

## **NOTICE OF THE INVITATION TO THE GENERAL MEETING**

### **The Board of Directors of CIG Pannonia Life Insurance Plc.**

(registered seat: H-1033 Budapest, Flórián tér 1.; hereinafter the "Company")

**hereby informs the Honourable Shareholders that the annual general meeting of the Company will be held**

**on 18 April 2013 (Thursday) at 10 a.m.**

in Flórián Udvar Office Center (address: H-1033 Budapest, square Flórián 1., building "A", 1<sup>st</sup> floor)

**The Board of Directors convenes the annual general meeting with the following agenda items:**

1. Closing of the 2012 business year
  - a) Decision on the report of the Board of Directors prepared in connection with the business operation carried out in the 2012 business year, the management, the financial position and the business policy of the Company;
  - b) Discussion of the report of the Board of Directors in connection with the Company's annual report in accordance with the Hungarian Accounting Act, and the Company's consolidated financial statements in accordance with international financial reporting standards (EU IFRS);
  - c) Discussion of the report of the Audit Committee in connection with the Company's annual report in accordance with the Hungarian Accounting Act, and the Company's consolidated financial statements in accordance with international financial reporting standards (EU IFRS);
  - d) Discussion of the report of the Supervisory Board in connection with the Company's annual report in accordance with the Hungarian Accounting Act, and the Company's consolidated financial statements in accordance with international financial reporting standards (EU IFRS);
  - e) Discussion of the report of the registered auditor in connection with the Company's annual report in accordance with the Hungarian Accounting Act, and the Company's consolidated financial statements in accordance with international financial reporting standards (EU IFRS);
  - f) Decision (i) on the approval of the Company's annual report in accordance with the Hungarian Accounting Act, and the Company's consolidated financial statements in accordance with international financial reporting standards (EU IFRS) and (ii) on the use of the after tax profit, on the basis of the proposal of the Board of Directors;
  - g) Decision on the approval of the corporate governance report.
2. Decision on the release from liability to be granted to the executive officers pursuant to Clause 30 (5) of Act IV of 2006 on Business Associations.
3. Decision on the election of the registered auditor of the Company and the determination of its remuneration as well as the material provisions of the agreement to be concluded with the registered auditor.
4. The amendment of the articles of association:
  - a) Decision on the amendment of Clause 4 of Chapter VIII of the articles of association of the Company in compliance with Clause 20 (6) of Act IV of 2006 on Business Associations with

regards to the election, recall, remuneration of the members of the Board of Directors, Supervisory Board, and the chairmen of these corporate bodies.

- b) Decision on the repeal of Clause 19-22 of Chapter VIII of the articles of association of the Company, that is on the neglect of the opportunity given in the Clause 299 (1) of Act IV of 2006 on Business Associations, regarding the voting rights maximization of a special group of shareholders.
  - c) Decision on the amendment of Clause 2 of Chapter IX of the articles of association of the Company, in compliance with the Clause 19 (2) of Act IV of 2006 on Business Associations, according to its provisions, executive officers are elected by the general meeting.
5. Decision on the determination of remuneration of the members of the Board of Directors.
  6. Decision on the removal and election of the members of the Supervisory Board.
  7. Decision on the determination of remuneration of the members of the Supervisory Board.
  8. Decision on the election of member of the Audit Committee.
  9. Decision on the determination of remuneration of the members of the Audit Committee.
  10. Information:

The Board of Directors give information on the implementation, amount due, furthermore present the list of entitled managers in comply with the Incentive Scheme (both KPI, and related to share price) adopted by the annual general meeting 2011 with its resolution No. 20/2011. (IV.19.), regarding the valuation period 01/01/2012 – 31/12/2012.

