

## **Attachment no. 1. to the announcement dd. December 3, 2010**

The Board of Directors of the **FHB Mortgage Bank Plc.** (Registered office: 1082 Budapest, Üllői út 48., "Shareholder"), as the body exercising shareholder's rights over the **Allianz Bank Private Company Limited by Shares** (Registered office: 1139 Budapest, Váci út 81.; "Allianz Bank Ltd." or "Company"), today, in compliance with Article 71 (2) of the Act IV of 2006 on Business Associations ("Companies Act") – in the scope of decisions to be made secondly regarding the transformation – has adopted the following resolutions:

### **No. 8/2010/A. (12.02.) Resolution of the Shareholder**

The Shareholder has accepted the proposal of the Board of Directors and the written reports (prepared in accordance with Article 279 (2) of the Companies Act) of the Company being acquired by the receiving FHB Commercial Bank Limited (registered office: 1082 Budapest, Üllői út 48.; corporate registration number: 01-10-045459; „FHB Bank Ltd.”) about the establishment of the legal and economic justification of the merger by acquisition and the share exchange ratio.

### **No. 9/2010/A. (12.02.) Resolution of the Shareholder**

The Shareholder has acknowledged the report prepared by the transformation's independent auditor (regarding the draft statement of assets and liabilities and the draft inventories of holdings, the share exchange ratio furthermore the draft merger agreement and the written report of the Board of Directors) about the merger by acquisition of Allianz Bank Ltd. to be acquired by the FHB Commercial Bank Limited.

### **No. 10/2010/A. (12.02.) Resolution of the Shareholder**

The Shareholder has acknowledged the opinion of the Supervisory Board on the report of the Board of Directors regarding the merger by acquisition of Allianz Bank Ltd. to be acquired by the FHB Commercial Bank Limited and the draft statement of assets and liabilities and the draft inventories of holdings.

### **No. 11/2010/A. (12.02.) Resolution of the Shareholder**

The Shareholder has accepted the draft statement of assets and liabilities and the draft inventories of holdings of the Allianz Bank Ltd. (transforming – merging by acquisition – business association), prepared and certified by the auditor of the transformation, with the balance sheet based on data for the date of 30 September 2010, including the balance sheet total of HUF 83,921,000,000 and equity capital of HUF 13,723,000,000.

### **No. 12/2010/A. (12.02.) Resolution of the Shareholder**

The Shareholder has acknowledged the draft statement of assets and liabilities and the draft inventories of holdings of FHB Commercial Bank Limited, the successor being established after it merged by acquisition with the Allianz Bank Ltd. prepared and certified by the auditor of the transformation, with the balance sheet based on data for the date of 30 September 2010, including the balance sheet total of HUF 332,155,000,000 and equity capital of HUF 42,142,000,000.

### **No. 13/2010/A. (12.02.) Resolution of the Shareholder**

The Shareholder has accepted the draft of Merger Agreement on the merger by acquisition of the Allianz Bank Ltd. and the FHB Commercial Bank Limited furthermore authorized the Board of Directors to sign the Merger Agreement.

### **No. 14/2010/A. (12.02.) Resolution of the Shareholder**

1. On basis of the proposal prepared by the Board of Directors of the Company and the Board of Directors of the FHB Bank Ltd. the Shareholder has adopted a final decision about the merger by acquisition of the Allianz Bank Ltd. to be acquired by FHB Bank Ltd. and decided upon the merger by acquisition. Accordingly the Company, in compliance with Article 67 (3) and 81 (1) of Act IV of 2006 on Business Associations (the

"Companies Act"), merges with the FHB Bank Ltd. The form of merger in accordance with Article 81(1) of the Companies Act is merger by acquisition, and in course of that the Allianz Bank Ltd. as the company being acquired shall be acquired by the receiving FHB Bank Ltd. As a result of the merger by acquisition Allianz Bank Ltd. shall cease to exist and its general successor shall be the receiving FHB Commercial Bank.

2. The Shareholder, on basis of the records of the draft statement of assets and liabilities and the proposal of the Board of Directors, has acknowledged that

- both the Shareholder and all the shareholders of the FHB Bank Ltd. wish to become shareholders in the successor company,
- in course of the merger the full registered capital of Allianz Bank Ltd. as the company being acquired shall form part of the profit reserves after acquisition of FHB Bank Ltd. as acquiring company in order to ensure the ideal capital-structure for the future operation of the successor FHB Bank Ltd. being a credit institution,
- the successor FHB Bank Ltd. shall operate with an unchanged registered capital and with the same series of shares and with ordinary shares having unchanged face value and number after the merger representing such registered capital,
- as the consequence of the before-mentioned, FHB Mortgage Bank Plc. as the sole shareholder of Allianz Bank Ltd. in consideration of its shares in Allianz Bank Ltd. shall not be entitled for shares in the successor FHB Bank Ltd. as acquiring company; company limited by shares; the increase per share of the equity capital appropriated to the shares currently owned – directly and indirectly – in FHB Bank Ltd. as acquiring company by FHB Mortgage Bank Plc. shall form the counterpart of the shares of FHB Mortgage Bank Plc. as the sole shareholder of Allianz Bank Ltd,

and in consideration of that determined the shareholders of the successor FHB Bank Ltd. and the shares that these shareholders are entitled to from the planned registered capital as follows:

Name of Shareholder	Series and Number of shares	Face value (thousand HUF)	Shareholder's ratio (rounded)
FHB Mortgage Bank Plc.	Series „A” 28,325	100	65.45%
FHB Mortgage Bank Plc.	Series „B” 21,000	10	4.85%
FHB Real Estate Limited	Series „A” 4,285	100	9.90%
FHB Service Limited	Series „A” 4,285	100	9.90%
FHB Life Annuity Real Estate Investment Limited	Series „A” 4,285	100	9.90%
<b>Total:</b>	<b>62,180</b>		<b>100%</b>

3. The Shareholder, in compliance with Article 74 (6) of the Companies Act, indicates that the planned date of the merge by acquisition shall be 31 March 2011.

4. The Shareholder put in writing that the receiving FHB Bank Ltd. shall operate in the form of a Private Company Limited by Shares after the merger by acquisition.

5. This resolution shall come into force after the resolutions of the General Meeting of the FHB Bank Ltd. to be adopted in the same subject and with the same content have been adopted.

#### **No. 15/2010/A. (12.02.) Resolution of the Shareholder**

The Shareholder acknowledged the information provided by the Board of Directors regarding the amendment of Statutes of the FHB Bank Ltd. due to the merger by acquisition.