the continuing auditor shall reflect the obligations of the continuing auditor originating from the Integration Act as well as from these Statutes. In case the agreement is not entered into within this deadline, the General Meeting shall elect a new continuing auditor.”

70. *The General Meeting resolves that Article 17.4 of the Statutes shall read as follows:*

“17.4 A new mandate agreement can be concluded with the same auditor after lapse of four years following the termination of the mandate. The auditor (employee, executive officer, member subject to the obligation of performing work) employed by an auditing company, who has personal responsibility for the auditing work, may perform auditing tasks for the same credit institution no longer than for a period of five years, and such auditor can perform auditing tasks at the same credit institution again, only after the lapse of four years following the termination of his/her mandate.”

71. *The General Meeting resolves that Article 17.6 of the Statutes shall read as follows:*

“17.6 It is the duty of the continuing auditor to carry out the permanent audit orderly, and based on this to make a statement in an independent auditor report on whether the report of the Company drawn up in accordance with the Accounting Act complies with the relevant legislation, and presents a true and fair view of the financial and earnings position of the Company and its results of operation. Within the framework thereof, he/she shall, in particular:

- a) may inspect the books of the Company, may request information from officers, members of the Supervisory Board and employees of the Company, may inspect the cash desk, as well as the portfolio of securities and goods, the contracts and bank accounts of the Company;
- b) inspect the trueness and compliance with legislation of the report of the Company drawn up in accordance with the Accounting Act and submit a report thereon to the General Meeting;
- c) shall examine all essential business reports submitted to the General Meeting, in particular the report drawn up in accordance with the Accounting Act and the statement of assets from the respect whether they contain true data or are in compliance with statutory provisions;
- d) may inspect the Company's files and accounting records, may request information from the executive officers as per Article 3:21 (1) of the Civil Code, the members of the Supervisory Board and the employees of the Company, and inspect the Company's payment account, petty cash and securities and goods stock and contracts;
- e) may participate in the meetings of the Supervisory Board with rights of consultation, and if so requested under the notice of the Supervisory Board he is obliged to participate in the meeting of the Supervisory Board, and may request the Supervisory Board to put on the agenda the matter recommended by him, which shall be put on the agenda by the Supervisory Board;
- f) may submit reports to the Supervisory Authority in cases defined by the Credit Institutions Act, particularly in cases defined by Article 142 of the Credit Institutions Act;
- g) if he detects a deterioration in the Company's assets that jeopardizes the satisfaction of the claims against the Company, or detects any circumstance that entails the responsibility of the executive officers as per Article 3:21 (1) of the Civil Code or the members of the Supervisory Board for activities carried out in their capacity as such, he shall without delay initiate at the management any measures that are required for the members to make a decision. If the initiative does not yield results, he shall notify the court of registration carrying out judicial oversight in respect of the legal person of the discovered circumstances.”

72. *The General Meeting resolves that Article 17.8 of the Statutes shall read as follows:*

“17.8 In case the continuing auditor discovers that the report drawn up in accordance with the Accounting Act of the Company does not comply with the laws or does not present a true and fair view of the assets, financial and earnings position of the Company and its results of operation, then he shall, further to the legal consequences laid down in other legislation, notify within 3 business days as of discovery the Audit Committee, the Supervisory Authority, the Integration Organization and the Central Bank about these findings.”

73. *The General Meeting resolves that Article 17.10 of the Statutes shall read as follows:*

“17.10 The continuing auditor shall record his findings regarding those in Article 263 (1) of the Credit Institutions Act in a separate supplementary report, and shall send this report until 31 May of the year

following the relevant year at the latest to the Board of Directors of the Company, the managing director, the chairman of the Supervisory Board, the Supervisory Authority, as well as to the Central Bank and the Integration Organization.”

74. *The General Meeting resolves that Article 19.1 of the Statutes shall read as follows:*

“19.1 The Chief Executive Officer is the Company’s employee, the senior employee, in connection with whom the employer’s rights – with the exception of those falling into the exclusive competence of the General Meeting – are exercised by the Board of Directors, through the Chairman of the Board of Directors.”