**The general meeting shall have quorum if the shareholders representing more than half of the votes represented by the shares carrying voting rights are present. When establishing a quorum, the restrictions specified in Clause 19 and Clause 22 of Chapter VIII of the articles of association (i.e. the 10% maximum voting right applying to a shareholder or a group of shareholders) shall be taken into consideration by ignoring the votes in excess of the 10% maximum voting cap (to be calculated without the treasury shares). In the event of the adaptation the agenda item 4.b), the regulation in connection with the voting rights maximization will be disregarded in the course of discussion the following agenda items. The repeated general meeting convened as a result of lack of quorum shall have quorum for all issues included in the original agenda, regardless of the number of the shareholders present. The general meeting repeated as a result of lack of quorum will be held on 18 April 2013 (Thursday) at 11 am in Flórián Udvar Office Center (address: 1033 Budapest, square Flórián 1., building “A”, 1<sup>st</sup> floor.) with the same agenda items and under the same registration conditions. The conditions for the participation and exercise of voting rights on the repeated general meeting shall be identical with the conditions for participation and exercise of voting rights on the original general meeting.**

**The method of holding the general meeting and the repeated general meeting: attending in person by the shareholders at the venue of the general meeting.**

The Company publishes the key data of the draft financial statements prepared in accordance with the Hungarian Accounting Act and of the report prepared by the Board of Directors and the Supervisory

Board, the summary on the total number of shares and voting rights at the date of convocation (including separate totals for each class of shares) together with a summary of the proposals relating to issues placed on the agenda items and the resolution proposals on its website ([www.cigpannonia.hu](http://www.cigpannonia.hu)), on the website operated by the Hungarian Financial Supervisory Authority ([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)) at least twenty-one (21) days prior to the general meeting.

Upon a written request submitted at least eight (8) days prior to the scheduled date of the general meeting, the Board of Directors shall provide the necessary information to all shareholders in connection with the agenda items of the general meeting when discussing the given agenda item on the general meeting. The Board of Directors may refuse to provide such information only if it is of the opinion that it would infringe upon the Company's business secrets. Nevertheless, the information shall be provided if the Board of Directors is so instructed by the resolution of the general meeting. Disclosure of information not containing any business secrets may not be restricted. However, shareholders may not have access to the books and other business documents of the Company.

The shareholders having at least one (1) percent of the votes may request the Board of Directors in writing to place a certain issue on the agenda. Such shareholders shall indicate the reason and the purpose of their request. The shareholders may exercise such right within a period of eight (8) days after the publication of the notice of the invitation to the general meeting. The shareholders having at least one (1) percent of the votes may submit a resolution proposal in connection with the agenda items in writing within a period of eight (8) days after the publication of the notice of the invitation to the general meeting. If the shareholders exercised their rights specified in this paragraph, then the agenda supplemented on the basis of the request of the shareholder(s) and the resolution proposals submitted by the shareholders shall be published by the Company on its website ([www.cigpannonia.hu](http://www.cigpannonia.hu)), on the website operated by the Hungarian Financial Supervisory Authority ([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 the business day following the expiry of the period for exercising the shareholders' rights specified in this paragraph.

#### **Conditions for participation and exercise of voting rights on the general meeting pursuant to the articles of association:**

The shareholder, or their representative intend to participate at the annual general meeting should be registered in the share register prior two business days to the general meeting. The shareholders' rights may be exercised on the general meeting only by the persons who have been registered in the share register until 6 p.m. on the second working day prior to the general meeting.

Closing of the share register shall not impede the right of a person registered therein to transfer its shares after the closing of the share register. The transfer of shares before the day of the general meeting shall not exclude the right of the person registered in the share register to attend the general meeting and exercise its shareholders' rights. The establishment of the entitlements to exercise shareholders' rights shall take place through the shareholder identification; therefore, no ownership certificate is required to exercise the shareholders' rights.

The Company will obtain shareholder identification from KELER Zrt. (i.e. the Central Depository) as the keeper of the share register for the general meeting being a corporate event. **The record date of the shareholder identification is 11 April 2013. At the time of the shareholder identification the keeper of the share register will delete all data from the share register and simultaneously will replace them with the latest result of the shareholder identification. The keeper of the share register will close the share register with the data of the shareholder identification three (3) business days following the**

**record date, on 16 April 2013 at 18:00 Budapest time.** All other relevant rules as to the shareholder identification are contained in the effective rules of KELER Zrt.

Each dematerialized, registered, ordinary- ,and interest bearing shares having a face value of HUF 40 (that is forty Hungarian forints) and carrying voting rights entitles the shareholders to one vote on the general meeting.

