

## **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 **Intesa Sanpaolo S.p.A.** as the sole shareholder of CIB Bank Ltd., passed the following resolution on May 15<sup>th</sup>, 2017:

### **I.**

**Intesa Sanpaolo S.p.A.** (registered seat: IT-Torino, Piazza San Carlo 156, Italy, registration number: 00799960158) (hereinafter: the “**Shareholder**”), as the sole shareholder of **CIB Bank Ltd.** (registered seat: 1027 Budapest, Medve u. 4-14; company registration No.: Cg. 01-10-041004) (the “**Company**”), hereby resolves as follows on the date and at the place set out below:

“The Shareholder hereby establishes that the conditions of additional payment set forth in sec. 15.3 of the Statutes of the Company are no longer satisfied with respect to the whole amount of the additional payment performed as such by the Shareholder in December 2014. The financial situation of the Company makes possible the repayment of the additional payment held in the accounts of the Company as liability and the approval of the Central Bank of Hungary is not required to the repayment of the additional payment. Therefore HUF 36,000,000,000 i.e. thirty-six billion Hungarian forints from the additional payment performed by the Shareholder as such in December 2014 shall be paid back to the Shareholder in accordance with sec 15.3 of the Statutes of the Company.

### **Shareholder’s Resolution No. 1/2017 (15.V.)**

The Shareholder hereby resolves that the Company shall pay back HUF 36,000,000,000 i.e. thirty-six billion Hungarian forint sum contributed by the Shareholder as additional payment in December 2014 via bank transfer to the bank account of the Shareholder no. 0001-000002-511 INTESA SANP.MIL held at CIB Bank Zrt. (IBAN HU85 1070 0017 0000 0206 5110 0005) within 30 days from the execution of the present resolution.

### **2/2017. (15. V.) Shareholder’s Resolution**

The Shareholder increased the Company’s share capital through the private issue of new ordinary share by an amount of HUF 1.

In the framework of the capital increase, the Shareholder orders to issue 1 piece (say one piece) of “A” series dematerialized share with a nominal value of HUF 1 and to pay HUF 14,999,999,999.- as total capital contribution.

The “A” series shares entitle their holders to rights defined in the Statutes tentatively amended as attached hereto in Annex 1. The Shareholder issue its declaration on the take-over of the 1 “A” series ordinary share within 15 (fifteen) days reckoned from the date of this resolution, at the latest.

The Shareholder shall pay within thirty (30) days of the date of this Resolution the issue value as cash contribution in the amount of HUF 15,000,000,000 (say fifteen billion Hungarian Forints) via bank transfer to the Company’s bank account in HUF.

Due to the capital increase by the issue of new “A” series ordinary share, the Company’s share capital shall be increased from HUF 50,000,000,002 to a total of HUF 50,000,000,003.

The difference between the nominal value of the newly issued share and the paid amount shall be booked as capital reserve.

Due to the capital increase the Shareholder amend Articles 3 and 6 of the Company's Statutes as attached hereto in Annex 1.

On the basis of this resolution, the Board of Directors shall be entitled and obliged to make all the arrangements necessary in connection with the capital increase, including especially the acknowledgement of the issue and the capital increase.”

CIB Bank Ltd.