



**PANNÓNIA**  
ÉLETBIZTOSÍTÓ

**SUMMARY OF THE PROPOSALS AND THE PROPOSED  
RESOLUTIONS REGARDING TO THE AGENDA ITEMS  
OF THE EXTRAORDINARY GENERAL MEETING**

**CIG PANNÓNIA LIFE INSURANCE PLC.  
FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD  
ON  
7TH JULY 2015**

**Date of the General Meeting: 7 July 2015 (Tuesday) at 10 a.m.**

**Place of the General Meeting: Registered seat of the Company**

**(address: 1033 Budapest, Flórián tér 1.)**

## Dear Esteemed Shareholders!

The Board of Directors of CIG Pannónia Life Insurance Plc. (hereinafter the "Company") convened the extraordinary General Meeting of the Company for 10 a.m. on 7th July 2015. The agenda is included in the Notice of the invitation to the General Meeting that was announced according to Article VIII. 8. of the Company's Articles of Association. The Notice of the invitation to the General Meeting was published on the Company's website ([www.cigpannonia.hu](http://www.cigpannonia.hu)), on the website operated by the National Bank of Hungary ([www.kozzetetelek.hu](http://www.kozzetetelek.hu)) and on the website of the Budapest Stock Exchange Private Company Limited by Shares ([www.bet.hu](http://www.bet.hu)) on 4th June 2015.

After the publication of the announcement, none of the shareholders exercised his/her right - according to the 3:259. § (2) of the Act Nr. V of 2013 on the Civil Code - to request additional items for the agenda of the General Meeting.

According to the legislation the Board of Directors publishes the proposed resolutions on the agenda items.

The Board of Directors convenes the General Meeting with the following agenda items:

1. Decision on the election of members of the Supervisory Board
2. Decision on the election of member of the Audit Committee
3. Decision on the authorization of the validation of the Remuneration and Nomination Committee

This document contains the summary of the proposals and the proposed resolutions regarding to the agenda items of the General Meeting. After studying this document the Esteemes Shareholders receive detailed information on the agenda items of the General Meeting. The Repeated General Meeting convened as a result of lack of quorum shall have quorum for all issues included in the original agenda with the summary of the submissions and proposals for decisions published in this document.

The detailed conditions of attending the General Meeting and the Repeated General Meeting are included in the Notice of the invitation of the General Meeting.

*Disclaimer: All information contained within this document is for information purposes only, and shall not be considered an official translation of the official communication referred to herein. This document does not include the integral wording of the official communication referred to herein, the original Hungarian language version of it remains to be the solely legally binding material in the subject matter. For further information, please do not hesitate to contact us.*

## **AGENDA ITEM no. 1.**

### **Decision on the election of members of the Supervisory Board**

#### **SUMMARY OF THE PROPOSAL**

The Company's Supervisory Board has at least three, but no more than ten members; the members are appointed for a maximum of five years and are recalled by the General Meeting.

Three of the six members of the Supervisory Board resigned from their offices this year, so the Board of Directors considers necessary to increase the number of the members.

The Board of Directors made the nomination according to the recommendation of the Remuneration and Nomination Committee regarding to the managing and supervisory bodies.

The main aspect of the nomination was that members of the Supervisory Body together should have the competency to fulfill efficient and professional supervisory functions.

By the nomination the Board of Directors wanted to increase the proportion of the womens' quote according to the recommendation of the European Committee.

Based on an active involvement and nomination suggestions from shareholders, the Board of Directors proposes Erzsébet Hajnalka Czakó and István Boros as new members of the Supervisory Board.

The Board of Directors proposes to the General Meeting to appoint Erzsébet Hajnalka Czakó and István Boros - with the effect from the date of the authorization of the National Bank of Hungary – as members of the Supervisory Board of the Company for a period of 5 (that is five) years.

Information about the professional experiences and relevant knowledge of the nominees, that makes them competent to the Supervisory Board membership are attached as Annexes 1-2.

#### **PROPOSED RESOLUTION**

*The General Meeting appoints Erzsébet Hajnalka Czakó as a member of the Supervisory Board of the Company for a five year period with the effect from the date of the authorization of the National Bank of Hungary.*

*The General Meeting appoints István Boros as a member of the Supervisory Board of the Company for a five year period with the effect from the date of the authorization of the National Bank of Hungary.*

## **AGENDA ITEM no. 2.**

### **Decision on the election of member of the Audit Committee**

#### **SUMMARY OF THE PROPOSAL**

According to Article X. 9. of the Company's Articles of Association an audit committee of maximum four members is established at the Company, its members must be appointed by the General Meeting from the independent members of the Supervisory Board.

The Audit Committee operates now with two members, so it has to be expanded. The criteria of the membership is that the nominee has a Supervisory Board membership authorized by the National Bank of Hungary. So the CV of the nominee is attached as Annex to the proposal on the election of members of the Supervisory Board.

#### **PROPOSED RESOLUTION**

*The General Meeting appoints Erzsébet Hajnalka Czakó as a member of the Audit Committee of the Company for a five year period with the effect from the date of the authorization of the National Bank of Hungary.*

### **AGENDA ITEM no. 3.**

#### **Decision on the authorization of the validation of the Remuneration and Nomination Committee**

##### **SUMMARY OF THE PROPOSAL**

The new Corporate Governance Recommendations of Budapest Stock Exchange Company Limited by Shares are effective from 1 December 2012.

According to the recommendations the Board of Directors of the Company set up the Remuneration and Nomination Committee mostly from the independent members of the Supervisory Board. According to Paragraphs No. 3.3.-3.4. of the Corporate Governance Recommendations the General Meeting or the Board of Directors authorized by the General Meeting has the right to set up a Remuneration and Nomination Committee.

The Annual General Meeting of 2014 authorized the Board of Directors to the date of the Annual General Meeting in 2015 to elect the members of the Remuneration and Nomination Committee.

The Committee reviewed the remuneration forms applied by the Company and made a proposal on the development of an achievement and margin based incentive system. So the Company calculates the remuneration that exceeds the basic salary based on the appropriate margin and measurable achievement.

The Committee made a proposal on the guidelines of the establishment of the managing and supervisory bodies. The proposal was approved by the Board of Directors, and already have been taken into consideration by the nominations for this General Meeting. The Committee performed all of its tasks properly and prospectively so it is reasonable that the Board of Directors get the authorization to elect the members of the Committee for an indefinite period in such a way that the independence of most of the members is insured.

##### **PROPOSED RESOLUTION**

*The Board of Directors is authorized by the General Meeting - with effect from the passing of this resolution - from 2015 to elect the members of the Remuneration and Nomination Committee in such a way that the independence of most of the members is ensured.*

## **Annexes**

### **ANNEX 1**

**CV of the proposed member of the Supervisory Board (István Boros)**

### **ANNEX 2**

**CV of the proposed member of the Supervisory Board (Erzsébet Hajnalka Czakó)**