

Attachment no. 2. to the announcement dd. December 3, 2010

Resolution No. 3/2010. (12.03.) of the General Meeting:

The General Meeting has accepted the proposal of the Board of Directors and the written report (prepared in accordance with Article 279 (2) of the Companies Act) of the Allianz Bank Limited by Shares (registered office: 1139 Budapest, Váci út 81.; corporate registration number: 01-10- 044647; „Allianz Bank Ltd.”) as 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."; "Company") about the establishment of the legal and economic justification of the merger by acquisition and the share exchange ratio.

Resolution No. 4/2010. (12.03.) of the General Meeting:

The General Meeting 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.

Resolution No. 5/2010. (12.03.) of the General Meeting:

The General Meeting 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.

Resolution No. 6/2010. (12.03.) of the General Meeting:

The General Meeting of the Company has accepted the draft statement of assets and liabilities and the draft inventories of holdings of the FHB Commercial Bank Limited (transforming – receiving – 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 248,241,000,000 and equity capital of HUF 28,419,000,000.

Resolution No. 7/2010. (12.03.) of the General Meeting:

The General Meeting of the Company has accepted 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.

Resolution No. 8/2010. (12.03.) of the General Meeting:

The General Meeting of the Company 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.

Resolution No. 9/2010. (12.03.) of the General Meeting:

- 1. The General Meeting put in writing and acknowledged that 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"), with its Resolutions of the Shareholder adopted on 2 December 2010, adopted a final decision about the merger by acquisition of the Allianz Bank Ltd. to be acquired by FHB Bank Ltd.*

2. On basis of the proposal prepared by the Board of Directors of the Allianz Bank Ltd. 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 Allianz 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.
3. The General Meeting on basis of the records of the draft statement of assets and liabilities and the proposal of the Board of Directors, has acknowledged that

- all the shareholders of the Company and the shareholder of Allianz 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%
Total:	62,180		100%

4. The General Meeting, 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.
5. The General Meeting 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.

Resolution No. 10/2010. (12.03.) of the General Meeting:

The General Meeting has confirmed that the members of the Board of Directors of the successor Company are as follows:

Gyula Köbli,
László Szabolcs Harmati
Gábor Tokodi
Gábor Gergő Soltész,
Gabriella Balogh,
Judit Mária Kozák,
Péter Menczel,
Ágnes Koltanéi Nádházi
Tamás Foltányi.

The General Meeting has confirmed that the members of the Supervisory Board of the successor Company are as follows:

Róbert Somfai,
Dr. Győző Drozdy,
Tamás Gudra,
Róbert Pataki

Resolution No. 11/2010. (12.03.) of the General Meeting:

The General Meeting amends the Statutes of the successor FHB Bank Ltd. by the date the merger by acquisition has entered into force (31 March 2011, respectively the date when the merger by acquisition has been registered by the Court of Registration) as follows:

1.1. The Preamble of the Statues shall be amended as follows:

"(Statutes)

That has been adopted, in compliance with Act IV of 2006 on Business Associations (hereinafter "the Companies Act"), by the shareholders of FHB Commercial Limited, Registered office: 1082 Budapest, Üllői út 48., Corporate Registration Number: 01-10-045459 (hereinafter "the Company")

- the FHB Mortgage Bank Plc. (Registered office: 1082 Budapest, Üllői út 48., Corporate Registration Number: Cg.01-10-043638),
- the FHB Real Estate Limited (Registered office: 1082 Budapest, Üllői út 48., Corporate Registration Number: Cg.01-10-045409),
- the FHB Service Limited (Registered office: 1082 Budapest, Üllői út 48., Corporate Registration Number: Cg.01-10-043224), and
- the FHB Life Annuity Real Estate Investment Limited (Registered office: 1082 Budapest, Üllői út 48., Corporate Registration Number: Cg.01-10-045478)

in connection with the merger by acquisition of the Allianz Bank Limited (Registered office: 1139 Budapest, Váci út 81; Corporate Registration Number: 01-10-077647) by the Company."

1.2. Article 4. of the Statutes ("The place(s) of business and the branch office(s) of the Company") shall be amended as follows:

„4.1. Place(s) of Business of the Company:

1039 Budapest, Heltai Jenő tér 1.
1132 Budapest, Váci út 20.
1087 Budapest, Hungária krt. 40-44.
1056 Budapest, Bajcsy-Zs. út 52.
1015 Budapest, Hattyú u. 18. (Széna tér)
1082 Budapest, Üllői út 48.
1139 Budapest, Váci u. 81.
1211 Budapest, Kossuth L.u.47-49.
1073 Budapest, Erzsébet krt. 18.
1049 Budapest, Flórián tér 4-5.
1087 Budapest, Könyves Kálmán körút 48-52.
1102 Budapest, Kőrösi Csoma Sándor sétány 20. C. fsz. 17. a.
1057 Budapest, Kossuth tér 13-15.
1135 Budapest, Lehel út 72-74.
1037 Budapest, Margit körút 54.
1204 Budapest, Kossuth Lajos u. 64. 2. em.