The shareholders may exercise their voting rights on the general meeting in person or via their representatives (acting on the basis of a proxy or being a registered representative). Members of the Board of Directors, the Supervisory Board, the general manager and the employees in leading position may not act as the representatives of the shareholders unless such persons have been instructed in writing by the given shareholder with a clear voting instruction for each proposal. One representative may represent more shareholders, however; one shareholder shall have only one representative. The representative shall cast the votes according to the instructions given by the shareholder, otherwise the vote shall be considered to be null and void. If the shares of a shareholder are held in different securities accounts, then such shareholder may appoint separate representatives in respect of the shares held in each securities account, however; different votes cannot be cast in respect of the shares belonging to the same shareholder. If different votes were cast in respect of the shares belonging to the same shareholder, all such votes shall be considered to be null and void. These provisions shall not affect the provisions of Act CXX of 2001 on the Capital Market pertaining to nominees.

If the shareholder intends to give a proxy in an official form as defined in Clause 6 of Chapter VIII of the articles of association, then such request shall be submitted to the Department of Investor Relations of the Company until 17 April 2013 in writing (address: 1033 Budapest, Flórián tér 1.) or e-mail to [investor.relations@cig.eu](mailto:investor.relations@cig.eu). The request shall contain the exact name and address (mailing or e-mail address) of the shareholder to which shareholder the official form should be delivered.

The proxy granted for the representatives (including the proxy in an official form) shall be prepared in the form of a public document or a private document constituting conclusive evidence. If the proxy was issued outside Hungary, its formal requirements shall satisfy the relevant law concerning the certification and/or legalisation of documents issued outside Hungary. If the proxy is prepared in any language other than the Hungarian language, an official Hungarian translation thereof shall be attached. In case of shareholders other than natural persons, the signing authority of the persons (i) executing the proxy or (ii) acting on behalf of a shareholder on the general meeting shall be certified by (i) an original document issued by a public authority (e.g. company registry extract) or the notarized copy thereof or (ii) a public notary's statement, issued not earlier than thirty (30) days before the date of the general meeting, furthermore the specimen of signature of the relevant person(s) shall also be attached. The above documents shall be presented in the course of the registration prior to the general meeting or together with sending the official form proxy to the Company. If the document certifying the representation right has been prepared in any language other than the Hungarian language, an official Hungarian translation shall be attached.

The proxy (with the exception of the proxy in an official form) shall be deposited at the registration prior to the commencement of the general meeting at the latest. The official form shall arrive to the registered seat of the Company (H-1033 Budapest, Flórián tér 1.) until 17 April 2013 at the latest.

If the conditions for the participation on the general meeting and the exercise of voting rights specified in this notice of the invitation to the general meeting are met, then the shareholder or its representative (acting on the basis of a power of attorney or being a registered representative) may apply for its voting machine entitling the attendants to vote and participate on the general meeting. The shareholders may apply for the voting machine at the venue of the general meeting in the course of the registration after (i) the identification and representation right has been certified, (ii) the share register has been checked and

(iii) the attendance sheet has been signed. The identification of the shareholder or its representative (acting on the basis of a power of attorney or being a registered representative) shall be certified by a valid ID or a valid passport.

The Board of Directors draws the attention of the shareholders that the general meeting will be held in Hungarian language. However, if the shareholder of the Company so requests prior to date of the general meeting in writing then the Company will grant access for the interpreter of the given shareholder to the general meeting. Such request shall contain the name and personal data of the interpreter and shall arrive to the Department of Investor Relations of the Company (address: 1033 Budapest, Flórián tér 1.) until 17 April 2013 at the latest.

**The registration prior to the general meeting i.e. the certification of (i) the right to participate as shareholder (representative) on the general meeting (ii) the identification and (iii) the representation right will take place at the venue and on the day of the general meeting between 8 am and 9:30 am. The Company draws the attention of the Honourable Shareholders that the Honourable Shareholders shall bear the risks arising from the appearance at the venue of the registration at inappropriate time. Therefore, the Company kindly requests the Honourable Shareholders intending to attend the general meeting to be present for registration on time.**

Budapest, 18 March 2013.

Board of Directors of  
CIG Pannonia Life Insurance Plc.