75. *The General Meeting deletes Chapter 21 of the Statutes and the provisions contained therein and adds the following text to replace the deleted Chapter:*

“21. [Deleted provision]”

76. *The General Meeting deletes Chapter 22 of the Statutes and the provisions contained therein and adds the following text to replace the deleted Chapter:*

“22. [Deleted provision]”

77. *The General Meeting deletes Chapter 23 of the Statutes and the provisions contained therein and adds the following text to replace the deleted Chapter:*

“23. [Deleted provision]”

78. *The General Meeting resolves that Chapter 24 of the Statutes shall read as follows:*

“24. Withdrawal of shares from the stock exchange

The General Meeting may only make a decision resulting in the withdrawal of the shares of the Company from the stock exchange, including the decision leading to the cancellation of the securities series as a sanction, in the events specified under the currently effective capital markets and stock exchange rules.”

79. *The General Meeting resolves that Article 25.2 of the Statutes shall read as follows:*

“25.2 The Company shall be entitled to apply to the courts against the decisions or instructions of the Board of Directors of the Central Bank as per the Integration Act, also under the rules of judicial review of corporate resolutions. Applying to the court shall have no suspensive effect, and the decision or instruction shall be implemented within the deadline designated therein, regardless of the procedure.”

80. *The General Meeting resolves that Article 25.3 of the Statutes shall read as follows:*

“25.3 The Company shall be entitled to apply to the courts against the decision of the Integration Organization addressed to it, to establish whether the instruction is in line with the law, other legislation, and the regulations and directives issued by the Integration Organization and the other regulations of the integration. Applying to the court shall have no suspensive effect, and the decision shall be implemented within the deadline designated therein, regardless of the procedure.”

81. *The General Meeting decides so that the present amendments shall enter into force on 15 May 2017.*

82. *The General Meeting invites and authorizes the Board of Directors to file this resolution with the Court of Registration within the statutory deadline.*

The number of the votes validly cast was 24,055,923 which represent 14.493% of the share capital.

Yes votes:	24,054,701	99.992%
No votes:	0	0%
Abstentions:	1,222	0.005%
Not given:	800	0,003%

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Agenda item No. 9

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

Resolution nr. 8/2017. (26.04.) of the General Meeting

The General Meeting of FHB Mortgage Bank Co. Plc. authorizes the Board of Directors that pursuant to the provisions of Section 3:223 Subsection 1 of Act V of 2013 on Civil Code (“Civil Code to acquire the Company’s own shares (treasury shares, “saját részvény” in Hungarian), subject to the following conditions:

1. *Type, par value and amount of treasury shares that can be acquired:*
 - Series ‘A’ ordinary shares with a par value of HUF 100;
 - Series ‘B’ preferential shares with a par value of HUF 100;
 - Series ‘C’ ordinary shares with a par value of HUF 1,000;

the maximum amount of which in total with regard to the same date shall not exceed 25 per cent of the total nominal value of the share capital.
2. *Purpose of acquisition of treasury shares:*
 - *preserving the stability of the share exchange rate and executing the business strategy of the Company.*
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 of “A” and “B” series shares shall be HUF 1,- that is One Hungarian forint, while the maximum purchase price shall be 125% of the average price of the “A” series shares weighted by volume of trading on the Budapest Stock Exchange over the one month preceding the transaction;*
 - *the minimum purchase price of “C” series shares shall be HUF 1,- that is One Hungarian forint, while the maximum purchase price shall be 1250% of the average price of the “A” series shares weighted by volume of trading on the Budapest Stock Exchange over the one month preceding the transaction.*
5. *This authorization shall be valid for 18 months from the date of this resolution.*
6. *Other conditions of acquisition of own shares shall be governed by the relevant provisions of the Civil Code.*

The number of the votes validly cast was 24,056,723 which represent 14.493% of the share capital.

Yes votes:	24,041,286	99.936%
No votes:	15,436	0.064%
Abstentions:	1	0%
Not given:	0	

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Agenda item No. 10

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

Resolution nr. 9/2017. (26.04.) 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 2016 for the year 2017.

The number of the votes validly cast was 24,056,723 which represent 14.493% of the share capital.

