

## **Notification by CIB Bank Ltd.**

**CIB Bank Ltd.** (1027 Budapest, Medve u. 4-14., Reg.No.: 01-10-041004) hereby notifies the investor owners of the bonds issued by it that **CIB Bank Ltd.** as the sole shareholder of CIB Leasing Ltd., passed the following resolution on 19<sup>th</sup> February, 2018:

### **I.**

**CIB Bank Ltd.** (seat: 1027 Budapest, Medve u. 4-14.; registration number: Cg. 01-10-041004) as the sole shareholder (the “**Sole Shareholder**”) of **CIB Leasing Ltd.** (registered seat: 1027 Budapest, Medve u. 4-14; company registration No.: Cg. 01-10-044131) (the “**Company**”), hereby resolves as follows on the date and at the place set out below:

### **“Shareholder’s Resolution No. 1/2018 (19.II.)**

The Shareholder acknowledges and approves the reports prepared by the Management Board, the Supervisory Board and the Statutory Auditor (KPMG Hungária Kft.) on the business year 2017 of CIB Leasing Ltd.

The Shareholder establishes that pursuant to the statutory financial statements prepared only for the Company as at December 31, 2017 in accordance with the International Financial Reporting Standards (IFRS), the balance sheet total of the Company was HUF 91,442 million (i.e. ninety-one billion and four hundred and forty-two million Hungarian Forints) and the Company achieved and after tax profit of HUF 1, 281 million (i.e. one billion and two hundred and eighty-one million Hungarian Forints) in the business year 2017.

The Shareholder acknowledges that CIB Real Estate Ltd. merged into the Company on December 31.

As of December 31, 2017, CIB Real Estate Ltd. had total assets of HUF 2,630,461 thousand (i.e. Two billion and six hundred and thirty million and four hundred and sixty-one thousand Hungarian Forints) and in the business year 2017 achieved a profit after taxes of HUF 126,924 thousand (i.e. One hundred and twenty-six million and nine hundred and twenty-four thousand Hungarian Forints) calculated according to IFRS. The Shareholder approves the annual financial statements of the Company for the business year 2017.

### **Shareholder’s Resolution No. 2/2018 (19.II.)**

The Shareholder resolves that no dividend shall be paid for the financial year 2017 of CIB Leasing Ltd. and the after tax profit shall be recorded the Company’s retained earnings.

### **Shareholder’s Resolution No. 3/2018 (19.II.)**

The Shareholder establishes that the Management Board performed their duties in the business year of 2017 keeping the priority of the Company’s interests and, accordingly, discharges the Members of the Management Board from the pecuniary liability against the Company, arising from their business decisions taken in the business year of 2017. Considering the above, the Shareholder establishes that the Members of the Management Board carried out the management of the Company in the business year of 2017 appropriately and in compliance with their duties.

The Shareholder establishes that the Management Board of CIB Real Estate Ltd. performed their duties in the business year of 2017 keeping the priority of the CIB Real Estate Ltd.'s interests and, accordingly, discharges the Members of the Management Board from the pecuniary liability against the CIB Real Estate Ltd., arising from their business decisions taken in the business year of 2017. Considering the above, the Shareholder establishes that the Members of the Management Board carried out the management of the CIB Real Estate Ltd. in the business year of 2017 appropriately and in compliance with their duties.

**Shareholder's Resolution**  
**No. 4/2018 (19.II.)**

The Shareholder hereby unanimously establishes that all members of the Supervisory Board of the Company fulfilled their controlling obligations prescribed by the relevant laws and the Statutes of the Company completely and in full compliance with the relevant regulations of applicable laws and the Statutes of the Company in the course of the business year of 2017. Considering this, the Shareholder hereby resolves that the Shareholder and the Company explicitly and irrevocably waive their right to claim any sort of damages from the members of the Supervisory Board in connection with their controlling obligations (whether claiming the breach or failure of performance thereof) in respect of the business year of 2017.

The Shareholder hereby unanimously establishes that all members of the Supervisory Board of the CIB Real Estate Ltd. fulfilled their controlling obligations prescribed by the relevant laws and the Statutes of the CIB Real Estate Ltd. completely and in full compliance with the relevant regulations of applicable laws and the Statutes of the CIB Real Estate Ltd. in the course of the business year of 2017. Considering this, the Shareholder hereby resolves that the Shareholder and the CIB Real Estate Ltd. explicitly and irrevocably waive their right to claim any sort of damages from the members of the Supervisory Board in connection with their controlling obligations (whether claiming the breach or failure of performance thereof) in respect of the business year of 2017.

**Shareholder's Resolution**  
**No. 5/2018 (19.II.)**

The Shareholder hereby resolves to appoint KPMG Hungária Kft. (1134 Budapest, Váci út 31.) as statutory auditor of the Company for a definite period starting on the date of 1<sup>st</sup> May 2018 until 30<sup>th</sup> April 2019 and approves the appointment of István Henye (address: 1037 Budapest, Zúzmara utca 8, mother's maiden name: Mária Dr. Áder, registration number: 005674) as private person auditor personally responsible for the audit.

The Shareholder hereby acknowledges that the Company shall conclude the audit agreement with KPMG Hungária Kft. (H-1134 Budapest, Váci út 31., Cg. 01-09-063183) – including the audit fees – within 90 days from the date of this resolution in accordance with or under terms more favorable than those set out in the respective resolutions of the Management Board of the Company. The Shareholder accepts the remuneration of KPMG Hungária Kft. for 2018 year.”

CIB Bank Ltd.