1042 Budapest, Árpád út 45.
1184 Budapest, Üllői út 372.
1115 Budapest, Villányi u. 20

4.2. Branch office(s) of the Company:

6500 Baja, Szabadság u. 54.
5600 Békéscsaba, Hunyadi tér 10.
4100 Berettyóújfalú, Dózsa György út 3-5. 1. lh. fsz. 2.a.
2040 Budaörs, Károly király u. 4.
2757 Cegléd, Rákóczi út 23.
Debrecen, hrsz. 8402/4.
Dunaújváros, hrsz. 42/17/A/1
3300 Eger, Dr. Sándor Imre u. 4.
2030 Érd, Budai út 7-11
3200 Gyöngyös, Petőfi Sándor u. 5.
9022 Győr, Czuczor Gergely u. 21.
5700 Gyula, Hétvezér u. 3.
7400 Kaposvár, Fő u. 51.
6000 Kecskemét, Bercsényi u. 7.
8360 Keszthely, Rákóczi Ferenc tér 21.
2900 Komárom, Mártírok útja 19.
Mátészalka, hrsz. 3204/4/A/2.
Miskolc, hrsz. 4190/9
9200 Mosonmagyaróvár, Fő út 26.
8804 Nagykanizsa, Ady Endre u. 6.
4400 Nyíregyháza, Dózsa György utca 11.
8500 Pápa, Mándi Márton István u.2. fsz. 1. em. 1.a
3100 Salgótarján, Erzsébet tér. 7.
9600 Sárvár, Batthyány L. u. 40.
8603 Siófok, Szabadság tér 6.
9400 Sopron, Deák tér 16. a. ép. fsz. 1.a..
6736 Szeged, Szent István tér 10.
6720 Szeged, I. kerület, Széchenyi tér 3.
8000 Székesfehérvár, Koronázó tér 2. fsz.
7100 Szekszárd, Széchenyi u. 29-31.
2310 Szigetszentmiklós, Losonczi u. 1. A.ép. 4.lh. fsz.
5000 Szolnok, Nagy Imre körút 10. A.
9700 Szombathely, Fő tér 15.
Tatabánya, hrsz. 8211/2
3580 Tiszaújváros, Szent István út 17.
2600 Vác, Köztársaság út 11-13. fsz. 2.a.
8200 Veszprém, Cserhát ltp. 7.
8900 Zalaegerszeg, Dísz tér 7. fsz."

- 1.3. Article 6. of the Statutes ("Sphere of activities of the Company") in respect of sub-article "Other business" shall be supplemented with the following activity:

"7022'08 – Business and other management consultancy activities"

- 1.4. The Statutes shall be supplemented with Article 7.3. as follows:

"The Company, on 3 December 2010, decided upon its merger with the Allianz Bank Limited (Registered office: 1139 Budapest, Váci út 81.; Corporate Registration Number: 01-10-044647), and accordingly Allianz Bank Ltd. shall be acquired by the Company in compliance with Article 67 (3) and 81 (1) of Act IV of 2006 on Business Associations. At the time of the merger the equity capital of the Company remained the same."

- 1.5. The last French paragraph of the article 12.8 of the Statutes shall be amended as follows:

„shall ensure that the Minutes of the General Meeting established in accordance with the Section 238 of the Gt."

- 1.6. The first two paragraph of the article 12.9 of the Statutes shall be amended as follows:

„Registration form shall be drawn up of the General Meeting about the present shareholders and representatives with the required content and method as indicated in the Section 233 of the Gt.

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

- corporate name and registered office of the Company,*
- holding type, place and date of 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 votes;*
- important events and proposals made during the General Meeting;*
- proposed resolutions, as well as the number of votes for and against such resolutions, and the number of those who abstained from voting;*
- objection of shareholder, a member of the Board of Directors or of the Supervisory Board to a resolution if so requested by the objecting person;*
- any change in the number of the persons present during the time of the General Meeting.”*

1.7. Third sentence of the article 13.2 of the Statutes shall be supplemented as follows:

„The member of the Board of Directors shall be elected by the Supervisory Board of the Company from the shareholders or other persons by the assignment of competence in accordance with Article 14.8 of the Statutes.”

1.8. First sentence of Article 13.5. of the Statutes shall be amended as follows:

„The members of the Board of Directors – in accordance with and as it rendered in 14.8. – shall be elected by the Supervisory Board for an indefinite or for a maximum 5 years definite period of time.”

1.9. Last French paragraph of third paragraph of Article 13.14.5. of the Statutes shall be amended as follows:

„can hold a position of an executive in another business entity which is not a member of FHB (Banking) Group but practising same business activity as well.”

1.10. Article 13.14.5. of the Statutes shall be supplemented with the following last paragraph::

„In the application of this Statutes those business entities shall be qualified to be a member of FHB (Banking) Group, which are under the controlling influence of FHB Mortgage Bank Plc. being a credit institution under supervision on a consolidated basis (as defined in Hpt.).”

1.11. Third sentence of Article 14.2. of the Statutes shall be amended as follows:

„Provided that – in accordance with the assignment of competence rendered in Article 14.8. – the Supervisory Board has elected the members of the Board of Directors for an indefinite period, then the members of the Supervisory Board can be elected for an indefinite period as well.”

1.12. The section enlisting the external board members of Article 17.a) of the Statutes – in accordance with the Resolution No. 24/2010.(11.30.)of the Supervisory Board - shall be supplemented with the following:

- Judit Mária Kozák (m.n.: Koncz Borbála, address: 1194 Budapest, Méta utca 29/a.)
Starting date of the legal relationship: 2011.04.01.
Ending date of the legal relationship: 2014.08.31.*
- Péter Menczel (m.n.: Fürjesi Paula, address: 2013 Pomáz, Mogyoró utca 8.)
Starting date of the legal relationship: 2011.04.01.*

Ending date of the legal relationship: 2014.08.31.

1.13. The Statutes shall be supplemented with the following Article 23.:

„23. Effectiveness

This Statutes shall become effective on the date on which the transformation referred in Article 7.3. becomes effective.”