Yes votes:	24,055,503	99.995%
No votes:	0	0%
Abstentions:	1,220	0.005%
Not given:	0	

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Agenda item No. 11

Amendment of the remuneration guidelines

Resolution nr. 10/2017. (26.04.) of the General Meeting

The General Meeting approved the amendment of the Remuneration Guidelines of the Company as set forth in the Annex to the written proposal.

The number of the votes validly cast was 24,056,723 which represent 14.493% of the share capital.

Yes votes:	23,720,451	98.602%
No votes:	0	0%
Abstentions:	336,272	1.398%
Not given:	0	

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Agenda item No. 12

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

Resolution nr. 11/2017. (26.04.) of the General Meeting

The General Meeting approves the amendment of the Rules of Procedure of the Supervisory Board decided by the resolution no. 13/2017. (04.04) of the Supervisory Board in accordance with the annex of the proposal.

The number of the votes validly cast was 24,056,723 which represent 14.493% of the share capital.

Yes votes:	24,056,723	100%
No votes:	0	0%
Abstentions:	0	0%
Not given:	0	

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Agenda item No. 13

Recall of member(s) of the Board of Directors and election of new member(s) of the Board of Directors

Resolution nr. 12/2017. (26.04.) of the General Meeting

The General Meeting recalls Márton Oláh from its position as member of the Board of Directors on that day on which all the permission of members of the Board of Directors elected on the present General Meeting issued by Magyar Nemzeti Bank arrive to the Company, and all member of the Board of Directors elected on the present General Meeting accept their election in writing.

The number of the votes validly cast was 24,056,723 which represent 14.493% of the share capital.

Yes votes:	23,385,030	97.208%
No votes:	670,471	2.787%
Abstentions:	1,222	0.005%
Not given:	0	

Resolution nr. 13/2017. (26.04.) of the General Meeting

The General Meeting recalls dr. Erik Landgraf from its position as member of the Board of Directors on that day on which all the permission of members of the Board of Directors elected on the present General Meeting issued by Magyar Nemzeti Bank arrive to the Company, and all member of the Board of Directors elected on the present General Meeting accept their election in writing.

The number of the votes validly cast was 24,056,723 which represent 14.493% of the share capital.

Yes votes:	23,384,437	97.205%
No votes:	670,471	2.787%
Abstentions:	1,815	0.008%
Not given:	0	

Resolution nr. 14/2017. (26.04.) of the General Meeting

The General Meeting elects Edit Erika Tóth (mother's name: Gizella Orosz; address: 2120 Dunakeszi, Gutai János u. 8.) as internal member of the Board of Directors for a definite period from that day on which all the permission of members of the Board of Directors elected on the present General Meeting issued by Magyar Nemzeti Bank arrive to the Company, and all member of the Board of Directors elected on the present General Meeting accept their election in writing till 30 November 2021.

The number of the votes validly cast was 24,056,723 which represent 14.493% of the share capital.

Yes votes:	23,404,993	97.291%
No votes:	650,508	2.704%
Abstentions:	1,222	0.005%
Not given:	0	

Resolution nr. 15/2017. (26.04.) of the General Meeting

The General Meeting elects Dr. Gyula László Nagy (mother's name: Margit Jolán Schmidtbauer; address: 1147 Budapest, Ilosvai Selymes u. 91.) as internal member of the Board of Directors for a definite period from that day on which all the permission of members of the Board of Directors elected on the present General Meeting issued by Magyar Nemzeti Bank arrive to the Company, and all member of the Board of Directors elected on the present General Meeting accept their election in writing till 30 November 2021.

The number of the votes validly cast was 24,056,723 which represent 14.493% of the share capital.

Yes votes:	23,405,013	97.291%
No votes:	650,488	2.704%
Abstentions:	1,222	0.005%
Not given:	0	

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Agenda item No. 14

Recall of member(s) of the Supervisory Board and election of new member(s) of the Supervisory Board

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

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Agenda item No. 15

Recall of member(s) of the Audit Committee and election of the new member(s) of the Audit Committee

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

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No. 16

Miscellaneous

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

FHB Mortgage Bank Co. Plc.